

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 Extraordinary 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, 16 September 2024

1:30 pm CEST

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

Opening of doors to meeting room: 1:00 pm CEST

Beginning of meeting: 1:30 pm CEST

Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 23 August 2024

Extraordinary General Meeting of Coca-Cola HBC AG to be held on 16 September 2024

Dear shareholders,

We are writing to you in connection with Coca-Cola HBC AG's extraordinary general meeting (the "Extraordinary General Meeting"), which will be held on Monday, 16 September 2024 at 1:30 pm CEST at Turmstrasse 26, 6312 Steinhausen, Switzerland. The formal notice convening the Extraordinary General Meeting is set out at the end of this letter, beginning on page 3 (the "Notice").

1. Proposals of the Board of Directors

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

1. To elect a new member of the Board of Directors and to elect a member of the Remuneration Committee.

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 the proposal to be considered at the Extraordinary General Meeting.

Your attention is also drawn to the recommendation of the Board of Directors set out on page 3 of the Notice.

A reply form in relation to the Extraordinary 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 9 September 2024. Alternatively, you may make use of an online proxy voting platform by 12:00 noon CEST (11:00 am UK BST) on 10 September 2024 at the latest by using the URL and your username and password printed on your reply form. The section headed "Organisational matters and Participation in the Extraordinary General Meeting" beginning on page 4 of the Notice also sets the procedures for your voting. You should read this information carefully before completing the reply form.

The Extraordinary 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 Extraordinary GENERAL MEETING

Notice is hereby given that the extraordinary general meeting ("Extraordinary General Meeting") of Coca-Cola HBC AG will be held on Monday, 16 September 2024 at 1:30 pm CEST. In accordance with Art. 13 para. 2 and 3 of Coca-Cola HBC AG's articles of association ("Articles of Association") the Extraordinary General Meeting will be held at Turmstrasse 26, 6312 Steinhausen, Switzerland. The Extraordinary General Meeting will be conducted in English.

Agenda

The meeting will consider the following agenda items:

1. Election of the Board of Directors and the Remuneration Committee
 - 1.1 Election of Elizabeth Bastoni as a new member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)

Proposals of the Board of Directors

1. Election of the Board of Directors and the Remuneration Committee
 - 1.1 Election of Elizabeth Bastoni as a new member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)

Motion:

The Board of Directors proposes that shareholders elect Elizabeth Bastoni as a new member of the Board of Directors and as a member of the Remuneration Committee for a term until the end of the next annual general meeting in 2025.

Explanation:

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

Elizabeth Bastoni is an experienced executive and independent director with expertise in governance, executive compensation, strategy development and execution, and people development and succession planning. Elizabeth has held C-suite roles in HR and communications at Cascade Asset Management Co (formerly BMGI), Carlson, The Coca-Cola Company (2005 to 2011) and Thales. Elizabeth began her career with KPMG in Europe in the International Tax practice. Elizabeth is an experienced non-executive director, with skills and experience gained from over 12 years as a director with global companies. Elizabeth obtained a BA in accounting from Providence College in the USA.

External appointments: Elizabeth is currently the Chair of the Board of Qorium (Maastricht), an Independent Director and Audit Committee member with Jerónimo Martins (Lisbon), the Lead Independent Director, Audit Committee Member and Chair of the Nomination and Compensation Committee with Euroapi, and an Independent Director with CNH Industrial (Milan and NY), where she Chairs the Human Capital & Compensation Committee and is a member of the ESG Committee.

Nationality: American

Recommendation of the Board of Directors

The Board of Directors considers that the proposal to be considered at the Extraordinary General Meeting is 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 the proposed resolution, as the Directors who hold shares in Coca-Cola HBC AG intend to do in respect of their own beneficial holdings.

Organisational matters and Participation in the Extraordinary General Meeting

(a) Registered Shareholders

Shareholders registered in the share register with voting rights on 6 September 2024 at 11:00 am CEST (10:00 am UK BST) will be entitled to vote at the Extraordinary 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 encouraged to duly apply for registration as soon as possible. The last business day on which registration requests will be processed is 6 September 2024.

Registered shareholders will receive a reply form together with this Notice, which includes the web address (URL) and your username and password for the online proxy voting platform that shareholders may use in connection with the Extraordinary General Meeting. Shareholders who are entered in the share register as shareholders with voting rights after 30 August 2024 but before 6 September 2024 will be sent this Notice and the reply form upon request only.

If you are a registered shareholder and **elect to give voting instructions or to order an admission card electronically** via the online proxy voting platform; please register online by using the URL and your username and password printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically or order an admission card electronically by 12:00 noon CEST (11:00 am UK BST) on 10 September 2024 at the latest.

If you are a registered shareholder and elect to return the printed reply form, please return it as soon as possible and by 9 September 2024 at the latest to Coca-Cola HBC AG, c/o sharecomm ag, Europa-Strasse 29, CH-8152 Glattbrugg, Switzerland. Please note the section "Signing of reply forms" below. Preparation for the Extraordinary General Meeting will be facilitated by the prompt return of your reply form.

If registered shareholders increase their shareholding registered in the share register with voting rights by 6 September 2024 (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 upon registration at the information desk of the Extraordinary General Meeting.

Shareholders who dispose of their shares prior to 6 September 2024, 11:00 am CEST (10:00 am UK BST) are not entitled to vote at the Extraordinary General Meeting. Previously issued admission cards, as well as proxies will become invalid automatically. Shareholders who dispose of their shares after 6 September 2024, 11:00 am CEST (10:00 am UK BST), remain entitled to vote at the Extraordinary General Meeting.

(b) CDI Attendants

In connection with the admission of Coca-Cola HBC AG's shares to the Equity Shares (Commercial Companies) category 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 depository interests ("CDIs"). CDIs are independent uncertificated securities constituted under English law, allowing the electronic settlement of trades in Coca-Cola HBC AG's shares via the CREST system operated by Euroclear UK & Ireland Limited. Each CDI represents one Coca-Cola HBC AG ordinary share.

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

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

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

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

Preparation for the Extraordinary 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 9 September 2024, or a date required by the nominee, to the nominee from whom they received it. Processing of reply forms including beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 9 September 2024. Please note the section "Signing of reply forms" below.

Instead of returning the reply form by mail, CREST members may also return it via the online proxy voting platform. In such case, please register online by using the URL and your username and password printed on the reply form. You may then scan and upload the printed and signed reply form. Please submit the reply form **electronically** as soon as possible and by 11:00 am UK BST (12:00 noon CEST) on 10 September 2024 at the latest. Note that this electronic platform is only available for use by CREST members and not for beneficial owners of CDIs who hold their CDIs through a nominee.

Please note that, **in addition to returning the reply card**, to be eligible to attend and vote at the Extraordinary 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 CEST) on 5 September 2024 at the latest in accordance with the instructions set out in the corporate action bulletin to be published by Euroclear UK & Ireland Limited on or around 23 August 2024 (available on the Euroclear UK & Ireland section of its website at: www.euroclear.com). Beneficial ownership of the CDIs will be unchanged by reason of the transfer to escrow. Such CDIs will be held by CREST Depository Limited under the control of and to the order of Coca-Cola HBC AG (and, therefore, will not be available for any other settlement within the CREST system) until they are released from escrow, which will take place automatically before the commencement of dealings on the London Stock Exchange on 13 September 2024, 8:00 am UK BST (9:00 am CEST) (to the extent practicable).

It is the sole responsibility of each CREST member and the beneficial owners for whom it acts as a nominee to ensure that the CDIs transferred into escrow are at least equal to the total number of CDIs for which voting rights are asserted by such CREST member and the beneficial owners for whom it acts as a nominee. If a beneficial owner gives voting instructions or returns a reply form to a CREST member, Coca-Cola HBC AG recommends that such CREST member immediately transfers the required balance of CDIs into escrow to avoid any shortage of CDIs in escrow. **If a CREST member fails to duly transfer a sufficient number of CDIs into escrow, all (and not only the exceeding) voting rights, reply forms and voting instructions relating to its CDIs will be disregarded**, unless: (i) such CREST member has informed Coca-Cola HBC AG, c/o sharecomm ag, Europa-Strasse 29, CH-8152 Glattbrugg, Switzerland, in writing by registered mail and by 5 September 2024, 11:00 am UK BST (12:00 noon CEST) (time of receipt) which voting rights, reply forms and voting instructions relating to its CDIs and exceeding the balance of CDIs in escrow are to be disregarded and which are not; or (ii) if Coca-Cola HBC AG, in its sole discretion, determines that it can otherwise establish which voting rights, reply forms and/or voting instructions relating to such CDIs should be disregarded and which should not.

CREST members who will be entered in the CDI register after 30 August 2024 but before 6 September 2024, 11:00 am UK BST (12:00 noon CEST), will be sent this Notice and the reply form upon request only.

(c) DSS Holders

In connection with its secondary listing on the Athens Exchange, Coca-Cola HBC AG shares may be held in book-entry form in the Greek dematerialised securities system ("DSS") in DSS accounts. Based on reporting of DSS account information, Coca-Cola HBC AG registers in its share register all holders of Coca-Cola HBC AG shares in DSS accounts ("DSS Holders") as shareholders without voting rights from time to time. As registered shareholders, DSS Holders will generally be subject to the same rules as other registered shareholders, as set out in section (a) above, except as mentioned below. In particular, they will receive the same

information as other registered shareholders (including the web address (URL) and a username and password for the online proxy voting platform) except that their reply form is designed so as to facilitate their registration in the share register with voting rights in order to vote at the Extraordinary 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 September 2024.

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

If you are a DSS holder and **elect to register with voting rights, give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your username and password printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically or order an admission card electronically by 10 September 2024, 11:00 am UK BST (12:00 noon CEST), 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 encouraged to return your reply form as soon as possible and in any event by 9 September 2024 at the latest to Coca-Cola HBC AG, c/o sharecomm ag, Europa-Strasse 29, CH-8152 Glattbrugg, Switzerland. Processing of reply forms including registration requests and beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 9 September 2024.

In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 6 September 2024. Also, please note the section "Signing of reply forms" below.

If DSS Holders who declare to be the beneficial owner of their shares increase their shareholding recorded in DSS by 6 September 2024 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, DSS Holders will receive a new admission card upon registration at the information desk of the Extraordinary General Meeting. DSS Holders who dispose of their shares in DSS by 6 September 2024 (close of business) are not entitled to vote at the Extraordinary General Meeting. DSS Holders who dispose of their shares in DSS after 6 September 2024 remain entitled to vote at the Extraordinary 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, depository 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 Extraordinary General Meeting – "DSS Holders".)

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

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

Physical Attendance

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

In relation to registered shareholders, admission cards will be sent by mail starting 23 August 2024. Otherwise, shareholders may pick up the admission card at the information desk at the Extraordinary General Meeting upon photo identification.

In relation to CDI Attendants, admission cards will be available for pick-up at the information desk of the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting will be conducted by written ballot.

Submission of Proposals

Shareholders who wish to propose a motion in respect of the items on the agenda and the proposals of the Board of Directors (being only those set out in this Notice) may do so by sending a written notice to Coca-Cola HBC AG on or before 12 September 2024 the latest.

Issued shares and total voting rights

As at 13 August 2024 Coca-Cola HBC AG's total issued share capital comprised 373,239,562 ordinary shares of CHF 6.70, of which 6,133,356 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 13 August 2024 is 363,676,071.

Minutes

The minutes, the resolutions and election results with details of the exact percentage of votes for and against each resolution of the Extraordinary General Meeting are expected to be available electronically from 26 September 2024 on the website of Coca-Cola HBC AG.

General enquiries

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

Zug, 23 August 2024

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