

Junta Anual de Accionistas

COCA COLA EUROPEAN PRTNRS (GB00BDCPN049)

COCA-COLA EUROPEAN PARTNERS PLC

NOTICE OF MEETING

Notice is hereby given that the AGM of the Company will be held at Pemberton House, Bakers Road, Uxbridge UB8 1EZ, United Kingdom on 29 May 2019 at 3.30pm. You will be asked to consider and if thought fit to pass the resolutions below. Resolutions 1 to 17 will be proposed as ordinary resolutions, which require more than half of votes to be cast in favour to pass. Resolutions 18 to 22 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. Explanatory Notes to the Resolutions are set out on pages 10 to 22 of this document. Resolution 17 will be proposed as an ordinary resolution where only votes cast by Independent Shareholders will be counted. This means that, for Resolution 17 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 17. For more information, see the Explanatory Notes to Resolution 17 on pages 17 to 18 of this document.

ORDINARY RESOLUTIONS

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

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

Resolutions 3 to 12 - **Election and Re-election of Directors:**

Resolution 3 - THAT Nathalie Gaveau be elected as a director of the Company.

Resolution 4 - THAT Dagmar Kollmann be elected as a director of the Company with effect from the end of the AGM.

Resolution 5 - THAT Lord Mark Price be elected as a director of the Company with effect from the end of the AGM.

Resolution 6 - THAT José Ignacio Comenge Sánchez Real be re-elected as a director of the Company.

Resolution 7 - THAT Francisco Crespo Benitez be re-elected as a director of the Company.

Resolution 8 - THAT Irial Finan be re-elected as a director of the Company.

Resolution 9 - THAT Damian Gammell be re-elected as a director of the Company.

Resolution 10 - THAT Álvaro Gómez Trénor Aguilar be re-elected as a director of the Company.

Resolution 11 - THAT Alfonso Líbano Daurella be re-elected as a director of the Company.

Resolution 12 - THAT Mario Rotllant Solá be re-elected as a director of the Company.

Resolution 13 - **Reappointment of the Auditor**

Resolution 14 - **Remuneration of the Auditor**

Resolution 15 - **Political Donations**

Resolution 16 - **Authority to allot new shares**

Resolution 17 - **Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code**

Resolution 17 shall be voted on by the Independent Shareholders by a poll.

SPECIAL RESOLUTIONS

Resolution 18 - **Authority to disapply pre-emption rights**

Resolution 19 - **Authority to purchase own shares on market**

Resolution 20 - **Authority to purchase own shares off market**

Resolution 21 - **Notice period for general meetings other than annual general meetings**

Resolution 22 - Amendment of the Articles of Association

Entitlement to attend and vote

To be entitled to attend and vote at the AGM either in person or by proxy (and for the purpose of the determination by CCEP of the votes they may cast), Shareholders must be registered in the Register of Members of CCEP at 3.30pm on 27 May 2019, (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.