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## FORWARD-LOOKING STATEMENTS

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These risks include, but are not limited to, obesity concerns; water scarcity and poor quality; evolving consumer preferences; increased competition and capabilities in the marketplace; product safety and quality concerns; perceived negative health consequences of certain ingredients, such as non-nutritive sweeteners and biotechnology-derived substances, and of other substances present in their beverage products or packaging materials; increased demand for food products and decreased agricultural productivity; changes in the retail landscape or the loss of key retail or foodservice customers; an inability to expand operations in emerging or developing markets; fluctuations in foreign currency exchange rates; interest rate increases; an inability to maintain good relationships with their partners; a deterioration in their partners’ financial condition; increases in income tax rates, changes in income tax laws or unfavorable resolution of tax matters; increased or new indirect taxes in the United States or in other tax jurisdictions; increased cost, disruption of supply or shortage of energy or fuels; increased cost, disruption of supply or shortage of ingredients, other raw materials or packaging materials; changes in laws and regulations relating to beverage containers and packaging; significant additional labeling or warning requirements or limitations on the availability of their respective products; an inability to protect their respective information systems against service interruption, misappropriation of data or breaches of security; unfavorable general economic or political conditions in the United States, Europe or elsewhere; litigation or legal proceedings; adverse weather conditions; climate change; damage to their respective brand images and corporate reputation from negative publicity, even if unwarranted, related to product safety or quality, human and workplace rights, obesity or other issues; changes in, or failure to comply with, the laws and regulations applicable to their respective products or business operations; changes in accounting standards; an inability to achieve their respective overall long-term growth objectives; deterioration of global credit market conditions; default by or failure of one or more of their respective counterparty financial institutions; an inability to timely implement their previously announced actions to reinvestigate growth, or to realize the economic benefits they anticipate from these actions; failure to realize a significant portion of the anticipated benefits of their respective strategic relationships, including (without limitation) KO’s relationship with Keurig Green Mountain, Inc. and Monster Beverage Corporation; an inability to renew collective bargaining agreements on satisfactory terms, or they or their respective partners experience strikes, work stoppages or labor unrest; future impairment charges; multi-employer plan withdrawal liabilities in the future; an inability to successfully manage the possible negative consequences of their respective productivity initiatives; global or regional catastrophic events; risks and uncertainties relating to the transaction, including the risk that the businesses will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected, which could result in additional demands on KO’s or CCEP’s resources, systems, procedures and controls, disruption of its ongoing business and diversion of management’s attention from other business concerns, the possibility that certain assumptions with respect to CCEP or the transaction could prove to be inaccurate, the failure to receive, delays in the receipt of, or unacceptable or burdensome conditions imposed in connection with, all required regulatory approvals and the satisfaction of the closing conditions to the transaction, the potential failure to retain key employees of CCE, Coca-Cola Iberian Partners, S.A.’s (“CCIP”) or Coca-Cola Erfrischungsgetränke AG (“CCEAG”) as a result of the proposed transaction or during integration of the businesses and disruptions resulting from the proposed transaction, making it more difficult to maintain business relationships; and other risks discussed in KO’s and CCE’s filings with the Securities and Exchange Commission (the “SEC”), including their respective Annual Reports on Form 10-K for the year ended December 31, 2014, subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which filings are available from the SEC, and the registration statement on Form F-4, file number 333-208556, that includes a preliminary proxy statement of CCE and a preliminary prospectus of CCEP, which was filed with the SEC by CCEP. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. None of KO, CCE, CCIP or CCEP undertakes any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. None of KO, CCE, CCIP or CCEP assumes 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 their respective public statements may prove to be incorrect.

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#### Important Additional Information and Where to Find It

CCEP has filed with the SEC a registration statement on Form F-4, file number 333-208556, that includes a preliminary proxy statement of CCE and a preliminary prospectus of CCEP. The registration statement has not been declared effective by the SEC and the information in the preliminary proxy statement/prospectus is not complete and may be changed. After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to CCE's stockholders in connection with the proposed transaction. INVESTORS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER DOCUMENTS RELATING TO THE TRANSACTION FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. You may obtain a copy of the proxy statement/prospectus (when available) and other related documents filed by KO, CCE or CCEP with the SEC regarding the proposed transaction as well as other filings containing information, free of charge, through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov), by directing a request to KO's Investor Relations department at (404) 676-2121, or to CCE's Investor Relations department at (678) 260-3110, Attn: Thor Erickson – Investor Relations. Copies of the proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the proxy statement/prospectus can also be obtained, when available, without charge, from KO's website at [www.coca-colacompany.com](http://www.coca-colacompany.com) under the heading "Investors" and CCE's website at [www.cokecce.com](http://www.cokecce.com) under the heading "Investors."

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#### No Profit Forecast

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This presentation contains non-GAAP financial measures. These non-GAAP measures are provided to allow investors to more clearly evaluate the operating performance and business trends of CCE, CCIP, and CCEAG. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability. See the reconciliations of GAAP to non-GAAP measures on slides 11, 12, 21, 24, and 27, and slides 30 and 31 for a list of all items impacting comparability.

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# Merger Overview



\* Owned by controlling shareowner of CCIP; to be owned by CCEP or a CCEP subsidiary after the transaction

- Combines bottling operations of Coca-Cola Enterprises (CCE), Coca-Cola Iberian Partners (CCIP), and Coca-Cola Erfrischungsgetränke (CCEAG) into a new Western European bottler, Coca-Cola European Partners (CCEP)
- CCE shareowners to own 48%, CCIP shareowners to own 34%, and The Coca-Cola Company (TCCC) to own 18% of CCEP on a fully diluted basis
- CCE shareowners to receive one share of CCEP and a one-time cash payment of \$14.50 per share of CCE
- CCEP will be headquartered and incorporated in the United Kingdom and will be listed on the Euronext Amsterdam, NYSE, and Euronext London; Listing on the Spanish stock exchanges is also being pursued

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# Merger: The “Right” Next Step

- Enhances alignment of the Coca-Cola system (TCCS) to compete more effectively across Western Europe with world-class production, sales, and distribution platforms
- Better positioned to drive growth in the Western European Non-Alcoholic Ready-To-Drink (NARTD) market
- Improves service to customers and consumers through a more consistent strategy for product and brand development across Western Europe
- Creates the largest independent Coca-Cola bottler based on net sales, serving over 300 million consumers across 13 countries, increasing scale and flexibility
- Leverages best practices and strong leadership from CCE, CCIP, and CCEAG
- Targeted to realize annual run-rate pre-tax savings of approximately \$350 to \$375 million within 3 years of closing
- Continued focus on robust cash flow generation and driving shareowner value

While the challenging consumer environment is limiting topline growth, the proposed merger is the right next step for CCE



# Since August 6 Announcement

- EU Commission clearance received
- Preliminary Proxy Statement/Prospectus (F-4) filed
- Integration Steering Committee formed
- Integration Management Office launched and operating members appointed
- Critical integration project/program work identified and staffed
- Operating teams focused on delivering business plans<sup>1</sup> for 2015 and 2016

Significant progress has been made toward closing the deal by end of second-quarter 2016 and establishing CCEP

<sup>1</sup> Although unaudited financial projections prepared by CCE management are disclosed in the F-4, these should not be relied upon as necessarily predictive of the actual future stand-alone results of any of CCE, CCIP or CCEAG, or of the future results of CCEP after the Combination Transactions. The unaudited financial projections do not reflect the short- and long-term business plans that may be developed and business strategies implemented by CCEP management if and when the Combination Transactions are effected.

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# CCE Financial Approach

## Drive Cash From Operations

grow profitably while managing the levers of the business and investing capex prudently

## Optimize Capital Structure

maintain target leverage range (2.5 - 3.0x net debt to EBITDA)

## Opportunistically Invest and/or Return Cash to Shareowners

invest in high return M&A opportunities and/or return cash to shareowners

While these are priorities for CCE, we believe our focus on these now, and in the future, will drive shareowner value



# Coca-Cola European Partners – 2014

## CCEP 2014 unaudited pro forma condensed combined income statement

2014 Financials (USD, in millions except share data)	CCEP "Historical" <sup>1</sup>	CCEP Pro Forma Adjustments <sup>2</sup>	CCEP Pro Forma	Items Impacting Comparability <sup>3</sup>	CCEP Pro Forma Comparable <sup>3</sup>
Net sales	\$ 14,291	\$ -	\$ 14,291	\$ -	\$ 14,291
Cost of sales	8,863	(32)	8,831	11	8,842
Gross profit	5,428	32	5,460	(11)	5,449
Selling, delivery, & administrative expenses	4,170	(52)	4,118	(398)	3,720
Operating income	1,258	84	1,342	387	1,729
Interest expense, net	124	99	223	-	223
Other nonoperating (exp)/inc	9	-	9	8	17
Income before income taxes	1,143	(15)	1,128	395	1,523
Income tax expense	310	(4)	306	125	431
Net income	\$ 833	\$ (11)	\$ 822	\$ 270	\$ 1,092
Diluted earnings per share			\$ 1.69		\$ 2.24
Diluted weighted average shares OS			487		487

Source: Unaudited pro forma condensed combined financial information of CCEP for the year ended December 31, 2014 and the nine months ended October 2, 2015 (the "CCEP Unaudited Pro Formas") in the CCEP registration statement on Form F-4 filed on December 15, 2015 (the "F-4")

<sup>1</sup>Derived by combining CCE, CCIP, and CCEAG historical financial information presented in the CCEP Unaudited Pro Formas

<sup>2</sup>See Note 7 to the CCEP Unaudited Pro Formas for a description of adjustments which are based on Accounting Standards Codification 805 "Business Combinations" under U.S. GAAP

<sup>3</sup>CCEP Pro Forma Comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability. Items impacting comparability derived from MD&A for CCIP and CCEAG in the F-4, and CCE 4Q 2014 earnings release issued on February 12, 2015. See appendix for a full reconciliation.

Note: For purposes of financial reporting, the local currency results were translated into U.S. dollars using currency exchange rates prevailing during the reporting period. A simple annual average approximates 1.3310 \$/€, 1.6495 \$/€, 0.1594 \$/NOK and 0.1464 \$/SEK for CCE, 1.3293 \$/€ for CCEAG, and 1.3285 \$/€ for CCIP as stated in the F-4. Financial highlights reported on August 6, 2015 for CCEP 2014 Net Sales of \$12.4B and OI of \$1.5B were based on exchange rates of 1.12 \$/€, 1.57 \$/€, 0.14 \$/NOK and 0.12 \$/SEK.

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# Coca-Cola European Partners – 9M15

## CCEP 9M15 unaudited pro forma condensed combined income statement

9M15 Financials (USD, in millions except share data)	CCEP Historical U.S. GAAP <sup>1</sup>	CCEP Pro Forma Adjustments <sup>2</sup>	CCEP Pro Forma	Items Impacting Comparability <sup>3</sup>	CCEP Pro Forma Comparable <sup>3</sup>
Net sales	\$ 9,371	\$ -	\$ 9,371	\$ -	\$ 9,371
Cost of sales	5,694	(12)	5,682	(21)	5,661
Gross profit	3,677	12	3,689	21	3,710
SD&A	2,810	(57)	2,753	(314)	2,439
Operating income	867	69	936	335	1,271
Interest expense, net	95	75	170	-	170
Other nonoperating (exp)/inc	(5)	-	(5)	-	(5)
Income before income taxes	767	(6)	761	335	1,096
Income tax expense	229	(2)	227	98	325
Net income	\$ 538	\$ (4)	\$ 534	\$ 237	\$ 771
Diluted earnings per share			\$ 1.09		\$ 1.58
Diluted weighted average shares outstanding			487		487

Source: CCEP Unaudited Pro Formas

<sup>1</sup>Derived by combining CCE, CCIP, and CCEAG historical financial information presented in the CCEP Unaudited Pro Formas

<sup>2</sup>See Note 7 to the CCEP Unaudited Pro Formas for a description of adjustments which are based on Accounting Standards Codification 805 "Business Combinations" under U.S. GAAP

<sup>3</sup>CCEP Pro Forma Comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability. Items impacting comparability derived from MD&A for CCIP and CCEAG in the F-4, and CCE 3Q 2015 earnings release issued on October 29, 2015. See appendix for a full reconciliation.

Note: For purposes of financial reporting, the local currency results were translated into U.S. dollars using currency exchange rates prevailing during the reporting period. A simple 9M average approximates 1.1154 \$/€, 1.5329 \$/£, 0.1264 \$/NOK and 0.1188 \$/SEK for CCE, 1.1157 \$/€ for CCEAG, and 1.1151 \$/€ for CCIP as stated in the F-4. Financial highlights reported on August 6, 2015 for CCEP were based on exchange rates of 1.12 \$/€, 1.57 \$/£, 0.14 \$/NOK and 0.12 \$/SEK.

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# Coca-Cola European Partners – Considerations

## Currency Translation – exchange rates have declined

- Would decrease 2015E as announced on Aug 6, Net Sales by ~(\$200M), OI by ~(\$50M), and EBITDA by ~(\$50M)<sup>1</sup>

## Consumer and Category Trends – have been softer than expected, negatively impacting topline growth and growth outlook

- Would decrease 2015E as announced on Aug 6, Net Sales by ~(\$300M), OI by ~(\$75M), and EBITDA by ~(\$75M)<sup>2</sup>
- While softer trends are expected to continue into 2016, 9M15 has had modest growth (comparable and currency-neutral 9M15 net sales: CCE is ~flat, CCIP up ~2%, and CCEAG is up ~3.5%)<sup>3</sup>

Collectively, the teams at CCE, CCIP, CCEAG, and TCCC are working to successfully launch CCEP, improve the growth outlook of CCEP, and develop business plans to deliver value for our shareowners

1. The Aug 6, 2015 presentation financial information was based on exchange rates of 1.12 \$/€, 1.57 \$/£, 0.14 \$/NOK and 0.12 \$/SEK; the decreases above are based on exchange rates of 1.11 \$/€, 1.53 \$/£, 0.12 \$/NOK and 0.12 \$/SEK; numbers are rounded

2. Based on YTD trends, management estimates; numbers are rounded

3. See Select Operating Highlights section of this presentation

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# Key Financial Takeaways

- We are realistic about the continued challenging environment and the impact of currency translation
- We have a history of, and commitment to, managing the levers of our business to deliver value
- We are excited about the combined geographies and new opportunities to create value with the formation of CCEP

Focus on generating cash from operations, consistent long-term profitable growth, and driving shareholder value

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# Key Takeaways

- Significant progress has been made toward closing the deal and establishing CCEP
- The proposed merger is the right next step for CCE
- The challenging consumer and category environment is limiting topline growth
- On track to close transaction by end of second-quarter 2016 - key next steps include obtaining approval of the EU prospectus, finalizing the definitive proxy statement and mailing to CCE shareowners in readiness for CCE shareowner vote to approve the proposed merger

Collectively, the teams at CCE, CCIP, CCEAG, and TCCC are working to ensure a successful launch of CCEP, improve the growth outlook of CCEP, and develop business plans to deliver value for our shareowners



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# CCEP Highlights



\* Owned by controlling shareowner of CCIP; to be owned by CCEP or a CCEP subsidiary after the transaction

## CCEP Profile

Consumers <sup>1</sup> :	>300M
Unit Cases <sup>2</sup> :	~2.5B
# Production Facilities <sup>1</sup> :	56
Employees <sup>1</sup> :	~26,200

1. F-4
2. Aug 6, 2015 presentation

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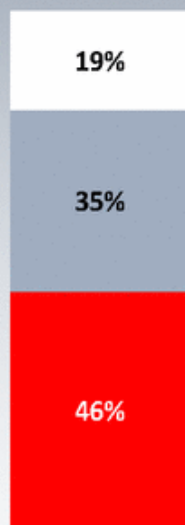
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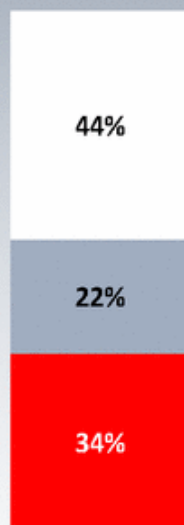
# CCE Market Highlights

## NARTD Market Mix<sup>1</sup> in CCE Territories

### Retail Value



### Volume



■ CSD<sup>2</sup> ■ NCB<sup>2</sup> ■ Water

1. AC Nielsen FY14

2. CSD = Carbonated Soft Drinks, NCB = Noncarbonated Soft Drinks



Consumers<sup>1</sup>: ~170M

CCE Share<sup>2</sup>: Value 28%  
Volume 18%

1. 2014 10-K

2. AC Nielsen FY14

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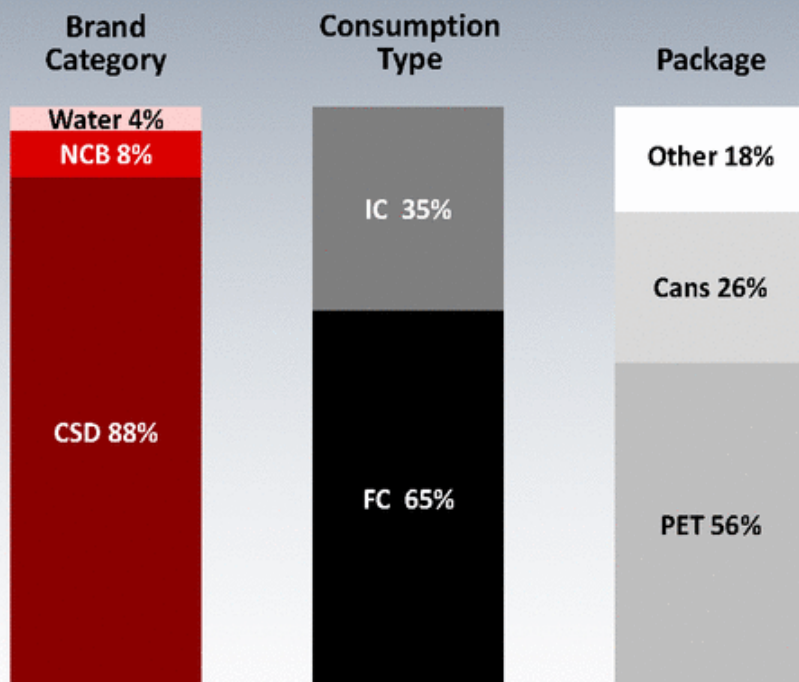
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# CCE Operational Highlights

## CCE FY14 Volume Mix<sup>1</sup>



1. Internal reports (unit case basis)
2. FC = Future Consumption, IC = Immediate Consumption

## CCE Profile

Unit Cases<sup>1</sup>: ~1.3B

# Production Facilities<sup>2</sup>: 17

Employees<sup>2</sup>: ~11,500

Top 5 Brands<sup>3</sup>:



1. Aug 6, 2015 presentation
2. F-4
3. 2014 10-K

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# CCE Financial Highlights

## CCE reconciliation of GAAP to non-GAAP

USD, in millions	FY14			9M15		
	CCE Historical U.S. GAAP	Items Impacting Comparability <sup>1</sup>	CCE Comparable	CCE Historical U.S. GAAP	Items Impacting Comparability <sup>1</sup>	CCE Comparable
Net sales	\$ 8,264	\$ -	\$ 8,264	\$ 5,381	\$ -	\$ 5,381
Cost of sales	5,291	11	5,302	3,411	(21)	3,390
Gross profit	2,973	(11)	2,962	1,970	21	1,991
Selling, delivery, and administrative expenses	1,954	(92)	1,862	1,277	(37)	1,240
Operating income	\$ 1,019	\$ 81	\$ 1,100	\$ 693	\$ 58	\$ 751
Margins: Gross			35.8%			37.0%
Operating			13.3%			14.0%

For 9M15, CCE has had approximately flat year-over-year currency-neutral net sales growth

Source: CCE 4Q 2014 earnings release issued on February 12, 2015 and 3Q 2015 earnings release issued on October 29, 2015

<sup>1</sup>Items impacting comparability: 2014 includes the net out of period mark-to-market impact of non-designated commodity hedges of \$13M in COGS and (\$11M) in SD&A, nonrecurring restructuring charges of (\$81M) in SD&A, and charges related to the impairment of our investment in our recycling joint venture in Great Britain of (\$2M) in COGS. 9M15 includes the net out of period mark-to-market impact of non-designated commodity hedges of (\$21M) in COGS and (\$2M) in SD&A, nonrecurring restructuring charges of (\$19M) in SD&A, merger related costs of (\$26M) in SD&A, and gains associated with the sale of a distribution facility in Great Britain of \$10M in SD&A.

Note: For purposes of financial reporting, the local currency results were translated into U.S. dollars using currency exchange rates prevailing during the reporting period. A simple 2014 annual average approximates 1.3310 \$/€, 1.6495 \$/£, 0.1594 \$/NOK and 0.1464 \$/SEK. A simple 9M15 average approximates 1.1154 \$/€, 1.5329 \$/£, 0.1264 \$/NOK and 0.1188 \$/SEK.

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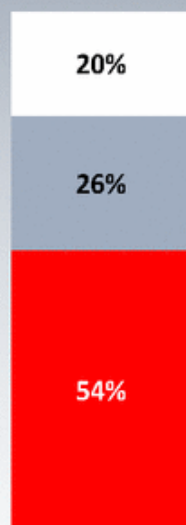
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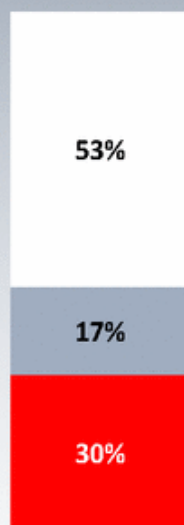
# CCIP Market Highlights

## NARTD Market Mix in CCIP Territories

### Retail Value



### Volume



CSD

NCB

Water



Consumers<sup>1</sup>: ~57M

CCIP Share<sup>2</sup>: Value 44%  
Volume 22%

1. F-4  
2. AC Nielsen FY14

Source: AC Nielsen FY14

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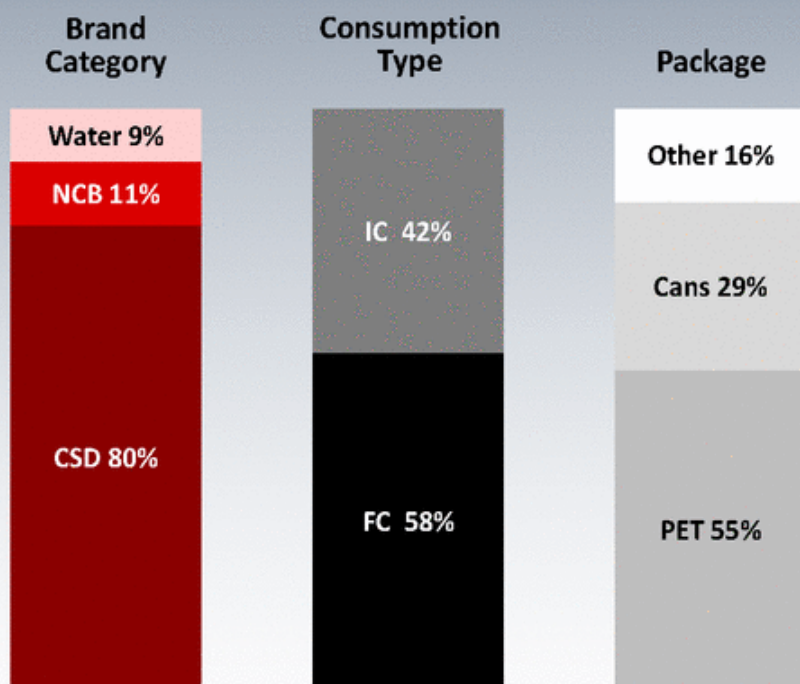
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# CCIP Operating Highlights

## CCIP FY14 Volume Mix



Source: F-4 (MD&A)

## CCIP Profile

Unit Cases<sup>1</sup>: ~0.5B

# Production Facilities<sup>2</sup>: 16

Employees<sup>2</sup>: ~4,400

Top 5 Brands<sup>2</sup>:



1. Aug 6, 2015 presentation
2. F-4



# CCIP Financial Highlights

## CCIP reconciliation of GAAP to non-GAAP

USD, in millions	FY14			9M15		
	CCIP Historical U.S. GAAP	Items Impacting Comparability <sup>1</sup>	CCIP Comparable	CCIP Historical U.S. GAAP	Items Impacting Comparability <sup>1</sup>	CCIP Comparable
Net sales	\$ 3,200	\$ -	\$ 3,200	\$ 2,147	\$ -	\$ 2,147
Cost of sales	1,915	-	1,915	1,223	-	1,223
Gross profit	1,285	-	1,285	924	-	924
Selling, delivery and administrative expenses	984	(90)	894	669	(93)	576
Operating income	\$ 301	\$ 90	\$ 391	\$ 255	\$ 93	\$ 348
Margins: Gross			40.2%			43.0%
Operating			12.2%			16.2%

For 9M15, CCIP has had year-over-year  
currency-neutral net sales growth of approximately 2%<sup>2</sup>

Source: CCEP Unaudited Pro Formas

<sup>1</sup>Items impacting comparability: 2014 includes \$90M of restructuring charges (CCIP MD&A); 9M15 includes \$83M of restructuring charges (CCIP MD&A) and \$10M of transaction-related expenses (Note 7 to the CCEP Unaudited Pro Formas)

<sup>2</sup>F-4 MD&A of CCIP

Note: Per the F-4, CCIP historical financial information has been translated to U.S. Dollars using the following average rates: FY14 1.3285 \$/€ and 9M15 1.1151 \$/€

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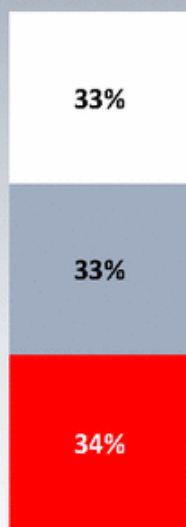
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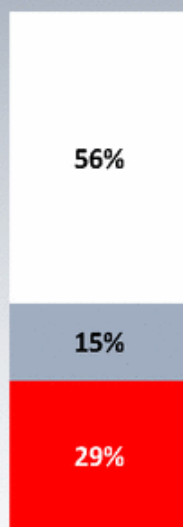
# CCEAG Market Highlights

## NARTD Market Mix in CCEAG Territory

### Retail Value



### Volume



■ CSD

■ NCB

■ Water

Source: AC Nielsen FY14



Consumers<sup>1</sup>: ~80M

CCEAG Share<sup>2</sup>: Value 18%  
Volume 10%

1. F-4

2. AC Nielsen FY14

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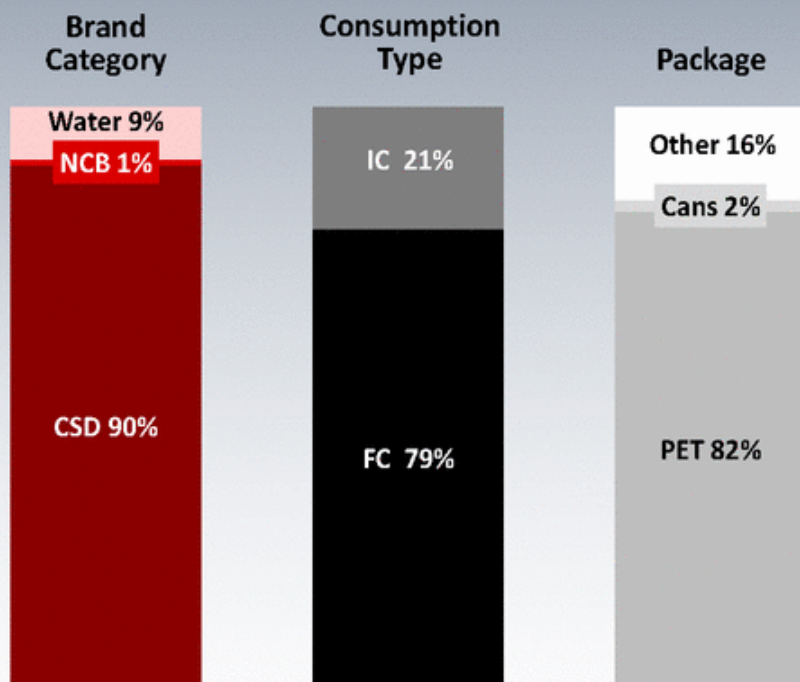
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# CCEAG Operational Highlights

## CCEAG FY14 Volume Mix



Source: F-4 (MD&A)

## CCEAG Profile

Unit Cases<sup>1</sup>: ~0.7B

# Production Facilities<sup>1</sup>: 23

Employees<sup>1</sup>: ~10,300

Top 5 Brands<sup>2</sup>:



1. F-4
2. Internal reports

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# CCEAG Financial Highlights

## CCEAG reconciliation of GAAP to non-GAAP

USD, in millions	FY14			9M15		
	CCEAG Historical U.S. GAAP	Items Impacting Comparability <sup>1</sup>	CCEAG Comparable	CCEAG Historical U.S. GAAP	Items Impacting Comparability <sup>1</sup>	CCEAG Comparable
Net sales	\$ 2,827	\$ -	\$ 2,827	\$ 1,843	\$ -	\$ 1,843
Cost of sales	1,657	-	1,657	1,060	-	1,060
Gross profit	1,170	-	1,170	783	-	783
Selling, delivery and administrative expenses	1,232	(216)	1,016	864	(220)	644
Operating Income	\$ (62)	\$ 216	\$ 154	\$ (81)	\$ 220	\$ 139
Margins: Gross			41.4%			42.5%
Operating			5.4%			7.5%

For the 9M15, CCEAG has had year-over-year  
currency neutral net sales growth of approximately 3.5%<sup>2</sup>

Source: CCEP Unaudited Pro Formas

<sup>1</sup>Items impacting comparability: 2014 includes \$216M of restructuring charges (CCEAG MD&A); 9M15 includes \$220M of restructuring and other charges (CCEAG MD&A)

<sup>2</sup>F-4 MD&A for CCEAG; calculated using a simple 9M15 average of approximately 1.1157 \$/€ and a simple 9M14 average of approximately 1.3575 \$/€.

Note: For purposes of financial reporting, the local currency results were translated into U.S. dollars using currency exchange rates prevailing during the reporting period. A simple 2014 annual average approximates 1.3293 \$/€ and a simple 9M15 average approximates 1.1157 \$/€.

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# Agenda

Merger Update

Select Financial Highlights

Key Takeaways

Select Operating Highlights

**Appendix**

## Select Q&A

**Where can I find out more about the CCEP transaction?**

The registration statement containing the preliminary proxy statement/prospectus was filed by Coca-Cola European Partners, the new holding company under which the businesses will combine, and is available through the SEC's website at [www.sec.gov](http://www.sec.gov) under the company name "Coca-Cola European Partners Ltd."

**Why did CCE not provide their typical next year guidance?**

With the transaction there are many different considerations including different requirements of public companies in the U.S. and in Europe. These factors shaped the guidance CCE provided.

**In the release and presentation, you mention softer category trends – what has changed?**

When looking at CCE's 2015 plans, we anticipated a soft consumer environment and were aware of category headwinds, including the health and wellness trends. To address this, our plans focused more on volume growth than price/mix growth. Additionally, as we went through 2015, with the level of promotional activity executed, we expected the category and us, to have higher levels of volume growth than what we have seen – these are the trends we are referring to. Both CCIP and CCEAG have experienced a similar recent trend. Collectively, these trends are expected to continue and will be taken into account as we develop plans for CCEP. We see this category softness as a reflection of the consumer environment and is not reflective of the proposed merger.

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# Items Impacting Comparability

CCEP 2014<sup>1</sup>

USD, in millions	CCE				CCIP	CCEAG	CCEP Total
	Mark-to-Market effects <sup>2</sup>	Restructuring Charges <sup>3</sup>	Other Items <sup>4</sup>	Net tax items <sup>5</sup>	Restructuring Charges <sup>3</sup>	Restructuring Charges <sup>3</sup>	
Net sales	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of sales	13	-	(2)	-	-	-	11
Gross profit	(13)	-	2	-	-	-	(11)
Selling, delivery, and administrative expenses	(11)	(81)	-	-	(90)	(216)	(398)
Operating income	(2)	81	2	-	90	216	387
Interest expense, net	-	-	-	-	-	-	-
Other nonoperating (exp)/inc	-	-	8	-	-	-	8
Income before income taxes	(2)	81	10	-	90	216	395
Income tax expense	(1)	26	2	6	27	65	125
Net income	\$ (1)	\$ 55	\$ 8	\$ (6)	\$ 63	\$ 151	\$ 270

<sup>1</sup>These non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

<sup>2</sup>Amounts represent the net out of period mark-to-market impact of non-designated commodity hedges.

<sup>3</sup>Amounts represent nonrecurring restructuring charges.

<sup>4</sup>Amounts represent charges related to the impairment of our investment in our recycling joint venture in Great Britain.

<sup>5</sup>Amounts represent the tax impact of both cumulative nonrecurring items and changes in income tax rates for the year.

# Items Impacting Comparability

CCEP 9M15<sup>1</sup>

USD, in millions	CCE				CCIP		CCEAG	
	Mark-to-market effects <sup>2</sup>	Restructuring charges <sup>3</sup>	Transaction related costs <sup>4</sup>	Gain on property sale <sup>5</sup>	Restructuring charges <sup>3</sup>	Transaction related costs <sup>4</sup>	Restructuring charges <sup>3</sup>	CCEP Total
Net sales	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of sales	(21)	-	-	-	-	-	-	(21)
Gross profit	21	-	-	-	-	-	-	21
Selling, delivery, and administrative expenses	(2)	(19)	(26)	10	(83)	(10)	(220)	(350)
Operating income	23	19	26	(10)	83	10	220	371
Interest expense, net	-	-	-	-	-	-	-	-
Other nonoperating (exp)/inc	-	-	-	-	-	-	-	-
Income before income taxes	23	19	26	(10)	83	10	220	371
Income tax expense	7	5	8	(3)	23	3	66	109
Net income	\$ 16	\$ 14	\$ 18	\$ (7)	\$ 60	\$ 7	\$ 154	\$ 262

<sup>1</sup>These non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

<sup>2</sup>Amounts represent the net out of period mark-to-market impact of non-designated commodity hedges.

<sup>3</sup>Amounts represent nonrecurring restructuring charges.

<sup>4</sup>Amounts represent costs associated with the pending combination of CCE, CCIP, and CCEAG as announced on August 6, 2015. These amounts are included in the "CCEP pro forma adjustments" on slide 12 and detailed in Note 7 to the CCEP Unaudited Pro Forms. These same amounts are included in "Items impacting comparability" on slide 21 for CCE and slide 24 for CCIP, as the CCEP pro forma adjustments are presented in aggregate in the F-4.

<sup>5</sup>Amounts represent gains associated with the sale of a distribution facility in Great Britain.

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## **Coca-Cola European Partners**

December 16, 2015

