

In accordance with the Companies Act 2006, Coca-Cola European Partners Great Britain Limited (**CCEP GB**) and Coca-Cola European Partners Services Europe Limited (**CCEP SE**) are required to include a statement in their annual accounts which describes how directors have had regard to stakeholders when performing their duties as directors (commonly known as a “section 172(1) statement”). CCEP GB is also required to include a corporate governance statement.

The Section 172 Statement for Coca-Cola European Partners plc, is contained within the Integrated report [here](#).

CCEP GB - Section 172(1) statement

During 2019, the Directors acted in good faith to promote the long-term success of the Company.

The Company is a wholly owned subsidiary within the group of companies headed by CCEP. The Group operates within a single governance framework and the board of directors of CCEP (the CCEP Board) has considered the matters under Section 172(1) of the Companies Act 2006 (s172(1)) at a Group level. To the extent necessary for understanding the position of the Company, the Group analysis of s172(1) matters is set out on pages 52 - 55 of CCEP’s 2019 Integrated Report.

The CCEP Board has agreed a stakeholder engagement matrix for the Group, which considers the inputs, engagement and outcomes of the relationships between the Group and its key stakeholders. This enables the CCEP Board to better understand its operating environment and aids the successful delivery of the Group strategy. The Directors recognise that, as a subsidiary company within the Group, the Company does not engage directly with all Group stakeholders. Nonetheless, during the year, the Directors have had due regard to the aims and strategy of the Group when making decisions.

CCEP GB - Statement of corporate governance arrangements

The Company is a wholly owned subsidiary within the group of companies headed by Coca-Cola European Partners plc. The Group operates a single governance framework, which is overseen by the board of directors of CCEP (the CCEP Board). CCEP has a standard listing ordinary shares, however the CCEP Board has chosen to apply the UK Corporate Governance Code on a voluntary basis, to demonstrate its commitment to good governance.

The Directors have not chosen to apply a separate governance code, as the governance practices of CCEP are embedded throughout the Group. CCEP’s governance framework includes of a group wide Code of Conduct and chart of delegated authorities, which enables the right people to make the right decisions at the right time. For an overview of the Group’s governance framework, as applicable to the Company, see page 69 of CCEP’s 2019 Integrated Report

CCEP SE -Section 172(1) statement

During 2019, the Directors acted in good faith to promote the long-term success of the Company.

The Company is a wholly owned subsidiary within the group of companies headed by CCEP. The Group operates within a single governance framework and the board of directors of CCEP (the CCEP Board) has considered the matters under Section 172(1) of the Companies Act 2006 (s172(1)) at a Group level. To the extent necessary for understanding the position of the Company, the Group analysis of s172(1) matters is set out on pages 52 - 55 of CCEP’s 2019 Integrated Report.

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