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Einladung zur ordentlichen Generalversammlung Coca-Cola HBC AG

Betroffene Organisation:

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

Angaben zur Generalversammlung:

21.06.2022, 11:00 Uhr, Turmstrasse 26, 6312 Steinhausen

Einladungstext/Traktanden:

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

1. Receipt of the 2021 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements
2. Appropriation of losses and reserves / declaration of dividend
 - 2.1 Appropriation of losses
 - 2.2 Declaration of dividend from reserves
3. Discharge of the members of the Board of Directors and the members of the Executive Leadership Team
4. Election of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee
 - 4.1 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)
 - 4.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors
 - 4.3 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)

- 4.4 Re-election of Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
- 4.5 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors
- 4.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors
- 4.7 Re-election of Anastasios I. Leventis as a member of the Board of Directors
- 4.8 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors
- 4.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors
- 4.10 Re-election of Ryan Rudolph as a member of the Board of Directors
- 4.11 Re-election of Anna Diamantopoulou as member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
- 4.12 Re-election of Bruno Pietracci as member of the Board of Directors
- 4.13 Re-election of Henrique Braun as member of the Board of Directors
- 5. Election of the independent proxy
- 6. Election of the auditors
- 6.1 Re-election of the statutory auditor
- 6.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes
- 7. Advisory vote on the UK Remuneration Report
- 8. Advisory vote on the Remuneration Policy
- 9. Advisory vote on the Swiss Remuneration Report
- 10. Approval of the remuneration of the Board of Directors and the Executive Leadership Team
- 10.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next annual general meeting
- 10.2 Approval of the maximum aggregate amount of remuneration for the Executive Leadership Team for the next financial year
- 11. Approval of share buy-back
- 12. Approval of the amendments to the articles 11, 16, 27, 30, 32, 33, 34, 35, 36, 37 and 38 of the Articles of Association regarding the replacement of the term "Operating Committee" by the term "Executive Leadership Team"

Ergänzende rechtliche Hinweise:

In accordance with art. 13 para. 2 and 3 of Coca-Cola HBC AG's articles of association and in accordance with art. 27 of the Ordinance on Measures to Combat the Coronavirus (Covid-19) (Ordinance 3), the annual general meeting of Coca Cola HBC AG will be held with shareholders voting by independent proxy and physical attendance by shareholders not being permitted.

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 June 2022

11:00 am CET

By Independent Proxy only

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

Beginning of meeting: 11:00 am CET

Important Notice related to COVID-19 pandemic: The Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) (COVID-19 Ordinance 3) of 19 June 2020, valid until 31 December 2022 states that the organizers of company meetings such as annual general meetings, can decide that participants may exclusively exercise their rights (i) in writing or online; or (ii) through an independent proxy by the organizer. As a precautionary measure, the Board of Directors has decided that shareholders will not be permitted to attend the AGM in person. However, they will still be able to exercise their voting rights through the independent shareholder proxy.

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Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 19 May 2022

Annual General Meeting of Coca-Cola HBC AG to be held on 21 June 2022

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 June 2022 at 11:00 am CET, without attendance in person in accordance with Swiss law. 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 2021 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 2021.
2. To carry forward the accumulated losses 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 0.71; as shown in the stand alone financial statements (capped at a total aggregate amount of CHF 300,000,000).
3. 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 2021.
4. To re-elect all current members of the Board of Directors and the Chairman of the Board of Directors, and to re-elect the members of the Remuneration Committee.
5. To re-elect Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Zurich, Switzerland, as the independent proxy of Coca-Cola HBC AG.
6. 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.
7. 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.
8. To approve, by way of a separate advisory vote, the Remuneration Policy of Coca-Cola HBC AG.
9. To approve, by way of an advisory vote, the Swiss Remuneration Report of Coca-Cola HBC AG.
10. 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.
11. To approve a buy-back of up to 10,000,000 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.

12. To approve the amendments to the English translation of the articles 11, 16, 27, 30, 32, 33, 34, 35, 36, 37 and 38 of the Articles of Association to replace the term "Operating Committee" with "Executive Leadership Team".

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 16 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 June 2022. Alternatively, you may make use of an online proxy voting platform before 15 June 2022 by using the URL and your access code printed on your reply form. The section headed "Organisational matters and notes" beginning on page 16 of the Notice also sets the procedures for your voting. You should read this information carefully before completing the reply form.

2. Important Message in connection with the COVID-19 pandemic

We have the following important message for you in connection with special restrictions imposed by the Covid-19 pandemic and the extraordinary circumstances caused by it:

In summary, the following restrictions will apply to the Annual General Meeting of Coca-Cola HBC AG to be held on 21 June 2022:

- **Physical attendance by shareholders at the Annual General Meeting is not allowed. Therefore, you will not be able to attend the Annual General Meeting in person.**
- **Voting will be possible by independent proxy only. Please refer to pages 16 et seq. for detailed instructions on how to exercise your voting rights.**

On 1 April 2022, the Swiss Federal Council amended the Ordinance on Measures to Combat the Coronavirus (Covid-19) (Ordinance 3) (the "Ordinance") which remains valid until 31 December 2022 (unless extended). In the Ordinance, the Swiss Federal Council determined that companies may decide to hold their general meeting in writing, by electronic form or through an independent proxy designated by the company.

In line with the provisions of the Ordinance, the Board of Directors has decided as a precautionary measure that shareholder voting at the Annual General Meeting shall be possible only through voting by the elected independent proxy of Coca-Cola HBC AG, Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Raemistrasse 5, CH-8024 Zurich (the "Independent Proxy"). For detailed instructions on how to exercise your voting rights at the Annual General Meeting, please see pages 16 et seq.

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 June 2022 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") and in accordance with art. 27 of the Ordinance on Measures to Combat the Coronavirus (Covid-19) (Ordinance 3) (the "Ordinance"), the Annual General Meeting will be held with shareholders voting by independent proxy and physical attendance by shareholders not being permitted. The Annual General Meeting will be conducted in English.

Agenda

The meeting will consider the following agenda items:

1. Receipt of the 2021 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements
2. Appropriation of losses and reserves / declaration of dividend
 - 2.1 Appropriation of losses
 - 2.2 Declaration of dividend from reserves
3. Discharge of the members of the Board of Directors and the members of the Executive Leadership Team
4. Election of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee
 - 4.1 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)
 - 4.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors
 - 4.3 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)
 - 4.4 Re-election of Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
 - 4.5 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors
 - 4.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors
 - 4.7 Re-election of Anastasios I. Leventis as a member of the Board of Directors
 - 4.8 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors
 - 4.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors
 - 4.10 Re-election of Ryan Rudolph as a member of the Board of Directors
 - 4.11 Re-election of Anna Diamantopoulou as member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
 - 4.12 Re-election of Bruno Pietracchi as member of the Board of Directors
 - 4.13 Re-election of Henrique Braun as member of the Board of Directors
5. Election of the independent proxy
6. Election of the auditors
 - 6.1 Re-election of the statutory auditor
 - 6.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes
7. Advisory vote on the UK Remuneration Report
8. Advisory vote on the Remuneration Policy
9. Advisory vote on the Swiss Remuneration Report

10. Approval of the remuneration of the Board of Directors and the Executive Leadership Team
 - 10.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next annual general meeting
 - 10.2 Approval of the maximum aggregate amount of remuneration for the Executive Leadership Team for the next financial year
11. Approval of share buy-back
12. Approval of the amendments to the articles 11, 16, 27, 30, 32, 33, 34, 35, 36, 37 and 38 of the Articles of Association regarding the replacement of the term "Operating Committee" by the term "Executive Leadership Team"

Proposals of the Board of Directors

1. **Receipt of the 2021 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 2021**

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 2021 (the "2021 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 2021 be approved.

Explanation:

The 2021 Integrated Annual Report has been prepared according to Swiss statutory reporting requirements as well as the requirements applicable to Coca-Cola HBC AG as a result of its premium listing on the London Stock Exchange. The 2021 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 2021 Integrated Annual Report.

The 2021 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 2021 Integrated Annual Report can be accessed on the website of Coca-Cola HBC AG at: <https://coca-cola-hellenic.com/en/investor-relations/2021-integrated-annual-report>. The 2021 Integrated Annual Report is also available for inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" of this Notice.

2. Appropriation of losses and reserves / declaration of dividend

2.1 Appropriation of losses

Motion:

The Board of Directors proposes to accumulate the losses as follows:

Accumulated losses	
Balance brought forward	CHF 18,259,778.58
Net loss for the year	CHF (33,852,767.71)
Total accumulated losses to be carried forward	CHF (15,592,989.13)

Explanation:

The Stand-Alone Financial Statements show a net loss in the amount of CHF 33,852,767.71. The accumulated losses to be carried forward amount to CHF 15,592,989.13. The Board of Directors proposes to carry forward the accumulated losses. A dividend is proposed to be distributed under agenda item 2.2, as set out on next page.

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

2.2 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 0.71 (the "Dividend"). Own shares held directly by the 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 300,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 3,982,077,670.72 as shown in the financial statements as of 31 December 2021, by a maximum of CHF 300,000,000. To the extent that the Dividend calculated on EUR 0.71 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 2 August 2022 to holders of Coca-Cola HBC AG shares on the record date of 8 July 2022.

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 2 August 2022 to holders of shares on the record date of 8 July 2022. Accordingly, the shares will be traded ex-dividend as of 7 July 2022, and the last day on which the shares may be traded with entitlement to receive the Dividend will be 6 July 2022. 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 losses (including the declaration of dividend). The auditor's report confirms that the proposed appropriation complies with Swiss law and the Articles of Association.

3. 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 2021 and ending on 31 December 2021.

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 2021 and ending on 31 December 2021. 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.

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

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 2023, as follows:

- 4.1 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)**
- 4.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors**
- 4.3 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)**
- 4.4 Re-election of Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**
- 4.5 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors**
- 4.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors**
- 4.7 Re-election of Anastasios I. Leventis as a member of the Board of Directors**
- 4.8 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors**
- 4.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors**

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

4.11 Re-election of Anna Diamantopoulou as member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)

4.12 Re-election of Bruno Pietracchi, as member of the Board of Directors

4.13 Re-election of Henrique Braun, as 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. 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 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 2023. The Board of Directors also 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 inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" to this Notice.

Anastassis G. David

Motion 4.1 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-Chairman of Aegean Airlines S.A., Vice-Chairman of the Cyprus Union of Shipowners and Chairman of the Board of Sea Trade Holdings Inc, a ship-owning company of dry cargo vessels. He is also a member of the Board of Trustees of College Year in Athens.

Nationality: British

Zoran Bogdanovic

Motion 4.2 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 Coca-Cola HBC AG's Region 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. 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 4.3 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 UNHCR, an independent non-executive director and chair of the Environment, Sustainability and Community Committee of Capco plc, a non-executive 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 organization.

Nationality: British

Reto Francioni

Motion 4.4 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 Chief Executive Officer of Deutsche Börse AG and from 2002 until 2005, he served as Chairman 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-Chief Executive Officer 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 Chief Executive Officer. He earned his Doctorate of Law at the University of Zurich.

External appointments: Reto serves as Chairman of the Supervisory Board of UBS Europe SE and also as the Chairman of the Supervisory Board of Swiss International Airlines. Reto is also a Vice Chairman at the Board of Directors of Medtech Innovation Partners AG, Basel.

Nationality: Swiss

Olusola (Sola) David-Borha

Motion 4.5 relates to the re-election of Olusola (Sola) David-Borha who was appointed as an independent non-Executive Director in 2015.

Skills, experience and contribution: Sola has more than 30 years' experience in financial services and held several senior roles within the Stanbic Group, including Chief Executive Officer of Stanbic IBTC Bank from May 2011 to November 2012. She also served as Deputy Chief Executive Officer of Stanbic IBTC Bank and Head of Investment Banking Coverage Africa (excluding South Africa). Stanbic IBTC Holdings is listed on the Nigerian Stock Exchange and is a member of the Standard Bank Group. Between January 2017 and March 2021, Sola has been the Chief Executive Officer for the Africa Regions (excluding South Africa) for Standard Bank Group, Africa's largest bank by assets with operations in 20 countries across the continent.

Sola holds a first degree in Economics, and obtained an MBA degree from Manchester Business School. Her executive education experience includes the Advanced Management Programme of the Harvard Business School and the Global CEO Programme of CEIBS, Wharton and IESE.

External appointments: Sola serves as non-executive director on the boards of Stanbic IBTC Holdings Plc and Stanbic Uganda Holdings Limited, listed entities that are members of the Standard Bank Group. Finally, Sola was appointed Chairman of Stanbic IBTC Bank Plc, a non-listed subsidiary of Stanbic IBTC Holdings Plc in October 2021.

Nationality: Nigerian

William W. (Bill) Douglas III

Motion 4.6 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 of Coca-Cola HBC. Bill has held various positions within the Coca-Cola System since 1985, including positions with responsibility for the IT function. Before joining the Coca-Cola System, 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 Chairman of the Audit Committee of SiteOne Landscape Supply, Inc. He is also a member of the Board of Directors and Chair of the Audit Committee for The North Highland Company. Finally, he also serves on the Board and is a past Chair of the University of Georgia Trustees.

Nationality: USA

Anastasios I. Leventis

Motion 4.7 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. He is also a director of Alpheus Administration, a private company that administers assets for private clients and charitable foundations. In addition, he serves as a trustee of the A.G. Leventis Foundation, a member of the Board of Overseers of the Gennadius Library in Athens and a member of the Campaign board of the University of Exeter. He is a co-founder of the Cyclades Preservation Fund.

Nationality: British

Christodoulos (Christo) Leventis

Motion 4.8 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 the Chairman of Alpheus Capital, a single-family private equity investment office.

Nationality: British

Alexandra Papalexopoulou

Motion 4.9 relates to the re-election of Alexandra Papalexopoulou who was appointed as an independent non-Executive Director in 2015.

Skills, experience and contribution: Alexandra worked previously for the OECD and the consultancy firm Booz, Allen & Hamilton, in Paris. From 2003 until February 2015, she served as a member of the board of directors of Frigoglass S.A.I.C. From 2010 to 2015, she served as a member of the board of directors of National Bank of Greece and from 2007 to 2009, she served as a member of the board of directors of Emporiki Bank. Alexandra holds a BA in Economics and Mathematics from Swarthmore College in the USA and an MBA from INSEAD in France.

External appointments: Alexandra is the Deputy Chair of the Group Executive Committee at Titan Cement Company S.A., where she has been employed since 1992 and has served as Executive Director since 1995. Alexandra is treasurer and a member of the board of directors of the Paul and Alexandra Canellopoulos Foundation, a member of the board of directors of the INSEAD business school and a member of the board of trustees of the American College of Greece.

Nationality: Greek

Ryan Rudolph

Motion 4.10 relates to the re-election of Ryan Rudolph who was appointed as a non-Executive Director in 2016.

Skills, experience and contribution: From 2006 until 2019, Ryan was an attorney and partner at the law firm Oesch & Rudolph. From 1993 until 2006, he worked as an attorney at the business law firm Lenz & Staehelin in Zurich. Prior to that, he worked as a public relations consultant at the public relations agency Huber & Partner in Zurich, as marketing assistant and subsequently as manager at Winterthur Life Insurance as well as part-time with D&S, the Institute for Marketing and Communications Research in Zurich. Ryan obtained an LLM from the University of Zurich and is admitted to the Zurich bar. Ryan also studied at the Faculté des Lettres of the University of Geneva, as well as the Ecole Polytechnique in Lausanne.

External appointments: Ryan is an attorney and partner at the Zurich-based law firm RCS Trust & Legal AG. In addition, he serves as a member of the Foundation Board of the A.G. Leventis Foundation and as a member of the board of various privately-held companies and charitable foundations.

Nationality: Swiss

Anna Diamantopoulou

Motion 4.11 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 Group unique expertise on matters of employment and equal opportunity together with deep knowledge of European CSR agenda. Anna was an elected Member of the Greek Parliament for over a decade and during that 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, an Advisory Board Member of Delphi Economic Forum and a member of the Honorary Board of the Bussola Institute, a foundation aiming to strengthen cooperation between the EU and the GCC. Finally, Anna is the Chair of the European Commission's High Level Group on the future of social protection and the welfare state in the EU.

Nationality: Greek

Bruno Pietracchi

Motion 4.12 relates to the re-election of Bruno Pietracchi who was appointed as a non-Executive Director in 2021.

Skills, experience and contribution: Bruno has a more than 20-year track record of transforming businesses, people and communities and brings experience and knowledge of the Coca-Cola system, having held a number of roles at The Coca-Cola Company since 2008. From 2018 to 2020, Bruno was President of The Coca-Cola Company's Southern and East Africa Business Unit and from 2016 to 2018, he served as the Vice-President of Operations in Europe, Middle East and Africa. Prior to that, he was the General Manager for Colombia, Venezuela and Ecuador (from 2014 to 2016) and General Manager of FU Center in Brazil (from 2012 to 2014). From 2010 to 2012, he was the General Manager of FU South in Brazil. Bruno joined The Coca-Cola Company in 2008 as Vice-President of Strategy, Insights and Innovation in Brazil. Prior to that he worked at McKinsey & Company in Brazil and Portugal from 1997 to 2008, working in marketing and sales with consumer-packaged goods and telecommunications clients. He has served on the board of Coca-Cola Beverages Africa since 2017 and has also served on the boards of Toni Corp in Ecuador (2016) and Matte Leão in Brazil (2009). In 2016, he was the Chairman of Corporación Juego y Niñez in Colombia. Bruno holds a bachelor's degree in mechanical engineering from the Universidade Estadual de Campinas in Brazil and an MBA from INSEAD in France.

External appointments: Bruno currently serves as President of the Africa Operating Unit for The Coca-Cola Company, a role which he has held since 2020.

Nationality: Italian and Brazilian

Henrique Braun

Motion 4.13 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. He joined The Coca-Cola Company in 1996 in Atlanta and progressed through increasing 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 2016 to 2020, Henrique 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 The Coca-Cola Company 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 the Coca-Cola Company as a trainee in Global Engineering in the USA. Henrique holds a bachelor's degree in agricultural engineering from the University Federal of Rio de Janeiro, a master's in industrial engineering from Michigan State University and an MBA from Georgia State University.

External appointments: Henrique currently serves as President of Latin America Operating Unit for The Coca-Cola Company, a role he has held since 2020.

Nationality: USA and Brazilian

5. 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 2023.

Explanation:

In compliance with the Articles of Association and the Swiss ordinance against excessive compensation in listed stock companies, the Annual General Meeting elects the independent proxy for a term of one year until the end of the next annual general meeting in 2023. 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 notes" – "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.

6. Election of the auditors

6.1 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 2022.

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 2022 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.

6.2 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 2023; 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 2023. 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.

7. 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 2021 Integrated Annual Report on pages 118 to 140 and is divided into two sections. The first section sets out Coca-Cola HBC AG's remuneration policy (see agenda item 8) and the second section details the implementation of the remuneration policy for the financial year ended on 31 December 2021, including amounts paid to members of the Board of Directors for 2021. 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 23.6 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 in order 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 8).

8. 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 124 to 126 of the 2021 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 21 June 2022.

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.

9. 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 Swiss ordinance against excessive compensation in listed stock companies, which entered into force on 1 January 2014. The Swiss Remuneration Report is set out on pages 233 to 236 of the 2021 Integrated Annual Report. The Swiss Remuneration Report is accompanied by a report of the statutory auditor of Coca-Cola HBC AG set out on page 232 of the 2021 Integrated Annual Report, confirming that the Swiss Remuneration Report for the year ended 31 December 2021 complies with Swiss law and articles 14 to 16 of the Swiss ordinance against excessive compensation in listed stock companies.

10. 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 2023; and (2) the remuneration for the Executive Leadership Team for the next financial year.

10.1 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 2022 Annual General Meeting until the next annual general meeting in 2023 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 2023.

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.

10.2 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 2023 and ending on 31 December 2023 in the amount of EUR 39 million.

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 of 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 118 to 140 of the 2021 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	€ 7,040,000	€ 10,470,000	€ 0	€ 0	€ 17,510,000
At target	€ 7,040,000	€ 10,470,000	€ 3,530,000	€ 5,450,000	€ 26,490,000
Maximum	€ 7,040,000	€ 14,900,000	€ 7,050,000	€ 9,910,000	€ 38,900,000

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.

11. Approval of share buy-back

Motion:

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

- the maximum aggregate number of ordinary shares authorised to be purchased is 10,000,000;
- the minimum price (exclusive of expenses) which may be paid for an ordinary share is CHF 6.70;
- 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 2023 annual general meeting of Coca-Cola HBC AG or at midnight on 30 June 2023, 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 10,000,000 ordinary shares, which equals less than 10% of Coca-Cola HBC AG's share capital (excluding treasury shares) issued as at 10 May 2022, 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 2023 annual general meeting or, if earlier, at midnight on 30 June 2023. 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 11, 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 of Directors intends to seek renewal of this authority at subsequent general meetings.

The total number of options to subscribe for shares outstanding at 10 May 2022, the latest practicable date before the publication of this Notice was 2,330,272. This represents approximately 0.64 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 at 10 May 2022 would represent 0.65 per cent of the reduced issued share capital (excluding treasury shares).

12. Approval of the amendments to articles 11, 16, 27, 30, 32, 33, 34, 35, 36, 37 and 38 of the Articles of Association

Motion:

The Board of Directors proposes to replace in the English translation of the Articles of Association the term "Operating Committee" with the term "Executive Leadership Team" in the articles 11, 16, 27, 30, 32, 33, 34, 35, 36, 37 and 38 of the Articles of Association.

Explanation:

The Board of Directors decided to amend the organisational regulation of the Company and to change the terminology from the "Operating Committee" to "Executive Leadership Team". The Board of Directors proposes to reflect this change also in the English translation of the Articles of Association of the Company and to replace the term "Operating Committee" with the term "Executive Leadership Team". Therefore the articles 11, 16, 27, 30, 32, 33, 34, 35, 36, 37 and 38 of the Articles of Association shall be amended and the term "Operating Committee" in the existing Articles of Association shall be replaced with the term "Executive Leadership Team".

Recommendation of the Board of Directors

The Board of Directors considers that all of 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 notes Participation in the Annual General Meeting

(a) Registered Shareholders

Shareholders registered in the share register with voting rights on 17 June 2022 at 11:00 am CET (10:00 am UK BST) (voting record date) will be entitled to vote at the Annual General Meeting by appointing and mandating the Independent Proxy.

In accordance with art. 27 of the Ordinance, shareholders are not allowed to participate and vote at the Annual General Meeting by way of personal attendance and voting is only possible by appointing and mandating the Independent Proxy 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 before the voting record date on which registration requests will be processed is 16 June 2022.

In order to exercise their voting rights at the Annual General Meeting, registered shareholders must elect to appoint, and give voting instructions to, the Independent Proxy either via the online proxy voting platform or by returning a reply form by mail, in each case in accordance with the instructions below.

Registered shareholders will receive a reply form together with this Notice, which includes the web address (URL) and your access code for the online proxy voting platform that shareholders may use in connection with the Annual General Meeting.

If you are a registered shareholder, you may elect to appoint and give voting instructions to the Independent Proxy via the online proxy voting platform; please register online by using the URL and your access code printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically by 12:00 noon CET (11:00 am UK BST) on 15 June 2022 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 June 2022 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 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.

In detail, voting materials will be sent to shareholders as follows:

- Registered shareholders who are entered in the share register up to and including 5 May 2022 will be sent this Notice and the reply form on or around the date of this Notice;
- Registered shareholders who are entered in the share register in the period between 5 May 2022 and 1 June 2022 will be sent this Notice and the reply form in a subsequent mailing;
- Shareholders who are entered in the share register as shareholders with voting rights after 1 June 2022 but before 17 June 2022 will be sent this Notice and the reply form upon request only. No requests for registration in the share register will be processed between 17 and 21 June 2022;
- If registered shareholders increase their shareholding registered in the share register with voting rights by 16 June 2022 (close of business), proxies and voting instructions will be amended automatically without any further notice and will extend to the additionally registered shares; and
- Registered shareholders entered in the share register as shareholders without voting rights will not receive voting materials enabling them to appoint a proxy to vote.

Shareholders who dispose of their shares prior to 17 June 2022, 11:00 am CET (10:00 am UK BST) are not entitled to vote at the Annual General Meeting. Previously issued proxies will become invalid automatically. Shareholders who dispose of their shares after 17 June 2022, 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's shares via the CREST system operated by Euroclear UK & Ireland Limited. Each CDI represents one Coca-Cola HBC 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 be represented by the Independent Proxy at the Annual General Meeting, 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.

In order to exercise their voting rights at the Annual General Meeting, CREST members and beneficial owners of CDIs must elect to appoint and give voting instructions to the Independent Proxy: (i) in the case of CREST members, either via the online proxy voting platform or by returning a reply form by mail; or (ii) in the case of beneficial owners of CDIs, by returning a reply form to their nominee by mail, in each case in accordance with the instructions below.

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 access code 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 appoint and 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 June 2022, 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 June 2022. 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 access code 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 June 2022 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 vote at the Annual General Meeting, 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 16 June 2022 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 4 May 2022 (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 June 2022, 08:00 am UK BST (09:00 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 in order 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 ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland, in writing by registered mail and by 16 June 2022, 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.

In detail, voting materials will be sent as follows:

- CREST members who are entered in the CDI Register up to and including 5 May 2022 will be sent this Notice and the reply form on or around the date of this Notice;
- CREST members who are entered in the CDI Register in the period between 5 May 2022 and 1 June 2022 will be sent this Notice and the reply form in a subsequent mailing; and
- CREST members who will be entered in the CDI register after 1 June 2022 but before 16 June 2022, 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 an access code 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 16 June 2022.

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.

In order to exercise their voting rights at the Annual General Meeting, DSS holders must elect to appoint and give voting instructions to the Independent Proxy either via the online proxy voting platform or by returning a reply form by mail, in each case in accordance with the instructions below.

If you are a DSS holder and elect to register with voting rights and/or to give voting instructions via the online proxy voting platform, please register online by using the URL and your access code printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically by 15 June 2022, 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 June 2022 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 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 June 2022.

In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 16 June 2022. 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 16 June 2022 (close of business), proxies and voting instructions will be amended automatically without any

further notice and extend to the additionally registered shares. DSS Holders who dispose of their shares in DSS by 17 June 2022 (close of business) are not entitled to vote at the Annual General Meeting. DSS Holders who dispose of their shares in DSS after 17 June 2022 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

Based on art. 27 of the Ordinance and as a precautionary measure, the Board of Directors has decided that voting at the Annual General Meeting is restricted to voting by the Independent Proxy only and without the physical attendance of the shareholders. See further 'Amendments due to current COVID-19 pandemic' below.

Proxies

Based on art. 27 of the Ordinance, Shareholders and CDI Attendants who wish to vote at the Annual General Meeting are required to be represented 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 are requested to instruct the Independent Proxy and 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 the relevant ordinary shares, which will generally count as a "no"-vote in respect of those ordinary shares under the Articles of Association.

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 and in accordance with art. 27 of the Ordinance, voting at the Annual General Meeting is restricted to voting by the Independent Proxy.

Therefore, the Board of Directors have implemented the following special voting procedure for the Annual General Meeting: Only the members of the Board of Directors and the Independent Proxy will be present at the Annual

General Meeting. The Independent Proxy will inform the members of the Board of Directors who are present on the number of votes in favour and the number of votes against the proposals to be considered at the Annual General Meeting, as well as the number of votes that abstained from voting. The Board of Directors will issue a written resolution on the results of the Annual General Meeting. Subsequently, the Board of Directors will inform Coca-Cola HBC's auditor, PricewaterhouseCoopers AG (CHE-106.839.438), Zurich, in writing on whether or not the proposals to be considered have been approved together with a copy of the written resolution on the results of the Annual General Meeting.

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 June 2022 the latest.

Issued shares and total voting rights

As at 10 May 2022 Coca-Cola HBC AG's total issued share capital comprised 371,804,001 ordinary shares of CHF 6.70, of which 1,956,582 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 May 2022 is 366,417,284.

Amendments due to current COVID-19 pandemic

As at the date of this Notice, the Ordinance is due to expire on 31 December 2022.

As the relevant provisions of the Ordinance will still be in force as of the date of the Annual General Meeting, the Board of Directors has decided, in line with the Ordinance and as a precautionary measure, that the organizational matters of the Annual General Meeting shall be governed by the Ordinance. For this reason, the organizational matters will be dealt with differently than in other general meetings.

In view of the above, the Board of Directors of Coca-Cola HBC AG reserves the right to amend the organizational matters outlined in this Notice (including the voting procedures) up to four days prior to the date of the Annual General Meeting if such amendment becomes necessary to ensure compliance with the Ordinance (in the version valid at the time) and/or other provisions of Swiss law. Any supplemental Notice that may be sent to shareholders in connection with the Annual General Meeting shall be sent no later than seven days prior to the date of the Annual General Meeting. The Board of Directors reserves the right to amend the organizational matters outlined in this Notice without publishing such a supplemental Notice.

Documents available for inspection

The following documents will be available for inspection from 17 May 2022, at Coca-Cola HBC AG's registered office, Turmstrasse 26, CH-6312 Steinhausen, Switzerland:

- a copy of the 2021 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, 8 and 9); and
- the general terms of appointment applicable to each current non-executive member of the Board of Directors proposed to be re-elected.

Shareholders and CDI Attendants may request that a copy of the 2021 Integrated Annual Report is sent to them starting from 17 May 2022.

A copy of this Notice, the 2021 Integrated Annual Report and other relevant shareholder information, may also be accessed and downloaded from the website of Coca-Cola HBC AG at <https://coca-colahellenic.com/en/investor-relations/2021-integrated-annual-report/>.

Minutes

The minutes of the Annual General Meeting are expected to be available for inspection from 8 July 2022 at Coca-Cola HBC AG's registered office.

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 May 2022

By order of the Board of Directors

Anastassis G. David, Chairman

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