

FOR IMMEDIATE RELEASE

Coca-Cola HBC AG

Announcement of extraordinary general meeting to be held on 19 January 2026, proposed adoption of new Articles

Zug, Switzerland - 17 December 2025 - The Board of Directors of Coca-Cola HBC AG ("**Coca-Cola HBC**") has resolved to convene its Extraordinary General Meeting ("**EGM**") in connection with its acquisition of Coca-Cola Beverages Africa to be held on Monday, 19 January 2026 at 09.30 a.m. CET, at Turmstrasse 26, 6312 Steinhausen, Switzerland.

Background

As announced on 21 October 2025, Coca-Cola HBC AG (the "**Company**") agreed to acquire 75% of the equity interest of Coca-Cola Beverages Africa Pty ("**CCBA**") by entering into a sale and purchase agreement dated 21 October 2025 between the Company, Coca-Cola HBC Holdings BV ("**CCHBV**"), European Refreshments Unlimited Company ("**TCCC-1**") and Coca-Cola Holdings Africa Ltd ("**CCHA**", together with TCCC-1, the "**TCCC Sellers**"), Gutsche Family Investments Pty ("**GFI**"), CCBA and The Coca-Cola Company (as guarantor) (the "**Sale and Purchase Agreement**"). Pursuant to the Sale and Purchase Agreement, the Company and CCHBV have agreed to acquire: (i) a 41.52% equity interest in CCBA from TCCC Sellers for US 1.3 billion in cash (the "**TCCC Acquisition**"); and (ii) a 33.48% equity interest in CCBA from GFI (representing GFI's entire interest in CCBA) for approximately US 308 million in cash and 21,027,676 Company registered shares (the "**Purchase Consideration Shares**"; such acquisition the "**GFI Acquisition**"; and the GFI Acquisition together with the TCCC Acquisition, the "**Acquisition**"). At the time of entering into the Sale and Purchase Agreement, the equity value for 100% of CCBA was valued at US 3.4 billion.

In addition: (i) TCCC-1 has agreed to grant CCHBV a call option with a five-year call period, exercisable between three and five years following completion of the Sale and Purchase Agreement ("**Completion**"), under which CCHBV will be able to purchase up to the remaining 25% equity interest in CCBA which will still be owned by TCCC-1 following Completion (the "**Call Option**"); and (ii) CCHBV has agreed to grant TCCC-1 a put option enabling TCCC-1 to sell its remaining equity interest in CCBA to CCHBV between three and a half and six years following Completion (the "**Put Option**", together with the Call Option, the "**CCBA Option**"; and the agreement underlying the CCBA Option, the Option Agreement (as defined in the proposed amendments to the Articles); the Acquisition and the CCBA Option together the "**Transaction**").

Finally, in connection with the Acquisition, the Company agreed the terms of a shareholders' agreement with Coca-Cola HBC Grouping Inc. (the "**TCCC Shareholder**"), a wholly-owned subsidiary of The Coca-Cola Company, and Kar-Tess Holding to be entered into at Completion to regulate certain aspects of the Company's governance post-Completion (the "**Coca-Cola HBC Shareholder Agreement**").

Matters requiring shareholder approval

As announced on 21 October 2025, certain matters in the context of the Transaction must be approved by the shareholders of the Company as set out below.

To give effect to the Acquisition, the Company must be able to issue new Company registered shares and also seeks the flexibility to use a certain number of Company registered shares held in treasury. The Company also seeks the flexibility to issue new Company registered shares and/or use a certain number of Company registered shares held in treasury in connection with the CCBA Option. Furthermore, certain amendments need to be made to the Company's articles of association (the "**Articles**") to give effect to the Coca-Cola HBC Shareholder Agreement.

Agenda of the EGM

In summary, the EGM will have the following agenda and will include the following proposals by the Board of Directors:

1. Introduction of a capital band provision in a new art. 6a in the Articles to enable the completion of the Sale and Purchase Agreement and in connection with the Option Agreement;
2. Introduction of a new art. 10a in the Articles to permit the use and transfer of a certain number of the Company's registered shares held in treasury by excluding existing pre-emptive rights of shareholders in connection with the Sale and Purchase Agreement and the Option Agreement; and
3. Amendment of art. 28 para. 2 of the Articles and the introduction of new art. 28 para. 2bis, art. 28 para. 2ter and art. 29bis in the Articles for the purpose of effecting certain governance related changes in line with the Coca-Cola HBC Shareholder Agreement with effect upon completion of the Sale and Purchase Agreement.

The formal notice of the EGM, including a full description of the items of the agenda and the proposals of the Board of Directors, has been published today in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). A circular incorporating the formal notice of the EGM and the reply forms for the EGM will be sent to all registered shareholders. The circular has also been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, as well as on Coca-Cola HBC's website at <https://www.coca-colahellenic.com/en/investor-relations/shareholder-centre/agm-egm>.

Irrevocable undertakings

As announced on 21 October 2025, Kar-Tess Holding and the TCCC Shareholder have irrevocably undertaken to vote in favour of the shareholder resolutions at the EGM, in respect of, in aggregate, 163,607,750 ordinary shares, representing approximately 45.0% of Coca-Cola HBC's total voting rights as at the date of this announcement.

Timetable

The following indicative timetable is based on Coca-Cola HBC's current expectations for the EGM. If any of the below times and/or dates change, the revised time(s) and/or date(s) will be notified, when known, to shareholders by Coca-Cola HBC issuing an announcement through a Regulatory Information Service of the London Stock Exchange:

Publication and posting of circular and formal notice of EGM	17 December 2025
Record date at which shareholders must be registered on Coca-Cola HBC's register to be eligible to vote ⁽¹⁾	9:30 a.m. CET (8:30 a.m. GMT) on 13 January 2026
Latest time and date of receipt of reply forms for the EGM electronically and in printed form ⁽²⁾	Electronically: 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026 Printed: 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026
EGM	9:30 a.m. CET (8:30 a.m. GMT) on 19 January 2026
Announcement of results of the EGM	19 January 2026

Notes:

- (1) Coca-Cola HBC has specified that only those shareholders registered on the Register at 9:30 a.m. CET (8:30 a.m. GMT) on 13 January 2026 shall be entitled to attend and vote at the EGM in respect of the number of Shares registered in their name at that time. The last business day on which registration requests will be processed is 12 January 2026. See the section headed "*Organisational matters and Participation in the Extraordinary General Meeting*" in the notice of EGM set out in the appendix to the circular for further information. Changes to the register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the EGM.
- (2) Registered shareholders (including DSS holders and CDI attendants) are requested to return the reply forms for the EGM by one of the following methods: (i) electronically via the online proxy voting platform at <https://www.sisvote.ch/cchbc> by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026; or (iii) in hard copy form by post, by courier or by hand to Coca-Cola HBC AG, c/o sharecomm ag, Postfach, CH-6010 Kriens 2, Switzerland so as to be received by the registrar as soon as possible and, in any event, by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026. Please note that, in addition to returning the reply form, to be eligible to attend and vote at the EGM (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 09:30 a.m. CET (08:30 a.m. GMT) on 14 January 2026.

Zug, 17 December 2025

Coca-Cola HBC AG

The Board of Directors

Enquiries

Coca-Cola HBC Group

Investors and Analysts:

Jemima Benstead
Head of Investor Relations

Tel: +44 7740 535130
jemima.benstead@cchellenic.com

Elias Davvetas
Investor Relations Manager

Tel: +30 694 7568826
elias.davvetas@cchellenic.com

Matilde Durazzano

Tel: +44 7851 105884

Investor Relations Manager

matilde.durazzano@cchellenic.com

Elizabeth King
Investor Relations Manager

Tel: +44 7864 686582
elizabeth.king@cchellenic.com

Individual Shareholders:

Maria Livaniou
Shareowner Services Manager

Tel: +30 697 444 3270
maria.livaniou@cchellenic.com

Media:

Claire Evans
Head of Corporate
Communications

Tel: +44 7896 054972
claire.evans@cchellenic.com

About Coca-Cola HBC

Coca-Cola HBC is a growth-focused consumer packaged goods business and strategic bottling partner of The Coca-Cola Company. We open up moments that refresh us all, by creating value for our stakeholders and supporting the socio-economic development of the communities in which we operate. With a vision to be the leading 24/7 beverage partner, we offer drinks for all occasions around the clock and work together with our customers to serve 750 million consumers across a broad geographic footprint of 29 countries. Our portfolio is one of the strongest, broadest and most flexible in the beverage industry, with consumer-leading beverage brands in the sparkling, adult sparkling, juice, water, sport, energy, ready-to-drink tea, coffee, and premium spirits categories. These include Coca-Cola, Coca-Cola Zero Sugar, Fanta, Sprite, Schweppes, Kinley, Costa Coffee, Caffè Vergnano, Valsér, FuzeTea, Powerade, Cappy, Monster Energy, Finlandia Vodka, The Macallan, Jack Daniel's and Grey Goose. We foster an open and inclusive work environment amongst our 33,000 employees and believe that building a more positive environmental impact is integral to our future growth. We rank among the top sustainability performers in ESG benchmarks such as the Dow Jones Best-in-Class Indices, CDP, MSCI ESG, FTSE4Good and ISS ESG.

Coca-Cola HBC is listed on the London Stock Exchange (LSE: CCH) and on the Athens Exchange (ATHEX: EEE). For more information, please visit <https://www.coca-colahellenic.com/>

Important notices

The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

This announcement has been prepared in accordance with the EU Market Abuse Regulation, the UK Market Abuse Regulation, the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA. Information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

This announcement contains forward-looking statements that involve risks and uncertainties. These statements may generally, but not always, be identified by the use of words such as 'believe', 'outlook', 'guidance', 'intend', 'expect', 'anticipate', 'plan', 'target' and similar expressions to identify forward-looking statements. All statements other than statements of historical facts, including, among others, statements regarding completion of the Acquisition, the financial effects of the Acquisition, business strategy for Coca-Cola HBC and for CCBA (post-Completion), future dealings with The Coca-Cola Company, budgets, projected levels of consumption and production, projected raw material and other costs, estimates of capital expenditure, free cash flow, effective tax rates and plans and objectives of management for future operations, are forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they reflect current expectations and assumptions as to future events and circumstances that may not prove accurate. Coca-Cola HBC's actual results and events could differ materially from those anticipated in the forward-looking statements for many reasons, including the risks described in this announcement.

Although Coca-Cola HBC believes that, as of the date of this announcement, the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that future results, level of activity, performance or achievements of Coca-Cola HBC or CCBA will meet these expectations. Moreover, neither Coca-Cola HBC, nor its directors, employees, advisors nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. Save as required by law or regulation or the rules of the UK Financial Conduct Authority to update these forward-looking statements, Coca-Cola HBC will not necessarily update any of these forward-looking statements to conform them either to actual results or to changes in expectations. No statement in this announcement is intended to be a profit forecast.

No person has been authorised to give any information or make any representations with respect to the Acquisition other than the information contained in this announcement and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of Coca-Cola HBC, its directors, or any other person involved in the Acquisition. Neither Coca-Cola HBC, its directors nor any such person takes any responsibility or liability for, and can provide no assurance as to the reliability of, any other information that may be given.

The contents of this announcement are not to be construed as legal, business or tax advice and neither Coca-Cola HBC nor any other person undertakes any obligation with respect to the recipient thereof. Any person should consult its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice respectively.

Neither the content of Coca-Cola HBC's website (or any other website) nor the content of any website accessible from hyperlinks on Coca-Cola HBC's website (or any other website) is incorporated into, or forms part of, this announcement.

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