

(Translation)



Securities code: 2579

March 2, 2009

NOTICE OF THE 51ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

You are cordially invited to attend the 51st Ordinary General Meeting of Shareholders of Coca-Cola West Company, Limited (the "Company"), which will be held as described hereunder.

If you are unable to attend the meeting, you may exercise your voting rights either by writing or over the Internet. Please review the Reference Materials for Ordinary General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., March 23 (Monday), 2009.

Sincerely yours,

Norio Sueyoshi
Representative Director, President & CEO

Coca-Cola West Company, Limited

7-9-66 Hakozaki, Higashi-ku, Fukuoka, Japan

MEETING AGENDA

1. Date and Time: 10:00 a.m., March 24 (Tuesday), 2009

2. Venue: The Grand Ballroom (3F), Grand Hyatt Fukuoka
1-2-82 Sumiyoshi, Hakata-ku, Fukuoka, Japan

3. Agenda:

Items to be reported:

1. Business report, consolidated financial statements for the 51st fiscal term (January 1 to December 31, 2008); and audit report of consolidated financial statements by Accounting Auditors and the Board of Corporate Auditors
2. Non-consolidated financial statements for the 51st fiscal term (January 1 to December 31, 2008)

Items to be proposed:

Proposal No. 1	The appropriation of retained earnings
Proposal No. 2	Partial amendments to Articles of Incorporation
Proposal No. 3	Election of ten (10) Directors
Proposal No. 4	Election of three (3) Corporate Auditors
Proposal No. 5	Revision to remuneration for Directors
Proposal No. 6	Revision to remuneration for Corporate Auditors

Notes:

1. Attendees are requested to submit the proxy voting form to the reception desk when attending this General Meeting of Shareholders.
2. If we need to make any revision to the business report, consolidated financial statements, non-consolidated financial statements or Reference Materials for Ordinary General Meeting of Shareholders, we will notify you through the Company's website (<http://www.ccwest.co.jp>).
3. Electronic Voting Platform for Institutional Investors
Management and trust banks or other nominee shareholders (including standing proxies) have the choice of an alternative method for exercising voting rights for the Company's General Meeting of Shareholders. This is the Electronic Voting Platform for Institutional Investors that is operated by Investor Communications Japan, Inc. (ICJ, Inc.), a joint venture instituted by Tokyo Stock Exchange, Inc, etc. In order to use this method, however, application to ICJ, Inc. to use this Electronic Voting Platform must be made in advance.

[This is a partial English translation prepared for the convenience of non-resident shareholders. Should there be any inconsistency between the translation and the official Japanese text, the latter shall prevail.]

Consolidated Balance Sheet
As of December 31, 2008

	Millions of yen
ASSETS	
Current Assets	
Cash and deposits	18,592
Trade notes and accounts receivable	21,527
Marketable securities	4,559
Inventories	12,638
Deferred tax assets	2,664
Other current assets	22,208
Allowance for doubtful accounts	(116)
Total Current Assets	82,074
Fixed Assets	
Property, plant and equipment:	
Buildings and structures	33,271
Machinery, equipment and vehicles	17,553
Sales equipment	26,099
Land	56,082
Construction in progress	1,097
Other property, plant and equipment	1,900
Total property, plant and equipment	136,005
Intangible assets:	4,449
Investments and other assets:	
Investment securities	32,136
Deferred tax assets	3,465
Prepaid annuity expense	13,307
Other assets	6,779
Allowance for doubtful accounts	(522)
Total investments and other assets	55,166
Total Fixed Assets	195,622
 Total Assets	 277,696

Note: Amounts less than one million yen are omitted.

Consolidated Balance Sheet
As of December 31, 2008

	Millions of yen
LIABILITIES	
Current Liabilities:	
Trade notes and accounts payable	3,765
Accrued income taxes	2,769
Other accounts payable	13,977
Notes payable for equipment	88
Other current liabilities	5,164
Total Current Liabilities	25,767
Long-term Liabilities:	
Deferred tax liabilities	7,446
Allowance for employee's retirement benefits	5,394
Allowance for directors' retirement benefits	7
Negative goodwill	1,037
Other long-term liabilities	3,522
Total Long-term Liabilities	17,407
Total Liabilities	43,174
NET ASSETS	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital	109,073
Retained earnings	136,067
Treasury stock (at cost)	(25,756)
Total shareholders' equity	234,616
Valuation and translation adjustments	
Net unrealized gains on other marketable securities	(165)
Total valuation and translation adjustments	(165)
Minority interests	71
Total Net Assets	234,521
Total Liabilities and Net Assets	277,696

Note: Amounts less than one million yen are omitted.

Consolidated Statement of Income
For the fiscal year ended December 31, 2008

	Millions of yen
Net sales	395,556
Cost of sales	231,624
Gross profit	163,931
Selling, general and administrative expenses	153,409
Operating income	10,521
Non-operating income:	
Interest and dividend received	489
Other non-operating income	1,041
Non-operating income	1,531
Non-operating expenses:	
Interest expenses	34
Other expenses	970
Non-operating expenses	1,004
Recurring profit	11,048
Extraordinary income:	
Gains on sale of investment securities	262
Gains on sale of fixed assets	241
Gains on sale of subsidiaries' stocks	196
Proceeds from government assistant grants, etc.	31
Gains on sale of affiliates' stocks	1
Extraordinary income	732
Extraordinary losses:	
Losses on valuation of investment securities	4,509
Expenses for measures for sales equipment installment	1,968
Expenses related to group reorganization	1,385
Losses on disposal of fixed assets	703
Losses on sale of subsidiaries' stocks	335
Losses on sale of fixed assets	237
Compensation for disposal of fixed assets	140
Losses on sale of investment securities	97
Extraordinary losses	9,379
Income before income taxes and minority interests	2,402
Corporate, inhabitant and business taxes	3,887
Income taxes	(1,627)
Minority interests	12
Net income	129

Note: Amounts less than one million yen are omitted.

Consolidated Statement of Changes in Shareholders' Equity
For the fiscal year ended December 31, 2008

(Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of Dec. 31, 2007	15,231	109,074	140,432	(11,271)	253,467
Changes during this term					
Dividends of retained earnings	-	-	(4,494)	-	(4,494)
Net income	-	-	129	-	129
Acquisition of treasury stock	-	-	-	(14,510)	(14,510)
Disposal of treasury stock	-	(0)	-	25	24
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-
Total changes during this term	-	(0)	(4,365)	(14,485)	(18,851)
Balance as of Dec. 31, 2008	15,231	109,073	136,067	(25,756)	234,616

	Valuation and translation adjustments			Minority interests	Total net assets
	Net unrealized gains on other marketable securities	Deferred gains (loss) on hedges	Total valuation and translation adjustments		
Balance as of Dec. 31, 2007	488	4	492	64	254,025
Changes during this term					
Dividends of retained earnings	-	-	-	-	(4,494)
Net income	-	-	-	-	129
Acquisition of treasury stock	-	-	-	-	(14,510)
Disposal of treasury stock	-	-	-	-	24
(Net) Changes in items other than shareholders' equity during this term	(654)	(4)	(658)	6	(652)
Total changes during this term	(654)	(4)	(658)	6	(19,503)
Balance as of Dec. 31, 2008	(165)	-	(165)	71	234,521

Note: Amounts less than one million yen are omitted.

Non-consolidated Balance Sheet
As of December 31, 2008

	Millions of yen
ASSETS	
Current Assets	
Cash and deposits	12,226
Trade accounts receivable	2,952
Marketable securities	4,559
Advance payments	5,034
Prepaid expenses	237
Deferred tax assets	1,685
Short-term loans to subsidiaries and affiliates	2,628
Accrued income	6,960
Accrued income taxes	3,082
Other current assets	103
Total Current Assets	39,470
Fixed Assets	
Property, plant and equipment:	
Buildings	14,646
Structures	1,726
Machinery and equipment	13,329
Vehicles	131
Tools, instruments and fixtures	664
Land	5,527
Construction in progress	1,097
Total property, plant and equipment	37,124
Intangible assets:	
Software	1,540
Software in progress	583
Other intangible assets	41
Total intangible assets	2,165
Investments and other assets:	
Investment securities	12,464
Stocks of subsidiaries and affiliates	173,607
Long-term loans	891
Long-term loans to subsidiaries and affiliates	4,199
Other assets	1,050
Allowance for doubtful accounts	(212)
Allowance for investment loss	(4,125)
Total investments and other assets	187,873
Total Fixed Assets	227,163
Total Assets	266,634

Note: Amounts less than one million yen are omitted.

Non-consolidated Balance Sheet
As of December 31, 2008

	Millions of yen
LIABILITIES	
Current Liabilities:	
Trade accounts payable	59
Other accounts payable	10,607
Accrued income taxes	17
Money entrusted	22,306
Notes payable for equipment	88
Other current liabilities	48
Total Current Liabilities	33,127
Long-term Liabilities:	
Deferred tax liabilities	3,826
Other long-term liabilities	110
Total Long-term Liabilities	3,937
Total Liabilities	37,064
NET ASSETS	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital:	
Capital reserve	108,166
Other additional paid-in capital	1
Total additional paid-in capital	108,167
Retained earnings:	
Legal reserve	3,316
Other retained earnings:	
Reserve for special depreciation	7
Reserve for advanced depreciation	388
Reserve for community contributions	299
Reserve for regional environmental preservation	428
General reserve	119,188
Retained earnings to be carried forward	8,344
Total other retained earnings	128,656
Total retained earnings	131,973
Treasury stock	(25,756)
Total shareholders' equity	229,616
Valuation and translation adjustments:	
Net unrealized gains on other marketable securities	(46)
Total valuation and translation adjustments	(46)
Total Net Assets	229,569
Total Liabilities and Net Assets	266,634

Note: Amounts less than one million yen are omitted.

Non-consolidated Statement of Income
For the fiscal year ended December 31, 2008

	Millions of yen
Net revenues:	
Net sales	212,684
Dividends received by subsidiaries	14,392
Cost of sales	209,646
Gross profit	17,430
Selling, general and administrative expenses	6,026
Operating income	11,403
Non-operating income:	
Interest and dividend received	859
Other non-operating income	102
Non-operating income	962
Non-operating expenses:	
Interest expenses	118
Other expenses	100
Non-operating expenses	218
Recurring profit	12,147
Extraordinary income:	
Gains on extinguishment of tie-in shares	403
Gains on sale of investment securities	262
Gains on sale of subsidiaries' stocks	247
Gains on sale of fixed assets	241
Proceeds from government assistant grants, etc.	31
Gains on sale of affiliates' stocks	0
Extraordinary income	1,185
Extraordinary losses:	
Provision of allowance for investment loss	3,911
Losses on valuation of investment securities	3,671
Expenses related to group reorganization	1,328
Losses on disposal of fixed assets	442
Losses on sale of fixed assets	228
Compensation for disposal of fixed assets	140
Losses on sale of investment securities	97
Extraordinary losses	9,820
Income before income taxes	3,512
Corporate, inhabitant and business taxes	41
Income taxes	(2,455)
Net income	5,926

Note: Amounts less than one million yen are omitted.

Non-consolidated Statement of Changes in Shareholders' Equity
For the fiscal year ended December 31, 2008

(Millions of yen)

	Shareholders' equity									Valuation and translation adjustments	Total net assets
	Common stock	Additional paid-in capital			Retained earnings			Treasury stock	Total shareholders' equity	Net unrealized gains on other marketable securities	
		Capital reserve	Other additional paid-in capital	Total additional paid-in capital	Legal reserve	Other retained earnings (Note 1)	Total retained earnings				
Balance as of Dec. 31, 2007	15,231	108,166	2	108,168	3,316	127,223	130,540	(11,271)	242,669	800	243,470
Changes during this term											
Dividends of retained earnings	-	-	-	-	-	(4,494)	(4,494)	-	(4,494)	-	(4,494)
Net income	-	-	-	-	-	5,926	5,926	-	5,926	-	5,926
Reversal of reserve	-	-	-	-	-	-	-	-	-	-	-
Savings of provisions	-	-	-	-	-	-	-	-	-	-	-
Reversal of provisions	-	-	-	-	-	-	-	-	-	-	-
Acquisition of treasury stock	-	-	-	-	-	-	-	(14,510)	(14,510)	-	(14,510)
Disposal of treasury stock	-	-	(0)	(0)	-	-	-	25	24	-	24
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-	-	-	-	-	(846)	(846)
Total changes during this term	-	-	(0)	(0)	-	1,432	1,432	(14,485)	(13,053)	(846)	(13,900)
Balance as of Dec. 31, 2008	15,231	108,166	1	108,167	3,316	128,656	131,973	(25,756)	229,616	(46)	229,569

Note 1: Breakdown of other retained earnings

(Millions of yen)

	Other retained earnings						
	Reserve for special depreciation	Reserve for advanced depreciation	Reserve for community contributions	Reserve for regional environmental preservation	General reserve	Retained earnings to be carried forward	Total other retained earnings
Balance as of Dec. 31, 2007	14	396	275	348	119,188	7,000	127,223
Changes during this term							
Dividends of retained earnings	-	-	-	-	-	(4,494)	(4,494)
Net income	-	-	-	-	-	5,926	5,926
Reversal of reserve	(7)	-	-	-	-	7	-
Savings of provisions	-	18	300	150	-	(468)	-
Reversal of provisions	-	(26)	(275)	(70)	-	372	-
Acquisition of treasury stock	-	-	-	-	-	-	-
Disposal of treasury stock	-	-	-	-	-	-	-
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-	-	-
Total changes during this term	(7)	(8)	24	79	-	1,343	1,432
Balance as of Dec. 31, 2008	7	388	299	428	119,188	8,344	128,656

Note 2: Amounts less than one million yen are omitted.

Reference Materials for Ordinary General Meeting of Shareholders

Proposals and Reference Materials

Proposal No. 1: The appropriation of retained earnings

The proposal for appropriation of retained earnings is as described below.

1. Year-end dividends

Taking into account our business results for the fiscal year under review and our future business environment, we propose to pay year-end dividends to shareholders as follows:

(1) Type of distributed assets

Cash

(2) Allotment of distributed assets and the total amount

We propose to pay 22 yen per share of the Company's common stock.

In this case, the dividends will total 2,199,505,396 yen.

As a result, annual dividends will be 43 yen per share, including interim dividends.

(3) Effective date of the distribution of retained earnings

We propose that the effective date of the distribution of retained earnings will be March 25, 2009.

2. Other matters relating to the appropriation of retained earnings

(1) Items of retained earnings increased and the amount

Reserve for community contributions: 300,000,000 yen

Reserve for regional environment preservation: 150,000,000 yen

(2) Items of retained earnings decreased and the amount

Retained earnings to be carried forward: 450,000,000 yen

Proposal No. 2: Partial amendments to Articles of Incorporation

1. Reason for amendments

In accordance with Article 6, Paragraph 1 of the Supplementary Provisions of the Law Partially Amending the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks, Etc. (Law No. 88 of June 9, 2004), it is deemed that a resolution by the Company has been made for an amendment of the Articles of Incorporation repealing the provisions of same relating to the issuance of share certificates on the enforcement date of the share certificates dematerialization. Consequently, the provisions of Article 8 and Article 9, Paragraph 2 of the existing Articles of Incorporation have become unnecessary, therefore, upon their deletion, the Company will make amendments in line with the drafting procedures of the shareholders' register and the numbering of articles will be moved up with language newly stipulated in the provisions.

2. Details of proposed amendments

Details of the proposed amendments are as follows:

(Amended portions are underlined.)

Existing Articles of Incorporation	Proposed Amendments
<p><u>Article 8. Issuance of Share Certificates</u> <u>The Company shall issue share certificates for its shares.</u></p> <p><u>Article 9. Number of Shares Constituting One Unit and Non-issuance of Share Certificate for Shares Less Than One Unit</u> 1. (Omitted) 2. <u>The Company may choose not to issue share certificates for shares constituting less than one unit.</u></p> <p><u>Article 10. Rights of Shareholders Holding Shares Constituting Less Than One Unit</u> <u>Shareholders (hereinafter, including beneficial shareholders) of the Company shall not be allowed to exercise any rights in respect of the shares constituting less than one unit held by them, except for the following rights:</u> (1) to (Omitted) (4)</p> <p><u>Article 11.</u> (Omitted)</p> <p><u>Article 12. Administrator of Shareholders' Register</u> 1. (Omitted) 2. (Omitted) 3. <u>The preparation and retention of the shareholders' register (hereinafter, including the beneficial shareholders' register), the register of stock acquisition rights and the register of lost share certificates of the Company, and any other clerical work relating to the shareholders' register, the register of stock acquisition rights and the register of lost share certificates shall be entrusted to the administrator of shareholders' register, and not handled by the Company.</u></p> <p><u>Article 13.</u> to (Omitted) <u>Article 14.</u></p>	<p>(Deleted)</p> <p><u>Article 8.</u> Number of Shares Constituting One Unit 1. (Same as at present) 2. (Deleted)</p> <p><u>Article 9.</u> Rights of Shareholders Holding Shares Constituting Less Than One Unit Shareholders of the Company shall not be allowed to exercise any rights in respect of the shares constituting less than one unit held by them, except for the following rights: (1) to (Same as at present) (4)</p> <p><u>Article 10.</u> (Same as at present)</p> <p><u>Article 11.</u> Administrator of Shareholders' Register 1. (Same as at present) 2. (Same as at present) 3. The preparation and retention of the shareholders' register <u>and</u> the register of stock acquisition rights of the Company, and any other clerical work relating to the shareholders' register <u>and</u> the register of stock acquisition rights shall be entrusted to the administrator of shareholders' register, and not handled by the Company.</p> <p><u>Article 12.</u> to (Same as at present) <u>Article 13.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p>Article <u>15</u>. Record Date The Company shall regard the shareholders holding voting rights who are recorded in the shareholders' register as of December 31 of each year, as the shareholders entitled to exercise their rights at an ordinary general meeting of shareholders for that particular business year.</p> <p>Article <u>16</u>. to (Omitted) Article <u>37</u>.</p> <p>Article <u>38</u>. Distribution of Retained Earnings 1. By resolution of a general meeting of shareholders, the Company may pay year-end dividends to shareholders or registered pledgees who are recorded in the shareholders' register as of December 31 of each year. 2. By resolution of the Board of Directors, the Company may pay interim dividends to the shareholders or registered pledgees who are recorded in the shareholders' register as of June 30 of each year.</p> <p>Article <u>39</u>. (Omitted) (Newly established)</p>	<p>Article <u>14</u>. Record Date <i>[This Article will be amended to make partial modifications of the description in Japanese only. No modification of the English translation of this Article is necessary.]</i></p> <p>Article <u>15</u>. to (Same as at present) Article <u>36</u>.</p> <p>Article <u>37</u>. Distribution of Retained Earnings <i>[This Article will be amended to make partial modifications of the description in Japanese only. No modification of the English translation of this Article is necessary.]</i></p> <p>Article <u>38</u>. (Same as at present)</p> <p><u>Supplementary Provision 2</u> <u>Article 1.</u> <u>The preparation and retention of the register of lost share certificates of the Company, and any other clerical work relating to the register of lost share certificates shall be entrusted to the administrator of shareholders' register, and not handled by the Company.</u> <u>Article 2.</u> <u>This Article and the previous Article shall be valid until January 5, 2010, and deleted as of January 6, 2010.</u></p>

Proposal No. 3: Election of ten (10) Directors

The terms of office of all eight (8) Directors will expire at the close of this General Meeting of Shareholders. In as such, we propose that ten (10) Directors be elected, raising their number by two (2), taking into account the expansion of the Company as a result of business integration and its future business environment.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies		No. of Company Stocks Owned
1	Norio Sueyoshi (February 18, 1945)	April 1967 March 1991 March 1995 August 1997 March 1999 March 2001 October 2001 March 2002 July 2006 January 2009	Joined Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. Managing Director, Coca-Cola West Co., Ltd. Senior Managing Director, Coca-Cola West Co., Ltd. Executive Vice President, Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. Vice President, Coca-Cola West Co., Ltd. Representative Director of Specified Nonprofit Corporation Ichimura Kyushu School of Nature (incumbent) Representative Director, Coca-Cola West Co., Ltd. (incumbent) President & CEO, Coca-Cola West Co., Ltd. CEO, Coca-Cola West Co., Ltd. President & CEO, Coca-Cola West Co., Ltd. (incumbent)	15,818
2	Tamio Yoshimatsu (February 10, 1947)	March 1969 March 2000 March 2004 March 2006 July 2006 March 2007 January 2009	Joined Kinki Coca-Cola Bottling Co., Ltd. Director, Kinki Coca-Cola Bottling Co., Ltd. Managing Director, Kinki Coca-Cola Bottling Co., Ltd. Senior Managing Director, Kinki Coca-Cola Bottling Co., Ltd. Executive Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Executive Corporate Officer, Coca-Cola West Co., Ltd. Representative Director, Kinki Coca-Cola Bottling Co., Ltd. President, Kinki Coca-Cola Bottling Co., Ltd. Executive Vice President & Chief Marketing Officer, Coca-Cola West Co., Ltd. (incumbent)	1,895
3	Hijiri Morita (August 18, 1946)	April 1969 March 1995 March 1999 April 2003 March 2008 April 2008 January 2009	Joined Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. Executive Corporate Officer, Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Vice President, Coca-Cola West Co., Ltd. Executive Vice President & Chief Planning Officer, Coca-Cola West Co., Ltd. (incumbent)	7,361

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies		No. of Company Stocks Owned
4	Nobuo Shibata (November 12, 1946)	April 1969 March 1995 March 1999 April 2004 January 2005 January 2009	Joined Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. Executive Corporate Officer, Coca-Cola West Co., Ltd. Representative Director, Coca-Cola West Japan Products Co., Ltd. (present Coca-Cola West Products Co., Ltd.) President, Coca-Cola West Japan Products Co., Ltd. Executive Vice President & Chief General Affairs Officer, Coca-Cola West Co., Ltd. (incumbent)	7,575
5	Shigeki Ota (February 27, 1950)	April 1973 January 2001 March 2002 March 2004 March 2006 March 2007 April 2008 January 2009	Joined Kirin Brewery Co., Ltd. (present Kirin Holdings Co., Ltd.) Vice President, International Beer Company of Kirin Brewery Co., Ltd. Director, San Miguel Corp. Managing Director, Kinki Coca-Cola Bottling Co., Ltd. Senior Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd. Director, Kinki Coca-Cola Bottling Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Executive Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd. Executive Corporate Officer & Chief Financial Officer, Coca-Cola West Co., Ltd. (incumbent)	451
6	Hiroyoshi Miyaki (March 4, 1950)	March 1972 March 2005 March 2006 July 2006 January 2008 January 2009	Joined Kinki Coca-Cola Bottling Co., Ltd. Director, Kinki Coca-Cola Bottling Co., Ltd. Senior Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. Representative Director, Mikasa Coca-Cola Bottling Co., Ltd. President, Mikasa Coca-Cola Bottling Co., Ltd. Executive Corporate Officer & General Manager of Chain Store Sales Dept., Coca-Cola West Co., Ltd. (incumbent)	2,260
7	Jiro Wakasa (January 23, 1959)	April 1981 December 1996 July 1999 January 2000 March 2003 October 2003 January 2007 January 2009	Joined Suntory Limited Joined Coca-Cola (Japan) Co., Ltd. Senior Corporate Officer, Coca-Cola Beverage Services Co., Ltd. Managing Director & Representative Director, Coca-Cola Beverage Services Co., Ltd. President & Representative Director, Coca-Cola Beverage Services Co., Ltd. Corporate Officer, Coca-Cola National Beverages Co., Ltd. Vice President & Director, Coca-Cola National Beverages Co., Ltd. Executive Corporate Officer & Chief SCM Officer, Coca-Cola West Co., Ltd. (incumbent)	-

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies		No. of Company Stocks Owned
8	Masamitsu Sakurai (January 8, 1942)	April 1966 May 1984 June 1992 April 1993 June 1994 April 1996 March 2005 June 2005 July 2006 April 2007	Joined Ricoh Co., Ltd. Director & President, Ricoh UK Products Ltd. Director, Ricoh Co., Ltd. Director & President, Ricoh Europe B.V. Managing Director, Ricoh Co., Ltd. Representative Director & President, Ricoh Co., Ltd. Representative Director, Coca-Cola West Co., Ltd. Chairman, Coca-Cola West Co., Ltd. Representative Director, Ricoh Co., Ltd. (incumbent) President, Ricoh Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Chairman of the Board, Ricoh Co., Ltd. (incumbent) Chairman, Keizai Doyukai (Japan Association of Corporate Executives) (incumbent)	-
9	Michael Coombs (July 29, 1963)	January 1984 April 1997 January 2005 July 2005 March 2008	Joined the Coca-Cola Bottling Company of Pretoria Ltd. CFO, Coca-Cola Icecek A.S. Vice President, Coca-Cola (Japan) Co., Ltd. Vice President & Representative Director, Coca-Cola (Japan) Co., Ltd. (incumbent) Director, Coca-Cola West Co., Ltd. (incumbent)	-
10	Kokichi Honbo (May 9, 1940)	December 1969 March 1989 February 1992 December 1995 March 1999 March 2002 March 2003 March 2007 January 2008 March 2008	Joined Minami Kyushu Coca-Cola Bottling Co., Ltd. Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Managing Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Senior Managing Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Vice President & Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Vice President & Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. President & Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. (incumbent) President, Minami Kyushu Coca-Cola Bottling Co., Ltd. Chairman, Minami Kyushu Coca-Cola Bottling Co., Ltd. (incumbent)	1,551

Notes:

1. Special interest relationships between the Company and candidates for Directors are as follows:
 - (1) Norio Sueyoshi concurrently serves as Representative Director of Specified Nonprofit Corporation Ichimura Kyushu School of Nature, and the Company disburses operating expenses, etc. to the said corporation as expenses for contribution to the regional community.
 - (2) Michael Coombs is Vice President & Representative Director of Coca-Cola (Japan) Co., Ltd., which has signed contracts with the Company for the production and sales of Coca-Cola, etc., the use of trademark, and other matters. In addition, Coca-Cola (Japan) has business relations with the Company regarding receipt, etc. of sales promotion rebates.
 - (3) Kokichi Honbo is Representative Director & Chairman of Minami Kyushu Coca-Cola Bottling Co., Ltd., which has signed contracts with the Company for the procurement and sales of Coca-Cola, etc.
 - (4) There is no special interest between the Company and the other candidates for Directors.

2. Both Michael Coombs and Kokichi Honbo are candidates for Outside Directors.
 - (1) The reasons why the Company designated them as candidates for Outside Directors are as follows:
 - (i) Michael Coombs is Vice President & Representative Director of Coca-Cola (Japan) Co., Ltd. The Company requests an election of Mr. Coombs as Outside Director to further enhance strategic partnership with The Coca-Cola Company and Coca-Cola (Japan) Co., Ltd.
 - (ii) Kokichi Honbo is Representative Director & Chairman of Minami Kyushu Coca-Cola Bottling Co., Ltd. that has formed financial & business alliance with the Company. The Company requests an election of Mr. Honbo as Outside Director to promote and deepen mutual understanding.
 - (2) Because Coca-Cola (Japan) Co., Ltd. is a major associating party of the Company and Minami Kyushu Coca-Cola Bottling Co., Ltd. is an equity-method affiliate of the Company, these firms are deemed as specially related companies of the Company. The position and responsibility of Michael Coombs and Kokichi Honbo as business executors for the present and past five years in these companies are described above in the “Brief personal profile, position and responsibility in the Company, and representation for other companies.”
 - (3) Michael Coombs and Kokichi Honbo are both incumbent Outside Directors of the Company and have assumed the office of Outside Director for one year and two years, respectively.
 - (4) The Company has concluded an agreement for limitation of liability with Michael Coombs. When the re-election of Michael Coombs is approved, said agreement shall remain valid. The agreement will outline that in cases where the Outside Director caused damages to the Company due to non-performance of his duties and yet he is bona fide and there is no gross negligence on him in performing his duties, he shall be liable for the damages to the limit of minimum liability set forth in laws and regulations.

Proposal No. 4: Election of three (3) Corporate Auditors

As the terms of office of both Corporate Auditors Yasumasa Niimi and Yukiko Kyokane will expire and Hiroshi Kanda will resign at the close of this General Meeting of Shareholders, we propose that three (3) Corporate Auditors be elected as their replacement.

We have obtained the consent of the Board of Corporate Auditors in connection with this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies		No. of Company Stocks Owned
1	Tadatsugu Harada (September 4, 1945)	April 1968 March 1997 March 1999 March 2001 April 2003 March 2005 July 2006 March 2007 January 2009	Joined Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. Corporate Officer, Coca-Cola West Co., Ltd. Associate Senior Corporate Executive Officer, Coca-Cola West Co., Ltd. Senior Corporate Executive Officer, Coca-Cola West Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Vice President, Coca-Cola West Co., Ltd. Director, Coca-Cola West Japan Co., Ltd. Vice President, Coca-Cola West Japan Co., Ltd. Representative Director, Coca-Cola West Japan Co., Ltd. President, Coca-Cola West Japan Co., Ltd. Executive Vice President & Work Restructuring Officer, Coca-Cola West Co., Ltd. (incumbent)	10,984
2	Tadamasa Amitsuka (March 20, 1948)	April 1970 March 2003 March 2005 March 2006 March 2007 January 2009	Joined Mitsubishi Heavy Industries, Ltd. Full-time Corporate Auditor, Kinki Coca-Cola Bottling Co., Ltd. Director, Kinki Coca-Cola Bottling Co., Ltd. Senior Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd. Full-time Corporate Auditor, Kinki Coca-Cola Bottling Co., Ltd. Senior Corporate Officer & Special Missions Officer to CEO, Coca-Cola West Co., Ltd. (incumbent)	3,073
3	Yukiko Kyokane (July 17, 1950)	April 1979 December 1982 April 1995 March 2006 July 2006	Registered as an attorney at law Joined Maehara Law Office Joined Miyazaki Sogo Law Office Established Kyokane Law Office Representative, Kyokane Law Office (incumbent) Corporate Auditor, Kinki Coca-Cola Bottling Co., Ltd. Corporate Auditor, Coca-Cola West Co., Ltd. (incumbent)	-

Notes:

1. There are no special interest relationships between the Company and the candidates for Corporate Auditors.
2. Yukiko Kyokane is a candidate for Outside Corporate Auditor.
 - (1) The reason why the Company designated Yukiko Kyokane as candidate for Outside Corporate Auditor is as follows:
Yukiko Kyokane has been designated as candidate for Outside Corporate Auditor due to her wealth of experience over many years as an attorney, which will be utilized for auditing the Company. Although she has not been directly engaged in the management of any company, the Company believes that she will appropriately execute her duties as Outside Corporate Auditor for the aforementioned reason.

- (2) Yukiko Kyokane is an incumbent Outside Corporate Auditor of the Company. Ms. Kyokane has assumed the office for two years and nine months.
- (3) The Company has concluded an agreement for limitation of liability with Yukiko Kyokane. When the re-election of Yukiko Kyokane is approved, said agreement shall remain valid. The agreement will outline that in cases where the Outside Corporate Auditor caused damages to the Company due to non-performance of her duties and yet she is bona fide and there is no gross negligence on her in performing her duties, she shall be liable for the damages to the limit of minimum liability set forth in laws and regulations.

Proposal No. 5: Revision to remuneration for Directors

Although the 33rd Ordinary General Meeting of Shareholders, held on March 22, 1991, resolved to set remuneration for Directors to 25 million yen or less per month, with same continuing up to the present, taking into consideration various factors including the subsequent expansion of the Company as a result of business integration, changes in economic circumstances and the addition of two (2) Directors, upon the approval of Proposal No. 3 in its original form, the Company proposes the revision of remuneration for Directors to 500 million yen or less per year (including remuneration for Outside Directors of 50 million yen or less per year).

Although there are currently eight (8) Directors (including two (2) Outside Directors), their number shall be ten (10) (including two (2) Outside Directors) upon the approval of Proposal No. 3 in its original form.

Proposal No. 6: Revision to remuneration for Corporate Auditors

Although the 36th Ordinary General Meeting of Shareholders, held on March 25, 1994, resolved to set remuneration for Corporate Auditors to 7 million yen or less per month, with same continuing up to the present, taking into consideration various factors including the subsequent expansion of the Company as a result of business integration and changes in economic circumstances, the Company proposes the revision of remuneration for Corporate Auditors to 100 million yen or less per year.

Upon the approval of Proposal No. 4 in its original form, there will be five (5) Corporate Auditors, the same number as currently serving.