



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

Publication date: SHAB 19.04.2024

Publicly viewable until: 19.04.2025

Publication number: UP04-0000006135

Invitation to the ordinary general meeting Coca-Cola HBC AG

Organisation concerned:

Coca-Cola HBC AG
CHE-235.296.902
Turmstrasse 26
6312 Steinhausen

General meeting details:

21.05.2024, 11:00 Uhr, Turmstrasse 26, 6312 Steinhausen

Invitation/Agenda:

The meeting will consider the following agenda items (please find all further information in the PDF-attachment):

1. Receipt of the 2023 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements
2. Approval of the non-financial report under Swiss statutory law for the financial year ended on 31 December 2023
3. Appropriation of earnings and reserves / declaration of dividend
 - 3.1 Appropriation of available earnings
 - 3.2 Declaration of dividend from reserves
4. Discharge of the members of the Board of Directors and the members of the Executive Leadership Team
5. Election of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee
 - 5.1 Current members of the Board of Directors
 - 5.1.1 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)

- 5.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors
- 5.1.3 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)
- 5.1.4 Re-election of Henrique Braun as member of the Board of Directors
- 5.1.5 Re-election of Anna Diamantopoulou as member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
- 5.1.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors
- 5.1.7 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)
- 5.1.8 Re-election of Anastasios I. Leventis as a member of the Board of Directors
- 5.1.9 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors
- 5.1.10 Re-election of George Pavlos Leventis as a member of the Board of Directors
- 5.1.11 Re-election of Evguenia Stoitchkova as a member of the Board of Directors
- 5.2 New members of the Board of Directors
 - 5.2.1 Election of Zulikat Wuraola Abiola as a new member of the Board of Directors
 - 5.2.2 Election of Glykeria Tsernou as a new member of the Board of Directors
- 6. Election of the independent proxy
- 7. Election of the auditors
 - 7.1 Re-election of the statutory auditor
 - 7.2 Advisory vote on the re-appointment of the independent registered public accounting firm for UK purposes
- 8. Advisory vote on the UK Remuneration Report
- 9. Advisory vote on the Remuneration Policy
- 10. Advisory vote on the Swiss Remuneration Report
- 11. Approval of the remuneration of the Board of Directors and the Executive Leadership Team
 - 11.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next annual general meeting
 - 11.2 Approval of the maximum aggregate amount of remuneration for the Executive Leadership Team for the next financial year
- 12. Approval of share buy-back
- 13. Approval of amendments to the articles of association
 - 13.1 Alignment with mandatory provisions of the new Swiss corporate law (Articles 6, 11, 14, 15, 20, 25, 34, 36 and 37)
 - 13.2 Other voluntary changes (Articles 4, 10, 13, 16, 18, 19, 43 and 45)

Remarks:

The full text of the AGM Notice is attached as a PDF to this publication.

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

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

Notice of Annual General Meeting of

Coca-Cola HBC AG

incorporated as a stock corporation (*Aktiengesellschaft*)
under the laws of Switzerland and registered in Switzerland
with business identification number CHE-235.296.902,
registered office in Steinhausen and registered address at
Turmstrasse 26, 6312 Steinhausen, Switzerland

Tuesday, 21 May 2024

11:00 am CET

**at Turmstrasse 26, 6312 Steinhausen,
Switzerland**

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

Beginning of meeting: 11:00 am CET

(This page has been left blank intentionally)

Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 19 April 2024

Annual General Meeting of Coca-Cola HBC AG to be held on 21 May 2024

Dear shareholders,

We are writing to you in connection with Coca-Cola HBC AG's annual general meeting (the "Annual General Meeting"), which will be held on Tuesday, 21 May 2024 at 11:00 am CET at Turmstrasse 26, 6312 Steinhausen, Switzerland. The formal notice convening the Annual General Meeting is set out at the end of this letter, beginning on page 5 (the "Notice").

1. Proposals of the Board of Directors

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

1. To receive the 2023 Integrated Annual Report and to approve the annual management report, the stand-alone financial statements and the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the financial year ended on 31 December 2023.
2. To approve the non-financial report under Swiss statutory law for the financial year ended on 31 December 2023.
3. To carry forward the accumulated profit and to declare for each ordinary registered share of Coca-Cola HBC AG with a par value of CHF 6.70 out of the general capital contribution reserve an ordinary dividend of EUR 0.93, as shown in the stand-alone financial statements (capped at a total aggregate amount of CHF 375,000,000).
4. To grant discharge to the members of the Board of Directors and the members of the Executive Leadership Team for the financial year ended on 31 December 2023.
5. To re-elect certain current members of the Board of Directors and the Chairman of the Board of Directors, to elect new members of the Board of Directors and to re-elect the members of the Remuneration Committee.
6. To re-elect Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Zurich, Switzerland, as the independent proxy of Coca-Cola HBC AG.
7. To (i) re-elect PricewaterhouseCoopers AG, Switzerland, as the statutory auditor of Coca-Cola HBC AG; and (ii) approve, by way of an advisory vote, the re-appointment of PricewaterhouseCoopers S.A., Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the applicable rules of the UK's Financial Conduct Authority.
8. To approve, by way of an advisory vote, the UK Remuneration Report of Coca-Cola HBC AG, excluding the section containing the Remuneration Policy of Coca-Cola HBC AG for the purposes of this resolution.
9. To approve, by way of a separate advisory vote, the Remuneration Policy of Coca-Cola HBC AG.
10. To approve, by way of an advisory vote, the Swiss Remuneration Report of Coca-Cola HBC AG.
11. To approve the maximum aggregate amount of the remuneration of the Board of Directors until the next annual general meeting and the maximum aggregate amount of the remuneration of the Executive Leadership Team for the next financial year.

12. To approve a buy-back of up to 15,000,000 Coca-Cola HBC AG ordinary shares in order to (i) avoid dilution resulting from the issuance of stock options or (ii) meet the requirements of the Coca-Cola HBC AG employee incentive scheme and (iii) provide, in suitable circumstances, the flexibility to manage the capital resources of Coca-Cola HBC AG.
13. To approve the amendments to the articles of association.

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

Your attention is also drawn to the recommendation of the Board of Directors set out on page 18 of the Notice.

A reply form in relation to the Annual General Meeting is enclosed with this document and should be filled out and returned in accordance with the instructions printed on the form as soon as possible, and in any event, no later than 14 May 2024. Alternatively, you may make use of an online proxy voting platform before 15 May 2024 by using the URL and your username and password printed on your reply form. The section headed "Organisational matters and Participation in the Annual General Meeting" beginning on page 18 of the Notice also sets the procedures for your voting. You should read this information carefully before completing the reply form.

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

Yours faithfully

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

(letter without signature)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("Annual General Meeting") of Coca-Cola HBC AG will be held on Tuesday, 21 May 2024 at 11:00 am CET. In accordance with Art. 13 para. 2 and 3 of Coca-Cola HBC AG's articles of association ("Articles of Association") the Annual General Meeting will be held at Turmstrasse 26, 6312 Steinhausen, Switzerland. The Annual General Meeting will be conducted in English.

Agenda

The meeting will consider the following agenda items:

1. Receipt of the 2023 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements
2. Approval of the non-financial report under Swiss statutory law for the financial year ended on 31 December 2023
3. Appropriation of earnings and reserves / declaration of dividend
 - 3.1 Appropriation of available earnings
 - 3.2 Declaration of dividend from reserves
4. Discharge of the members of the Board of Directors and the members of the Executive Leadership Team
5. Election of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee
 - 5.1 Current members of the Board of Directors
 - 5.1.1 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)
 - 5.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors
 - 5.1.3 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)
 - 5.1.4 Re-election of Henrique Braun as member of the Board of Directors
 - 5.1.5 Re-election of Anna Diamantopoulou as member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
 - 5.1.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors
 - 5.1.7 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)
 - 5.1.8 Re-election of Anastasios I. Leventis as a member of the Board of Directors
 - 5.1.9 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors
 - 5.1.10 Re-election of George Pavlos Leventis as a member of the Board of Directors
 - 5.1.11 Re-election of Evguenia Stoitchkova as a member of the Board of Directors
 - 5.2 New members of the Board of Directors
 - 5.2.1 Election of Zulikat Wuraola Abiola as a new member of the Board of Directors
 - 5.2.2 Election of Glykeria Tsernou as a new member of the Board of Directors
6. Election of the independent proxy
7. Election of the auditors
 - 7.1 Re-election of the statutory auditor
 - 7.2 Advisory vote on the re-appointment of the independent registered public accounting firm for UK purposes
8. Advisory vote on the UK Remuneration Report

9. Advisory vote on the Remuneration Policy
10. Advisory vote on the Swiss Remuneration Report
11. Approval of the remuneration of the Board of Directors and the Executive Leadership Team
 - 11.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next annual general meeting
 - 11.2 Approval of the maximum aggregate amount of remuneration for the Executive Leadership Team for the next financial year
12. Approval of share buy-back
13. Approval of amendments to the articles of association
 - 13.1 Alignment with mandatory provisions of the new Swiss corporate law (Articles 6, 11, 14, 15, 20, 25, 34, 36 and 37)
 - 13.2 Other voluntary changes (Articles 4, 10, 13, 16, 18, 19, 43 and 45)

Proposals of the Board of Directors

1. Receipt of the 2023 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 2023

Motion:

The Board of Directors proposes (i) to receive the integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2023 (the "2023 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 2023 be approved.

Explanation:

The 2023 Integrated Annual Report has been prepared according to Swiss statutory reporting requirements as well as the requirements applicable to Coca-Cola HBC AG because of its premium listing on the London Stock Exchange. The 2023 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 2023 Integrated Annual Report.

The 2023 Integrated Annual Report contains the reports of Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland. In its reports, PricewaterhouseCoopers AG recommends without qualification that the Stand-Alone Financial Statements and the consolidated financial statements be approved.

The 2023 Integrated Annual Report can be accessed on the website of Coca-Cola HBC AG at: <https://www.coca-colahellenic.com/en/investor-relations/results-reports-presentations>. The 2023 Integrated Annual Report is also available for the shareholders as set out in the section "Organisational matters and Participation in the Annual General Meeting" – "Documents available" of this Notice.

2. Approval of the non-financial report under Swiss statutory law for the financial year ended on 31 December 2023

Motion:

The Board of Directors proposes the approval of the non-financial report under Swiss statutory law for the financial year ended 31 December 2023.

Explanation:

Coca-Cola HBC AG is required to prepare a report on non-financial matters as of the financial year ended 31 December 2023 with the introduction of Art. 964a of the Swiss Code of Obligations. The 2023 Integrated Annual Report sets forth on pages 116 and 117 further details on compliance of Coca-Cola HBC AG's obligation. The non-financial report under Swiss statutory law must be submitted to the Annual General Meeting for approval. The approval comprises the sections specified on pages 116 and 117 of the 2023 Integrated Annual Report.

PricewaterhouseCoopers SA, Greece, has undertaken a limited assurance engagement on selected sustainability information included in the 2023 Integrated Annual Report and the GRI Content Index 2023, as listed in Appendices I-IV on pages 304 to 308 of the 2023 Integrated Annual Report and provided a limited assurance conclusion on page 304 of the 2023 Integrated Annual Report.

The non-financial report is part of the 2023 Integrated Annual Report and can be accessed on the website of Coca-Cola HBC AG at: <https://www.coca-colahellenic.com/en/investor-relations/results-reports-presentations>. The 2023 Integrated Annual Report is also available for the shareholders as set out in the section "Organisational matters and Participation in the Annual General Meeting" – "Documents available" of this Notice.

3. Appropriation of available earnings and reserves / declaration of dividend

3.1 Appropriation of available earnings

Motion:

The Board of Directors proposes to appropriate the earnings as follows:

Available earnings and reserves	
Balance brought forward	CHF (39,441,492.63)
Net profit for the year	CHF 78,881,422.47
Total accumulated profit to be carried forward	CHF 39,439,929.84

Explanation:

The Stand-Alone Financial Statements show a net profit in the amount of CHF 78,881,422.47. The accumulated profit to be carried forward amount to CHF 39,439,929.84. The Board of Directors proposes to carry forward the accumulated profit. A dividend is proposed to be distributed under agenda item 3.2 below.

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

3.2 Declaration of dividend from reserves

Motion:

The Board of Directors proposes to declare on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve a dividend of EUR 0.93 (the "Dividend"). Own shares held directly by Coca-Cola HBC AG are not entitled to the Dividend. The total aggregate amount of the Dividend shall be capped at an amount of CHF 375,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 3,444,860,479.48 as shown in the financial statements as of 31 December 2023, by a maximum of CHF 375,000,000. To the extent that the Dividend calculated on EUR 0.93 per share would cumulatively 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 the Dividend paid does not exceed the Cap. Payment of the Dividend is anticipated to be made on 24 June 2024 to holders of Coca-Cola HBC AG shares on the record date of 31 May 2024.

Explanation:

Provided that the proposed distribution out of the general capital contribution reserve is approved, it is currently anticipated that the Dividend will be paid on 24 June 2024 to holders of shares on the record date of 31 May 2024. Accordingly, the shares will be traded ex-dividend as of 30 May 2024, and the last day on which the shares may be traded with entitlement to receive the Dividend will be 29 May 2024. The Dividend may only be approved and paid if the Stand-Alone Financial Statements are approved in accordance with agenda item 1.

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

4. Discharge of the members of the Board of Directors and the members of the Executive Leadership Team

Motion:

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the members of the Executive Leadership Team for the financial year beginning on 1 January 2023 and ending on 31 December 2023.

Explanation:

The Board of Directors proposes that shareholders grant discharge from liability to the members of the Board of Directors and the members of the Executive Leadership Team for the financial year beginning on 1 January 2023 and ending on 31 December 2023. Under Swiss law, the discharge applies only in respect of disclosed facts and only against the company and shareholders who have approved the discharge or acquired shares subsequent to the resolution, being aware of the resolution of discharge. The rights to legal action of other shareholders (i.e. shareholders who have neither approved the discharge nor acquired shares subsequent to the resolution) extinguishes within six months after the resolution of discharge.

5. Election of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee

5.1 Current members of the Board of Directors

Motion:

The Board of Directors proposes that shareholders individually re-elect each of the following current members of the Board of Directors, for a term of one year until the end of the next annual general meeting in 2025, as follows:

- 5.1.1 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)
- 5.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors
- 5.1.3 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)
- 5.1.4 Re-election of Henrique Braun, as member of the Board of Directors
- 5.1.5 Re-election of Anna Diamantopoulou as member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
- 5.1.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors
- 5.1.7 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)
- 5.1.8 Re-election of Anastasios I. Leventis as a member of the Board of Directors
- 5.1.9 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors
- 5.1.10 Re-election of George Pavlos Leventis as a member of the Board of Directors
- 5.1.11 Re-election of Evguenia Stoitchkova as a member of the Board of Directors

Explanation:

Each of the current members of the Board of Directors is standing for re-election at the Annual General Meeting for a one-year term, except for Olusola (Sola) David Borha and Alexandra Papalexopoulou, who are not standing for re-election and are retiring at the conclusion of the Annual General Meeting. Each of the members of the Board of Directors who are standing for re-election has been recommended for re-election by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, having regard to the provisions of the Articles of Association and the recommendations of the UK Corporate Governance Code.

Additionally, Mr. Anastassis G. David is being proposed for re-election as Chairman of the Board of Directors.

The composition of the Board of Directors, the re-appointment of the members of the Remuneration Committee, and the re-appointment of the Chairman has been carefully considered by the Nomination Committee and following this evaluation, the Board of Directors is satisfied that it and its committees have the appropriate balance of skills, experience, diversity, independence and knowledge of the business of the CCHBC Group to enable them to discharge their respective duties and responsibilities effectively. The Board of Directors is of the view that each of the Directors proposed for re-election continues to make an effective contribution to the Board of Directors and demonstrates commitment

to their role and therefore recommends the re-election of such Directors for a term of one year until the end of the next annual general meeting in 2025. The Board of Directors also recommends the re-election of Ms Charlotte J. Boyle, Ms Anna Diamantopoulou and Mr Reto Francioni as members of the Remuneration Committee. Further, the Board of Directors recommends the re-election of Mr. Anastassis G. David as the Chairman of the Board of Directors.

Information about the Directors proposed for re-election and in particular the specific reasons why their contribution is, and continues to be, important to the long-term sustainable success of the CCHBC Group are set out below. The general terms of appointment applicable to each current non-executive member of the Board of Directors, are available for the shareholders as set out in the section "Organisational matters and Participation in the Annual General Meeting" – "Documents available" to this Notice.

Anastassis G. David

Motion 5.1.1 relates to the re-election of Anastassis G. David who was appointed Chairman of the Board of Directors on 27 January 2016. He joined the Board of Coca-Cola HBC AG as a non-Executive Director in 2006 and was appointed Vice Chairman in 2014.

Skills, experience and contribution: Anastassis brings to his role more than 20 years' experience as an investor and non-executive director in the beverage industry. Anastassis is also a former Chairman of Navios Corporation. He holds a BA in History from Tufts University.

External appointments: Anastassis is active in the international community. He serves as Vice Chair of Aegean Airlines S.A., Vice Chair of the Cyprus Union of Shipowners, Chair of the board of Sea Trade Holdings Inc., a shipowning company of dry cargo vessels, Chair of the board of Nephele Navigation Inc., and member of Adcom Advisory Ltd. He holds the following positions within the Kar-Tess group of companies: board member of Kar-Tess Holding and Executive of Boval Ltd. Also, he is a member of the board of trustees of College Year in Athens, and Director of the George and Kaity David Foundation.

Nationality: British – Cypriot

Zoran Bogdanovic

Motion 5.1.2 relates to the re-election of Zoran Bogdanovic who was appointed as an Executive Director in 2018 and is the Chief Executive Officer of Coca-Cola HBC AG.

Skills, experience and contribution: Zoran was previously the Company's Regional Director responsible for operations in 12 countries and has been a member of the Executive Leadership Team since 2013. He joined the Company in 1996 and has held a number of senior leadership positions, including as General Manager of the Company's operations in Croatia, Switzerland and Greece. Before joining the Company, Zoran was an auditor with the auditing and consulting firm Arthur Andersen. Zoran has a track record of delivering results across our territories and demonstrating the values that are the foundation of our Company culture.

External appointments: None.

Nationality: Croatian

Charlotte J. Boyle

Motion 5.1.3 relates to the re-election of Charlotte J. Boyle who was appointed as an independent non-Executive Director in 2017.

Skills, experience and contribution: After 14 years with The Zygos Partnership, an international executive search and Board advisory firm, including nine years as a partner, she retired from her position in July 2017. Prior to that, Charlotte worked at Goldman Sachs International and at Egon Zehnder International, an international executive search and management assessment firm. Charlotte obtained an MBA from the London Business School and an MA from Oxford University and was a Bahrain British Foundation Scholar.

External appointments: Charlotte serves as chair of UK for UN High Commission for Refugees (UNHCR), an independent non-executive director and chair of the Environment, Sustainability and Community Committee of Shaftesbury Capital PLC, an independent director of Thatchers Cider

Company Ltd, a non-executive adviser to the Group Executive Board of Knight Frank LLP and as a trustee and chair of the finance committee of Alfanar, the venture philanthropy organisation.

Nationality: British

Henrique Braun

Motion 5.1.4 relates to the re-election of Henrique Braun who was appointed as non-Executive Director in 2021.

Skills, experience and contribution: Henrique has vast experience in corporate functions as well as regional and business unit operations in The Coca-Cola Company ("TCCC"). He joined TCCC in 1996 in Atlanta and progressed with increased responsibilities in North America, Europe and Latin America. His career responsibilities have included supply chain, new business development, marketing, innovation, general management and bottling operations. From 2020 to 2022, Henrique served as President of the Latin America operating unit, from 2016 to 2020, he served as the President of the Brazil business unit and from 2013 to 2016, he was the President for Greater China and Korea. His other roles in TCCC in the past include Vice President of Innovation and Operations in Brazil and Director for Still Beverages (non-carbonated beverages) in Europe. He first joined TCCC as a trainee in Global Engineering in the US. Henrique holds a bachelor's degree in agricultural engineering from the University Federal of Rio de Janeiro, a master's degree in industrial engineering from Michigan State University and an MBA from Georgia State University.

External appointments: Henrique currently serves as Executive Vice President, International Development for TCCC, overseeing the company's operating units for Latin America, Japan and South Korea, ASEAN and South Pacific, Greater China and Mongolia, Africa, India and Southwest Asia and Eurasia and Middle East.

Nationality: American and Brazilian

Anna Diamantopoulou

Motion 5.1.5 relates to the re-election of Anna Diamantopoulou who was appointed as a non-Executive Director in 2020.

Skills, experience and contribution: Anna, as a former European Commissioner, brings to the CCHBC Group a unique expertise on matters of employment and equal opportunity together with deep knowledge of the European CSR agenda. Anna was an elected Member of the Greek Parliament for over a decade, during which time she served as Deputy Minister for Industries, Minister of Education, Lifelong Learning and Religious Affairs and Minister of Development, Competitiveness and Shipping of the Hellenic Republic. From 1999 to 2004, Anna served as a member of the European Commission in charge of Employment, Social Affairs and Equal Opportunities.

External appointments: Founder and President of DIKTIO-Network for Reform in Greece and Europe, a leading Athens-based independent, non-partisan policy institute. A Council Member of the European Council on Foreign Relations and an Advisory Board Member of Delphi Economic Forum. She is also the chair of the European Commission's High-Level Group on the future of social protection and the welfare state in the EU. Finally, Anna is a member of the Global Advisory Board of KEKST CNC.

Nationality: Greek

William W. (Bill) Douglas III

Motion 5.1.6 relates to the re-election of William W. (Bill) Douglas III who was appointed as an independent non-Executive Director in 2016.

Skills, experience and contribution: Bill is a former Vice President of Coca-Cola Enterprises, a position in which he served from July 2004 until his retirement in June 2016. From 2000 until 2004, Bill served as Chief Financial Officer (CFO) of Coca-Cola HBC AG. Bill has held various positions within the Coca-Cola System since 1985, including positions with responsibility for the IT function, including cyber issues. Before joining TCCC, Bill was associated with Ernst & Whinney, an international accounting firm. He received his undergraduate degree from the J.M. Tull School of Accounting at the University of Georgia.

External appointments: Bill is the lead director and chair of the audit committee of SiteOne Landscape Supply, Inc. He is also a non-executive chair of the board of directors of The North Highland company. He also serves on the board and is a past chair of the University of Georgia Trustees.

Nationality: American

Reto Francioni

Motion 5.1.7 relates to the re-election of Reto Francioni who was appointed as an independent non-Executive Director in 2016 and is the senior independent non-Executive Director.

Skills, experience and contribution: Reto has been Professor of Applied Capital Markets Theory at the University of Basel since 2006 and is the author of several highly respected books on capital market issues. From 2005 until 2015, Reto was CEO of Deutsche Börse AG and from 2002 until 2005, he served as Chair of the Supervisory Board and President of the SWX Group, which owns the Swiss Stock Exchange and has holdings in other exchanges. Between 2000 and 2002, Reto was Co-CEO and Spokesman for the Board of Directors of Consors AG. Between 1993 and 2000, he held various management positions at Deutsche Börse AG, including that of Deputy CEO. He earned his Doctorate of Law at the University of Zurich.

External appointments: Reto serves as chair of the Supervisory Board of UBS Europe SE and also as the chair of the Supervisory Board of Swiss International Airlines. Reto is also a vice chair of the board of directors of Medtech Innovation Partners AG, Basel.

Nationality: Swiss

Anastasios I. Leventis

Motion 5.1.8 relates to the re-election of Anastasios I. Leventis who was appointed as a non-Executive Director in 2014.

Skills, experience and contribution: Anastasios began his career as a banking analyst at Credit Suisse and then American Express Bank. He has previously served on the boards of the Cyprus Development Bank and Papoutsanis SA. He holds a BA in Classics from the University of Exeter and an MBA from New York University's Leonard Stern School of Business.

External appointments: Anastasios is a board member of A.G. Leventis (Nigeria) Ltd, vice chair of the board of Nephelē Navigation Inc, a board member of Maxenta Invest Corp., of Middle East Finance Sarl and of Adcom Advisory Ltd. He is a board member of Kar-Tess Holding. Furthermore, Anastasios is a member of the European Council of the Nature Conservancy, a board member of WWF Hellas (Greek branch of WWF), a member of the board of overseers of the Gennadius Library in Athens, a member of the University of Exeter Global Advancement Board, co-founder of the Cyclades Preservation Fund, member of the board of trustees of A.G. Leventis Foundation, and director of Leventis Foundation Nigeria.

Nationality: British

Christodoulos (Christo) Leventis

Motion 5.1.9 relates to the re-election of Christodoulos (Christo) Leventis who was appointed as a non-Executive Director in 2014.

Skills, experience and contribution: Christo worked as an Investment Analyst with Credit Suisse Asset Management from 1994 to 1999. In 2001, he joined J.P. Morgan Securities as an Equity Research Analyst focusing on European beverage companies. From 2003 until March 2014, Christo was a member of the board of directors of Frigoglass S.A.I.C., a leading global manufacturer of commercial refrigeration products for the beverage industry. Christo holds a BA in Classics from University College London and an MBA from the Kellogg School of Management in Chicago.

External appointments: Christo is a board member of Alpheus Capital, a single-family private equity investment office, a board member of Adcom Advisory Ltd, a board member of Middle East Finance Sarl and holds the following positions within the Kar-Tess group of companies: a board member of Kar-Tess Holding and a board member of Torval Investment Corp. Furthermore, he is a director of the A.G. Leventis Foundation.

Nationality: British

George Pavlos Leventis

Motion 5.1.10 relates to the re-election of George Pavlos Leventis who was appointed as a non-Executive Director in 2023.

Skills, experience and contribution: George was a non-executive member of the board of directors of Frigoglass S.A.I.C. from 2014 until May 2023 and held the position of vice chair. George previously worked as an analyst in fund management and holds an Investment Management Certificate from the CFA Society. He graduated with a bachelor's degree in modern history from Oxford University and holds a postgraduate Law degree from City University in the UK.

External appointments: George is a board member of Adcom Advisory Ltd, a board member of Chalet Alpette Sarl and a board member of 8 Kensington Park Road Ltd. He is also a board member of Torval Investment Corp., a company within the Kar-Tess group of companies. Furthermore, he is a director in Terra Cypria Foundation, a charitable non-governmental organisation, that promotes environmental awareness and sustainability.

Nationality: British

Evguenia Stoitchkova

Motion 5.1.11 relates to the re-election of Evguenia Stoitchkova who was appointed as a non-Executive Director in 2023.

Skills, experience and contribution: Evguenia is currently the President of Global Ventures for TCCC, a unit that focuses on globally scaling acquisitions and brands, including COSTA Coffee and investment in Monster Beverage Corp. Prior to her current role, Evguenia served as President of the company's Eurasia & Middle East operating unit. From 2017 to 2020, Evguenia was president of the Turkey, Caucasus and Central Asia business unit. From 2013 to 2017, Evguenia served as Franchise General Manager for Italy and Albania. From 2010 to 2013, she was Franchise Operations director for Romania, Bulgaria, Moldova and Albania.

Evguenia joined Coca-Cola Bulgaria in 2004 as Franchise Country Manager. She became Marketing Manager for sparkling soft drinks in the Adriatic and Balkans business unit in 2007. She was named as Area Marketing Manager in Romania, Bulgaria, Moldova and Macedonia in 2008 before becoming Brand Director for still beverages for South-Eastern Europe in 2009. Evguenia started her career at Danone Group in 1994 and led Danone marketing in Bulgaria from 2000 to 2004.

External appointments: President of Global Ventures at TCCC.

Nationality: Bulgarian

5.2 New members of the Board of Directors

5.2.1 Election of Zulikat Wuraola Abiola as a new member of the Board of Directors

Motion:

The Board of Directors proposes that shareholders elect Zulikat Wuraola Abiola as a new member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

Explanation:

Zulikat Wuraola Abiola is being proposed for election as a new member of the Board of Directors. Zulikat Wuraola Abiola has been recommended for election as a non-Executive Director by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, taking into consideration the provisions of the Articles of Association and the provisions of the UK Corporate Governance Code. The Board of Directors recommends the election of the proposed new member of the Board of Directors based on her experience as outlined in the brief biography set out below:

Zulikat Wuraola Abiola is the managing director of Management Transformation Ltd, a management consulting firm. She has served clients in Nigeria and throughout Africa in strategy, business development, leadership, governance, organisational development, risk management and public sector policy consulting since 1999. Prior to her current role, she worked at McKinsey & Co, in New York and London, primarily in the areas of strategy and organisation. Wuraola lectures on organisational development at the University of Lagos and Strategy and on corporate policy at the University of Lagos Business School.

External appointments: Wuraola is managing director of Management Transformation Ltd. She is a non-executive director and vice chair of Frigoglass S.A.I.C., chair of Appzone Mauritius Ltd. She is also on the board of directors of Beta Glass Nigeria PLC, Lekoil Nigeria Limited and Summit Oil International Ltd (Nigeria).

Nationality: Nigerian

5.2.2 Election of Glykeria Tsernou as a new member of the Board of Directors

Motion:

The Board of Directors proposes that shareholders elect Glykeria Tsernou as a new member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

Explanation:

Glykeria Tsernou is being proposed for election as a new member of the Board of Directors. Glykeria Tsernou has been recommended for election as a non-Executive Director by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, taking into consideration the provisions of the Articles of Association and the provisions of the UK Corporate Governance Code. The Board of Directors recommends the election of the proposed new member of the Board of Directors based on her experience as outlined in the brief biography set out below:

Glykeria Tsernou has over 25 years of financial advisory, investment, business development and management consulting experience across a range of sectors. Since 2013 Glykeria has been an executive in the family office for Th. Vassilakis Group in Greece (ASE listed Aegean Airlines, Autohellas and holdings in logistics and hospitality) focusing on participations, new investments, and business development. Previously, she worked for Vector Partners, a financial advisory boutique, was investment director at Global Finance, a VC and PE pioneer firm in Athens and head of corporate planning at Alumil S.A., an aluminium extrusion industry. Glykeria had also worked in management consulting at Marakon Associates in London and as financial analyst at Morgan Stanley in New York.

Glykeria studied Business Economics and International Relations at Brown University (Magna Cum Laude, ΦBK) and obtained an MBA from the London Business School.

External appointments: Glykeria is a non-executive director of Attica Department Stores S.A., Goldair Handling S.A. and Golf Residences S.A., independent non-executive director of Resolute Cepal Greece S.A. and Reinvest Greece S.A and Chairwoman of Elecion Energy S.A. Glykeria also serves on the Board of Trustees of Anatolia College.

Nationality: Greek

6. Election of the independent proxy

Motion:

The Board of Directors proposes to re-elect Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Zurich, Switzerland, as independent proxy for a term of one year until the end of the next annual general meeting in 2025.

Explanation:

In compliance with the Articles of Association and the Swiss Code of Obligations, the Annual General Meeting elects the independent proxy for a term of one year until the end of the next annual general meeting in 2025. Unless shareholders appoint an individual proxy by written power of attorney, the independent proxy is the only proxy available through which shareholders not attending the meeting can vote at the Annual General Meeting. See also the section "Organisational matters and Participation in the Annual General Meeting" – "Proxies" to this Notice.

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

7. Election of the auditors

7.1 Re-election of the statutory auditor

Motion:

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, Switzerland, as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2024.

Explanation:

Upon the recommendation of the Audit and Risk Committee, the Board of Directors proposes that PricewaterhouseCoopers AG, in Zurich, Switzerland, be re-elected for the financial year ending 31 December 2024 as the statutory auditor of Coca-Cola HBC AG. The statutory auditor's main task is to audit the consolidated financial statements and the statutory financial statements. PricewaterhouseCoopers AG, in Zurich, Switzerland will also act as audit expert for audits of capital increases.

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

Motion:

The Board of Directors proposes (i) to approve, by way of an advisory vote, the re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2025; and (ii) to confirm, by way of an advisory vote, the authority of the Audit and Risk Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration.

Explanation:

Upon the recommendation of the Audit and Risk Committee, the Board of Directors proposes that shareholders approve, by way of an advisory non-binding vote, the re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece ("PwC S.A."), an affiliate of PricewaterhouseCoopers AG, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the Disclosure Guidance and Transparency Rules and the Listing Rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2025. The Audit and Risk Committee reviews both the audit scope and estimated fees for professional services for the coming year and as such, the Board of Directors proposes that shareholders confirm, by way of an advisory non-binding vote, the authority of the Audit and Risk Committee to determine PwC S.A.'s terms of engagement and remuneration.

8. Advisory vote on the UK Remuneration Report

Motion:

The Board of Directors proposes that shareholders approve, by way of an advisory vote, 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 (the "UK Remuneration Report").

Explanation:

The full UK Remuneration Report is set out in the 2023 Integrated Annual Report on pages 159 to 184 and is divided into two sections. The first section sets out Coca-Cola HBC AG's remuneration policy (see agenda item 9) and the second section details the implementation of the remuneration policy for the financial year ended on 31 December 2023, including amounts paid to members of the Board of Directors for 2023. The total remuneration paid or accrued for the members of the Board of Directors and for the members of the Executive Leadership Team (which includes the CEO) amounts to EUR 30.6 million. The UK Remuneration Report aims to adhere to the form and content prescribed by UK remuneration reporting regulations. Although as a Swiss company, Coca-Cola HBC AG is not required to comply with such remuneration reporting regulations, Coca-Cola HBC AG has sought to provide information broadly in line with UK practice to assist its shareholders in benchmarking Coca-Cola HBC AG against its peer companies. The Board of Directors wishes to give shareholders an opportunity to approve, by way of an advisory non-binding vote, the UK Remuneration Report, which excludes the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution (see further agenda item 9).

9. Advisory vote on the Remuneration Policy

Motion:

The Board of Directors proposes that shareholders approve, by way of an advisory vote, the remuneration policy of Coca-Cola HBC AG (the "Remuneration Policy"), in the form set out at pages 166 to 174 of the 2023 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 21 May 2024.

Explanation:

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

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

For the CEO, and the other members of the Executive Leadership Team of Coca-Cola HBC AG, the Remuneration Policy provides for remuneration comprising a base salary, a cash bonus, participation in a performance share plan and an employee share purchase plan, a pension plan and certain other benefits. The Remuneration Policy has been established by the Remuneration Committee and its objective is to attract, retain and motivate the CEO and the Executive Leadership Team and ensure that their individual contributions are directly linked to the success of Coca-Cola HBC AG. As a Swiss company, Coca-Cola HBC AG is not required to give shareholders a binding vote on its Remuneration Policy (unlike UK incorporated companies). However, the Board of Directors wishes to adhere to UK corporate governance best practice in this respect to the extent possible and therefore give shareholders an opportunity to approve, by way of an advisory non-binding vote, the Remuneration Policy.

10. Advisory vote on the Swiss Remuneration Report

Motion:

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

Explanation:

Coca-Cola HBC AG is required to prepare the Swiss Remuneration Report pursuant to the applicable Swiss corporate rules regarding compensation as set forth in the Swiss Code of Obligations. The Swiss Remuneration Report is set out on pages 285 to 294 of the 2023 Integrated Annual Report. The Swiss Remuneration Report is accompanied by a report of the statutory auditor of Coca-Cola HBC AG set out on pages 283 to 284 of the 2023 Integrated Annual Report, confirming that the Swiss Remuneration Report for the year ended 31 December 2023 complies with Swiss law and articles 734a to 734f of the Swiss Code of Obligations.

11. Approval of the remuneration of the Board of Directors and the Executive Leadership Team

General introduction:

Based on Art. 34 of the Articles of Association, the Board of Directors proposes to hold separate votes on the compensation of the Board of Directors and the Executive Leadership Team, i.e. to approve the maximum aggregate amount of (1) the remuneration for the Board of Directors until the next ordinary annual general meeting in 2025; and (2) the remuneration for the Executive Leadership Team for the next financial year.

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

Motion:

The Board of Directors proposes that shareholders approve a maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2024 Annual General Meeting until the next annual general meeting in 2025 in the amount of EUR 1.5 million.

Explanation:

The board and committee fees shall remain unchanged for the period from the Annual General Meeting to the annual general meeting in 2025.

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

The table below shows the fees on which the proposed maximum aggregate amount of EUR 1.5 million for the remuneration for the members of the Board of Directors proposed for the period from the Annual General Meeting to the annual general meeting next year is based:

Chairman of the Board of Director's fee	150,000 €
Basic non-Executive Director's fee	82,000 €
Senior Independent Director fee	18,000 €

Committees	Audit and Risk	Remuneration	Nomination	Social Responsibility
Committee chairman fee	32,000 €	13,000 €	13,000 €	13,000 €
Committee member fee	16,000 €	6,500 €	6,500 €	6,500 €

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

11.2 Approval of the maximum aggregate amount of remuneration for the Executive Leadership Team for the next financial year

Motion:

The Board of Directors proposes that shareholders approve a maximum aggregate amount of compensation for the members of the Executive Leadership Team (which includes the Chief Executive Officer) for the next financial year starting on 1 January 2025 and ending on 31 December 2025 in the amount of EUR 43,660,000.

Explanation:

The objective of Coca-Cola HBC AG's remuneration philosophy is to attract, retain and motivate employees who are curious, agile and committed to perform. Coca-Cola HBC AG's reward strategy seeks to promote a growth mindset and reinforce desirable behaviours, ensuring that employees are fairly rewarded and that they recognise that their individual contributions are directly linked to the success of Coca-Cola HBC AG.

Variable pay is an important element of Coca-Cola HBC AG's reward philosophy. A significant proportion of remuneration for top managers (including the CEO and the members of the Executive Leadership Team) is tied to the achievement of the business objectives of Coca-Cola HBC AG. These objectives are defined by key business metrics that are consistent with Coca-Cola HBC AG's growth strategy and will deliver long-term shareholder value. The variable pay element increases or decreases based on the achieved business performance. Through equity-related long-term compensation, Coca-Cola HBC AG seeks to ensure that the financial interests of the CEO, the members of the Executive Leadership Team and the top managers are aligned with those of shareholders.

All the remuneration plans of Coca-Cola HBC AG, both fixed and variable, are designed to be cost-effective, taking into account market practice, business performance and individual performance and experience where relevant. Coca-Cola HBC AG pays close attention to shareholders' views in reviewing the remuneration policy and programmes of Coca-Cola HBC AG.

The current remuneration policy for Coca-Cola HBC AG including the key features on the Executive Leadership Team remuneration plan is set out on pages 163 to 183 of the 2023 Integrated Annual Report.

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

The maximum remuneration is based on the following calculation of the aggregate compensation for all members of the Executive Leadership Team:

	Fixed Remuneration		Variable Pay		Total Remuneration
	Base Salary	Retirement and other Benefits	Management Incentive Plan	Performance Share Plan	
Minimum	€ 8,800,000	€ 10,577,573	€ 0	€ 0	€ 19,377,573
At target	€ 8,800,000	€ 11,990,000	€ 4,490,000	€ 7,450,000	€ 32,730,000
Maximum	€ 8,800,000	€ 13,480,000	€ 8,970,000	€ 12,410,000	€ 43,660,000

The compensation "At target" reflects 100% of the value of the awards made under the Management Incentive Plan and the expected value of performance share awards made under the Performance Share Plan. The "maximum" value of the remuneration for the Executive Leadership Team that is proposed to the shareholders for approval at the Annual General Meeting reflects 200% of the value of the awards made under the Management Incentive Plan and 100% of the value of performance share awards made under the Performance Share Plan, and would thus require all targets to be significantly exceeded. To date, such level of pay-out for all Executive Leadership Team members on an aggregate basis has never occurred at Coca-Cola HBC AG.

12. Approval of share buy-back

Motion:

The Board of Directors proposes to repurchase up to 15,000,000 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 15,000,000;
- (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.

The authority to buy back shares will expire at the conclusion of the 2025 annual general meeting of Coca-Cola HBC AG or at midnight on 30 June 2025, whichever is the earlier, unless previously revoked, varied or renewed by Coca-Cola HBC AG in a general meeting prior to such time. Coca-Cola HBC AG may at any time prior to expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after expiration of such authority and Coca-Cola HBC AG may complete such purchases as if the authority had not expired.

Explanation:

The Board of Directors proposes to approve a share buy-back programme to purchase up to 15,000,000 ordinary shares, which equals (including any treasury shares already held by the CCHBC Group) less than 10% of Coca-Cola HBC AG's share capital issued as at 10 April 2024, the latest practicable date before the publication of this Notice. The Board of Directors' current intention is that the shares are repurchased (i) in order to avoid dilution from the issuance of shares out of Coca-Cola HBC AG's conditional capital following the issuance of stock options; or (ii) to allocate shares for vested performance share awards granted by Coca-Cola HBC AG; or (iii) to provide maximum flexibility in the management of the capital resources of Coca-Cola HBC AG. This motion specifies the maximum number of shares that may be purchased and minimum and maximum prices at which they may be bought. The minimum price is set at the nominal value of the ordinary shares in Coca-Cola HBC AG. The authority to buy-back shares will expire at the conclusion of the 2025 annual general meeting or, if earlier, at midnight on 30 June 2025. Coca-Cola HBC AG is allowed to hold its own shares in treasury following a buy-back instead of having to cancel them. This gives Coca-Cola HBC AG the ability to re-issue treasury shares quickly and cost effectively and provides Coca-Cola HBC AG with additional flexibility in the management of its capital base. If the Board of Directors exercises the authority conferred by agenda item 12, Coca-Cola HBC AG will have the option of either holding in treasury or of cancelling any of its own shares, subject to relevant requirements, and will decide at the time of purchase which option to pursue. Cancellation involves a capital decrease, which requires an amendment to the Articles of Association and will be subject

to shareholder approval at a future general meeting. The Board of Directors will exercise the authority conferred on them only when to do so would be in the best interests of the shareholders generally. The Board announced the launch of a share buy-back programme on 21 November 2023 which is expected to run for a period of around two years with the intention to return up to EUR 400 million to shareholders. The Board of Directors intends to seek renewal of this authority at subsequent general meetings.

The total number of options to subscribe for shares outstanding as at 10 April 2024, the latest practicable date before the publication of this Notice was 643,837. This represents approximately 0.18 per cent of the issued share capital (excluding treasury shares) at that date. If Coca-Cola HBC AG was to buy back the maximum number of ordinary shares permitted by the authority sought in this Notice and the existing authority to purchase shares taken at last year's annual general meeting (which expires at the end of the Annual General Meeting this year), then the total number of options to subscribe for ordinary shares outstanding as at 10 April 2024 would represent 0.18 per cent of the reduced issued share capital (excluding treasury shares).

13. Approval of the amendments to the articles of association

General introduction:

On 1 January 2023, the new Swiss corporate law, providing for certain revisions to provisions with respect to companies limited by shares in the Swiss Code of Obligations ("CO"), has come into force. With the reform of the Swiss corporate law, the protection of minority shareholders has been further improved, the holding of general meetings and board meetings has been modernised and the provisions of the Ordinance Against Excessive Compensation in Listed Companies has been transferred into the CO. In order for the Articles of Association to comply with the revised provisions, the Board of Directors proposes to amend the Articles of Association at the Annual General Meeting. For the explanation of the motions and the text of the proposed revised Articles of Association, kindly refer to Annex 1 and 2 of this Notice.

13.1 Alignment with mandatory new Swiss corporate law provisions (Articles 6, 11, 14, 15, 20, 25, 34, 36 and 37)

Motion: The Board of Directors proposes to amend the articles 6, 11, 14, 15, 20, 25, 34, 36 and 37 as set forth in Annex 1 and 2 of this Notice to align the Articles of Association with the new Swiss corporate law.

13.2 Other voluntary changes (Articles 4, 10, 13, 16, 18, 19, 43 and 45)

Motion: The Board of Directors proposes to amend the articles 4, 10, 13, 16, 18, 19, 43 and 45 as set forth in Annex 1 and 2 of this Notice to align the Articles of Association with the new Swiss corporate law.

Recommendation of the Board of Directors

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

Organisational matters and Participation in the Annual General Meeting

(a) Registered Shareholders

Shareholders registered in the share register with voting rights on 13 May 2024 at 11:00 am CET (10:00 am UK BST) will be entitled to vote at the Annual General Meeting. They may elect to vote either by way of personal attendance or by a representative in accordance with the terms set out below. Registration in the share register with voting rights may be time consuming and shareholders wishing to vote are urged to duly apply for registration as soon as possible. The last business day on which registration requests will be processed is 13 May 2024.

Registered shareholders will receive a reply form together with this Notice, which includes the web address (URL) and your username and password for the online proxy voting platform that shareholders may use in connection with the Annual General Meeting. Shareholders who are entered in the share register as shareholders with voting rights after 30 April 2024 but before 13 May 2024 will be sent this Notice and the reply form upon request only.

If you are a registered shareholder and **elect to give voting instructions or to order an admission card electronically** via the online proxy voting platform; please register online by using the URL and your username and password printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically or order an admission card electronically by 12:00 noon CET (11:00 am UK BST) on 15 May 2024 at the latest.

If you are a registered shareholder and elect to return the printed reply form, please return it as soon as possible and by 14 May 2024 at the latest to Coca-Cola HBC AG, c/o sharecomm ag, Europa-Strasse 29, CH-8152 Glattbrugg, Switzerland. Please note the section "Signing of reply forms" below. Preparation for the Annual General Meeting will be facilitated by the prompt return of your reply form.

If registered shareholders increase their shareholding registered in the share register with voting rights by 13 May 2024 (close of business), proxies and voting instructions will be amended automatically without any further notice and will extend to the additionally registered share. If the shareholding eligible for voting increases or decreases after issuance of the admission card, shareholders will receive a new admission card upon registration at the information desk of the Annual General Meeting; and

Shareholders who dispose of their shares prior to 13 May 2024, 11:00 am CET (10:00 am UK BST) are not entitled to vote at the Annual General Meeting. Previously issued admission cards, as well as proxies will become invalid automatically. Shareholders who dispose of their shares after 13 May 2024, 11:00 am CET (10:00 am UK BST), remain entitled to vote at the Annual General Meeting.

(b) CDI Attendants

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

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

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

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

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

Preparation for the Annual General Meeting will be facilitated by the **prompt return of your reply form**. Beneficial owners of CDIs should return them as soon as possible to their nominees, and CREST members should return them as soon as possible and, in any event no later than 14 May 2024, or a date required by the nominee, to the nominee from whom they received it. Processing of reply forms including beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 14 May 2024. Please note the section "Signing of reply forms" below.

Instead of returning the reply form by mail, CREST members may also return it via the online proxy voting platform. In such case, please register online by using the URL and your username and password printed on the reply form. You may then scan and upload the printed and signed reply form. Please submit the reply form **electronically** as soon as possible and by 11:00 am UK BST (12:00 noon CET) on 15 May 2024 at the latest. Note that this electronic platform is only available for use by CREST members and not for beneficial owners of CDIs who hold their CDIs through a nominee.

Please note that, **in addition to returning the reply card**, to be eligible to attend and vote at the Annual General Meeting (in person or by proxy), CDI attendants must also **transfer their holding of CDIs** (i.e. such balance of CDIs in respect of which they wish to vote) **to an escrow balance in CREST** by inputting a transfer to escrow instruction in CREST to settle by 11:00 am UK BST (12:00 noon CET) on 10 May 2024 at the latest in accordance with the instructions set out in the corporate action bulletin to be published by Euroclear UK & Ireland Limited on or around 19 April 2024 (available on the Euroclear UK & Ireland section of its website at: www.euroclear.com). Beneficial ownership of the CDIs will be unchanged by reason of the transfer to escrow. Such CDIs will be held by CREST Depository Limited under the control of and to the order of Coca-Cola HBC AG (and, therefore, will not be available for any other settlement within the CREST system) until they are released from escrow, which will take place automatically before the commencement of dealings on the London Stock Exchange on 20 May 2024, 8:00 am UK BST (9:00 am CET) (to the extent practicable).

It is the sole responsibility of each CREST member and the beneficial owners for whom it acts as a nominee to ensure that the CDIs transferred into escrow are at least equal to the total number of CDIs for which voting rights are asserted by such CREST member and the beneficial owners for whom it acts as a nominee. If a beneficial owner gives voting instructions or returns a reply form to a CREST member, Coca-Cola HBC AG recommends that such CREST member immediately transfers the required balance of CDIs into escrow to avoid any shortage of CDIs in escrow. **If a CREST member fails to duly transfer a sufficient number of CDIs into escrow, all (and not only the exceeding) voting rights, reply forms and voting instructions relating to its CDIs will be disregarded**, unless: (i) such CREST member has informed Coca-Cola HBC AG, c/o sharecomm ag, Europa-Strasse 29, CH-8152 Glattbrugg, Switzerland, in writing by registered mail and by 10 May 2024, 11:00 am UK BST (12:00 noon CET) (time of receipt) which voting rights, reply forms and voting instructions relating to its CDIs and exceeding the balance of CDIs in escrow are to be disregarded and which are not; or (ii) if Coca-Cola HBC AG, in its sole discretion, determines that it can otherwise establish which voting rights, reply forms and/or voting instructions relating to such CDIs should be disregarded and which should not.

CREST members who will be entered in the CDI register after 30 April 2024 but before 13 May 2024, 11:00 am UK BST (12:00 noon CET), will be sent this Notice and the reply form upon request only.

(c) DSS Holders

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

In order to be eligible to vote, however, DSS Holders must explicitly declare on their reply form that they hold their shares as beneficial owners, i.e. in their own name and for their own account. By giving a beneficial ownership declaration, DSS Holders may be registered in the share register as shareholders with voting rights in accordance with Art. 7 para. 2 of the Articles of Association. Beneficial ownership declarations will also extend to additional shares acquired and registered by 13 May 2024.

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

If you are a DSS holder and **elect to register with voting rights, give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your username and password printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically or order an admission card electronically by 15 May 2024, 11:00

am UK BST (12:00 noon CET), at the latest. Note that if your DSS account information contains a *mailing address indicating not you but a third party (including custodians and other representatives)* as the addressee, you or such third party acting on your behalf will need to scan and upload the printed and signed reply form (plus, if applicable, a power of attorney, a sample of which is provided to such DSS Holders as annex 2 to their reply form) to the online proxy voting platform for authentication purposes (please also note the section "Signing of reply forms" below). Please contact your DSS operator if you would like to change your mailing address in your DSS account information.

If you are a DSS Holder and **elect to return the printed reply form**, you are urged to return your reply form as soon as possible and in any event by 14 May 2024 at the latest to Coca-Cola HBC AG, c/o sharecomm ag, Europa-Strasse 29, CH-8152 Glattbrugg, Switzerland. Processing of reply forms including registration requests and beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 14 May 2024.

In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 13 May 2024. Also, please note the section "Signing of reply forms" below.

If DSS Holders who declare to be the beneficial owner of their shares increase their shareholding recorded in DSS by 13 May 2024 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, DSS Holders will receive a new admission card upon registration at the information desk of the Annual General Meeting. DSS Holders who dispose of their shares in DSS by 13 May 2024 (close of business) are not entitled to vote at the Annual General Meeting. DSS Holders who dispose of their shares in DSS after 13 May 2024 remain entitled to vote at the Annual General Meeting.

Signing of reply forms

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

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

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

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

Physical Attendance

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

In relation to registered shareholders, admission cards will be sent by mail starting 30 April 2024. Otherwise, shareholders may pick up the admission card at the information desk at the Annual General Meeting upon photo identification.

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

Proxies

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

- By the independent proxy, Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Raemistrasse 5, CH-8024 Zurich, or, if she cannot attend, her representative. Shareholders or CDI Attendants who wish to instruct the independent proxy must fill in the reply form accordingly or use the online proxy voting platform, as explained above. Please give general voting instructions by filling in the relevant section on the front side of the reply form or specific instructions by filling in the relevant section on the reverse side of the reply form. Without general or specific instructions, the independent proxy will abstain from voting, which will generally count as a "no"-vote under Coca-Cola HBC AG's Articles of Association.
- By a third person based on written proxy. In order to grant authority to any such person, a shareholder or CDI Attendant must return the reply form after filling in the proxy section of the form and having provided the full name and address of the representative. Duly authorised representatives may pick up the admission card at the information desk if they can provide photo identification.

Voting procedure

Subject to the powers of the chairman of the meeting to determine the voting procedure in accordance with Art. 19 of the Articles of Association, it is expected that voting at the Annual General Meeting will be conducted by written ballot.

Submission of Proposals

Shareholders who wish to propose a motion in respect of the items on the agenda and the proposals of the Board of Directors (being only those set out in this Notice) may do so by sending a written notice to Coca-Cola HBC AG on or before 17 May 2024 the latest.

Issued shares and total voting rights

As at 10 April 2024 Coca-Cola HBC AG's total issued share capital comprised 373,139,988 ordinary shares of CHF 6.70, of which 4,162,980 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 shares are held by its subsidiary, Coca-Cola HBC Services MEPE, in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 10 April 2024 is 365,546,873.

Documents available

The following document may be accessed and downloaded from the website of Coca-Cola HBC AG:

- a copy of the 2023 Integrated Annual Report, which includes the reports by Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG (relating to the proposals of the Board of Directors in agenda items 1, 2, 3, 8, 9 and 10) at <https://www.coca-colahellenic.com/en/investor-relations/results-reports-presentations>.

The following documents will be available for inspection from 19 April 2024, at Coca-Cola HBC AG's registered office, Turmstrasse 26, CH-6312 Steinhausen, Switzerland:

- the general terms of appointment applicable to each current non-executive member of the Board of Directors proposed to be re-elected.

Minutes

The minutes, the resolutions and election results with details of the exact percentage of votes for and against each resolution of the Annual General Meeting are expected to be available electronically from 31 May 2024 on the website of Coca-Cola HBC AG.

General enquiries

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

Zug, 19 April 2024

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

Annex 1: Explanation to Agenda Item 13

The new Swiss corporate law, effective as of 1 January 2023, requires certain amendments to the articles of association of Swiss share companies to align with the updated provisions in the Swiss Code of Obligations ("CO"). The amendments proposed by Coca-Cola HBC AG's Board of Directors reflect not just the requirements of the new law, but also a commitment to uphold shareholder rights, modernizing corporate governance, and alignment with the latest market standards. The Board of Directors believes that these amendments will reinforce the governance framework and demonstrate the commitment to the highest standards of corporate conduct, thus proposing the approval of all suggested amendments.

The proposed amendments to the articles of association of Coca-Cola HBC AG (the "Articles of Association") are explained below. Subsequently, in Annex 2 the proposed draft of the articles of association compared to the current version of the articles of association is provided. Deletions are shown in red, crossed-out font, new additions in blue font and shifts in green font.

1. **Agenda Item 13.1: Alignment with mandatory provisions of the new Swiss corporate law (Articles 6, 11, 14, 15, 20, 25, 34, 36 and 37)**

Explanation Concerning the Addition of Art. 6 para. 4

According to the newly enacted Art. 653b para. 1 no. 7 CO, the company's articles of associations must stipulate the procedure for the exercise and the waiver of conversion, option or similar rights. With the new Art. 6 para 4 of the Articles of Associations, the Board of Directors proposes that the exercise of conversion or option rights, and the waiver of these rights, may in the future be performed electronically or in writing, providing for more flexibility and efficiency in the process. Further, it is clarified, that a waiver or expiry of the right to exercise conversion, option or similar rights may also be effected informally or by lapse of time.

Explanation Concerning the Amendments in Art. 11

Art. 11 of the Articles of Association reflects the amended catalogue of non-transferable powers of the general meeting in the new Swiss corporate law. These include the power of the general meeting to approve the report on non-financial matters according to article 964a CO (Art. 11 no. 2), to approve and adopt an interim dividend (Art. 11 no. 4) and the delisting of the shares of Coca-Cola HBC AG (Art. 11 no. 7).

Explanation Concerning the Amendment in Art. 14

The legally required content of the invitation to the general meeting has been revised with the new Swiss corporate law and therefore Art. 14 para. 2 of the Articles of Associations has been amended to reflect the wording of the revised Art. 698 CO.

The amendment in Art. 14 para. 3 of the Articles of Association adjusts the minimum share capital threshold for one or more shareholders to request a shareholders' meeting. This is now set at five percent of the company's share capital or of the votes, in line with the revised Art. 699 para. 3 no. 1 CO.

Explanation Concerning the Amendment in Art. 15 para. 2

The minimum share capital threshold for one or more shareholders to request an item to be put on the agenda has been amended with the new corporate law to 0.5% of the company's share capital or of the votes. Shareholders who exercise their right to have an item put on the agenda now also have the statutory right to include an explanatory statement in the invitation to the general meeting. Art. 15 para. 2 of the Articles of Association has been amended accordingly to reflect the new Swiss corporate law.

Explanation Concerning the Amendment in Art. 20

According to the revised Art. 702 CO, listed companies must make available resolutions and election results with details of the exact percentage of votes. Art. 20 para. 2 of the Articles of Association, which stipulates that in case of written ballots, the chairman of the meeting may rule that only the ballots of those shareholders shall be collected who chose to abstain or to cast a negative vote, and that all other shares represented at the general meeting at the time of the vote shall be counted in favour, in order to expedite the counting of the votes shall therefore be deleted.

Explanation Concerning the Amendment in Art. 25

The proposed amendments in Art. 25 of the Articles of Association reflect the amended catalogue of the non-delegable and irrevocable duties of the Board of Directors as set forth in the revised Art. 716a CO.

Explanation Concerning the Amendment in Art. 34

Art. 34 para. 6 of the Articles of Association regarding the date of applicability of Art. 34 of the Articles of Association shall be deleted. Further, it is specified that if variable remuneration is voted on prospectively,

the remuneration report must be submitted to the general meeting for an advisory vote. This addition in Art. 34 para. 7 of the Articles of Association reflects the wording of mandatory Swiss law.

Explanation Concerning the Amendment in Art. 36

Pursuant to the new Swiss corporate law, the definition of external appointments outside of the company has been newly defined as positions in comparable functions at other undertakings with an economic purpose. Consequently, the Board of Directors proposes to adjust Art. 36 para. 2 and 3 of the Articles of Association accordingly.

Explanation Concerning the Amendment in Art. 37

The amendment in Art. 37 para. 1 of the Articles of Association reflects the wording of the revised Art. 735b para. 1 CO, which specifies that the term of the contracts governing the remuneration of the members of the Board of Directors may not exceed the term of office.

Art. 37 para. 2 of the Articles of Association is revised to align it with the revised provisions on post-contractual non-competition clauses. According to the new Art. 735c no. 2 CO, compensation based on a non-competition clause may not exceed the average of the remuneration of the last three business years and may only be paid if the non-competition clause is justified in terms of business.

2. Agenda Item 13.2: Other voluntary changes (Articles 4, 10, 13, 16, 18, 19, 43 and 45)

Explanation Concerning the Deletion of Art. 4 para. 2

Before the Swiss corporate law revision, the general meeting of Coca-Cola HBC AG could only resolve to convert registered shares into bearer shares and bearer shares into registered shares if there was a statutory basis in the Articles of Associations. Under the new Swiss corporate law, this statutory basis is no longer required and therefore this provision Art. 4 para. 2 in the Articles of Associations may be deleted.

Explanation Concerning the Deletion in Art. 10 para. 3

As the Articles of Association do not contain an authorised capital, the references in Art. 10 para. 3 to the authorised capital may be deleted.

Explanation Concerning the Amendment in Art. 13 para. 3

Linguistic adjustment in the German version of the Articles of Association.

Explanation Concerning the Amendment in Art. 16 para. 2 and 5

The proposed amendment in Art. 16 para. 2 and 5 of the Articles of Association broadens the methods through which shareholders can authorize representation at the general meeting. While the concept of representation remains the same, the Board of Directors would now also have the discretion to allow forms of authorization other than in writing. This could potentially involve electronic or digital forms of authorization, providing shareholders with more flexibility in how they authorize their representation.

Explanation Concerning the Amendment in Art. 18 para. 2

Minor amendment to the wording in Art. 18 para. 2 of the Articles of Association to specify that the general instruction to the independent proxy to vote according to the proposal of the Board of Directors also includes proposals not announced in the invitation but relating (i) to agenda items announced in the invitation and (ii) to new agenda items in accordance with article 704b CO.

Explanation Concerning the Amendment in Art. 19

The proposed revised wording of Art. 19 of the Articles of Association complies with the revised Art. 704 CO, resulting in the deletion of the word "absolute" in connection with the majority of the votes cast (in para. 2) or of the nominal value of shares represented (in para. 3). No substantive change is intended by this.

Explanation Concerning the Amendment in Art. 43

The proposed amendment in Art. 43 of the Articles of Association broadens the scope and methods for company communications. The new provision retains the Swiss Official Gazette of Commerce as the primary publication organ (Art. 43 para. 1). In case Coca-Cola HBC AG communicates to its shareholder, such communication shall now also be possible via e-mail (Art. 43 para. 2).

Explanation Concerning the Deletion of Art. 45

The disclosure of contributions in kind according to Art. 45 of the Articles of Association may be deleted after 10 years. Therefore, the Board of Directors proposes to delete Art. 45.

Annex 2: Proposed New Articles of Association

Statuten
der
Coca-Cola HBC AG
(Coca-Cola HBC SA)
(Coca-Cola HBC Ltd)

mit Sitz in Steinhausen

vom [21. Mai 2024](#)

Articles of Association
of
Coca-Cola HBC AG
(Coca-Cola HBC SA)
(Coca-Cola HBC Ltd)

domiciled in Steinhausen

as of [21 May 2024](#)

	I. Name, Sitz, Zweck und Dauer der Gesellschaft		I. Name, Registered Office, Purpose and Duration of the Company
Firma und Sitz	<p>Art. 1 [Artikel unverändert]</p>	Company Name and Registered Office	<p>Art. 1 [Article not amended]</p>
Zweck	<p>Art. 2 [Artikel unverändert]</p>	Purpose	<p>Art. 2 [Article not amended]</p>
Dauer	<p>Art. 3 [Artikel unverändert]</p>	Duration	<p>Art. 3 [Article not amended]</p>
	II. Aktienkapital		II. Share Capital
Aktienkapital	<p>Art. 4 ¹ [Absatz unverändert] ² Die Generalversammlung kann jederzeit beschliessen, Namenaktien in Inhaberaktien und Inhaberaktien in Namenaktien umzuwandeln: [aufgehoben]</p>	Share Capital	<p>Art. 4 ¹ [Paragraph not amended] ² The General Meeting may, at any time, resolve to convert registered shares into bearer shares and bearer shares into registered shares: [deleted]</p>
	<p>Art. 5 [aufgehoben]</p>		<p>Art. 5 [deleted]</p>
Bedingtes Aktienkapital für Mitarbeiteroptionen	<p>Art. 6 ¹ [Absatz unverändert] ² [Absatz unverändert] ³ [Absatz unverändert] ⁴ <u>Die Ausübung der Wandel-, Options- oder ähnlichen Rechte sowie der Verzicht auf diese Rechte haben schriftlich auf Papier oder in elektronischer Form an die Gesellschaft zu erfolgen, wie vom Verwaltungsrat festgelegt. Ein Verzicht oder Verfall dieses Rechts auf die Ausübung von Wandel-, Options- oder ähnliche Rechten gestützt auf diesen Artikel 6 kann auch formlos oder durch Zeitablauf erfolgen.</u></p>	Conditional Share Capital for Employee Options	<p>Art. 6 ¹ [Paragraph not amended] ² [Paragraph not amended] ³ [Paragraph not amended] ⁴ <u>The exercise of conversion, option, or similar rights as well as the waiver of these rights may be effected in writing on paper or in electronic form to the Company, as defined by the Board of Directors. A waiver or expiry of this right to exercise conversion, option or similar rights under this article 6 may also be effected informally or by lapse of time.</u></p>

Aktienbuch, Eintragungsbeschränkungen und Nominees	Art. 7 [Artikel unverändert]	Share Register, Restrictions on Registration, and Nominees	Art. 7 [Article not amended]
Ausübung von Aktionärsrechten	Art. 8 [Artikel unverändert]	Exercise of Shareholder's Rights	Art. 8 [Article not amended]
Aktien mit aufgehobenem Titeldruck	Art. 9 [Artikel unverändert]	No Printing of Shares	Art. 9 [Article not amended]
Bezugs- und Vorkaufsrechte	Art. 10 ¹ [Absatz unverändert] ² [Absatz unverändert] ³ Die Vorkaufsrechte gemäss Absatz 2 sind insoweit ausgeschlossen, als Bezugsrechte bzw. Vorwegzeichnungsrechte im Zusammenhang mit einer Ausgabe von Aktien aus genehmigtem oder bedingtem Kapital gemäss Artikel 5 bzw. 6 ausgeschlossen sind oder ausgeschlossen werden können, und der Verwaltungsrat kann diese insoweit einschränken oder ausschliessen, als er ermächtigt ist, Bezugsrechte bzw. Vorwegzeichnungsrechte in Übereinstimmung mit den Artikeln 5 und 6 auszuschliessen. Zudem sind sie ausgeschlossen, wenn eigene Aktien für Mitarbeiterbeteiligungspläne verwendet werden. ⁴ [Absatz unverändert]	Subscription rights and pre-emptive rights	Art. 10 ¹ [Paragraph not amended] ² [Paragraph not amended] ³ The pre-emptive rights pursuant to paragraph 2 shall be excluded to the extent subscription rights and advance subscription rights, respectively in connection with an issuance of shares out of authorized or conditional capital pursuant to article 5 and 6 , respectively are or may be excluded, and the Board of Directors may restrict or exclude them to the extent it is authorized to exclude subscription and advance subscription rights, respectively, in accordance with article 5 and 6 . In addition, they shall be excluded if own shares are used for employee participation plans. ⁴ [Paragraph not amended]
Befugnisse	III. Organisation der Gesellschaft A. Generalversammlung Art. 11 Die Generalversammlung ist das oberste Organ der Gesellschaft. Sie hat die folgenden ausschliesslichen und unübertragbaren Kompetenzen:	Powers	III. Organisation of the Company A. General Meeting Art. 11 The General Meeting of shareholders is the supreme body of the Company. It has the following exclusive and non-transferable competences:

1. Änderung der Statuten;
2. Genehmigung des Lageberichts und der Konzernrechnung und des Berichts über nichtfinanzielle Belange gemäss Artikel 964a OR (sofern notwendig);
3. Genehmigung der Jahresrechnung der Gesellschaft sowie Beschlussfassung über die Verteilung des Bilanzgewinnes, insbesondere die **Festlegung Festsetzung** der Dividenden;
4. Festsetzung der Zwischendividende und die Genehmigung des dafür erforderlichen Zwischenabschlusses;
5. Beschlussfassung über die Rückzahlung der gesetzlichen Kapitalreserve;
6. ~~4.~~ Entlastung (Décharge) der Mitglieder des Verwaltungsrates und der Geschäftsleitung;
7. Dekotierung der Beteiligungspapiere der Gesellschaft;
8. ~~5.~~ Wahl des Präsidenten des Verwaltungsrates, der Mitglieder des Vergütungsausschusses des Verwaltungsrates sowie der übrigen Mitglieder des Verwaltungsrates, des unabhängigen Stimmrechtsvertreters und der Revisionsstelle;
9. ~~6.~~ Genehmigung der Vergütungen der Mitglieder des Verwaltungsrates und der Geschäftsleitung gemäss Artikel 34 der Statuten;
10. ~~7.~~ Beschlussfassung über alle anderen Angelegenheiten, die gemäss den Statuten oder dem Gesetz ausschliesslich in der Kompetenz der Generalversammlung liegen oder die der Generalversammlung durch den Verwaltungsrat zur Beschlussfassung vorgelegt werden.

Art. 12

[Artikel unverändert]

Befugnisse in Bezug auf Übernahmen

Art. 13

¹ [Absatz unverändert]

² [Absatz unverändert]

Versammlungen, Sprache

1. Amendments to the Articles of Association;
2. Approval of the management report and of the consolidated accounts and of the report on non-financial matters according to article 964a CO (if necessary);
3. Approval of the Company's stand-alone annual financial statement as well as resolutions on the allocation of the balance sheet profits, in particular the determination of the dividends;
4. Determination of the interim dividend and approval of the required financial statements;
5. Resolution on the repayment of the statutory capital reserve;
6. ~~4.~~ Discharge of the members of the Board of Directors and of the Executive Leadership Team;
7. Delisting the equity securities of the Company;
8. ~~5.~~ Election of the Chairman of the Board of Directors, the members of the Remuneration Committee of the Board of Directors as well as the other members of the Board of Directors, the Independent Proxy and the Auditors;
9. ~~6.~~ Approval of the remuneration of the members of the Board of Directors and the Executive Leadership Team according to article 34 of the Articles of Association;
10. ~~7.~~ Resolutions on all other matters which, under the Articles of Association or according to the law, are in the exclusive competence of the General Meeting or which have been submitted to the General Meeting for its decision by the Board of Directors.

Art. 12

[Article not amended]

Powers with regard to Takeovers

Art. 13

[Article not amended]

Meetings, Language

- ³ Zeitpunkt und Ort der Generalversammlung, die im Ausland abgehalten werden kann, werden durch den Verwaltungsrat oder durch ein anderes Organ, welches zur Einberufung der Generalversammlung befugt ist, bestimmt. Generalversammlungen werden in Englisch abgehalten, sofern der Verwaltungsrat nichts anderes bestimmt.

Art. 14

Einberufung

- ¹ [Absatz unverändert]
- ² Die Einberufung der Generalversammlung erfolgt mindestens 20 Tage vor der Versammlung durch einmalige Publikation im Schweizerischen Handelsblatt. In der Einladung sind neben Tag Datum, Zeit, Art und Ort der Generalversammlung die Verhandlungsgegenstände und die Anträge des Verwaltungsrates und eine kurze Begründung dieser Anträge sowie die Anträge samt kurzer Begründung derjenigen Aktionäre bekannt zu geben, welche entweder die Durchführung einer Generalversammlung oder die Traktandierung eines Verhandlungsgegenstandes nach Artikel 14 Absatz 3 respektive Artikel 15 Absatz 2 beantragt haben und der Name und die Adresse des unabhängigen Stimmrechtsvertreters bekannt zu geben.
- ³ Ein oder mehrere Aktionäre, die zusammen mindestens 5% des im Handelsregister eingetragenen Aktienkapitals oder der Stimmen halten, können die Einberufung einer Generalversammlung verlangen. Ein solches Begehren ist schriftlich an den Verwaltungsrat zu richten und hat den Zweck, die Verhandlungsgegenstände und die entsprechenden Anträge zu nennen.

Art. 15

Traktandierung

- ¹ [Absatz unverändert]
- ² Ein oder mehrere Aktionäre, die (i) Aktien im Nennwert von CHF 1'000'000 oder mehr halten oder (ii) zusammen mehr als 50.5% des im Handelsregister eingetragenen Aktienkapitals oder der Stimmen vertreten, können die Traktandierung eines Verhandlungsgegenstandes verlangen. Eine solche Unter den gleichen Voraussetzungen können die Aktionäre verlangen, dass Anträge zu Verhandlungsgegenständen in die Einberufung der Generalversammlung aufgenommen werden. Eine Traktandierung muss mindestens

Art. 14

Convening

- ¹ [Paragraph not amended]
- ² Notice of a General Meeting shall be given by means of a single publication in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) at least 20 days prior to the meeting. The notice of the General Meeting must indicate the day date, time, form and place of the meeting, the agenda, the proposals by the Board of Directors and a short explanation of these proposals and the proposals of shareholders which, including a short explanation, who have requested either a meeting or that an item be put on the agenda in accordance with article 14 paragraph 3 and article 15 paragraph 2, respectively, as well as the name and address of the Independent Proxy.
- ³ One or more shareholders whose combined shareholdings represent at least 5% of the Company's share capital or of the votes registered in the commercial register may request that a General Meeting be convened. Such request must be communicated to the Board of Directors in writing and specify the purpose of the meeting, the agenda and the corresponding motions to be submitted.

Art. 15

Agenda

- ¹ [Paragraph not amended]
- ² One or more shareholders whose combined shareholdings represent (i) an aggregated par value of at least CHF 1,000,000 or (ii) at least 50.5% of the Company's share capital or of the votes registered in the commercial register may request that an item be put on the agenda. Under the same conditions, shareholders may request that motions to agenda items are included in the notice convening the General Meeting. Such request must be communicated to the Board of Directors in writing at least 45 days prior to the General

45 Tage vor der Versammlung schriftlich unter Angabe des Verhandlungsgegenstandes **und**, der dazugehörigen Anträge und einer kurzen, sachlichen und prägnanten Begründung beim Verwaltungsrat angebeht werden.

Art. 16

Stimmrecht und Vertretung

¹ [Absatz unverändert]

² Vorbehältlich Absatz 3 kann jeder Aktionär seine Aktien an einer Generalversammlung mittels Erteilung einer schriftlichen oder elektronischen Vollmacht an einen Dritten, der nicht Aktionär zu sein braucht, vertreten lassen. Mitglieder des Verwaltungsrats und der Geschäftsleitung dürfen Aktionäre vertreten, sofern es sich nicht um eine institutionalisierte Vertretung handelt. Verwahrungsstellen dürfen Aktionäre vertreten und gelten nicht als Depotvertreter (im Sinne von Art. 689**db** OR), sofern sie aufgrund einer schriftlichen oder elektronischen Vollmacht und nach Massgabe von konkreten oder allgemeinen Weisungen des betreffenden Aktionärs handeln.

³ [Absatz unverändert]

⁴ [Absatz unverändert]

⁵ Der Verwaltungsrat kann Verfahrensvorschriften im Zusammenhang mit der Teilnahme und Vertretung von Aktionären an der Generalversammlung erlassen und die Anforderungen an Vollmachten und Weisungen, insbesondere die Erteilung von Weisungen an den unabhängigen Stimmrechtsvertreter oder andere Vertreter, näher regeln. **Er** Der Verwaltungsrat sorgt dafür, dass die Aktionäre dem unabhängigen Stimmrechtsvertreter oder anderen Vertretern auch elektronische Vollmachten und Weisungen erteilen können, wobei er ermächtigt ist, **in-Abweichung von Absatz 2** vom Erfordernis einer qualifizierten elektronischen Signatur ganz oder teilweise abzusehen.

Art. 17

Stimmrechtsbeschränkungen

[Artikel unverändert]

² Meeting and specify the item on the agenda **and**, the corresponding motion and a brief, factual and concise statement of the reasons for the request.

Art. 16

Voting Rights and Proxies

¹ [Paragraph not amended]

² Subject to paragraph 3, by means of a written proxy or a proxy in electronic form, each shareholder may have his shares represented in a General Meeting by a third person who does not need to be a shareholder. The members of the Board of Directors and the Executive Leadership Team are allowed to represent shareholders provided that this does not constitute an institutionalized representation of shareholders. Custodians may represent shareholders and shall not be deemed depositary representatives (in the sense of Art. 689**db** of the Swiss Code of Obligations), provided that they act based on a written proxy or a proxy in electronic form and in accordance with specific or general instructions of the relevant shareholder.

³ [Paragraph not amended]

⁴ [Paragraph not amended]

⁵ The Board of Directors may adopt procedural provisions in connection with the participation and representation of shareholders **in**at the General Meeting and may further regulate the requirements for proxies and, in particular ~~regulate in more detail~~, the issuing of instructions to the Independent Proxy or other representatives. It shall make sure that the shareholders may grant powers of attorney and issue instructions by electronic means to the Independent Proxy ~~by electronic means~~ or other representatives. In doing so, the Board of Directors is, **by derogation of paragraph 2**, entitled to waive entirely or in part the requirement of a qualified electronic signature.

Art. 17

Restrictions on Voting Rights

[Article not amended]

**Unabhängiger
Stimmrechts-
vertreter**

Art. 18

¹ [Absatz unverändert]

² Der unabhängige Stimmrechtsvertreter ist verpflichtet, die von ihm vertretenen Stimmrechte weisungsgemäss auszuüben. Hat er keine Weisungen erhalten, so enthält er sich der Stimme. Die allgemeine Weisung, bei in der Einberufung bekanntgegebenen oder nicht **bekanntgegebenen Anträgen angekündigten Anträgen zu in der Einberufung bekanntgegebenen Verhandlungsgegenständen sowie zu neuen Verhandlungsgegenständen gemäss Artikel 704b OR** jeweils im Sinne des Antrags des Verwaltungsrats zu stimmen, gilt als gültige Weisung zur Stimmrechtsausübung.

³ [Absatz unverändert]

⁴ [Absatz unverändert]

Art. 19

Beschlussfassung

¹ [Absatz unverändert]

² Soweit zwingende gesetzliche Bestimmungen oder die Statuten nichts anderes vorsehen, fasst die Generalversammlung ihre Beschlüsse und vollzieht sie ihre Wahlen mit der **absoluten** Mehrheit der gültig abgegebenen Stimmen.

³ Zusätzlich zu den gesetzlichen Bestimmungen ist ein Beschluss der Generalversammlung, der mindestens zwei Drittel der vertretenen Stimmen und die **absolute** Mehrheit der vertretenen Nennwerte auf sich vereinigt, erforderlich für:

1. Änderungen der Statuten;
2. Kapitalerhöhungen und -herabsetzungen;
3. Die Fusion (entweder durch Absorption oder Kombination) der Gesellschaft mit oder in eine andere nicht verbundene Gesellschaft oder ein anderer Unternehmenszusammenschluss mit im Wesentlichen ähnlicher wirtschaftlicher Wirkung, sofern der Unternehmenswert einer solchen anderen Gesellschaft 25% des Unternehmenswertes der Gesellschaft übersteigt;
4. Änderungen dieses Artikels 19 Absatz 3 der Statuten.

**Independent
Proxy**

Art. 18

¹ [Paragraph not amended]

² The Independent Proxy is obliged to exercise the represented voting rights in accordance with instructions. If no instructions have been obtained, the Independent Proxy shall abstain from voting. The general instruction to vote according to the proposal of the Board of Directors in respect of proposals announced in the invitation or not announced in the invitation but relating to agenda items announced in the invitation as well as on new agenda items in accordance with article 704b CO shall be considered a valid instruction to exercise voting rights.

³ [Paragraph not amended]

⁴ [Paragraph not amended]

Art. 19

Resolutions

¹ [Paragraph not amended]

² Unless mandatory statutory provisions or the Articles of Association provide otherwise, the General Meeting passes its resolutions and performs elections with the **absolute** majority of the votes validly cast.

³ In addition to the statutory provisions, resolutions concerning the following items shall be passed by a majority of at least two-thirds of the voting rights represented and **an absolute a** majority of the nominal value of shares represented:

1. Amendments of the Articles of Association;
2. Capital increases and decreases;
3. The merger (either by absorption or combination) of the Company with or into another unaffiliated company or another business combination having substantially similar economic effect; provided that the enterprise value of such other company exceeds 25% of the Company's enterprise value;
4. Any change of this article 19 paragraph 3 of the Articles of the Association.

	4 [Absatz unverändert]		4 [Paragraph not amended]
	5 [Absatz unverändert]		5 [Paragraph not amended]
Abstimmungs- verfahren	Art. 20	Voting procedure	Art. 20
	1 [Absatz unverändert]		1 [Paragraph not amended]
	2 Namentlich kann eine Abstimmung durch elektronische oder schriftliche Stimmabgabe oder durch Handzeichen erfolgen. Um die Stimmzählung zu beschleunigen, kann der Vorsitzende im Falle von schriftlichen Abstimmungen festlegen, dass nur die Stimmen der Aktionäre gezählt werden, die sich der Stimme enthalten oder eine Nein-Stimme abgeben, und dass die übrigen zum Zeitpunkt der Abstimmung an der Generalversammlung vertretenen Aktien als Ja-Stimmen gezählt werden.		2 In particular, a vote may be conducted by electronic or written ballot or by a show of hands. In the case of written ballots, the chairman of the meeting may rule that only the ballots of those shareholders shall be collected who chose to abstain or to cast a negative vote, and that all other shares represented at the General Meeting at the time of the vote shall be counted in favour, in order to expedite the counting of the votes.
Vorsitz, Protokolle und Stimmzähler	Art. 21 [Artikel unverändert]	Chairman, Minutes and Scrutineers	Art. 21 [Article not amended]
	B. Verwaltungsrat		B. Board of Directors
Anzahl Mitglieder	Art. 22 [Artikel unverändert]	Number of members	Art. 22 [Article not amended]
Amts-dauer	Art. 23 [Artikel unverändert]	Term of Office	Art. 23 [Article not amended]
Zusammen- setzung und Organisation des Verwaltungsrates	Art. 24 [Artikel unverändert]	Constitution and Organisation of the Board of Directors	Art. 24 [Article not amended]
Aufgaben und Befugnisse des Verwaltungsrates	Art. 25	Duties and Powers of the Board of Directors	Art. 25
	1 [Absatz unverändert]		1 [Paragraph not amended]
	2 [Absatz unverändert]		2 [Paragraph not amended]

- ³ Der Verwaltungsrat hat die folgenden unübertragbaren und unentziehbaren Aufgaben:
1. Oberleitung der Gesellschaft, Genehmigung der Strategie und Erlass der notwendigen Reglemente und Richtlinien, einschliesslich des Organisationsreglements;
 2. Festlegung der Organisation;
 3. Durchführung einer Risikobeurteilung und Ausgestaltung des internen Kontrollsystems;
 4. Ausgestaltung des Rechnungswesens, der Finanzkontrolle und der Finanzplanung;
 5. Ernennung und Abberufung der mit der Führung und Vertretung der Gesellschaft betrauten Personen;
 6. Oberaufsicht der mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Richtlinien;
 7. Erstellung des Geschäftsberichts ~~und~~, des Vergütungsberichts ~~und des Berichts über nichtfinanzielle Belange gemäss Artikel 964a OR (sofern notwendig)~~ sowie Vorbereitung der Generalversammlung und Ausführung von deren Beschlüssen;
 8. Beschlussfassung über die nachträgliche Leistung von Einlagen auf nicht vollständig liberierte Aktien;
 9. Beschlussfassung über die ~~Erhöhung des Aktienkapitals, soweit dem Verwaltungsrat diese Befugnis übertragen wurde (Artikel 651 Absatz 4 OR), Durchführung von Kapitalveränderungen, soweit diese in der Kompetenz des Verwaltungsrates liegen sowie~~ Beschlussfassung über die Feststellung von ~~Kapitalerhöhungen~~ Kapitalveränderungen und daraus folgende Statutenänderungen;
 10. Prüfung der fachlichen Voraussetzungen der Revisoren und besonders befähigten Revisoren für die Fälle, in welchen das Gesetz den Einsatz solcher Revisoren vorsieht;
 11. Die Einreichung eines Gesuchs um Nachlassstundung und die Benachrichtigung des Gerichts im Falle von Überschuldung; und

- ³ The Board of Directors has the following non-delegable and irrevocable duties:
1. To ultimately direct the Company, approve its strategy and issue the necessary regulations and directives, including the Organisational Regulations;
 2. To determine the organisation;
 3. To perform a risk assessment and organise the internal control system;
 4. To organise the accounting, the financial control and the financial planning;
 5. To appoint and remove the persons entrusted with management and representation of the Company;
 6. To ultimately supervise the persons entrusted with management, in particular with respect to compliance with the law and the Articles of Association, regulations and directives;
 7. To prepare the business report ~~and~~, the remuneration report ~~and the report on non-financial matters according to article 964a CO (if necessary)~~ as well as to organize the General Meeting and to implement the resolutions of the General Meeting;
 8. To pass resolutions regarding the subsequent payment of capital with respect to non-fully paid in shares;
 9. To pass resolutions regarding the ~~increase of the~~ implementation of changes in share capital to the extent that such power is ~~vested in~~ within the competence of the Board of Directors ~~(article 651 paragraph 4 of the Code of Obligations), as well as~~ resolutions confirming ~~increases~~ changes in share capital and regarding the amendments to the Articles of Association entailed thereby;
 10. To examine the professional qualifications of the Auditors and specially qualified auditors in the cases in which the law foresees the use of such auditors;
 11. To file an application for a debt restructuring moratorium and to notify the court in case of overindebtedness; and

	12. Ausführung aller weiteren dem Verwaltungsrat durch zwingendes Recht zugewiesene Aufgaben.		12. To perform all further duties conferred to the Board of Directors by mandatory law.
Aufgaben und Befugnisse in Bezug auf Übernahmen	Art. 26 [Artikel unverändert]	Duties and Powers with regard to Takeovers	Art. 26 [Article not amended]
Delegation von Aufgaben und Befugnissen	Art. 27 [Artikel unverändert]	Delegation of Duties and Powers	Art. 27 [Article not amended]
Sitzungen	Art. 28 [Artikel unverändert]	Meetings	Art. 28 [Article not amended]
Zeichnungsberechtigung	Art. 29 [Artikel unverändert]	Signatory Power	Art. 29 [Article not amended]
Vergütungsausschuss	Art. 30 [Artikel unverändert]	Remuneration Committee	Art. 30 [Article not amended]
	C. Revisionsstelle		C. Auditors
Amtsdauer, Befugnisse und Pflichten	Art. 31 [Artikel unverändert]	Term of Office, Authority and Duties	Art. 31 [Article not amended]
	IV. Vergütungen des Verwaltungsrats und der Geschäftsleitung		IV. Remuneration of the Board of Directors and the Executive Leadership Team
Vergütungselemente	Art. 32 [Artikel unverändert]	Elements of Remuneration	Art. 32 [Article not amended]
Anreiz- und Beteiligungspläne	Art. 33 [Artikel unverändert]	Incentive and Participation Plans	Art. 33 [Article not amended]

Genehmigung von Vergütungen durch die Generalversammlung

Art. 34

¹ [Absatz unverändert]

² [Absatz unverändert]

³ [Absatz unverändert]

⁴ [Absatz unverändert]

⁵ [Absatz unverändert]

⁶ [~~aufgehoben~~]

^{6/7} ~~Dieser Artikel ist zum ersten Mal an der ordentlichen~~ Wird prospektiv über variable Vergütungen abgestimmt, so muss der Generalversammlung 2015 anwendbar der Vergütungsbericht zur Konsultativabstimmung vorgelegt werden.

Vorsorgeleistungen und Renten

Art. 35

[Artikel unverändert]

Weitere Mandate

Art. 36

¹ [Absatz unverändert]

² [Absatz unverändert]

³ Ein "Mandat" im Sinne dieses Artikels ist eine ~~Mandat in den obersten Leitungs- oder Tätigkeit als Mitglied des Verwaltungsorganenrats von Rechtseinheiten, die verpflichtet sind, sich ins Handelsregister oder in ein entsprechendes ausländisches Register eintragen zu lassen, der Geschäftsleitung, des Beirats oder in einer vergleichbaren Funktion bei Unternehmen mit wirtschaftlichem Zweck,~~ mit Ausnahme von der Tätigkeit bei der Gesellschaft und bei Rechtseinheiten, die durch die Gesellschaft kontrolliert werden oder diese kontrollieren.

Approval of Remunerations by the General Meeting

Art. 34

¹ [Paragraph not amended]

² [Paragraph not amended]

³ [Paragraph not amended]

⁴ [Paragraph not amended]

⁵ [Paragraph not amended]

⁶ [~~deleted~~]

^{6/7} ~~This article shall apply the first time at the ordinary~~ If variable remuneration is voted on prospectively, the remuneration report must be submitted to the General Meeting in 2015 for an advisory vote.

Retirement Benefits and Pensions

Art. 35

[Article not amended]

Further Mandates

Art. 36

¹ [Paragraph not amended]

² Mandates held in different legal ~~entities~~ undertakings of the same group or by order of the Company or of another legal ~~entity~~ undertaking pursuant to paragraph 1 above (including in pension funds and joint ventures) shall not count as separate mandates, provided that they do not exceed a number of 25 additional mandates. It is admissible to exceed the limitations set forth in this article by up to two additional mandates for a short period of time.

³ A "mandate" within the meaning of this article shall mean a mandate ~~in superior governing or administrative bodies of legal entities that are obliged to register themselves in the commercial registry or any comparable foreign register~~ as a member of the board of directors, the management committee, the advisory board or in a comparable position in other undertakings with commercial objects, except the ~~mandate~~ mandate for the Company and any ~~entity~~ undertaking controlled by, or controlling, the Company.

Dauer und Beendigung von Arbeitsverträgen	<p>Art. 37</p> <p>¹ Unbefristete Arbeits- oder Mandatsverträge mit den Mitgliedern der Geschäftsleitung und, falls anwendbar, mit den Mitgliedern des Verwaltungsrats dürfen Kündigungsfristen von bis zu 12 Monaten vorsehen. Befristete Arbeitsverträge mit den Mitgliedern der Geschäftsleitung und, falls anwendbar, mit den Mitgliedern des Verwaltungsrats dürfen eine Dauer von bis zu 12 Monaten aufweisen <u>und dürfen die Amtsdauer der entsprechenden Mitglieder des Verwaltungsrates nicht überschreiten.</u></p> <p>² Arbeitsverträge mit Mitgliedern der Geschäftsleitung können nachvertragliche, entschädigte Konkurrenzverbote von maximal 12 Monaten vorsehen, <u>wobei die wenn dies geschäftsmässig begründet ist. Die gesamte</u> Karenzentschädigung <u>die jährlich für ein solches Konkurrenzverbot darf den Durchschnitt der Grundvergütungen der letzten drei Geschäftsjahre</u> vor der Beendigung des Arbeitsverhältnisses (pro rata) nicht übersteigen <u>darf.</u></p>	Duration and Termination of Employment Contracts	<p>Art. 37</p> <p>¹ Indefinite employment or service contracts with the members of the Executive Leadership Team and, if applicable, with the members of the Board of Directors may provide notice periods of up to 12 months. Fixed-term employment contracts with the members of the Executive Leadership Team and, if applicable, with members of the Board of Directors are allowed to provide a duration of up to 12 months <u>and may not exceed the term of office of the respective members of the Board of Directors.</u></p> <p>² Employment contracts with members of the Executive Leadership Team may provide for compensated non-compete clauses of up to 12 months after termination of the employment, <u>whereby the if justified for business reasons. The entire compensation for such a non-compete clause</u> is not allowed to exceed the <u>annual base salary average remuneration for the last three financial years</u> before the termination of the employment relationship (pro rata).</p>
Antrittsprämien	<p>Art. 38 [Artikel unverändert]</p>	Sign-on Bonuses	<p>Art. 38 [Article not amended]</p>
Rechtsnatur	<p>Art. 39 [Artikel unverändert]</p>	Legal Nature	<p>Art. 39 [Article not amended]</p>
	<p>V. Geschäftsjahr, Bilanzgewinn</p>		<p>V. Financial Year, Profit Allocation</p>
Geschäftsjahr	<p>Art. 40 [Artikel unverändert]</p>	Financial Year	<p>Art. 40 [Article not amended]</p>
Verteilung des Bilanzgewinns, Dividenden	<p>Art. 41 [Artikel unverändert]</p>	Allocation of Balance Sheet Profits, Dividends	<p>Art. 41 [Article not amended]</p>
	<p>VI. Auflösung und Liquidation</p>		<p>VI. Dissolution and Liquidation</p>
Auflösung und Liquidation	<p>Art. 42 [Artikel unverändert]</p>	Dissolution and Liquidation	<p>Art. 42 [Article not amended]</p>

VII. Mitteilungen, Gerichtsstand

Bekanntmachungen, Mitteilungen

Art. 43

- ¹ Mitteilungen an Aktionäre und Öffentliche Bekanntmachungen und Einladungen an die Aktionäre erfolgen durch Publikation im Schweizerischen Handelsamtsblatt.
- ² Soweit die Gesellschaft Mitteilungen an ihre Aktionäre **per Brief** macht, erfolgen solche Mitteilungen auf dem **(i)** ordentlichen Postweg an den Empfänger und die Adresse, die im Aktienbuch vermerkt sind, **(ii) per E-Mail** oder **(iii)** auf einem anderen dem Verwaltungsrat als passend erscheinenden Weg.

Gerichtsstand

Art. 44

[Artikel unverändert]

VIII. Offenlegung von Sacheinlagen

Sacheinlagen

Art. 45

- ¹ **Im Zusammenhang mit der Kapitalerhöhung vom 25. April 2013 erwirbt die Gesellschaft von National Bank of Greece, welche als Sacheinlegerin und Umtauschagentin im eigenen Namen aber für Rechnung derjenigen Aktionäre von Coca-Cola Hellenic Bottling Company S.A., Maroussi, Griechenland, welche ihre Aktien im Rahmen eines Umtauschangebots durch die Gesellschaft angedient haben, handelt, 355'009'014 Aktien von Coca-Cola Hellenic Bottling Company S.A., Maroussi, Griechenland, mit einem Nennwert von je EUR 1.01 und einen Gesamtwert von CHF 8'828'115'653.85. Im Gegenzug hat die Gesellschaft, im Verhältnis eins-zu-eins, 355'009'014 Namenaktien der Gesellschaft mit einem Nennwert von je CHF 6.70 an die Sacheinlegerin ausgegeben: [\[aufgehoben\]](#)**
- ² **Im Zusammenhang mit der Kapitalerhöhung vom 17. Juni 2013 erwirbt die Gesellschaft von National Bank of Greece (handelnd im eigenen Namen aber für Rechnung derjenigen Aktionäre von Coca-Cola Hellenic Bottling Company S.A., Maroussi, Griechenland, welche ihre Aktien im Rahmen eines Umtauschangebots durch die Gesellschaft nicht oder nicht gültig angedient haben und die, nachdem**

VII. Notices, Jurisdiction

Public Notices, Communications

Art. 43

- ¹ Communications to shareholders and Public notices and invitations to shareholders shall be made by publication in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*).
- ² To the extent the Company communicates to its shareholders **by mail**, such communications shall be sent **(i)** by ordinary mail to the recipient and address recorded in the share register, **(ii) by e-mail** or **(iii)** in such other form as the Board of Directors deems fit.

Jurisdiction

Art. 44

[Article not amended]

VIII. Disclosure of Contributions in Kind

Contributions in Kind

Art. 45

- ¹ **In connection with the capital increase dated 25 April 2013, the Company acquires from National Bank of Greece, acting as contributor in kind and exchange agent in its own name but for the account of shareholders of Coca-Cola Hellenic Bottling Company S.A., Maroussi, Greece, who have tendered their shares in an exchange offer by the Company, 355,009,014 shares in Coca-Cola Hellenic Bottling Company S.A., Maroussi, Greece, with a par value of EUR 1.01 each and a total value of CHF 8,828,115,653.85. In return, the Company has issued, on a one to one basis, 355,009,014 registered shares in the Company with a par value of CHF 6.70 each to the contributor in kind: [\[deleted\]](#)**
- ² **In connection with the capital increase dated 17 June 2013, the Company acquires from National Bank of Greece (acting as contributor in kind in its own name but for the account of shareholders of Coca-Cola Hellenic Bottling Company S.A., Maroussi, Greece, who have not tendered or have not validly tendered their shares in an exchange offer by the Company and, after the Company has exercised its**

die Gesellschaft ihr Recht gestützt auf Artikel 27 des griechischen Gesetzes 3461/2006 (das "Squeeze-out-Recht") ausgeübt hat, entweder gewählt haben, Aktien der Gesellschaft zu erhalten, oder die standardmässig als Folge des Squeeze-out-Rechts Aktien der Gesellschaft erhalten) 11'467'206 Aktien von Coca-Cola Hellenic Bottling Company S.A., Maroussi, Griechenland, mit einem Nennwert von je EUR 1.01 und einem Gesamtwert von CHF 289'467'827.80. Im Gegenzug hat die Gesellschaft, im Verhältnis eins-zu-eins, 11'467'206 Namenaktien der Gesellschaft mit einem Nennwert von je CHF 6.70 an die Sacheinlegerin ausgegeben.

IX. Massgebliche Version

Art. 46

[Artikel unverändert]

Steinhausen, [21. Mai 2024](#)

**Massgebliche
Version**

² right under article 27 of Greek law 3461/2006 (the "Squeeze-out Right"), who either elected to receive shares of the Company or will receive shares of the Company by default as a result of the Squeeze-Out Right) 11'467'206 shares in Coca-Cola Hellenic Bottling Company S.A., Maroussi, Greece, with a par value of EUR 1.01 each and a total value of CHF 289,467,827.80. In return, the Company has issued, on a one-to-one basis, 11,467,206 registered shares in the Company with a par value of CHF 6.70 each to the contributor in-kind.

IX. Prevailing Version

Art. 46

[Article not amended]

Steinhausen, [21 May 2024](#)

Prevailing Version

