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

Monday, 11 June 2018, 11:00 am CET

at Theater Casino Zug
Artherstrasse 2–4, 6300, 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, 8 May 2018

Annual General Meeting of Coca-Cola HBC AG to be held on 11 June 2018

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 Monday, 11 June 2018 at 11:00 am CET at Theater Casino Zug, Artherstrasse 2–4, 6300 Zug, Switzerland. The formal notice convening the Annual General Meeting is set out at the end of this letter, beginning on page 5 (the "Notice").

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

1. To receive the 2017 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 2017.

2. To carry forward the available earnings and to declare a dividend of EUR 0.54 on each ordinary registered share of Coca-Cola HBC AG with a par value of CHF 6.70 out of the general capital contribution reserve, as shown in the stand-alone financial statements (capped at an amount of CHF 300,000,000).

3. To grant discharge to the members of the Board of Directors and the members of the Operating Committee for the financial year ended on 31 December 2017.

4. To re-elect all current members of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee and to elect a new member of the Board of Directors.

5. To 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 Operating Committee for the next financial year.

11. To approve amendments to article 33 of the Articles of Association in respect of the management incentive and long-term incentive arrangements of Coca-Cola HBC AG.

12. To approve a share buy-back of up to 7,500,000 Coca-Cola HBC AG ordinary shares in order to (i) avoid dilution resulting from the issuance of stock options and (ii) meet the requirements of the Coca-Cola HBC AG employee incentive scheme.

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 17 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 4 June 2018. Alternatively, you may make use of an online proxy voting platform before 6 June 2018 by using the URL and your access code printed on your reply form. The section headed "Organisational matters and notes" beginning on page 17 of the Notice also sets the procedures for your participation and 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 Monday, 11 June 2018 at 11:00 am CET. In accordance with Art. 13 para. 3 of Coca-Cola HBC AG's articles of association ("Articles of Association"), the Annual General Meeting will be held at Theater Casino Zug, Artherstrasse 2–4, 6300 Zug, Switzerland, and will be conducted in English.

Agenda

The meeting will consider the following agenda items:

1. Receipt of the 2017 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 available earnings and reserves / declaration of dividend

    2.1 Appropriation of available earnings
    2.2 Declaration of a dividend from reserves

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

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

    4.1 Current members of the Board of Directors

        4.1.1 Re-election of Anastassis G. David as a member of the Board of Directors and as the Chairman of the Board of Directors (in a single vote)
        4.1.2 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
        4.1.3 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)
        4.1.4 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)
        4.1.5 Re-election of Ahmet C. Bozer as a member of the Board of Directors
        4.1.6 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors
        4.1.7 Re-election of William W. Douglas III as a member of the Board of Directors
        4.1.8 Re-election of Anastasios I. Leventis as a member of the Board of Directors
        4.1.9 Re-election of Christodoulos Leventis as a member of the Board of Directors
        4.1.10 Re-election of José Octavio Reyes as a member of the Board of Directors
        4.1.11 Re-election of Robert Ryan Rudolph as a member of the Board of Directors
        4.1.12 Re-election of John P. Sechi as a member of the Board of Directors

    4.2 Election of Zoran Bogdanovic as a 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 Operating Committee

    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 Operating Committee for the next financial year

11. Amendments to the articles of association in respect of management incentive and long-term incentive arrangements

12. Approval of share buy-back

Proposals of the Board of Directors

1. Receipt of the 2017 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 2017

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 2017 (the "2017 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 2017 be approved.

Explanation:
The 2017 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 2017 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 2017 Integrated Annual Report.

The 2017 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 2017 Integrated Annual Report can be accessed on the website of Coca-Cola HBC AG at: https://coca-colahellenic.com/en/investors/reports/2017-integrated-annual-report/. The 2017 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 available earnings and reserves / declaration of dividend

2.1 Appropriation of available earnings

Motion:
The Board of Directors proposes to carry forward the retained earnings as follows:

Retained earnings		
Balance brought forward	CHF	137,297,224.92
Net loss for the year	CHF	(11,065,348.99)
Total retained earnings to be carried forward	CHF	126,231,875.93

Explanation:
The Stand-Alone Financial Statements show a net loss in the amount of CHF 11,065,348.99. The retained earnings to be carried forward amount to CHF 126,231,875.93. The Board of Directors proposes to carry forward the retained earnings. A dividend is proposed to be distributed under agenda item 2.2 below.

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

2.2 Declaration of a dividend from reserves

Motion:
The Board of Directors proposes to declare a gross dividend of EUR 0.54 on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve. Own shares held directly by the Company are not entitled to dividends. The total aggregate amount of the dividends shall be capped at an amount of CHF 300,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 5,824,716,342.16, as shown in the Stand-Alone Financial Statements, by a maximum of CHF 300,000,000. To the extent that the dividend calculated as EUR 0.54 per share would exceed the Cap on the day of the Annual General Meeting, due to the exchange rate determined by the Board of Directors in its reasonable opinion, the Euro per share amount of the dividend shall be

reduced on a pro-rata basis so that the aggregate amount of all dividends paid does not exceed the Cap. Payment of the dividend is anticipated to be made on 24 July 2018 to holders of Coca-Cola HBC AG shares on the record date of 29 June 2018.

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 July 2018 to holders of shares on the record date of 29 June 2018. Accordingly, the shares will be traded ex-dividend as of 28 June 2018, and the last day on which the shares may be traded with entitlement to receive dividends will be 27 June 2018. 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 appropriation of available earnings (including the declaration of a 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 Operating Committee

Motion:
The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2017 and ending on 31 December 2017.

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 Operating Committee for the financial year beginning on 1 January 2017 and ending on 31 December 2017. 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 Remuneration Committee

4.1 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 2019, as follows:

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

4.1.2 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)

4.1.3 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)

4.1.4 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)

4.1.5 Re-election of Ahmet C. Bozer as a member of the Board of Directors

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

4.1.7 Re-election of William W. Douglas III as a member of the Board of Directors

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

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

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

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

4.1.12 Re-election of John P. Sechi 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. The former Chief Executive Officer ("CEO") and member of the Board of Directors, Mr. Dimitris Lois, passed away on 2 October 2017. 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 2019. The Board of Directors also recommends the re-election of Mr. Anastassis G. David as the Chairman.

Further information about the Directors proposed for re-election, including their biographies, are set out in the 2017 Integrated Annual Report on pages 72 to 75, and 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.

4.2 Election of Zoran Bogdanovic as a member of the Board of Directors

Motion:
The Board of Directors proposes that shareholders elect Zoran Bogdanovic 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 2019.

Explanation:
Mr. Zoran Bogdanovic is being proposed for election as a new member of the Board of Directors to succeed Mr. Dimitris Lois, who passed away on 2 October 2017. Following Mr. Lois' untimely death, Mr. Bogdanovic was appointed as the Company's new CEO at the recommendation of Coca-Cola HBC AG's Nomination Committee following a thorough process and benchmarking exercise for the CEO succession. Mr. Bogdanovic was a part of the Company's internal succession plan for the CEO position.

Mr. Bogdanovic has been recommended for election as an 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 on the basis of his experience as outlined in the brief biography set out below:

Mr. Bogdanovic was appointed as CEO in December 2017. Prior to this appointment, he was a Region Director and member of Coca-Cola HBC AG's Operating Committee since 2013. Mr. Bogdanovic joined the Company in 1996 and has held a number of senior leadership positions, including as General Manager for the operations in Croatia, Switzerland and Greece.

5. Election of the independent proxy

Motion:
The Board of Directors proposes to 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 2019.

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 2019. 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 2018.

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 2018 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 2019; 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 2019. 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 2017 Integrated Annual Report on pages 104 to 125 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 2017, including amounts paid to members of the Board of Directors for 2017. The total remuneration paid or accrued for the members of the Board of Directors and for the members of the Operating Committee (which includes the CEO) amounts to EUR 27.1 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 108 to 115 of the 2017 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 11 June 2018.

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 Operating Committee 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 stock 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 Operating Committee 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.

Certain amendments to the management incentive and long-term incentive arrangements of Coca-Cola HBC AG are proposed for approval by the shareholders separately under agenda item 11 below.

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 219 to 222 of the 2017 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 218 of the 2017 Integrated Annual Report, confirming that the Swiss Remuneration Report for the year ended 31 December 2017 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 Operating Committee

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 Operating Committee, 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 2019; and (2) the remuneration for the Operating Committee 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 2018 Annual General Meeting until the next annual general meeting in 2019 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 2019.

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:

Basic non-executive Director's fee	73,500 €
Senior Independent Director fee	15,800 €

Committees	Audit and Risk	Remuneration	Nomination	Social Responsibility
Committee chairman fee	28,900 €	11,600 €	11,600 €	11,600 €
Committee member fee	14,500 €	5,800 €	5,800 €	5,800 €

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 Operating Committee 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 Operating Committee (which includes the Chief Executive Officer) for the next financial year starting on 1 January 2019 and ending on 31 December 2019 in the amount of EUR 35 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 mind set and reinforce desirable behaviours, ensuring that employees are fairly rewarded and that they recognise 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 Operating Committee) 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 Operating Committee 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.

Key features of the 2019 Operating Committee remuneration plan are:

- Performance measures are aligned directly to our business strategy;
- Variable compensation is performance-based;
- The long-term incentive is subject to a three-year vesting period, based on our financial performance;
- Maximum individual incentive targets for the CEO and the Operating Committee members are in place for the performance share plan;
- Malus and clawback provisions are in place in the variable pay programmes;
- Half of management incentive to be awarded as deferred shares subject to a three-year vesting period for the CEO; and
- Any shares received by the CEO under the long-term incentive are subject to a three-year performance based vesting period plus a two-year holding period.

The compensation of the Operating Committee consists of the following key elements:

	Fixed Remuneration		Variable Pay	
	Base Salary	Retirement and other Benefits	Management Incentive Plan	Performance Share Plan
Purpose	To provide a fixed level of compensation appropriate to the requirements of the role, supporting the attraction and retention of the talent required to deliver CCHBC Group's strategy.	To provide retirement and other benefits to the CEO and the members of the Operating Committee which are competitive, cost effective and consistent with market practice.	A short-term component which supports profitable growth and rewards annually for contributions to business performance. The plan aims to promote a high-performance culture with stretched individual and business targets linked to key strategies.	A long-term component which aligns the senior manager's interests with the interests of shareholders and increases the ability of Coca-Cola HBC AG to attract and reward individuals with exceptional skills.
Performance Period	–	–	1 year: 2019	3 years: 2019–2021*
Performance Measurement	–	–	Individual achievement versus financial and non-financial objectives and business performance linked to key business metrics.	3 years forward looking internal financial metrics set at the beginning of the three-year vesting period.
Delivery	Cash	Local market practice specific.	Cash	Shares; Dividends; Dividend equivalents

*Performance period is from 01.01.2019 – 31.12.2021. Vesting will take place in 2022.

The Operating Committee 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 Operating Committee:

	Fixed Remuneration		Variable Pay		Total Remuneration
	Base Salary	Retirement and other Benefits	Management Incentive Plan	Performance Share Plan	
Minimum	€ 6,146,000	€10,548,000	€ 0	€ 0	€ 16,694,000
At target	€ 6,146,000	€10,548,000	€ 3,060,000	€ 4,572,000	€ 24,326,000
Maximum	€ 6,146,000	€14,909,000	€ 5,590,000	€ 8,313,000	€ 34,958,000

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 Operating Committee 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 exceeded. To date, such level of pay-out for all Operating Committee members on an aggregate basis has never occurred at Coca-Cola HBC AG.

11. Amendments to the Articles of Association in respect of management incentive and long-term incentive arrangements

Motion:
The Board of Directors proposes to amend Art. 33 paragraph 1 no. 3, to add a new Art. 33 paragraph 1 no. 4 and to amend Art. 33 paragraph 2 no. 2, Art. 33 paragraph 3 no. 2 and Art. 33 paragraph 4 of the Articles of Association as follows (amendments in ***bold and italic***).

Art. 33

Anreiz- und Beteiligungspläne

1 Die Mitglieder der Geschäftsleitung erhalten einen Management Incentive in bar nach folgenden Grundsätzen:

1. Der Target Management Incentive beträgt, wenn alle Ziele zu 100% erreicht werden, für den Chief Executive Officer maximal 100% der Grundvergütung und für die übrigen Mitglieder der Geschäftsleitung maximal 80% der Grundvergütung. Die maximale Auszahlung im Rahmen des Management Incentive ist auf 200% des Target Management Incentive begrenzt.

2. Der Management Incentive hängt von individuellen Zielen und jährlichen Geschäftszielen ab. Der Vergütungsausschuss legt die Rahmenbedingungen dieser Ziele (einschliesslich der Key Business Indicators) sowie deren Gewichtung nach seinem Ermessen fest und bestimmt, wer die Ziele vorgeben soll (wobei die jährlichen Geschäftsziele grundsätzlich vom Verwaltungsrat zu genehmigen sind). Abhängig vom Ausmass der Zielerreichung genehmigt der Vergütungsausschuss die Auszahlung des Management Incentive nach dem Ende jenes Jahres, auf welches sich der Incentive bezieht.

3. Wenn das Arbeitsverhältnis eines Geschäftsleitungsmitglieds mit der Coca-Cola HBC Gruppe ***aus einem anderen als einem wichtigen Grund*** beendet wird, wird der Management Incentive für das entsprechende Jahr auf einer pro-rata-Basis ausbezahlt (einschliesslich während einer allfälligen Freistellung, wobei dort in Bezug auf individuelle Ziele die Auszahlung auf der Grundlage des Target Incentive ausgerichtet werden kann). ***Sollte das Arbeitsverhältnis eines Geschäftsleitungsmitglieds mit der Coca-Cola HBC Gruppe durch den Arbeitgeber aus einem wichtigen Grund gekündigt werden, so verliert der Arbeitnehmer sämtliche Ansprüche auf einen Management Incentive.***

4. Der Chief Executive Officer erhält einen Teil des jährlichen Management Incentive in Form von Namenaktien der Gesellschaft vorbehältlich einer Vesting-Periode und einer Verwirkung im Falle eines Bad Leavers, jeweils, wie vom Vergütungsausschuss festgelegt.

Art. 33

Incentive and Participation Plans

1 The members of the Operating Committee shall receive a management incentive in cash in accordance with the following principles:

1. The target management incentive in case all targets are achieved at 100% shall not exceed 100% of the base salary for the Chief Executive Officer and 80% of the base salary for the other members of the Operating Committee. The maximum payout under the management incentive shall be no more than 200% of the target management incentive.

2. The management incentive shall depend on individual targets and annual business targets. The Remuneration Committee shall, in its discretion, detail the framework for these targets (including the key business indicators) and their weighting, as well as determine who shall set targets (it being understood that annual business targets are generally approved by the Board of Directors). Based on the achievement of such targets, the Remuneration Committee approves the payout of the management incentive following the end of the year to which the incentive refers to.

3. In case the employment relationship of a member of the Operating Committee with the Coca-Cola HBC Group is terminated ***for any reason other than for cause***, the management incentive for the relevant year shall be paid on a pro rata basis (including during any garden leave, where payment may be based on the target incentive in respect to individual targets). ***In case the employment relationship of a member of the Operating Committee with the Coca-Cola HBC Group is terminated by the employer for cause, the employee shall forfeit any and all entitlements to a management incentive.***

4. The Chief Executive Officer shall receive a portion of the annual management incentive in registered shares of the Company subject to a vesting period and forfeiture in case of a bad leaver, each, as determined by the Remuneration Committee.

2 Die Mitglieder der Geschäftsleitung erhalten einen Long-Term Incentive in der Form von Aktienzuteilungen nach Leistung (performance share awards) ("LTI") nach folgenden Grundsätzen:

1. Der Target LTI beträgt für den Chief Executive Officer maximal 450% der Grundvergütung und für die übrigen Mitglieder der Geschäftsleitung maximal 220% der Grundvergütung und wird im Zuteilungszeitpunkt in eine entsprechende Anzahl Aktien umgerechnet. Innerhalb dieser Werte werden die Target LTIs vom Vergütungsausschuss in seinem Ermessen festgelegt. Der LTI stellt eine variable Vergütung in demjenigen Jahr dar, in welchem er zugeteilt wurde und wird zum Marktwert im Zuteilungszeitpunkt bewertet, wie vom Vergütungsausschuss festgelegt.

2. Die Aktien unter dem LTI vesten nach drei Jahren~~.~~***; und, im Falle des Chief Executive Officer, unterliegen sämtliche gevesteten Aktien zusätzlich einer Haltedauer von zwei Jahren ab dem Vesting der betreffenden Aktien.*** Die Anzahl Aktien, die unter dem LTI vesten, ist abhängig von mehrjährigen Geschäftszielen und ist begrenzt auf 100% des Target LTI. Der Vergütungsausschuss genehmigt diese Ziele in seinem Ermessen (einschliesslich des anwendbaren Rahmens und der Gewichtung der Ziele).

3. Falls das Arbeitsverhältnis mit der Coca-Cola HBC Gruppe beendet wird, gelten folgende Regeln für nicht-gevestete LTI-Zuteilungen:

    (a) bei Verletzung, Arbeitsunfähigkeit oder Tod vesten sie sofort, abhängig von der (erwarteten) Zielerreichung;

    (b) bei einer qualifizierenden Pensionierung oder einem genehmigten Übertritt zu einer Gesellschaft innerhalb des Coca-Cola-Systems läuft das Vesting weiter;

    (c) falls der Arbeitgeber aus wichtigem Grund kündigt, verfallen sie;

    (d) in allen anderen Fällen verfallen sie.

4. Die Pläne können vorsehen, dass LTIs in bar bezahlt werden und können Bestimmungen enthalten für die Behandlung von Dividenden, Kapitalumstrukturierungen oder Kontrollwechsel (und insbesondere vorsehen, dass LTIs sofort vesten, oder dass der Vergütungsausschuss in seinem Ermessen angemessene Anpassungen vornimmt).

2 The members of the Operating Committee shall receive a long-term incentive in the form of performance share awards ("LTI") according to the following principles:

1. The target LTI shall not exceed 450% of the base salary for the Chief Executive Officer and 220% of the base salary for the other members of the Operating Committee in value and shall be translated into a corresponding number of shares at the date of grant. Target LTIs are determined by the Remuneration Committee in its discretion within these limits. The LTI constitutes a variable remuneration in the financial year in which they have been granted and shall be valued at its fair value at the date of grant as determined by the Remuneration Committee.

2. The shares under the LTI vest after 3 years~~.~~***; and, in addition for the Chief Executive Officer, any vested shares shall be subject to an additional holding period for two years following the vesting of such shares.*** The number of shares that vest under the LTI shall depend on multi-year business targets and not exceed 100% of the target LTI. The Remuneration Committee shall, in its discretion, approve these targets (including the applicable framework and the weighting of targets).

3. In case of a termination of the employment relationship with the Coca-Cola HBC group, the following shall apply to unvested LTI awards:

    (a) in case of injury, disability or death, they shall immediately vest, depending on the (expected) satisfaction of targets;

    (b) in case of a qualifying retirement or an authorized transfer to another company within the Coca-Cola system, they shall continue to vest;

    (c) in case of termination by the employer for cause (aus wichtigem Grund), they shall be forfeited;

    (d) in any other cases, they shall be forfeited.

4. The plan rules may provide that LTIs are paid in cash and may specify rules for the treatment of dividends, equity restructurings or change of control (and in particular provide that LTIs vest immediately, or that the Remuneration Committee has power to make equitable adjustments in its discretion).

3 Die Mitglieder der Geschäftsleitung sind berechtigt, sich am allgemeinen Mitarbeiter-Aktienbeteiligungsprogramm der Gesellschaft zu beteiligen, für das folgende Grundsätze gelten:

1. Jeder teilnahmeberechtigte Mitarbeiter und jede teilnahmeberechtigte Mitarbeiterin hat die Möglichkeit, jeden Monat bis zu 15% seines/ihres Lohnes in Aktien der Gesellschaft zu investieren.

2. Unter Vorbehalt der nachfolgenden Ziff. 3 leistet die Gesellschaft (oder jede ihrer Tochtergesellschaften) einen Matching-Beitrag von bis zu 3% der Vergütung des Mitarbeiters oder der Mitarbeiterin (Grundvergütung und Management Incentive), welcher zum Erwerb von Matching-Aktien der Gesellschaft verwendet wird. ***Die Matching-Beiträge werden verwendet, um die Aktien ein Jahr nach dem Matching zu erwerben.*** Die Matching-Aktien vesten ***~~350 Tage nach dem Erwerb~~sofort***. Bei der Beendigung des Arbeitsverhältnisses mit der Coca-Cola HBC Gruppe (mit Ausnahme eines Übertritts zu einer anderen Gesellschaft innerhalb des Coca-Cola Systems) verfallen sämtliche nicht gevesteten Aktien, ausser dass die Aktien sofort vesten bei Pensionierung, Tod, Verletzung oder Arbeitsunfähigkeit, Kündigung aus betrieblichen Gründen sowie weiteren vom Vergütungsausschuss näher geregelten oder festgelegten Situationen. Der Vergütungsausschuss kann weitere Fälle regeln, in denen nicht gevestete Aktien verfallen (namentlich in Fällen des ungetreuen Verhaltens).

3. Die in Griechenland wohnhaften teilnahmeberechtigten Mitarbeiterinnen und Mitarbeiter erhalten einen jährlichen Matching-Beitrag von bis zu 5% der Vergütung des Mitarbeiters oder der Mitarbeiterin (Grundvergütung und Management Incentive); die entsprechenden Aktien vesten sofort. Falls das Arbeitsverhältnis beendet wird, sind auf allfällige angewachsene, aber nicht ausbezahlte Matching-Beiträge die Regeln zum Vesting/Verfall gemäss der vorgehenden Ziffer 2 entsprechend anwendbar.

4. Matching-Beiträge stellen eine Vergütung zum Zeitpunkt, an welchem der entsprechende Beitrag auszubezahlen ist, und im Umfang der entsprechenden Auszahlung dar.

4 Der Vergütungsausschuss erlässt den Grundsätzen dieses Artikels entsprechende Incentive- und Beteiligungspläne. Er kann weitere Bestimmungen und Voraussetzungen für die variable Vergütung festlegen, einschliesslich, aber nicht abschliessend ***Verwirkung, Verfall,*** malus- und Rückgriffsbestimmungen (clawback).

3 The members of the Operating Committee may participate in the Company's common employee stock purchase plan which shall be established in accordance with the following principles:

1. Each eligible employee has the opportunity to invest up to 15% of his/her salary in the Company's shares each month.

2. Subject to no. 3 hereinafter, the Company (or any of its subsidiaries) will make a matching contribution of up to a maximum of 3% of the employee's remuneration (base salary and management incentive) which will be used to acquire matching Company's shares. The matching ***contributions are used to purchase*** shares ***~~shall vest 350 days~~one year*** after the ***~~purchase~~ matching. Matching shares are immediately vested***. In case of a termination of the employment relationship with the Coca-Cola HBC group (other than a transfer to another company within the Coca-Cola system), any unvested shares are forfeited, except that they shall vest immediately in case of retirement, death, injury or disablement, dismissal for redundancy, and other exceptions specified or determined by the Remuneration Committee. The Remuneration Committee may specify further cases in which unvested shares are forfeited (such as in case of dishonest behaviour).

3. Eligible employees resident in Greece shall receive an annual matching contribution of up to 5% of the employee's remuneration (base salary and management incentive); the matching shares shall vest immediately. In case of a termination of the employment relationship, the rules on vesting/forfeiture pursuant to no. 2 above shall apply *mutatis mutandis* to any accrued but not paid-out matching contributions.

4. Matching contributions constitute a remuneration at the date such contribution is to be paid and in the amount of such payment.

4 The Remuneration Committee shall enact incentive and equity participation plans according to the principles of this article. It may specify any further terms and conditions for variable compensation, including without limitation ***forfeiture, lapsing,*** malus and clawback mechanisms.

Explanation:
The Board of Directors is proposing amendments to the Articles of Association in order to provide that:

Management Incentive:
(a) In case the employment relationship of a member of the Operating Committee with the Coca-Cola HBC Group is terminated by the employer for cause, the employee shall forfeit any and all entitlements to a management incentive; and

(b) the CEO will receive half of the management incentive awarded as deferred shares which will vest three years after grant subject to continued service (with good/bad leaver rules applying).

Long-Term Incentive:
A two-year post-vesting holding period will apply to any shares received by the CEO under Coca-Cola HBC AG's Stock Option and Performance Share Plan.

The above will apply to awards made under the Management Incentive Plan and Coca-Cola HBC AG Stock Option and Performance Share Plan in 2019 onwards.

The amendments are proposed in order to align the Articles of Association with the proposed revisions to Coca-Cola HBC AG directors' remuneration policy proposed for approval by the shareholders separately under item 8 above, resulting in amendments to the Management Incentive Plan and Coca-Cola HBC AG's Stock Option and Performance Share Award Plan. The amendments are made in order to comply with article 12 para. 2 of the Swiss ordinance against excessive compensation in listed stock companies and article 698 para. 2 no. 1 of the Swiss Code of Obligations.

12. Approval of share buy-back

Motion:
The Board of Directors proposes to repurchase 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 7,500,000;

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 of the 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 carried out.

The authority to buy back shares will expire at the conclusion of the next annual general meeting in 2019 or 30 June 2019, 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 in regard to up to 7,500,000 ordinary shares, representing approximately 2% of its issued share capital (excluding treasury shares) as at 30 April 2018.

The Board of Directors' current intention is that the shares are repurchased in order to (i) avoid dilution from the issuance of shares out of Coca-Cola HBC AG's conditional capital due to Coca-Cola HBC AG's employee incentive schemes as well as to (ii) allocate shares for vested performance share awards granted by Coca-Cola HBC AG. This motion specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. The minimum price is set at the nominal value of the ordinary shares of Coca-Cola HBC AG. The authority to buy-back shares will expire at the conclusion of the next annual general meeting in 2019 or, if earlier, 30 June 2019. 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 the relevant requirements, and will decide at the time of purchase which option to pursue.

The total number of options to subscribe for shares outstanding at 30 April 2018, the latest practicable date before the publication of this Notice, was 8,298,425. This represents approximately 2.2% 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 pursuant to the authority in this agenda item 12, then the total number of options to subscribe for ordinary shares outstanding at 30 April 2018 would represent 2.3% per cent of the reduced issued share capital (excluding treasury shares).

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 7 June 2018 at 11:00 am CET (10:00 am UK BST) (voting record date) 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 before the voting record date on which registration requests will be processed is 6 June 2018.

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 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 access code 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 6 June 2018 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 4 June 2018 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 27 April 2018 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 27 April 2018 and 22 May 2018 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 22 May 2018 but before 7 June 2018 will be sent this Notice and the reply form upon request only. No requests for registration in the share register will be processed between 7 and 11 June 2018;

- If registered shareholders increase their shareholding registered in the share register with voting rights by 6 June 2018 (close of business), proxies and voting instructions will be amended automatically without any further notice and will extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, shareholders will receive a new admission card and voting materials upon registration at the information desk of the Annual General Meeting; and

- Registered shareholders entered in the share register as shareholders without voting rights will not receive voting materials enabling them to attend, vote, or appoint a proxy to vote.

Shareholders who dispose of their shares prior to 7 June 2018, 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 7 June 2018, 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 attend the Annual General Meeting, or to be represented by a 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 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 order admission cards or appoint a 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 4 June 2018, 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 6 June 2018. 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 6 June 2018 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 6 June 2018 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 8 May 2018 (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 8 June 2018, 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 6 June 2018, 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 27 April 2018 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 27 April 2018 and 22 May 2018 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 22 May 2018 but before 6 June 2018, 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 6 June 2018.

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 access code printed on the reply form. You may then appoint the independent proxy and give voting instructions electronically or order an admission card electronically by 6 June 2018, 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 4 June 2018 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 4 June 2018. In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 6 June 2018. 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 6 June 2018 (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 and voting materials upon registration at the information desk of the Annual General Meeting. DSS Holders who dispose of their shares in DSS by 7 June 2018 (close of business) are not entitled to vote at the Annual General Meeting. DSS Holders who dispose of their shares in DSS after 7 June 2018 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.).

In extraordinary cases (such as when a custodian is representing an extraordinary large number of CREST Members) Coca-Cola HBC AG may introduce adjustments to the submission of the reply forms to ensure an efficient handling by the Coca-Cola HBC AG.

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 and voting materials will be sent by mail starting 31 May 2018. 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. 20 of the Articles of Association, it is expected that voting at the Annual General Meeting will be conducted by written ballot.

Issued shares and total voting rights

As at 30 April 2018, Coca-Cola HBC AG's total issued share capital comprised 371,365,550 ordinary shares of CHF 6.70 of which 14,925 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 shares are held by its subsidiary, COCA-COLA HBC SERVICES MEPE, in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 30 April 2018 is 367,920,490.

Documents available for inspection

The following documents will be available for inspection from 8 May 2018, at Coca-Cola HBC AG's registered office, Turmstrasse 26, CH-6312 Steinhausen, Switzerland, and at the venue of the Annual General Meeting itself for at least 15 minutes prior to the Annual General Meeting until the end of the Annual General Meeting:

– a copy of the 2017 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);

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

– a copy of the Articles of Association, marked to show the changes to be adopted pursuant to agenda item 11.

Shareholders and CDI Attendants may request that a copy of the 2017 Integrated Annual Report is sent to them starting from 8 May 2018.

A copy of this Notice, the 2017 Integrated Annual Report and other relevant shareholder information, may also be accessed and downloaded from the website of Coca-Cola HBC AG at http://coca-colahellenic.com/en/investors/general-meeting.

Minutes

The minutes of the Annual General Meeting are expected to be available for inspection from 29 June 2018 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, 8 May 2018

By order of the Board of Directors

Anastassis G. David, Chairman

(This page has been left blank intentionally.)