

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant, bank manager or other independent legal, tax or financial adviser immediately.**

If you have sold or otherwise transferred all of your shares in Coca-Cola HBC AG, please send this document, together with the accompanying reply form as soon as possible to the purchaser or transferee or to the custodian, nominee, bank representative or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

## **Notice of Annual General Meeting of**

### **Coca-Cola HBC AG**

incorporated as a stock corporation (*Aktiengesellschaft*)  
under the laws of Switzerland and registered in Switzerland  
with business identification number CHE-235.296.902,  
registered office in Steinhausen and  
registered address at Turmstrasse 26, 6300 Zug, Switzerland

**Tuesday, 21 June 2016, 11:00 am CET**

**at Hochschule Luzern Wirtschaft,  
Institut für Finanzdienstleistungen Zug IFZ,  
Grafenauweg 10 (the entrance for guests  
is at Grafenauweg 8), 6300 Zug, Switzerland**

Opening of doors to meeting room: 10:30 am CET

Beginning of meeting: 11:00 am CET

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## Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 19 May 2016

### Annual General Meeting of Coca-Cola HBC AG to be held on 21 June 2016

Dear shareholders,

We are writing to you in connection with Coca-Cola HBC AG's annual general meeting (the "Annual General Meeting"), which will be held on Tuesday, 21 June 2016 at 11:00 am CET at Hochschule Luzern Wirtschaft Institut für Finanzdienstleistungen Zug IFZ, Grafenauweg 10 (the entrance for guests is at Grafenauweg 8), 6300 Zug, Switzerland. The formal notice convening the Annual General Meeting is set out at the end of this letter, beginning on page 5 (the "Notice").

The proposals of the Board of Directors to be considered at the Annual General Meeting are as follows:

1. To receive the 2015 integrated annual report and to approve the annual management report, the stand-alone financial statements and the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the year ended on 31 December 2015.
2. To carry forward the available earnings and to declare a dividend of EUR 0.40 on each ordinary registered share of Coca-Cola HBC AG with a par value of CHF 6.70 out of the general capital contribution reserve, as shown in the stand-alone financial statements (capped at an amount of CHF 200,000,000).
3. To grant discharge to the members of the Board of Directors and the members of the Operating Committee for the financial year ended on 31 December 2015.
4. To re-elect certain current members of the Board of Directors and to elect the Chairman of the Board of Directors, the Remuneration Committee and certain new members of the Board of Directors.
5. To elect Ms. Ines Poeschel, Kellerhals Carrard, Zurich, Switzerland, as the independent proxy of Coca-Cola HBC AG.
6. To (i) re-elect PricewaterhouseCoopers AG, Switzerland, as the statutory auditor of Coca-Cola HBC AG, and (ii) approve, by way of an advisory vote, the re-appointment of PricewaterhouseCoopers S.A., Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the applicable rules of the UK's Financial Conduct Authority.
7. To approve, by way of an advisory vote, the UK remuneration report of Coca-Cola HBC AG, excluding the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution.
8. To approve, by way of an advisory vote, the Swiss remuneration report of Coca-Cola HBC AG.
9. To approve, by way of a separate advisory vote, the remuneration policy of Coca-Cola HBC AG.
10. To approve the maximum aggregate amount of the remuneration of the Board of Directors until the next Annual General Meeting and the maximum aggregate amount of the remuneration of the Operating Committee for the next financial year.
11. To approve a reduction of the share capital of Coca-Cola HBC AG by cancelling 3,000,000 treasury shares.

The Notice contains the full and authoritative text of the items of the agenda and the proposals of the Board of Directors. It also sets out further detail and explanation in relation to each proposal to be considered at the Annual General Meeting.

Your attention is also drawn to the recommendation of the Board of Directors set out on page 14 of the Notice.

A reply form in relation to the Annual General Meeting is enclosed with this document and should be filled out and returned in accordance with the instructions printed on the form as soon as possible, and in any event, no later than 14 June 2016. Alternatively, you may make use of an online proxy voting platform by 16 June 2016 by using the URL and your access code printed on your reply form. The section headed "Organisational matters and notes" beginning on page 15 of the Notice also sets the procedures for your participation and voting. You should read this information carefully before completing the reply form.

We would also like to take this opportunity to thank Messrs. George A. David, Irial Finan, Sir Michael Llewellyn Smith and Nigel Macdonald, who will retire from the Board of Directors at the Annual General Meeting, for their significant contributions to Coca-Cola HBC AG.

The Annual General Meeting provides shareholders with an opportunity to communicate with the Board of Directors and we welcome your participation.

Yours faithfully

By order of the Board of Directors  
Anastassis G. David, Chairman

(letter without signature)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("Annual General Meeting") of Coca-Cola HBC AG will be held on Tuesday, 21 June 2016 at 11:00 am CET. In accordance with art. 13 para. 3 of Coca-Cola HBC AG's articles of association ("Articles of Association"), the Annual General Meeting will be held at Hochschule Luzern Wirtschaft Institut für Finanzdienstleistungen Zug IFZ, Grafenauweg 10 (the entrance for guests is at Grafenauweg 8), 6300 Zug, Switzerland, and will be conducted in English.

### Agenda

The meeting will consider the following agenda items:

1. Receipt of the 2015 integrated annual report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements
2. Appropriation of available earnings and reserves / declaration of dividend
  - 2.1 Appropriation of available earnings
  - 2.2 Declaration of a dividend from reserves
3. Discharge of the members of the Board of Directors and the members of the Operating Committee
4. Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee
  - 4.1 Current members of the Board of Directors
    - 4.1.1 Re-election of Anastassis G. David as a member of the Board of Directors and election as the Chairman of the Board of Directors (in a single vote)
    - 4.1.2 Re-election of Antonio D'Amato as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
    - 4.1.3 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
    - 4.1.4 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors
    - 4.1.5 Re-election of Anastasios I. Leventis as a member of the Board of Directors
    - 4.1.6 Re-election of Christodoulos Leventis as a member of the Board of Directors
    - 4.1.7 Re-election of Dimitris Lois as a member of the Board of Directors
    - 4.1.8 Re-election of José Octavio Reyes as a member of the Board of Directors
    - 4.1.9 Re-election of John P. Sechi as a member of the Board of Directors
  - 4.2 New members of the Board of Directors
    - 4.2.1 Election of Ahmet C. Bozer as a member of the Board of Directors
    - 4.2.2 Election of William W. Douglas III as a member of the Board of Directors
    - 4.2.3 Election of Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
    - 4.2.4 Election of Robert Ryan Rudolph as a member of the Board of Directors
5. Election of the independent proxy
6. Election of the auditors
  - 6.1 Re-election of the statutory auditor
  - 6.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes
7. Advisory vote on the UK remuneration report
8. Advisory vote on the Swiss remuneration report
9. Advisory vote on the remuneration policy

10. Approval of the remuneration of the Board of Directors and the Operating Committee
  - 10.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next annual general meeting
  - 10.2 Approval of the maximum aggregate amount of remuneration for the Operating Committee for the next financial year
11. Approval of a share capital reduction by cancelling treasury shares

## Proposals of the Board of Directors

### 1. Receipt of the 2015 integrated annual report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements

**Motion:**

The Board of Directors proposes (i) to receive the integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2015 (the "2015 Integrated Annual Report"), and (ii) that the annual management report and the stand-alone financial statements of Coca-Cola HBC AG (the "Stand-Alone Financial Statements") as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries (the "CCHBC Group") for the financial year ended on 31 December 2015 be approved.

**Explanation:**

The 2015 Integrated Annual Report has been prepared according to Swiss statutory reporting requirements as well as the requirements applicable to Coca-Cola HBC AG as the result of its premium listing on the London Stock Exchange. The 2015 Integrated Annual Report contains Coca-Cola HBC AG's annual management report, the Stand-Alone Financial Statements and the consolidated financial statements of the CCHBC Group as further detailed on the introductory page of the 2015 Integrated Annual Report.

The 2015 Integrated Annual Report contains the reports of Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland. In its reports, PricewaterhouseCoopers AG recommends without qualification that the Stand-Alone Financial Statements and the consolidated financial statements be approved.

The 2015 Integrated Annual Report can be accessed on the website of Coca-Cola HBC AG at: <http://coca-colahellenic.com/en/investors/reports/2015-integrated-annual-report>. The 2015 Integrated Annual Report is also available for inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" of this Notice.

### 2. Appropriation of available earnings and reserves / declaration of dividend

#### 2.1 Appropriation of available earnings

**Motion:**

The Board of Directors proposes to carry forward the retained earnings as follows:

|                                               |     |              |
|-----------------------------------------------|-----|--------------|
| Retained earnings                             |     |              |
| Balance brought forward                       | CHF | 200,291,137  |
| Net loss for the year                         | CHF | (55,673,772) |
| Total retained earnings to be carried forward | CHF | 144,617,365  |

**Explanation:**

The Stand-Alone Financial Statements show a net loss in the amount of approximately CHF 55.67 million. Taking into consideration the balance brought forward, the retained earnings amount to approximately CHF 144.6 million. The Board of Directors proposes to carry forward the retained earnings. A dividend is proposed to be distributed under the agenda item 2.2 below.

Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland, has audited the proposed appropriation of available earnings. The auditor's report states that the proposed appropriation complies with Swiss law and the Articles of Association.

## **2.2 Declaration of a dividend from reserves**

### ***Motion:***

The Board of Directors proposes to declare a gross dividend of EUR 0.40 on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve, as shown in the Stand-Alone Financial Statements. Own shares held directly by Coca-Cola HBC AG are not entitled to dividends. The total aggregate amount of the dividends shall be capped at an amount of CHF 200,000,000 (the "Cap"), and will reduce the general capital contribution reserve of CHF 6,137,759,778 as shown in the Stand-Alone Financial Statements, by a maximum of CHF 200,000,000. To the extent that the dividend calculated as EUR 0.40 per share would exceed the Cap on the day of the Annual General Meeting due to the exchange rate determined by the Board of Directors in its reasonable opinion, the Euro per share amount of the dividend shall be reduced on a pro rata basis so that the aggregate amount of all dividends paid does not exceed the Cap. Payment of the dividend is anticipated to be made on 26 July 2016 to holders of Coca-Cola HBC AG shares on the record date of 1 July 2016.

### ***Explanation:***

Provided that the proposed distribution out of the general capital contribution reserve is approved, it is currently anticipated that the dividend will be paid on 26 July 2016 to holders of shares on the record date of 1 July 2016. Accordingly, the shares will be traded ex-dividend as of 30 June 2016, and the last day on which the shares may be traded with entitlement to receive dividends will be 29 June 2016. The dividend may only be approved and paid if the Stand-Alone Financial Statements are approved in accordance with agenda item 1.

Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland, has audited the proposed appropriation of available earnings (including the declaration of a dividend). The auditor's report states that the proposed appropriation complies with Swiss law and the Articles of Association.

## **3. Discharge of the members of the Board of Directors and the members of the Operating Committee**

### ***Motion:***

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2015 and ending on 31 December 2015.

### ***Explanation:***

The Board of Directors proposes that shareholders grant discharge from liability to the members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2015 and ending on 31 December 2015. Under Swiss law, the discharge applies only in respect of disclosed facts and only against the company and shareholders who have approved the discharge or acquired shares subsequent to the resolution, being aware of the resolution of discharge. The rights to legal action of other shareholders (i.e. shareholders who have neither approved the discharge nor acquired shares subsequent to the resolution) extinguishes within six months after the resolution of discharge.

## **4. Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee**

### **4.1 Current members of the Board of Directors**

#### ***Motion:***

The Board of Directors proposes that shareholders individually re-elect each of the following current members of the Board of Directors, for a term of one year until the end of the next annual general meeting in 2017, as follows:

- 4.1.1 Re-election of Anastassis G. David as a member of the Board of Directors and election as the Chairman of the Board of Directors (in a single vote)**
- 4.1.2 Re-election of Antonio D'Amato as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**
- 4.1.3 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**
- 4.1.4 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors**

#### **4.1.5 Re-election of Anastasios I. Leventis as a member of the Board of Directors**

#### **4.1.6 Re-election of Christodoulos Leventis as a member of the Board of Directors**

#### **4.1.7 Re-election of Dimitris Lois as a member of the Board of Directors**

#### **4.1.8 Re-election of José Octavio Reyes as a member of the Board of Directors**

#### **4.1.9 Re-election of John P. Sechi as a member of the Board of Directors**

##### ***Explanation:***

Each of the current members of the Board of Directors is standing for re-election at the Annual General Meeting for a one year term, except for the four retiring members: Messrs. George A. David, Irial Finan, Sir Michael Llewellyn Smith and Nigel Macdonald, all of whom have served on the Board of Directors for more than nine years. Each of the members of the Board of Directors who are standing for re-election, has been recommended for re-election by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, having regard to the provisions of the Articles of Association and the recommendations of the UK Corporate Governance Code.

Additionally, Mr. Anastassis G. David is being proposed for election as Chairman of the Board of Directors. Mr. Anastassis David was appointed Chairman by resolution of the Board of Directors on 27 January 2016 for the period until the Annual General Meeting, succeeding Mr. George A. David who retired from the position as Chairman on 27 January 2016 and who will retire from the Board of Directors at the end of the Annual General Meeting.

The composition of the Board of Directors and the appointment of the Chairman has been carefully considered by the Nomination Committee and following this evaluation, the Board of Directors is satisfied that it and its committees have the appropriate balance of experience, diversity, independence and knowledge of the business of the CCHBC Group to enable them to discharge their respective duties and responsibilities effectively. The Board of Directors is of the view that each of the Directors proposed for re-election continues to make an effective contribution to the Board of Directors and demonstrates commitment to their role and therefore recommends the re-election of such Directors for a term of one year until the end of the next annual general meeting in 2017. The Board of Directors also recommends the election of Mr. Anastassis G. David as the new Chairman.

Further information about the Directors proposed for re-election, including their biographies, is set out in the 2015 Integrated Annual Report on pages 64–65, and a detailed description of the process for the appointment of the Chairman is set out in the report of the Nomination Committee on pages 82 to 83 of the 2015 Integrated Annual Report, which is available for inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" to this Notice.

## **4.2 New members of the Board of Directors**

##### ***Motion:***

The Board of Directors proposes that shareholders individually elect each of the following persons as new members of the Board of Directors, for a term of one year until the end of the next annual general meeting in 2017:

#### **4.2.1 Election of Ahmet C. Bozer as a member of the Board of Directors**

#### **4.2.2 Election of William W. Douglas III as a member of the Board of Directors**

#### **4.2.3 Election of Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**

#### **4.2.4 Election of Robert Ryan Rudolph as a member of the Board of Directors**

##### ***Explanation:***

Messrs. Ahmet C. Bozer, William W. Douglas III, Reto Francioni and Robert Ryan Rudolph are being proposed for election as new members of the Board of Directors to succeed Messrs. George A. David, Irial Finan, Sir Michael Llewellyn Smith and Nigel Macdonald, who will retire from the Board of Directors at the end of the Annual General Meeting.

The proposed new members of the Board of Directors have been recommended for election as non-executive directors by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, taking into consideration the provisions of the Articles of Association and the recommendations of the UK Corporate Governance



Code. The Board believes that Messrs. William W. Douglas III and Reto Francioni qualify as independent under the criteria set forth in the UK Corporate Governance Code.

The Board of Directors recommends the election of the proposed new members of the Board of Directors on the basis of their experience as outlined in the brief biographies set out below:

*Ahmet C. Bozer*

Mr. Bozer retired from the position as Executive Vice President of The Coca-Cola Company in March 2016. Mr. Bozer started his professional career in 1985 at Coopers & Lybrand, CPA, based in Atlanta, serving in a variety of audit, consultancy and management roles and moved to The Coca-Cola Company in 1990 as Financial Controls Manager. Four years later, he assumed a leadership role at Coca-Cola Bottlers of Turkey (now Coca-Cola Icecek), becoming its Managing Director in 1998. He returned to The Coca-Cola Company in 2000 as Division President, Eurasia, and quickly progressed to the role of Division President, Eurasia and the Middle East. In 2007, he became Group President, Eurasia, assuming additional responsibility for the India and South West Asia Division, and was soon named Group President and COO, Eurasia and Africa Group. As President of Coca-Cola International, he had operating responsibility for 200+ countries and territories. He chairs several business councils in various countries, serves as a Board member for the Coca-Cola Foundation, and the The Coca-Cola Turkey Life Plus Foundation, is on the Board of Advisors for Robinson College of Business at Georgia State University, and is a former member of the The Turkish Educational Volunteers Foundation. Mr. Bozer earned a bachelor degree in management from the Middle East Technical University, Ankara, Turkey, and a master degree in Business Information Systems from Georgia State University.

*William W. (Bill) Douglas III*

Mr. Douglas will retire from the position as Executive Vice President of Coca-Cola Enterprises in June 2016. Coca-Cola Enterprises is a major independent bottling company listed on the New York Stock Exchange. Mr. Douglas has held various positions within the Coca-Cola system since 1985. In 1991, he was appointed Division Finance Manager for the Nordic & Northern Eurasia Division of The Coca-Cola Company. Mr. Douglas moved to Atlanta in 1994 as Executive Assistant to the President of The Coca-Cola Company's Greater Europe Group. In 1996, Mr. Douglas became Nordic Region Manager. In 1998, he was appointed Controller of Coca-Cola Beverages plc. From 2000 until 2004 Mr. Douglas served as Chief Financial Officer of Coca-Cola HBC. He joined Coca-Cola Enterprises in 2004 when he was appointed Vice President, Controller and Principal Accounting Officer. He was appointed Senior Vice President and Chief Financial Officer in 2005 and Executive Vice President and Chief Financial Officer of Coca-Cola Enterprises in 2008. In 2013, Mr. Douglas became the Executive Vice President, Supply Chain. He continued leading the Supply Chain organization until April 2015. Before joining the Coca-Cola system, Mr. Douglas was associated with Ernst & Whinney, an international accounting firm. Mr. Douglas is a member of the Board of Directors and chairman of the Audit Committee of SiteOne Landscape Supply, Inc. He is also Vice Chairman of the University of Georgia Foundation. He received his undergraduate degree from the J.M. Tull School of Accounting at the University of Georgia.

*Reto Francioni*

Mr. Francioni serves as a member of the Board of Directors of UBS Group as well as a member of the Supervisory Board of Swiss International Airlines (designated Chairman by mid-2016). In addition, Mr. Francioni has been a professor of applied capital markets theory at the University of Basel since 2006 and is the author of several highly respected books on capital market issues. From 2005 until 2015 Mr. Francioni was CEO of Deutsche Börse AG. From 2002 until 2005, he served as Chairman of the Supervisory Board and President of the SWX Group (Stock Exchange of Switzerland). Between 2000 and 2002 Mr. Francioni was co-CEO and Spokesman for the Board of Directors of Consors AG. Between 1993 and 2000 he held various management positions at Deutsche Börse AG, including that of Deputy CEO. From 2003 until 2005 Mr. Francioni was an Adjunct Professor of Economics and Finance at Zicklin School of Business, New York. He studied and earned his doctorate in Law at the University of Zurich.

*Robert Ryan Rudolph*

Mr. Rudolph is an attorney at law and partner at the Zurich-based law firm Oesch & Rudolph. In addition, he serves as a member of the Foundation Board of the A.G. Leventis Foundation as well as a member of the board of various privately held companies. From 1993 until 2006 Mr. Rudolph worked at the business law firm Lenz & Staehelin in Zurich. Prior to that, Mr. Rudolph worked as a public relations consultant at the public relations agency Huber & Partner in Zurich, as marketing assistant and subsequently as manager at Winterthur Life Insurance as well as part-time with D&S, the Institute for Marketing and Communications Research in Zurich. Mr. Rudolph obtained a Master's degree in Law from the University of Zurich and is admitted to the Zurich bar. Mr. Rudolph also studied at the Faculté des Lettres of the University of Geneva as well as the Ecole Polytechnique in Lausanne.

The general terms of appointment applicable to each current and new non-executive member of the Board of Directors proposed to be re-elected or elected (as the case may be) are also available for inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" to this Notice.

## **5. Election of the independent proxy**

### ***Motion:***

The Board of Directors proposes to elect Ms. Ines Poeschel, Kellerhals Carrard, Zurich, Switzerland, as independent proxy for a term of one year until the end of the next annual general meeting in 2017.

### ***Explanation:***

In compliance with the Articles of Association and the Swiss ordinance against excessive compensation in listed stock companies, the Annual General Meeting elects the independent proxy for a term of one year until the end of the next annual general meeting in 2017. Unless shareholders appoint an individual proxy by written power of attorney, the independent proxy is the only proxy available through which shareholders not attending the meeting can vote at the Annual General Meeting. See also the section "Organisational matters and notes" – "Proxies" to this Notice.

The proposed independent proxy, Ms. Ines Poeschel, is a partner and attorney-at-law at Kellerhals Carrard, Zurich, Switzerland and has held office as Coca-Cola HBC AG's independent proxy since 2013.

## **6. Election of the auditors**

### **6.1 Re-Election of the statutory auditor**

#### ***Motion:***

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, Switzerland, as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2016.

#### ***Explanation:***

Upon the recommendation of the Audit and Risk Committee, the Board of Directors proposes that PricewaterhouseCoopers AG, in Zurich, Switzerland, be re-elected for the financial year ending 31 December 2016, as the statutory auditor of Coca-Cola HBC AG. The statutory auditor's main task is to audit the consolidated financial statements and the statutory financial statements. PricewaterhouseCoopers AG, in Zurich, Switzerland will also act as audit expert for audits of capital increases.

### **6.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes**

#### ***Motion:***

The Board of Directors proposes (i) to approve, by way of an advisory vote, the re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2017 and (ii) to confirm, by way of an advisory vote, the authority of the Audit and Risk Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration.

#### ***Explanation:***

Upon the recommendation of the Audit and Risk Committee, the Board of Directors proposes that shareholders approve, by way of an advisory non-binding vote, the re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece ("PwC S.A."), an affiliate of PricewaterhouseCoopers AG, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the Disclosure and Transparency Rules and the Listing Rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2017. The Audit and Risk Committee reviews both the audit scope and estimated fees for professional services for the coming year and as such, the Board of Directors proposes that shareholders confirm, by way of an advisory non-binding vote, the authority of the Audit and Risk Committee to determine PwC S.A.'s terms of engagement and remuneration.

## **7. Advisory vote on the UK Remuneration Report**

### ***Motion:***

The Board of Directors proposes to approve, by way of an advisory vote, the remuneration report of the Board of Directors (the "UK Remuneration Report"), excluding the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution.

**Explanation:**

The UK Remuneration Report is set out in the 2015 Integrated Annual Report on pages 86 – 103 and is divided into two sections. The first section sets out Coca-Cola HBC AG's remuneration policy (see agenda item 9) and the second section details the implementation of the remuneration policy for the financial year ended on 31 December 2015, including amounts paid to members of the Board of Directors for 2015. The total remuneration paid or accrued for the members of the Board of Directors and for the members of the Operating Committee amounts to EUR 18.2 million. The UK Remuneration Report aims to adhere to the form and content prescribed by UK remuneration reporting regulations. Although as a Swiss company, Coca-Cola HBC AG is not required to comply with such remuneration reporting regulations, Coca-Cola HBC AG has sought to provide information broadly in line with UK practice in order to assist its shareholders in benchmarking Coca-Cola HBC AG against its peer companies. The Board of Directors wishes to give shareholders an opportunity to approve, by way of an advisory non-binding vote, the UK Remuneration Report, excluding the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution (see further agenda item 9).

**8. Advisory vote on the Swiss Remuneration Report****Motion:**

The Board of Directors proposes to approve, by way of an advisory vote, the remuneration report required by Swiss law (the "Swiss Remuneration Report").

**Explanation:**

Coca-Cola HBC AG is required to prepare the Swiss Remuneration Report pursuant to the Swiss ordinance against excessive compensation in listed stock companies, which entered into force on 1 January 2014. The Swiss Remuneration Report is set out on pages 210–213 of the 2015 Integrated Annual Report. The Swiss Remuneration Report is accompanied by a report of the statutory auditor of Coca-Cola HBC AG set out on page 209 of the 2015 Integrated Annual Report, confirming that the Swiss Remuneration Report for the year ended 31 December 2015 complies with Swiss law and articles 14–16 of the Swiss ordinance against excessive compensation in listed stock companies.

**9. Advisory vote on the remuneration policy****Motion:**

The Board of Directors proposes to approve, by way of an advisory vote, the remuneration policy of Coca-Cola HBC AG (the "Remuneration Policy"), in the form set out at pages 89 to 97 of the 2015 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 21 June 2016.

**Explanation:**

The Remuneration Policy forms part of the UK Remuneration Report and explains the governance structure of Coca-Cola HBC AG and the responsibilities of the Board of Directors for remuneration matters.

For members of the Board of Directors, the Remuneration Policy provides for an annual fixed fee plus additional fixed fees for membership in the committees of the Board of Directors.

For the CEO, being the only executive Director of Coca-Cola HBC AG, as well as the members of the Operating Committee, the Remuneration Policy provides for remuneration comprising a base salary, a cash bonus and participation in a performance share plan as well as an employee stock purchase plan, a pension plan and certain other benefits. The Remuneration Policy has been established by the Remuneration Committee and its objective is to attract, retain and motivate the members of the Board of Directors, the Chief Executive Officer and the Operating Committee and ensure that their individual contributions are directly linked to the success of Coca-Cola HBC AG. The Board of Directors therefore wishes to give shareholders an opportunity to approve, by way of an advisory non-binding vote, the Remuneration Policy.

**10. Approval of the remuneration of the Board of Directors and the Operating Committee****General introduction:**

Based on art. 34 of the Articles of Association, the Board of Directors proposes to hold separate votes on the compensation of the Board of Directors and the Operating Committee, i.e. to approve the maximum aggregate amount of (1) the remuneration for the Board of Directors until the next ordinary annual general meeting in 2017 and (2) the remuneration for the Operating Committee for the next financial year.

## 10.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next annual general meeting

### **Motion:**

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2016 Annual General Meeting until the next annual general meeting in 2017 in the amount of EUR 1.2 million.

### **Explanation:**

The board and committee fees shall remain unchanged for the period from the Annual General Meeting to the annual general meeting in 2017.

The Chief Executive Officer is the only executive Director of Coca-Cola HBC AG. He is not entitled to any participation fees with respect to his board membership.

The non-executive members of the Board of Directors of Coca-Cola HBC AG are entitled only to board participation fees, accordingly they only receive a fixed compensation. They do not receive any variable, performance-based compensation, equity compensation or any additional fees for attending meetings. Members of the Board of Directors do not receive company pension or insurance benefits for their respective board fees.

The table below shows the fees on which the proposed maximum aggregate amount of EUR 1.2 million for the remuneration for the members of the Board of Directors proposed for the period from the Annual General Meeting to the annual general meeting next year is based:

|                                    |                |              |            |                       |
|------------------------------------|----------------|--------------|------------|-----------------------|
| Basic non-executive Director's fee | 70,000 €       |              |            |                       |
| Senior Independent Director fee    | 15,000 €       |              |            |                       |
| Committees                         | Audit and Risk | Remuneration | Nomination | Social Responsibility |
| Committee chairman fee             | 27,500 €       | 11,000 €     | 11,000 €   | 11,000 €              |
| Committee member fee               | 13,800 €       | 5,500 €      | 5,500 €    | 5,500 €               |

The proposed maximum aggregate amount of the remuneration for the members of the Board of Directors assumes that all proposed Board members (and Remuneration Committee members) will be elected by the shareholders at the Annual General Meeting.

## 10.2 Approval of the maximum aggregate amount of remuneration for the Operating Committee for the next financial year

### **Motion:**

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Operating Committee (which includes the Chief Executive Officer) for the next financial year starting on 1 January 2017 and ending on 31 December 2017 in the amount of EUR 28.1 million.

### **Explanation:**

The objective of Coca-Cola HBC AG's remuneration philosophy is to attract, retain and motivate employees and incentivise the right behaviours, to see that employees are fairly and equitably rewarded, and thus ensure that their individual contributions are directly linked to the success of Coca-Cola HBC AG. Variable pay is an important element of Coca-Cola HBC AG's reward philosophy. A significant proportion of remuneration for top managers (including the Chief Executive Officer and the members of the Operating Committee) is tied to the achievement of the business objectives of Coca-Cola HBC AG. These achievements are defined by key business metrics that are consistent with the strategy of Coca-Cola HBC AG and will deliver long-term shareholder value, increasing or decreasing the variable pay element based on the business performance.

Through equity-related long-term compensation, Coca-Cola HBC AG seeks to ensure that the financial interests of the Chief Executive Officer, the members of the Operating Committee and the top management are aligned with those of shareholders. All of the remuneration plans of Coca-Cola HBC AG, both fixed and variable, are designed to be cost effective, taking into account market practice, business performance and individual performance and experience where relevant. Coca-Cola HBC AG pays close attention to the shareholders' views in reviewing the remuneration policy and programmes of Coca-Cola HBC AG.

Key features of the 2017 Operating Committee remuneration plan are:

- Performance measures aligned directly to our business strategy
- Variable compensation is performance-based
- The long-term incentive is subject to a three-year vesting period, based on our financial performance.
- Maximum individual incentive targets for the Chief Executive Officer and the Operating Committee members are in place for the performance share plan
- Malus and clawback clauses are in place in the variable pay programs.

The compensation of the Operating Committee consists of the following key elements:

|                         | Fixed Remuneration                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Variable Pay                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                            |
|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                         | Base Salary                                                                                                                                     | Retirement and other Benefits                                                                                                                                                                                                                                                                                                                                                                                                                                      | Management Incentive Plan                                                                                                                                                                                                                                 | Performance Share Plan                                                                                                                                                                                                                                     |
| Purpose                 | To provide compensation appropriate to the requirements of the role, reflecting the skills, experience, and performance relevant to all levels. | To provide the Chief Executive Officer and the members of the Operating Committee and their dependents with a level of security including cost of living adjustment, housing allowance, home trip allowance, matching contributions under the Employee Stock Purchase Plan, medical insurance, tax filing support, employer social security contributions and post-retirement benefits, such as pension or cash alternative, consistent with market and practices. | To support Coca-Cola HBC's business strategy by rewarding: <ul style="list-style-type: none"> <li>(a) Individual achievement of employees linked to individual targets, and</li> <li>(b) Business performance, linked to key business metrics.</li> </ul> | A long-term component which is linked to our long-term business objectives, aligns the senior manager's interests with the interests of shareholders and increases the ability of Coca-Cola HBC to attract and reward individuals with exceptional skills. |
| Performance Period      |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1 year: 2017                                                                                                                                                                                                                                              | 3 year: 2017–2020                                                                                                                                                                                                                                          |
| Performance Measurement |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Individual Achievement versus financial and non-financial objectives and business performance linked to key business metrics                                                                                                                              | 3 years forward looking internal financial metrics set at the beginning of the three year vesting period.                                                                                                                                                  |
| Delivery                | Cash                                                                                                                                            | Local market practice specific                                                                                                                                                                                                                                                                                                                                                                                                                                     | Cash                                                                                                                                                                                                                                                      | Shares; Dividend equivalents                                                                                                                                                                                                                               |

The Operating Committee remuneration plan has the full support of the Board of Directors. The Board of Directors believes that the plan will provide a competitive advantage to Coca-Cola HBC AG in the marketplace for executive talent and is aligned with Coca-Cola HBC AG's strategies and objectives as well as shareholders' interests.

The maximum remuneration is based on the following calculation of the aggregate compensation for all members of the Operating Committee:

|           | Fixed Remuneration |                               | Variable Pay              |                        | Total Remuneration |
|-----------|--------------------|-------------------------------|---------------------------|------------------------|--------------------|
|           | Base Salary        | Retirement and other Benefits | Management Incentive Plan | Performance Share Plan |                    |
| Minimum   | 5,742,927 €        | 7,279,382 €                   | 0 €                       | 0 €                    | 13,022,309 €       |
| At target | 5,742,927 €        | 7,279,382 €                   | 2,940,937 €               | 4,976,179 €            | 20,939,425 €       |
| Maximum   | 5,742,927 €        | 7,340,898 €                   | 5,372,049 €               | 9,675,021 €            | 28,130,896 €       |

The target compensation will only be reached if all members of the Operating Committee reach a pay-out of 100% under the management incentive plan; for performance share awards, this has been calculated at their expected value. The maximum amount of the remuneration proposed to the shareholders for approval at the Annual General Meeting will only be reached if each member of the Operating Committee reaches a pay-out of 200% under the management incentive plan and a pay-out of 100% under the performance share plan and would thus require all targets to be significantly exceeded. To date, such level of pay-out for all Operating Committee members on an aggregate basis has never occurred at Coca-Cola HBC AG.

## 11. Approval of share capital reduction by cancelling treasury shares

### **Motion:**

The Board of Directors proposes:

(a) to reduce the share capital of Coca-Cola HBC AG by CHF 20,100,000 from CHF 2,466,546,689.90 to CHF 2,446,446,689.90 by cancelling 3,000,000 registered shares each with a par value of CHF 6.70, which are held by Coca-Cola HBC AG in treasury and were acquired as part of the share buy-back programme approved at the annual general meeting of 23 June 2015;

(b) to confirm, as a result of the auditor's report issued pursuant to art. 732 paragraph 2 of the Swiss Code of Obligations, that the creditors' claims are fully covered in spite of the capital reduction; and

(c) to change art. 4 paragraph 1 of the Articles of Association of Coca-Cola HBC AG, upon completion of the reduction of share capital, as follows (amendments in bold and italics):

|               |                                                                                                                                                                                                                                  |                      |                                                                                                                                                                                                                           |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Art. 4</b> | <sup>1</sup> Das Aktienkapital der Gesellschaft beträgt CHF <b>2'446'446'689.90</b> und ist eingeteilt in <b>365'141'297</b> Namenaktien mit einem Nennwert von CHF 6.70 pro Aktie. Das Aktienkapital ist vollständig liberiert. | <b>Share Capital</b> | <sup>1</sup> The share capital of the Company amounts to CHF <b>2,446,446,689.90</b> and is divided into <b>365,141,297</b> registered shares with a par value of CHF 6.70 per share. The share capital is fully paid-in. |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### **Explanation:**

The annual general meeting of 23 June 2015 authorized the Board of Directors to repurchase ordinary shares of CHF 6.70 each, whereby a maximum number of shares that may be purchased as well as minimum and maximum prices at which they may be bought were determined. Coca-Cola HBC AG bought back 3,000,000 shares under this programme. The authority to buy back shares expires as of the date of the Annual General Meeting and the Board of Directors do not intend to seek renewal of this authority.

The shares bought back may be held in treasury, cancelled in a capital decrease or used for other purposes in accordance with the law and the Articles of Association. The Board of Directors proposes to cancel the shares bought back under the share repurchase programme approved by the annual general meeting of 23 June 2015 through a capital reduction and to amend the Articles of Association accordingly as required by law. The share capital in art. 4 para. 1 of the Articles of Association is to be reduced reflecting the cancellation of these 3,000,000 shares. The auditor of Coca-Cola HBC AG will confirm to the Annual General Meeting that the claims of the creditors are fully covered even after the capital reduction. In accordance with art. 19 para. 3 of the Articles of Association resolutions with respect to capital decreases shall be passed by a majority of at least two-thirds of the voting rights represented and an absolute majority of the nominal value of the shares represented. The capital reduction requires that the creditors will be informed about the resolution in three issues of the Swiss Official Gazette of Commerce (art. 733 of the Swiss Code of Obligations). Such publication will take place after the Annual General Meeting. The creditors may within two months after the third publication request the satisfaction or securing of their claims.

## **Recommendation of the Board of Directors**

The Board of Directors considers that all of the proposals to be considered at the Annual General Meeting are in the best interests of Coca-Cola HBC AG and its shareholders as a whole. Accordingly, the Board of Directors unanimously recommends that you vote in favour of all the proposed resolutions, as the Directors who hold shares in Coca-Cola HBC AG intend to do in respect of their own beneficial holdings.

## Organisational matters and notes

### Participation in the Annual General Meeting

#### a) *Registered Shareholders*

Shareholders registered in the share register with voting rights on 17 June 2016 at 11:00 am CET (voting record date) will be entitled to vote at the Annual General Meeting. They may elect to vote either by way of personal attendance or by a representative in accordance with the terms set out below. Registration in the share register with voting rights may be time consuming and shareholders wishing to vote are urged to duly apply for registration as soon as possible. In any event, the last business day before the voting record date on which registration requests will be processed is 16 June 2016.

Registered shareholders will receive a reply form together with this Notice, which includes the web address (URL) and your access code for the online proxy voting platform that shareholders may use in connection with the Annual General Meeting.

If you are a registered shareholder and **elect to give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your access code printed on the reply form. You may then appoint the independent proxy and give voting instructions electronically or order an admission card electronically by 16 June 2016 at the latest.

If you are a registered shareholder and **elect to return the printed reply form**, please return it as soon as possible and by 14 June 2016 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland. Please note the section "Signing of reply forms" below. Preparation for the Annual General Meeting will be facilitated by the prompt return of your reply form.

In detail, voting materials will be sent to shareholders as follows:

- Registered shareholders who are entered in the share register up to and including 10 May 2016 will be sent this Notice and the reply form on or around the date of this Notice;
- Registered shareholders who are entered in the share register in the period between 10 May 2016 and 26 May 2016 will be sent this Notice and the reply form in a subsequent mailing;
- Shareholders who are entered in the share register as shareholders with voting rights after 26 May 2016 but before 17 June 2016 will be sent this Notice and the reply form upon request only. No requests for registration in the share register will be processed between 17 and 21 June 2016;
- If registered shareholders increase their shareholding registered in the share register with voting rights by 16 June 2016 (close of business), proxies and voting instructions will be amended automatically without any further notice and will extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, shareholders will receive a new admission card and voting materials upon registration at the information desk of the Annual General Meeting; and
- Registered shareholders entered in the share register as shareholders without voting rights will not receive voting materials enabling them to attend, vote, or appoint a proxy to vote.

Shareholders who dispose of their shares prior to 17 June 2016, 11:00 am CET are not entitled to vote at the Annual General Meeting. Previously issued admission cards, as well as proxies, will become invalid automatically. Shareholders who dispose of their shares after 17 June 2016, 11:00 am CET, remain entitled to vote at the Annual General Meeting.

#### b) *CDI Attendants*

In connection with the admission of Coca-Cola HBC AG's shares to the premium segment and to trading on the London Stock Exchange, Coca-Cola HBC AG entered into arrangements enabling investors to hold, transfer and settle interests in Coca-Cola HBC AG's shares in the form of CREST depository interests ("CDIs"). CDIs are independent uncertificated securities constituted under English law, allowing the electronic settlement of trades in Coca-Cola HBC's shares via the CREST system operated by Euroclear UK & Ireland Limited. Each CDI represents one Coca-Cola HBC ordinary share.

The following persons (referred to as "CDI Attendants"), who are

- CREST members holding CDIs as beneficial owner;
- CREST members holding CDIs who act upon instructions from the beneficial owners (nominees), provided that they disclose the name, address and shareholding of such beneficial owners; or
- Beneficial owners (other than CREST members) of CDIs who can establish through which nominees they hold their CDIs and disclose their the name, address and shareholding,

are entitled to attend the Annual General Meeting, or to be represented by a proxy, and to cast their votes where they are the subject of an omnibus proxy expected to be granted by CREST International Nominees Limited in favour of such CDI Attendants.

CREST members who are entered in the CDI register maintained under the operation of Euroclear UK & Ireland Limited (the "CDI Register") will receive a reply form together with this Notice, which includes the web address (URL) and the access code for the online proxy voting platform that such CREST members may use in connection with the Annual General Meeting. Those members, or the beneficial owners of CDIs, should use the reply form to order admission cards or appoint a proxy. All **nominees are requested to forward copies of this Notice and the reply form (except for the access details to the online proxy voting platform, which they should treat as confidential and blacken or otherwise efface) immediately** to the beneficial owners of CDIs and to thereby clearly indicate the nominee's address for reply mail. Beneficial owners of CDIs are requested to follow the instructions of the CREST member through whom they hold their CDIs and to return any forms or voting instructions to such CREST member.

Preparation for the Annual General Meeting will be facilitated by the **prompt return of your reply form**. Beneficial owners of CDIs should return them as soon as possible to their nominees, and CREST members should return them as soon as possible and, in any event, by 14 June 2016 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland, except if they elect to return the reply form via the online proxy voting platform, as set out below. Processing of reply forms including beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 16 June 2016. Please note the section "Signing of reply forms" below.

Instead of returning the reply form by mail, CREST members may also return it via the online proxy voting platform. In such case, please register online by using the URL and your access code printed on the reply form. You may then scan and upload the printed and signed reply form. Please submit the reply form **electronically** as soon as possible and by 16 June 2016 at the latest. Note that this electronic platform is only available for use by CREST members and not for beneficial owners of CDIs who hold their CDIs through a nominee.

Please note that, **in addition to returning the reply card**, to be eligible to attend and vote at the Annual General Meeting (in person or by proxy), CDI attendants must also **transfer their holding of CDIs** (i.e. such balance of CDIs in respect of which they wish to vote) **to an escrow balance in CREST** by inputting a transfer to escrow instruction in CREST to settle by 11:00 am BST on 16 June 2016 at the latest in accordance with the instructions set out in the corporate action bulletin to be published by Euroclear UK & Ireland Limited on or around 19 May 2016 (available on the Euroclear UK & Ireland section of its website at: [www.euroclear.com](http://www.euroclear.com)). Beneficial ownership of the CDIs will be unchanged by reason of the transfer to escrow. Such CDIs will be held by CREST Depository Limited under the control of and to the order of Coca-Cola HBC AG (and, therefore, will not be available for any other settlement within the CREST system) until they are released from escrow, which will take place automatically before the commencement of dealings on the London Stock Exchange on 20 June 2016, 08:00 am BST (to the extent practicable).

It is the sole responsibility of each CREST member and the beneficial owners for whom it acts as a nominee to ensure that the CDIs transferred into escrow are at least equal to the total number of CDIs for which voting rights are asserted by such CREST member and the beneficial owners for whom it acts as a nominee. If a beneficial owner gives voting instructions or returns a reply form to a CREST member, Coca-Cola HBC AG recommends that such CREST member immediately transfers the required balance of CDIs into escrow in order to avoid any shortage of CDIs in escrow. **If a CREST member fails to duly transfer a sufficient number of CDIs into escrow, all (and not only the exceeding) voting rights, reply forms and voting instructions relating to its CDIs will be disregarded**, unless: (i) such CREST member has informed Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland, in writing by registered mail and by 17 June 2016, 11:00 am BST (time of receipt) which voting rights, reply forms and voting instructions relating to its CDIs and exceeding the balance of CDIs in escrow are to be disregarded and which are not; or (ii) if Coca-Cola HBC AG, in its sole discretion, determines that it can otherwise establish which voting rights, reply forms and/or voting instructions relating to such CDIs should be disregarded and which should not.



In detail, voting materials will be sent as follows:

- CREST members who are entered in the CDI Register up to and including 10 May 2016 will be sent this Notice and the reply form on or around the date of this Notice;
- CREST members who are entered in the CDI Register in the period between 10 May 2016 and 26 May 2016 will be sent this Notice and the reply form in a subsequent mailing; and
- CREST members who will be entered in the CDI register after 26 May 2016 but before 17 June 2016 on 11:00 am BST will be sent this Notice and the reply form upon request only.

### **c) DSS Holders**

In connection with its secondary listing on the Athens Exchange, Coca-Cola HBC AG shares may be held in bookentry form in the Greek dematerialised securities system ("DSS") in DSS accounts. Based on reporting of DSS account information, Coca-Cola HBC AG registers in its share register all holders of Coca-Cola HBC AG shares in DSS accounts ("DSS Holders") as shareholders without voting rights from time to time. As registered shareholders, DSS Holders will generally be subject to the same rules as other registered shareholders, as set out in section a) above, except as mentioned below. In particular, they will receive the same information as other registered shareholders (including the web address (URL) and an access code for the online proxy voting platform) except that their reply form is designed so as to facilitate their registration in the share register with voting rights in order to vote at the Annual General Meeting.

In order to be eligible to vote, however, DSS Holders must explicitly declare on their reply form that they hold their shares as beneficial owners, i.e. in their own name and for their own account. By giving a beneficial ownership declaration, DSS Holders may be registered in the share register as shareholders with voting rights in accordance with art. 7 para. 2 of the Articles of Association. Beneficial ownership declarations will also extend to additional shares acquired and registered by 16 June 2016.

Nominees who qualify as financial intermediaries under art. 7 para. 3 of the Articles of Association may be eligible to vote provided that they disclose the name, address and shareholding of all such beneficial owners upon whose voting instructions they act. On the reply form, DSS Holders will also consent to be requalified as shareholders without voting rights after the Annual General Meeting.

If you are a DSS holder and **elect to register with voting rights, give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your access code printed on the reply form. You may then appoint the independent proxy and give voting instructions electronically or order an admission card electronically by 16 June 2016 at the latest. Note that if your DSS account information contains a *mailing address indicating not you but a third party (including custodians and other representatives)* as the addressee, you or such third party acting on your behalf will need to *scan and upload the printed and signed reply form (plus, if applicable, a power of attorney, a sample of which is provided to such DSS Holders as annex 2 to their reply form)* to the online proxy voting platform for authentication purposes (please also note the section "Signing of reply forms" below). Please contact your DSS operator if you would like to change your mailing address in your DSS account information.

If you are a DSS Holder and **elect to return the printed reply form**, you are urged to return your reply form as soon as possible and in any event by 14 June 2016 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland. Processing of reply forms including registration requests and beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 14 June 2016. In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 16 June 2016. Also, please note the section "Signing of reply forms" below.

If DSS Holders who declare to be the beneficial owner of their shares increase their shareholding recorded in DSS by 16 June 2016 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, DSS Holders will receive a new admission card and voting materials upon registration at the information desk of the Annual General Meeting. DSS Holders who dispose of their shares in DSS by 17 June 2016 (close of business) are not entitled to vote at the Annual General Meeting. DSS Holders who dispose of their shares in DSS after 17 June 2016 remain entitled to vote at the Annual General Meeting.

## Signing of reply forms

Reply forms submitted by mail or, if applicable, uploaded as a scan through the online proxy voting platform must be signed as follows:

- by the relevant shareholder or CDI Attendant *personally*;
- if such shareholder or CDI Attendant is a legal entity, by *duly authorised representatives of such legal entity* (typically stamped and signed by two authorised signatories);
- if such shareholder or CDI Attendant is a minor or incapable to act, by its *legal representative*;
- if *any other persons, such as custodians, depositary banks, asset managers, DSS operators, financial intermediaries or any other representatives (other than nominees being shareholders or CDI holders of record who act in their own name)*, sign a reply form, the reply form must be accompanied by a *written, dated and signed power of attorney by the relevant registered shareholder or CDI Attendant* that in the view of Coca-Cola HBC AG clearly evidences the authorisation to sign the reply form, including the matters contained therein, on such shareholder's or CDI Attendant's behalf. (In order to take account of the particularities of the Greek DSS, a sample of such a proxy is provided to certain DSS Holders as annex 2 to their reply form, as mentioned in the preceding section "Participation in the Annual General Meeting – "DSS Holders".)

Note that pursuant to mandatory Swiss law, Coca-Cola HBC AG is not permitted to admit any institutionalised form of representation, including representation based on foreign law or on general terms and conditions, by depositary banks or asset managers (other than nominees being shareholders or CDI holders of record) but may only admit custodians, depositary banks, asset managers, DSS operators, financial intermediaries if they act either in their own name or upon an express, written and signed power of attorney and upon instructions by the shareholder of record.

Coca-Cola HBC AG has authority and responsibility to verify the due authorisation of signatories of the reply forms and any powers of attorney as it deems it required. In case of doubt, Coca-Cola HBC AG retains the right to require, in its discretion, additional conclusive evidence on signature authority (such as excerpts from commercial registers, certificates of incumbency, written proxies specifically authorising the signatory to sign the reply form, etc.).

## Physical Attendance

Registered shareholders (including DSS Holders) or CDI Attendants who wish to attend the Annual General Meeting personally should apply for personal attendance by returning the reply card filled in accordingly.

In relation to *registered shareholders*, admission cards and voting materials will be sent by mail starting 8 June 2016. Otherwise, shareholders may pick up the admission card at the information desk at the Annual General Meeting upon photo identification.

In relation to *CDI Attendants*, admission cards will be available for pick-up at the information desk of the Annual General Meeting. When picking up their admission card, CDI Attendants are requested to present photo identification.

## Proxies

Shareholders and CDI Attendants who do not wish to attend the Annual General Meeting in person can, in general, be represented as follows:

- *By the independent proxy*, Ms. Ines Poeschel, Kellerhals Carrard, Raemistrasse 5, CH-8024 Zurich. Shareholders or CDI Attendants who wish to instruct the independent proxy must fill in the reply form accordingly or use the online proxy voting platform, as explained above. Please give general voting instructions by filling in the relevant section on the front side of the reply form or specific instructions by filling in the relevant section on the reverse side of the reply form. Without general or specific instructions, the independent proxy will abstain from voting, which will generally count as a "no"-vote under Coca-Cola HBC AG's Articles of Association.

- *By a third person based on written proxy.* In order to grant authority to any such person, a shareholder or CDI Attendant must return the reply form after filling in the proxy section of the form and having provided the full name and address of the representative. Duly authorised representatives may pick up the admission card at the information desk if they can provide photo identification.

### **Voting procedure**

Subject to the powers of the chairman of the meeting to determine the voting procedure in accordance with art. 20 of the Articles of Association, it is expected that voting at the Annual General Meeting will be conducted by written ballot.

### **Issued shares and total voting rights**

As at 10 May 2016, Coca-Cola HBC AG's total issued share capital comprised 368,203,298 ordinary shares of CHF 6.70, of which 3,014,925 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 shares are held by its subsidiary, COCA-COLA HBC SERVICES MEPE, in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 10 May 2016 is 361,758,238.

### **Documents available for inspection**

The following documents will be available for inspection from 19 May 2016, at Coca-Cola HBC AG's registered office, Turmstrasse 26, CH-6300 Zug, Switzerland, and at the venue of the Annual General Meeting itself for at least 15 minutes prior to the Annual General Meeting until the end of the Annual General Meeting:

- a copy of the 2015 Integrated Annual Report, which includes the reports by Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG (relating to the proposals of the Board of Directors in agenda items 1, 2 and 8);
- the general terms of appointment applicable to each current and new non-executive member of the Board of Directors proposed to be re-elected or elected (as the case may be);
- a copy of the Articles of Association, marked to show the changes to be adopted pursuant to agenda item 11.

Shareholders and CDI Attendants may request that a copy of the 2015 Integrated Annual Report is sent to them starting from 19 May 2016.

A copy of this Notice, the 2015 Integrated Annual Report and other relevant shareholder information, may also be accessed and downloaded from the website of Coca-Cola HBC AG at <http://coca-colahellenic.com/en/investors/general-meeting>.

### **Minutes**

The minutes of the Annual General Meeting are expected to be available for inspection from 1 July 2016 at Coca-Cola HBC AG's registered office.

### **General enquiries**

If you have any enquiries relating to the Annual General Meeting or this Notice, please contact Maria Livaniou, tel.: +30 210 618 3106, e-mail: [maria.livaniou@cchellenic.com](mailto:maria.livaniou@cchellenic.com).

Zug, 19 May 2016

By order of the Board of Directors

Anastassis G. David, Chairman

