

# **Coca-Cola European Partners plc**

## **Corporate Social Responsibility Committee Terms of Reference**

There shall be a corporate social responsibility committee (the “**Committee**”) of the board of directors (the “**Board**”) of Coca-Cola European Partners plc (the “**Company**”). The Committee and the provisions of these Terms of Reference are subject to the terms, restrictions and conditions of: (i) the shareholders’ agreement entered into among the Company, European Refreshments, Coca-Cola GmbH, Vivaqa Beteiligungs GmbH & Co. Kg, (together “**Red**”) and Olive Partners S.A. (“**Olive HoldCo**”) in respect of the Company; and (ii) the articles of association of the Company (the “**Articles**”) (including, in each case, the rights of Red and Olive HoldCo thereunder), and subject thereto:

- a. the Committee shall exercise the powers, authorities and discretions delegated to it by the Board, in accordance with and subject to the limitations set out in these Terms of Reference and the Company’s Chart of Authority; and
- b. the Committee shall comply with any and all relevant obligations under law and/or regulation, which may be applicable to the Committee.

### **Committee Membership**

The Committee will have five members, the majority of whom shall be independent non-executive directors. There will be at least three independent non-executive directors on the Committee at any time, who shall be appointed by the Board. If the equity proportion (as defined in the Articles) of Olive HoldCo is at least 15 per cent., at least one member of the Committee shall be a director nominated to be a member of the Committee by Olive HoldCo. If the equity proportion (as defined in the Articles) of Red is at least 10 per cent., at least one member of the Committee shall be a director nominated to be a member of the Committee by Red. The appointment of the members of the Committee nominated by Red and Olive HoldCo shall take effect upon the issue of such nomination by Red or Olive HoldCo (as applicable).

Prior to making any nomination of a director to be a member of the Committee, each of Red and Olive will discuss the proposed nomination with the Board, although the decision on the nomination is to be made by them in their sole discretion.

Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two further periods each of up to three years (up to a maximum of nine years):

- by the Board, in relation to the independent non-executive director members of the Committee, provided that such member continues to be eligible for membership of the Committee; or
- by Red or Olive HoldCo (as applicable), in relation to the members of the Committee nominated by Red or Olive HoldCo (as applicable).

The Board shall designate one member of the Committee to be the chairman of the Committee (the “**Chairman**”). The Chairman shall be appointed for a term of up to three years which, if recommended by the Committee, may be extended by the Board for an additional terms of three years (up to a

maximum term of six consecutive years) provided that the Chairman continues to be eligible for membership of the Committee.

## **Authority and Responsibilities**

### ***1. Corporate Responsibility and Sustainability Committee Purpose***

The Committee will review the Company policies and practices relating to significant public issues of concern to the shareholders, the Company generally and its employees, communities, the business community, the general public, NGOs and other stakeholders, with specific oversight of corporate social responsibility (“CSR”) strategy and goals, health and well-being trends, legislative and regulatory issues, and diversity management programs. The Committee will also review the environmental and social risks facing the Company and the practices by which these risks are managed and mitigated. The Committee will make recommendations to the Board as contemplated by these Terms of Reference.

### ***2. Management Presentations***

The Committee will receive presentations by management and others on subjects in the public arena and/or related to the accomplishment of the Company's CSR strategy and goals. These could include presentations on diversity matters, policies of importance to customers and consumers, charitable contributions, legislative and regulatory issues affecting the Company, health and well-being trends, and other environmental, philanthropic or legal issues of particular public interest including progress towards the Company's publicly stated CSR goals.

### ***3. Corporate Responsibility and Sustainability***

The Committee shall review and make recommendations to the Board with respect to the Company's policies, programs and practices and the impact that the Company's policies, programs and practices have on the environment, marketplace, workplace and communities in which the Company operates.

### ***4. Monitor and Review Public Policy Issues***

The Committee shall identify, analyze, evaluate and monitor the social, political, environmental and public policy trends, issues and concerns which could affect the Company's business activities or performance, and shall make recommendations to the Board regarding how the Company should respond to these trends, issues and concerns to more effectively achieve its business and CSR goals.

### ***5. Review of Shareholder Proposals***

The Committee shall review management's position on all shareholder proposals involving issues of public interest or corporate responsibility and recommend positions to be taken by the Board.

## **Operations of the Committee**

### ***1. Schedule of Meetings***

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. The Committee shall meet at least three times a year at appropriate intervals and shall hold additional meetings as required.

## **2. Conduct of Meetings**

All determinations of the Committee shall be made either at a meeting duly constituted and held or by a written consent to the actions taken signed by all of the members of the Committee.

## **3. Quorum**

The quorum for a meeting of the Committee is:

- a. a sufficient number of independent directors to constitute a majority of the directors present at the meeting;
- b. if Olive Partner S.A.'s equity proportion (as defined in the Articles) is fifteen per cent. or more, at least one director nominated by Olive Partners S.A.; and
- c. if Red's equity proportion (as defined in the Articles) is ten per cent. or more, at least one director nominated by Red.

If a quorum is not present at a Committee meeting within 60 minutes of the time appointed for the start of the meeting, the meeting will be adjourned to the same time and place on the following working day. Notice of any such adjourned meeting shall be given to all Committee members. The quorum for any such reconvened meeting shall be a majority of Committee members.

## **4. Documentation and Reports**

The Chairman shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at the next meeting of the Committee and such minutes shall be distributed periodically to the Board. The Committee shall also make regular written reports to the Board which, when provided to the Board, shall be marked and treated as confidential.

## **5. Outside Assistance**

The Committee shall also have authority to obtain advice and assistance from internal or external public affairs and communications, legal, accounting or other advisors.

## **6. Self-Assessment**

The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. At least annually, these Terms of Reference shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval; and the Committee shall review and submit to the Board for approval, the proposed revision of any other committee terms of reference of the Company, to ensure that the tasks delegated to such other committees are sufficient to help the Company meet its CSR responsibilities.

## **7. Committee Powers**

These Terms of Reference do not give the Committee the power to take any action which abrogates or has the effect of abrogating the authority of the Board to make any decision affecting the Company, without the consent of:

- if Olive HoldCo's equity proportion (as defined in the Articles) is at least 15 per cent., at least one director nominated by Olive HoldCo; and
- if Red's equity proportion (as defined in the Articles) is at least 10 per cent., at least one director nominated by Red.