



Deutsche Bank

# dbAccess Global

## Consumer Conference 2016

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*Coca-Cola*  
EUROPEAN PARTNERS



# Forward-Looking Statements

This communication may contain statements, estimates or projections that constitute “forward-looking statements”. Generally, the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “plan,” “seek,” “may,” “could,” “would,” “should,” “might,” “will,” “forecast,” “outlook,” “guidance,” “possible,” “potential,” “predict” and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from Coca-Cola European Partners plc’s (“CCEP”) historical experience and its present expectations or projections. These risks include, but are not limited to, obesity concerns; water scarcity and poor quality; evolving consumer preferences; increased competition and capabilities in the marketplace; product safety and quality concerns; perceived negative health consequences of certain ingredients, such as non-nutritive sweeteners and biotechnology-derived substances, and of other substances present in their beverage products or packaging materials; increased demand for food products and decreased agricultural productivity; changes in the retail landscape or the loss of key retail or foodservice customers; an inability to expand operations in emerging or developing markets; fluctuations in foreign currency exchange rates; interest rate increases; an inability to maintain good relationships with their partners; a deterioration in their partners’ financial condition; increases in income tax rates, changes in income tax laws or unfavorable resolution of tax matters; increased or new indirect taxes in the United States or in other tax jurisdictions; increased cost, disruption of supply or shortage of energy or fuels; increased cost, disruption of supply or shortage of ingredients, other raw materials or packaging materials; changes in laws and regulations relating to beverage containers and packaging; significant additional labeling or warning requirements or limitations on the availability of their respective products; an inability to protect their respective information systems against service interruption, misappropriation of data or breaches of security; unfavorable general economic or political conditions in the United States, Europe or elsewhere; litigation or legal proceedings; adverse weather conditions; climate change; damage to their respective brand images and corporate reputation from negative publicity, even if unwarranted, related to product safety or quality, human and workplace rights, obesity or other issues; changes in, or failure to comply with, the laws and regulations applicable to their respective products or business operations; changes in accounting standards; an inability to achieve their respective overall long-term growth objectives; deterioration of global credit market conditions; default by or failure of one or more of their respective counterparty financial institutions; an inability to timely implement their previously announced actions to reinvigorate growth, or to realize the economic benefits they anticipate from these actions; failure to realize a significant portion of the anticipated benefits of their respective strategic relationships, including (without limitation) The Coca-Cola Company’s relationship with Keurig Green Mountain, Inc. and Monster Beverage Corporation; an inability to renew collective bargaining agreements on satisfactory terms, or they or their respective partners experience strikes, work stoppages or labor unrest; future impairment charges; multi-employer plan withdrawal liabilities in the future; an inability to successfully manage the possible negative consequences of their respective productivity initiatives; global or regional catastrophic events; and other risks discussed in the CCEP prospectus approved by the UK Listing Authority and published on 25 May 2016 and the registration statement on Form F-4, file number 333-208556, that includes a proxy statement of Coca-Cola Enterprises, Inc. and a prospectus of CCEP, which was filed with the SEC by CCEP. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. CCEP does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. CCEP assumes no responsibility for the accuracy and completeness of any forward-looking statements. Any or all of the forward-looking statements contained in this filing and in any other of their respective public statements may prove to be incorrect.

This communication is not intended to form the basis of any investment activity or decision and does not constitute, may not be construed as, or form part of, an offer to sell or issue, or a solicitation of an offer or invitation to purchase or subscribe for, any securities or other interests in CCEP or any other investments of any description, a recommendation regarding the issue or the provision of investment advice by any party. No information set out in this communication or referred to herein is intended to form the basis of any contract of sale, investment decision or any decision to purchase securities in CCEP. No reliance may be placed for any purposes whatsoever on this communication (including, without limitation, any illustrative modelling information contained herein), or its completeness.

# Creating The Coca-Cola System's Largest Bottler

**CCEP  
OVERVIEW**

**CCEP  
OPERATING  
OVERVIEW**

**CCEP  
FINANCIAL  
OVERVIEW**

**KEY  
TAKEAWAYS**



# A Major European Consumer Packaged Goods Company

Combines operations of CCE, Iberian, and German bottlers into a new Western European bottler, CCEP

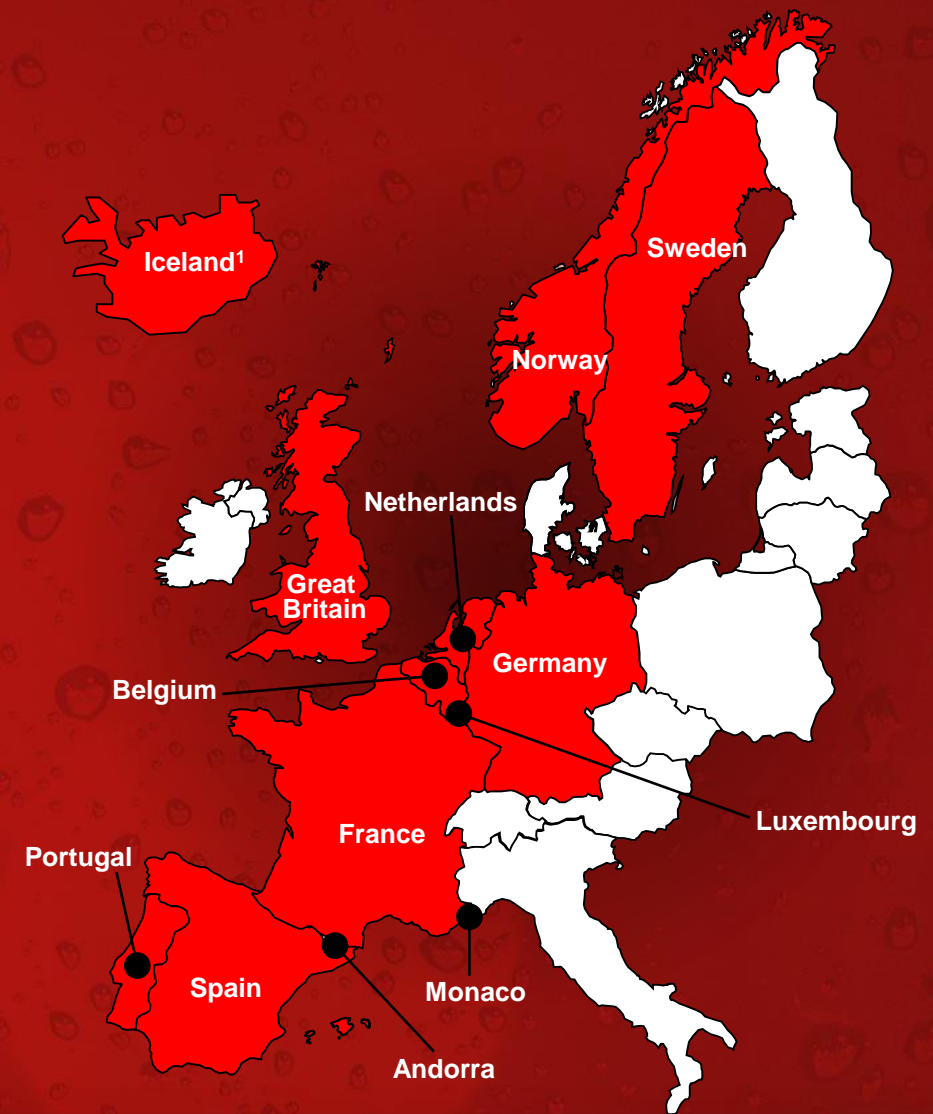
~€11 billion in pro forma 2015 net sales

~€1.8 billion in pro forma 2015 EBITDA

Serving over 300 million consumers

Selling, producing, and delivering ~2.5 billion unit cases in 2015

Listings on the Euronext Amsterdam, NYSE, Euronext London, and Spanish stock exchanges



**The World's Largest Independent Coca-Cola Bottler Based on Net Sales**

# The Right Merger, At The Right Time



**Solid platform for value creation**

**New level of partnership with The Coca-Cola Company (TCCC) and a shared vision to drive growth**

**Shared best practices to drive efficiency and enhance commercial effectiveness**

**Leverage scale and realize synergy benefits to improve operating model**

**A Winning Combination**



# New Level of Partnership with TCCC

## **ALIGNED INTERESTS**

TCCC has an 18% ownership in CCEP

## **ALIGNED FOCUS ON PROFIT GROWTH**

Europe is a significant contributor of TCCC's Operating Income ~25%

## **OPPORTUNITY TO IMPROVE BUSINESS MODEL**

Opportunity to improve franchise operating model while leveraging leading brands in a large and growing category

**Working Together to Capture Consumer and Customer Growth Opportunities**

# Opportunity to Create New Ways of Operating

## DEVELOP

new ways of  
working together

## FOCUS

on improving  
in-market execution

## LEVERAGE

low cost, large scale,  
and flexible supply chain

## INCREASE

return on investments  
(e.g. capex, marketing, ...)



**Leverage, Challenge, and Go Beyond Existing Best Practices**



# Consumer Preferred Brands

## COCA-COLA TRADEMARK



65% Mix

## SPARKLING FLAVORS & ENERGY



20% Mix

## STILLS



8% Mix

## WATER

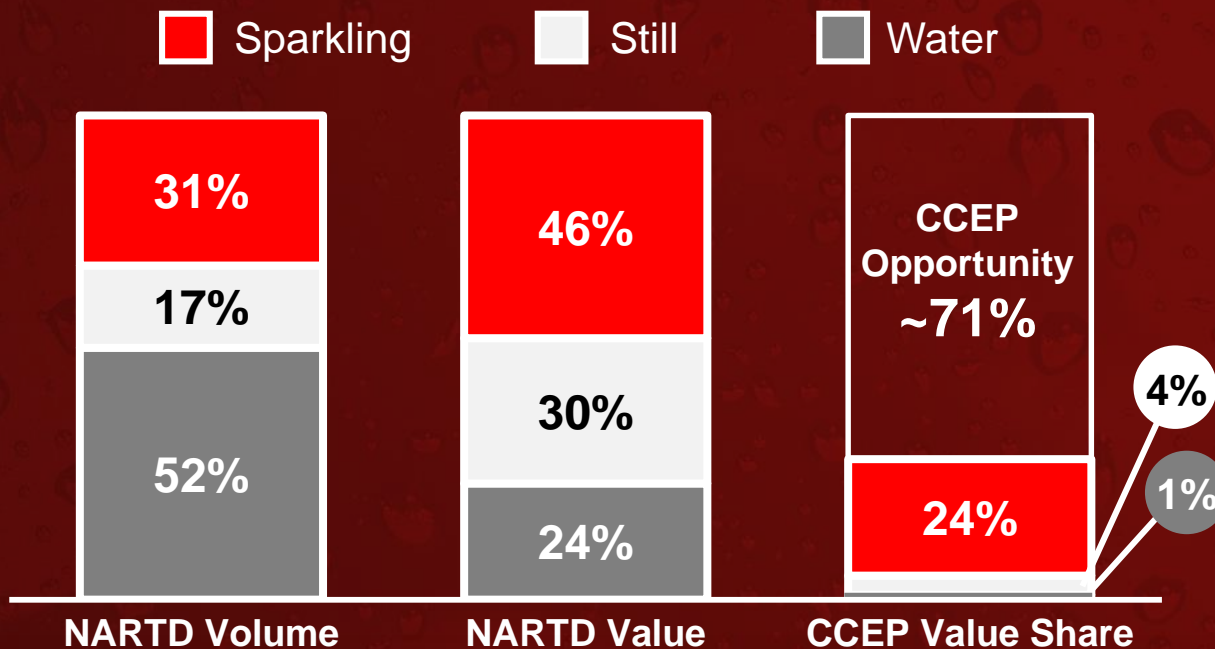


7% Mix



# NARTD Opportunity For Growth

## CATEGORY MIX & CCEP VALUE SHARE<sup>1</sup>



## COMMENTS

NARTD category is  
~€95B<sup>2</sup> in retail sales

Measured channels are  
~ €40B<sup>1</sup> in retail sales

Opportunity to grow share and  
grow the category

**Growing the Category and Share Offers Significant Headroom for Growth**



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# Significant Opportunities for Profitable Growth

## SPARKLING

Drive value growth in ~€45B sparkling segments<sup>1</sup>

## STILLS

Grow share in ~€50B still segments<sup>1</sup>

## EFFICIENCY & EFFECTIVENESS

Increase efficiency and effectiveness of ~€6.6B COGS and ~€2.9B SD&A annual spend<sup>2</sup>

## SYNERGIES

Realize synergies of creating CCEP



# Sparkling

Focus on immediate consumption, smaller pack sizes

Leverage brand investment

Drive recruitment & sampling

Innovate brand, sweetener, packages



**Appeal to More Consumers**



# Stills & Water

Opportunities to Grow Share



New brands

New packages

New flavors

New low/no calorie options

**Satisfy More Occasions**

# Marketing Highlights

Leveraging Assets Across Markets

**TASTE THE FEELING**



**UEFA EURO 2016**



**June 10 – July 10**

**OLYMPICS**



**September 5 – 21**

**HOLIDAY PROGRAMMING**





# Connect With More Customers, More Often

## MARKETING

Compelling customer programs and POS

Driving consumer awareness/action with marketing assets

## AVAILABILITY OPERATIONS EXECUTION

Investing in cold-drink

Executing in-store

Improving sales and delivery



**Leveraging Capabilities to Drive Customer Growth**

# Increase Efficiency & Effectiveness

Supply Chain Excellence



Pan-European scale supported with global procurement capability

Flexible & efficient logistics /  
Route-to-market flexibility

Cost-efficient production &  
expandable infrastructure

Responsible & sustainable

**Drive Efficiency and Effectiveness in a Customer Centric Supply Chain**



# Realize Synergies

## TOPLINE GROWTH

Shared vision between TCCC and CCEP to drive growth in Western Europe

Enhanced commercial partnerships

Scale and speed to win in new segments (e.g. stills)

## SUPPLY CHAIN

Increased efficiency and effectiveness of manufacturing and warehouse operations

Procurement savings opportunities

## OPERATING EXPENSE

Shared core support functions across the new company

Reduced management team duplication

Adjust required headquarters facilities

**Expected Annual Run-Rate Pre-Tax Savings in a Range of €315-€340m Within 3 Years of Closing**

# Drive A New Culture

**Customer centric**

**Empower and place** accountability in operating units

**Centralize** activities that achieve scale or enable a common approach

**Minimize** the integration disruption to our core business

**Establish** a culture of success

**Provide** growth opportunities to our people



# Reasons to Believe

Significant headroom  
for profitable growth

Leading portfolio with  
pervasive availability

Alignment with TCCC

Proven employees and  
management team

Disciplined financial  
approach & strong FCF

**CCEP is a Leading CPG Company,  
Well Positioned to Lead NARTD Growth in Western Europe**



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# Financial Framework

## **GROW**

Free cash flow with earnings in-line with long-term targets

## **MAINTAIN**

Optimal capital structure and financial flexibility

## **PURSUE**

Disciplined investment

## **DRIVE**

Shareowner value with increasing return on invested capital



**A Continued Focus on Sustainable Growth and Financial Returns**

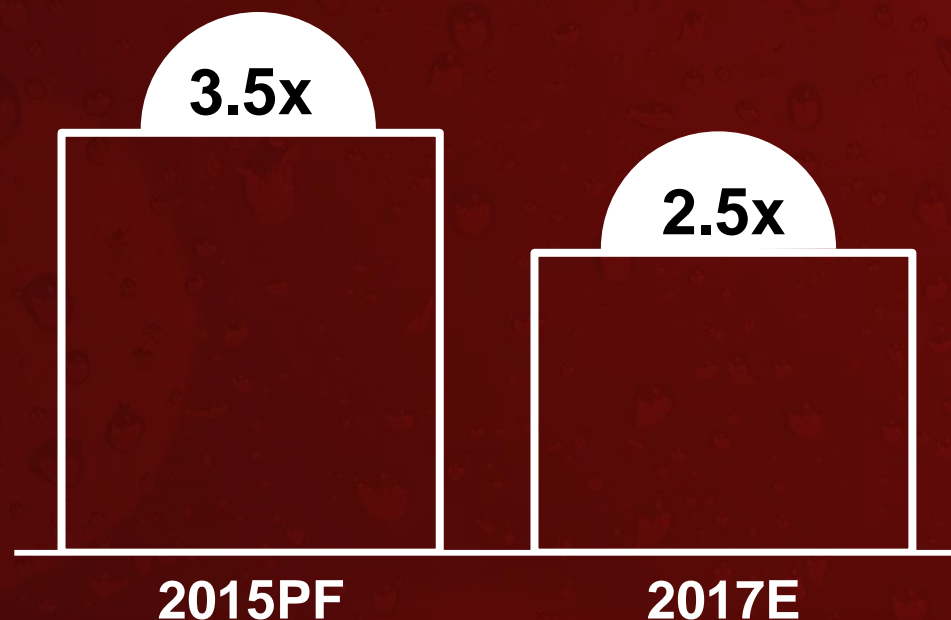
# Grow Free Cash Flow

<b>STRATEGY</b>	<b>LONG-TERM TARGETS</b>
<b>Deliver consistent long-term profitable growth</b>	Net Sales growth in a low single-digit range Operating Income growth in a mid-single-digit range
<b>Prudent capital investments</b>	CapEx ~ 4% - 5% of Net Sales
<b>Drive cash from operations</b>	FCF to Net Income conversion increasing to ~100%



# Maintain Optimal Capital Structure

## PRO FORMA NET DEBT TO EBITDA



## CAPITAL STRUCTURE GOALS

Operate within a 2.5x to 3.0x net debt to EBITDA leverage ratio

Maintain investment grade debt rating

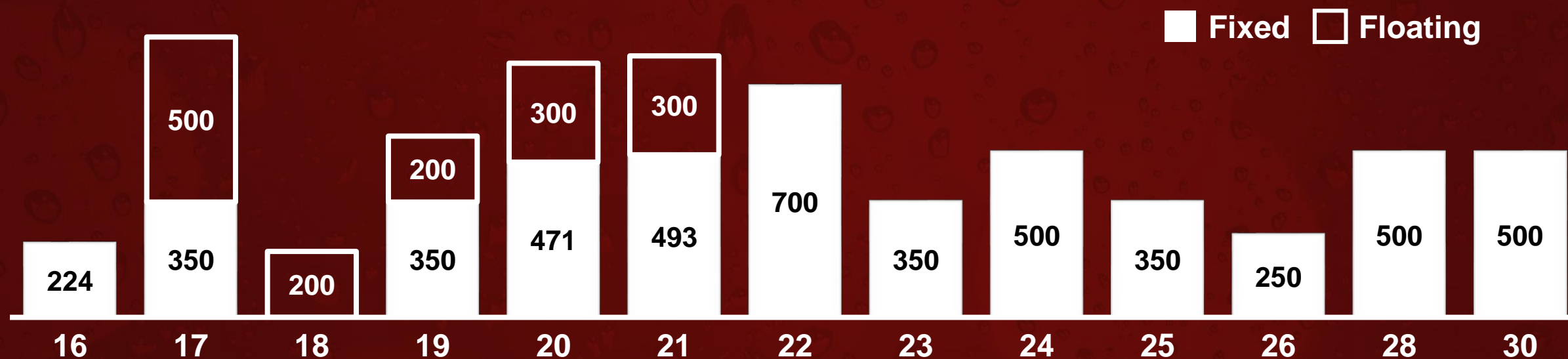
Expect to de-lever to ~2.5x net debt to EBITDA by year-end 2017

Periodically re-evaluate optimal structure

**Strong and Flexible Balance Sheet**

# Balanced Debt Portfolio

## DEBT MATURITIES BY YEAR (€m)



**Full-Year 2016 Weighted Average Cost of Debt is Expected to be Just Over 2%**



# Pursue Disciplined Investment

## INVEST IN ATTRACTIVE RETURN OPPORTUNITIES

### CORE BUSINESS GROWTH

Invest in innovation to drive growth

### RESTRUCTURING

Invest incrementally in efficiency and effectiveness

### M&A

Opportunistically invest in M&A to drive incremental shareowner value

# Drive Shareowner Value

## LONG-TERM TARGETS

Diluted earnings per share (EPS) growth in a mid to high single-digit range

Return on invested capital (ROIC)  $\geq$  20 bps or more annual improvement

## RETURN CASH TO SHAREOWNERS

Initial dividend payout expected to be 30% to 40% of net income

Return of excess cash to shareowners via special dividend and/or share repurchases





# Realize €315m - €340m In Savings

Within 3 Years of Closing

## KEY AREAS

Supply Chain  
Optimization

Operating  
Efficiencies

## COMMENTS

Underway ~40%; from  
combination ~60%

Benefits of ~1/3 per year, based  
on year-end run rate savings

Cash costs estimated to be  
~1.5x total savings



# Outlook

**2016**

Operating environment to remain challenging

For 2016, CCEP expects

- Net sales growth in a modest low single-digit range
- Operating income growth in a modest mid-single-digit range
- Diluted earnings per share growth in a mid-teen range
- Year end net debt to EBITDA is expected to be just over 3 times

**MID  
TO  
LONG-  
TERM**

**Invest** for profitable topline growth

**Invest** in restructuring to capture synergies

**Plan** to achieve long-term objectives

**Focused on Both Near-Term and Long-Term Financial Objectives**



# Reporting Expectations

1H16 earnings expected in September

Quarterly comparable income statements for 2015 and 1H16 expected on or before 1H16 earnings

Financials to be IFRS and € denominated

**CCEP is Focused on Clear and Timely Communications**

# Key Financial Takeaways

Realistic about the continued challenging environment

History of, and commitment to, managing the levers of our business to deliver value

Excited about the opportunities to create value with the formation of CCEP



**Focus on Generating Cash from Operations,  
Creating Long-Term Profitable Growth, and Driving Shareowner Value**





# Creating The Coca-Cola System's Largest Bottler

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# A Responsible & Sustainable Business



Commitment to the well-being of the communities we serve

Shape and inform consumer choice

2015 Dow Jones Sustainability Index

Strong alignment with TCCC

**Lead in Sustainability While Driving Value for Stakeholders**



# Our People

Leveraging capabilities  
across our larger  
organization

Building diversity

Driving engagement



**Creating an Inclusive and Passionate Culture to be an Employer of Choice**



# Summary & Key Takeaways



Realistic about  
the consumer  
environment

A compelling  
business  
combination

A unique  
opportunity for  
profitable growth

A commitment  
to driving  
shareowner value

**Creating the Leading Independent Coca-Cola Bottler  
and a Major European Consumer Packaged Goods Company**





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**Appendix**  
IFRS and U.S. GAAP  
Condensed Income  
Statements

*Coca-Cola*  
EUROPEAN PARTNERS



# CCEP – FY15 EUR (€)

## Unaudited pro forma condensed combined income statement – IFRS

FY15 Financials (in millions, except EPS)	CCEP				Pro forma adjustments <sup>4</sup>					Items impacting comparability							CCEP comparable <sup>11</sup>	
	historical U.S. GAAP <sup>1</sup>	IFRS adjustments <sup>2</sup>	historical IFRS	historical IFRS <sup>3</sup>	Change in depreciation from revaluation of PP&E	Cost of sales from inventory step-up	Additional Combination- related expenses to be incurred	Additional interest expense from debt financing	Acquisition accounting	CCEP pro forma	Mark-to- market effects <sup>5</sup>	Restructuring charges <sup>6</sup>	Total Combination- related expenses <sup>7</sup>	Inventory step-up costs <sup>8</sup>	Gain on property sale <sup>9</sup>	Net tax items <sup>10</sup>		Total items impacting comparability
Net sales	\$ 12,185	\$ -	\$ 12,185	€ 10,976	€ -	€ -	€ -	€ -	€ -	€ 10,976	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 10,976
Cost of sales	7,397	1	7,398	6,663	(17)	72	-	-	55	6,718	(18)	(22)	-	(72)	-	-	(112)	6,606
Gross profit	4,788	(1)	4,787	4,313	17	(72)	-	-	(55)	4,258	18	22	-	72	-	-	112	4,370
Selling and distribution expense	2,376	6	2,382	2,145	(17)	-	-	-	(17)	2,128	(7)	(79)	-	-	-	-	(86)	2,042
General and administrative expense	1,384	15	1,399	1,260	(7)	-	119	-	112	1,372	-	(282)	(179)	-	9	-	(452)	920
Operating profit	1,028	(22)	1,006	908	41	(72)	(119)	-	(150)	758	25	383	179	72	(9)	-	650	1,408
Finance income	(28)	(2)	(30)	(27)	-	-	-	-	-	(27)	-	-	-	-	-	-	-	(27)
Finance costs	148	10	158	142	-	-	-	46	46	188	-	-	-	-	-	-	-	188
Total finance costs, net	120	8	128	115	-	-	-	46	46	161	-	-	-	-	-	-	-	161
Other nonoperating expense	10	-	10	10	-	-	-	-	-	10	-	-	-	-	-	-	-	10
Profit before income taxes	898	(30)	868	783	41	(72)	(119)	(46)	(196)	587	25	383	179	72	(9)	-	650	1,237
Income tax expense (benefit)	230	(2)	228	205	12	(21)	(34)	(13)	(56)	149	8	113	51	20	(3)	43	232	381
Profit for the year	\$ 668	\$ (28)	\$ 640	€ 578	€ 29	€ (51)	€ (85)	€ (33)	€ (140)	€ 438	€ 17	€ 270	€ 128	€ 52	€ (6)	€ (43)	€ 418	€ 856

### Margins:

Gross																			39.8%
Operating																			12.8%

Diluted weighted average shares outstanding

Diluted EPS										489									489
										€ 0.90									€ 1.75

Operating Profit

Operating Profit										€ 758									€ 1,408
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Depreciation & Amortization

Depreciation & Amortization										417									417
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EBITDA

EBITDA										€ 1,175									€ 1,825
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# CCEP – FY15 EUR (€)

## Unaudited pro forma condensed combined income statement – IFRS

Source: Unaudited pro forma condensed combined financial information of CCEP for the year ended December 31, 2015 in the European Prospectus published on May 25, 2016 (“CCEP EUP Unaudited Pro Formas”)

<sup>1</sup>Derived by combining CCE, CCIP, and CCEG historical financial information presented in the unaudited pro forma condensed combined financial information of CCEP for the year ended December 31, 2015 in the CCEP registration statement on Form F-4 filed on April 11, 2016 (“CCEP F-4 Unaudited Pro Formas”). For purposes of financial reporting, the local currency results were translated into USD using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€, 1.5291 \$/£, 0.1240 \$/NOK and 0.1185 \$/SEK for CCE, 1.1111 \$/€ for CCEG, and 1.1102 \$/€ for CCIP as stated in the F-4.

<sup>2</sup>Refer to Note 5 and Note 7 of the CCEP EUP Unaudited Pro Formas for more information on the IFRS adjustments for CCE and CCEG, respectively.

<sup>3</sup>Amounts translated to EUR from USD using a simple 2015 annual average of 1.1102 \$/€.

<sup>4</sup>Refer to Note 8 of the CCEP EUP Unaudited Pro Formas for a description of adjustments which are prepared under IFRS 3 “Business Combinations” under IFRS and Annex II of the Prospectus Directive Regulation.

<sup>5</sup>Amounts represent the net out-of-period mark-to-market impact of non-designated commodity hedges.

<sup>6</sup>Amounts represent nonrecurring restructuring charges.

<sup>7</sup>Amounts represent expenses associated with the pending merger with CCE, CCIP, and CCEG as described in Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>8</sup>Amounts represent cost of sales impact from preliminary inventory step-up as described in Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>9</sup>Amounts represent gains associated with the sale of a distribution facility in Great Britain.

<sup>10</sup>Amounts represent the deferred tax impact related to income tax rate or law changes in the United Kingdom and Norway.

<sup>11</sup>CCEP comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability. Items impacting comparability are derived from the Operating and Financial Review (“OFR”) for CCIP and CCEG in the European Prospectus, CCEP EUP Unaudited Pro Formas, and CCE FY15 earnings release issued on February 11, 2016.

Note: For purposes of financial reporting, the USD results were translated into EUR using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€.

# CCE Financial Highlights (€)

IFRS, EUR

FY15 Financials (in millions)	CCE historical		CCE historical		Pro forma adjustments <sup>4</sup>					Items impacting comparability <sup>5</sup>							CCE comparable <sup>6</sup>		
	U.S. GAAP <sup>1</sup>	IFRS adjustments <sup>2</sup>	IFRS	IFRS <sup>3</sup>	Change in depreciation from revaluation of PP&E	Cost of sales from inventory step-up	Additional Combination-related expenses to be incurred	Additional interest expense from debt financing	Acquisition accounting	CCE pro forma	Mark-to-market effects	Restructuring charges	Total Combination-related expenses	Inventory step-up costs	Gain on property sale	Net tax items		Total items impacting comparability	
Net sales	\$ 7,011	\$ -	\$ 7,011	€ 6,315	€ -	€ -	€ -	€ -	€ -	€ 6,315	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 6,315	
Cost of sales	4,441	6	4,447	4,005	-	-	-	-	-	4,005	(18)	-	-	-	-	-	(18)	3,987	
Gross profit	2,570	(6)	2,564	2,310	-	-	-	-	-	2,310	18	-	-	-	-	-	18	2,328	
Selling and distribution expense	1,015	5	1,020	919	-	-	-	-	-	919	(7)	-	-	-	-	-	(7)	912	
General and administrative expense	689	12	701	631	-	-	85	-	85	716	-	(18)	(126)	-	9	-	(135)	581	
Operating profit	\$ 866	\$ (23)	\$ 843	€ 760	€ -	€ -	€ (85)	€ -	€ (85)	€ 675	€ 25	€ 18	€ 126	€ -	€ (9)	€ -	€ 160	€ 835	
<b>Margins:</b>																			
Gross																			36.9%
Operating																			13.2%

Source: CCEP EUP Unaudited Pro Formas

<sup>1</sup>CCE historical financial information presented in the CCEP F-4 Unaudited Pro Formas.

<sup>2</sup>Refer to Note 5 of the CCEP EUP Unaudited Pro Formas for more information on the IRFS adjustments.

<sup>3</sup>Amounts translated to EUR from USD using a simple 2015 annual average of 1.1102 \$/€.

<sup>4</sup>Refer to Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>5</sup>Items impacting comparability include the net out-of-period mark-to-market impact of non-designated commodity hedges of (€18M) and (€7M), nonrecurring restructuring charges of (€18M), total Combination-related expenses of (€126), and gains associated with the sale of a distribution facility in Great Britain of €9M. Amounts translated to EUR from USD using a simple 2015 annual average of 1.1102 \$/€. Amounts are sourced from CCE FY15 earnings release issued on February 11, 2016.

<sup>6</sup>CCE comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

Note: For purposes of financial reporting, the USD results were translated into EUR using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€.



# CCIP Financial Highlights (€)

IFRS, EUR

FY15 Financials (in millions)	CCIP historical		CCIP historical		Pro forma adjustments <sup>3</sup>					CCIP pro forma		Items impacting comparability <sup>4</sup>						CCIP comparable <sup>5</sup>
	U.S. GAAP <sup>1</sup>	IFRS adjustments	historical IFRS	historical IFRS <sup>2</sup>	Change in depreciation from revaluation of PP&E	Cost of sales from inventory step-up	Additional Combination-related expenses to be incurred	Additional interest expense from debt financing	Acquisition accounting	Mark-to-market effects	Restructuring charges	Total Combination-related expenses	Inventory step-up costs	Gain on property sale	Net tax items	Total items impacting comparability		
	\$	\$	\$	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€
Net sales	2,753	-	2,753	2,480	-	-	-	-	-	-	2,480	-	-	-	-	-	-	2,480
Cost of sales	1,560	-	1,560	1,405	(9)	51	-	-	42	-	1,447	-	(51)	-	(51)	-	1,396	
Gross profit	1,193	-	1,193	1,075	9	(51)	-	-	(42)	-	1,033	-	51	-	51	-	1,084	
Selling and distribution expense	762	-	762	686	(9)	-	-	-	(9)	-	677	-	-	(79)	-	(79)	598	
General and administrative expense	133	-	133	120	(4)	-	31	-	27	-	147	-	(3)	(48)	-	(51)	96	
Operating profit	298	-	298	269	22	(51)	(31)	-	(60)	-	209	-	82	48	51	181	390	

**Margins:**

Gross	43.7%
Operating	15.7%

Source: CCEP EUP Unaudited Pro Formas

<sup>1</sup>CCIP historical financial information presented in the CCEP F-4 Unaudited Pro Formas.

<sup>2</sup>Refer to Note 6 of the CCEP EUP Unaudited Pro Formas.

<sup>3</sup>Refer to Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>4</sup>Items impacting comparability include restructuring charges of (€82M), total Combination-related expenses of (€48M), and inventory step-up costs of (€51M). Amounts are sourced from CCIP OFR in the European Prospectus and Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>5</sup>CCIP comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

Note: For purposes of financial reporting, the USD results were translated into EUR using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€.

# CCEG Financial Highlights (€)

IFRS, EUR

FY15 Financials (in millions)	CCEG historical		CCEG historical		Pro forma adjustments <sup>4</sup>					Items impacting comparability <sup>5</sup>							CCEG comparable <sup>6</sup>	
	U.S. GAAP <sup>1</sup>	IFRS adjustments <sup>2</sup>	IFRS	IFRS <sup>3</sup>	Change in depreciation from revaluation of PP&E	Cost of sales from inventory step-up	Additional Combination-related expenses to be incurred	Additional interest expense from debt financing	Acquisition accounting	CCEG pro forma	Mark-to-market effects	Restructuring charges	Total Combination-related expenses	Inventory step-up costs	Gain on property sale	Net tax items		Total items impacting comparability
Net sales	\$ 2,421	\$ -	\$ 2,421	€ 2,181	€ -	€ -	€ -	€ -	€ -	€ 2,181	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 2,181
Cost of sales	1,396	(5)	1,391	1,253	(8)	21	-	-	13	1,266	-	(22)	-	(21)	-	-	(43)	1,223
Gross profit	1,025	5	1,030	928	8	(21)	-	-	(13)	915	-	22	-	21	-	-	43	958
Selling and distribution expense	599	1	600	540	(8)	-	-	-	(8)	532	-	-	-	-	-	-	-	532
General and administrative expense	562	3	565	509	(3)	-	3	-	-	509	-	(261)	(5)	-	-	-	(266)	243
Operating profit	\$ (136)	\$ 1	\$ (135)	€ (121)	€ 19	€ (21)	€ (3)	€ -	€ (5)	€ (126)	€ -	€ 283	€ 5	€ 21	€ -	€ -	€ 309	€ 183

**Margins:**

Gross	43.9%
Operating	8.4%

Source: CCEP EUP Unaudited Pro Formas

<sup>1</sup>CCEG historical financial information presented in the CCEP F-4 Unaudited Pro Formas

<sup>2</sup>Refer to Note 7 of the CCEP EUP Unaudited Pro Formas for more information on the IRFS adjustments.

<sup>3</sup>Amounts translated to EUR from USD using a simple 2015 annual average of 1.1102 \$/€.

<sup>4</sup>Refer to Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>5</sup>Items impacting comparability include restructuring charges of (€283M), total Combination-related expenses of (€5M), and inventory step-up costs of (€21M). Amounts translated to EUR from USD using a simple 2015 annual average of 1.1102 \$/€. Amounts are sourced from CCEG OFR in the European Prospectus and Note 8 of the CCEP EUP Unaudited Pro Formas.

<sup>6</sup>CCEG comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

Note: For purposes of financial reporting, the USD results were translated into EUR using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€.



# CCEP – FY15 USD (\$)

## Unaudited pro forma condensed combined income statement – U.S. GAAP

FY15 Financials (in millions, except EPS)	Pro forma adjustments <sup>2</sup>					Items impacting comparability							CCEP comparable <sup>8</sup>
	CCEP historical U.S. GAAP <sup>1</sup>	Depreciation from step-up in PP&E	Removal of historical Combination- related expenses	Additional interest expense from debt financing	Total pro forma adjustments	CCEP pro forma	Mark-to- market effects <sup>3</sup>	Restructuring charges <sup>4</sup>	Total Combination- related expenses <sup>5</sup>	Gain on property sale <sup>6</sup>	Net tax items <sup>7</sup>	Total items impacting comparability	
Net sales	\$ 12,185	\$ -	\$ -	\$ -	\$ -	\$ 12,185	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 12,185
Cost of sales	7,397	(27)	-	-	(27)	7,370	(20)	(24)	-	-	-	(44)	7,326
Gross profit	4,788	27	-	-	27	4,815	20	24	-	-	-	44	4,859
Selling and distribution expense	2,376	(41)	-	-	(41)	2,335	(8)	(88)	-	-	-	(96)	2,239
General and administrative expense	1,384	-	(66)	-	(66)	1,318	-	(313)	-	10	-	(303)	1,015
Operating profit	1,028	68	66	-	134	1,162	28	425	-	(10)	-	443	1,605
Finance income	(28)	-	-	-	-	(28)	-	-	-	-	-	-	(28)
Finance costs	148	-	-	81	81	229	-	-	-	-	-	-	229
Total finance costs, net	120	-	-	81	81	201	-	-	-	-	-	-	201
Other nonoperating expense	10	-	-	-	-	10	-	-	-	-	-	-	10
Profit before income taxes	898	68	66	(81)	53	951	28	425	-	(10)	-	443	1,394
Income tax expense (benefit)	230	19	19	(23)	15	245	9	125	-	(3)	48	179	424
Profit for the year	\$ 668	\$ 49	\$ 47	\$ (58)	\$ 38	\$ 706	\$ 19	\$ 300	\$ -	\$ (7)	\$ (48)	\$ 264	\$ 970
<b>Margins:</b>													
Gross													39.9%
Operating													13.2%
Diluted weighted average shares outstanding						489							489
<b>Diluted EPS</b>						\$ 1.44							\$ 1.98
Operating Profit						\$ 1,162							\$ 1,605
Depreciation & Amortization						441							441
<b>EBITDA</b>						\$ 1,603							\$ 2,046

# CCEP – FY15 USD (\$)

## Unaudited pro forma condensed combined income statement – U.S. GAAP

Source: Unaudited pro forma condensed combined financial information of CCEP for the year ended December 31, 2015 in the CCEP registration statement on Form F-4 filed on April 11, 2016 (“CCEP F-4 Unaudited Pro Formas”)

<sup>1</sup>Derived by combining CCE, CCIP, and CCEG historical financial information presented in the CCEP F-4 Unaudited Pro Formas.

<sup>2</sup>Refer to Note 7 to the CCEP F-4 Unaudited Pro Formas for a description of adjustments which are prepared under Accounting Standards Codification 805 “Business Combinations” under U.S. GAAP and Article 11 of Regulation S-X.

<sup>3</sup>Amounts represent the net out-of-period mark-to-market impact of non-designated commodity hedges.

<sup>4</sup>Amounts represent nonrecurring restructuring charges.

<sup>5</sup>Amounts represent expenses associated with the pending merger with CCE, CCIP, and CCEG.

<sup>6</sup>Amounts represent gains associated with the sale of a distribution facility in Great Britain.

<sup>7</sup>Amounts represent the deferred tax impact related to income tax rate or law changes in the United Kingdom and Norway.

<sup>8</sup>CCEP comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability. Items impacting comparability derived from the MD&A for CCIP and from the MD&A for CCEG in the F-4, and CCE FY15 earnings release issued on February 11, 2016.

Note: For purposes of financial reporting, the local currency results were translated into USD using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€, 1.5291 \$/£, 0.1240 \$/NOK and 0.1185 \$/SEK for CCE, 1.1111 \$/€ for CCEG, and 1.1102 \$/€ for CCIP as stated in the F-4.



# CCE Financial Highlights (\$)

U.S. GAAP, USD

FY15 Financials (in millions)	Pro forma adjustments <sup>2</sup>					Items impacting comparability <sup>3</sup>							CCE comparable <sup>4</sup>
	CCE historical U.S. GAAP <sup>1</sup>	Depreciation from step-up in PP&E	Removal of historical Combination- related expenses	Additional interest expense from debt financing	Total pro forma adjustments	CCE pro forma	Mark-to- market effects	Restructuring charges	Total Combination- related expenses	Gain on property sale	Net tax items	Total items impacting comparability	
Net sales	\$ 7,011	\$ -	\$ -	\$ -	\$ -	\$ 7,011	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,011
Cost of sales	4,441	-	-	-	-	4,441	(20)	-	-	-	-	(20)	4,421
Gross profit	2,570	-	-	-	-	2,570	20	-	-	-	-	20	2,590
Selling and distribution expense	1,015	-	-	-	-	1,015	(8)	-	-	-	-	(8)	1,007
General and administrative expense	689	-	(45)	-	(45)	644	-	(20)	-	10	-	(10)	634
Operating profit	\$ 866	\$ -	\$ 45	\$ -	\$ 45	\$ 911	\$ 28	\$ 20	\$ -	\$ (10)	\$ -	\$ 38	\$ 949

## Margins:

Gross	36.9%
Operating	13.5%

Source: CCEP F-4 Unaudited Pro Formas

<sup>1</sup>CCE historical financial information presented in the CCEP F-4 Unaudited Pro Formas.

<sup>2</sup>Refer to Note 7 of the CCEP F-4 Unaudited Pro Formas for a description of adjustments.

<sup>3</sup>Items impacting comparability include the net out-of-period mark-to-market impact of non-designated commodity hedges of (\$20M) and (\$8M), nonrecurring restructuring charges of (\$20M), and gains associated with the sale of a distribution facility in Great Britain of \$10M. Amounts are sourced from CCE FY15 earnings release issued on February 11, 2016.

<sup>4</sup>CCE comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

Note: For purposes of financial reporting, the local currency results were translated into USD using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€, 1.5291 \$/£, 0.1240 \$/NOK and 0.1185 \$/SEK.

# CCIP Financial Highlights (\$)

U.S. GAAP, USD

FY15 Financials (in millions)	Pro forma adjustments <sup>2</sup>					Items impacting comparability <sup>3</sup>							CCIP comparable <sup>4</sup>
	CCIP historical U.S. GAAP <sup>1</sup>	Depreciation from step-up in PP&E	Removal of historical Combination- related expenses	Additional interest expense from debt financing	Total pro forma adjustments	CCIP pro forma	Mark-to- market effects	Restructuring charges	Total Combination- related expenses	Gain on property sale	Net tax items	Total items impacting comparability	
Net sales	\$ 2,753	\$ -	\$ -	\$ -	\$ -	\$ 2,753	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,753
Cost of sales	1,560	(13)	-	-	(13)	1,547	-	-	-	-	-	-	1,547
Gross profit	1,193	13	-	-	13	1,206	-	-	-	-	-	-	1,206
Selling and distribution expense	762	(20)	-	-	(20)	742	-	(88)	-	-	-	(88)	654
General and administrative expense	133	-	(19)	-	(19)	114	-	(3)	-	-	-	(3)	111
Operating profit	\$ 298	\$ 33	\$ 19	\$ -	\$ 52	\$ 350	\$ -	\$ 91	\$ -	\$ -	\$ -	\$ 91	\$ 441

## Margins:

Gross	43.8%
Operating	16.0%

Source: CCEP F-4 Unaudited Pro Formas

<sup>1</sup>CCIP historical financial information presented in the CCEP F-4 Unaudited Pro Formas.

<sup>2</sup>Refer to Note 7 of the CCEP F-4 Unaudited Pro Formas for a description of adjustments.

<sup>3</sup>Items impacting comparability include restructuring charges of (€82M) translated to (\$91M). Amount is sourced from CCIP MD&A.

<sup>4</sup>CCIP comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

Note: For purposes of financial reporting, the EUR results were translated into USD using currency exchange rates prevailing during the reporting period. A simple 2015 annual average approximates 1.1102 \$/€.



# CCEG Financial Highlights (\$)

U.S. GAAP, USD

FY15 Financials (in millions)	Pro forma adjustments <sup>2</sup>					Items impacting comparability <sup>3</sup>							CCEG comparable <sup>4</sup>
	CCEG historical U.S. GAAP <sup>1</sup>	Depreciation from step-up in PP&E	Removal of historical Combination- related expenses	Additional interest expense from debt financing	Total pro forma adjustments	CCEG pro forma	Mark-to- market effects	Restructuring charges	Total Combination- related expenses	Gain on property sale	Net tax items	Total items impacting comparability	
Net sales	\$ 2,421	\$ -	\$ -	\$ -	\$ -	\$ 2,421	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,421
Cost of sales	1,396	(14)	-	-	(14)	1,382	-	(24)	-	-	-	(24)	1,358
Gross profit	1,025	14	-	-	14	1,039	-	24	-	-	-	24	1,063
Selling and distribution expense	599	(21)	-	-	(21)	578	-	-	-	-	-	-	578
General and administrative expense	562	-	(2)	-	(2)	560	-	(290)	-	-	-	(290)	270
Operating profit	\$ (136)	\$ 35	\$ 2	\$ -	\$ 37	\$ (99)	\$ -	\$ 314	\$ -	\$ -	\$ -	\$ 314	\$ 215

## Margins:

Gross	43.9%
Operating	8.9%

Source: CCEP F-4 Unaudited Pro Formas

<sup>1</sup>CCEG historical financial information presented in the CCEP F-4 Unaudited Pro Formas.

<sup>2</sup>Refer to Note 7 of the CCEP F-4 Unaudited Pro Formas for a description of adjustments.

<sup>3</sup>Items impacting comparability include (\$314M) of restructuring charges. Amount is sourced from CCEG MD&A.

<sup>4</sup>CCEG comparable is a non-GAAP measure; these non-GAAP measures are provided to allow investors to more clearly evaluate our operating performance and business trends. Management uses this information to review results excluding items that are not necessarily indicative of ongoing results. The adjusting items are based on established defined terms and thresholds and represent all material items management considered for year-over-year comparability.

Note: For purposes of financial reporting, the local currency results were translated into USD using currency exchange rates prevailing during the reporting period. A simple 2015 average approximates 1.1111 \$/€.