

Criteria for selection of Independent Non-Executive Directors

Candidates should in all cases:

- Be independent within the meaning of the UK Corporate Governance Code including having regard to the matters set out in the Shareholders Agreement between Coca-Cola European Partners plc, Olive Partners SA and European Refreshments, Coca-Cola GMBH and Vivaqua Beteiligungs GmbH & Co. Kg.
- Be of good repute and have the highest personal and professional ethical standards, integrity and honesty and not have been convicted of any offence of dishonesty or material nature.
- Be sufficiently experienced in business to ensure the sound and prudent management of the Company.
- Have the skills, competencies, knowledge and expertise necessary to carry out the duties and responsibilities allocated to him or her.
- Be free of major conflicts of interest, in particular having no continuing operating or executive role in any business concerned with the NARTD industry in the territories in which the Company or its subsidiaries operate.
- Have leadership and management experience, preferably in relevant businesses.

The Board should comprise of a majority of Directors who are non-US citizens and not resident in the US, and have amongst its members those who can effectively bring the voices of the stakeholders in the company including employees and customers into the room. This will support its members in discharging their duty under s.172 to act in the way each of them considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so to have regard (amongst other matters) to—

(a) the likely consequences of any decision in the long term,

(b) the interests of the company's employees,

(c) the need to foster the company's business relationships with suppliers, customers and others,

(d) the impact of the company's operations on the community and the environment,

(e) the desirability of the company maintaining a reputation for high standards of business conduct, and

(f) the need to act fairly as between members of the company.

Diversity including gender and ethnic diversity is also important to good decision making. When assessing the suitability of candidates, the Board will, therefore, have regard to the benefits of having gender and ethnic diversity as well as of background and viewpoint. The

Board would have regard to an overall target of at least 33% of the Board members being female by 2020 and aim to appoint at least one director from an ethnic minority.

Candidates should also be assessed against the specific criteria identified by the Nomination Committee and approved by the Board as being required in the light of the then needs of the Company and the Board. Such criteria may include business, sectoral, functional or other skills.

A search agency or agencies will be given the criteria and instructed on the importance of diversity on the Board including gender and ethnic diversity. The agency will produce shortlists for consideration by the Nomination Committee and ultimately the Board taking this into account.