

**Resolutions passed at 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**

Presence

256'039'932	shares represented
69.54%	of the total issued share capital ⁽¹⁾
70.78%	of the outstanding voting rights, whether exercisable or not ⁽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.

Agenda items

The following resolutions have been passed:

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 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 integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2015 (the "2015 Integrated Annual Report") has thereby been received, and (ii) 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 for the financial year ended on 31 December 2015 have thereby been approved.

Appropriation of available earnings and reserves / declaration of dividend

Appropriation of available earnings

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 has been approved.

Declaration of a dividend from reserves

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.

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

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.

Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee

Current members of the Board of Directors

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 shareholders passed the resolution by

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.

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 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.

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 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.

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

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.

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

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.

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

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.

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

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.

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

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.

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

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.

New members of the Board of Directors

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

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.

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

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.

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 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
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(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.

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

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.

Election of the independent proxy

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.

Election of the auditors

Re-Election of the statutory auditor

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.

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

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.

Advisory vote on the UK Remuneration Report

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 being the remuneration report of the Board of Directors, 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.

Advisory vote on the Swiss Remuneration Report

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 being the remuneration report required by Swiss law has been approved by way of an advisory vote.

Advisory vote on the remuneration policy

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 remuneration policy of Coca-Cola HBC AG, 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 has been approved by way of an advisory vote.

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

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

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.

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

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.

Approval of share capital reduction by cancelling treasury shares

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		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.	Share	¹ 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.
kapital		Capital	

has thereby been approved.

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

Zug, 21 June 2016

Anastassis G. David
Chairman of the Board

Jan Gustavsson
Company Secretary