

【Cover】

【Submitted document】 Extraordinary Report

【Submitted to】 Chief of Kanto Local Finance Bureau

【Submission Date】 March 31, 2020

【Company Name】 コカ・コーラ ボトラーズジャパンホールディングス株式会社

【English Name】 Coca-Cola Bottlers Japan Holdings Inc.

【Name/Title of Representative】 Calin Dragan, Representative Director and President

【Location of Headquarters】 7-1 Akasaka 9-chome, Minato-ku, Tokyo

【Phone】 (03) 6896-1707

【Administrative Contact】 Haruko Ozeki, Executive Officer and Head of Legal

【Nearest Contact Location】 7-1 Akasaka 9-chome, Minato-ku, Tokyo

【Phone】 (03) 6896-1707

【Administrative Contact】 Haruko Ozeki, Executive Officer and Head of Legal

【Available for Public Inspection at】 Tokyo Stock Exchange, Inc.

(2-1 Nihombashi-kabuto-cho, Chuo-ku, Tokyo)

Fukuoka Stock Exchange, a securities membership corporation

(14-2 Tenjin 2-chome, Chuo-ku, Fukuoka-shi, Fukuoka)

1 【Reason for submission】

We make this submission pursuant to Paragraph 4, Article 24-5 of the Financial Instruments and Exchange Law and Paragraph 2 Item 9-2, Article 19 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc., as matters for resolution have been approved at our FY2019 general meeting of shareholders held on March 26, 2020.

2 【Items to be reported】

- (1) Date of the general meeting of shareholders

March 26, 2020

- (2) Matters for resolution

Proposal No. 1: Appropriation of surplus

Year-end dividend

- ① Type of dividend property
Money
- ② Allocation of dividend property and the total amount
25 yen per common share of the company
Total amount of dividends 4,483,781,825 yen
- ③ Effective date of distribution of dividend of surplus
March 27, 2020

Proposal No. 2: Partial amendments to Articles of Incorporation

We relocate the location of the Company's head office to Minato-ku, Tokyo.

Proposal No. 3: Election of five (5) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

We elect Calin Dragan, Bjorn Ivar Ulgenes, Hiroshi Yoshioka, Hiroko Wada and Hirokazu Yamura as Directors (excluding Directors Serving on the Audit and Supervisory Committee).

Hiroshi Yoshioka, Hiroko Wada and Hirokazu Yamura are candidates for Outside Directors.

Proposal No. 4: Election of one (1) Director Serving on the Audit and Supervisory Committee

We elect Enrique Rapetti as a Director serving on the Audit and Supervisory Committee.

Enrique Rapetti is candidate for Outside Director.

Proposal No. 5: Revision of amounts of compensation for Directors (excluding Directors Serving on the Audit and Supervisory Committee) and determination and revision of amounts of stock-based compensation (restricted stock units) for Executive Directors

We revise the amount of compensation for Directors (excluding Directors serving on the Audit and Supervisory Committee) to the maximum amount of 850 million yen per year (which includes the maximum amount of 50 million yen per year for Outside Directors). In addition to such compensation, we newly introduce a restricted stock unit system, a new form of stock-based compensation, and set the total amount of monetary compensation receivables and cash to be issued to Executive Directors at an amount within the total of 200,000 shares per year multiplied by the market value of the monetary compensation receivables and cash at the time of issue.

- (3) State of voting rights
- | | |
|---|-----------|
| Number of shareholders with voting rights | 62,657 |
| Total number of voting rights | 1,785,083 |

- (4) The number of voting rights related to the declaration of intention of approval, disapproval, and abstention; approval requirements for resolution items; and voting outcome

Matters for resolution at the general meeting of shareholders	Approval votes	Disapproval votes	Abstention votes	Number of attending voting rights	% of approval votes	Voting outcome
Proposal No. 1	1,483,527	8,445	0	1,496,625	99.1%	Approved
Proposal No. 2	1,486,084	5,863	0	1,496,600	99.3%	Approved
Proposal No. 3						
Calin Dragan	1,369,877	122,082	0	1,496,612	91.5%	Approved
Bjorn Ivar Ulgenes	1,443,645	48,321	0	1,496,619	96.5%	Approved
Hiroshi Yoshioka	1,467,522	24,444	0	1,496,619	98.1%	Approved
Hiroko Wada	1,467,467	24,500	0	1,496,620	98.1%	Approved
Hirokazu Yamura	1,464,620	27,346	0	1,496,619	97.9%	Approved
Proposal No. 4						
Enrique Rapetti	875,847	616,110	0	1,496,610	58.5%	Approved
Proposal No. 5	1,399,975	91,972	0	1,496,600	93.5%	Approved

(Notes) 1. The approval requirement for each proposal is as below:

- The Proposal No.1 requires approval of the majority of voting rights of shareholders present.
- The Proposal No. 2 requires attendance of one third or more of the voting rights of shareholders with voting rights and approval of two thirds of voting rights of shareholders present.
- The Proposal No. 3 requires attendance of one third or more of the voting rights of shareholders with voting rights and approval of the majority of voting rights of shareholders present.
- The Proposal No.4 requires attendance of one third or more of voting rights of shareholders with voting rights and approval of the majority of voting rights of shareholders present
- The Proposal No.5 requires approval of the majority of voting rights of shareholders present.

2. The number of attending voting rights is a total of the number of voting rights exercised in advance by exercise of voting rights in writing (including exercise via the Internet) and the number of voting rights of shareholders present on that day (the number of voting rights of all shareholders who turned out by the end of the meeting).

3. The number of voting rights related to the declaration of intention of approval, disapproval and abstention, the approval percentages, and the voting outcome include the status of voting rights exercised by shareholders present on that day that was confirmed through counting sheets collected at the exit of the venue on the day of the general meeting. The total of approval, disapproval, and abstention votes above do not match the number of voting rights present, as we couldn't confirm the status of exercise of voting rights of some of the shareholders present.

- (5) Reason why we didn't count some of the voting rights of shareholders present at the general meeting of shareholders

Voting rights of shareholders of which approval, disapproval or abstention was not confirmed through counting sheets mentioned in 3 of the Notes above were not counted in, because the resolutions had passed in accordance with the Companies Act, satisfying the approval requirements with the number of voting rights exercised in advance by exercising voting rights in writing by the day before the general meeting of shareholders (including exercise via the Internet) and the total number of votes we've confirmed on approval or disapproval of some of the shareholders present on that day.

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