

MINUTES
of the
Annual General Meeting
of
Coca-Cola HBC AG

held on

Tuesday, 21 June 2016; 11:00 am CET

**at Hochschule Luzern Wirtschaft, Institut für Finanzdienstleistungen Zug IFZ,
Grafenauweg 10, 6300 Zug, Switzerland**

Chair: Anastassis G. David (Chairman of the Board of Directors)

Minutes: Jan Gustavsson (General Counsel and Company Secretary)

A Opening Address

The Chairman welcomes the present shareholders and declares the annual general meeting ("Annual General Meeting" or "AGM") to be open.

He informs that the AGM will be held in English and will be recorded and that he will preside over this meeting in his capacity as Chairman of the Board of Directors of Coca-Cola HBC AG (the "Board of Directors" or the "Board"). He designates Jan Gustavsson as Secretary of the Meeting and Adrian Kramer as Vote Counter.

The Chairman then welcomes:

- the persons on the podium: Dimitris Lois, the CEO; Michalis Imellos, the CFO; Jan Gustavsson, the General Counsel and Company Secretary and Sir Michael Llewellyn Smith, the Senior Independent Director;
- the statutory auditors of Coca-Cola HBC AG: PricewaterhouseCoopers AG in Zurich, represented by Daniel Anliker and Philipp Kegele; the independent registered audit firm for our reports under the applicable UK rules: PricewaterhouseCoopers S.A. in Greece, represented by Pangiotis Zisis;
- the independent proxy pursuant to article 689c of the Swiss Code of Obligations: Ms. Ines Poeschel, Kellerhals Carrard, Zurich, Switzerland; and
- the notary public in Zug: Markus Schnurrenberger.

B Constitution of the General Meeting, Voting Procedure

The Chairman makes the following remarks about the constitution of this AGM:

- the notice to this AGM ("Notice") was published in the Swiss Commercial Gazette No. 95 on 19 May 2016, as provided for in the Articles of Association. In addition, the Notice has been sent to shareholders by mail and was published on the Company's website;
- the agenda and the proposals of the Board are set out in the Notice and no requests for additional agenda items have been received;
- the 2015 Integrated Annual Report, which includes the reports by Coca-Cola HBC AG's statutory auditors, was available for inspection at the Company's registered office since 19 May 2016. They were mailed to shareholders who requested copies and have been posted on the Company's website.

The Chairman states that the number of shareholders present or represented is currently being counted and that he will inform the shareholders about the exact numbers shortly.

The Chairman states that if anyone leaves the room before the end of the AGM, he or she shall hand over his voting documents at the admission control, as the presence will be constantly updated.

The Chairman determines that the voting will be conducted by written ballot, in accordance with article 20 of the Articles of Association.

The Chairman explains the voting procedure.

The Chairman states that he will, instead of reading out in full the text of each proposal, generally use a short form and refer to the full text of the motions as set out in the Notice, unless shareholders specifically request otherwise. He informs that the full text will also be shown on the screen as we discuss each agenda item.

The Chairman makes some organizational notes regarding the right to speak.

No objections are raised against these matters.

C Presentations

The Chairman then holds a speech regarding developments in the past year, followed by a business update presented by the CEO. The speeches do not form part of these minutes.

D Questions

The Chairman opens the floor for questions and also invites the independent proxy to put forward any comments or questions she has been asked to raise on behalf of shareholders.

No questions were raised.

E Presence

The report of presence is read by the Company Secretary, according to which at 11:05 a.m. CET one shareholder or representative is present, who represent 256,039,932 shares, and therefore 256 039 932 votes are represented.

This corresponds to a represented total nominal amount of CHF 1,715,467,544.40, therefore 69.54% of the total share capital in the amount of CHF 2,466,990,008.80 and 70.78% of the outstanding voting rights, whether exercisable or not, which amounts to 361,762,404 voting rights in total, each as of 21 June 2016.⁽¹⁾

(1) On 21 June 2016, Coca-Cola HBC AG's total issued share capital of CHF 2,466,990,008.80 consisted of 368,207,464 ordinary shares, 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 21 June 2016 is 361,762,404.

The present share votes are represented as follows:

256 039 932 by the independent proxy,

0 (nil) by other representatives or directly by shareholders.

Further to the request made by the Chairman, no objections are raised. The Chairman states that the AGM has been properly convened and constituted and can validly take resolutions and elections on all items on the agenda.

F Agenda and 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

The Chairman informs the shareholders of the proposal of the Board of Directors (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.

He states that 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 Chairman states that 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.

Daniel Anliker, on behalf of PricewaterhouseCoopers AG, states he has no further remarks.

The independent proxy suggests simplifying the voting process as no share is represented directly by the respective shareholder. The independent proxy therefore proposes for each agenda item to, instead of collecting votes, inform the audience about the percentage of votes that she represents in favor of the proposal of the Board.

The Chairman confirms that the voting process is simplified as suggested by the independent proxy.

The independent proxy declares that she represents 99.95% Yes votes.

The shareholders passed the resolution by

Votes for	255 925 242	(99.95%)
Votes against	270	(0.01%)
Abstentions cast	114 420	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, (i) the 2015 Integrated Annual Report has thereby been received, and (ii) the annual management report and the Stand Alone Financial Statements as well as the

consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the financial year ended on 31 December 2015 have thereby been approved.

2 Appropriation of available earnings and reserves / declaration of dividend

2.1 Appropriation of available earnings

The Chairman informs the shareholders of the proposal of the Board of Directors to carry forward the retained earnings as set out in the Notice.

No comments or questions of shareholders are raised.

The independent proxy declares that she is instructed to vote for 99.96% in favor of the proposal.

The shareholders passed the resolution by

Votes for	255 933 727	(99.96%)
Votes against	0	(0.00%)
Abstentions cast	106 205	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The carrying forward of the retained earnings as proposed by the Board of Directors and as set out in the Notice has been approved.

2.2 Declaration of a dividend from reserves

The Chairman informs the shareholders of the proposal of the Board of Directors to declare a gross dividend of 40 Euro cents per share from the general capital contribution reserve and as further set out in the Notice.

He informs that the vote on this agenda item will only be valid if the Stand-Alone Financial Statements have been approved in the vote regarding agenda item 1 before.

No comments or questions of shareholders are raised.

The independent proxy declares that she represents 99.95% Yes votes.

The shareholders passed the resolution by

Votes for	255 933 617	(99.95%)
Votes against	110	(0.01%)
Abstentions cast	106 205	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of 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 has been approved. 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.

3 Discharge of the members of the Board of Directors and the members of the Operating Committee

The Chairman informs the shareholders of the proposal of the Board of Directors to grant discharge 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.

No comments or questions of shareholders are raised.

The independent proxy declares that she represents 99.73% Yes votes.

The shareholders passed the resolution by

Votes for	255 228 112	(99.73%)
Votes against	314 374	(0.12%)
Abstentions cast	388 415	(0.15%)

Total votes cast	255 930 901	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The discharge of the members of the Board of Directors and the members of the Operating Committee for the financial year for the financial year beginning on 1 January 2015 and ending on 31 December 2015 has been approved.

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

The Chairman informs that the shareholders will now re-elect the current members of the Board of Directors as set out in the Notice.

No comments or questions of shareholders are raised.

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)

The Chairman informs the shareholders of the proposal of the Board to re-elect Anastassis G. David as a member of the Board of Directors and to elect him as the Chairman of the Board of Directors in a single vote.

The independent proxy declares that she is instructed to vote for 99.01% in favor of the proposal.

Votes for	253 492 004	(99.01%)
Votes against	2 203 209	(0.86%)
Abstentions cast	344 719	(0.13%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastassis G. David has thereby been re-elected as a member of the Board of Directors and elected as the Chairman of the Board of Directors, in each case, for a term of one year until the end of the next annual general meeting in 2017.

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)

The Chairman informs the shareholders of the proposal of the Board to re-elect Antonio D'Amato as a member of the Board of Directors and as a member of the Remuneration Committee in a single vote.

The independent proxy declares that she is instructed to vote for 97.39% in favor of the proposal.

The shareholders passed the resolution by

Votes for	249 356 038	(97.39%)
Votes against	6 577 679	(2.57%)
Abstentions cast	106 215	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Antonio D'Amato has thereby been re-elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2017.

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)

The Chairman informs the shareholders of the proposal of the Board to re-elect Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee in a single vote.

The independent proxy states that she represents 97.71% Yes votes.

The shareholders passed the resolution by

Votes for	250 170 221	(97.71%)
Votes against	5 763 621	(2.25%)
Abstentions cast	106 090	(0.04%)
Total votes cast	256 039 932	(100.00)

Votes not cast (or invalid) 0

(Percentages are calculated based on total votes cast.)

Alexandra Papalexopoulou has thereby been re-elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2017.

4.1.4 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors

The Chairman informs the shareholders of the proposal of the Board to re-elect Olusola (Sola) David-Borha as a member of the Board of Directors.

The independent proxy states that she represents 99.93% Yes votes.

The shareholders passed the resolution by

Votes for	255 858 826	(99.93%)
Votes against	74 911	(0.03%)
Abstentions cast	106 195	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Olusola (Sola) David-Borha has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the Board to re-elect Anastasios I. Leventis as a member of the Board of Directors.

The independent proxy states that she represents 98.99% Yes votes.

The shareholders passed the resolution by

Votes for	253 450 089	(98.99%)
Votes against	2 483 678	(0.97%)
Abstentions cast	106 165	(0.04%)

Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios I. Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the Board to re-elect Christodoulos Leventis as a member of the Board of Directors.

The independent proxy states that she represents 97.00% Yes votes.

The shareholders passed the resolution by

Votes for	248 350 949	(97.00%)
Votes against	7 582 798	(2.96%)
Abstentions cast	106 185	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Christodoulos Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the board to re-elect Dimitris Lois as a member of the Board of Directors.

The independent proxy declares that she is instructed to vote for 99.40% in favor of the proposal.

The shareholders passed the resolution by

Votes for	254 495 184	(99.40%)
Votes against	1 438 583	(0.56%)

Abstentions cast	106 165	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Dimitris Lois has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the Board to re-elect José Octavio Reyes as a member of the Board of Directors.

The independent proxy states that she represents 99.00% Yes votes.

The shareholders passed the resolution by

Votes for	253 487 764	(99.00%)
Votes against	2 445 983	(0.96%)
Abstentions cast	106 185	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

José Octavio Reyes has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the Board to re-elect John P. Sechi as a member of the Board of Directors.

The independent proxy states that she represents 99.03% Yes votes.

The shareholders passed the resolution by

Votes for	253 548 018	(99.03%)
Votes against	2 385 729	(0.93%)

Abstentions cast	106 185	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

John P. Sechi has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

4.2 New members of the Board of Directors

The Chairman informs the shareholders of the proposal of the Board to individually elect four new members of the Board of Directors, for a term of one year until the end of the next annual general meeting in 2017. He informs that these proposed members are Messrs. Ahmet C. Bozer, William W. (Bill) Douglas III, Reto Francioni and Robert Ryan Rudolph.

The Chairman informs that the four proposed Board members will 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 and that each proposed new member of the Board of Directors is recommended for election as a non-executive director and Mr. Reto Francioni also as a member of the Remuneration Committee.

The Chairman thanks Messrs. George A. David, Sir Michael Llewellyn Smith, Nigel Macdonald and Irial Finan on behalf of the Board of Directors for their significant contributions, leadership and advice over the years.

He informs that the biographies of Ahmet C. Bozer, William W. (Bill) Douglas III, Reto Francioni and Robert Ryan Rudolph are set out in the Notice.

No comments or questions of shareholders are raised.

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

The Chairman informs the shareholders of the proposal of the Board to elect Ahmet C. Bozer as a member of the Board of Directors.

The independent proxy declares that she is instructed to vote for 99.00% in favor of the proposal.

The shareholders passed the resolution by

Votes for	253 487 549	(99.00%)
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Votes against	2 446 168	(0.96%)
Abstentions cast	106 215	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ahmet C. Bozer has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the Board to elect William W. Douglas III as a member of the Board of Directors.

The independent proxy declares that she is instructed to vote for 99.03% in favor of the proposal.

The shareholders passed the resolution by

Votes for	253 548 113	(99.03%)
Votes against	2 385 604	(0.93%)
Abstentions cast	106 215	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

William W. Douglas III has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

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)

The Chairman informs the shareholders of the proposal of the Board to elect Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee in a single vote.

The independent proxy states that she represents 99.85% Yes votes.

The shareholders passed the resolution by

Votes for	255 649 969	(99.85%)
Votes against	283 778	(0.11%)
Abstentions cast	106 185	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Reto Francioni has thereby been elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2017.

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

The Chairman informs the shareholders of the proposal of the Board to elect Robert Ryan Rudolph as a member of the Board of Directors.

The independent proxy states that she represents 96.98% Yes votes.

The shareholders passed the resolution by

Votes for	248 297 155	(96.98%)
Votes against	7 636 592	(2.98%)
Abstentions cast	106 185	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Robert Ryan Rudolph has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2017.

5 Election of the independent proxy

The Chairman informs the shareholders of the proposal of the Board 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.

No comments or questions of shareholders are raised.

The independent proxy declares that she is instructed to vote for 99.95% in favor of the proposal.

The shareholders passed the resolution by

Votes for	255 932 822	(99.95%)
Votes against	20	(0.01%)
Abstentions cast	107 090	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ms. Ines Poeschel, Kellerhals Carrard, Zurich, Switzerland, has thereby been elected as independent proxy for a term of one year until the end of the next annual general meeting in 2017.

6 Election of the auditors

6.1 Re-Election of the statutory auditor

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

He informs that PricewaterhouseCoopers AG, in Zurich, Switzerland will also act as audit expert for audits of capital increases.

No comments or questions of shareholders are raised.

The independent proxy states that she represents 99.83% Yes votes.

The shareholders passed the resolution by

Votes for	255 596 906	(99.83%)
Votes against	316 205	(0.12%)
Abstentions cast	126 821	(0.05%)
Total votes cast	256 039 932	(100.00)

Votes not cast (or invalid) 0

(Percentages are calculated based on total votes cast.)

PricewaterhouseCoopers AG, Zurich, Switzerland, has thereby been re-elected as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2016.

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

The Chairman informs the shareholders of the proposal of the Board (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.

No comments or questions of shareholders are raised.

The independent proxy states that she represents 99.68% Yes votes.

The shareholders passed the resolution by

Votes for	255 203 014	(99.68%)
Votes against	316 185	(0.12%)
Abstentions cast	520 733	(0.20%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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, has thereby been approved by way of an advisory vote and the authority of the Audit and Risk Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration has thereby been confirmed by way of an advisory vote.

7 Advisory vote on the UK Remuneration Report

The Chairman informs the shareholders of the proposal of the Board of Directors to approve, by way of an advisory vote, the UK remuneration report being 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.

No comments or questions of shareholders are raised.

The independent proxy declares that she is instructed to vote for 92.53% in favor of the proposal.

The shareholders passed the resolution by

Votes for	236 914 616	(92.53%)
Votes against	18 941 964	(7.40%)
Abstentions cast	183 352	(0.07%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The UK Remuneration Report, excluding the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution, has been approved by way of an advisory vote.

8 Advisory vote on the Swiss Remuneration Report

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

No comments or questions of shareholders are raised.

The independent proxy declares that she is instructed to vote for 92.53% in favor of the proposal.

The shareholders passed the resolution by

Votes for	236 911 005	(92.53%)
Votes against	18 945 575	(7.40%)

Abstentions cast	183 352	(0.07%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The Swiss Remuneration Report has been approved by way of an advisory vote.

9 Advisory vote on the remuneration policy

The Chairman informs the shareholders of the proposal of the Board of Directors to approve, by way of an advisory vote, the remuneration policy of Coca-Cola HBC AG (the "Swiss 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.

No comments or questions of shareholders are raised.

The independent proxy declares that she is instructed to vote for 97.49% in favor of the proposal.

The shareholders passed the resolution by

Votes for	249 613 374	(97.49%)
Votes against	6 316 658	(2.47%)
Abstentions cast	109 900	(0.04%)
Total votes cast	256 039 932	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The Swiss Remuneration Policy, which takes effect immediately after the end of the Annual General Meeting on 21 June 2016 has been approved by way of an advisory vote.

10 Approval of the remuneration of the Board of Directors and the Operating Committee

The Chairman states that based on article 34 of the Articles of Association, this item requires a relative majority of the votes validly cast in order to be passed.

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

The Chairman informs the shareholders of the proposal of the Board of Directors 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.

No comments or questions of shareholders are raised.

The independent proxy states that she represents 99.66% Yes votes.

The shareholders passed the resolution by

Votes for	255 053 386	(99.66%)
Votes against	876 791	(0.34%)
Total votes cast	255 930 177	(100.00)
Abstentions	109 755	
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The 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 has thereby been approved by a relative majority.

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

The Chairman informs the shareholders of the proposal of the Board of Directors 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.

No comments or questions of shareholders are raised.

The independent proxy states that she represents 99.58% Yes votes.

The shareholders passed the resolution by

Votes for	254 456 899	(99.58%)
Votes against	1 085 639	(0.42%)
Total votes cast	255 542 538	(100.00)
Abstentions	497 394	
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The 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 has thereby been approved by a relative majority.

11 Approval of share capital reduction by cancelling treasury shares

The chairman informs that the special auditor's report pursuant to art. 732 paragraph 2 of the Swiss Code of Obligations dated 21 June 2016 confirming that the creditors' claims are fully covered in spite of the capital reduction has been prepared by PricewaterhouseCoopers AG and is available at this Annual General Meeting.

Daniel Anliker, on behalf of PricewaterhouseCoopers AG, states he has no further remarks to the report.

The Chairman informs the shareholders of the proposal of the Board of Directors:

(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 shown on the screen at the AGM and as set forth in the Notice. The Chairman states that they marked the amendment in bold and italics.

No comments or questions of shareholders are raised.

The independent proxy declares that she is instructed to vote for 99.95% in favor of the proposal.

The shareholders passed the resolution by

Votes for	255 933 036	(99.95%)
Votes against	266	(0.01%)
Abstentions cast	106 630	(0.04%)
Total votes cast	256 039 932	(100.00%)
Votes not cast (or invalid)	0	(0.00%)

(Percentages are calculated based on total voting rights represented.)

The required qualified majority of 2/3 of the votes represented including an absolute majority of the nominal value of the shares represented has been reached. The proposal:

- (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):

Art. 4
Aktien-¹ Das Aktienkapital der Gesellschaft beträgt CHF ***2'446'446'689.90*** und ist eingeteilt in ***365'141'297*** Namenaktien mit einem Nennwert von CHF 6.70 pro Aktie. Das Aktienkapital ist vollständig liberiert.

Art. 4
Share¹ The share capital of the Company amounts to CHF ***2,446,446,689.90*** and is divided into ***365,141,297*** registered shares with a par value of CHF 6.70 per share. The share capital is fully paid-in.

has thereby been approved.

A separate public deed will be prepared by Markus Schnurrenberger (notary public) with respect to the resolution on agenda item 11.

Gratitude and Announcement of voting results

The Chairman states that the last agenda item of the AGM is completed and expresses his gratitude to everyone who helped organize the AGM.

After having reviewed the voting results, the Chairman declares that the AGM has approved the proposals of the Board of Directors for each agenda item by required majority.

The Chairman explains that detailed voting results will be shown on the screen in the following minutes and posted on the company's website.

Closing Remarks

The Chairman closes the general meeting at 11:51 a.m. CET and informs that the minutes of this Annual General Meeting will be available for inspection as of 1 July 2016 at the registered office of Coca-Cola HBC AG.

Anastassis G. David
Chairman of the Board

Jan Gustavsson
Company Secretary