

**Resolutions passed at the
Annual General Meeting of
Coca-Cola HBC AG**

**held on Tuesday, 21 May 2024; 11:00 am CET
Physical Shareholders' Meeting
at Turmstrasse 26, 6312 Steinhausen, Switzerland**

Begin of meeting: 11:00 am CET

End of meeting: 12:06 am CET

Presence

255,492,959	shares represented
68.46%	of the total issued share capital ⁽¹⁾
69.96%	of the outstanding voting rights, whether exercisable or not ⁽¹⁾

(1) On 21 May 2024, Coca-Cola HBC AG's total issued share capital of CHF 2,500,399,230.50 consisted of 373,193,915 ordinary shares, of which 4,572,199 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 ordinary shares are held by its subsidiary, COCA-COLA HBC SERVICES MEPE, in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 21 May 2024 is 365,191,581.

Agenda items

The following resolutions have been passed:

- 1 Receipt of the 2023 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2023**

The shareholders passed the resolution by

Votes for	254,394,906	(99.57%)
Votes against	82,585	(0.03%)

Abstentions cast	1,015,468	(0.40%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, (i) the integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2023 has thereby been received, and (ii) the annual management report and the stand-alone financial statements of the Company as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the financial year ended on 31 December 2023 have thereby been approved.

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

The shareholders passed the resolution by

Votes for	254,354,546	(99.55%)
Votes against	121,944	(0.05%)
Abstentions cast	1,016,469	(0.40%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, the non-financial report under Swiss statutory law for the financial year ended 31 December 2023 has thereby been approved.

3 Appropriation of available earnings and reserves / declaration of dividend

3.1 Appropriation of available earnings

The shareholders passed the resolution by

Votes for	255,490,156	(100%)
Votes against	375	(0.00%)

Abstentions cast	2,428	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The appropriation of available earnings as proposed by the Board of Directors and as set out in the Notice has been approved.

3.2 Declaration of dividend from reserves

Votes for	255,490,406	(100%)
Votes against	0	(0.00%)
Abstentions cast	2,553	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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

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

The shareholders passed the resolution by

Votes for	249,161,398	(97.93%)
Votes against	4,177,657	(1.64%)
Abstentions cast	1,102,218	(0.43%)
Total votes cast	254,441,773	(100.00%)
Votes not cast (or invalid)	500	

(Percentages are calculated based on total votes cast.)

The discharge to the members of the Board of Directors and the members of the Executive Leadership Team for the financial year beginning on 1 January 2023 and ending on 31 December 2023 has been approved.

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

5.1 Current members of the Board of Directors

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

The shareholders passed the resolution by

Votes for	241,125,991	(94.37%)
Votes against	13,326,389	(5.22%)
Abstentions cast	1,040,579	(0.41%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios G. David has thereby been re-elected as a member of the Board of Directors and as the Chairman of the Board of Directors, in each case, for a term of one year until the end of the next annual general meeting in 2025.

5.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	251,296,489	(98.36%)
Votes against	4,185,402	(1.64%)
Abstentions cast	10,568	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	500	

(Percentages are calculated based on total votes cast.)

Zoran Bogdanovic has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

5.1.3 **Re-election of Charlotte J. Boyle as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**

The shareholders passed the resolution by

Votes for	245,765,839	(96.20%)
Votes against	9,715,023	(3.80%)
Abstentions cast	10,897	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,200	

(Percentages are calculated based on total votes cast.)

Charlotte J. Boyle¹ has thereby been re-elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2025.

5.1.4 **Re-election of Henrique Braun as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	244,471,381	(95.69%)
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¹ Generally being known under the name Charlotte J. Boyle, her official name is Charlotte Jane Cooper-Evans.

Votes against	9,913,044	(3.88%)
Abstentions cast	1,107,334	(0.43%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,200	

(Percentages are calculated based on total votes cast.)

Henrique Braun has thereby been re-elected as a member of the Board of Directors, in each case, for a term of one year until the end of the next annual general meeting in 2025.

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

The shareholders passed the resolution by

Votes for	250,366,532	(98.00%)
Votes against	5,121,530	(2.00%)
Abstentions cast	4,897	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anna Diamantopoulou has thereby been re-elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2025.

5.1.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	252,095,742	(98.67%)
Votes against	3,365,068	(1.32%)
Abstentions cast	30,449	(0.01%)
Total votes cast	255,492,959	(100.00%)

Votes not cast (or invalid)	1,700
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(Percentages are calculated based on total votes cast.)

William W. (Bill) Douglas III has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

5.1.7 Re-election of Reto Francioni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)

The shareholders passed the resolution by

Votes for	240,927,490	(94.30%)
Votes against	13,898,369	(5.44%)
Abstentions cast	667,100	(0.26%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Reto Francioni has thereby been re-elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2025.

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

The shareholders passed the resolution by

Votes for	244,566,694	(95.72%)
Votes against	9,887,215	(3.87%)
Abstentions cast	1,039,050	(0.41%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios I. Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

5.1.9 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	244,445,385	(95.68%)
Votes against	9,818,728	(3.84%)
Abstentions cast	1,228,346	(0.48%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	500	

(Percentages are calculated based on total votes cast.)

Christodoulos (Christo) Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

5.1.10 Re-election of George Pavlos Leventis as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	248,099,074	(97.11%)
Votes against	6,291,351	(2.46%)
Abstentions cast	1,101,334	(0.43%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,200	

(Percentages are calculated based on total votes cast.)

George Pavlos Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

5.1.11 Re-election of Evguenia Stoitchkova as member of the Board of Directors

The shareholders passed the resolution by

Votes for	248,266,867	(97.17%)
Votes against	6,179,513	(2.42%)
Abstentions cast	1,046,579	(0.41%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Evguenia Stoitchkova has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

5.2 New members of the Board of Directors

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

The shareholders passed the resolution by

Votes for	251,475,523	(98.42%)
Votes against	3,821,968	(1.50%)
Abstentions cast	195,393	(0.08%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	75	

(Percentages are calculated based on total votes cast.)

Zulikat Wuraola Abiola has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

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

The shareholders passed the resolution by

Votes for	251,770,498	(98.55%)
Votes against	3,716,989	(1.45%)
Abstentions cast	4,897	(0.00%)

Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	575	

(Percentages are calculated based on total votes cast.)

Glykeria Tsernou has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2025.

6 Election of the independent proxy

The shareholders passed the resolution by

Votes for	254,087,057	(99.45%)
Votes against	1,401,130	(0.55%)
Abstentions cast	4,772	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Zurich, Switzerland, has thereby been re-elected as independent proxy for a term of one year until the end of the next annual general meeting in 2025.

7 Election of the auditors

7.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	237,891,947	(93.11%)
Votes against	17,597,384	(6.89%)
Abstentions cast	3,628	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

PricewaterhouseCoopers AG, Zurich, Switzerland, has thereby been re-elected as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2024.

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

The shareholders passed the resolution by

Votes for	247,888,726	(97.03%)
Votes against	7,597,104	(2.97%)
Abstentions cast	6,128	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,001	

(Percentages are calculated based on total votes cast.)

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

8 Advisory vote on the UK Remuneration Report

The shareholders passed the resolution by

Votes for	248,551,498	(97.28%)
Votes against	5,896,635	(2.31%)
Abstentions cast	1,043,825	(0.41%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,001	

(Percentages are calculated based on total votes cast.)

The UK remuneration report, being the remuneration report of the Board of Directors, excluding the section containing the remuneration policy of Coca-Cola HBC AG for the purposes of this resolution, has been approved by way of an advisory vote.

9 Advisory vote on the Remuneration Policy

The shareholders passed the resolution by

Votes for	243,042,676	(95.12%)
Votes against	12,150,434	(4.76%)
Abstentions cast	298,649	(0.12%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,200	

(Percentages are calculated based on total votes cast.)

The remuneration policy of Coca-Cola HBC AG, in the form set out at pages 166 to 174 of the 2023 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 21 May 2024, has been approved by way of an advisory vote.

10 Advisory vote on the Swiss Remuneration Report

The shareholders passed the resolution by

Votes for	238,378,236	(93.30%)
Votes against	17,105,579	(6.70%)
Abstentions cast	8,143	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,001	

(Percentages are calculated based on total votes cast.)

The Swiss Remuneration Report, being the remuneration report required by Swiss law has been approved by way of an advisory vote.

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

11.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next Annual General Meeting

The shareholders passed the resolution by

Votes for	243,668,527	(95.37%)
Votes against	11,818,181	(4.63%)
Total votes cast	255,492,959	(100.00%)
Abstentions cast	6,176	
Votes not cast (or invalid)	75	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2024 Annual General Meeting until the next annual general meeting in 2025 in the amount of EUR 1.5 million has thereby been approved by a relative majority.

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

The shareholders passed the resolution by

Votes for	242,131,442	(94.78%)
Votes against	13,339,926	(5.22%)
Total votes cast	255,492,959	(100.00%)
Abstentions cast	21,516	
Votes not cast (or invalid)	75	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The maximum aggregate amount of compensation for the members of the Executive Leadership Team (which

includes the Chief Executive Officer) for the next financial year starting on 1 January 2025 and ending on 31 December 2025 in the amount of EUR 43,660,000 has thereby been approved by a relative majority.

12 Approval of share buy-back

The shareholders passed the resolution by

Votes for	255,468,661	(99.99%)
Votes against	5,672	(0.00%)
Abstentions cast	17,426	(0.01%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,200	

(Percentages are calculated based on total votes cast.)

The repurchase of up to 15,000,000 ordinary shares of CHF 6.70 each in the capital of Coca-Cola HBC AG on such terms and in such manner as the Board of Directors shall from time to time determine, provided that

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 15,000,000;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is CHF 6.70;
- c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of (i) 5% over the average middle market price of the ordinary shares (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which Coca-Cola HBC AG agrees to buy the shares concerned; and (ii) an amount equal to the higher of the last independent trade of an ordinary share and the highest current independent bid on the trading venues where the purchase is being carried out;

has thereby been approved.

13 Approval of the amendments to the Articles of Association

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

The shareholders passed the resolution by

Votes for	255,310,597	(99.93%)
Votes against	173,985	(0.07%)
Abstentions cast	6,176	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	2,201	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required qualified majority of at least two-thirds of the represented share votes and the absolute majority of the nominal value of the represented shares has been reached. The proposal to amend articles 6, 11, 14, 15, 20, 25, 34, 36 and 37 of the Articles of Association has thereby been approved.

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

The shareholders passed the resolution by

Votes for	255,479,436	(100%)
Votes against	5,372	(0.00%)
Abstentions cast	7,075	(0.00%)
Total votes cast	255,492,959	(100.00%)
Votes not cast (or invalid)	1,076	

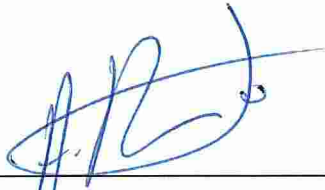
(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required qualified majority of at least two-thirds of the represented share votes and the absolute majority of the nominal value of the represented shares has been reached. The proposal to amend articles 4, 10, 13, 16, 18, 19, 43 and 45 of the Articles of Association has thereby been approved.

The full minutes of the Annual General Meeting will be available from 31 May 2024 on the website of Coca-Cola HBC AG.

[Signatures on the following page]

Steinhausen, 21 May 2024



Anastassis G. David
Chairman of the Board



Jan Gustavsson
Company Secretary