

# CODE OF BUSINESS CONDUCT

INTEGRITY IN  
THE COMPANY

INTEGRITY IN  
THE COMMUNITY



**Coca-Cola**  
**Hellenic Bottling Company**





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Dear Fellow Team Member:

We depend on the trust that our customers and consumers are placing in us. We all have an obligation to earn that trust every day. Our reputation is built on our behavior in our workplace and when representing Coca-Cola Hellenic. Our future success starts with our values: *Authenticity, Excellence, Learning, Caring for our people, Performing as one and Winning with our customers.*

Our values require us to be open, fair and honest and to act with integrity. We are a diverse company and will create a safe, fun and positive working environment. Everywhere we operate we will honor our promises and do what is right and not just easy. We will compete vigorously to win in the marketplace, but we will always be honest, lawful and fair in our dealings with everyone whose life we touch. In winning with our customers, we care as much about how our results are achieved as we do about the results themselves. We never act arrogantly or without considering the interests of others.

The communication of this Code of Business Conduct is part of our responsibility to ensure a workplace and a workforce, that are fully committed to doing business based on our values. Our aim has been to provide a clear and accessible document with practical guidance on our individual responsibilities and how to access further information when in doubt. However, this Code cannot address every situation we may face and it is not a substitute for applying common sense and good judgment, informed by our values and our commitment to being one of the most trusted and respected companies in the world.

While aiming for top financial performance and growth, we at Coca-Cola Hellenic believe that this can only be achieved by excellence in the way we do business and by adhering to the highest standards of corporate and social responsibility.

I ask each of you to join me in making a personal commitment to living our values and applying integrity and honesty in everything we do. This will not only promote the success of Coca-Cola Hellenic, but also allow us all to share a genuine sense of pride in what we are achieving.

Sincerely,

Dimitris Lois  
Chief Executive Officer





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# 1

## A CULTURE OF INTEGRITY

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# CODE OF BUSINESS CONDUCT

## Statement of Values

This Code of Business Conduct is designed to help all of us to live up to the values that make Coca-Cola Hellenic one of the most successful and respected organizations in the world. These values include:

- Authenticity
- Performing as one
- Excellence
- Caring for our people
- Learning
- Winning with customers

### **Why do we need a Code of Business Conduct?**

The Code sets out the Company's commitment to conducting business in accordance with our values, all applicable laws and regulations and industry standards. It provides guidance on what is expected of each of us and references other Company policies and guidelines.

Failure to comply with the Code or any Company policy is treated very seriously and may result in disciplinary action, up to and including dismissal.

## What Is Expected of Everyone

### Comply with the Code and the Law

Understand the Code. Comply with the Code and the law wherever you are. Use good judgment and avoid even the appearance of improper behavior. Ignorance of the Code will not excuse you from its requirements.

*If you have any questions about a situation, ask before you take action*

If ever in doubt about a course of conduct, ask yourself:

- Is it in line with our values?
- Is it consistent with the Code?
- Is it legal?
- Will it reflect well on me and the Company?

If the answer is "No" to any of these questions, do not do it.

### **Does the Code apply to everyone in the Company?**

The Code applies to everyone working for the Company worldwide regardless of location, role or level of seniority. This includes all Employees, Managers, Operating Committee Members and Directors of the Company.

We expect temporary and contract employees, consultants, agents and any other third party who acts in the Company's name to act in accordance with the principles of the Code.

Every subsidiary and joint venture which the Company controls must adopt and comply with the Code. Where we participate in but do not control a joint venture relationship, we will encourage our partners to meet the requirements of the Code in both the joint venture and their own operations.



## A CULTURE OF INTEGRITY



Some situations may seem ambiguous. Exercise caution when you hear yourself or someone else say “It has always been done this way,” “Everybody does it,” “Maybe just this once,” “No one will ever know” or “It will not matter in the end.” These are signs to stop, think through the situation and seek guidance. Most importantly, do not ignore your instincts. Ultimately, you are responsible for your own actions.

If you are still uncertain, ask for guidance. The Code tries to capture many of the situations that employees will encounter, but cannot address every circumstance. You can seek help from your [Code Compliance Officers](#) (see page 11 below), or higher level management.

You are also required to report violations, and suspected violations, of the Code. This includes situations where others ask you to violate the Code. There will never be reprisals for making any reports, and every effort will be made to maintain confidentiality.

### What Is Expected of Managers

#### Promote a Culture of Ethics and Compliance

Managers must lead by example, and act as role models for others. As a manager, you should:

- Ensure that the people you supervise understand their responsibilities under the Code and other Company policies.
- Take opportunities to discuss the Code and reinforce the importance of ethics and compliance with employees.
- Create an environment where employees feel comfortable raising concerns.
- Consider conduct in relation to the Code and other Company policies when evaluating employees.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law.
- Always act to stop violations of the Code or the law by those you supervise.

#### Respond to Questions and Concerns

If approached with a question or concern related to the Code, listen carefully and give the employee your complete attention. Ask for clarification and additional information. Answer any questions if you can, but do not feel that you must give an immediate response. Seek help if you need it. If an employee raises a concern that may require investigation under the Code, contact your [Code Compliance Officers](#) (see below).

#### Note on the Glossary:

Throughout the Code, certain words and phrases appear in [green](#).

These terms are defined in the Glossary at the end of this document.







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## HOW TO USE AND COMPLY WITH THIS CODE

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# CODE OF BUSINESS CONDUCT

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## Seeking Guidance

If you have any questions about the Code or a situation, ask your [Code Compliance Officers](#) before you take action:

- *Country Employees:* Your Code Compliance Officers are your General Manager and your Country Legal Director. However, for questions relating to potential bribery or corruption, your Code Compliance Officer is your Country Legal Director only.
- *Country Function Heads and Regional Managers:* Your Code Compliance Officers are your General Manager and Region Legal Director. However, for questions relating to potential bribery or corruption, your Code Compliance Officer is your Region Legal Director only.
- *General Managers and Group Function Employees:* Your Code Compliance Officer is the Chief Compliance Officer, including for questions relating to potential bribery or corruption.
- *Chief Executive Officer:* Your Code Compliance Officer is the Audit Committee. However, for questions relating to potential bribery or corruption, your Code Compliance Officer is the General Counsel.
- *Other Operating Committee Members:* Your Code Compliance Officers are the Chief Executive Officer and the General Counsel. However, for questions relating to potential bribery or corruption, your Code Compliance Officer is the General Counsel.
- If you are uncertain as to who you should contact or are unable to reach your Code Compliance Officers, you should contact your General Manager or Function Head for further guidance.

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## Obtaining Approvals

Under the Code, certain actions require prior written approval. Where approval is required, *both* [Code Compliance Officers](#) must approve (if you have more than one applicable [Code Compliance Officer](#)).

For recurring or ongoing actions, this approval should be renewed annually, or anytime there is a change in either the situation or any of your [Code Compliance Officers](#).

Copies of these approvals should be submitted by each [Code Compliance Officer](#) to and maintained by the appropriate legal department, and made available to auditors or investigators if required.

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## Raising Concerns

We all have an obligation to uphold the ethical standards of the Company, and we must all take responsible steps to prevent Code violations.

If you observe behavior that concerns you, or that may represent a violation of our Code, raise the issue promptly. Doing so will allow the Company an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law or a risk to health, security or the Company's reputation.



## HOW TO USE AND COMPLY WITH THIS CODE

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You have several options for raising issues and concerns. Whether seeking advice or speaking out, you can always go to your manager. If you prefer, you can contact any of the following:

- Your **Code Compliance Officers**
- Your General Manager
- Your Function Head
- Your Country Legal Director
- Your Region Legal Director
- The Chief Compliance Officer
- Financial, accounting or auditing matters should be reported to the Head of Internal Audit or to the Chairman of the Audit Committee.
- Suspected Code violations of a serious nature, such as those involving high levels of management, significant monies, financial misstatement, or alleged criminal activities should be reported to the General Counsel, Group CFO or Head of Internal Audit immediately.
- If you believe there has been a breach of our Code, or have a question, and do not feel comfortable speaking to someone inside the company, you can use our confidential SpeakUp! line:  
[www.coca-colahellenic.ethicspoint.com](http://www.coca-colahellenic.ethicspoint.com).

It is managed by an independent party on our behalf and allows you to raise concerns in your own language.

**Q** *A finance employee was asked by her manager to process a wire transfer of funds to a Government Official's personal bank account. When the finance employee asked her manager what the payment was for and if he received approval from the Legal Department to make the payment, her manager told her that it was "none of her business." When she expressed her concerns, her manager told her that he does not care what the Code says and that he would take full responsibility if there was any problem with the payment. The finance employee is afraid that her manager will retaliate against her if she reports the matter. What should she do?*

**A** She should report the situation to her **Code Compliance Officer** right away. If she follows her manager's instructions and violates the Code, they will both be in violation of the Code, and possibly the law. The Company will protect the employee from any retaliation for her good faith report.

All Code violations are required to be reported to the Company's Audit Committee and, therefore, should be fully documented together with details of the corrective action taken. This report should be forwarded to the Head of Internal Audit with a copy to the General Counsel as soon as possible, but normally not later than one month after the date that local management became aware of the violation or possible violation.

### Anonymity and Confidentiality

When you raise concerns regarding potential Code violations, you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate communication.



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If you make your identity known, we will take every reasonable precaution to keep your identity confidential, consistent with conducting a thorough and fair investigation and compliance with applicable law, and we will acknowledge your report and keep you updated where possible. Because we strive to maintain strict confidentiality in all investigations, we may not be able to inform you of the outcome of an investigation. To help maintain confidentiality, avoid discussing these issues, or any investigation, with other employees.

## Investigations and Disciplinary Actions

The Company takes all reports of possible misconduct seriously. We will investigate the matter confidentially, make a determination whether the Code or the law has been violated, and take appropriate corrective action. If you become involved in a Code investigation, cooperate fully and answer all questions completely and honestly.

For each Code violation, discipline is determined based on the nature of the violation, mitigating and aggravating factors, and the precedent for discipline (or range of discipline). Discipline for Code violations has a broad range, including but not limited to one or any combination of the following: a letter of reprimand, final written warning, suspension without pay, demotion, loss or reduction of bonus or option awards, and separation. The Company has a position of zero tolerance for theft of **Company assets**, including but not limited to cash, product and time. In addition, we may seek reimbursement for losses or recovery of damages by a civil suit or refer the matter to local authorities for criminal procedures. Any disciplinary action will be taken in accordance with applicable laws and collective bargaining agreements.

Violations of this Code are not the only basis for disciplinary action. The Company has additional policies and procedures governing conduct that may have their own disciplinary consequences.

## No Retaliation

The Company values the help of employees who identify potential problems that we need to address. Any retaliation against an employee who raises an issue honestly is a violation of the Code. That an employee has raised a concern honestly, or participated in an investigation, cannot be the basis for any adverse employment action, including separation, demotion, suspension, loss of benefits, threats, harassment or discrimination.

If you work with someone who has raised a concern or provided information in an investigation, you should continue to treat the person with courtesy and respect. If you believe someone has retaliated against you, report the matter to your **Code Compliance Officers** or the General Counsel.

## Making False Accusations

The Company will protect any employee who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation. Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate.



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## INTEGRITY IN THE COMPANY

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## Working with Each Other

Within our Company we promote equality of opportunity. Selection and reward are based on merit without regard to race, color, religion, sex, sexual orientation, citizenship status, national origin or disability. We will comply with all applicable laws relating to employment practices and expect all of our employees to treat each other with dignity and respect.

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## Product Quality

Our customers choose us because we provide a consistently superior product and service. Ensuring that our products are of the highest quality is critical to our success. We must each be aware of and follow Company policies and procedures that protect the quality of our products. In addition, we expect our **suppliers** to ensure the quality and safety of the products and services they provide to us. For this reason, we choose **suppliers** who share our values and who deliver superior products and services.

Please refer to our Supplier Guiding Principles for more detailed guidance on **supplier** obligations.

**Q** *The required procedures for a filling line in a plant require a product stop and full sanitation every 72 hours of production. The supervisor tells the line operator to skip the line sanitation procedure and continue producing product to improve line efficiency and because there is not enough product to fill orders. What should the line operator do?*

**A** The line operator should report the situation to the production manager immediately and the scheduled line sanitation must be performed. Eliminating or skipping required sanitation and process steps can cause product quality failures in the marketplace and result in consumer complaints and product withdrawals. If you are ever asked to bypass required process steps you should report them to the plant management team.

**Q** *You are a filler operator on a refillable glass line and during your shift you are experiencing a high number of bottles rejected from the empty bottle inspector due to a high number of old scuffed bottles that were returned from the trade. This situation is reducing your production efficiency and you will not produce the required number of cases during your shift. Your colleague also working on the line informs you that he will change the settings on the empty bottle inspector to stop the high number of rejects so you can meet your efficiency and filled case quota. What should you do?*

**A** You must stop your colleague from changing any settings on the empty bottle inspector. If he insists, go to your supervisor immediately and stop the production. An empty bottle inspector is a critical control point on a refillable glass bottle production line. Any changes or tampering with the settings of the inspector can lead to serious food safety risks for our consumers and quality issues in finished products. Tampering with settings on empty bottle inspectors is an offense that results in dismissal.

**Q** *I work on the production line and I've noticed some defective finished goods that are not within our normal tolerance levels. I've mentioned it to my line manager but he has told me not to worry as the defect is minor. Is he right?*

**A** No, he is not right. We strive to achieve the highest standards in everything we do. We want our customers to enjoy the best products we can produce and even a small defect could compromise this and potentially do damage to our reputation. You should contact your manager or your **Code Compliance Officer** to report your concerns.

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## Workplace Health and Safety

Health and safety is a critical value of the Company. We always comply with applicable health and safety rules and regulations. In addition, we consistently promote safe oper-



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ating practices and avoid undue risk to our colleagues and our communities. We require all employees to follow safe work practices in the interest of their own safety as well as that of fellow employees.

Safety is the responsibility of each and every employee. Employees can prevent injury to themselves and their co-workers by always following safe work practices and reporting any unsafe conditions you observe. Many employees go beyond these basic responsibilities by participating on safety committees, giving management input on safety policies and procedures, helping conduct safety inspections or assisting with accident investigations.

**Q** *What should I do if I am assigned to perform a task that I believe is unsafe?*

**A** You need to bring your concern to the attention of your supervisor or [Code Compliance Officers](#). If you are aware of safety violations you should also report them to the local management. If they fail to act, you may contact, on a confidential basis, the Head of Internal Audit or the Chief Compliance Officer.

**Q** *While working, you notice that a part on the forklift you are using is broken. The machine still seems to be running properly. You are not sure whether anyone else is aware of the broken part. What should you do?*

**A** You should report the situation to his manager immediately, even if someone may have already raised a concern and the forklift seems to be working properly. We all have a responsibility to ensure a safe workplace, and must always follow safe working procedures to prevent the occurrence of any accidents.

### Business and Financial Records

Ensure the accuracy of all Company business and financial records. These include not only financial accounts but other records such as business plans, budgets, quality reports, time records, expense reports and submissions such as benefits claims, forms and resumes.

Ensuring accurate and complete business and financial records is everyone's responsibility, not just a role for accounting and finance personnel. Accurate recordkeeping and reporting reflects on the Company's reputation and credibility, and ensures that the Company meets its legal and regulatory obligations. It also ensures that performance is judged and compensation is awarded fairly among employees.

- Always record and classify transactions in the proper accounting period and in the appropriate account and department.
- Delaying or pre-paying invoices to meet budget goals is a violation of the Code.
- Never falsify any document or distort or disguise the true nature of any transaction.
- Never establish any undisclosed or unrecorded funds or assets for any purpose.
- All transactions must be supported by accurate documentation. Retain all appropriate documentation for audit trail purposes.
- Sign only those documents that you believe to be correct and truthful.
- Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.





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- You must provide full disclosure to, and fully cooperate with, the Company's Internal Audit Department and external auditors, as well as with investigations into the accuracy and timeliness of financial records.
- Devise, implement and maintain sufficient internal controls to ensure that record-keeping objectives are met.
- To the extent estimates and accruals are necessary in Company reports and records, they must be supported by appropriate documentation and based upon the best available information and professional judgment. Intentional over- or under-estimation when preparing financial information included in Company reports and records is a violation of this Code.

**Q** *As the year is coming to a close, a commercial manager realizes that his operation has already exceeded the profit target in its annual business plan. The commercial manager asks the Finance Department if he could hold any further sales made that year off the books in order to get a head start on the following year.*

**A** "Do not even think about it!" he was told. All income and expenses must be recorded in the period when they are actually incurred.

**Q** *An accounting clerk is responsible for processing accounts payable of the branches located in his country. Over the last three months he has noticed that the smallest of the branches has purchased expensive Hi-Fi audio equipment and two video games and charged these purchases to maintenance expenses rather than to fixed assets as normally required. The payables documents have been approved by the branch manager but this looks suspicious. What should he do?*

**A** He should promptly report his suspicions to his supervisor or his Code Compliance Officers, who will take it up with the Country CFO. If he feels the matter is still not being adequately dealt with, he should contact the Group Finance Department or the Internal Audit Department.

**Q** *A General Manager instructs his Country CFO to make an incorrect entry in the Company's books notwithstanding his CFO's explanations that such entry is wrong and not allowed. What should the Country CFO do?*

**A** The Country CFO must report the situation to his Code Compliance Officers and the Group Controller. Following orders to commit a Code violation is no excuse.

**Q** *A warehouse supervisor works in a sales center that sells about 2 million cases a year and has, on average, about 50,000 cases in inventory. The recent month-end inventory count revealed a 3,000-case variance between the count quantities and the stock quantities in the information system. The warehouse supervisor suspects the variance is due to an error in the information system. What should he do?*

**A** Good business judgment requires that he investigates, determines and documents the reasons for the inventory variance. He should also make the necessary adjustments to the quantities in the information system based upon the results of his research.

**Q** *A recently hired HR Manager has been travelling a lot for work recently and has lost some of her receipts. She has heard of colleagues in the same position adding a few fictitious receipts of the same value to make sure they do not end up out of pocket. She wonders whether this is okay, or is it not?*

**A** No, it is not okay. It means that the expense reports are inaccurate, which ultimately results in inaccurate accounts. The fact that she is aware of others acting in this way does not make it acceptable. She should talk to his manager to discuss a resolution to her current situation and also highlight her concern that this may be common practice. In the future, she should take care to ensure she keeps her receipts safe.



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### Company Assets

Protect the Company's assets, and use those assets in the manner intended.

**Company assets** should only be used for legitimate business purposes and are meant for company, not personal, use. Do not use **Company assets** for your personal benefit or the benefit of anyone, other than the Company. Common sense should prevail of course. The occasional personal phone call from your workplace, for example, is inevitable. Substantial personal phone calls, however, could represent misuse.

The point is to recognize that theft or deliberate misuse of **Company assets** is a violation of the Code.

Company policy may allow additional personal use of certain assets, such as a Company car or wireless communication device. Always check relevant local policies to ensure that you are using **Company assets** as intended.

#### Examples of Company Assets

Company money, Company product, Employees' time at work and work product, Computer systems and software, Telephones, Wireless communication devices, Photocopiers, Tickets to concerts or sporting events, Company vehicles, Proprietary information, Company trademarks.

Theft of **Company assets** – whether physical theft such as unauthorized removal of Company product, equipment or information, or theft through embezzlement or intentional misreporting of time or expenses – may result in termination and criminal prosecution. We treat workplace theft of assets belonging to other employees the same way we treat theft of **Company assets**.

The use of **Company assets** outside of your Company responsibilities, such as using your Company work product in an outside venture, or using Company materials or equipment to support personal interests, requires prior written approval from your **Code Compliance Officers**. You must have this approval renewed annually if you continue to use the asset outside of work.

**Q** *Is it fine for an account executive to permit a friend to borrow a list of Company email addresses? The friend wants to send email solicitations for his business to Company employees.*

**A** That would be a misuse of **Company assets**. The account executive should explain that to his friend, and decline the request.

**Q** *A marketing employee had access to Company tickets to sporting events to be used for consumer promotions. Is it fine for the employee to send some of the tickets to an acquaintance working at a hotel chain in exchange for free hotel rooms for the employee's personal use?*

**A** No. The employee misused **Company assets**.

### Corporate Opportunities

During the course of your employment, you may learn about business opportunities that you are interested in pursuing outside of the Company. You may not take for your-



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self (or direct to someone else) any opportunity you discover through your position at the Company or through the use of Company property or information without the prior written consent of your [Code Compliance Officers](#).

## Intellectual Property

Our Company's intellectual property, whether licensed or owned, is among its most valuable assets. We therefore must protect our Company's intellectual property rights. Intellectual property refers to anything we create on Company time, at the Company's expense or within the scope of our job duties. The Company owns the rights to anything we create through our work with the Company to the full extent permitted by law, regardless of whether this property is patentable or able to be protected by copyright, trade secret or trademark. Examples of intellectual property include copyrights, patents, trademarks, trade secrets, design rights, logos, software programs, business processes and delivery or production methods.

## Technology

Company computer systems and equipment are meant for company use, and for use in accordance with the Company Information Protection Policy. For example, they should never be used for outside businesses, illegal activities, gambling or pornography. You may not download or store illegal or inappropriate content or programs from the Internet on your Company computer.

Always use licensed software in accordance with the terms of the relevant licensing agreement, which is available from your Country BSS department. Copies of software may be made only as specified in the relevant licensing agreement. You must not sell, transfer or otherwise make available to any unauthorized person any software products or related documentation licensed to or owned by the Company.

In addition, lack of diligence by an individual can lead to a breach of our information security affecting the whole company. Everyone who uses Company digital systems – employees, contractors, consultants and other people with temporary access – must ensure that these resources are used appropriately and in line with the Company's Information Protection Policy. You are required to:

- Never share your username or password.
- Ensure you do not access, download, create or forward email, documents or images that may cause offence or distress to other persons.
- Ensure you do not install or use hardware or software on any Company system that has not been specifically approved by the information technology team.
- Never send information to anyone who contacts you claiming to be a Company employee but asks for information to be sent to a non-Coca-Cola Hellenic email address. You should also notify your information technology team.



# 3

### Use of Information

- Always save important data on the network-based drives for reasons of data security and data recovery.

### Nonpublic Information

Many of us have access to confidential, nonpublic information through the work we do. Nonpublic information is any information that has not been disclosed or made available to the general public.

It is your obligation to safeguard the Company's nonpublic information. Unless it is necessary as part of your work responsibilities, you may not share this information with anyone outside the Company, including your family members and friends.

This information is Company property and you may not disclose it to others even after you leave the Company. You should also limit the sharing of Company nonpublic information within the Company to those of your colleagues who need to know such information for business purposes.

#### **What Is Nonpublic information?**

It is any information that the Company has not disclosed or made generally available to the public. Examples include information related to Employees, Inventions, Contracts, Strategic and business plans, Financing transactions, Major management changes, New products, Marketing campaigns, Mergers, acquisitions and divestments, Technical specifications, Pricing, Proposals, Sales data, Financial data, Product costs.

- Do not disclose nonpublic information to anyone outside the Company, except when disclosure is legally mandated or is required for business purposes and appropriate steps have been taken to prevent misuse of the information.
- Disclosing nonpublic information to others, including family and friends, is a violation of the Code and may violate the law.
- Be mindful of unintentional disclosure of nonpublic information through conversation or use of documents in public places, or the transmission of unencrypted digital data (USB sticks, CDs/DVDs, email attachments) outside the Company.
- Just as the Company values and protects its own nonpublic information, we respect the nonpublic information of other companies. Never accept, solicit or divulge nonpublic information of another company, including customers. See page 33 below under the heading "Competitive intelligence."
- Records should be retained or discarded in accordance with the Company's record retention policies. In the case of actual or threatened litigation or governmental investigation, you must consult with the Group Legal Department for instructions on how to handle any relevant records.



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- Q** A sales manager is preparing a presentation on a new promotion. She is excited about the plan and wants to discuss it with a friend outside the Company. She is not sure if that would be a Code violation, so she checks with her Code Compliance Officer. Can she discuss it with her friend?
- A** It is a good thing she checked. Sharing nonpublic information is a Code violation, even if the recipient does not work for a competitor, customer or supplier.
- Q** A manager is seeking a supplier to provide construction work for the Company and receives three sealed bids for the job. Is it OK if manager gives his favorite firm the details of the competing bids so that firm can win the business?
- A** No, that was wrong. The manager disclosed nonpublic Company information and circumvented the bidding process.
- Q** I have recently started working for the Company. My uncle works in the same industry and is keen to talk about the differences and similarities between our two companies. I am excited about working for the company and want to talk about it but how much can I say?
- A** You should be cautious even with a close member of your family. We want you to be an ambassador for the Company but you can do that without revealing confidential information. Ask yourself whether the information you are sharing is available to the general public through the media, our websites or our marketing and promotional information. If not, you should not discuss it with anyone outside of the Company.
- Q** I have just joined the Company from a competitor and brought with me lots of information which I think would be useful to the company. Given that it relates to work with which I was involved personally, is it okay to share it with my new team?
- A** Not if the information is of a confidential nature. Even after you have left your former employer the information remains confidential if it is not publicly available. You have been hired on the basis of your experience and expertise, not for the confidential information to which you have access.
- Q** I have just received by accident an email with a file containing the salaries of several other employees. May I share it with other people at work?
- A** No. You and your friends at work have no business reason to have this information. You should delete the email and bring the error to the sender's attention. Disclosing the information to other employees is a Code violation.
- Q** After an important competitor held a meeting at a hotel, a hotel security guard offers a tape recording of the meeting to a Company employee. What should the employee do?
- A** The employee should not take possession of the tape. The employee should notify the Company's Legal Department to determine if any action should be taken.
- Q** A competitor suggests you get together for lunch to discuss the pricing situation in the market.
- A** You should immediately decline and advise the competitor that under no circumstances may you discuss this or any other competitive matters.

## Insider Trading

You may not buy or sell stocks or securities of Coca-Cola Hellenic or another company based on nonpublic information. Trading in stocks or securities based on **material non-public information**, or providing **material nonpublic information** to others so that they may trade, is illegal and may result in prosecution.



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- Q** *I have learned that the Company is considering the acquisition of a small, publicly traded beverage company. May I acquire the stock of this company in anticipation of the acquisition?*
- A** No. Trading on **material nonpublic information** is illegal and a violation of the Code, whether you are trading in the stock of Coca-Cola Hellenic or the stock of another company.
- Q** *A Company employee is told by an employee of the Company's long-standing customer (company X) that company X is about to go bankrupt but has not made a public announcement. Can the Company employee tell a friend of his who owns stock of company X so that his friend can sell his stock and cut his loss?*
- A** No. As the recipient of **material nonpublic information** relating to another company, the Company employee is prohibited from trading in the stock of that company and from passing the information along to someone else who might trade.
- Q** *I know that I am in possession of inside information and therefore am at times restricted in buying or selling Company shares. However, my brother has mentioned that he would like to buy some shares in the Company. I never talk to him about my work so is this okay?*
- A** You should be cautious in this situation and be clear that there is no information you have ever disclosed to your brother which could be viewed as inside information. You should discuss the situation further with your **Code Compliance Officers**.
- Q** *I am Personal Assistant to one of the directors within the company and as such I have access to quite a lot of confidential information, although I usually do not read any of it in detail. I would like to sell some of my Company shares but one of my colleagues suggested that I might not be able to because I have access to "inside information." Is this true?*
- A** If you have information which is not generally available to the public and which could affect the share price or influence an investor, you may have inside information. However, it is not always the case that nonpublic information would be regarded as inside information. You should ask your **Code Compliance Officers** for advice.

### Personal Information

The Company respects the privacy of all its employees, business partners and consumers. We must handle personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- Act in accordance with applicable law;
- Act in accordance with any relevant contractual obligations;
- Collect, use and process such information only for legitimate business purposes;
- Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- Take care to prevent unauthorized disclosure, including the precautions discussed under the heading "Technology" on page 19 above.

The Company will safeguard the confidentiality of employee records by advising employees of all personnel files maintained on them, collecting only data related to the purpose for which the files were established and allowing those authorized to use a file to do so only for legitimate Company purposes. Employees will be allowed to inspect (and challenge for correction as necessary) all information in their personnel files, ex-



# CODE OF BUSINESS CONDUCT

cept for confidential letters of recommendation, material relating to other employees, investigatory and audit materials, and unless otherwise provided under applicable law. We have adopted an International Data Protection Handbook setting out in detail our policies regulating the handling of personal data. We must comply at all times with all applicable laws relating to employee records and personnel files.

## Conflicts of Interest

Act in the best interest of the Company while performing your job. A conflict of interest arises when your personal activities or relationships interfere, or appear to interfere, with your ability to act in the best interest of the Company.

Never use your position within the Company for personal benefit or to benefit a family member. Avoid personal financial transactions with customers and suppliers that may influence your ability to perform your job.

### **Determining Conflicts of Interest:**

In any potential conflict of interest situation, ask yourself:

Could my personal interests interfere with those of the Company?

Might it appear that way to others, either inside or outside of the Company?

When unsure, seek guidance.

## Relatives and Friends

Many employees have relatives who are employed by or invest in or have substantial financial or commercial relationships with customers or suppliers of the Company. These financial interests do not create a conflict under the Code unless:

- You have discretionary authority in dealing with any of these companies as part of your job with the Company; or
- Your relative deals with the Company on behalf of the other company.

### **Who is my "Relative" under the Code?**

A spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law, or domestic partner are all considered relatives. Also included is any family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent or with whom you have financial transactions. Even when dealing with family members beyond this definition, take care to ensure that your relationship does not interfere, or appear to interfere, with your ability to act in the best interest of the Company.

In either of these situations, you must notify your Code Compliance Officers in writing, and you must renew this notification annually. If your relative is employed by a competitor of the Company, you must also notify your Code Compliance Officers, and renew it annually.

You may have friends who are employed by, or have ownership interests in, customers or suppliers of the Company. If you deal with such a customer or supplier, take care to ensure that your friendship does not affect, or appear to affect, your ability to act in the best interest of the Company. If you are uncertain whether your friendship may create



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an issue, consult your manager or your **Code Compliance Officers**. In addition, personal relationships at work must not influence your ability to act in the best interest of the Company, and must not affect any employment relationship. Employment-related decisions should be based on qualifications, performance, skills and experience.

- Q** *My nephew is looking to move jobs and there is an open position within my team for which I think he would be perfectly suited. Should I encourage him to apply, given our relationship?*
- A** No. To protect against real, potential, or perceived personal conflicts of interest or favoritism, the Company does not allow the hiring of employees who are related to Company employees, other than for internships or summer jobs lasting 2 months or less.
- Q** *Conrad works in the legal department. He is negotiating a transaction with a third party supplier of the Company. During the negotiations, Conrad suggests that the supplier should employ his brother. Is this appropriate?*
- A** No, it is highly inappropriate and possibly a violation of the Code. Conrad cannot use his position with the Company to arrange employment for his relatives.
- Q** *It is my job to select a **supplier** for the Company. One of the **suppliers** being considered is a company owned by my spouse. Do I need to take any precautions?*
- A** In this situation, your interest in your spouse's business conflicts – or at least appears to conflict – with your responsibility to select the best **supplier** for the Company. You should consult your manager and **Code Compliance Officers**. The best course of action is for your spouse's business to be eliminated from consideration.
- Q** *An administrative assistant's husband owns an office supply firm with lower prices than anyone else. The assistant's duties at the Company include ordering office supplies. Can the assistant order supplies from her husband's firm without prior approval of the transaction by her **Code Compliance Officers**?*
- A** No. This would be a violation of the Code of Business Conduct. **Code Compliance Officers** must approve in advance and in writing any transaction in which an employee has a financial interest.
- Q** *My brother works for company X, which is one of our customers, but he has no dealings with the Company. I work in Sales, but have had no contact with company X. I now have been asked to manage the company X account. What should I do?*
- A** Tell your manager and **Code Compliance Officers** about your brother's employment, because in your new job you will have **discretionary authority** in dealing with company X. If your manager still wants you to work on the company X account, seek written approval from your **Code Compliance Officers**.

### Outside Investments

Avoid investments that could affect, or appear to affect, your decision-making on behalf of the Company, including investments in customers, competitors or **suppliers** of the Company. If you have **discretionary authority** in dealing with another company as part of your job, you may not have any financial interest in that company – even an indirect interest through, for example, a family member – without prior written approval from your **Code Compliance Officers**.

- Q** *An account executive considers buying stock in a regional pizza chain, which is one of his customers. Would this be a violation of the Code?*
- A** It would be a violation of the Code to invest in the customer's business without approval by the appropriate **Code Compliance Officers**. That is because the account executive has **discretionary authority** in dealing with that customer. It may be difficult to deal with customers at arm's length when an employee has a personal financial interest.





# CODE OF BUSINESS CONDUCT

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## Outside Employment

You should not compete, either on your own or in collaboration with third parties, against the Company.

If you would like to serve as an officer or director or consultant to an outside business on your own time, you must receive prior approval in writing from your **Code Compliance Officers**, which must be updated annually.

Before accepting payment for speeches or presentations related to the Company or your work at the Company, always get your **Code Compliance Officers'** prior written approval. You are permitted, however, without requiring any approval, to serve on charity boards or in family businesses that have no relationship to the Company.

- Q** *A Company employee's responsibilities include category management. On his own time, he begins marketing that expertise, using materials prepared as part of his work at the Company and giving talks on the topic to other companies for a fee. Is this OK?*
- A** Because the employee did not seek and obtain his **Code Compliance Officers'** approval, his actions constitute violation of this Code.
- Q** *I am a key account manager and have volunteered to teach a course on modern trade at a local college. I believe that my students would benefit from a discussion of how the Company developed several marketing campaigns. Can I discuss this work in class?*
- A** Only with prior approval from your **Code Compliance Officers**. The development of marketing campaigns is a Company work product and a **Company asset**. Much of this work may be proprietary, and may not be appropriate to reveal outside the Company.

## Gifts, Meals and Entertainment

It often is customary to exchange gifts and entertainment with customers and **suppliers**. The key to such exchanges is to maintain an arm's-length relationship. Avoid excessive or lavish gifts, meals or entertainment that may give the appearance of undue influence. Always consider whether the gift, meal or entertainment you plan to give or receive could be regarded as excessive or inappropriate, could lead to or imply any obligation, or could be interpreted as a **bribe** (see "Bribery is Forbidden" on page 29 below).

For additional important guidance in relation to gifts, meals and entertainment, please see the Anti-Bribery Policy & Compliance Handbook. In addition, special restrictions apply when dealing with **Government officials** – see page 29 below.

### Receiving Gifts, Meals or Entertainment

- Do not accept gifts, meals or entertainment in exchange for doing, or promising to do, anything for a customer or **supplier**.
- Do not ask for gifts, meals or entertainment from a customer or supplier.
- Do not accept gifts of cash or cash equivalents, such as gift cards, under any circumstances.



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- Do not accept any lavish gifts, meals or entertainment. This is an area in which your judgment is critical. For instance, a modest gift during the holiday season from a supplier in accordance with local custom, and for purposes of enhancing the goodwill of a legitimate business relationship, is usually fine. But an expensive weekend trip may not be. It is sometimes difficult to define excessive, and what is customary and appropriate differs from country to country. In certain occasions, individual modest gifts could be deemed excessive because of their aggregate value and relevant circumstances. If you are uncertain, seek prior written approval from your **Code Compliance Officers**.
- Gifts of symbolic value, such as trophies and statues that are inscribed in recognition of a business relationship, may be accepted.

### *Declining Gifts, Meals or Entertainment*

- If you are offered a gift, meal or entertainment that exceeds the guidelines noted above, politely decline and explain the Company's rules. If returning a gift would offend the giver, or the circumstances under which it was given prevent its return, you should notify your **Code Compliance Officer**, who will work with you either to donate the item to charity, or to distribute or raffle the item among a larger group of employees.

### *Giving Gifts, Meals or Entertainment*

- Gifts and entertainment for customers, potential customers and **suppliers** must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances. Always be sensitive to our customers' and **suppliers'** own rules on receiving gifts and entertainment. If you are in doubt, seek prior written approval from your **Code Compliance Officers**.
- Cash or cash equivalents should never be given as a gift.
- You should keep records of all such expenditure.

**Q** A supplier with whom you are seeking to improve your relationship invites you and your spouse to Malaysia for a golf tournament. Travel and five star hotel accommodation are paid by the host. A top pro will be available to help you improve your swing. Can you accept the invitation?

**A** Because a business agenda seems to be absent in this event, and the event appears extravagant, you should politely decline the invitation. However, if the event does have substantial business content that is valuable to the Company, you may accept the invitation provided that you receive advance written approval from your **Code Compliance Officer** and the Company pays for your travel and expenses. Travel and expenses for your spouse will have to be paid by you.

**Q** An important customer would like to visit a Company plant to inspect where the products that he is purchasing are made. He has requested that the Company pay for the visit. Can the Company pay for his visit?

**A** If the expense is reasonable, it is customary for companies to pay for these types of customer visits, it is disclosed to the customer's employer, and then the Company may pay for the customer's reasonable hotel and travel expenses. The Company should pay the customer's travel and hotel expenses directly to the hotel and airline/train company.



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**Q** *You would like to purchase a modest Christmas gift for a loyal customer. You believe that it would be difficult and time consuming to organize the purchase through the Company, and would like to purchase it yourself and claim it back from the Company. Can you do this?*

**A** Any gifts or entertainment given or received must be properly accounted for within the appropriate Company records. Even if you choose to purchase the gift at your own expense and not claim it back, you are still offering the gift in your capacity as a representative of the Company. You must therefore ensure that the expense is properly recorded.

### Loans

Personal loans from the Company to Directors and Operating Committee Members are always prohibited. Loans from the Company to business entities affiliated with any of the Company's Directors or Operating Committee Members may be entered into for legitimate business purposes.

Loans from the Company to other employees and their family members must be approved in advance and in writing by the relevant [Code Compliance Officers](#).



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## INTEGRITY IN THE COMMUNITY

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# CODE OF BUSINESS CONDUCT

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## Bribery is Forbidden

You must never engage in bribery.

A **Bribe** or **Bribery** is giving or offering **anything of value or any advantage**, whether directly or indirectly, to any person, in order to induce that person or any other person to perform a function or activity improperly. **Bribery** is also requesting or receiving **anything of value or any advantage**, whether directly or indirectly, from any person, intending that, as a consequence, a relevant function or activity should be performed improperly, whether by you or another person.

A **bribe** can be financial or otherwise, and can include giving or receiving money, loans, contributions or donations, travel, offers of employment, refunds, rebates, goods, services or anything else that could be considered to have value. Gifts or entertainment may be construed as forms of **bribery** in certain circumstances. A **bribe** can also take the form of a “reward” and be paid after the improper performance of the relevant duty or obligation has taken place.

Many countries have passed legislation criminalizing **bribery**. The sanctions for violating these laws can be severe, including significant individual and corporate fines, and even imprisonment. The Company will not condone, under any conditions, the offering or receiving of **bribes** or any other form of improper payments. Even the appearance of a breach of anti-bribery or anti-corruption laws could do significant damage to the Company’s reputation. You should exercise particular care in dealings with **Government officials** to ensure there can be no suggestion of impropriety.

You should refer to our Anti-Bribery Policy & Compliance Handbook for more detailed information in addition to the guidelines presented below.

### *Improper Payments by Third Parties*

The Company may be held liable for **bribes** paid by a third-party agent or consultant acting on the Company’s behalf. Take particular care when evaluating a prospective third party who might interact with a **Government officials**, customer, supplier or consumer on behalf of the Company. You must not engage a third-party agent or consultant if you have reasonable grounds to believe that the agent or consultant may attempt to **bribe** any person on behalf or for the benefit of the Company. See page 31 below under the heading “Third Parties and the Code” and the Anti-Bribery Policy & Compliance Handbook for more information.

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## Dealing with Government Officials

Transactions with Government officials are not the same as conducting business with private parties, and are covered by special legal rules. Consult your **Code Compliance Officer** to be certain that you are aware of, understand and abide by these rules.

Although you must never offer **bribes** to anyone or accept bribes from anyone, you need to be particularly vigilant not to engage in any **bribery** or improper dealings with Government Officials. Do not offer, promise, give or authorize any financial or other advantage to



## INTEGRITY IN THE COMMUNITY

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anyone (including a family member, relative or person associated with a Government Official) if the circumstances may give the appearance of seeking to influence the Government Official to obtain or retain business or an advantage in the conduct of business.

You must obtain prior written approval from your **Code Compliance Officer** before providing **anything of value or any advantage** to a Government Official.

You should review the Anti-Bribery Policy & Compliance Handbook for further information about dealing with **Government officials**.

### **Who are Government officials?**

Employees or representatives of any government, government-owned, or government-controlled entity anywhere in the world, even low-ranking employees;

Any individual exercising a legislative, administrative or judicial function, whether appointed or elected;

Any candidate for or holder of public office;

Any official of a political party;

Any official, employee, or representative of a public international organization, such as the United Nations or World Bank;

Any member of a royal family;

Any child, spouse, parent, sibling, or other familial relation of the above.

It is your responsibility to understand whether someone you deal with is a Government official. When in doubt, consult Company legal counsel.

### Political Donations and Activity

- The Company encourages personal participation in the political process in a manner consistent with all relevant laws and Company guidelines.
- We will not reimburse employees for personal political activity.
- Your job must not be affected by your personal political views or your choice in political contributions.
- Do not use the Company's reputation or assets, including your time at work, to further your own political activities or interests.
- If you plan to seek or accept a public office, you must obtain prior approval from your **Code Compliance Officers**.
- You must obtain written approval from the Company's Board of Directors before authorizing or making a political contribution in the Company's name.

**Q** *My friend is running for political office, and I would like to help with the campaign. Is this allowed?*

**A** Yes. Your personal political activity is your business. Just make sure that you do not use Company resources, including Company time, email or the Company name, to advance the campaign.

### Charitable Contributions

As part of our commitment to good corporate citizenship, General Managers and Operating Committee Members are authorized to make charitable contributions. These contributions may take the form of goods or services, technical assistance or training, fi-



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financial support, or sponsorship of events. However, particular care must be taken to assure that the recipient charity is a bona fide charity, regulated and supervised as such in the jurisdiction, and that we have no reason to believe that the charity itself may be operated directly or indirectly for the private benefit of any Government Official. If any Government Official is a director or officer of the charity, is otherwise closely associated with the charity, or requests that the Company donate to the charity, you should inform your Country Legal Department who will advise the responsible executive what inquiries or other procedures are required in order to obtain a high level of assurance that the contribution will not be used to make a prohibited payment.

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### Dealing with Customers, Suppliers and Consumers

The Company values its partnerships with customers, [suppliers](#) and consumers. Treat these partners in the same manner we expect to be treated.

Always deal fairly with customers, [suppliers](#) and consumers, treating them honestly and with respect:

- Always present Company products in an honest and forthright manner.
- No one should take advantage of anyone through manipulation, deception, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair dealing.
- You should always select and deal with [suppliers](#) who are doing, or seeking to do, business with the Company in a completely straightforward, honest manner, based upon the merits of such persons and their products and services and without any special considerations given back to them or their friends or families.

#### Additional Supplier Guidelines

Please see the Company's Supplier Guiding Principles for additional guidelines relating specifically to [suppliers](#).

#### Third Parties and the Code

Where the Company engages external service providers or other third parties to act as agents on its behalf, the manager responsible for the engagement must draw the attention of the external service provider or other third party to the Code.

Agreements with agents, independent sales representatives, marketing consultants and promotion companies all present compliance risks. Remember, the use of the Company's funds or assets for any unlawful purpose is prohibited and is against Company policy. Agreements with such third parties should be in writing and should clearly and accurately set out the services to be performed, the basis for earning the commission or fee involved, and the applicable rate or fee. Any such payments to agents, independent sales representatives and consultants must be reasonable in



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amount, not excessive in light of the practice in the trade, and commensurate with the value of the services rendered.

Any action or payment, which is improper when made by an employee of the Company, is also improper if undertaken by an agent, consultant, or other third party on behalf of the Company, where the Company knows or has reason to know that the payment or action will be made.

Employ and deal with only qualified and reputable individuals or firms by identifying candidates' qualifications and legitimate business reasons for choosing the candidate, interviewing and meeting such candidate and investigating the reputation of such candidate. Please refer to the Company's Anti-Bribery Policy & Compliance Handbook for more details regarding the risks that third-parties can present and what steps should be taken to minimize those risks.

Consultants, independent contractors and other third parties engaged by the Company should receive a copy of this Code and be informed that they are obliged to comply with it. They should also specifically be informed about their right and responsibility to seek advice and report violations of the Code.

### Dealing with Competitors Competing Fairly

The Company has a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices.

#### Competition Law

The Company competes fairly, and complies with all applicable competition laws around the world. These laws often are complex, and vary from country to country, both in the scope of their coverage and their geographic reach. Conduct permissible in one country may be unlawful in another. Penalties for violation can be severe. Accordingly, the Company has adopted Competition Law Guidelines applicable in various parts of the world. Employees should consult these Guidelines and, if they have questions, their [Code Compliance Officers](#) to understand the particular competition laws and policies applicable to them. Intentional breach of any laws or the Competition Law Guidelines is a Code violation.

- Q** *I bumped into the marketing director of a competitor at a conference and we got talking. He asked me how we were finding the market and whether we thought we could increase prices this year. What should I do?*
- A** You have to be very clear with the individual that you are not able to discuss pricing or anything else of a confidential commercial nature. You should also advise the Company's legal department of what happened.
- Q** *In negotiations with a large customer they made it clear that they will not accept any price increase from us until they know when they will see retail price increases on the shelves in other retailers. What should I do?*
- A** Explain that you will not discuss the confidential terms or pricing plans of their competitors and that to do





## CODE OF BUSINESS CONDUCT

so would be illegal. If the customer persists, you should contact your [Code Compliance Officers](#), who can help to resolve the issue.

**Q** *During a dinner break at an industry conference, the national key accounts manager speaks with a friend who works for one of our competitors. Her friend mentions that his company is considering increasing prices because of certain industry pressures. The national key accounts manager assumes that the Company and all of our competitors are facing these same pressures. Is it okay for her to discuss our pricing plans with her friend?*

**A** No. The national key accounts manager should not discuss any of the Company's pricing strategies with her friend, or with anyone who does not have a legitimate business need to know. The national key accounts manager should stop the discussion and immediately report what happened to her [Code Compliance Officers](#).

### Competitive Intelligence

Employees are encouraged to collect, share and use information about our competitors, but to do so only in a legal and ethical manner. Just as the Company values and protects its own [nonpublic information](#), we respect the [nonpublic information](#) of other companies.

#### *Acceptable Intelligence Gathering*

It is acceptable to collect [Competitive intelligence](#) through publicly available information or ethical inquiries. For example, you may gather and use information from sources such as:

- Publicly available filings with government agencies
- Public speeches of company executives
- Annual reports
- News and trade journal articles and publications

You may also ask third parties about our competitors, or accept [Competitive intelligence](#) offered by a third party, so long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information.

#### *Prohibited Activities*

The following basic restrictions apply to our ability to gather [Competitive intelligence](#):

- Do not engage in any illegal or illicit activity to obtain competitive information. This includes theft, trespassing, eavesdropping, wiretapping, computer hacking, invasion of privacy, [bribery](#), misrepresentation, coercion, espionage or threats.
- Do not accept, disclose or use competitive information that you know or have reason to believe was disclosed to you in breach of a confidentiality agreement between a third party and one of our competitors.



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- Do not disclose or use competitive information that is marked “proprietary” or “confidential” (including information received from a current or former employee of a competitor) without consulting your [Code Compliance Officers](#).

**Q** *We have just hired an employee who worked very recently for one of our competitors. May I ask the employee for information about our competitor?*

**A** Consult your [Code Compliance Officers](#) before asking the employee anything about a former employer’s business. Never ask a former employee of a competitor about any information that the person is under a legal obligation not to reveal. This would include any of our competitor’s trade secrets, and probably other confidential information as well.

**Q** *As I prepare to propose a deal to a customer, the customer offers me a presentation containing our competitor’s proposal so that we can respond. May I accept it?*

**A** It depends. If the presentation is marked “Confidential” or the like, you should consult with your Code Compliance Officers before accepting, using or forwarding it. If you know or have reason to know that the customer agreed to keep the presentation confidential, you may not accept it.

### Environmental Protection

The Company recognizes its responsibility for the protection of human health, the environment and natural resources. Our highest priority is protecting the safety and health of our employees, consumers, customers and members of the communities where we do business.

We always operate our facilities and conduct our operations in compliance with all applicable environmental laws, regulations and permits. Where none exist, we set ourselves appropriately high standards. Throughout our operations, we consider the environmental implications of the business decision that we make. In doing so, we seek to support environmental sustainability and biodiversity.

We are committed to re-use, recycling and recovery programs for wastes and to disposing of unrecoverable wastes safely and with minimal impact, and we apply strict conservation methods to our use of resources, including water, packaging, energy and other raw materials.

- Become familiar with the Company’s policies and procedures. Ask questions if you do not know.
- If your job involves contact with regulated materials (such as carbon dioxide emissions, wastewater, solid waste, hazardous waste and storm water), or requires that you make decisions about those materials, you need to understand how they can be safely handled to protect you, your colleagues and our communities from harm. It is your duty to become familiar and comply with all policies and procedures that apply to your job responsibilities or work sites.



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- Q** *What should I do if I know or suspect that a potentially adverse environmental impact is occurring at my facility?*
- A** You need to bring your concern to the attention of your supervisor or facility manager. If the issue cannot be resolved by your local management, take the issue to your [Code Compliance Officers](#), or you may contact, on a confidential basis, the Head of Internal Audit or the General Counsel.
- Q** *What would the Company do in the event that there had been a severe accident that was causing the plant to operate out of compliance?*
- A** Local management should shut down the particular operation involved until the situation is resolved, if this is necessary in order to maintain compliance with environmental laws and regulations or to protect human health or the environment.



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## ADMINISTRATION OF THE CODE

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# CODE OF BUSINESS CONDUCT

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The Code of Business Conduct is designed to ensure consistency in how employees conduct themselves within the Company, and in their dealings outside of the Company. No set of rules can cover all circumstances. With appropriate consultation and written permission, these guidelines may be varied as necessary to conform to local law or contract. These guidelines do not create any contractual rights of any kind between Coca-Cola HBC A.G. or any of its direct or indirect subsidiaries and its or their employees. In addition, all employees should understand that these guidelines do not modify their employment relationship, whether at will or governed by contract. Coca-Cola HBC A.G. reserves the right to amend or alter this Code at any time and for any reason.

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## Responsibility

The responsibility for administering the Code rests with the Group Legal Department and the Internal Audit Department, with oversight by the Chief Financial Officer, General Counsel and Audit Committee of the Board of Directors.

## Training

The relevant **Code Compliance Officers**, in conjunction with the HR Department, the Internal Audit Department and the Group Legal Department, shall conduct training of employees, representatives and contractors reasonably designed to inform them of this Code, assist them in understanding how this Code would apply to situations and fact patterns relevant to them, and how to deal with situations in which conduct prohibited by this Code may be solicited or encountered.

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## Reporting of Code Decisions and Investigations

The Internal Audit Department periodically reports pending Code investigations and final Code decisions, including disciplinary actions taken, to senior management of the Company and to the Audit Committee of the Board of Directors. See also page 11 above under the heading “Raising Concerns” for further information about the reporting and investigation of potential Code violations.

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## Signature and Acknowledgement

To help ensure compliance with this Code, the Company requires all employees to go through training upon hiring and every two years. All employees must sign the attached acknowledgement form confirming that they have read the Code of Business Conduct and agree to abide by its provisions. All employees must review the Code and acknowledge their understanding and adherence on a bi-annual basis on the attached form. Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

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## It's Up to You

Administration of the Code is everyone's responsibility. There are colleagues to help you do the right thing. If you act with integrity and seek guidance when you are uncertain, you will be doing the right thing.



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## FURTHER INFORMATION

### Additional Policies and Guidelines

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## Additional Policies and Guidelines

The following documents can be obtained upon request from your **Code Compliance Officers** and are available on the Company's website [www.coca-colahellenic.com](http://www.coca-colahellenic.com):

- Anti-Bribery Policy and Handbook
- Dealing in Securities Code
- Competition Law Guidelines
- International Data Protection Handbook
- Information Protection Policy
- Supplier Guiding Principles



## GLOSSARY

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The Glossary defines some of the terms used in the Code of Business Conduct. If these definitions or other words or phrases used in the Code are still unclear, please consult your [Code Compliance Officers](#).

### **Anything of value or any advantage**

Anything that might have value to the recipient, including cash, gifts, meals, entertainment, business opportunities, Company product, offers of employment, contributions and donations, refunds, rebates, loans, goods, services and more. There is no monetary threshold; any amount could be construed as a [bribe](#).

### **Bribe**

Giving or offering to give [Anything of value or any advantage](#), whether directly or indirectly, to any person, in order to induce that person or any other person to perform a function or activity improperly. Bribery is also requesting or receiving anything of value or any advantage, whether directly or indirectly, from any person, intending that, as a consequence, a relevant function or activity should be performed improperly, whether by you or another person. Local law may impose a broader definition in some jurisdictions.

### **Code Compliance Officers**

Your first contact after your manager with respect to any questions or concerns regarding the Code, as described on page 11 above under the heading “Raising Concerns.” You may also contact any of the other parties listed on that page, or use SpeakUp! line at [www.coca-colahellenic.ethicspoint.com](http://www.coca-colahellenic.ethicspoint.com).

### **Company assets**

Includes, among other things, the Company’s money or product, employees’ time at work and work product, computer systems and software, telephones, wireless communication devices, photocopiers, tickets to concerts and sporting events, Company vehicles, Company trademarks, proprietary information and [Corporate opportunities](#).

### **Competitive intelligence**

During the course of your employment, you may learn about business opportunities that you are interested in pursuing outside of the Company. You may not take for yourself (or direct to someone else) any opportunity you discover through your position at the Company or through the use of Company property or information without the prior written consent of your [Code Compliance Officers](#).

### **Corporate opportunity**

Any business or investment opportunity you learn about through your position at the Company or through the use of Company property or information.





# CODE OF BUSINESS CONDUCT

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## **Discretionary authority**

In dealing with a company, the authority to influence the Company's selection of a **supplier** or to influence significantly the Company's relationship with an existing customer or **supplier**.

## **Government officials**

Employees of any government anywhere in the world, even low-ranking employees or employees of government-controlled entities. The term also includes political parties and party officials, candidates for political office, and employees of public international organizations, such as the United Nations, and any child, spouse, parent or sibling of the above.

## **material nonpublic information**

**Nonpublic information** that would be reasonably likely to affect an investor's decision to buy, sell or hold the securities of a company. Examples include a significant merger or acquisition involving the Company, the Company's earnings or volume results before they are announced, and a change in control of senior management of the Company. Many other matters may be material. If you are uncertain whether **nonpublic information** of which you are aware is material, consult Company legal counsel.

## **Nonpublic information**

Any information that the Company has not disclosed or made generally available to the public, which may include information related to employees, inventions, contracts, strategic and business plans, major management changes, new product launches, mergers and acquisitions, technical specifications, pricing, proposals, financial data and product costs.

## **Relative**

A spouse, parent (including in-laws), sibling (including in-laws), grandparent, child, grandchild, mother- or father-in-law, or domestic partner, as well as any other family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent.

## **Supplier**

Any vendor of product or services to the Company, including consultants, contractors and agents. The definition also includes any supplier that the Company is actively considering using, even if no business ultimately is awarded.



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**Your Personal  
Commitment to  
the Coca-Cola Hellenic  
Code of Business  
Conduct**

I acknowledge that I received a copy of the Coca-Cola Hellenic Code of Business Conduct (“the Code”), that I have read the Code and that I understand it. I will comply with the Code. If I learn that there has been a potential violation of the Code, I will contact my **Code Compliance Officer** as defined in the Code. I acknowledge that the Code is not a contract and that nothing in the Code is intended to change the existing relationship of employment, whether at will or governed by contract.

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DATED

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EMPLOYEE’S NAME

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EMPLOYEE’S SIGNATURE





**Coca-Cola**

**Hellenic Bottling Company**

