

**Resolutions passed at the  
Annual General Meeting of  
Coca-Cola HBC AG**  
**held on Tuesday, 22 June 2021; 11:00 am CET  
by Independent Proxy only  
at Turmstrasse 26, 6312 Steinhausen, Switzerland**

**Presence**

261'996'545	shares represented
70.64	of the total issued share capital <sup>(1)</sup>
71.78	of the outstanding voting rights, whether exercisable or not <sup>(1)</sup>

(1) On 22 June 2021, Coca-Cola HBC AG's total issued share capital of CHF 2,484,845,997.90 consisted of 370,872,537 ordinary shares, of which 2,464,448 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 22 June 2021 is 364,977,954.

**Agenda items**

The following resolutions have been passed:

- 1 Receipt of the 2020 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 2020**

The shareholders passed the resolution by

Votes for	261 582 982	(99.84%)
Votes against	22 403	( 0.01%)
Abstentions cast	391 160	( 0.15%)
Total votes cast	261 996 545	(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 2020 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 2020 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	260 531 924	(99.44%)
Votes against	1 416 947	( 0.54%)
Abstentions cast	47 674	( 0.02%)
Total votes cast	261 996 545	(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 dividend from reserves

The shareholders passed the resolution by

Votes for	260 286 822	(99.35%)
Votes against	1 619 843	( 0.62%)
Abstentions cast	89 880	( 0.03%)
Total votes cast	261 996 545	(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 0.64 (the "Dividend") on each ordinary registered share with a par value of CHF 6.70 from the general capital contri-

bution 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 4,229,620,421.81, as shown in the stand-alone financial statements of the Company as of 31 December 2020, by a maximum of CHF 300,000,000. To the extent that the Dividend calculated on EUR 0.67 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 3 August 2021 to holders of Coca-Cola HBC AG shares on the record date of 9 July 2021.

### **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	253 377 106	(96.82%)
Votes against	1 505 257	( 0.58%)
Abstentions cast	6 790 462	( 2.60%)
Total votes cast	261 672 825	(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 2020 and ending on 31 December 2020 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	238 272 253	(90.95%)
Votes against	22 012 473	( 8.40%)
Abstentions cast	1 711 819	( 0.65%)
Total votes cast	261 996 545	(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 2022.

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

The shareholders passed the resolution by

Votes for	258 988 092	(98.85%)
Votes against	2 959 939	( 1.13%)
Abstentions cast	48 514	( 0.02%)
Total votes cast	261 996 545	(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 2022.

#### **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	241 638 220	(92.23%)
Votes against	20 309 579	( 7.75%)
Abstentions cast	48 746	( 0.02%)

Total votes cast	261 996 545	(100.00)
Votes not cast (or invalid)	0	

(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 2022.

#### 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	235 820 439	(90.01%)
Votes against	26 086 438	( 9.96%)
Abstentions cast	89 668	( 0.03%)
Total votes cast	261 996 545	(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 2022.

#### 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	258 858 471	(98.80%)
Votes against	3 089 254	( 1.18%)
Abstentions cast	48 820	( 0.02%)
Total votes cast	261 996 545	(100.00)

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

Votes not cast (or invalid)	0
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(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 2022.

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

Votes for	258 128 104	(98.52%)
Votes against	3 819 696	( 1.46%)
Abstentions cast	48 745	( 0.02%)
Total votes cast	261 996 545	(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 2022.

#### **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	253 220 154	(96.65%)
Votes against	8 727 946	( 3.33%)
Abstentions cast	48 445	( 0.02%)
Total votes cast	261 996 545	(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 2022.

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

The shareholders passed the resolution by

Votes for	254 236 184	(97.04%)
Votes against	7 711 916	( 2.94%)
Abstentions cast	48 445	( 0.02%)
Total votes cast	261 996 545	(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 2022.

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

The shareholders passed the resolution by

Votes for	260 569 907	(99.45%)
Votes against	1 378 133	( 0.53%)
Abstentions cast	48 505	( 0.02%)
Total votes cast	261 996 545	(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 2022.

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

The shareholders passed the resolution by

Votes for	254 084 860	(96.98%)
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Votes against	7 862 940	( 3.00%)
Abstentions cast	48 745	( 0.02%)
Total votes cast	261 996 545	(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 2022.

#### **4.1.11 Re-election of Anna Diamantopoulou 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	247 310 798	(94.39%)
Votes against	14 637 042	( 5.59%)
Abstentions cast	48 705	( 0.02%)
Total votes cast	261 996 545	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anna Diamantopoulou 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 2022.

#### **4.2 Election of Bruno Pietracci as a new member of the Board of Directors**

The shareholders passed the resolution by

Votes for	254 218 277	(97.03%)
Votes against	7 729 448	( 2.95%)
Abstentions cast	48 820	( 0.02%)
Total votes cast	261 996 545	(100.00)



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

Bruno Pietracci 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 2022.

#### 4.3 Election of Henrique Braun as a new member of the Board of Directors

The shareholders passed the resolution by

Votes for	254 188 213	(97.02%)
Votes against	7 712 653	( 2.94%)
Abstentions cast	95 679	( 0.04%)
Total votes cast	261 996 545	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Henrique Braun 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 2022.

#### 5 Election of the independent proxy

The shareholders passed the resolution by

Votes for	259 953 239	(99.22%)
Votes against	1 995 272	( 0.76%)
Abstentions cast	48 034	( 0.02%)
Total votes cast	261 996 545	(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 2022.

## 6 Election of the auditors

### 6.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	257 681 739	(98.35%)
Votes against	4 194 779	( 1.60%)
Abstentions cast	120 027	( 0.05%)
Total votes cast	261 996 545	(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 2021.

### 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	257 587 773	(98.32%)
Votes against	4 334 933	( 1.65%)
Abstentions cast	73 839	( 0.03%)
Total votes cast	261 996 545	(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 2022, 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	188 898 393	(72.10%)
Votes against	73 049 577	(27.88%)
Abstentions cast	48 575	( 0.02%)
Total votes cast	261 996 545	(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 the 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	250 109 133	(95.46%)
Votes against	11 838 837	( 4.52%)
Abstentions cast	48 575	( 0.02%)
Total votes cast	261 996 545	(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 114 to 121 of the 2020 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 22 June 2021, 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	189 272 983	(72.24%)
Votes against	72 675 321	(27.74%)
Abstentions cast	48 241	( 0.02%)
Total votes cast	261 996 545	(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	259 309 959	(98.99%)
Votes against	2 638 343	( 1.01%)
Total votes cast	261 948 302	(100.00)
Abstentions	48 243	
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 2021 Annual General Meeting until the next annual general meeting in 2022 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	259 944 118	(99.31%)
Votes against	1 818 686	( 0.69%)
Total votes cast	261 762 804	(100.00)
Abstentions	233 741	
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 2022 and ending on 31 December 2022 in the amount of EUR 36 million has thereby been approved by a relative majority.

## 11 Approval of share buy back

The shareholders passed the resolution by

Votes for	256 741 420	(98.00%)
Votes against	5 195 536	( 1.98%)
Abstentions cast	59 589	( 0.02%)
Total votes cast	261 996 545	(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 9 July 2021 at Coca-Cola HBC AG's registered office.

Zug, 22 June 2021

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Ryan Rudolph  
Member of the Board

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Jan Gustavsson  
Company Secretary