

(Translation)



Securities code: 2579

March 2, 2015

## NOTICE OF THE 57<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

You are cordially invited to attend the 57<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 23 (Monday), 2015.

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 24 (Tuesday), 2015  
**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 57<sup>th</sup> fiscal term (January 1 to December 31, 2014); and audit reports of consolidated financial statements by Accounting Auditors and the Audit & Supervisory Board
  2. Non-consolidated financial statements for the 57<sup>th</sup> fiscal term (January 1 to December 31, 2014)

*Items to be proposed:*

- |                |  |
|----------------|--|
| Proposal No. 1 | Appropriation of surplus                             |
| Proposal No. 2 | Election of eleven (11) Directors                    |
| Proposal No. 3 | Election of one (1) Audit & Supervisory Board Member |

#### **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 23 (Monday), 2015.
- (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 23 (Monday), 2015.
- (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.web54.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:

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agency Business Planning Department

Direct Line:

(Toll free) 0120-652-031  
(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) 0120-782-031  
(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, 2014**

	Millions of yen
<b>ASSETS</b>	
Current Assets:	
Cash and deposits	41,996
Trade notes and accounts receivable	27,797
Marketable securities	100
Merchandise and finished goods	25,659
Work in progress	547
Raw materials and supplies	2,166
Deferred tax assets	3,299
Other current assets	14,798
Allowance for doubtful accounts	(316)
Total Current Assets	116,050
Fixed Assets:	
Property, plant and equipment:	
Buildings and structures	33,132
Machinery, equipment and vehicles	23,252
Sales equipment	27,113
Land	59,155
Construction in progress	11
Other property, plant and equipment	1,457
Total property, plant and equipment	144,124
Intangible assets:	
Goodwill	39,539
Other intangible assets	8,160
Total intangible assets	47,699
Investments and other assets:	
Investment securities	19,162
Deferred tax assets	1,708
Other assets	8,914
Allowance for doubtful accounts	(398)
Total investments and other assets	29,386
Total Fixed Assets	221,210
Total Assets	337,260

Note: Amounts less than one million yen are omitted.

**Consolidated Balance Sheet**  
**As of December 31, 2014**

	Millions of yen
<b>LIABILITIES</b>	
Current Liabilities:	
Trade notes and accounts payable	17,750
Current portion of long-term loans payable	2,517
Accrued income taxes	2,024
Other accounts payable	20,649
Provision for sales promotion expenses	260
Other current liabilities	8,173
Total Current Liabilities	51,375
Long-term Liabilities:	
Bonds payable	20,000
Long-term loans payable	2,719
Deferred tax liabilities	1,270
Net defined benefit liability	3,871
Allowance for directors' retirement benefits	149
Other long-term liabilities	3,722
Total Long-term Liabilities	31,734
Total Liabilities	83,109
<b>NET ASSETS</b>	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital	109,072
Retained earnings	131,355
Treasury stock (at cost)	(4,580)
Total shareholders' equity	251,079
Accumulated other comprehensive income:	
Net unrealized gains on other marketable securities	3,389
Deferred gains (loss) on hedges	317
Foreign currency translation adjustment	16
Remeasurements of defined benefit plans	(1,026)
Total accumulated other comprehensive income	2,696
Minority interests	374
Total Net Assets	254,150
Total Liabilities and Net Assets	337,260

Note: Amounts less than one million yen are omitted.

**Consolidated Statement of Income**  
**For the fiscal year ended December 31, 2014**

	Millions of yen
Net sales	424,406
Cost of sales	211,525
Gross profit	212,881
Selling, general and administrative expenses	201,873
Operating income	11,008
Non-operating income:	
Interest and dividend received	419
Equity in earnings of affiliates	87
Other non-operating income	757
Total non-operating income	1,264
Non-operating expenses:	
Interest expenses	550
Other expenses	1,112
Total non-operating expenses	1,663
Recurring profit	10,609
Extraordinary income:	
Gains on sale of investment securities	421
Gains on sale of fixed assets	189
Total extraordinary income	611
Extraordinary losses:	
Structural reform expenses	981
Business restructuring expenses	760
Losses on disposal of inventories	421
Loss on liquidation of subsidiaries and affiliates	417
Product labeling expenses	190
Loss on disaster	24
Losses on valuation of investment securities	16
Total extraordinary losses	2,810
Income before income taxes and minority interests	8,409
Income taxes	2,531
Income taxes deferred	1,363
Income before minority interests	4,515
Minority interests	32
Net income	4,482

Note: Amounts less than one million yen are omitted.

**Consolidated Statement of Changes in Shareholders' Equity**  
**For the fiscal year ended December 31, 2014**

(Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of Jan. 1, 2014	15,231	109,072	135,619	(4,577)	255,346
Cumulative effects of changes in accounting policies	-	-	(4,271)	-	(4,271)
Balance as of the beginning of this term reflected changes in accounting policies	15,231	109,072	131,348	(4,577)	251,074
Changes during this term					
Dividends of surplus	-	-	(4,474)	-	(4,474)
Net income	-	-	4,482	-	4,482
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	-	-	7	(2)	4
Balance as of Dec. 31, 2014	15,231	109,072	131,355	(4,580)	251,079

	Accumulated other comprehensive income					Minority interests	Total net assets
	Net unrealized gains on other marketable securities	Deferred gains (loss) on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance as of Jan. 1, 2014	2,214	(1)	-	-	2,212	377	257,936
Cumulative effects of changes in accounting policies	-	-	-	(1,932)	(1,932)	-	(6,204)
Balance as of the beginning of this term reflected changes in accounting policies	2,214	(1)	-	(1,932)	279	377	251,731
Changes during this term							
Dividends of surplus	-	-	-	-	-	-	(4,474)
Net income	-	-	-	-	-	-	4,482
Acquisition of treasury stock	-	-	-	-	-	-	(3)
Disposal of treasury stock	-	-	-	-	-	-	0
(Net) Changes in items other than shareholders' equity during this term	1,174	318	16	906	2,416	(2)	2,413
Total changes during this term	1,174	318	16	906	2,416	(2)	2,418
Balance as of Dec. 31, 2014	3,389	317	16	(1,026)	2,696	374	254,150

Note: Amounts less than one million yen are omitted.

**Non-consolidated Balance Sheet**  
**As of December 31, 2014**

	Millions of yen
<b>ASSETS</b>	
Current Assets:	
Cash and deposits	35,849
Trade notes receivable	25
Trade accounts receivable	26,293
Marketable securities	100
Merchandise and finished goods	23,470
Work in progress	10
Raw materials and supplies	894
Prepaid expenses	4,654
Deferred tax assets	2,324
Short-term loans	9
Short-term loans to subsidiaries and affiliates	3,158
Accrued income	7,728
Other current assets	671
Allowance for doubtful accounts	(78)
Total Current Assets	105,111
Fixed Assets:	
Property, plant and equipment:	
Buildings	27,205
Structures	2,369
Machinery and equipment	20,441
Vehicles	1,600
Tools, instruments and fixtures	1,085
Sales equipment	26,363
Land	53,521
Lease assets	0
Total property, plant and equipment	132,588
Intangible assets:	
Leasehold right	29
Software	6,748
Software in progress	927
Other intangible assets	33
Total intangible assets	7,739
Investments and other assets:	
Investment securities	14,184
Stocks of subsidiaries and affiliates	52,283
Long-term loans	38
Long-term loans to subsidiaries and affiliates	4,821
Claims provable in bankruptcy, claims provable in rehabilitation and other	68
Long-term prepaid expenses	3,774
Prepaid annuity expense	1,238
Other assets	1,656
Allowance for doubtful accounts	(305)
Total investments and other assets	77,761
Total Fixed Assets	218,090
Total Assets	323,201

Note: Amounts less than one million yen are omitted.



**Non-consolidated Balance Sheet**  
**As of December 31, 2014**

	Millions of yen
<b>LIABILITIES</b>	
Current Liabilities:	
Trade accounts payable	15,729
Other accounts payable	22,305
Accrued expenses	1,018
Accrued income taxes	132
Money entrusted	17,311
Other current liabilities	114
Total Current Liabilities	56,611
Long-term Liabilities:	
Bonds payable	20,000
Deferred tax liabilities	1,914
Allowance for employees' retirement benefits	358
Assets retirement obligation	864
Other long-term liabilities	1,223
Total Long-term Liabilities	24,360
Total Liabilities	80,971
<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 special depreciation	4
Reserve for advanced depreciation	606
Reserve for community contributions	208
Reserve for regional environmental preservation	581
General reserve	112,688
Retained earnings to be carried forward	2,619
Total other retained earnings	116,708
Total retained earnings	120,025
Treasury stock (at cost)	(4,580)
Total shareholders' equity	238,843
Valuation and translation adjustments:	
Net unrealized gains on other marketable securities	3,386
Total valuation and translation adjustments	3,386
Total Net Assets	242,229
Total Liabilities and Net Assets	323,201

Note: Amounts less than one million yen are omitted.

**Non-consolidated Statement of Income**  
**For the fiscal year ended December 31, 2014**

	Millions of yen
Net sales	370,287
Cost of sales	205,345
Gross profit	164,941
Selling, general and administrative expenses	162,953
Operating income	1,988
Non-operating income:	
Interest and dividend received	913
Other non-operating income	742
Total non-operating income	1,656
Non-operating expenses:	
Interest expenses	513
Other expenses	1,107
Total non-operating expenses	1,620
Recurring profit	2,024
Extraordinary income:	
Gains on extinguishment of tie-in shares	13,644
Gains on sale of investment securities	389
Gains on sale of fixed assets	99
Total extraordinary income	14,133
Extraordinary losses:	
Structural reform expenses	845
Losses on disposal of inventories	421
Loss on liquidation of subsidiaries	262
Loss on disaster	24
Losses on valuation of investment securities	16
Total extraordinary losses	1,570
Income before income taxes	14,587
Income taxes	130
Income taxes deferred	562
Net income	13,894

Note: Amounts less than one million yen are omitted.

**Non-consolidated Statement of Changes in Shareholders' Equity**  
**For the fiscal year ended December 31, 2014**

(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		
		Capital reserve	Legal reserve	Other retained earnings (Note 1)	Total retained earnings			Net unrealized gains on other marketable securities	
Balance as of Jan. 1, 2014	15,231	108,166	3,316	110,326	113,643	(4,577)	232,463	2,161	234,625
Cumulative effects of changes in accounting policies	-	-	-	(3,037)	(3,037)	-	(3,037)	-	(3,037)
Balance as of the beginning of this term reflected changes in accounting policies	15,231	108,166	3,316	107,289	110,605	(4,577)	229,426	2,161	231,587
Changes during this term									
Dividends of surplus	-	-	-	(4,474)	(4,474)	-	(4,474)	-	(4,474)
Net income	-	-	-	13,894	13,894	-	13,894	-	13,894
Reversal of reserves	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	1,224	1,224
Total changes during this term	-	-	-	9,419	9,419	(2)	9,416	1,224	10,641
Balance as of Dec. 31, 2014	15,231	108,166	3,316	116,708	120,025	(4,580)	238,843	3,386	242,229

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 Jan. 1, 2014	6	784	218	503	112,688	(3,874)	110,326
Cumulative effects of changes in accounting policies	-	-	-	-	-	(3,037)	(3,037)
Balance as of the beginning of this term reflected changes in accounting policies	6	784	218	503	112,688	(6,912)	107,289
Changes during this term							
Dividends of surplus	-	-	-	-	-	(4,474)	(4,474)
Net income	-	-	-	-	-	13,894	13,894
Reversal of reserves	(1)	-	-	-	-	1	-
Savings of provisions	-	-	200	100	-	(300)	-
Reversal of provisions	-	(178)	(209)	(21)	-	409	-
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	(1)	(178)	(9)	78	-	9,531	9,419
Balance as of Dec. 31, 2014	4	606	208	581	112,688	2,619	116,708

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 described below.

#### 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 2,291,973,411 yen.

As a result, annual dividends will be 41 yen per share, including interim dividends.

(3) Effective date of the dividends of surplus

We propose March 25, 2015 as the effective date of the dividends of surplus.

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

(1) Items of surplus to decrease and the amount

Reserve for community contributions <sup>(*1)</sup> :	208,876,811 yen
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Reserve for regional environmental preservation <sup>(*2)</sup> :	581,939,398 yen
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General reserve:	4,300,000,000 yen
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(2) Items of surplus to increase and the amount

Reserve for community contributions <sup>(*3)</sup> :	890,816,209 yen
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Retained earnings to be carried forward:	4,200,000,000 yen
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(Note) Up to now, we reserved funds in "Reserve for community contributions"<sup>(\*1)</sup> and "Reserve for regional environmental preservation"<sup>(\*2)</sup> as separate items, having obtained the approval of shareholders for this. From now, however, in order to carry out activities to contribute to regional communities and activities to promote preservation of regional environments proactively and flexibly with the aim of further enhancing our corporate value, we seek approval to reverse the respective amounts of "Reserve for community contributions"<sup>(\*1)</sup> and "Reserve for regional environmental preservation"<sup>(\*2)</sup>, and reserve the relevant funds in "Reserve for community contributions"<sup>(\*3)</sup> as a new item.

## Proposal No. 2: Election of eleven (11) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, we propose that eleven (11) Directors be elected.

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.	20,405
		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)	
		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.	8,914
		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.	
		March 2007	Executive Corporate Officer, Coca-Cola West Co., Ltd. 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)	
		September 2014	Commercial 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
3	Nobuo Shibata (November 12, 1946)	April 1969	Joined Coca-Cola West Co., Ltd.	12,267
		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.)	
		January 2009	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)	
		June 2012	Outside Director, Kyushu Leasing Service Co., Ltd. (incumbent)	
		January 2015	In charge of Administrative Division and SCM Division, Coca-Cola West Co., Ltd. (incumbent)	
4	Hideharu Takemori (August 16, 1954)	April 1978	Joined Minami Kyushu Coca-Cola Bottling Co., Ltd.	3,546
		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.	
		January 2012	Senior Corporate Officer, Minami Kyushu Coca-Cola Bottling Co., Ltd.	
		January 2012	President, Minami Kyushu Coca-Cola Bottling Co., Ltd.	
		March 2012	Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.	
			Director, Coca-Cola West Co., Ltd. (incumbent)	
		January 2014	Executive Corporate Officer, Coca-Cola West Co., Ltd.	
		January 2015	Group Senior Corporate Officer, Coca-Cola West Co., Ltd. (incumbent)	
			Representative Director, Coca-Cola West Equipment Service Co., Ltd. (incumbent)	
			President, Coca-Cola West Equipment Service Co., Ltd. (incumbent)	
5	Toshio Fukami (March 16, 1956)	April 1980	Joined Coca-Cola West Co., Ltd.	4,013
		January 2006	Corporate Officer, Coca-Cola West Co., Ltd.	
		January 2007	Group Corporate Officer, Coca-Cola West Co., Ltd.	
			Representative Director, Nishinohon Beverage Co., Ltd.	
		March 2009	President, Nishinohon Beverage Co., Ltd.	
		March 2009	Director, Shikoku Coca-Cola Bottling Co., Ltd.	
		July 2010	Managing Director, Shikoku Coca-Cola Bottling Co., Ltd.	
		March 2012	Senior Corporate Officer, Coca-Cola West Co., Ltd. (incumbent)	
		March 2013	Director, Coca-Cola West Co., Ltd. (incumbent)	
		January 2014	Senior General Manager of CSR Division, 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	Shigeki Okamoto (November 13, 1956)	March 1979 April 2008 January 2010  January 2012 March 2013 September 2014	Joined Kinki Coca-Cola Bottling Co., Ltd. Corporate Officer, Coca-Cola West Co., Ltd. Group Senior Corporate Officer, Coca-Cola West Co., Ltd. Representative Director, Coca-Cola West Equipment Service Co., Ltd. President, Coca-Cola West Equipment Service Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. (incumbent) Director, Coca-Cola West Co., Ltd. (incumbent) General Manager of Commercial Headquarters, Coca-Cola West Co., Ltd. (incumbent)	3,247
7	Yoshiki Fujiwara (October 5, 1962)	March 1985 January 2010 January 2012 March 2013 September 2014	Joined Kinki Coca-Cola Bottling Co., Ltd. Corporate Officer, Coca-Cola West Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. (incumbent) Director, Coca-Cola West Co., Ltd. (incumbent) General Manager of Kyushu Sales Div. No. 1, Commercial Headquarters, Coca-Cola West Co., Ltd. (incumbent)	2,536
8	Yasunori Koga (April 26, 1962)	April 1985 January 2010 January 2012 March 2014 September 2014	Joined Coca-Cola West Co., Ltd. Corporate Officer, Coca-Cola West Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. (incumbent) Director, Coca-Cola West Co., Ltd. (incumbent) Senior General Manager of Management Division, Coca-Cola West Co., Ltd. (incumbent)	2,026
9	Shunichiro Hombo (June 9, 1964)	April 1992 March 2007 January 2008  March 2011 January 2012 January 2014 March 2014 September 2014	Joined Minami Kyushu Coca-Cola Bottling Co., Ltd. Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Executive Officer, Minami Kyushu Coca-Cola Bottling Co., Ltd. Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. Senior Corporate Officer, Minami Kyushu Coca-Cola Bottling Co., Ltd. Senior Corporate Officer, Coca-Cola West Co., Ltd. (incumbent) Director, Coca-Cola West Co., Ltd. (incumbent) General Manager of Kyushu Sales Div. No. 2, Commercial Headquarters, Coca-Cola West Co., Ltd. (incumbent)	231
10	Shiro Kondo (October 7, 1949)	April 1973 June 2000 June 2002 June 2003 June 2005  April 2007  March 2013 April 2013	Joined Ricoh Co., Ltd. Senior Vice President, Ricoh Co., Ltd. Executive Vice President, Ricoh Co., Ltd. Managing Director, Ricoh Co., Ltd. Director, Ricoh Co., Ltd. Corporate Executive Vice President, Ricoh Co., Ltd. Representative Director, Ricoh Co., Ltd. (incumbent) President, Ricoh Co., Ltd. CEO, Ricoh Co., Ltd. Director, Coca-Cola West Co., Ltd. (incumbent) Chairman, Ricoh 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
11	Vikas Tiku (July 26, 1965)	May 1988	Joined Diageo plc (The Pillsbury Company, USA)	-
		December 1996	CFO, Diageo plc (The Pillsbury Company, Australia)	
		January 1998	CFO, Diageo plc (The Pillsbury Company, Asia-Pacific)	
		August 2000	Senior Vice President and COO, Source MDx (USA)	
		January 2005	Managing Director in charge of Asia Pacific, The Hershey Company (USA)	
		July 2005	Group Manager, Mergers and Acquisitions, The Coca-Cola Company (USA)	
		June 2006	CFO, Coca-Cola Africa Group, The Coca-Cola Company	
		May 2009	Executive Vice President and CFO, Coca-Cola (Japan) Co., Ltd.	
		June 2009	Representative Director, Executive Vice President and CFO, Coca-Cola (Japan) Co., Ltd. (incumbent)	
		March 2010	Outside Director, Coca-Cola Business Service Co., Ltd. (incumbent)	
		March 2011	Director, Coca-Cola West Co., Ltd. (incumbent)	
		February 2015	CFO, Coca-Cola Asia Pacific Group, The Coca-Cola Company (incumbent)	

Notes:

1. 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 and Specified Nonprofit Corporation Ichimura Kyushu School of Nature. The Company disburses membership fees and personnel costs for loaned employees, etc. to Fukuoka Chamber of Commerce and Industry, and disburses operating expenses, etc. to Specified Nonprofit Corporation Ichimura Kyushu School of Nature as expenses for contribution to regional communities.
  - (2) Shiro Kondo is Representative Director and Chairman of Ricoh Co., Ltd., which is an “associated company” of the Company. However, there are no special interest relationships between the Company and the candidate.
  - (3) Vikas Tiku is CFO of Coca-Cola Asia Pacific Group, The Coca-Cola Company and Representative Director, Executive Vice President and CFO of Coca-Cola (Japan) Co., Ltd. Both firms have 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.
  - (4) There are no special interest relationships between the Company and the other candidates for Directors.



2. Both Shiro Kondo and Vikas Tiku are candidates for Outside Directors.
  - (1) The reasons why the Company designated them as candidates for Outside Directors are as follows:
    - (i) Shiro Kondo is Representative Director and Chairman of Ricoh Co., Ltd. The Company requests an election of Shiro Kondo as Outside Director in order for him to utilize his wealth of experience as corporate executive at Ricoh Co., Ltd. for the management of the Company.
    - (ii) Vikas Tiku is CFO of Coca-Cola Asia Pacific Group, The Coca-Cola Company and 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 these firms.
  - (2) The Coca-Cola Company and Coca-Cola (Japan) Co., Ltd. have 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. Consequently, these firms are a major associating party of the Company, and they are deemed as business concerns with specific relations with the Company. The position and responsibility of Vikas Tiku in those 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) Shiro Kondo and Vikas Tiku are incumbent Outside Directors of the Company. At the conclusion of this General Meeting of Shareholders, Shiro Kondo has assumed the office as Outside Director for two years and Vikas Tiku has assumed the office as Outside Director for four years.
  - (4) The Company has submitted notices to Tokyo Stock Exchange, Inc. and Fukuoka Stock Exchange, on which the Company is listed, that Shiro Kondo is an “independent director.” The qualification for “independent director” is determined by rules, etc. set by each securities exchange.
  - (5) The Company has concluded an agreement for limitation of liability with Shiro Kondo and Vikas Tiku. When the re-election of Shiro Kondo and 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 one (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Kazushige Higuchi will resign at the conclusion of this General Meeting of Shareholders.

Accordingly, we propose that one (1) Audit & Supervisory Board Member be elected.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief Personal Profile, Position in the Company, and Significant Concurrent Positions		No. of Company Shares Owned	
* Seiji Isoyama (June 22, 1951)	April	1975	Joined Nishi-Nippon Sogo Bank, Ltd. (present The Nishi-Nippon City Bank, Ltd.)	-
	June	2003	Trustee, The Nishi-Nippon Bank, Ltd. (present The Nishi-Nippon City Bank, Ltd.)	
	June	2004	Director, The Nishi-Nippon Bank, Ltd. (present The Nishi-Nippon City Bank, Ltd.)	
	May	2007	Outside Audit & Supervisory Board Member, Plenus Company Limited (incumbent)	
	June	2007	Managing Director, The Nishi-Nippon City Bank, Ltd.	
	June	2009	Senior Managing Director, The Nishi-Nippon City Bank, Ltd.	
	June	2010	Representative Director, The Nishi-Nippon City Bank, Ltd. (incumbent)	
	June	2011	Senior Managing Executive Officer, The Nishi-Nippon City Bank, Ltd.	
	June	2013	Deputy President, The Nishi-Nippon City Bank, Ltd. (incumbent)	

Notes:

1. The person marked with an asterisk is a candidate for a new Audit & Supervisory Board Member.
2. Special interest relationship between the Company and the candidate for Audit & Supervisory Board Member is as follows:  
Seiji Isoyama 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.
3. Seiji Isoyama is a candidate for Outside Audit & Supervisory Board Member.
  - (1) The reason why the Company designated him as a candidate for Outside Audit & Supervisory Board Member is as follows:  
Seiji Isoyama has many years of experiences in The Nishi-Nippon City Bank, Ltd., a financial institution. The Company requests an election of Seiji Isoyama as Outside Audit & Supervisory Board Member so that he will utilize such experiences in auditing the Company.
  - (2) During Seiji Isoyama'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 Seiji Isoyama, 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) The Company will conclude an agreement for limitation of liability with Seiji Isoyama when the election of Seiji Isoyama is approved and adopted.

The agreement will outline that in cases where the Outside Audit & Supervisory Board Members 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.