

(Translation)



Securities code: 2579

February 29, 2012

## NOTICE OF THE 54<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

You are cordially invited to attend the 54<sup>th</sup> 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 via the Internet. Please review the attached Reference Materials for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., March 21 (Wednesday), 2012.

Sincerely yours,

Tamio Yoshimatsu  
Representative Director & President

*Coca-Cola West Company, Limited*

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

### MEETING AGENDA

- 1. Date and Time:** 10:00 a.m., March 22 (Thursday), 2012  
**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 and consolidated financial statements for the 54<sup>th</sup> fiscal term (January 1 to December 31, 2011); and audit reports of consolidated financial statements by Accounting Auditors and the Board of Corporate Auditors
  2. Non-consolidated financial statements for the 54<sup>th</sup> fiscal term (January 1 to December 31, 2011)

*Items to be proposed:*

- |                |                                          |
|----------------|------------------------------------------|
| Proposal No. 1 | Appropriation of surplus                 |
| Proposal No. 2 | Election of ten (10) Directors           |
| Proposal No. 3 | Election of three (3) Corporate Auditors |

#### **4. Matters Related to the Exercise of Voting Rights**

- (1) Exercise of voting rights by writing  
Please indicate whether you approve or disapprove of each proposal on the proxy voting form enclosed herewith and return it to us by 5:30 p.m., March 21 (Wednesday), 2012.
- (2) Exercise of voting rights via the Internet  
If you prefer to exercise your voting rights via the Internet, please review the “Procedures for the Exercise of Voting Rights via the Internet” on page 3 and exercise your voting rights by 5:30 p.m., March 21 (Wednesday), 2012.
- (3) Handling of duplicated voting
  - (i) If you exercise your voting rights twice, both by writing and via the Internet, the voting via the Internet shall prevail.
  - (ii) In case of multiple voting via the Internet or both by personal computer and mobile phone, the last voting shall prevail.

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#### Notes:

1. Attendees are requested to submit the proxy voting form enclosed herewith 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 General Meeting of Shareholders, we will notify you through the Company’s website (<http://www.ccwest.co.jp>).

[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.]

## **Procedures for the Exercise of Voting Rights via the Internet**

If you prefer to exercise your voting rights via the Internet, please accept the following conditions before exercising your rights.

1. Shareholders exercising their voting rights via the Internet can only do so via the website designated by the Company (shown below). They can also exercise their voting rights online by mobile phone.  
**(Website URL for the exercise of voting rights) <http://www.webdk.net>**
2. If you are exercising your voting rights via the Internet, please enter the code and the password for the exercise of voting rights indicated on the proxy voting form enclosed herewith and follow the instructions on the screen to register whether you approve or disapprove of each proposal.
3. Connection fees payable to the providers and communication expenses payable to telecommunication carriers (including telephone charges) when accessing the website for the exercise of voting rights will be borne by the shareholders.

End

## **System Environment for the Exercise of Voting Rights via the Internet**

The following system environment is required for the use of the website to exercise voting rights.

- 1) Access to the Internet
- 2) If you are to exercise voting rights using your personal computer, Microsoft® Internet Explorer 6.0 (or above) must be installed as your browser. Any personal computer hardware capable of supporting these browsers will be adequate.
- 3) If you are to exercise voting rights via mobile phone, the device must be capable of 128bit SSL telecommunications (encrypted communication). (For security reasons, the Company's designated website is only configured to support 128bit SSL telecommunications (encrypted communication). Consequently, certain devices cannot be used. You may also exercise voting rights using the full-browser function of your mobile phone (including smartphones), although it may not be possible to access the website depending on the model of your mobile phone).

(Microsoft® is a registered trademark of U.S. Microsoft Corporation in the U.S. and other countries.)

## **Inquiries about the Exercise of Voting Rights via the Internet**

If you have any questions about the exercise of voting rights via the Internet, please call the following numbers.

Administrator of Shareholders' Register:

The Sumitomo Trust & Banking Co., Ltd.  
Stock Transfer Agency Department

Direct Line:

(Toll free) 0120-186-417  
(accessible from 9:00 a.m. to 9:00 p.m.; within Japan only)

(Inquiries on matters other than the exercise of voting rights): (Toll free) 0120-176-417  
(accessible from 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and Japanese national holidays; within Japan only)

## **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.

**Consolidated Balance Sheet**  
**As of December 31, 2011**

	Millions of yen
<b>ASSETS</b>	
Current Assets:	
Cash and deposits	25,208
Trade notes and accounts receivable	25,335
Marketable securities	26,738
Merchandise and finished goods	21,954
Work in progress	464
Raw materials and supplies	1,450
Deferred tax assets	4,373
Other current assets	14,177
Allowance for doubtful accounts	(504)
Total Current Assets	119,197
Fixed Assets:	
Property, plant and equipment:	
Buildings and structures	33,525
Machinery, equipment and vehicles	20,497
Sales equipment	20,820
Land	52,774
Lease assets	963
Construction in progress	395
Other property, plant and equipment	1,241
Total property, plant and equipment	130,218
Intangible assets:	
Goodwill	47,474
Other intangible assets	4,723
Total intangible assets	52,198
Investments and other assets:	
Investment securities	24,583
Deferred tax assets	4,321
Prepaid annuity expense	5,827
Other assets	6,788
Allowance for doubtful accounts	(574)
Total investments and other assets	40,946
Total Fixed Assets	223,362
Total Assets	342,560

Note: Amounts less than one million yen are omitted.

**Consolidated Balance Sheet  
As of December 31, 2011**

	Millions of yen
<b>LIABILITIES</b>	
Current Liabilities:	
Trade notes and accounts payable	18,657
Current portion of long-term loans payable	2,542
Lease obligations	461
Accrued income taxes	2,750
Other accounts payable	15,656
Provision for sales promotion expenses	160
Other current liabilities	6,350
Total Current Liabilities	46,579
Long-term Liabilities:	
Bonds payable	50,000
Long-term loans payable	10,273
Lease obligations	778
Deferred tax liabilities	2,319
Allowance for employees' retirement benefits	1,018
Allowance for directors' retirement benefits	117
Other long-term liabilities	3,609
Total Long-term Liabilities	68,116
Total Liabilities	114,695
<b>NET ASSETS</b>	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital	109,072
Retained earnings	130,655
Treasury stock (at cost)	(25,764)
Total shareholders' equity	229,195
Accumulated other comprehensive income:	
Net unrealized losses on other marketable securities	(1,703)
Total accumulated other comprehensive income	(1,703)
Minority interests	373
Total Net Assets	227,864
Total Liabilities and Net Assets	342,560

Note: Amounts less than one million yen are omitted.

**Consolidated Statement of Income**  
**For the fiscal year ended December 31, 2011**

	Millions of yen
Net sales	399,717
Cost of sales	204,472
Gross profit	195,244
Selling, general and administrative expenses	178,775
Operating income	16,469
Non-operating income:	
Interest and dividend received	355
Amortization of negative goodwill	207
Equity in earnings of affiliates	139
Other non-operating income	569
Total non-operating income	1,272
Non-operating expenses:	
Interest expenses	685
Other expenses	1,012
Total non-operating expenses	1,698
Recurring profit	16,044
Extraordinary income:	
Gains on sale of fixed assets	382
Gains on sale of investment securities	49
Total extraordinary income	431
Extraordinary losses:	
Effect of applying assets retirement obligation accounting standards	726
Losses on retirement of fixed assets	715
Losses on disposal of inventories	490
Power saving expenses	352
Losses on sale of shares of subsidiaries	85
Loss on disaster	43
Losses on valuation of investment securities	31
Losses on valuation of golf club membership	16
Total extraordinary losses	2,462
Income before income taxes and minority interests	14,013
Income taxes	3,878
Income taxes deferred	3,082
Income before minority interests	7,052
Minority interests	55
Net income	6,997

Note: Amounts less than one million yen are omitted.

**Consolidated Statement of Changes in Shareholders' Equity**  
**For the fiscal year ended December 31, 2011**

(Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of Dec. 31, 2010	15,231	109,072	127,657	(25,761)	226,199
Changes during this term					
Dividends of surplus	-	-	(3,998)	-	(3,998)
Net income	-	-	6,997	-	6,997
Acquisition of treasury stock	-	-	-	(3)	(3)
Disposal of treasury stock	-	-	(0)	0	0
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-
Total changes during this term	-	-	2,997	(2)	2,995
Balance as of Dec. 31, 2011	15,231	109,072	130,655	(25,764)	229,195

	Accumulated other comprehensive income		Minority interests	Total net assets
	Net unrealized losses on other marketable securities	Total accumulated other comprehensive income		
Balance as of Dec. 31, 2010	(255)	(255)	324	226,267
Changes during this term				
Dividends of surplus	-	-	-	(3,998)
Net income	-	-	-	6,997
Acquisition of treasury stock	-	-	-	(3)
Disposal of treasury stock	-	-	-	0
(Net) Changes in items other than shareholders' equity during this term	(1,447)	(1,447)	48	(1,398)
Total changes during this term	(1,447)	(1,447)	48	1,597
Balance as of Dec. 31, 2011	(1,703)	(1,703)	373	227,864

Note: Amounts less than one million yen are omitted.

**Non-consolidated Balance Sheet**  
**As of December 31, 2011**

	Millions of yen
<b>ASSETS</b>	
Current Assets:	
Cash and deposits	18,491
Trade notes receivable	29
Trade accounts receivable	24,661
Marketable securities	26,738
Merchandise and finished goods	19,060
Work in progress	10
Raw materials and supplies	548
Prepaid expenses	3,996
Deferred tax assets	1,051
Short-term loans	468
Short-term loans to subsidiaries and affiliates	3,516
Accrued income	8,620
Other current assets	19
Allowance for doubtful accounts	(91)
Total Current Assets	107,120
Fixed Assets:	
Property, plant and equipment:	
Buildings	26,547
Structures	2,556
Machinery and equipment	17,426
Vehicles	1,504
Tools, instruments and fixtures	1,099
Sales equipment	18,426
Land	46,626
Lease assets	698
Construction in progress	395
Total property, plant and equipment	115,281
Intangible assets:	
Leasehold right	29
Software	3,894
Software in progress	273
Other intangible assets	101
Total intangible assets	4,298
Investments and other assets:	
Investment securities	9,524
Stocks of subsidiaries and affiliates	59,716
Long-term loans	1,206
Long-term loans to subsidiaries and affiliates	9,707
Claims provable in bankruptcy, claims provable in rehabilitation and other	131
Long-term prepaid expenses	2,291
Prepaid annuity expense	5,432
Other assets	1,908
Allowance for doubtful accounts	(419)
Total investments and other assets	89,498
Total Fixed Assets	209,078
Total Assets	316,198

Note: Amounts less than one million yen are omitted.



**Non-consolidated Balance Sheet**  
**As of December 31, 2011**

	Millions of yen
<b>LIABILITIES</b>	
Current Liabilities:	
Trade accounts payable	15,528
Lease obligations	244
Other accounts payable	17,289
Accrued expenses	1,294
Accrued income taxes	1,409
Money entrusted	4,605
Other current liabilities	75
Total Current Liabilities	40,448
Long-term Liabilities:	
Bonds payable	50,000
Lease obligations	486
Deferred tax liabilities	1,777
Allowance for employees' retirement benefits	251
Assets retirement obligation	862
Other long-term liabilities	2,264
Total Long-term Liabilities	55,643
Total Liabilities	96,091
<b>NET ASSETS</b>	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital:	
Capital reserve	108,166
Total additional paid-in capital	108,166
Retained earnings:	
Legal reserve	3,316
Other retained earnings:	
Reserve for advanced depreciation	726
Reserve for community contributions	391
Reserve for regional environmental preservation	538
General reserve	111,188
Retained earnings to be carried forward	8,029
Total other retained earnings	120,873
Total retained earnings	124,190
Treasury stock (at cost)	(25,764)
Total shareholders' equity	221,824
Valuation and translation adjustments:	
Net unrealized losses on other marketable securities	(1,716)
Total valuation and translation adjustments	(1,716)
Total Net Assets	220,107
Total Liabilities and Net Assets	316,198

Note: Amounts less than one million yen are omitted.

**Non-consolidated Statement of Income**  
**For the fiscal year ended December 31, 2011**

	Millions of yen
Net sales	341,658
Cost of sales	197,013
Gross profit	144,644
Selling, general and administrative expenses	136,487
Operating income	8,157
Non-operating income:	
Interest and dividend received	2,573
Amortization of negative goodwill	207
Other non-operating income	560
Total non-operating income	3,341
Non-operating expenses:	
Interest expenses	581
Other expenses	1,054
Total non-operating expenses	1,635
Recurring profit	9,863
Extraordinary income:	
Gains on sale of fixed assets	380
Gains on sale of investment securities	49
Total extraordinary income	429
Extraordinary losses:	
Losses on retirement of fixed assets	715
Effect of applying assets retirement obligation accounting standards	604
Power saving expenses	285
Losses on valuation of shares of subsidiaries	233
Losses on valuation of shares of affiliates	150
Losses on sale of shares of subsidiaries	54
Losses on valuation of investment securities	31
Loss on disaster	24
Losses on valuation of golf club membership	15
Total extraordinary losses	2,115
Income before income taxes	8,177
Income taxes	1,693
Income taxes deferred	757
Net income	5,726

Note: Amounts less than one million yen are omitted.

**Non-consolidated Statement of Changes in Shareholders' Equity**  
**For the fiscal year ended December 31, 2011**

(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 losses on other marketable securities	
		Capital reserve	Legal reserve	Other retained earnings (Note 1)	Total retained earnings				
Balance as of Dec. 31, 2010	15,231	108,166	3,316	119,146	122,463	(25,761)	220,099	(242)	219,857
Changes during this term									
Dividends of surplus	-	-	-	(3,998)	(3,998)	-	(3,998)	-	(3,998)
Net income	-	-	-	5,726	5,726	-	5,726	-	5,726
Savings of provisions	-	-	-	-	-	-	-	-	-
Reversal of provisions	-	-	-	-	-	-	-	-	-
Acquisition of treasury stock	-	-	-	-	-	(3)	(3)	-	(3)
Disposal of treasury stock	-	-	-	(0)	(0)	0	0	-	0
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-	-	-	(1,474)	(1,474)
Total changes during this term	-	-	-	1,727	1,727	(2)	1,724	(1,474)	249
Balance as of Dec. 31, 2011	15,231	108,166	3,316	120,873	124,190	(25,764)	221,824	(1,716)	220,107

Note 1: Breakdown of other retained earnings

(Millions of yen)

	Other retained earnings					
	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, 2010	403	388	560	106,188	11,606	119,146
Changes during this term						
Dividends of surplus	-	-	-	-	(3,998)	(3,998)
Net income	-	-	-	-	5,726	5,726
Savings of provisions	358	200	-	5,000	(5,558)	-
Reversal of provisions	(35)	(197)	(21)	-	253	-
Acquisition of treasury stock	-	-	-	-	-	-
Disposal of treasury stock	-	-	-	-	(0)	(0)
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-	-
Total changes during this term	322	2	(21)	5,000	(3,577)	1,727
Balance as of Dec. 31, 2011	726	391	538	111,188	8,029	120,873

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

## Reference Materials for General Meeting of Shareholders

### Proposal No. 1: Appropriation of surplus

Generally taking into account our business results for the fiscal year under review and our future business environment, we propose the appropriation of surplus as follows:

#### 1. Year-end dividends

(1) Type of assets to be distributed

Cash

(2) Allotment of assets to be distributed and the total amount

We propose to pay 21 yen per share of the Company's common stock.

In this case, the dividends will total 2,099,408,493 yen.

As a result, annual dividends will be 41 yen per share, including interim dividends, which is an increase of 1 yen from the previous fiscal year.

(3) Effective date of the dividends of surplus

We propose that the effective date of the dividends of surplus will be March 23, 2012.

#### 2. Other matters relating to the appropriation of surplus

(1) Items of surplus to increase and the amount

Reserve for community contributions: 200,000,000 yen

General reserve: 1,500,000,000 yen

(2) Item of surplus to decrease and the amount

Retained earnings to be carried forward: 1,700,000,000 yen

## Proposal No. 2: Election of ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders.

At the end of the fiscal year under review, one (1) Director of the Company resigned. Taking into account our future business environment, we propose that ten (10) Directors be elected, an increase of one (1) Director, in order to maintain the same management system that was in place in the fiscal year under review.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Brief Personal Profile, Position and Responsibility in the Company, and Significant Concurrent Positions		No. of Company Shares Owned
1	Norio Sueyoshi (February 18, 1945)	April 1967	Joined Coca-Cola West Co., Ltd.	18,161
		March 1991	Director, Coca-Cola West Co., Ltd.	
		March 1995	Managing Director, Coca-Cola West Co., Ltd.	
		August 1997	Senior Managing Director, Coca-Cola West Co., Ltd.	
		March 1999	Executive Vice President, Coca-Cola West Co., Ltd.	
		March 2001	Director, Coca-Cola West Co., Ltd. Vice President, Coca-Cola West Co., Ltd.	
		October 2001	Representative Director, Specified Nonprofit Corporation Ichimura Kyushu School of Nature (incumbent)	
		March 2002	Representative Director, Coca-Cola West Co., Ltd. (incumbent)	
			President & CEO, Coca-Cola West Co., Ltd.	
		March 2005	Outside Director, Royal Co., Ltd. (present Royal Holdings Co., Ltd.) (incumbent)	
		July 2006	CEO, Coca-Cola West Co., Ltd.	
		June 2007	Outside Director, Nishi-Nippon Railroad Co., Ltd. (incumbent)	
		January 2009	President & CEO, Coca-Cola West Co., Ltd.	
		January 2010	Chairman, Coca-Cola West Co., Ltd. (incumbent)	
		March 2010	President, The Coca-Cola Educational & Environmental Foundation (incumbent)	
		November 2011	Chairman, Fukuoka Chamber of Commerce and Industry (incumbent)	
2	Tamio Yoshimatsu (February 10, 1947)	March 1969	Joined Kinki Coca-Cola Bottling Co., Ltd.	5,247
		March 2000	Director, Kinki Coca-Cola Bottling Co., Ltd.	
		March 2004	Managing Director, Kinki Coca-Cola Bottling Co., Ltd.	
		March 2006	Senior Managing Director, Kinki Coca-Cola Bottling Co., Ltd. Executive Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd.	
		July 2006	Director, Coca-Cola West Co., Ltd. Executive Corporate Officer, Coca-Cola West Co., Ltd.	
		March 2007	Representative Director, Kinki Coca-Cola Bottling Co., Ltd. President, Kinki Coca-Cola Bottling Co., Ltd.	
		January 2009	Executive Vice President, Coca-Cola West Co., Ltd.	
		March 2009	Representative Director, Coca-Cola West Co., Ltd. (incumbent)	
		January 2010	President, Coca-Cola West Co., Ltd. (incumbent)	
		January 2012	Department Manager of Career Development Office, Coca-Cola West Co., Ltd. (incumbent)	

No.	Name (Date of Birth)	Brief Personal Profile, Position and Responsibility in the Company, and Significant Concurrent Positions		No. of Company Shares Owned
3	* Calin Dragan (October 24, 1966)	June 1993	Joined Coca-Cola Leventis	-
		January 2000	Joined Coca-Cola Hellenic Bottling Company S.A.	
		May 2002	Commercial Director in charge of Coca-Cola Bevande Italia, Coca-Cola Hellenic Bottling Company S.A.	
		January 2005	General Manager and Administrator in charge of Romania and Mordovian Republic, Coca-Cola Hellenic Bottling Company S.A.	
		July 2011	Executive Corporate Officer, Coca-Cola West Co., Ltd. (incumbent)	
		January 2012	General Manager of Business Model Innovation Headquarters, Coca-Cola West Co., Ltd. (incumbent)	
4	Nobuo Shibata (November 12, 1946)	April 1969	Joined Coca-Cola West Co., Ltd.	9,884
		March 1995	Director, Coca-Cola West Co., Ltd.	
		March 1999	Senior Corporate Officer, Coca-Cola West Co., Ltd.	
		April 2004	Executive Corporate Officer, Coca-Cola West Co., Ltd.	
		January 2005	Representative Director, Coca-Cola West Japan Products Co., Ltd. (present Coca-Cola West Products Co., Ltd.)	
			President, Coca-Cola West Japan Products Co., Ltd. (present Coca-Cola West Products Co., Ltd.)	
		January 2009	Executive Vice President, Coca-Cola West Co., Ltd. (incumbent)	
		March 2009	Director, Coca-Cola West Co., Ltd. (incumbent)	
		January 2012	In charge of General Affairs Division, Coca-Cola West Co., Ltd. (incumbent)	
5	Jiro Wakasa (January 23, 1959)	April 1981	Joined Suntory Limited	3,063
		December 1996	Joined Coca-Cola (Japan) Co., Ltd.	
		July 1999	Senior Corporate Officer, Coca-Cola Beverage Services Co., Ltd. (present Coca-Cola Business Service Co., Ltd.)	
		January 2000	Managing Director & Representative Director, Coca-Cola Beverage Services Co., Ltd. (present Coca-Cola Business Service Co., Ltd.)	
		March 2003	President & Representative Director, Coca-Cola Beverage Services Co., Ltd. (present Coca-Cola Business Service Co., Ltd.)	
		October 2003	Corporate Officer, Coca-Cola National Beverages Co., Ltd.	
		January 2007	Vice President & Director, Coca-Cola National Beverages Co., Ltd.	
		January 2009	Executive Corporate Officer, Coca-Cola West Co., Ltd. (incumbent)	
		March 2009	Director, Coca-Cola West Co., Ltd. (incumbent)	
		January 2012	General Manager of SCM Headquarters, Coca-Cola West Co., Ltd. (incumbent)	

No.	Name (Date of Birth)	Brief Personal Profile, Position and Responsibility in the Company, and Significant Concurrent Positions		No. of Company Shares Owned
6	* Sean Cunial (April 22, 1969)	February 1994 September 1996 December 1997 August 2002 February 2004 August 2005 January 2010 January 2011	Joined Mitsubishi Australia Ltd. Joined Coca-Cola Amatil Ltd. Joined The Coca-Cola Company (USA) General Manager in charge of Australia, The Coca-Cola Company (in charge of Non-carbonated beverages) Commercial Director in charge of Indonesia, The Coca-Cola Company Commercial and Franchise Director in charge of Philippines, The Coca-Cola Company Executive Corporate Officer, Coca-Cola West Co., Ltd. (incumbent) General Manager of Commercial Headquarters, Coca-Cola West Co., Ltd. (incumbent)	-
7	* Yoshinori Nakamura (June 26, 1949)	April 1972 April 2008 January 2010 January 2011	Joined Coca-Cola West Co., Ltd. Corporate Officer, Coca-Cola West Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. Executive Corporate Officer, Coca-Cola West Co., Ltd. (incumbent) Deputy General Manager of Commercial Headquarters, Coca-Cola West Co., Ltd. (incumbent)	7,635
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 April 2008 June 2008 March 2011 April 2011	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. 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) Chairman, The New Technology Development Foundation (incumbent) Outside Director, OMRON Corporation (incumbent) Outside Director, Yamaha Motor Co., Ltd. (incumbent) Director, Ricoh Co., Ltd. (incumbent)	-
9	Vikas Tiku (July 26, 1965)	May 1988 December 1996 January 1998 August 2000 January 2005 July 2005 June 2006 May 2009 June 2009 March 2010 March 2011	Joined Diageo plc (USA) CFO, Diageo plc Australia CFO, Diageo plc Asia-Pacific Senior Vice President and COO, Source MDx (USA) Managing Director in charge of Asia Pacific, The Hershey Company (USA) Group Manager, Mergers and Acquisitions, The Coca-Cola Company (USA) CFO, Coca-Cola Africa Group, The Coca-Cola Company Executive Vice President and CFO, Coca-Cola (Japan) Co., Ltd. Representative Director, Executive Vice President and CFO, Coca-Cola (Japan) Co., Ltd. (incumbent) Outside Director, Coca-Cola Business Service Co., Ltd. (incumbent) Director, Coca-Cola West Co., Ltd. (incumbent)	-

No.	Name (Date of Birth)	Brief Personal Profile, Position and Responsibility in the Company, and Significant Concurrent Positions		No. of Company Shares Owned
10	* Hideharu Takemori (August 16, 1954)	April	1978 Joined Minami Kyushu Coca-Cola Bottling Co., Ltd.	-
		March	2003 Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.	
		March	2007 Managing Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.	
		January	2008 Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. (incumbent)	
		January	2012 Senior Corporate Officer, Minami Kyushu Coca-Cola Bottling Co., Ltd. President, Minami Kyushu Coca-Cola Bottling Co., Ltd. (incumbent)	



Notes:

1. The persons marked with an asterisk are candidates for new Directors.
  
2. Special interest relationships between the Company and candidates for Directors are as follows:
  - (1) Norio Sueyoshi concurrently serves as representative director of Fukuoka Chamber of Commerce and Industry, Specified Nonprofit Corporation Ichimura Kyushu School of Nature and The Coca-Cola Educational & Environmental Foundation. The Company disburses membership fees and personnel costs for loaned employees, etc. to Fukuoka Chamber of Commerce and Industry, disburses operating expenses, etc. to Specified Nonprofit Corporation Ichimura Kyushu School of Nature as expenses for contribution to regional communities, and disburses membership fees to The Coca-Cola Educational & Environmental Foundation.
  - (2) Vikas Tiku is Representative Director, Executive Vice President and CFO 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) Co., Ltd. has business relations with the Company regarding the sales of original syrup of Coca-Cola, etc. and receipt, etc. of sales promotion rebates.
  - (3) Hideharu Takemori is Director & President of Minami Kyushu Coca-Cola Bottling Co., Ltd., which has business relations with the Company for the procurement and sales of Coca-Cola and other beverages.
  - (4) There are no special interest relationships between the Company and the other candidates for Directors.
  
3. Both Vikas Tiku and Hideharu Takemori are candidates for Outside Directors.
  - (1) The reasons why the Company designated them as candidates for Outside Directors are as follows:
    - (i) Vikas Tiku is Representative Director, Executive Vice President and CFO of Coca-Cola (Japan) Co., Ltd. The Company requests an election of Vikas Tiku as Outside Director to further enhance strategic partnership with The Coca-Cola Company and Coca-Cola (Japan) Co., Ltd.
    - (ii) Hideharu Takemori is Director & President of Minami Kyushu Coca-Cola Bottling Co., Ltd. that has formed financial & business alliance with the Company. The Company requests an election of Hideharu Takemori 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 business concerns with specific relations with the Company. The positions and responsibilities of both Vikas Tiku and Hideharu Takemori in these firms for present and the past five years are as described in “Brief Personal Profile, Position and Responsibility in the Company, and Significant Concurrent Positions.”
  - (3) Vikas Tiku is an incumbent Outside Director of the Company and has assumed the office of Outside Director for one year at the conclusion of this General Meeting of Shareholders.
  - (4) The Company has concluded an agreement for limitation of liability with Vikas Tiku. When the re-election of Vikas Tiku is approved and adopted, said agreement shall remain valid.  
The agreement will outline that in cases where the Outside Directors have caused damages to the Company due to non-performance of their duties and yet they are bona fide and there is no gross negligence from them in performing their duties, they shall be liable for the damages to the limit of minimum liability set forth in Article 425, Paragraph 1 of the Corporation Law of Japan.

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

The terms of office of both Corporate Auditors Zenji Miura and Katsumi Sasaki will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose that three (3) Corporate Auditors be elected, an increase of one (1) Corporate Auditor, for further improvement of the auditing system.

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 in the Company, and Significant Concurrent Positions		No. of Company Shares Owned
1	* Hiroyoshi Miyaki (March 4, 1950)	March 1972	Joined Kinki Coca-Cola Bottling Co., Ltd.	4,545
		March 2005	Director, Kinki Coca-Cola Bottling Co., Ltd.	
		March 2006	Senior Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd.	
		July 2006	Senior Corporate Officer, Coca-Cola West Co., Ltd.	
		January 2008	Representative Director, Mikasa Coca-Cola Bottling Co., Ltd.	
			President, Mikasa Coca-Cola Bottling Co., Ltd.	
		January 2009	Executive Corporate Officer, Coca-Cola West Co., Ltd. (incumbent)	
		March 2009	Director, Coca-Cola West Co., Ltd. (incumbent)	
		January 2012	In charge of CSR Division, Coca-Cola West Co., Ltd. (incumbent)	
2	Zenji Miura (January 5, 1950)	April 1976	Joined Ricoh Co., Ltd.	-
		January 1993	Director & President, Ricoh France S. A.	
		October 2000	Senior Vice President, Ricoh Co., Ltd.	
		June 2003	Executive Vice President, Ricoh Co., Ltd.	
		June 2004	Managing Director, Ricoh Co., Ltd.	
		June 2005	Director, Ricoh Co., Ltd.	
			Corporate Executive Vice President, Ricoh Co., Ltd.	
		March 2008	Corporate Auditor, Coca-Cola West Co., Ltd. (incumbent)	
		April 2011	Representative Director, Ricoh Co., Ltd. (incumbent)	
			Deputy President, Ricoh Co., Ltd. (incumbent)	
		October 2011	Representative Director & President, Pentax Ricoh Imaging Co., Ltd. (incumbent)	
3	* Kazushige Higuchi (February 4, 1950)	April 1972	Joined Nishi-Nippon Sogo Bank, Ltd. (present The Nishi-Nippon City Bank, Ltd.)	-
		June 2003	Director, The Nishi-Nippon Bank, Ltd.	
		June 2005	Managing Director, The Nishi-Nippon City Bank, Ltd.	
		June 2007	Representative Director, The Nishi-Nippon City Bank, Ltd. (incumbent)	
			Senior Managing Director, The Nishi-Nippon City Bank, Ltd.	
		June 2010	Deputy President, The Nishi-Nippon City Bank, Ltd. (incumbent)	

Notes:

1. The persons marked with an asterisk are candidates for new Corporate Auditors.
2. Special interest relationships between the Company and candidates for Corporate Auditors are as follows:
  - (1) Kazushige Higuchi concurrently serves as Representative Director and Deputy President of The Nishi-Nippon City Bank, Ltd., which has business relations with the Company regarding deposit of funds, etc.
  - (2) There are no special interest relationships between the Company and the other candidates for Corporate Auditors.
3. Both Zenji Miura and Kazushige Higuchi are candidates for Outside Corporate Auditors.
  - (1) The reasons why the Company designated them as candidates for Outside Corporate Auditors are as follows:
    - (i) Zenji Miura has many years of experiences for financial and accounting affairs in Ricoh Co., Ltd. The Company requests an election of Zenji Miura as Outside Corporate Auditor so that he will utilize such experiences of to audit for the Company.
    - (ii) Kazushige Higuchi has many years of experiences in Nishi-Nippon City Bank, Ltd., a financial institution. The Company requests an election of Kazushige Higuchi as Outside Corporate Auditor so that he will utilize such experiences of audit for the Company.
  - (2) During Kazushige Higuchi's term of office as Director of The Nishi-Nippon City Bank, Ltd., scandals came to light at the bank, including the embezzlement by employees of customers' funds. The management of the bank, including Kazushige Higuchi, notified and reported to the relevant authorities regarding the incidents, and carried out punitive dismissals of the employees involved. They also strengthened the risk management structure and implemented measures to prevent reoccurrences.
  - (3) Zenji Miura is an incumbent Outside Corporate Auditor of the Company and has assumed the office of Outside Corporate Auditor for four years at the conclusion of this General Meeting of Shareholders.
  - (4) As for Zenji Miura, the Company submitted notices to Tokyo Stock Exchange Group Inc., Osaka Securities Exchange Co., Ltd. and Fukuoka Stock Exchange, which the Company is listed in, as "Independent Corporate Auditor." The qualification for "Independent Corporate Auditor" is determined by criteria and rules set by each security exchange company.
  - (5) The Company has concluded an agreement for limitation of liability with Zenji Miura. When the re-election of Zenji Miura is approved and adopted, said agreement shall remain valid. Additionally, when the election of Kazushige Higuchi is approved and adopted, the Company will conclude said agreement with Kazushige Higuchi.

The agreement will outline that in cases where the Outside Corporate Auditors have caused damages to the Company due to non-performance of their duties and yet they are bona fide and there is no gross negligence from them in performing their duties, they shall be liable for the damages to the limit of minimum liability set forth in Article 425, Paragraph 1 of the Corporation Law of Japan.