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**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

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**FORM F-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**COCA-COLA EUROPEAN PARTNERS PLC**

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England and Wales  
(State or other Jurisdiction of  
Incorporation or Organization)

98-1267571  
(I.R.S. Employer  
Identification No.)

Pemberton House  
Bakers Road  
Uxbridge  
Middlesex, UB8 1EZ  
United Kingdom  
Tel. +44 (0)1895 231 313  
(Address and telephone number of principal executive offices)

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The Corporation Trust Company  
Corporation Trust Center  
1209 Orange St.  
Wilmington, DE 19801  
Tel: (518) 453-2130  
(Name, address and telephone number of agent for service)

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**Approximate date of commencement of proposed sale of the securities to the public:** From time to time after the effective date of this Registration Statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2) (B) of the Securities Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, nominal value €0.01 per share.....	31,182 shares <sup>(2)</sup>	\$40.72 <sup>(3)</sup>	\$1,269,731.04 <sup>(3)</sup>	\$164.81 <sup>(4)</sup>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional Ordinary Shares, nominal value €0.01 per share (“Ordinary Shares”), of Coca-Cola European Partners plc, which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.
- (2) Includes Ordinary Shares issuable pursuant to outstanding options under the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan.
- (3) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis of the average of the high and low market prices of the Ordinary Shares as reported on the New York Stock Exchange on August 5, 2020.
- (4) Pursuant to Rule 415(a)(6) under the Securities Act, the 31,182 Ordinary Shares covered by this Registration Statement represent the 31,182 unsold Ordinary Shares (the “Unsold Shares”) of the aggregate 200,000 Ordinary Shares that were previously registered by the Registrant on the Registration Statement on Form F-3 under the Securities Act (File No. 333-219945) filed on August 14, 2017. Pursuant to Rule 457(p) under the Securities Act, the registrant hereby offsets the registration fee of \$164.81 required in connection with this registration statement by \$155.69, representing the amount of registration fee associated with the Unsold Shares. Accordingly, the registration fee transmitted herewith is \$9.12.

## EXPLANATORY NOTE

This Registration Statement registers:

- ordinary shares, nominal value €0.01 per share (“Ordinary Shares”), to be offered pursuant to the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (the “2010 Incentive Plan”).

Pursuant to the merger agreement, dated as of August 6, 2015, by and among Coca-Cola European Partners plc (formerly known as Spark Orange Limited and Coca-Cola European Partners Limited) (“CCEP”), Coca-Cola Enterprises, Inc. (“CCE, Inc.”), Coca-Cola European Partners Holdings US, Inc. (formerly known as Orange U.S. HoldCo, LLC), and Coca-Cola European Partners US, LLC (formerly known as Orange MergeCo, LLC), CCEP assumed all outstanding options previously granted under the 2010 Incentive Plan. The allotment and issue of Ordinary Shares upon the exercise of such options was approved by a shareholder resolution passed on May 26, 2016.

On August 14, 2017, CCEP filed a registration statement on Form F-3 (the “Initial Registration Statement”) registering 200,000 Ordinary Shares issuable upon the exercise of outstanding stock options previously granted under the 2010 Incentive Plan and the Coca-Cola Enterprises, Inc. Legacy Long-Term Incentive Plan (the “Legacy Incentive Plan”) to former employees of CCE, Inc. and its respective affiliates who continued to hold options under the 2010 Incentive Plan and the Legacy Incentive Plan. The Initial Registration Statement was filed on Form F-3 rather than Form S-8 because a Compliance and Disclosure Interpretation of the Securities and Exchange Commission on Securities Act Forms indicates that former employees of an issuer may use Form S-8 to exercise options only if the options were granted to such employees while they were employed by the issuer. On June 1, 2016, CCEP filed a Post-Effective Amendment on Form S-8 to its Form F-4 Registration Statement to register Ordinary Shares issuable upon the exercise of outstanding stock options previously granted to former employees of CCE, Inc. and its respective affiliates under the 2010 Incentive Plan and the Legacy Incentive Plan who were also employees of CCEP and its respective affiliates and continued to hold options under the 2010 Incentive Plan and the Legacy Incentive Plan.

This Registration Statement is being filed because the Initial Registration Statement is due to expire on August 14, 2020 and former employees of CCE, Inc. and its respective affiliates continue to hold outstanding options under the 2010 Incentive Plan. This Registration Statement registers 31,182 Ordinary Shares issuable upon the exercise of outstanding stock options previously granted under the 2010 Incentive Plan to former employees of CCE, Inc. and its respective affiliates who continue to hold options under the 2010 Incentive Plan. Like the Initial Registration Statement, this Registration Statement is filed on Form F-3 rather than Form S-8 because a Compliance and Disclosure Interpretation of the Securities and Exchange Commission on Securities Act Forms indicates that former employees of an issuer may use Form S-8 to exercise options only if the options were granted to such employees while they were employed by the issuer.

This Registration Statement contains the form of prospectus to be used in connection with these offers and sales. The form of prospectus is to be used by CCEP in connection with the offer and sale by CCEP of Ordinary Shares upon the exercise of outstanding stock options previously granted under the 2010 Incentive Plan.

**PROSPECTUS**

**Coca-Cola European Partners plc**

31,182 Ordinary Shares  
issuable upon the exercise of outstanding stock options  
previously granted under the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan

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This prospectus covers the offer and sale by us of our ordinary shares, nominal value €0.01 per share (the “Ordinary Shares”), issuable upon the exercise of outstanding stock options previously granted under the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (the “2010 Incentive Plan”) to former employees of Coca-Cola Enterprises, Inc. (“CCE, Inc.”) and its respective affiliates that are currently outstanding and held by eligible former employees of CCE, Inc.

We will receive the exercise or purchase price of the option awards under the 2010 Incentive Plan if and when such awards are exercised or purchased. We will not receive any proceeds if the option awards are exercised on a cashless basis.

The Ordinary Shares are listed on the New York Stock Exchange (“NYSE”), London Stock Exchange, Euronext Amsterdam and the continuous market of the Spanish Stock Exchange under the symbol “CCEP.” The closing price of the Ordinary Shares on the NYSE on August 5, 2020 was \$40.47 per share.

**Investing in these securities involves certain risks. See the information included and incorporated by reference in this prospectus for a discussion of the factors you should carefully consider before deciding to purchase these securities, including the information under “Risk Factors” in our most recent annual report on Form 20-F.**

**Neither the Securities and Exchange Commission nor any state or other securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is August 6, 2020.**

We are not making an offer to sell or a solicitation of an offer to buy any securities described herein in any jurisdiction in which an offer or solicitation is not permitted or in which the person making that offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation.

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## ABOUT THIS PROSPECTUS

Unless otherwise indicated or the context otherwise requires, references in this prospectus to “CCEP,” “the Company,” “we,” “us,” and “our” refer to Coca-Cola European Partners plc and its consolidated subsidiaries. All references in this prospectus to “\$” means U.S. dollars and “€” means euros.

This prospectus covers the offer and sale by us of Ordinary Shares upon the exercise of outstanding stock options previously granted under the 2010 Incentive Plan to former employees of CCE, Inc. and its respective affiliates that are currently outstanding and held by eligible former employees of CCE, Inc.

## COCA-COLA EUROPEAN PARTNERS PLC

We and our subsidiaries are a leading consumer goods group in Western Europe, selling, making and distributing an extensive range of non-alcoholic ready-to-drink beverages and are the world’s largest Coca-Cola bottler based on revenue. We serve a consumer population of over 300 million across Western Europe, including Andorra, Belgium, continental France, Germany, Great Britain, Iceland, Luxembourg, Monaco, the Netherlands, Norway, Portugal, Spain and Sweden. Our Ordinary Shares are listed on Euronext Amsterdam, the New York Stock Exchange, London Stock Exchange and the continuous market of the Spanish Stock Exchange, trading under the symbol CCEP.

We are a public limited company organised under the laws of England and Wales (registered number 9717350) formed on 4 August 2015. Our principal executive offices are located at Pemberton House, Bakers Road, Uxbridge, UB8 1EZ, United Kingdom, and the main switchboard telephone number at that address is +44 (0)1895 231 313. We also maintain a website at [www.cococolaep.com](http://www.cococolaep.com). The reference to our website is an inactive textual reference only and the information contained in, or that can be accessed through, our website is not a part of this prospectus.

## RISK FACTORS

An investment in the Ordinary Shares involves a high degree of risk. You should carefully consider the risks and discussion of risks set forth under the heading “Item 3. Key Information-D. Risk Factors” in our annual report on Form 20-F for the year ended December 31, 2019, filed with the Securities and Exchange Commission (“SEC”) on March 16, 2020, under the heading “Principal Risks and Risk Factors” in our current report on Form 6-K filed with the SEC on August 6, 2020, containing our unaudited condensed interim financial statements for the six-month period ended June 26, 2020, but only the report on Form 6-K filed by CCEP with the SEC on August 6, 2020 which contains an introductory note regarding incorporation of the report on Form 6-K by reference into certain of CCEP’s registration statements with the SEC (the “[H1 2020 Results Form 6-K](#)”) and the other documents we have incorporated by reference in this prospectus, before making an investment in our securities. Please see the sections of this prospectus entitled “Special Note Regarding Forward-Looking Statements,” “Where You Can Find Additional Information,” and “Incorporation of Certain Information by Reference.”

## CERTAIN INFORMATION REGARDING THE PLAN

Each outstanding option to purchase common stock of CCE, Inc. (a "CCE Inc. Option") that was outstanding under the 2010 Incentive Plan immediately prior to the effective time of the Merger described in the Merger Agreement, dated as of August 6, 2015, by and among us, CCE, Inc., Coca-Cola European Partners Holdings US, Inc. (formerly known as Orange U.S. HoldCo, LLC), and Coca-Cola European Partners US, LLC (formerly known as Orange MergeCo, LLC) was assumed by CCEP pursuant to a Deed of Assumption and Replacement relating to Equity Awards of CCE, Inc., dated May 28, 2016 (the "Deed of Assumption"), and converted into an option to purchase Ordinary Shares (an "Ordinary Option," and together with the CCE Inc. Options, the "Options"). The per share exercise price of each such Ordinary Option is equal to the product (which is rounded up to the nearest whole cent) of (A) the exercise price of such CCE Inc. Option immediately before the effective time of the Merger and (B) a fraction, the numerator of which is the Ordinary Share Price (as defined below) and the denominator of which is the CCE Inc. Stock Price (as defined below). The number of Ordinary Shares subject to each Ordinary Option is equal to the product of (A) the number of shares of common stock of CCE, Inc. that were subject to the CCE Inc. Option as of the effective time of the Merger (rounded down to the nearest whole share) and (B) a fraction, the numerator of which is the CCE Inc. Stock Price and the denominator of which is the Ordinary Share Price. All such assumed Ordinary Options are subject to terms, vesting conditions, and other conditions that are substantially the same as were applicable to the CCE Inc. Options immediately prior to the effective time of the Merger. The "Ordinary Share Price" means the volume-weighted average price of an Ordinary Share on the NYSE on the first full trading day that occurred after the completion of the Merger (the "Completion"). The "CCE Inc. Stock Price" means the volume-weighted average price of the common stock of CCE, Inc. on the NYSE on the last full trading day that occurred before the Completion.

## CERTAIN U.S. TAX MATTERS

The following is a brief overview of the United States federal income tax consequences for U.S. taxpayers of the exercise of an Ordinary Option by a holder thereof. It does not describe all relevant tax matters which should be considered in connection with the exercise of an Ordinary Option and does not completely describe all provisions associated with the tax matters discussed, including that it does not describe tax consequences arising under the Medicare contribution tax on net investment income or the alternative minimum tax. This summary is for general information only and does not constitute tax, financial or legal advice, and is based on the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and its legislative history, the existing and proposed regulations under the Code and any published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis. You should consult a personal tax advisor for tax planning with respect to federal, state and other tax consequences of your exercise of an Ordinary Option.

Options that originally qualified at the date of their award under Section 422 of the Code ("Incentive Options") (Options that do not qualify under Section 422 of the Code are referred to as "Nonqualified Options"), lost their special tax treatment under Code Section 422 if they were not exercised within three months following termination of employment (or one year following an earlier death). Accordingly, we believe that all the CCE Inc. Options previously granted under the 2010 Incentive Plan to former employees of CCE, Inc. and its respective affiliates, and that continue to be held by such individuals as Ordinary Options under the 2010 Incentive Plan, are Nonqualified Options.

A person who exercises a Nonqualified Option will recognize compensation taxable as ordinary income on the date the Option is exercised in an amount equal to the excess, if any, of the fair market value (determined as of the date of exercise) of the acquired shares over the Option purchase price. The tax basis of a share acquired by exercise of a Nonqualified Option with a cash payment will be its fair market value used to determine the amount of taxable compensation arising from the exercise of such Nonqualified Option. The holding period for purposes of determining whether a subsequent sale of such Ordinary Share by the Option holder results in the recognition of short-term or long-term capital gain or loss (the "holding period") will commence on the day after the date we issue the share to the Option holder.

### **Delivery of Shares for Payment of Option Purchase Price**

The following provisions are applicable only if the relevant Option agreement specifically provides for the delivery of shares in satisfaction of the Option exercise price. If an Option holder delivers Ordinary Shares as payment of the purchase price of the shares to be acquired by the exercise of a Nonqualified Option, the Option holder will not recognize any taxable income with respect to the shares so delivered by the Option holder solely by reason of such delivery. (If the shares so delivered were acquired by exercise of an Incentive Option, the delivery may be a disqualifying disposition with respect to those shares if the delivery occurs before the applicable holding period requirement for Incentive Options has been satisfied; however, the shares received upon exercise of the Incentive Option will still be treated as having been acquired on exercise of an Incentive Option, and the special disqualifying disposition rules applicable to Incentive Options will continue to apply to the shares so received.) The Option holder's basis and holding period for the number of Ordinary Shares received equal to the number of shares delivered will be the same as for the shares delivered, and the Option holder's basis for shares received in excess of the number of shares delivered will equal the fair market value of such shares used to determine the amount of taxable compensation arising from the exercise of such Nonqualified Option. The holding period for such excess shares will commence on the day after the date the shares are transferred to the Option holder.

Any gain or loss realized upon the sale or exchange of shares acquired under an Option will be treated as long-term capital gain or loss if the holding period for the shares is greater than twelve months and as short-term capital gain or loss if the holding period is twelve months or less. Under current law, the tax rate imposed on long-term capital gains generally cannot exceed 20%. The Code imposes special limitations on the amount of capital loss which can be deducted in a taxable year.

### **Withholding Taxes; Share Withholding**

Upon the exercise of a Nonqualified Option, the Option holder must pay to us, or make arrangements satisfactory to us for the payment of, all federal, state, local or foreign taxes required by law to be withheld or deducted by us by reason of such exercise. This payment may be made through share withholding under the circumstances described below.

If provided in the agreement evidencing an Option, the Option holder may elect, by written notice to us, to pay all or a portion of the estimated federal, state, local and other taxes arising from the exercise of an Option (a) by having us withhold Ordinary Shares or (b) by delivering previously owned shares (collectively, "Share Withholding"), in each case, with the number of Ordinary Shares withheld having a fair market value equal to the amount of taxes to be withheld, rounded up to the nearest whole share; provided, however, that the Ordinary Shares withheld may not have a fair market value in excess of the minimum amount of taxes required to be withheld. A Share Withholding election is subject to our approval.

### **USE OF PROCEEDS**

We will receive the exercise or purchase price of certain option awards under the 2010 Incentive Plan if and when such awards are exercised or purchased. We will not receive any proceeds if the option awards are exercised on a cashless basis. We currently have no specific plans for the use of the net proceeds received upon exercise or purchase of such awards. We anticipate that we will use the net proceeds received by us for general corporate purposes, including working capital.

### **PLAN OF DISTRIBUTION**

Outstanding option awards with respect to shares of common stock of CCE, Inc. were previously granted under the 2010 Incentive Plan to eligible employees of CCE, Inc. and its respective subsidiaries and have been converted to analogous option awards with respect to the Ordinary Shares.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and any applicable prospectus supplement or free writing prospectus, including the documents that we incorporate by reference herein, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). For this purpose, any statements contained herein, other than statements of historical fact, including, but not limited to, statements, estimates or projections concerning our financial condition, performance, results, strategy and objectives. Generally, the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “plan,” “seek,” “may,” “could,” “would,” “should,” “might,” “will,” “forecast,” “outlook,” “guidance,” “possible,” “potential,” “predict,” “objective” and similar expressions identify forward-looking statements, which generally are not historical in nature.

Forward-looking statements are subject to certain risks that could cause actual results to differ materially from CCEP’s historical experience and present expectations or projections. As a result, undue reliance should not be placed on forward-looking statements, which speak only as of the date on which they are made. These risks include but are not limited to those set forth in the:

(1) “Risk Factors” section of the 2019 Integrated Report/Annual Report on Form 20-F, including the statements under the following headings: Packaging (such as marine litter); Perceived health impacts of our beverages and ingredients, and changing consumer preferences (such as sugar alternatives); Legal, regulatory and tax change (such as the development of regulations regarding packaging, taxes and deposit return schemes); Market (such as disruption due to customer negotiations, customer consolidation and route to market); Cyber and social engineering attacks; Competitiveness and transformation; Climate change and water (such as net zero emission legislation and regulation, and resource scarcity); Economic and political conditions (such as continuing developments in relation to the UK’s exit from the EU); The relationship with TCCC and other franchisors; Product quality; and Other risks, such as widespread outbreaks of infectious disease including the adverse impact that the COVID-19 pandemic and related social distancing measures implemented in many of our markets, and any associated economic downturn, may have on our financial results, operations, workforce and demand for our products;

(2) “Principal Risks” section of the 2019 Integrated Report/Annual Report on Form 20-F, as updated in the H1 2020 Results Form 6-K and including principal risks under the additional headings: Business continuity; People; and Stakeholders.

The full extent to which the COVID-19 pandemic will negatively affect our results of operations, financial condition and cash flows will depend on future developments that are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities and other third parties in response to the pandemic.

Due to these risks, CCEP’s actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set out in CCEP’s forward-looking statements. Additional risks that may impact CCEP’s future financial condition and performance are identified in filings with the SEC which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). CCEP does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required under applicable rules, laws and regulations. CCEP assumes no responsibility for the accuracy and completeness of any forward-looking statements. Any or all of the forward-looking statements contained in this filing and in any other of CCEP’s respective public statements may prove to be incorrect.

## CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our cash and cash equivalents and capitalization:

- on an actual basis as of June 26, 2020; and
- on an as-adjusted basis giving effect to the offer and sale by us of 31,182 Ordinary Shares upon the exercise of outstanding stock options previously granted under the 2010 Incentive Plan to former employees of CCE, Inc. and its respective affiliates that are currently outstanding and held by eligible former employees of CCE, Inc., less any estimated expenses payable by us.

You should read this table together with our financial statements and the related notes thereto incorporated by reference herein and the other financial information incorporated by reference into this prospectus.

	<b>Actual as of June 26, 2020 (€ million)</b>	<b>As-Adjusted for this Offering as of June 26, 2020 (€ million)</b>
Cash and cash equivalents.....	893	894
Short-term borrowings.....	762	762
Long-term borrowings.....	6,343	6,343
Total borrowings.....	7,105	7,105
Total equity.....	5,832	5,833
<b>Total capitalization.....</b>	<b>12,937</b>	<b>12,938</b>

For short term borrowings, the Group has made repayments of €135 million since June 26, 2020.

## DESCRIPTION OF ORDINARY SHARES

CCEP's Articles of Association (the "Articles") and the UK Companies Act 2006, as amended (the "Companies Act") contain certain provisions regarding the rights of our shareholders, which are summarized below.

The shareholders' agreement (the "Shareholders' Agreement"), by and among CCEP, Olive Partners S.A. ("Olive Partners"), and European Refreshments ("ER") contains other material terms and restrictions.

The following discussion is a general summary of these provisions, and shareholders are advised to read the Articles in full before investing in our securities. Both the Articles and the Shareholders' Agreement are incorporated by reference as exhibits to this registration statement.

### Issued Share Capital

As of July 31, 2020, we had 454,330,951 Ordinary Shares issued and fully paid. In accordance with the Articles, each Ordinary Share is issued with one vote attaching to it for voting purposes. The holders of the Ordinary Shares are entitled to receive notice of, attend, speak and vote at general meetings of CCEP.

## **Authority to Allot and Issue Share Capital**

Subject to certain limitations under the Shareholders' Agreement, the CCEP Board of Directors (the "Board") has the authority to offer, allot, grant options over or otherwise deal with or dispose of Ordinary Shares to such persons, at such times, for such consideration and upon such terms as the Board may decide, only if approved by ordinary resolution of our shareholders.

However, under the Shareholders' Agreement and the Articles, we are permitted to issue, or grant to any person rights to be issued, Ordinary Shares, in one or a series of related transactions, in each case representing 20% or more of our issued share capital, only if approved in advance by a resolution passed by shareholders present in person or represented by proxy at a general meeting of CCEP holding shares carrying at least 75% of the votes exercisable at that meeting ("Special Resolution").

## **Pre-emptive Rights**

The authority of the Board to offer, allot, grant options over or otherwise deal with or dispose of Ordinary Shares is also subject to statutory pre-emption rights in favor of our shareholders from time to time. These statutory pre-emption rights may be disapplied only by way of a Special Resolution. Such authority can only be granted, from time to time, for a specified period (not longer than five years).

## **Purchase of Shares**

English law prohibits us from purchasing our own shares unless such purchase has been approved by our shareholders. Shareholders may approve two different types of such share purchases; "on-market" purchases or "off-market" purchases. Under English law, our listing on London Stock Exchange enables shareholders to approve "on-market" purchases by way of an ordinary resolution (however, it should be noted that market practice is for approval by way of a Special Resolution, in line with UK industry guidelines). If we seek shareholder approval for "off-market purchases," any ordinary resolution by our shareholders approving the terms of the contract pursuant to which the purchase(s) are to be made would be valid for a maximum period of up to five years.

Under the Shareholders' Agreement and the Articles, we are permitted to purchase, in one or a series of related transactions, 10% or more of our issued share capital in each year, only if approved in advance by Special Resolution. We are only permitted to purchase our own shares if they are fully paid, and must pay for them in full when purchasing them.

We may purchase our own shares only out of our distributable profits, or from the proceeds of a new issue of shares made for the purposes of financing the purchase. Any premium payable on the purchase of our Ordinary Shares must be paid out of our distributable profits, unless the shares being purchased were issued at a premium, in which case we may pay any premium on our purchase out of the proceeds of a new issue of Ordinary Shares made for the purpose of financing the purchase, up to an amount equal to the aggregate of the premiums received by us on the issue of Ordinary Shares purchased or the current amount of our share premium account (including any sum transferred to that account in respect of premiums on new shares), whichever is less.

## **General Meeting of Shareholders and Voting Rights**

Under English law, we are ordinarily required to hold an annual general meeting of shareholders within six months from the day following the end of our fiscal year. The deadline for annual general meetings that would otherwise fall due to be held between 26 March 2020 and 30 September 2020 has been extended to 30 September 2020 by applicable legislation owing to the COVID-19 pandemic and related social distancing measures implemented in England. General meetings may be held at a time and place determined by the Board and, in accordance with the Companies Act, the Board may make arrangements for the use of electronic means to allow persons to attend, speak and vote at any meeting.

Under English law, we must convene a general meeting once we have received requests to do so from shareholders representing at least 5% of our paid up share capital carrying voting rights at general meetings.

In accordance with the Articles, any resolution put to a vote at a general meeting will be decided by a show of hands unless a poll is validly demanded. If a poll is taken, each shareholder has one vote for every Ordinary Share held by him or her. A shareholder may vote either in person or by proxy. On a poll taken at a meeting, a proxy will be entitled to one vote for every Ordinary Share for which such person is acting as proxy. In the case of joint holders, only the vote of the senior holder (as determined by order in the share register) or his or her proxy may be counted.

### **Dividends and Distributions**

Under English law, we may pay dividends only out of profits available for that purpose, as stated on our accounts that are deemed to be relevant accounts for the purposes of the Companies Act. Subject to the provisions of the Articles, the Shareholders' Agreement and applicable legislation, CCEP at any general meeting may declare dividends on the Ordinary Shares by ordinary resolution, but such dividends may not exceed the amount recommended by the Board. The Board may also pay interim dividends. Any dividends unclaimed may be invested or otherwise made use of by the Board for our benefit until claimed. The entitlement to a dividend lapses and shall revert to CCEP if unclaimed for 12 years (unless the Board decides otherwise).

In addition, we may only make a distribution if the amount of our net assets is not less than the aggregate of our called-up share capital and undistributable reserves, and if, and to the extent that, the distribution does not reduce the amount of those net assets to less than such aggregate amount.

We operate a Dividend Reinvestment and Cash Investment Plan which enables eligible shareholders to elect to receive new Ordinary Shares issued by us instead of a cash dividend.

### **Share Rights**

Subject to any rights attached to existing shares, we may issue with or attach to any Ordinary Share such rights and restrictions as determined by ordinary resolution or, if no such resolution has been passed or if the resolution does not make specific provision, as the Board may determine in its discretion. Such rights and restrictions shall apply to the relevant shares as if the same were set forth in the Articles.

### **Variation of Rights**

Subject to the provisions of the Companies Act, the rights attached to any class of shares may be varied either with the written consent of the holders of at least 75% in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares), or with the sanction of a Special Resolution passed at a separate meeting of the holders of those shares.

The rights conferred upon holders of shares shall not (unless expressly provided by the rights attached to such shares) be deemed varied by the creation of further shares ranking equally with them.

### **Lien and Forfeiture**

We have a lien over all of our partly paid Ordinary Shares for all monies payable or called on such shares. Our lien on any such shares extends to every amount payable with respect to such shares. The Board may at any time either generally, or in any particular case, waive any lien that has arisen, or declare any share to be wholly or partially exempt from any such liens.

We may sell, in such manner as the Board may decide, any share on which we have a lien if a sum with respect to which the lien exists is presently payable and is not paid within 14 clear days after notice has been served on the relevant shareholder demanding payment and stating that, if the notice is not complied with, the share may be sold. To give effect to the sale, the Board may authorize an individual to sign an instrument of transfer of the share sold to, or in accordance with the directions of, the purchaser. The transferee shall not be responsible for the application of the purchase money, nor shall his or her title to the share be affected by any irregularity or invalidity in relation to the sale.

## **Transfer of Shares**

Ordinary Shares may be held in either certificated or uncertificated form. Certificated Ordinary Shares shall be transferred by an instrument of transfer in any usual or other form approved by the Board and executed by or on behalf of the transferor.

The Board may decline to register the transfer of any share which is not a fully paid share.

The Board may decline to register any transfer of a certificated share unless:

- the instrument of transfer is duly stamped or duly certified or otherwise shown to the satisfaction of the Board to be exempt from stamp duty and is left at the office or such other place as the Board may from time to time determine, accompanied (except in the case of a transfer by a person to whom CCEP is not required by law to issue a certificate and to whom a certificate has not been issued) by the certificate for the share to which it relates and such other evidence as the Board may reasonably require to show the right of the person signing the instrument of transfer to make the transfer and, if the instrument of transfer is signed by some other person on his behalf, the authority of that person so to do;
- the instrument of transfer relates to only one class of share; and
- in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four.

For purposes of the provisions of the Articles relating to the registration of transfers of shares, the renunciation of the allotment of any shares by the allottee in favor of some other person will be deemed to be a transfer, and the Board will have the same powers of refusing to give effect to such a renunciation as if it were a transfer.

A shareholder may transfer all or any of his or her uncertificated shares by means of a relevant system subject to, and in such manner provided for in, the uncertificated securities rules. Accordingly, no provision of the Articles will apply with respect to an uncertificated share to the extent that it requires or contemplates the effecting of a transfer by an instrument in writing or the production of a certificate for the share to be transferred.

Registration of a transfer of an uncertificated share may be refused in the circumstances set out in the uncertificated securities rules, and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

## **Amendment of the Articles**

Under English law, the shareholders may amend any provision of the articles of association of a public limited company, other than “entrenched provisions,” by Special Resolution. The full text of the Special Resolution must be included in the notice of the meeting.

An “entrenched provision” is a provision that may be amended or repealed only if certain conditions are complied with. These conditions are more restrictive than those applied to a Special Resolution (e.g., a higher majority than the threshold for a Special Resolution, being 75%). Entrenchment does not prevent alteration to the Articles by unanimous consent of the shareholders.

The Articles contain entrenched provisions, whereby certain articles may only be amended with the prior consent of (1) ER, to the extent affecting rights exercisable by ER and if ER’s Equity Proportion (as defined in the Shareholders’ Agreement) is at least 10%, and (2) Olive Partners, to the extent affecting rights exercisable by Olive Partners and if Olive Partners’ Equity Proportion is at least 15%, and/or (3) a majority of the independent directors of the Board.

## ADDITIONAL INFORMATION

### Description of Share Capital

#### *Issued capital and authorizations regarding share capital*

The Articles contain no upper limit on the authorized share capital of the Company. Subject to certain limitations under the Shareholders' Agreement, the Board has the authority to offer, allot, grant options over or otherwise deal with or dispose of Ordinary Shares to such persons, at such times, for such consideration and upon such terms as the Board may decide, only if approved by ordinary resolution of our shareholders.

As of June 26, 2020, we had 454,163,561 Ordinary Shares issued and fully paid. As of July 31, 2020 we had 454,330,951 Ordinary Shares issued and fully paid.

Under the Shareholders' Agreement and the Articles, the Company is permitted to issue, or grant to any person rights to be issued, securities, in one or a series of related transactions, in each case representing 20% or more of our issued share capital, only if approved in advance by Special Resolution.

Pursuant to this authority, our shareholders have passed resolutions allowing a maximum of a further 313,251,891 Ordinary Shares (as of July 31, 2020) to be allotted and issued, subject to the restrictions set out below:

1. pursuant to a shareholder resolution passed on May 26, 2016, the Board is authorized to grant rights to subscribe for or to convert any security into, and/or allot and issue, shares up to an aggregate maximum of 18,000,000 Ordinary Shares in connection with the assumption or replacement by the Company of equity awards granted under certain CCE, Inc. share plans, of which 7,518,895 have been issued as of July 31, 2020;
2. pursuant to a shareholder resolution passed on May 27, 2020 regarding the authority to allot new shares, the Board is authorized to allot shares and to grant rights to subscribe for or convert any security into shares:
  - (a) up to a nominal amount of €1,513,853.93 (representing 151,385,393 Ordinary Shares; such amount to be reduced by any allotments or grants made under paragraph 2(b) below in excess of such sum); and
  - (b) comprising equity securities (as defined in the Companies Act) up to a nominal amount of €3,027,707.86 (representing 302,770,786 Ordinary Shares; such amount to be reduced by any allotments or grants made under paragraph 2(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; and

3. pursuant to a shareholder resolution passed on May 27, 2020 regarding authority to disapply pre-emption rights, the Board is authorized to allot equity securities (as defined in the Companies Act) for cash under the authority given by the shareholder resolution described in paragraph 2 above and/or to sell shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 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 2(b) above, by way of a rights issue only):
- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - 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 2(a) above 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 3(a) above) up to a nominal amount of €227,078.08 (representing 22,707,808 Ordinary Shares).

***Shares not representing capital***

None.

***Shares held by CCEP***

We are not permitted under English law to hold our own Ordinary Shares unless they are repurchased by us and held in treasury. At our 2020 annual general meeting (“AGM”), our shareholders passed a Special Resolution that allows us to buy back our own Ordinary Shares in the market as permitted by the Companies Act. On September 12, 2018, the Board announced a €1.5 billion share buyback program, to begin as soon as possible, subject to trading volumes. This buyback program completed in 2019. On February 13, 2020, the Board announced a further share buyback program of up to €1 billion. On March 23, 2020, the Board announced the suspension until further notice of the buyback program announced in February 2020. All Ordinary Shares repurchased as part of the buyback programs have been cancelled.

**Share-based payment awards**

As at June 26, 2020 and July 31, 2020, the following share-based payment awards were outstanding under the 2010 Incentive Plan:

<b>Date of award (mm/dd/yy)</b>	<b>Type of award</b>	<b>Total number of Ordinary Shares awarded to employees as at June 26, 2020</b>	<b>Total number of Ordinary Shares awarded to employees as at July 31, 2020</b>	<b>Price per Ordinary Share payable on exercise (\$)</b>	<b>Expiration date (mm/dd/yy)</b>
11/04/10	Option	9,849	9,849	18.40	11/04/20
11/04/10	Option	17,127	17,127	18.40	01/15/21
11/03/11	Option	500,796	333,406	19.68	11/03/21
11/14/11	Option	11,550	11,550	19.82	05/14/21
11/05/12	Option	9,048	9,048	23.21	01/15/21
11/05/12	Option	834,893	834,893	23.21	11/05/22
10/31/13	Option	955	955	31.46	09/01/20
10/31/13	Option	6,835	6,835	31.46	01/15/21
10/31/13	Option	382	382	31.46	06/30/21
10/31/13	Option	913,370	913,370	31.46	10/31/23
10/30/14	Option	923	923	32.51	09/01/20
10/30/14	Option	6,920	6,920	32.51	01/15/21
10/30/14	Option	769	769	32.51	06/30/21
10/30/14	Option	1,185,796	1,185,796	32.51	10/30/24
11/05/15	Option	1,009,881	1,009,881	39.00	11/05/25

## History of share capital

The following table sets forth the history of our share capital for the period from January 1, 2017 until July 31, 2020:

Period	Nature of share issuance	Number of Ordinary Shares	Consideration	Cumulative balance of issued Ordinary Shares at end of period
1 January 2017	Opening balance	483,076,396	N/A	483,076,396
1 January to 31 December 2017	Ordinary Shares issued in connection with the exercise of stock options	838,486	Exercise price per Ordinary Share ranging from \$5.09 to \$32.51	483,914,882
1 January to 31 December 2017	Ordinary Shares issued in connection with the fulfilment of RSU and PSU share-based payment awards	671,546	Nil	484,586,428
1 January to 31 December 2018	Ordinary Shares issued in connection with the exercise of stock options	2,022,729	Exercise price per Ordinary Share ranging from \$5.09 to \$39.00	486,609,157
1 January to 31 December 2018	Ordinary Shares issued in connection with the fulfilment of RSU and PSU share-based payment awards	740,509	Nil	487,349,666
1 January to 31 December 2018	Ordinary Shares cancelled as part of buyback program	(12,429,600)	€500 million	474,920,066
1 January to 31 December 2019	Ordinary Shares issued in connection with the exercise of stock options	1,741,820	Exercise price per Ordinary Share ranging from \$9.89 to \$39.00	476,661,886
1 January to 31 December 2019	Ordinary Shares issued in connection with the fulfilment of RSU and PSU share-based payment awards	350,584	Nil	477,012,470
1 January to 31 December 2019	Ordinary Shares cancelled as part of buyback program	(20,612,593)	€1 billion	456,399,877
1 January to 26 June 2020	Ordinary Shares issued in connection with the exercise of stock options	306,695	Exercise price per Ordinary Share ranging from \$9.89 to \$32.51	456,706,572
1 January to 26 June 2020	Ordinary Shares issued in connection with the fulfilment of RSU and PSU share-based payment awards	522,189	Nil	457,228,761
1 January to 26 June 2020	Ordinary Shares cancelled as part of buyback program	(3,065,200)	€128 million	454,163,561
27 June to 31 July 2020	Ordinary Shares issued in connection with the exercise of stock options	167,390	Exercise price per Ordinary Share \$19.68	454,330,951
27 June to 31 July 2020	Ordinary Shares issued in connection with the fulfilment of RSU and PSU share-based payment awards	—	Nil	454,330,951
27 June to 31 July 2020	Ordinary Shares cancelled as part of buyback program	—	Nil	454,330,951

## WHERE YOU CAN FIND ADDITIONAL INFORMATION

As required by the Securities Act, we have filed a registration statement relating to the securities offered by this prospectus with the SEC. This prospectus is a part of that registration statement, which includes additional information.

We file annual and other reports and other information with the SEC. Such filings are available to the public from the SEC's website at <http://www.sec.gov>. You may also read and copy any documents we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. You may also read and copy these documents at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

## INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" into this prospectus and any accompanying prospectus supplement the information we have filed with the SEC. This means that we can disclose important information by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus, and information that we file later with the SEC will also be deemed to be incorporated by reference into this prospectus and to be a part hereof from the date of filing of such documents and will automatically update and supersede previously filed information, including information contained in this document.

We incorporate by reference into this prospectus and any accompanying prospectus supplement the following documents that we have filed with the SEC:

- (a) our annual report on Form 20-F for the year ended December 31, 2019, filed with the SEC on March 16, 2020;
- (b) our current report on Form 6-K furnished to the SEC on April 16, 2020, containing the notice of our 2020 annual general meeting;
- (c) our current report on Form 6-K filed with the SEC on April 28, 2020, containing our trading update for the three months ended March 27, 2020, but only the report on Form 6-K filed by CCEP with the SEC on April 28, 2020 which contains an introductory note regarding incorporation of the report on Form 6-K by reference into certain of CCEP's registration statements with the SEC;
- (d) our current report on Form 6-K furnished to the SEC on May 28, 2020, containing the results of our 2020 annual general meeting;
- (e) our current report on Form 6-K filed with the SEC on August 6, 2020, containing our unaudited condensed interim financial statements for the six-month period ended June 26, 2020, but only the report on Form 6-K filed by CCEP with the SEC on August 6, 2020 which contains an introductory note regarding incorporation of the report on Form 6-K by reference into certain of CCEP's registration statements with the SEC; and
- (f) our registration statement on Form 8-A, filed with the SEC on May 31, 2016.

We are also incorporating by reference all subsequent annual reports on Form 20-F that we file with the SEC and those of our reports on Form 6-K that we file with the SEC that we specifically identify in such form or in the applicable prospectus supplement as being incorporated by reference into this prospectus or such prospectus supplement after the date hereof and prior to the completion of an offering of securities under this prospectus.

Any statement made in this prospectus concerning the contents of any contract, agreement or other document is only a summary of the actual document. Each statement regarding a contract, agreement or other document is qualified in its entirety by reference to the actual document.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Coca-Cola European Partners plc  
Attention: Company Secretary  
Pemberton House  
Bakers Road  
Uxbridge  
Middlesex, UB8 1EZ  
United Kingdom  
Tel. +44 1895 231 313

#### LEGAL MATTERS

The validity of the Ordinary Shares offered hereby and certain other English legal matters related to the Ordinary Shares being offered hereby will be passed upon for us by Shearman & Sterling (London) LLP.

#### EXPERTS

The consolidated financial statements of Coca-Cola European Partners plc appearing in Coca-Cola European Partners plc's Annual Report on Form 20-F for the year ended December 31, 2019, and the effectiveness of Coca-Cola European Partners plc's internal control over financial reporting as of December 31, 2019 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

#### EXPENSES OF ISSUANCE AND DISTRIBUTION

The following is a statement of the expenses to be incurred in connection with a distribution of the securities registered under this registration statement:

SEC Registration Fee.....	\$164.81
Legal Fees and Expenses.....	\$25,000 *
Accountants' Fees and Expenses.....	\$11,608 *
<b>Total.....</b>	<b><u>\$36,772.81</u></b>

\* Estimate

#### LIMITATIONS ON ENFORCEMENT OF U.S. LAWS

We are incorporated under the laws of England and Wales. Many of our directors and executive officers (as well as certain directors, managers and executive officers of our subsidiaries), and certain experts named in this prospectus, reside outside the United States, and all or a substantial portion of our assets and the assets of such persons are located outside the United States. As a result, it may be difficult for you to serve legal process on us or our directors and executive officers (as well as certain directors, managers and executive officers of our subsidiaries) or have any of them appear in a U.S. court. There is some doubt as to the enforceability in the United Kingdom, in original actions or in actions for enforcement of judgments of U.S. courts, of civil liabilities based solely on the federal securities laws of the United States. In addition, awards for punitive damages in actions brought in the United States or elsewhere may be unenforceable in the United Kingdom.

# **Coca-Cola European Partners plc**

**31,182 Ordinary Shares**

issuable upon the exercise of outstanding stock options previously granted under the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan

**PROSPECTUS**

**August 6, 2020**

## **PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**

### **ITEM 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Pursuant to the Articles, and to the fullest extent permitted by the Companies Act and without prejudice to any indemnity to which he or she may otherwise be entitled, CCEP may indemnify any director or former director of CCEP or of any associated company (i.e., a company that is a parent, subsidiary or sister company of CCEP), against any liability and may purchase and maintain insurance against any liability for such director or former director, as applicable.

Subject to certain exceptions, English law does not permit CCEP to indemnify a director against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust in relation to CCEP, and any provision that purports to do so is void.

The exceptions allow CCEP to:

(1) purchase and maintain director and officer insurance insuring its directors or the directors of an associated company against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust owed to the company of which he or she is a director;

(2) provide a qualifying third-party indemnity provision that permits CCEP to indemnify its directors and directors of an associated company in respect of proceedings brought by third parties (covering both legal costs and the amount of any adverse judgment), except for (i) the legal costs of an unsuccessful defense of criminal proceedings or civil proceedings brought by CCEP or an associated company, or the legal costs incurred in connection with certain specified applications by the director for relief where the court refuses to grant the relief, (ii) fines imposed in criminal proceedings, and (iii) penalties imposed by regulatory bodies;

(3) loan funds to a director to meet expenditure incurred defending civil and criminal proceedings against him or her (even if the action is brought by CCEP itself), or expenditure incurred applying for certain specified relief, subject to the requirement that the loan must be on terms that it is repaid if the defense or application for relief is unsuccessful; and

(4) provide a qualifying pension scheme indemnity provision, that allows CCEP to indemnify a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with such director's activities as a trustee of the scheme (subject to certain exceptions).

CCEP's directors, as well as certain senior management members, are insured under a directors and officers insurance policy obtained by CCEP. The insurance policy provides for wide coverage, but the directors and officers may incur uninsured liabilities.

## ITEM 9. EXHIBITS.

The following exhibits are filed herewith or incorporated by reference herein:

- [3](#) Articles of Association of CCEP (incorporated by reference to Exhibit 99.1 to CCEP's Form 6-K filed with the SEC on May 30, 2019)
- [4.1](#) Shareholders' Agreement by and among CCEP, Olive Partners S.A., European Refreshments, Coca-Cola GMBH and Vivaqa Beteiligungs GmbH & Co. KG (incorporated by reference to Annex C to the proxy statement/prospectus contained in CCEP's Form F-4/A registration statement filed with the SEC on April 11, 2016)
- [4.2](#) Registration Rights Agreement by and among CCEP and the shareholder parties thereto (incorporated by reference to Exhibit 2.7 to the Current Report on Form 8-K filed by Coca-Cola Enterprises, Inc. with the SEC on August 12, 2015)
- [4.3](#) The Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (As Amended Effective February 7, 2012) (incorporated by reference to Exhibit 99.1 to Coca-Cola Enterprises, Inc.'s Current Report on Form 8-K filed on February 9, 2012)
- [4.4](#) Deed of Assumption and Replacement relating to Equity Awards of Coca-Cola Enterprises, Inc. (incorporated by reference to Exhibit 4.3 to CCEP's Post-Effective Amendment No. 1 on Form S-8 to Form F-4 registration statement filed with the SEC on June 1, 2016)
- [5](#) Opinion of Shearman & Sterling (London) LLP regarding legality\*
- [23.1](#) Consent of Shearman & Sterling (London) LLP (included in the opinion filed as Exhibit 5)\*
- [23.2](#) Consent of Ernst & Young LLP\*

\* Filed herewith

## ITEM 10. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made of securities registered hereby, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act or Rule 3-19 of Regulation S-X if such financial statements and information are contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Form F-3.
- (5) That, for the purpose of determining liability under the Securities Act to any purchaser:
  - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the Registration Statement as of the date the filed prospectus was deemed part of and included in the Registration Statement; and
  - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a Registration Statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the Registration Statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the Registration Statement relating to the securities in the Registration Statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a Registration Statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the Registration Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such effective date.
- (6) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of securities the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel, the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Uxbridge, Middlesex, United Kingdom on August 6, 2020.

### **Coca-Cola European Partners plc**

By: /s/ Clare Wardle

Name: Clare Wardle

Title: General Counsel and Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Damian Gammell</u> <b>Damian Gammell</b>	Chief Executive Officer and Director (Principal Executive Officer)	August 6, 2020
<u>/s/ Manik H. Jhangiani</u> <b>Manik H. Jhangiani</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 6, 2020
<u>/s/ Sol Daurella</u> <b>Sol Daurella</b>	Chairman of the Board of Directors	August 6, 2020
<u>/s/ José Ignacio Comenge Sánchez-Real</u> <b>José Ignacio Comenge Sánchez-Real</b>	Non-executive Director	August 6, 2020
<u>/s/ Irial Finan</u> <b>Irial Finan</b>	Non-executive Director	August 6, 2020
<u>/s/ Álvaro Gómez-Trénor Aguilar</u> <b>Álvaro Gómez-Trénor Aguilar</b>	Non-executive Director	August 6, 2020
<u>/s/ Alfonso Libano Daurella</u> <b>Alfonso Libano Daurella</b>	Non-executive Director	August 6, 2020
<u>/s/ Mario Rotllant Solá</u> <b>Mario Rotllant Solá</b>	Non-executive Director	August 6, 2020

Signature	Title	Date
<u>/s/ Jan Bennink</u> <b>Jan Bennink</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Christine Cross</u> <b>Christine Cross</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Javier Ferrán</u> <b>Javier Ferrán</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Nathalie Gaveau</u> <b>Nathalie Gaveau</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Thomas H. Johnson</u> <b>Thomas H. Johnson</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Dagmar Kollmann</u> <b>Dagmar Kollmann</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Lord Mark Price</u> <b>Lord Mark Price</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Brian Smith</u> <b>Brian Smith</b>	Non-executive Director	August 6, 2020
<u>/s/ Dessi Temperley</u> <b>Dessi Temperley</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Garry Watts</u> <b>Garry Watts</b>	Independent Non-executive Director	August 6, 2020
<u>/s/ Donald J. Puglisi</u> <b>Donald J. Puglisi</b>	Managing Director, Puglisi & Associates (Authorized Representative in the United States)	August 6, 2020

6 August 2020

Coca-Cola European Partners plc (the "**Company**")  
Pemberton House  
Bakers Road  
Uxbridge  
UB8 1EZ

Dear Sirs,

## Registration Statement on Form F-3

### 1. INTRODUCTION

We have acted as English law legal advisors to the Company solely in relation to the delivery of this letter (this "**Opinion Letter**") as to matters of English law in connection with the Registration Statement on Form F-3 (the "**Registration Statement**") to be filed on the date of this Opinion Letter with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933 (as amended) (the "**Securities Act**") in connection with the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan (as amended effective 7 February 2012) (the "**Plan**"). We have not been involved in the preparation or any legal review of the Plan or the Deed of Assumption and Replacement relating to equity awards of Coca-Cola Enterprises, Inc., dated 28 May 2016, or with investigating or verifying any of the facts set out in the Registration Statement. We have taken instructions with respect to the opinion provided by us in this Opinion Letter, solely from the Company.

### 2. DEFINED TERMS AND CONSTRUCTION

- 2.1 Terms defined or having a specified construction in the Registration Statement have the same meanings when used in this Opinion Letter, unless otherwise defined in this Opinion Letter (including in Schedule 1).
- 2.2 Headings in this Opinion Letter are for ease of reference only and shall not affect its interpretation.
- 2.3 A reference in this Opinion Letter to any enactment of law is a reference to that enactment as amended or re-enacted prior to the date of this Opinion Letter.

## SHEARMAN.COM

We operate in the UK and Italy as Shearman & Sterling (London) LLP, a limited liability partnership organised in the United States under the laws of the state of Delaware, which laws limit the personal liability of partners. Shearman & Sterling (London) LLP is authorised and regulated by the Solicitors Regulation Authority (firm SRA number 211340). A list of all partners' names, which includes solicitors and registered foreign lawyers, is open for inspection at the above address. Each partner of Shearman & Sterling (London) LLP is also a partner of Shearman & Sterling LLP.

### 3. **DOCUMENTS EXAMINED AND SEARCHES**

3.1 For the purposes of this Opinion Letter, we have examined the documents listed in Schedule 1.

3.2 On 5 August, 2020 we carried out a company search of the Company's records held at the Companies Registry, Cardiff, which revealed no order or resolution for the winding-up and no notice of the appointment of a receiver or administrator of the Company and no notice of any moratorium under Part A1 of the Insolvency Act 1986 in respect of the Company. This search would not, however, reveal the presentation of a winding-up petition (the "**Company Search**"). We also made a telephone enquiry to the Insolvency and Companies List (formerly known as the Companies Court) in London at 12:59 pm on 5 August, 2020 which informed us that it has on its Central Registry of Winding Up Petitions no record of the presentation of any compulsory winding-up petitions or of any application or order, or of any notice of intention to appoint or notice of appointment of an administrator relating to the Company filed with the court (the "**Winding up Search**").

3.3 The documents, records and searches referred to above are the only documents and records we have examined and the only searches we have carried out for the purposes of this Opinion Letter.

### 4. **LIMITATIONS TO OPINION**

4.1 We have not investigated the laws of any country other than England, and we assume that (a) no foreign law and (b) no directive or regulation or ruling of the European Commission or the European Court of Justice (save to the extent incorporated into English law, including by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time)) affects any of the conclusions stated below. This Opinion Letter is given only with respect to English law as applied by the English courts and published and in effect as at today's date and we expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this Opinion Letter that may affect the opinions expressed herein. This Opinion Letter is governed by English law. Any non-contractual obligations and any other matters arising out of or in connection with this Opinion Letter are governed by English law.

4.2 We are not qualified to give accountancy advice and accordingly this Opinion Letter should not be taken as providing any such advice.

4.3 We express no opinion as to matters of fact.

4.4 The opinions given in this Opinion Letter are strictly limited to the matters stated in paragraph 6 (*Opinion*) and do not extend to any other matters.

## 5. ASSUMPTIONS

In giving the opinions in this Opinion Letter, we have assumed:

- 5.1 the genuineness of all signatures, stamps and seals upon all documents submitted to us;
- 5.2 the authenticity and completeness of all documents submitted to us (whether as originals or copies and whether in electronic form or otherwise) and that such documents remain up-to-date;
- 5.3 that all copy documents submitted to us are complete and conform to the originals;
- 5.4 that the documents to which we refer in this Opinion Letter remain accurate, complete and up-to-date and have not been varied and the statements made in such certificates are accurate, complete and up-to-date;
- 5.5 that the information revealed by the Company Search was and remains complete, accurate and up to date in all respects as at the date of this Opinion Letter and has not since the time of such Company Search been altered or added to;
- 5.6 that the information revealed by our Winding up Search was accurate in all respects and has not since the time of such Winding up Search been altered;
- 5.7 that no additional matters would have been disclosed by searches at the Companies Registry or the Companies Court being carried out since the carrying out of the searches and enquiries referred to in paragraph 3.2 above which would affect the opinion stated below, that there has been no alteration in the status or condition of the Company disclosed by such searches and that the particulars disclosed by our searches and enquiries are true, accurate, complete and up to date. The searches may be unreliable. In particular, without limitation, they are not conclusively capable of disclosing whether or not insolvency proceedings have been commenced in England nor do they indicate whether or not insolvency proceedings have begun elsewhere;
- 5.8 that no step has been taken to wind up, strike off or dissolve the Company or appoint an administrator or receiver or nominee or supervisor in respect of a company voluntary arrangement or similar official in respect of the Company or any of its assets or revenues or to obtain a moratorium which has not been revealed by our searches referred to above;
- 5.9 that the Ordinary Shares, before allotment or issue, will be fully paid up in accordance with the Companies Act 2006;

- 5.10 that the term "non-assessable", which has no recognised meaning in English law, for the purposes of this Opinion Letter means that, under the Companies Act 2006, the articles of association of the Company (the "**Articles of Association**") and any resolution taken under the Articles of Association approving the issuance of the Ordinary Shares, no holder of such Ordinary Shares is liable, solely because of such holder's status as a holder of such Ordinary Shares, for additional assessments or calls for further funds by the Company or any other person;
- 5.11 that the resolutions of the board of directors of the Company (the "**Board Resolutions**") and the resolution of the SSIC (the "**SSIC Resolution**"), all referred to in Schedule 1 were validly passed (at a duly convened, constituted and quorate meeting of duly appointed directors of the Company (or members of the SSIC, as the case may be) and such directors have disclosed all their relevant interests in the transactions contemplated by the Registration Statement in accordance with the Companies Act 2006 and the constitution of the Company and none of the directors of the Company has an interest in such transactions that is not permitted by the Companies Act 2006 and the constitution of the Company) and that the resolutions so passed and the authorisations given constitute all resolutions and authorisations of the board of directors of the Company and of the SSIC with respect to the allotment and issuance of the Ordinary Shares pursuant to and in accordance with the Plan and remain in full force and effect without modification;
- 5.12 that in resolving to allot, and to authorise and empower the SSIC to allot, the Ordinary Shares, the directors of the Company have acted in good faith to promote the success of the Company for the benefit of its members as a whole and have exercised their powers *bona fide* to promote such success and for proper purposes and otherwise in accordance with their duties under all applicable laws and the constitution of the Company and that the directors have otherwise complied with their duties as directors in so far as relevant to this Opinion Letter;
- 5.13 that the SSIC has carried out and will carry out the functions assigned to it by the Board Resolutions in connection with the allotment and issuance of Ordinary Shares in accordance with the requirements of the Board Resolutions (including, without limitation, the limits on the number of Ordinary Shares that may be allotted and/or issued by the SSIC);
- 5.14 that the names of the appropriate persons will be entered in the Company's register of members upon allotment of the Ordinary Shares;

- 5.15 that (i) the Company has not made any proposal for a voluntary arrangement or obtained a moratorium under Part AI of the Insolvency Act 1986, (ii) the Company has not given any notice in relation to or passed any winding-up resolution, (iii) no application has been made or petition presented to a court, and no order has been made by a court, for the winding-up or administration of the Company, and no step has been taken to strike off or dissolve the Company, (iv) no liquidator, administrator, receiver, administrative receiver, trustee in bankruptcy or similar officer has been appointed in relation to the Company or any of its assets or revenues, and no notice has been given or filed in relation to the appointment of such an officer, and (v) no analogous procedure has been commenced in any jurisdiction outside England and Wales in relation to the Company or any of its assets or revenues;
- 5.16 that the performance of each obligation under the Plan is not illegal or contrary to public policy in any place outside England or Wales in which that obligation is to be performed;
- 5.17 that all acts, conditions or things to be fulfilled, performed or effected in connection with the Plan under the laws of any jurisdiction other than England and Wales have been duly fulfilled, performed and effected;
- 5.18 that the Plan is in force, was validly adopted by the Company and has been and will be operated in accordance with its terms;
- 5.19 that the Ordinary Shares will be issued in accordance with the rules of the Plan and the requirements of the Board Resolutions and the SSIC Resolution;
- 5.20 that the provisions of section 682 of the Companies Act 2006 will apply to the allotment and issue of Ordinary Shares pursuant to and in accordance with the Plan;
- 5.21 that the Plan is an "employees' share scheme" for the purposes of section 1166 of the Companies Act 2006;
- 5.22 that none of the holders of the Company's Ordinary Shares has received or will receive any dividends or distribution which constitute an unlawful distribution pursuant to common law or the Companies Act 2006 (as applicable);
- 5.23 that there is no actual or implied additional contractual relationship between the Company and the holders of the Ordinary Shares, except for any contract of employment, the Articles of Association and the Plan; and
- 5.24 that all acts, conditions or things required to be fulfilled, performed or effected in connection with the Ordinary Shares under the laws of any jurisdiction other than England have been duly fulfilled, performed and effected.

6. **OPINION**

Based upon the foregoing and subject to any matters not disclosed to us and to the qualifications set out below, we are of the opinion that at the date hereof the Ordinary Shares to be issued by the Company pursuant to and in accordance with the SSIC Resolution and the Plan when so issued will be validly issued, fully-paid and non-assessable.

7. **QUALIFICATIONS**

The opinions in this Opinion Letter are subject to the qualifications and reservations set out below.

7.1 The Company Search is not capable of revealing conclusively whether or not:

- (a) a winding-up order has been made or a resolution passed for the winding up of the Company;
- (b) an administration order has been made;
- (c) a receiver, administrative receiver, administrator or liquidator has been appointed; or
- (d) a moratorium has been commenced,

since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, there may be a delay in the relevant notice appearing on the file of the company concerned.

In addition, the Company Search is not capable of revealing, prior to the making of the relevant order or the appointment of an administrator otherwise taking effect, whether or not a winding-up petition or an application for an administration order has been presented, or whether or not any documents for the appointment of, or notice of intention to appoint, an administrator under paragraphs 14 or 22 of Schedule B1 to the Insolvency Act 1986 has been filed with the court.

- 7.2 The Winding up Search relates only to the presentation of (i) a petition for the making of a winding-up order or the making of a winding-up order by a court, (ii) an application to the High Court of Justice in London for the making of an administration order and the making by such court of an administration order, and (iii) a notice of intention to appoint an administrator or a notice of appointment of an administrator filed at the High Court of Justice in London. It is not capable of revealing conclusively whether or not such a winding-up petition, application for an administration order, notice of intention or notice of appointment has been presented or winding-up or administration order granted, because:
- (a) details of a winding-up petition or application for an administration order may not have been entered on the records of the Central Registry of Winding Up Petitions immediately;
  - (b) in the case of an application for the making of an administration order and such order and the presentation of a notice of intention to appoint or notice of appointment, if such application is made to, order made by or notice filed with, a court other than the High Court of Justice in London, no record of such application, order or notice will be kept by the Central Registry of Winding Up Petitions;
  - (c) a winding-up order or administration order may be made before the relevant petition or application has been entered on the records of the Central Registry of Winding Up Petitions, and the making of such order may not have been entered on the records immediately;
  - (d) details of a notice of intention to appoint an administrator or a notice of appointment of an administrator under paragraphs 14 and 22 of Schedule B1 of the Insolvency Act 1986 may not be entered on the records immediately (or, in the case of a notice of intention to appoint, at all); and
  - (e) with regard to winding-up petitions, the Central Registry of Winding Up Petitions may not have records of winding-up petitions issued prior to 1994.
- 7.3 Insofar as any obligation under the Plan is to be performed in any jurisdiction other than England and Wales, an English Court may have to have regard to the law of that jurisdiction in relation to the manner of performance and the steps to be taken in the event of defective performance.
- 7.4 We express no opinion as to whether specific performance, injunctive relief or any other form of equitable remedy would be available in respect of any obligation of the Company under or in respect of the Plan.
- 7.5 The obligations of the Company and the remedies available to the Company or participants in the Plan will be subject to any law from time to time in force relating to liquidation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

7.6 We have not been responsible for verifying the accuracy of the information or the reasonableness of any statements of opinion contained in the Registration Statement other than Exhibit 5, nor have we been responsible for verifying that no material information has been omitted from the Registration Statement. In addition, we express no opinion as to whether the Registration Statement (or any part of it) contained or contains all the information required to be contained in it or whether the persons responsible for the Registration Statement have discharged their obligations thereunder.

8. **CONSENT TO FILING**

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our firm included or made a part of the Registration Statement in respect thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules or regulations promulgated thereunder.

Yours faithfully,

/s/ Shearman & Sterling (London) LLP

Shearman & Sterling (London) LLP

SCHEDULE 1  
**LIST OF DOCUMENTS EXAMINED**

**Resolutions and corporate and other documents of the Company**

1. Certified copy resolutions of the board of directors of the Company dated:
  - 1.1 28 April 2016, approving, among other things, the establishment of a Special Share Issue Committee (the "SSIC") empowered to allot and issue Ordinary Shares under the Plan (and certain other equity compensation plans of the Company),
  - 1.2 1 June 2016, fixing limits on the number of Ordinary Shares that may be allotted and issued by the SSIC under equity compensation plans of the Company, and
  - 1.3 12 December 2017, approving terms of reference for the SSIC.
2. A certified copy of a resolution of the SSIC dated 25 October 2017 resolving to allot and issue certain Ordinary Shares to certain individuals under the Plan.
3. Certified copies of the Company's Certificates of Incorporation, of Change of Name and of Re-registration of a Private Company as a Public Company and Articles of Association.
4. A copy of the Registration Statement to be filed with the SEC on the date of this Opinion Letter.

Please note that we have reviewed only pdf copies of the above documents for the purposes of this Opinion Letter.

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in this Registration Statement (Form F-3) and related Prospectus of Coca-Cola European Partners plc for the registration of Ordinary Shares pursuant to the Coca-Cola Enterprises, Inc. 2010 Incentive Award Plan and to the incorporation by reference therein of our reports dated March 16, 2020, with respect to the consolidated financial statements of Coca-Cola European Partners plc, and the effectiveness of internal control over financial reporting of Coca-Cola European Partners plc, included in its Annual Report (Form 20-F) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

London, United Kingdom  
August 6, 2020