

【Cover】

【Submitted document】 Extraordinary Report

【Submitted to】 Chief of Kanto Local Finance Bureau

【Submission Date】 April 3, 2023

【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】 +81-800-919-0509

【Administrative Contact】 Tomokazu Usagawa, Executive Officer, Head of Legal

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

【Phone】 +81-800-919-0509

【Administrative Contact】 Tomokazu Usagawa, Executive Officer, Head of Legal

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

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

1 【Reason for submission】

We make this submission pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc., as matters for resolution have been approved at our FY2022 general meeting of shareholders held on March 28, 2023.

2 【Items to be reported】

- (1) Date of the general meeting of shareholders

March 28, 2023

- (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 4,483,502,875 yen
- ③ Effective date of distribution of dividend of surplus
March 29, 2023

Proposal No. 2: Partial amendments to Articles of Incorporation

Articles of incorporation shall be partially amended in order to provide an option to hold the General Meeting of Shareholders without specifying a venue.

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

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

Hiroko Wada, Hirokazu Yamura and Celso Guiotoko are candidates for Outside Directors.

Proposal No. 4: Election of four (4) Directors Serving on the Audit and Supervisory Committee

We elect Hiroshi Yoshioka, Nami Hamada, Sanket Ray and Stacy Apter as Directors serving on the Audit and Supervisory Committee.

Hiroshi Yoshioka, Nami Hamada, Sanket Ray and Stacy Apter are candidates for Outside Directors.

Proposal No. 5: Determination of amounts of stock-based compensation for Executive Directors

We introduce new Long-Term Incentive (stock-based compensation) Plan (“Plan”) which provide stock-based compensation to Executive Directors by having a trust established by the Company acquire the Company’s shares using as the source of funds a total of up to 2,880 million yen to be spent by the Company over three fiscal years. It was also resolved to abolish the former stock compensation plan and, as a transitional measure from the Former Stock-Based Compensation Plan for those whose applicable period has not elapsed under the Former Stock-Based Compensation Plan and whose shares have not been vested after the expiration of the applicable period and subject to the commencement of this program, to vest or pay from this plan shares equivalent to the standard amount calculated under the Former Stock-Based Compensation Plan or the number of common shares of the Company scheduled to be vested and cash equivalent to the realizable value of the Company’s shares.

(3) State of voting rights

Number of shareholders with voting rights	60,500
Total number of voting rights	1,785,614

(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	1,370,520	68,972	0	1,439,495	95.21%	Approved
Proposal No. 2	1,278,307	161,176	0	1,439,486	88.80%	Approved
Proposal No. 3						
Calin Dragan	1,065,668	373,814	0	1,439,485	74.03%	Approved
Bjorn Ivar Ulgenes	1,205,444	234,045	0	1,439,492	83.74%	Approved
Hiroko Wada	1,285,961	153,529	0	1,439,493	89.33%	Approved
Hirokazu Yamura	1,286,536	152,954	0	1,439,493	89.37%	Approved
Celso Guiotoko	1,384,046	55,444	0	1,439,493	96.15%	Approved
Proposal No. 4						
Hiroshi Yoshioka	1,387,676	51,822	0	1,439,501	96.40%	Approved
Nami Hamada	1,326,784	112,714	0	1,439,501	92.17%	Approved
Sanket Ray	944,066	495,412	19	1,439,500	65.58%	Approved
Stacy Apter	966,973	472,502	19	1,439,497	67.17%	Approved
Proposal No. 5	1,338,869	99,363	1,262	1,439,497	93.01%	Approved

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

- The Proposal No.1 requires approval of the majority of voting rights held by shareholders present.
- The Proposal No. 2 requires attendance of one third or more of the voting rights held by shareholders who are entitled to exercise their voting rights and approval of two thirds or more of voting rights of shareholders present.
- The Proposal No.3 requires attendance of one third or more of the voting rights held by shareholders who are entitled to exercise their 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 the voting rights held by shareholders who are entitled to exercise their 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 held by 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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