



NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Coca-Cola European Partners plc, please hand this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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Coca-Cola European Partners plc

LETTER FROM THE CHAIRMAN

19 May 2017

Dear Shareholder

Annual General Meeting of Coca-Cola European Partners plc (the Company)

I am delighted to enclose the Notice of Meeting for the Company's first Annual General Meeting ("AGM"). The AGM is to be held at 30 Portman Square, London W1H 7BH on 22 June 2017 at 2.00pm.

The Notice sets out the resolutions to be proposed, together with the explanatory and guidance notes for Shareholders who wish to vote electronically or by post. Proxy appointment forms are also enclosed. If you have requested a printed copy of the Company's Annual Report and Accounts for the year ended 31 December 2016 (the "2016 Annual Report"), it has been included in this pack.

If you asked to receive the 2016 Annual Report electronically, please accept this letter as notification that the Company's 2016 Annual Report has now been published on our website: www.ccep.com.

Election of Directors

José Ignacio Comenge Sánchez-Real, J. Alexander M. Douglas, Jr., Francisco Ruiz de la Torre Esporrín, Irial Finan, Damian Gammell, Alfonso Libano Daurella and Mario Rotllant Solá are standing for election at the AGM. Their biographical details are provided in the explanatory notes to the relevant resolutions proposing their election and in the 2016 Annual Report.

Rule 9 waiver granted by the Panel in favour of Olive Partners S.A.

Olive held 166,128,987 Ordinary Shares (representing approximately 34.3 per cent. of the total voting rights in the Company) as at 5 May 2017, the latest practicable date before the date of this document. If Olive's interests in Ordinary Shares increase beyond its current level, Olive would be required under Rule 9 of the Takeover Code to make a general offer for the issued share capital of the Company not held by it.

The Company has applied to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Buyback Authority proposed under Resolution 17 to be exercised by the Board (if such authority is approved by Shareholders) without triggering an obligation on the part of Olive to make a general offer to shareholders. The Panel has agreed, subject to the Independent Shareholders' approval on a poll, to waive the requirement for Olive and any person acting in concert with Olive to make a general offer to all Shareholders where such an obligation would arise as a result of purchases by the Company of up to 48,385,633 Ordinary Shares pursuant to the Buyback Authority. Under the proposed Resolution 15 we are asking the Independent Shareholders for such approval. An explanation of the reasons for such a request and the background to the obligation arising from Rule 9 of the Code are set out in the explanatory notes to Resolution 15 and in Part IV of this document.

Business of the AGM

Other than Resolution 15, and the last paragraph of Resolution 14 which is proposed this year to fulfil a technical requirement, the proposed Resolutions are standard resolutions that are expected to be dealt with at a UK listed company's AGM. If you are unable to attend the meeting but have any

questions on the business to be discussed, we would like to hear from you ahead of the meeting. Please send your questions to me, care of the Company Secretary at Coca-Cola European Partners plc, Pemberton House, Bakers Road, Uxbridge UB8 1EZ United Kingdom.

Voting

Your vote is important to us. You can vote by:

- submitting your proxy instruction / vote online;
- completing, signing and returning the enclosed form of proxy; or
- attending and voting in person at the AGM.

All resolutions will be put to a vote by poll. It is the view of the Directors that this will result in a fairer and more accurate indication of the views of the Shareholders as a whole. On a poll, each Shareholder has one vote for every share held.

The final results of voting will be announced shortly after the meeting and published on the Company's website (www.ccep.com). These results will incorporate both the votes cast by non-attending Shareholders prior to the meeting, and the votes cast by Shareholders attending the meeting.

Recommendation

Your Directors consider that each Resolution to be proposed at the AGM is in the best interests of the Company and Shareholders as a whole, save that I and my fellow Directors José Ignacio Comenge Sánchez-Real, Francisco Ruiz de la Torre Esporrín, Alfonso Libano Daurella and Mario Rotllant Solá, being nominated to the Board by the Company's shareholder Olive Partners S.A. (the "Olive Nominated Directors"), make no recommendation with regard to Resolution 15 as, in accordance with the provisions of the Takeover Code, it is the percentage increase in Olive Partners S.A.'s interest in Ordinary Shares that is the subject of the waiver under Resolution 15. Accordingly, the Directors, with the exceptions just described, recommend Shareholders to vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings, save that Olive and the Olive Nominated Directors will not vote in respect of their shareholdings on Resolution 15, in which they are considered to be interested.

The Directors, other than the Olive Nominated Directors, (the "Non-Olive Directors") who have been so advised by Credit Suisse, consider Resolution 15 to be in the best interests of the Independent Shareholders. In providing their advice to the Non-Olive Directors, Credit Suisse have taken account of the Non-Olive Directors' commercial assessments. The Non-Olive Directors also consider Resolution 15 to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Non-Olive Directors unanimously recommend that the Independent Shareholders vote in favour of Resolution 15, as they intend to do in respect of their own shareholdings.

Yours faithfully,



Sol Daurella
Chairman

Part I

NOTICE OF MEETING

Notice is hereby given that the AGM of the Company will be held at 30 Portman Square, London W1H 7BH on Thursday 22 June 2017 at 2.00pm. You will be asked to consider and if thought fit to pass the resolutions below.

Resolutions 1 to 14 will be proposed as ordinary resolutions, which require more than half of votes to be cast in favour to pass. Resolution 15 will be proposed as an ordinary resolution where only votes cast by Independent Shareholders will be counted. This means that, for Resolution 15 to be passed, more than half of those votes cast by Independent Shareholders on the poll must be in favour of the resolution. Olive has confirmed to the Company that it, and any person acting in concert with it, will abstain from voting on Resolution 15. For more information, see the Explanatory Notes to Resolution 15 on pages 14 to 15 of this document. Resolutions 16 to 18 will be proposed as special resolutions, which require at least three quarters of votes to be cast in favour to pass. All Resolutions will be voted on by poll.

ORDINARY RESOLUTIONS

Resolution 1 - **Receipt of the Report and Accounts**

THAT the audited accounts of the Company for the financial year ended 31 December 2016 together with the reports of the Directors and of the Auditor be hereby received.

Resolution 2 - **Approval of the Directors' Remuneration Report**

THAT the Directors' Remuneration Report for the financial year ended 31 December 2016, other than the part containing the Directors' Remuneration Policy, set out on pages 61 to 78 of the 2016 Annual Report, be hereby approved.

Resolution 3 - **Approval of the Remuneration Policy**

THAT the Remuneration Policy, set out on pages 64 to 70 of the 2016 Annual Report, be hereby approved.

Resolutions 4 to 10 – **Election of Directors**

Resolution 4 - THAT José Ignacio Comenge Sánchez-Real be elected as a director of the Company.

Resolution 5 - THAT J. Alexander M. Douglas, Jr. be elected as a director of the Company.

Resolution 6 - THAT Francisco Ruiz de la Torre Esporrín be elected as a director of the Company.

Resolution 7 - THAT Irial Finan be elected as a director of the Company.

Resolution 8 - THAT Damian Gammell be elected as a director of the Company.

Resolution 9 - THAT Alfonso Libano Daurella be elected as a director of the Company.

Resolution 10 - THAT Mario Rotllant Solá be elected as a director of the Company.

Resolution 11 - **Reappointment of the Auditor**

THAT Ernst & Young LLP be reappointed as Auditor of the Company until the next AGM.

Resolution 12 - Remuneration of the Auditor

THAT the Audit Committee of the Board be authorised to determine the remuneration of the Auditor.

Resolution 13 - Political Donations

THAT, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised, in aggregate, to:

- a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in the UK and £50,000 in the rest of Europe in total;
- b) make political donations to political organisations other than political parties not exceeding £50,000 in the UK and £50,000 in the rest of Europe in total; and
- c) incur political expenditure not exceeding £50,000 in the UK and £50,000 in the rest of Europe in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) in each case during the period commencing on the date of this Resolution and ending on the date of the AGM of the Company to be held in 2018 or, if earlier, until close of business on 29 June 2018, provided that the authorised sum referred to in paragraphs a), b) and c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating that authorised sum, shall be converted into pounds sterling at such rate as the Board may in its absolute discretion determine on the day on which the relevant donation is made or the relevant expenditure is incurred or, if earlier, on the day on which the Company or its subsidiary enters into any contract or undertaking in relation to such donation or expenditure (or, if such day is not a business day, the first business day thereafter).

Resolution 14 - Authority to allot new shares

THAT the Board be generally and unconditionally authorised, without prejudice to the authority conferred on it by ordinary resolution passed on 26 May 2016 but in substitution for all additional subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of €1,612,854 (such amount to be reduced by any allotments or grants made under paragraph b) below in excess of such sum); and
- b) comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of €3,225,709 (such amount to be reduced by any allotments or grants made under paragraph a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on Friday, 29 June 2018 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended; and

THAT the Company be authorised to apply for admission to listing of any shares issued pursuant to the authority conferred on the Board by ordinary resolution passed on 26 May 2016, by this Resolution 14 or by any similar resolution in the future on the Barcelona, Bilbao, Madrid and Valencia stock exchanges (the “Spanish Stock Exchanges”), for trading through the Spanish Automated Quotation System – Continuous Market (Sistema de Interconexión Bursátil or Mercado Continuo) (the “Listing”), and THAT the Board be generally and unconditionally authorised to carry out such formalities as may be necessary or desirable in connection with such Listing before the Spanish Securities Markets Commission, the relevant managing entities (Sociedades Rectoras) of each of the Spanish Stock Exchanges, the stock exchanges company (Sociedad de Bolsas), Iberclear and any other public or private bodies, entities or registers.

Resolution 15 - Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code

THAT approval be granted for the waiver by the Panel of any obligation that could arise, pursuant to Rule 9 of the Takeover Code, for Olive, or any persons acting in concert with Olive, to make a general offer for all the ordinary issued share capital of the Company, following any increase in the percentage of shares of the Company carrying voting rights in which Olive and any persons acting in concert with Olive are interested resulting from the exercise by the Company of the authority to purchase up to 48,385,633 of its own Ordinary Shares granted to the Company pursuant to Resolution 17 below, subject to the following limitations and provisions:

- a) no approval for such waiver is given where the resulting interest of Olive, together with the interest of those acting in concert with Olive, exceeds 34.3 per cent. or more of the shares of the Company carrying voting rights; and
- b) such approval shall expire at the end of next year’s annual general meeting (or, if earlier, the close of business on 29 June 2018).

Resolution 15 shall be voted on by the Independent Shareholders by a poll.

SPECIAL RESOLUTIONS

Resolution 16 – Authority to disapply pre-emption rights

THAT, if Resolution 14 *Authority to allot new shares* is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b) of Resolution 14, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) in the case of the authority granted under paragraph a) of Resolution 14 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) above) up to a nominal amount of €241,928,

such power to apply until the end of next year's annual general meeting or, if earlier, until the close of business on Friday 29 June 2018 but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 17 – Authority to purchase own shares on market

THAT, if Resolution 15 *Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code* is passed, the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of €0.01 (the "Ordinary Shares") each provided that:

- a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 48,385,633;
- b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is €0.01; and
- c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the highest of:
 - (i) an amount equal to 5 per cent. above the average market value of an Ordinary Share purchased on the trading venue the purchase is carried out for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue the purchase is carried out at the relevant time,

such authority to apply until the end of next year's annual general meeting or, if earlier, until the close of business on Friday, 29 June 2018 but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

Resolution 18 - Notice period for general meetings other than annual general meetings

THAT the Directors be authorised to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice, such authority to expire at the end of the annual general meeting of the Company to be held in 2018 or, if earlier, the close of business on 29 June 2018.

By order of the Board

Clare Wardle

Company Secretary

19 May 2017

Registered Office:

Pemberton House

Bakers Road

Uxbridge

UB8 1EZ

Registered in England and Wales No. 09717350

Part II

EXPLANATORY NOTES ON RESOLUTIONS

Resolution 1 - Receipt of the Report and Accounts

We are required by the Companies Act 2006 to present the Reports of the Directors and the Auditor and the Company's audited accounts for the financial year ended 31 December 2016. This is available on <http://ir.ccep.com/financial-reports/annual-reports>.

The Company's Articles of Association permit the Directors to pay interim dividends, which is the Company's current practice.

Resolution 2 - Approval of the Directors' Remuneration Report

Under company law, quoted companies are required to present to their shareholders for approval a Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy which is the subject of Resolution 3. Our Directors' Remuneration Report for the year ended 31 December 2016 appears on pages 61 to 78 of the 2016 Annual Report and Accounts and is available on <http://ir.ccep.com/financial-reports/annual-reports>. This resolution is advisory and will not affect the future remuneration of the Directors.

Resolution 3 - Approval of the Remuneration Policy

As this is the first AGM following the Company becoming a quoted company, under company law the Remuneration Policy must be put before and approved by the shareholders. This vote is binding and, if approved, the Remuneration Policy will take effect immediately after the AGM. The policy will remain in effect for three years, and, unless the Company intends to change the policy, the Shareholders will not be required to vote on the policy again until the AGM in 2020.

The Remuneration Policy applies to all future payments to Directors, and the Company may only make a payment to Directors if it is consistent with the policy (unless otherwise approved by a separate Shareholder resolution). Any payments falling outside the approved Remuneration Policy will have to be approved by an ordinary resolution of the Shareholders.

The Remuneration Policy can be viewed as part of the Directors' Remuneration Report, which is available on pages 64 to 70 of the 2016 Annual Report.

Resolutions 4 to 10 - Election of Directors

Under the Company's Articles of Association, certain Directors are required to retire and be re-elected at each AGM. The Articles require all Directors to retire and stand for re-election, except for the initial independent Directors as identified in the Articles of Association, and the initial Chairman and initial Chief Executive Officer.

Resolutions 4 to 10 relate to the election of José Ignacio Comenge Sánchez-Real, J. Alexander M. Douglas, Jr., Francisco Ruiz de la Torre Esporrín, Irial Finan, Damian Gammell, Alfonso Líbano Daurella and Mario Rotllant Solá.

Biographies of the Directors standing for election are set out below:

José Ignacio Comenge Sánchez-Real (Non-executive Director)

José Ignacio was appointed Non-executive Director on 28 May 2016. He is a member of the Affiliated Transaction Committee.

José Ignacio has extensive experience working with Coca-Cola companies, and has held a variety of roles with a number of Coca-Cola bottling companies, including Compañía Castellana de Bebidas Gaseosas, S.L. and Compañía Levantina de Bebidas Gaseosas, SAU, both based in Spain, and Refrige-Sociedade Industrial de Refrigerantes, S.A., a bottling company in Portugal. He also sits on the board of Olive Partners, S.A., one of the major shareholders of the Company, as representative of one of its corporate directors, prior to which he was a director of Coca-Cola Iberian Partners, S.A.U.,

the bottler of Coca-Cola in Iberia, and a member of that company's Executive Committee and Appointments & Remunerations Committee.

José Ignacio has broad experience serving on the boards of companies in a variety of industries and sectors. He is a director of ENCE, Energía y Celulosa, S.A., a Spanish company involved in renewable energy production with forest biomass and also a director of Compañía Vinícola del Norte de España, S.A., a Spanish winery. José Ignacio also serves as director of Ebro Foods S.A., a multinational food group operating in the rice, pasta and sauces sector; B&A, S.A., a glass packaging business; and Azora, S.A., a real estate company. He has held a variety of roles in AXA, S.A., Aguila and Heineken Spain, and was Vice-Chairman and CEO of the board of directors of MMA Insurance.

José Ignacio has spent much of his career working with Coca-Cola bottling companies, and he brings this experience to his position on the Board. He is particularly knowledgeable about the workings of the industry in Iberia, one of the key markets in which we operate, and this expertise is a valuable asset to the international strategy of the Company.

J. Alexander (Sandy) M. Douglas, Jr (Non-executive Director)

Sandy was appointed Non-executive Director on 28 May 2016. He is a member of the Corporate Social Responsibility Committee.

Sandy has been involved with Coca-Cola companies throughout his career. Sandy joined The Coca-Cola Company in January 1988 as a District Sales Manager for the Foodservice Division of Coca-Cola USA. In May 1994, he was named Vice President of Coca-Cola USA and in 2000, Sandy was appointed President of the North American Retail Division within the North America Group at The Coca-Cola Company. He served as Chief Customer Officer of The Coca-Cola Company from 2003 until 2006 and as Senior Vice President from 2003 until April 2007. Sandy was President of the North America Group from August 2006 through 31 December 2012. He became Senior Vice President of The Coca-Cola Company in February 2013 and Global Chief Customer Officer in January 2013, before being appointed to his current role of President of Coca-Cola North America in January 2014. He was elected an Executive Vice President of The Coca-Cola Company in April 2015.

Sandy serves on the boards of the American Beverage Association, the Grocery Manufacturers Association, the Food Marketing Institute and the Healthy Weight Commitment Foundation. He also serves on the charity leadership boards of the East Lake Foundation, Morehouse College and National Forest Foundation.

Sandy has extensive experience of working with Coca-Cola companies, having spent the majority of his career within the Coca-Cola system. Much of that time has been spent in senior and leadership roles within The Coca-Cola Company, and as such is a key part in maintaining CCEP's close bonds with that company. Sandy's leadership experience and deep understanding of the business brings key insight to the work of the Board.

Francisco Ruiz de la Torre Esporrín (Non-executive Director)

Francisco was appointed as a Non-executive Director on 28 May 2016.

Francisco is CEO and managing director of Agriculturas Diversas, S.L., a company in the agro-food industrial sector. Francisco has served as a director of Olive Partners, S.A. since November 2015, prior to which he was a director and member of the Quality and CRS Committee of Coca-Cola Iberian Partners, S.A.U.

Francisco has broad experience in the financial sector. Previously, he worked as senior consultant at CBRE Real Estate S.A., a leading international real estate consultancy. He has also held positions at N+1, a global investment banking, asset management and investment firm as well as in Arcalia Patrimonios SV S.A., a private banking company.

Francisco is an experienced chief executive with extensive financial experience which he brings to his role as Director. His experience of business in Spain is of great value to the Board, and he has an extensive understanding of the Coca-Cola businesses from his time as a director of Coca-Cola Iberian Partners, S.A.U.

Irial Finan (Non-executive Director)

Irial was appointed Non-executive Director on 28 May 2016. He is a member of the Remuneration Committee and the Nomination Committee.

Irial joined the Coca-Cola system in 1981 with Coca-Cola Bottlers Ireland, Ltd., where for several years he held a variety of accounting positions, including serving as Finance Director of Coca-Cola Bottlers Ireland, Ltd. from 1984 until 1990. From 1991 to 1993, he served as Managing Director of Coca-Cola Bottlers Ulster, Ltd. in Ireland, and Managing Director of Coca-Cola bottling companies in Romania and Bulgaria until 1994. From 1995 to 1999, he was Managing Director of Molino Beverages, with responsibility for expanding markets, including the Republic of Ireland, Northern Ireland, Romania, Moldova, Russia and Nigeria. Irial was CEO of Coca-Cola Hellenic Bottling Company S.A. from 2001 until 2003, before moving to The Coca-Cola Company in 2004 to become Executive Vice President and President, Bottling Investments Group.

Irial serves on the boards of directors of Coca-Cola FEMSA, Coca-Cola Bottlers Japan Inc., The Coca-Cola Foundation, G2G Trading, Smurfit Kappa Group and the American-Ireland Fund. He also serves as non-executive director for Co-operation Ireland. Irial served as a director of Coca-Cola Hellenic Bottling Company S.A. and its subsidiaries from October 1997 to June 2016, served on the board of Coca-Cola East Japan until 31 March 2017 and served as non-executive director for Galway University Foundation until March 2017,

Irial has broad experience working within the Coca-Cola system on a global scale. He has worked with Coca-Cola companies in Europe, Africa, Asia and North America, and as such offers invaluable insight in relation to international strategy and the issues faced by a modern global company such as CCEP.

Damian Gammell (Chief Executive Officer)

Damian was appointed CEO and Director on 29 December 2016.

Prior to his appointment as CEO, Damian served as the Company's Chief Operating Officer, having previously held the same position at Coca-Cola Enterprises, Inc. from October 2015 to May 2016. Damian has had 25 years of leadership experience in the NARTD industry and within the Coca-Cola system, holding Coca-Cola Hellenic (Ireland) and Coca-Cola Enterprises group commercial roles from 1991 to 1999, and serving as CEO of Coca-Cola Hellenic Russia from 2000 to 2004, as Group Commercial Director for Coca-Cola Amatil from 2004 to 2005, and as CEO of Coca-Cola Erfrischungsgetranke GmbH in Germany from 2005 to 2010. Damian joined the Anadolu Beverage Group in 2010, serving as Managing Director and Group President of Efes Soft Drink from 2012-2014, and later as President and CEO of Anadolu Efes S.K., from 2014-2015.

In 2009, Damian was nominated as Young Global Leader (YGL) of the World Economic Forum and has served on the healthcare committee. As YGL, he was involved in a number of global non-profit initiatives.

Damian is a graduate of the College of Marketing, Dublin. He studied for his Masters at Oxford University and HEC Paris, graduating with an MSc in Change Management.

Damian has spent the majority of his career at Coca-Cola affiliated companies around Europe, which has given him an in-depth understanding of the business and how it operates on a multinational basis. He brings this knowledge as well as extensive leadership experience to his role as CEO.

Alfonso Libano Daurella (Non-executive Director and Corporate Social Responsibility Committee Chairman)

Alfonso was appointed Non-executive Director on 28 May 2016. He is Chairman of the Corporate Social Responsibility Committee.

Alfonso holds a number of directorships of companies within the Coca-Cola system. As well as being a director and CEO of Cobega, S.A., and Chairman of Equatorial Coca-Cola Bottling Company, S.L., Alfonso is a director of The Coca-Cola Bottling Company of Egypt and Vice-Chairman of MECC Soft Drinks DMCC, the Coca-Cola bottler for the territory of South Sudan. He has been a trustee of The Coca-Cola Africa Foundation since 2004 and, until his appointment in 2015 to the board of directors of Olive Partners, S.A., as representative of one of its corporate directors, Alfonso served as a director

and on the Executive Committee of Coca-Cola Iberian Partners, S.A.U. and as Chairman of the Quality and CRS Committee of that company.

Alfonso is a member of the board of Cacaolat. In addition, he is a member of the boards of various public organisations including the AMCHAM (American Chamber of Commerce in Spain) and the MACBA Foundation (Contemporary Art Museum of Barcelona). He has been involved with the Family Business Institute of Spain (FBNi) since 1991 as a Founding Member and Secretary of the Board of Directors, and he is currently a Member of the International Commission of that organisation. He was Vice-Chairman of the European Family Business (EFB) from 2007, until his appointment as EFB's Chairman in 2015.

As a member of the Daurella family, Alfonso has built on the close relationship between that family and the Coca-Cola system, and has spent much of his career working with Coca-Cola bottlers around the world. In addition, Alfonso's experience as a trustee of the Coca-Cola Africa Foundation, as well as his positions on the boards of various public organisations, give him particular insight into CCEP's impact on the wider community.

Mario Rotllant Solá (Non-executive Director)

Mario was appointed Non-executive Director on 28 May 2016. He is a member of the Remuneration Committee.

Mario holds directorships at a number of companies within the Coca-Cola system. He currently serves as representative of the corporate director which serves as second Vice-Chairman of Olive Partners, S.A.; Vice-Chairman and CEO of Cobega S.A.; director of Equatorial Coca-Cola Bottling Company, S.L.; and Chairman of the North Africa Bottling Company. Prior to his appointment to the board of directors of Olive Partners, S.A., as representative of one of its corporate directors, Mario served as second Vice-Chairman and director and member of the Executive Committee of Coca-Cola Iberian Partners, S.A.U. and as Chairman of the Appointment & Remuneration Committee of that company.

Mario has extensive experience in the food and drink industry, and is currently a director of Copesco & Sefrisa (a codfish, salmon production and commercial company); Chairman and founder of Bodegas Roda (a winery in La Rioja-Spain); Chairman of Bodegas La Horra (a winery in Ribera del Duero-Spain); and director of Agrícola Aubocasser (extra virgin olive oil elaboration in Mallorca). In addition, Mario is Chairman of the Advisory Board of Banco Santander S.A. in Catalonia.

Mario is also Co-Chairman of Conseil Economique Maroc-Espagne (CEMAES), member of the Executive Committee of Institut Catalunya-Africa (Catalonia-Africa Institute) and Foto Colectania Foundation's President and Founder. Mario's experience as a CEO, Chairman and director of large food and beverage companies in a global context, as well as his deep understanding of the Coca-Cola system, provide him with a unique and highly valuable vision for the Board.

The Chairman believes that following formal performance evaluation, the performance of each of the directors standing for re-election continues to be effective and each of them continue to demonstrate commitment to the role.

Resolutions 11 and 12 – Reappointment and Remuneration of the Auditor

The Company is required to appoint an auditor for each financial year, to hold office until the end of the next general meeting at which accounts are laid before the Shareholders. Accordingly, the Board, on the unanimous recommendation of the Audit Committee, which has evaluated the effectiveness and independence of the external auditor, is proposing the reappointment of the Company's existing auditor, Ernst & Young LLP, as auditor of the Company for the financial year ending 31 December 2017.

The Directors may set the remuneration of the auditor if authorised by the Shareholders to do so. The Competition and Market Authority's Statutory Audit Services Order, which came into effect on 1 January 2015, clarified certain responsibilities of the Audit Committee, including providing that, acting collectively or through its chairman, and for and on behalf of the Board, is permitted to negotiate and agree the statutory audit fee. Resolution 12 seeks authority for the Audit Committee to determine the auditor's remuneration for 2017.

Resolution 13 - Political donations

The 2006 Act prohibits companies from making political donations to political organisations, independent candidates or incurring EU political expenditure exceeding £5,000 in any 12 month period unless authorised by Shareholders in advance.

The Company does not make and does not intend to make donations to political organisations or independent election candidates, nor does it incur any political expenditure.

However, the definitions of political donations, political organisations and political expenditure used in the 2006 Act are very wide. As a result this can cover activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Shareholder approval is being sought on a precautionary basis only, to allow the Company and any company, which at any time during the period for which this resolution has effect, is a subsidiary of the Company, to continue to support the community and put forward its views to wider business and government interests, without running the risk of inadvertently breaching the legislation.

The Board is therefore seeking authority to make political donations to political organisations and independent election candidates not exceeding £50,000 in the UK and £50,000 in the rest of Europe in total and make political donations to political organisations other than political parties not exceeding £50,000 in the UK and £50,000 in the rest of Europe in total; and to incur political expenditure not exceeding £50,000 in the UK and £50,000 in the rest of Europe in total. In line with best practice guidelines published by the Investment Association, this resolution is put to shareholders annually rather than every four years as required by the 2006 Act. For the purposes of this resolution, the terms 'political donations', 'political organisations', 'independent election candidate' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the 2006 Act.

Resolution 14 - Authority to allot new shares

This resolution seeks authority from the Shareholders to allot shares or grant rights to subscribe for or to convert any securities into Ordinary Shares. The authority is expected to be renewed at each AGM. Paragraph a) of this resolution would give the Directors the authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount equal to €1,612,854 (representing 161,285,444 Ordinary Shares of €0.01 each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 5 May 2017, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers ("ABI"), paragraph b) of this resolution would give the Directors authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to €3,225,709 (representing 322,570,887 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph a) of this resolution). This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 5 May 2017, the latest practicable date prior to publication of this Notice.

The Directors have no present intention to exercise the authority sought under this resolution. The authority is however sought, to ensure that the Company has maximum flexibility in managing the Company's capital resources. If they do exercise the authority, the Directors intend to follow ABI recommendations concerning its use (including as regards the Directors standing for re-election in certain cases).

The authority sought under this resolution would apply until the end of next year's AGM or, if earlier, until the close of business on Friday, 29 June 2018.

The last paragraph of this resolution seeks approval from the Shareholders, as required by the Spanish listing rules, for shares issued by the Company from time to time under this or any other equivalent authorisation to be admitted to listing on the Spanish Stock Exchanges.

As at the date of this Notice of AGM, no Ordinary Shares are held as treasury shares by the Company.

Resolution 15 – Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code

Resolution 15 (the “**Waiver Resolution**”) seeks approval from the Independent Shareholders of a waiver of the obligation that could arise on Olive and any person acting in concert with Olive to make a general offer for the entire issued share capital of the Company as a result of purchases by the Company of Ordinary Shares pursuant to Resolution 17 (which, if passed, would give authorisation for the Company to purchase its own shares (the “Buyback Authority”).

Under Rule 9 of the Takeover Code, when (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which, taken together with shares in which he and persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company subject to the Takeover Code, or (ii) any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company, but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person is normally required to make a general offer in cash for all the remaining equity share capital of that company at the highest price paid by him, or any persons acting in concert with him, for shares in that company within the 12 months prior to the announcement of the offer.

Under Rule 37 of the Takeover Code, when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 of the Takeover Code (although a shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make a Rule 9 offer).

Olive is currently interested in an aggregate of 166,128,987 Ordinary Shares representing approximately 34.3 per cent. of the issued share capital of the Company. If the Company were to repurchase shares from persons other than Olive, or any person acting in concert with Olive, all the Ordinary Shares for which it is seeking the Buyback Authority (and assuming no other allotments of Ordinary Shares), the maximum potential shareholding of Olive and any person acting in concert with Olive would increase to approximately 38.15 per cent. of the issued ordinary share capital of the Company. Accordingly, an increase in the percentage of the shares carrying voting rights in which Olive or any person acting in concert with Olive are interested, as a result of any exercise of the Buyback Authority, would ordinarily have the effect of triggering Rule 9 of the Takeover Code and result in Olive and any person acting in concert with Olive being under an obligation to make a general offer to all Shareholders.

The Company applied to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Buyback Authority proposed under Resolution 17 to be exercised by the Board (if such authority is approved by Shareholders) without triggering an obligation on the part of Olive to make a general offer to Shareholders. The Panel has agreed, subject to the Independent Shareholders’ approval on a poll, to waive the requirement for Olive and any person acting in concert with Olive to make a general offer to all Shareholders where such an obligation would arise as a result of purchases by the Company of up to 48,385,633 Ordinary Shares.

If the Waiver Resolution is approved at the Annual General Meeting, Olive will not, thereby, be restricted from making an offer for the Company. However, under the terms of the Shareholders’ Agreement, as more fully described in the Prospectus, neither ER nor Olive may acquire shares in the Company that, when aggregated with the shares held by the other, represent more than 67 per cent. of the issued CCEP shares, other than as a result of an offer (as defined in the Takeover Code) recommended by a simple majority of the independent Non-Executive Directors of the Company.

The waiver granted by the Panel relates only to any increase in the percentage of Ordinary Shares held by Olive or any person acting in concert with Olive as a result of purchases by the Company of Ordinary Shares pursuant to the Buyback Authority sought from the Shareholders in Resolution 17 at the AGM and is conditional on the passing of Resolution 15 by the Independent Shareholders of the Company on a poll. As Olive, and any concert party of Olive, are interested in the outcome of Resolution 15, they will be precluded from voting on that resolution.

Following exercise of the Buyback Authority (either in whole or in part), Olive will continue to be interested in shares which carry more than 30 per cent. but will not hold more than 50 per cent. of the Company’s voting share capital, and any further increase in the number of shares

in which Olive is interested (other than a further exercise of the Buyback Authority) will be subject to the provisions of Rule 9 of the Takeover Code.

The approval in Resolution 15 (if it is given) will expire at the conclusion of the AGM in 2018 or the close of business on 29 June 2018, whichever is the earlier.

Further details in relation to the Waiver Resolution are set out in Part IV of this document.

Olive's intentions

Olive has confirmed to the Company that it has no intention that, following any increase in its shareholding as a result of any repurchase of ordinary shares, the business of the Company should be run in any way differently from the manner in which it is run at present. In particular, Olive remains fully supportive of the Company's management and has itself no intention to seek any change in the composition of the Board or to the general nature or any other aspect of the Company's business and, in particular has no intention to change the Company's current plans with respect to:

- a) the locations of the Company's (and its subsidiaries') business;
- b) the continued employment of the employees and management of the Company or its subsidiaries, including any material change in conditions of employment,
- c) the Company's strategic plans, or their likely repercussions on employment or the locations of the Company's places of business;
- d) employer contributions into the Company's pension scheme(s), the accrual of benefits for existing members, or the admission of new members;
- e) the redeployment of the fixed assets of the Company; or
- f) the maintenance of the Company's listing on the Euronext Amsterdam, the New York Stock Exchange, Euronext London and the continuous market of the Spanish Stock Exchange.

Olive has confirmed that, if it attains the maximum potential shareholding that it could obtain of approximately 38.15 per cent. of the issued share capital of the Company as a result of the Buyback Authority, this would not materially affect the running of its future business, including in relation to (a) and (b) above as regards itself, nor significantly affect its earnings, assets or liabilities.

Credit Suisse has provided advice to the Non-Olive Directors, in accordance with the requirements of paragraph 4(a) of Appendix 1 to the Takeover Code, in relation to the granting of the waiver by the Panel of the obligation that could arise on Olive to make an offer under Rule 9 of the Takeover Code in relation to Resolution 17. This advice was provided by Credit Suisse to the Non-Olive Directors only, and in providing such advice Credit Suisse has taken into account their commercial assessment.

Resolution 16 – Authority to disapply pre-emption rights

If we allot new shares or sell treasury shares for cash (other than in connection with employee share schemes or the dividend reinvestment programme), we are required by the Companies Act 2006 to first offer the shares to Shareholders in proportion to their existing holdings (known as pre-emption rights) but we may seek Shareholder approval to disapply pre-emption rights or issue shares on a non-pre-emptive basis.

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. It would give the Directors the power to allot Ordinary Shares (or sell any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings.

This power would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the board otherwise considers necessary, or otherwise up to an aggregate nominal amount of €241,928 (representing 24,192,817 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital of the Company as at 5 May 2017, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding

cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with Shareholders.

The authority sought under this resolution would apply until the end of next year's AGM or, if earlier, until the close of business on Friday, 29 June 2018.

Resolution 17 - Authority to purchase own shares

Resolution 17, which is conditional on the passing of Resolution 15, allows the Company to buy back its own Ordinary Shares in the market as permitted by the Companies Act 2006. The Directors have no present intention of exercising the authority to make market purchases, other than to offset the dilutive effect of the issue of new shares under the Company's share option plans. However we consider it to be desirable to have the general authority to do so in order to have maximum flexibility in managing the Company's capital resources. The Directors will exercise this authority (other than for the limited anti-dilutive purpose described above) only when to do so would be in the best interests of the Company, and of its Shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Authority is sought for the Company to purchase up to 10 per cent. of its issued Ordinary Shares. Under the Companies Act 2006, Ordinary Shares bought back may be held in treasury or may be cancelled. Shares held in treasury may be either sold for cash or transferred for the purposes of an employee shares scheme (subject, if necessary, to Shareholders' approval in general meeting). The Company therefore has a choice of either holding or cancelling any shares it may purchase. If the Company buys any of its shares under this resolution, we will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. In relation to treasury shares, we would also have regard to any investor guidelines regarding the purchase of shares intended to be held in treasury and their holding or resale.

The Company currently has no Ordinary Shares in treasury. The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is €0.01, its nominal value. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the higher of (i) an amount equal to 5% above the average market value for an Ordinary Share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

The Company has options outstanding over 10,538,302 Ordinary Shares, representing 2.18% of the Company's ordinary issued share capital as at 5 May 2017.

Resolution 18 - Notice period for general meetings other than annual general meetings

Under UK company law, general meetings are required to be called on 21 clear days' notice, except where reduced by special resolution of the shareholders. The Directors are seeking authority to call general meetings (other than annual general meetings) on 14 days' notice, and Resolution 18 seeks approval to be able to do so. However, as the Company has a global shareholder base, in practice we would always aim to provide a longer notice period in order to allow overseas investors in particular to be able to participate fully. The shorter notice period will not be used as a matter of routine and will only be used where it makes sense to do so, having regard to the business to be transacted at that meeting. In addition, the Directors will not make use of the shorter notice period except where they consider that doing so would be beneficial to the Shareholders as a whole. If the authority is used, the Company would expect to explain its reasons for taking this exceptional action in its next Annual Report and Accounts.

The authority granted by this resolution would be effective until the end of the Company's annual general meetings in 2018, (or, if earlier, on 29 June 2018) and is intended to be renewed every year.

The Company would meet the requirements for electronic voting to be available at any general meeting held on short notice.

Part III

NOTES TO THE AGM NOTICE

Appointment of proxies

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. If a member appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member over more shares than are held by the member, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the AGM. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice of AGM. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary on by mail at Pemberton House, Bakers Road, Uxbridge UB8 1EZ United Kingdom.
2. To be valid any proxy form or other instrument appointing a proxy must be received no later than 2.00pm on Tuesday 20 June 2017. A member may vote by choosing one of the following methods:
 - a) **Voting via the internet:** to vote via the internet, go to www.proxyvote.com. Have the information printed on the proxy in the box marked by the arrow →[xxxx xxxx xxxx xxxx] available and follow the instructions.
 - b) **Voting by mail:** to vote by mail, request a paper copy of the proxy materials, which will include a proxy card and postage-paid envelope for returning your proxy card.
 - c) **Voting in person:** to vote at the meeting, you will need to request a ballot paper and complete it there.
3. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
4. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer, attorney or other person authorised to sign it for the company.
5. The proceedings of a general meeting shall not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided above, but because of a technical problem it cannot be read by the recipient.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which notice was last received, none of them shall be treated as valid in respect of that share.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
9. The return of a completed proxy form, other such instrument or any CREST Form of Direction or similar proxy instruction (as described in paragraphs 10 to 13 below) will not prevent a member attending the AGM and voting in person if he/she wishes to do so.

CREST

10. If you are a holder of CREST Depository Interests ("CDIs"), you should return a completed Form of Direction to the Voting Agent, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom in the enclosed reply paid envelope following the instructions therein. To be effective, the Form of Direction must be received by the Voting Agent by no later than 2:00 p.m. on Friday, 16 June 2017. Alternatively, holders of CDIs may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).
11. To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Voting agent (ID: 3RA50) no later than 2:00 p.m. on Friday, 16 June 2017 (or, in the event of an adjourned meeting, four business days before the adjourned meeting (excluding weekends and public holidays in the UK)). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. After this time, any change of voting instructions made through CREST should be communicated to the Voting Agent by other means.
12. Holders of CDIs and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CDI holder concerned to take (or, if the CDI holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, CDI holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.

Nominated persons

15. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
16. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1 to 9 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.

Entitlement to attend and vote

17. To be entitled to attend and vote at the AGM either in person or by proxy (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 2.00pm on Tuesday 20 June 2017 (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Issued shares and total voting rights

18. As at 5 May 2017 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 483,856,331 Ordinary Shares carrying one vote each. Therefore the total voting rights in the Company as at 5 May 2017 are 483,856,331 Ordinary Shares.

Members' requisition rights

19. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

General queries

20. Except as provided above, members who have general queries about the AGM, or queries unrelated to the business of the AGM, should use the following means of communication (no other methods of communication will be accepted):
 - a) Shareholders may contact our registrar, Computershare, on +1-781-575-2867 (outside the US) or +1-800-418-4223 (within the US); or
 - b) access Computershare's investor website at www.computershare.com/us/investor.

You may not use any electronic address provided either in this Notice of AGM or any related documents (including the chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Questions at the AGM

21. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
22. A copy of this Notice, and other information required by s311A of the Companies Act 2006, can be found at <http://ir.ccep.com/shareholder-information/overview>.

Part IV

Additional Information

1. Responsibility Statement

The Directors take responsibility for the information contained in this document, save that:

- a) the Olive Nominated Directors, who have not participated in the Board's consideration of the Waiver Resolution, take no responsibility for the second paragraph on page 4 under the heading "Recommendation"; and
- b) the only responsibility accepted by the Directors in respect of the information in this document relating to Olive and its intentions has been to ensure that such information has been correctly and fairly reproduced or presented (and no steps have been taken by the Directors to verify this information).

To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that this is the case), the information for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of Olive take responsibility for information in this document relating to Olive and its intentions. To the best of the knowledge and belief of the directors of Olive (who have taken all reasonable care to ensure that this is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Business of the Company

The Company is a publicly traded, UK-domiciled company listed on Euronext Amsterdam, the New York Stock Exchange, Euronext London and the continuous market of the Spanish Stock Exchange (ticker symbol: CCE). The Company is the world's largest independent Coca-Cola bottler based on revenue and serves over 300 million consumers across Western Europe, including Andorra, Belgium, continental France, Germany, Great Britain, Iceland, Luxembourg, Monaco, the Netherlands, Norway, Portugal, Spain and Sweden. The Company was formed on 28 May 2016 through the merger of Coca-Cola Enterprises, Inc., Coca-Cola Erfrischungsgetränke GmbH and Coca-Cola Iberian Partners, S.A.U. as more fully set out in the Prospectus.

3. Current ratings

The Company's current long-term ratings from Moody's and Standard & Poor's (S&P), are A3 and BBB+ respectively. Ratings are assigned on the basis of assessed risk and the company's ability to pay back its creditors. The ratings outlook from Moody's and S&P are stable. Changes in the operating results, cash flows or financial position of the Company could impact the ratings assigned by the various rating agencies. There are no current ratings or outlooks publicly accorded to Olive by any ratings agencies.

4. Directors of the Company

The names of the Directors and the positions they hold at the date of this document are:

Name	Position
Damian Gammell	Chief Executive Officer
<i>The Olive Nominated Directors</i>	
Sol Daurella	Chairman
José Ignacio Comenge Sánchez-Real	Non-executive Director
Alfonso Líbano Daurella	Non-executive Director and Corporate Social Responsibility Committee Chairman
Mario Rotllant Solá	Non-executive Director
Francisco Ruiz de la Torre Esporrín	Non-executive Director

The ER Nominated Directors

J. Alexander M. Douglas, Jr Non-executive Director
Irial Finan Non-executive Director

The independent non-executive directors

Thomas H. Johnson Senior Independent Director
Jan Bennink Affiliated Transaction Committee Chairman
Javier Ferrán
Christine Cross Remuneration Committee Chairman
L. Phillip Humann Nomination Committee Chairman
Orrin H. Ingram II
Véronique Morali
Garry Watts Audit Committee Chairman
Curtis R. Welling

Further information relating to the Directors is provided at pages 38 to 45 of the 2016 Annual Report. The business address of the Directors is: Pemberton House, Bakers Road, Uxbridge, UB8 1EZ, United Kingdom.

5. Directors and related parties

It is not the Directors' intention to sell any of their shareholdings back to the Company pursuant to the Buyback Authority. The Directors also believe that there are no related parties from whom Ordinary Shares are proposed to be purchased and in the event that any Shareholders of the Company come within the definition of "related party" set out in the UKLA Listing Rules, the Directors confirm that there is no prior understanding, arrangement or agreement between the Company and any related party.

6. Directors' and other interests in the Company

At the close of business on 5 May 2017 (being the latest practicable date prior to the date of this document), the interests of the Directors and their families and the interests of persons connected with them, within the meaning of Part 22 of the Companies Act 2006, in the issued share capital of the Company were as follows:

Name	Ordinary Shares	% of the Company's issued share capital
Sol Daurella	32,312,263	6.678%*
Damian Gammell	28,975	0.006%
Jan Bennink	27,200	0.006%
Alfonso Líbano Daurella	6,493,803	1.342%*
L. Phillip Humann	49,625	0.010%
Orrin H. Ingram II	10,000	0.002%
Thomas H. Johnson	10,000	0.002%
José Ignacio Comenge Sánchez-Real	7,728,413	1.597%*
Garry Watts	10,000	0.002%
Curtis R Welling	10,000	0.002%

* Shares held indirectly through Olive

As at the close of business on the latest practicable date, Olive holds 166,128,987 Ordinary Shares, representing approximately 34.3 per cent. of the Company's issued share capital. In addition, as provided below, the following directors of Olive (all of whom are corporate directors, as set out in paragraph 13, below) hold an indirect interest in the Company's Ordinary Shares through their shareholdings in Olive:

Directors	% of the Company's issued Ordinary capital
Cobega Invest S.L.U.	19.11799
Rimnal Inversiones S.L.U.	0.000000453
Empresas Comerciales e Industriales Valencianas S.L.U.	7.23991
Mendibea 2002 S.L.	0.00011
Colabots S.L.	0.06961
Paosar S.L.	0.00107

Furthermore, the following directors of Olive (all of whom are corporate directors, as set out in paragraph 13, below) hold an indirect interest in the Company's Ordinary Shares through their direct or indirect shareholdings in Cobega:

Directors	% of the Company's issued Ordinary capital
Indau S.á r.l.	6.68114
Larfin S.A.U.	2.23337
Montsunt S.A.	2.22550
Begindau S.L.U.*	6.68114

* Is a fully-owned subsidiary of Indau S.á r.l.

As at the close of business on 5 May 2017 (being the latest practicable date prior to the date of this document), two of Olive's shareholders, Cobega Invest S.L.U. (currently holder of a 55.62 per cent. stake in Olive) and Empresas Comerciales e Industriales Valencianas S.L. ("Empresas") (currently holder of a 21.06 per cent. stake in Olive) would hold an indirect stake in CCEP of more than 5 per cent. of its issued share capital (19.11799 per cent. in the case of Cobega Invest S.L.U. and 7.23991 per cent. in the case of Empresas). Cobega Invest S.L.U. is 100 per cent. owned by Cobega, the Daurella family's holding company and a former bottling company active in Catalunya, Aragon, Baleares, Canarias and Andorra. Empresas was the main shareholder of a former bottling company active in the Levante region of Spain until it was merged into CCIP (now a CCEP subsidiary) in 2013, and is now a holding company whose main assets are shares in Olive Partners, S.A. as well as certain other interests in real estate and companies active in the food sector. Empresas was fully owned by Juan Luis Gómez-Trénor Fos, who passed away on 22 January 2017. His estate is in the process of being distributed to his heirs.

In addition, as at close of business on 5 May 2017 (being the latest practicable date prior to the date of this document), Begindau S.L.U. ("Begindau"), as a shareholder of Cobega, would also hold an indirect stake in CCEP of more than 5 per cent. of its issued share capital (6.68114 per cent.). Begindau is a fully owned subsidiary of Indau S.á r.l. ("Indau") and is ultimately fully controlled by Sol Daurella. Begindau and Indau are pure holding companies whose main assets are shares in Cobega.

As at the close of business on 5 May 2017 (being the latest practicable date prior to the date of this document), certain options over Ordinary Shares have been granted to Damien Gammell, for nil consideration, as follows:

Name	Share scheme	Number of shares	Exercise Price	Exercise Period
Damian Gammell	Options	324,643	\$39.00	05.11.2019* to 05.11.25

* Only 1/3 of these Options vested on 05.11.2016. An additional 1/3 will vest on 05.11.2017. A further 1/3 will vest on 05.11.2018.

As at the close of business on 5 May 2017 (being the latest practicable date prior to the date of this document), certain awards of shares have also been granted to Damien Gammell under CCEP share plans, all for nil consideration, as follows:

Name	Date award made	Number of shares	Date of vesting
Damian Gammell	5 November 2015	60,300	30 April 2019
Damian Gammell	27 March 2017	133,700	28 March 2020
Damian Gammell	2 November 2015	58,500	12 October 2017– 19,500 12 October 2018 – 39,000

In the 12 months prior to the close of business on 5 May 2017 (being the latest practicable date prior to the date of this document), neither Olive nor any of the Olive Directors or their families or persons connected with them within the meaning of Part 22 of the Companies Act 2006 had any dealings (including borrowing or lending) in CCEP's Ordinary Shares save that, on 28 May 2016, as described in the Prospectus, 166,128,987 Ordinary Shares were issued to Olive in exchange for the shares in CCIP contributed by Olive to CCEP. As described above and at paragraph 14 of this Part IV, certain of the Olive Nominated Directors and the directors of Olive would have had an indirect interest in this dealing, as a result of their shareholdings in Cobega and/or of Olive.

7. Directors' service contracts and emoluments

Information about the Directors' service contracts and letters of appointments is set out at pages 61 to 78 of the 2016 Annual Report, which is incorporated into this document by reference.

Save as disclosed above, there are no service contracts in force between any Director or proposed director of the Company, and no such contract has been entered into or amended in the last six months preceding the date of this document.

8. Material contracts

Save for (i) the Merger Agreement, (ii) the Transaction Master Agreement, (iii) the Olive Framework Agreement, (iv) the Shareholders' Agreement and (viii) the Registration Rights Agreement, as described at pages 173 to 174 of the 2016 Annual Report and defined therein, no contracts have been entered into by the Company or any of its subsidiaries, other than in the ordinary course of business, within the period of two years prior to the date of this document which are or may be material. As at the date of this document, no amendments have been made to the documents listed above.

No contracts have been entered into by Olive or any of its subsidiaries, other than in the ordinary course of business, within the period of two years prior to the date of this document which are or may be material other than:

- a) a corporate service agreement entered into with Cobega on 26 May 2016, with effect from 1 June 2016 and for a three year term, provided that Cobega maintains an indirect stake higher than 50% in Olive. The services rendered by Cobega to Olive under this agreement include services relating to its business operations (including with respect to its industrial, organisation and human resources functions), financial operations (including with respect to its cash management, cash control, accounting and tax functions) and legal management; and
- b) certain corporate services agreements entered into between Cobega and each of the Olive Subsidiaries, all of which were entered into on 22 June 2016, with effect from 1 June 2016 and for a three year term, automatically extended for one year periods unless notice to the contrary is served two months in advance of the termination date. The services rendered by Cobega to each of the Olive Subsidiaries under these agreements include services relating to its business operations (including with respect to its industrial, organisation and human resources functions), financial operations (including with respect to cash management, cash control, accounting and tax functions) and legal management.

9. Significant change

There has been no significant change in the financial or trading position of the Company since 4 May 2017, being the date on which the Q1 2017 Results were published.

10. Middle market quotations

The middle market quotations for the Ordinary Shares of the Company, as derived from, in the case of Euronext Amsterdam and Euronext London, the Euronext Amsterdam Official Price List and, in the case of the NYSE and the Spanish Stock Exchanges, the Thomson Reuters Datastream service, for the first Business Day of each of the six months immediately preceding the date of this document and on 5 May 2017 (being both the latest practicable and available date prior to the date of this document) were:

Date	Price per Ordinary Share			
	Euronext Amsterdam €	Euronext London €	NYSE \$	Spanish Stock Exchanges €
1 December 2016	€29.9600	€29.9600	\$31.3950	€29.9950
2/3 January 2017 ¹	€30.3225	€30.3225	\$31.3750	€30.1750
1 February 2017	€32.0000	€32.0000	\$34.7250	€32.0000
1 March 2017	€32.9100	€32.9100	\$34.4600	€33.3850
3 April 2017	€35.0000	€35.0000	\$37.5150	€35.2600
5 May 2017	€36.2600	€36.2600	\$39.7250	€36.1750

11. Relationship between Olive, the Company and the Olive Nominated Directors

The governance framework of the Company is set out in the Company's Articles of Association (the terms of which are described at pages 203 to 208 of the Prospectus) and the Shareholders' Agreement (the terms of which are described at page 174 of the 2016 Annual Report and, in further detail, at pages 240 to 246 of the Prospectus) which provide a high level framework for the affairs and governance of the Company and set out the Company's relationships with its stakeholders including Olive and ER.

Olive is 55.62 per cent. owned by Cobega Invest S.L.U which, in turn, is 100 per cent. owned by Cobega. As described in paragraph 8 of this Part IV, Cobega has entered into a number of corporate services agreements with Olive and its subsidiaries. As Olive is interested in the Waiver Resolution, it is not entitled to vote on it in respect of its shareholdings.

In accordance with the terms of the Articles of Association and the Shareholders' Agreement, the Olive Nominated Directors have been appointed to the Board by Olive. A number of potential conflicts of interest of certain of the Olive Nominated Directors are set out at page 52 of the 2016 Annual Report.

As Olive is considered to be interested in the outcome of the Waiver Resolution, the Olive Nominated Directors have, in accordance with the provisions of the Takeover Code, made no recommendation on the Waiver Resolution. The Olive Nominated Directors have no direct shareholding in CCEP.

12. Business of Olive and current trading and prospects

Olive is a Spanish company with registered office at C/ Alcalá 44, 4^a planta, 28014 Madrid. The nature of its business is as a holding company through which the former shareholders in Coca-Cola Iberian Partners S.A.U. (CCIP), which is now a CCEP subsidiary, hold their shares in CCEP. In addition, Olive is also the holding company of the shares in certain companies that used to be owned by former subsidiaries of CCIP. Those other companies are Olive Activos S.L.U, Nosoplas S.L.U., Aguas del Cospeito S.L.U. and Frutos y Zumos S.A.U (the Olive Subsidiaries). Olive attaining the maximum controlling position as a result of the Buyback Authority would not significantly affect its earnings, assets or liabilities.

13. Directors of Olive

The directors of Olive (all of which, other than Francisco Ruiz de la Torre Esporrín, are corporate directors) are:

- Indau S.á r.l. (represented by Ms Sol Daurella Comadrán);
- Empresas Comerciales e Industriales Valencianas S.L. (represented by Mr Javier Gómez-Trénor Vergés);
- Provisiones y Tenencias S.L.U. (represented by Mr Mario Rotllant Solá);

¹ The first Business Day of January 2017 was 2 January 2017 for Euronext London, Euronext Amsterdam and the Spanish Stock Exchanges and 3 January 2017 for the NYSE.

- Larfin S.A.U. (represented by Mr Alfonso Líbano Daurella);
- Montsunt S.A. (represented by Ms Victoria Figueras-Dotti Daurella);
- Cobega Invest S.L.U. (represented by Mr Camilo Javier Juliá Díez de Rivera);
- Rimnal Inversiones S.L.U. (represented by Ms Alicia Daurella Aguilera);
- Begindau S.L.U. (represented by Mr Eduardo Berché Moreno);
- Valvega S.L. (represented by Mr Álvaro Gómez-Trénor Aguilar);
- Vareny S.L. (represented by Mr Pablo Gómez-Trénor Aguilar);
- Usó Ferrera Inversiones S.L. (represented by Mr Manuel Ferrís Usó);
- Mr Francisco Ruiz de la Torre Esporrín;
- Colabots S.L. (represented by Mr Manuel Álvarez de Estrada Creus);
- Mendibea 2002 S.L. (represented by Mr José Ignacio Comenge Sánchez-Real); and
- Paosar S.L. (represented by Mr Jaime Castellanos Borrego).

The business address of Olive is C/ Alcalá 44, 4ª planta, 28014 Madrid.

14. Interests in Olive of the Company and the Directors

Other than as described below, neither the Company nor any of the Non-Olive Directors, or their families or persons connected with them within the meaning of Part 22 of the Companies Act 2006, have any interests in, rights to subscribe for, or short positions in, the issued ordinary share capital of Olive.

José Ignacio de Comenge y Sánchez-Real directly holds 25,765 shares in the capital of Olive, representing approximately 0.001698 per cent. of its issued share capital. In addition, the following Olive Nominated Directors hold an indirect interest in Olive through their shareholdings in Cobega and other connected parties:

Name	% of Olive's issued share capital
Sol Daurella	19.4501
José Ignacio de Comenge y Sánchez-Real	4.6532
Alfonso Líbano Daurella	3.9046

15. General

Credit Suisse, has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in this document in the form and context in which they appear.

Save as set out in this document, no agreement, arrangement or understanding (including any compensation arrangement), exists between Olive or any person acting in concert with Olive and any of the Non-Olive Directors, recent independent directors, Independent Shareholders or recent Shareholders of the Company, or any person interested in or recently interested in shares of the Company, having any connection with or dependence upon the proposals set out in Resolution 15.

On 5 May 2017 (being the latest practicable date prior to the date of this document, and save as disclosed elsewhere in Part IV of this document):

- neither Olive nor Olive's Directors, nor any person acting in concert with it or them, has any interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- neither Olive nor Olive's directors, nor any person acting in concert with it or them, have dealt in relevant securities during the period of 12 months ended on 5 May 2017 (being the latest practicable date prior to the publication of this document);
- there are no relevant securities which Olive or Olive's directors, or any person acting in concert with it or them, have borrowed or lent (excluding any borrowed relevant securities which have either been on-lent or sold);
- none of:
 - the Directors or any of their close relatives or related trusts;

- (ii) any connected adviser (except in the capacity of an exempt fund manager or an exempt principal trader); or
- (iii) any other person acting in concert with the Company,

has as at 5 May 2017 (being the latest practicable date prior to the publication of this document), any interest in, right to subscribe in respect of or short position in relation to any relevant securities; and

- e) there are no relevant securities which the Company or any person acting in concert with Company or the Directors has borrowed or lent (excluding any borrowed relevant securities which have either been on-lent or sold).

There is no agreement or arrangement or understanding by which the beneficial ownership of any Ordinary Shares acquired by the Company pursuant to the Buyback Authority will be transferred to any other person. Such shares will, in accordance with the Companies Act 2006, either be held in treasury up to the amounts permitted to be held in treasury by the Companies Act 2006 or will be cancelled, with the issued ordinary share capital of the Company being reduced by the nominal amount of those Ordinary Shares so purchased.

In this paragraph 15, reference to:

“relevant securities” means Ordinary Shares and securities carrying conversion or subscription rights into Ordinary Shares;

“derivatives” includes any financial product, whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security;

“short position” means a short position, whether conditional or absolute and whether in the money or otherwise, and includes any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;

“associated company” means in relation to any company, that company’s parent subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies.

For these purposes, ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status;

“connected adviser” means:

- (i) in relation to the Company, (a) an organisation which is advising the Company in relation to the Waiver Resolution and the Buyback Authority; and (b) a corporate broker to the Company;
- (ii) in relation to a person who is acting in concert with Olive or with the Directors, an organisation (if any) which is advising that person either (a) in relation to the Waiver Resolution and the Buyback Authority; or (b) in relation to the matter which is the reason for that person being a member of the relevant concert party; and
- (iii) in relation to a person who is an associated company of Olive or the Company, an organisation (if any) which is advising that person in relation to the Waiver Resolution and the Buyback Authority;

“control” means an interest, or aggregate interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control; and

“dealing” or **“dealt”** includes the following:

- (i) the acquisition or disposal of securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;

- (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
- (iii) subscribing or agreeing to subscribe for securities;
- (iv) (iv) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
- (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
- (vi) the entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
- (vii) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he or she has a short position.

For the purposes of this paragraph 15 a person is treated as “interested” in securities if he or she has long economic exposure, whether absolute or conditional, to changes in the price of those securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person is treated as “interested” in securities if:

- (i) he or she owns them;
- (ii) he or she has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;
- (iii) by virtue of any agreement to purchase, option or derivative, he or she:
 - i. has the right or option to acquire them or call for their delivery, or
 - ii. is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
- (iv) he or she is party to any derivative:
 - i. whose value is determined by reference to their price, and
 - ii. which results, or may result, in his having a long position in them.

16. Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company on any Business Day from the date of this document until the date of the AGM and may also be inspected at the AGM venue for 15 minutes prior to and during the meeting:

- a) the Articles of Association of the Company;
- b) the consent letter from Credit Suisse referred to in paragraph 15 above;
- c) copies of the Executive Director’s service contract with the Company;
- d) copies of the Non-Executive Directors’ letters of appointment;
- e) the Prospectus;
- f) the Company’s material contracts referred to at paragraph 8 above;
- g) the 2016 Annual Report
- h) the Q1 2017 Results; and
- i) this document.

With the exception of items (b), (c), (d) and (f), copies of these documents will also be available on the Company’s website (<http://ir.ccep.com/>).

Copies of the following documents are available on Olive’s website:

- j) the articles of association of Olive at: <https://www.olivepartners.com/Content/docum/3%20EESS%20Olive%20Partners%202017%2002.pdf>; and

- k) Olive's unaudited annual accounts for the year ended 31 December 2015 at:
[https://www.olivepartners.com/Content/docum/CAA%202015%20Olive%20Partners%20\(FIRMADAS\).pdf](https://www.olivepartners.com/Content/docum/CAA%202015%20Olive%20Partners%20(FIRMADAS).pdf).

The table below sets out the various sections of those documents which are incorporated by reference into this document, so as to provide the information required pursuant to the Takeover Code. These documents (other than Olive's unaudited annual accounts for the year ended 31 December 2015 which will be available from Olive's website as above) will also be available at the Company's website, <http://ir.ccep.com/>, from the date of this document and available for inspection as set out in this paragraph 16.

Document	Section	Page number(s) in such document
Prospectus	Additional Information – Articles of Association	203 – 208
	Additional Information – Material Contracts – the Company	240 to 249
2016 Annual Report	Board of Directors	38 to 45
	Conflicts of interest	52
	Directors' Remuneration Report	61 to 78
	Material contracts	173 to 174
the Company's audited consolidated financial statements for the year ended 31 December 2016		All
The Q1 2017 Results		All
Olive's unaudited annual accounts for the year ended 31 December 2015		All

Any Shareholder, person with information rights or other person to whom this document is sent may request a copy of each of the documents set out above in hard copy form. Hard copies will only be sent where valid requests are received from such persons. Requests for hard copies are to be submitted to the Company Secretary by post to Coca-Cola European Partners plc, Pemberton House, Bakers Road, Uxbridge UB8 1EZ United Kingdom, by internet at www.proxyvote.com, by email to sendmaterial@proxyvote.com, or by calling +1 800 579 1639 (calls made in the US and from some other countries are toll-free to this number, costs may vary in other regions). Lines are open 24 hours a day. All valid requests will be dealt with as soon as possible and hard copies mailed by no later than two business days following such request.

Credit Suisse, which is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to the Company and for no one else in connection with the Waiver Resolution and will not be responsible to any person other than the Company for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the proposals in this document, or any matter referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Credit Suisse by the FSMA or the regulatory regime established thereunder or any other laws, neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with this document, any statement contained herein or otherwise.

Part V

Definitions

The following definitions apply throughout this document, unless the context otherwise requires:

“2016 Annual Report”	means the 2016 annual report and audited accounts of the Company for the year ended 31 December 2016, a copy of which accompanies this document;
“ABI”	has the meaning given to it in the Explanatory Notes to Resolution 14 on page 13;
“Annual General Meeting” or “AGM”	means the annual general meeting of the Company to be held at 30 Portman Square, London W1H 7BH at 2.00pm on Thursday 22 June 2017;
“Articles of Association” or “Articles”	means the Articles of Association of the Company;
“Auditor”	means Ernst & Young LLP
“Beginndau”	has the meaning given in paragraph 6 of Part IV;
“Board” or “Directors”	means the directors of the Company, and “Director” shall mean any one of them, as the context requires;
“Business Day”	means any day (other than a Saturday or Sunday or public holiday) on which banks are generally open for business in London, United Kingdom;
“Buyback Authority”	means the authority that would be granted by Resolution 17, if passed, for the Company to make market purchases of its own shares;
“Cobega”	means Cobega, S.A.;
“Company” or “CCEP”	means Coca-Cola European Partners plc;
“Credit Suisse”	means Credit Suisse International;
“Empresas”	has the meaning given in paragraph 6 of Part IV;
“ER”	means European Refreshments, a wholly-owned subsidiary of The Coca-Cola Company;
“ER Nominated Directors”	means J. Alexander M. Douglas, Jr and Irial Finan, the Directors nominated by ER;
“Form of Proxy”	means the Form of Proxy accompanying this document;
“Group”	means Coca-Cola European Partners plc and its subsidiaries and subsidiary undertakings from time to time;
“Indau”	has the meaning given in paragraph 6 of Part IV;
“Independent Shareholders”	means shareholders of the Company other than Olive or any concert party of Olive (as defined by the Takeover Code);
“Non-Olive Directors”	means the Directors other than the Olive Nominated Directors;

“Notice of AGM” or “Notice”	means the notice of AGM set out at Part I of this document;
“Olive”	means Olive Partners, S.A.;
“Olive Nominated Directors”	means Sol Daurella, José Ignacio Comenge Sánchez-Real, Francisco Ruiz de la Torre Esporrín, Alfonso Líbano Daurella and Mario Rotllant Solá, the Directors nominated by Olive;
“Olive Subsidiaries”	has the meaning given to it in paragraph 2 of Part IV <i>Additional Information</i> ;
“Ordinary Shares”	has the meaning given to it in Resolution 17;
“Panel”	means the Panel on Takeovers and Mergers;
“Prospectus”	means the Company’s prospectus dated 25 May 2016 issued to investors regarding the admission to the standard listing segment of the Official List and to trading on Euronext London and the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (together the Spanish Stock Exchanges);
“Q1 2017 Results”	means the Company’s results for the first quarter ended 31 March 2017, available on http://ir.ccep.com/financial-news-releases/2017/05-04-2017-123035567 ;
“Resolution” or “Resolutions”	means the resolution or resolutions set out in the Notice of AGM;
“Shareholders”	means holders of Ordinary Shares of the Company;
“Shareholders’ Agreement”	means the shareholders’ agreement dated 28 May 2016 between CCEP and Olive, ER, Coca-Cola GmbH and Vivaqa Beteiligungs GmbH & Co. Kg;
“Spanish Stock Exchanges”	the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges;
“Takeover Code”	means the City Code on Takeovers and Mergers;
“UKLA Listing Rules”	means the Listing Rules of the United Kingdom Listing Authority made for the purposes of Part VI of the Financial Services and Markets Act 2000; and
“Waiver Resolution”	means Resolution 15.

