

**Resolutions passed at the  
Annual General Meeting of  
Coca-Cola HBC AG**  
**held on Tuesday, 16 June 2020; 11:00 am CET  
by Independent Proxy only  
at Turmstrasse 26, 6312 Steinhausen, Switzerland**

**Presence**

268'330'113	shares represented
72.47	of the total issued share capital <sup>(1)</sup>
73.70	of the outstanding voting rights, whether exercisable or not <sup>(1)</sup>

(1) On 16 June 2020, Coca-Cola HBC AG's total issued share capital of CHF 2'480'686'282.80 consisted of 370,251,684 ordinary shares, of which 2'759'280 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 ordinary 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 16 June 2020 is 364,062,269.

**Agenda items**

The following resolutions have been passed:

- 1 Receipt of the 2019 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2019**

The shareholders passed the resolution by

Votes for	268 113 726	(99.91%)
Votes against	9 374	( 0.01%)
Abstentions cast	207 013	( 0.08%)
Total votes cast	268 330 113	(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 2019 has thereby been received, and (ii) the annual management report and the stand-alone financial statements of the Company as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the financial year ended on 31 December 2019 have thereby been approved.

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

### 2.1 Appropriation of available earnings

The shareholders passed the resolution by

Votes for	267 914 411	(99.84%)
Votes against	342 319	( 0.13%)
Abstentions cast	73 383	( 0.03%)
Total votes cast	268 330 113	(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.

### 2.2 Declaration of dividends from reserves

The shareholders passed the resolution by

Votes for	267 869 664	(99.83%)
Votes against	342 419	( 0.13%)
Abstentions cast	118 030	( 0.04%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of (i) a gross dividend of EUR 0.62 (the "Dividend") on each ordinary registered share with a par value of CHF 6.70 from the general capital contri-

tribution reserve has been approved. Own shares held directly by the Company are not entitled to Dividends. The total aggregate amount of the Dividends shall be capped at an amount of CHF 300,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 4,470,096,642.72, as shown in the stand-alone financial statements of the Company as of 31 December 2019, by a maximum of CHF 300,000,000. To the extent that the Dividend calculated on EUR 0.62 per share respectively 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 28 July 2020 to holders of Coca-Cola HBC AG shares on the record date of 3 July 2020.

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

The shareholders passed the resolution by

Votes for	267 291 138	(99.61%)
Votes against	773 201	( 0.29%)
Abstentions cast	265 774	( 0.10%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The discharge to the members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2019 and ending on 31 December 2019 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**

##### **4.1.1 Re-election of Anastassis G. David as a member of the Board of Directors and as the Chairman of the Board of Directors (in a single vote)**

The shareholders passed the resolution by

Votes for	253 318 388	(94.41%)
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Votes against	13 100 559	( 4.88%)
Abstentions cast	1 911 166	( 0.71%)
Total votes cast	268 330 113	(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 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 2021.

#### **4.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	265 654 637	(99.00%)
Votes against	2 600 593	( 0.97%)
Abstentions cast	74 883	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Zoran Bogdanovic 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 2021.

#### **4.1.3 Re-election of Charlotte J. Boyle 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	266 641 168	(99.37%)
Votes against	1 613 126	( 0.60%)
Abstentions cast	75 819	( 0.03%)
Total votes cast	268 330 113	(100.00)

Votes not cast (or invalid)	0
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(Percentages are calculated based on total votes cast.)

Charlotte J. Boyle<sup>1</sup> 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 2021.

#### 4.1.4 Re-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	261 089 665	(97.30%)
Votes against	7 164 629	( 2.67%)
Abstentions cast	75 819	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Reto Francioni 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 2021.

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

The shareholders passed the resolution by

Votes for	267 615 601	(99.73%)
Votes against	639 629	( 0.24%)
Abstentions cast	74 883	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

<sup>1</sup> Generally being known under the name Charlotte J. Boyle, her official name is Charlotte Jane Cooper-Evans.

(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 2021.

#### **4.1.6 Re-election of William W. Douglas III as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	264 913 584	(98.72%)
Votes against	3 340 710	( 1.25%)
Abstentions cast	75 819	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

William W. Douglas III 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 2021.

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

The shareholders passed the resolution by

Votes for	260 883 393	(97.22%)
Votes against	7 373 337	( 2.75%)
Abstentions cast	73 383	( 0.03%)
Total votes cast	268 330 113	(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 2020.

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

The shareholders passed the resolution by

Votes for	260 931 101	(97.24%)
Votes against	7 325 629	( 2.73%)
Abstentions cast	73 383	( 0.03%)
Total votes cast	268 330 113	(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 2021.

#### 4.1.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	266 221 934	(99.21%)
Votes against	2 034 796	( 0.76%)
Abstentions cast	73 383	( 0.03%)
Total votes cast	268 330 113	(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 for a term of one year until the end of the next annual general meeting in 2021.

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

The shareholders passed the resolution by

Votes for	260 928 288	(97.24%)
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Votes against	7 186 935	( 2.68%)
Abstentions cast	214 890	( 0.08%)
Total votes cast	268 330 113	(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 2021.

#### **4.1.11 Re-election of Alfredo Rivera as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	259 175 697	(96.59%)
Votes against	8 934 059	( 3.33%)
Abstentions cast	220 357	( 0.08%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Alfredo Rivera 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 2021.

#### **4.1.12 Re-election of Ryan Rudolph as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	260 754 467	(97.17%)
Votes against	7 499 827	( 2.80%)
Abstentions cast	75 819	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	



(Percentages are calculated based on total votes cast.)

Ryan Rudolph 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 2021.

#### **4.2 Election of Anna Diamantopoulou as a new member of the Board of Directors and as a new member of the Remuneration Committee (in a single vote)**

The shareholders passed the resolution by

Votes for	267 859 645	(99.82%)
Votes against	394 439	( 0.15%)
Abstentions cast	76 029	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anna Diamantopoulou 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 2021.

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

The shareholders passed the resolution by

Votes for	266 385 199	(99.27%)
Votes against	1 870 331	( 0.70%)
Abstentions cast	74 583	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, 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 2021.

## 6 Election of the auditors

### 6.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	264 612 676	(98.62%)
Votes against	3 597 857	( 1.34%)
Abstentions cast	119 580	( 0.04%)
Total votes cast	268 330 113	(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 2020.

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

The shareholders passed the resolution by

Votes for	266 544 842	(99.33%)
Votes against	1 708 237	( 0.64%)
Abstentions cast	77 034	( 0.03%)
Total votes cast	268 330 113	(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 2021, 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 shareholders passed the resolution by

Votes for	261 130 154	(97.32%)
Votes against	5 744 287	( 2.14%)
Abstentions cast	1 455 672	( 0.54%)
Total votes cast	268 330 113	(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.

## 8 Advisory vote on the Remuneration Policy

The shareholders passed the resolution by

Votes for	251 002 866	(93.54%)
Votes against	17 250 378	( 6.43%)
Abstentions cast	76 869	( 0.03%)
Total votes cast	268 330 113	(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 112 to 119 of the 2019 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 16 June 2020, has been approved by way of an advisory vote.

## 9 Advisory vote on the Swiss Remuneration Report

The shareholders passed the resolution by

Votes for	261 453 104	(97.44%)
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Votes against	6 799 039	( 2.53%)
Abstentions cast	77 970	( 0.03%)
Total votes cast	268 330 113	(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.

## **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**

The shareholders passed the resolution by

Votes for	267 895 965	(99.87%)
Votes against	347 298	( 0.13%)
Total votes cast	268 243 263	(100.00)
Abstentions	86 850	
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 2020 Annual General Meeting until the next annual general meeting in 2021 in the amount of EUR 1.5 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 shareholders passed the resolution by

Votes for	265 205 431	(99.38%)
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Votes against	1 660 130	( 0.62%)
Total votes cast	266 865 561	(100.00)
Abstentions	1 464 552	
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 2021 and ending on 31 December 2021 in the amount of EUR 35 million has thereby been approved by a relative majority.

## 11 Approval of share buy back

The shareholders passed the resolution by

Votes for	265 309 621	(98.88%)
Votes against	2 933 228	( 1.09%)
Abstentions cast	87 264	( 0.03%)
Total votes cast	268 330 113	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The repurchase of up to 10,000,000 ordinary shares of CHF 6.70 each in the capital of Coca-Cola HBC AG on such terms and in such manner as the Board of Directors shall from time to time determine, provided that

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 10,000,000;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is CHF 6.70;
- c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of (i) 5% over the average middle market price of the ordinary shares (as derived from the London Stock Exchange Daily Official

List) for the five business days immediately preceding the date on which Coca-Cola HBC AG agrees to buy the shares concerned; and (ii) an amount equal to the higher of the last independent trade of an ordinary share and the highest current independent bid on the trading venues where the purchase is being carried out;

has thereby been approved.

The full minutes of the Annual General Meeting will be available for inspection from 3 July 2020 at Coca-Cola HBC AG's registered office.

Zug, 16 June 2020

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Anastassis G. David  
Chairman of the Board

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Jan Gustavsson  
Company Secretary