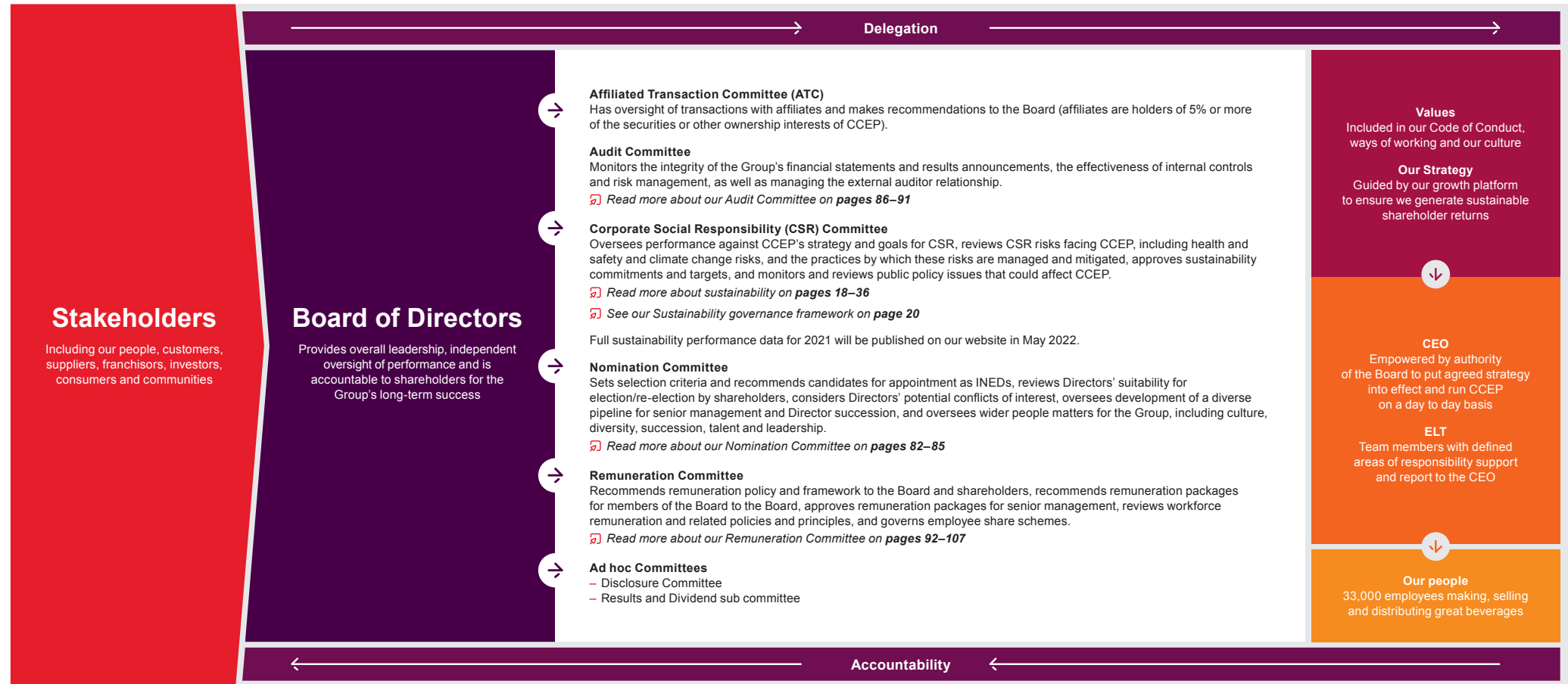


Corporate governance report

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Governance framework

Our corporate governance framework is summarised below with further detail provided on the following pages



Corporate governance report

CONTINUED

Statement of compliance

The governance framework of the Company is set out in its Articles of Association (the Articles) and the Shareholders' Agreement. These provide a high level framework for the Company's affairs, governance and relationship with its stakeholders and its shareholders. The Articles and frequently asked questions about the governance framework are available on the Company's website at www.cocacolaep.com/about-us/governance.

Statement of compliance with the UK Corporate Governance Code

We follow the UKCGC on a comply or explain basis. CCEP is not subject to the UKCGC as it has a standard listing of ordinary shares on the Official List. However, we have chosen to comply with the UKCGC where possible and explain areas of non-compliance to demonstrate our commitment to good governance as an integral part of our culture. Save as set out below, CCEP complied with the UKCGC during the year ended 31 December 2021.

A copy of the UKCGC is available on the Financial Reporting Council's (FRC) website: www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code.

Chairman

UKCGC provision 9

The Chairman, Sol Daurella, was not considered independent on either her appointment or election, within the meaning of the UKCGC. However, we benefit from her vast knowledge of, and long-term commitment to, the Coca-Cola system and her extensive experience and leadership skills, gained from her roles as director and CEO of large public and private institutions across many different sectors.

Annual re-election

UKCGC provision 18

Sol Daurella, the Chairman, will not be subject to re-election during her nine year tenure following the completion of the Merger. This recognises the importance of her extensive experience and knowledge of the beverage industry, and the significant shareholding of Olive Partners, S.A. (Olive Partners) in the Company.

To provide stability, none of the INEDs were put up for election at an Annual General Meeting (AGM) before the AGM in 2019 when three INEDs were put up for election. At the AGM in 2020, three INEDs were put up for election and three INEDs were put up for re-election. At the AGM in 2021, three additional INEDs were put up for election so that, in total, all nine INEDs were put up for election or re-election (Jan Bennink, John Bryant, Christine Cross, Nathalie Gaveau, Thomas H. Johnson, Dagmar Kollmann, Mark Price, Dessi Temperley and Garry Watts). This arrangement was in place to ensure effective representation of public shareholders and to retain INEDs' influence over the Company's strategic direction and operation, following the completion of the Merger. From the 2022 AGM, all INEDs will be subject to annual re-election from the point of their first election at an AGM.

Remuneration

UKCGC provision 32

The Remuneration Committee is not comprised solely of INEDs, although it is comprised of a majority of INEDs. The Shareholders' Agreement requires that the Remuneration Committee comprises at least one Director nominated by:

- Olive Partners, for as long as it owns at least 15% of the Company
- European Refreshments Unlimited Company (ER), a subsidiary of TCCC, for as long as it owns at least 10% of the Company

The Remuneration Committee, and its independent Chairman, benefit from the nominated Directors' extensive understanding of the Group's market.

Remuneration

UKCGC provision 33

The Remuneration Committee is not solely responsible for setting the remuneration of the Chairman and CEO. Instead, the Board (excluding any Director whose remuneration is linked to the decision) determines their remuneration, including the Non-executive Directors (NEDs), on the recommendation of the Remuneration Committee and following rigorous analysis and debate. To date, the Board has followed all of the Remuneration Committee's recommendations.

Differences between the UKCGC and the Nasdaq corporate governance rules (the Nasdaq Rules)

In 2021, CCEP transferred its US stock exchange listing to Nasdaq from the NYSE. The Company is classed as a Foreign Private Issuer (FPI). It is therefore exempt from most of the Nasdaq Rules that apply to domestic US listed companies, because of its voluntary compliance with the UKCGC. However, under the Nasdaq Rules, the Company is required to disclose differences between its corporate governance practices and those followed by domestic US companies listed on Nasdaq. The differences are summarised below.

Director independence

The Nasdaq Rules require a majority of the Board to be independent. The UKCGC requires at least half of the Board (excluding the Chairman) to be independent. The Nasdaq Rules contain different tests from the UKCGC for determining whether a director is independent. The independence of CCEP's NEDs is reviewed by the Board on an annual basis, taking into account the guidance contained in the UKCGC and criteria established by the Board. It has determined that a majority of the Board is independent, without explicitly taking into consideration the independence requirements outlined in the Nasdaq Rules.

Board Committees

CCEP has a number of committees whose purpose and composition are broadly comparable to the requirements of the Nasdaq Rules for domestic US companies. However, other than the Audit Committee, committee members are not all INEDs, although in all cases the majority are. Each committee has its own terms of reference (broadly equivalent to a charter document) which are reviewed annually and can be found on our website at www.cocacolaep.com/about-us/governance/committees. A summary of the terms of reference, roles and activities of the Audit Committee, Nomination Committee and the Remuneration Committee can be found in the Committees' respective reports. The Remuneration Committee's terms of reference include responsibility for matters relating to remuneration policy, share-based incentive plans, employee benefit plans and implementation of remuneration policy.

Audit Committee

More information about the Audit Committee is set out in its report, including compliance with the requirements of Rule 10A-3 under the US Securities Exchange Act of 1934, as amended, and Rule 5605(c)(2)(A) of the Nasdaq Rules. The Audit Committee is comprised only of INEDs (complying with the Nasdaq Rules). However, the responsibilities of the Audit Committee (except for applicable mandatory responsibilities under the Sarbanes-Oxley Act) follow the UKCGC's recommendations rather than the Nasdaq Rules, although they are broadly comparable. One of the Nasdaq's similar requirements for the Audit Committee states that at least one member of the Audit Committee should have accounting or related financial management expertise. The Board has determined that John Bryant, Dagmar Kollmann, Dessi Temperley and Garry Watts possess such expertise and are therefore deemed the audit committee financial experts as defined in Item 16A of Form 20-F. It was further determined that none of the Audit Committee members had participated in the preparation of the financial statements of the Company or any of its subsidiaries.

Corporate governance report

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Shareholder approval of equity compensation plans

The Nasdaq Rules for domestic US companies require that shareholders must be given the opportunity to vote on all equity compensation plans and material revisions to those plans. CCEP complies with UK requirements that are similar to those of the Nasdaq Rules. However, the Board does not explicitly take into consideration Nasdaq's detailed definition of "material amendments".

Code of Conduct

The Nasdaq Rules require relevant domestic US companies to adopt and disclose a code of conduct applicable to all directors, officers and employees. CCEP has a Code of Conduct (CoC) that applies to all Directors and the senior financial officers of the Group. If the Board amends or waives the provisions of the CoC, details of the amendment or waiver will appear on the website. No such waiver or amendment has been made or given to date.

See www.ccepcoke.online/code-of-conduct-policy

Our CoC applies to all our people. We also expect all third parties who work on our behalf, such as suppliers, vendors, contractors, consultants, distributors and agents, to act in an ethical manner consistent with our CoC and in compliance with our Supplier Guiding Principles.

The CoC covers issues such as share dealing, anti-bribery, data protection, environmental regulation, human rights, health, safety, wellbeing and respect for others. It aligns with the UN Global Compact, the US Foreign Corrupt Practices Act, the UK Bribery Act, the UKCGC, the EU General Data Protection Regulation, the Spanish and Portuguese Criminal Codes and Sapin II. CCEP considers that the CoC and related policies address the Nasdaq Rules on the codes of conduct for relevant domestic US companies. We received no fines for CoC violations in 2021.

See details of CoC Reporting on [page 40](#)

NED meetings

The Nasdaq Rules require INEDs to meet at regularly scheduled executive sessions at which only independent directors are present at least twice a year. The UKCGC requires NEDs to meet without the Chairman present at least once annually to appraise the Chairman's performance. The NEDs have regular meetings without management present and in 2021, there were two separate meetings of INEDs.

Board leadership and company purpose

Role of the Board

The Board is primarily responsible for the Group's strategic plan, risk appetite, systems of internal control and corporate governance policies, to ensure the long-term success of the Group, underpinned by sustainability. To retain control of key decisions and ensure there is a clear division of responsibilities, there is a formal schedule of matters reserved to the Board, which sets out the structure under which the Board manages its responsibilities, and provides guidance on how it discharges its authority and manages its activities. Reserved matters include strategic decisions, approval of annual and long-term business plans, suspension, cessation or abandonment of any material activity of the Group and material acquisitions and disposals.

The Board, through the Nomination Committee, assesses and monitors the Group's culture to ensure it aligns with the Group's purpose, values and strategy set by the Board.

Read more about our strategy on [page 16](#)

See our Nomination Committee's report on [pages 82–85](#)

Stakeholders

Stakeholders are important to CCEP and this is recognised by the Board. We use a matrix to help ensure Directors have the right engagement and information to understand stakeholders' input to our business and our impact on them. This enables the Board to consider stakeholders' interests in their decision making.

Regular engagement with both existing and potential shareholders is important to the Board. On behalf of the Board, our CEO, CFO and the Investor Relations team engage with investors and analysts throughout the year. The Board receives regular updates on the views of shareholders and the Investor Relations programme.

See a summary of our stakeholder engagement on [pages 12–15](#)

The terms of reference and remit of the Remuneration Committee include remuneration policy at all levels across the Group aligned with the Company's long-term strategic goals. The Nomination Committee's terms of reference and remit include key people issues such as culture, succession planning and diversity. The Chairmen of those committees are responsible for championing, and reporting back to the Board on, these matters and sit on each other's Committee to ensure seamless coverage of the full range of people matters. The Board also takes the opportunity to engage with our people directly.

Read more in the Nomination Committee report on [pages 82–85](#)

Our people are able to raise any concerns they have, online or by telephone in confidence through Speak Up, CCEP's whistleblowing hotline. The Audit Committee updates the Board on whistleblowing arrangements, reports and investigations.

Read more in the Audit Committee report on [pages 87–91](#)

Board activities during the year

The Chairman sets the Board agenda, which consists of the following discussion matters:

- Updates from the CEO, the CFO and other key senior executives on the business performance and key business initiatives
- Governance matters
- Strategy
- Diversity
- Sustainability
- Material expenditure and other Group matters

The key areas of focus for the Board's activities and topics discussed during the year are set out in table 1 on page 77.

Strategy remained a key focus for the Board. During the year, the Board considered and debated our future strategy focusing on ESG, retail in a post COVID-19 world and growth. The Board also received briefings from management on API integration, digital and sustainability.

Training and development

Training and development opportunities are regularly provided to Directors to ensure they provide constructive challenge to management. There are regular virtual training sessions for Directors on a wide range of topical areas. The programme for 2021 is set out in table 2 on page 78.

Conflicts of interest

The UK Companies Act 2006 (the Companies Act), the Articles and the Shareholders' Agreement allow the Directors to manage situational conflicts (situations where a Director has an interest that conflicts, or may conflict, with our interests). The Nomination Committee considers issues involving potential situational conflicts of interest of Directors. Each Director is required to declare any interests that may give rise to a situational conflict of interest with CCEP on appointment and subsequently as they arise. Directors are required to review and confirm their interests annually. The Board is satisfied that the systems for the reporting of situational conflicts are operating effectively.

Corporate governance report

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Table 1
Board activities in 2021

| Area of focus | Discussion topics |
|----------------------------|--|
| Growth platform | <ul style="list-style-type: none"> – COVID-19: protecting our people, serving our customers, supporting our communities and preserving the long-term future of the business – Increasing consumer choice by innovating on flavours and growing our portfolio of products and monitoring performance of innovations – Route to market development – Front line sales strategy – Retail environment and customer challenges – Collaborative customer growth – Pricing challenges and opportunities |
| Accelerate competitiveness | <ul style="list-style-type: none"> – Assessing acquisition opportunities, including CCL – The 2021 and 2022 annual business plans, including strategic priorities – Long-range planning – Transformation and competitiveness initiatives – Capital allocation and expenditure – Treasury matters including delegations of authority to management – Competitor review and market analysis |
| Future ready culture | <ul style="list-style-type: none"> – API integration and growth strategy – Enterprise risk management, including risk appetite and risk assessment – Safety and oversight of management's response to fatalities – CCEP Ventures, our innovation investment fund – Engagement with CCEP's key and other stakeholders – Approval of 2020 Modern Slavery Statement, published in May 2021 – Approval of tax strategy – Investor engagement – Relationship with TCCC and other franchisors |
| Digital future | <ul style="list-style-type: none"> – Digital transformation programme – Digital commercial capabilities – Approach to cyber security and risk |
| Green future | <ul style="list-style-type: none"> – Sustainability performance and climate strategy – Sustainable packaging strategy – Climate strategy and carbon reduction commitments – Deposit return schemes |

| Area of focus | Discussion topics |
|----------------------|---|
| Our people | <ul style="list-style-type: none"> – People strategy including performance acceleration, employee engagement, talent, learning and development, future ready leadership – Culture and its role in supporting the strategy – Inclusion, diversity and equity (ID&E) – Employee wellbeing – Wider workforce remuneration – Attendance at virtual employee town hall |
| Corporate governance | <ul style="list-style-type: none"> – Public policy and regulatory developments affecting CCEP, particularly in relation to ESG – Approval of financial results and associated viability and going concern statements – Approval of trading updates – Approval of interim dividend payment – Approval of Integrated Report and Form 20-F for 2020, subject to final sign off by a sub committee – Approval of Notice of AGM, subject to final sign off by a sub committee – Move from NYSE to Nasdaq – Board evaluation feedback and action plan – Succession planning for the Board and improving Board diversity – Succession planning for Committee membership and chairmanship – Approval of revised and new policies – Approval of new Director appointment: Manolo Arroyo – Approval of the updated global chart of authority |

Corporate governance report

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Table 2
Director training and development programme

| Form of training | Purpose | Subject or speaker |
|----------------------|--|--|
| Briefings | To focus on matters of interest to CCEP as well as on relevant commercial, legal and regulatory developments | <ul style="list-style-type: none"> – API markets induction – API audit induction – Costa Coffee – ESG – Indonesia – New Zealand – TCCC Technical, Innovation and Supply Chain |
| Development sessions | To address requests from Directors | <ul style="list-style-type: none"> – Brokers and shareholder activism – Data and analytics – Sustainable packaging |
| Site visits | Visits to Group businesses, factories and commercial outlets to enhance knowledge of CCEP operations and meet employees, suppliers and customers | <ul style="list-style-type: none"> – Virtual site tour in Dongen, Netherlands and Mannheim, Germany – Virtual market tours – Opportunity to attend annual kick off meetings in business units and functions |
| External speakers | To receive insights from experts and engage with stakeholders | <ul style="list-style-type: none"> – Our franchisors, e.g. TCCC – Our customers – Our brokers – Industry representatives |

Division of responsibilities

Governance structure

The Board, led by the Chairman, is responsible for the leadership of the Group. While both the Executive Director and NEDs have the same duties and constraints, they have different roles on the Board (see table 3). There is a clear, written division of responsibilities between the Chairman and the CEO. The Board has approved a framework of delegated authority to ensure an appropriate level of Board contribution to, and oversight of, key decisions and the management of daily business that support its long-term sustainable success. This framework has been designed to enable the delivery of the Company's strategy and is outlined in our governance framework on page 74.

The Board delegates certain matters to its Committees. Each of the five Committees has its own written terms of reference, which are reviewed annually. These are available at www.cocacolaep.com/about-us/governance/committees.

The CEO with the ELT manages the day to day business. All decisions are made in accordance with our chart of authority, which defines our decision approval requirements and ensures that all relevant parties are notified of decisions impacting their area of responsibility. The chart of authority was reviewed and updated during the year to ensure that it was fit for purpose and covered API.

Board and Committee meetings

The Board held six formal meetings during 2021, with additional ad hoc meetings with Board and Committee members held in line with business needs. Directors are expected to attend every meeting. If a Director is unable to attend, the relevant papers are provided to that Director in advance so that comments can be given to the Chairman or Committee Chairman, as applicable, who relays them at the meeting. Afterwards, the Chairman or Committee Chairman, as applicable, also briefs the Director on the matters discussed.

Attendance during 2021 is set out in table 4 on page 80. The Chairman attends most Committee meetings. There is cross membership between the Audit Committee and Remuneration Committee. This helps ensure remuneration outcomes align with the underlying performance of CCEP. The Chairman of the Nomination Committee sits on the Remuneration Committee and the Chairman of the Remuneration Committee sits on the Nomination Committee. This reflects CCEP's joined up approach to investing in and rewarding our people. Cross membership between Committees enables active collaboration and liaison across Committees.

At the end of most Board meetings, two sessions are held: one that all Directors attend, without management present, and the other that all NEDs attend, without management or the CEO present. In 2021, there were also two separate meetings of INEDs. Directors may raise any matter they wish for discussion at these sessions.

Corporate governance report

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Board support

Board meetings are scheduled at least one year in advance, with ad hoc meetings arranged to suit business needs. Prior to COVID-19, meetings were held in a variety of locations, reflecting our engagement with all aspects of our international business. COVID-19 restrictions meant the Directors were only able to meet in person once. The remaining Board and Committee meetings were held virtually.

The agenda of Board meetings follow our annual Board programme. This sets out the standing items at each meeting, such as periodic activities (including results and AGM documentation), business plan and the assessment of Board evaluation results.

Before the Board meeting, the Chairman, CEO and Company Secretary agree the final agenda. This covers discussion items such as the status of ongoing projects and stakeholder considerations. Comprehensive briefing papers are circulated electronically to all Directors, to allow time to review the matters which are to be discussed.

Throughout the year Directors have access to the advice and services of the Company Secretary and independent professional advice, at the Company's expense.

Board paper review

In 2021, Independent Audit (IA) carried out an externally facilitated Board paper review. IA does not have any connection with the Board or any individual Director. The Board paper review involved a detailed review of the materials presented to Board and Committee meetings combined with interviewing preparers of papers and the Company Secretarial team. The review produced a detailed proposal with suggestions to improve the format and content of Board papers, along with the Board paper preparation process.

Overall, the review confirmed that Board papers work in communicating the core information needed for effective Board oversight but opportunities to strengthen their effectiveness were identified. IA also supported the development of our board papers through a series of advice sessions for the preparers of papers. In 2022, actions will be taken to implement these improvements.

Independence of Non-executive Directors

The Board reviewed the independence of all the NEDs against the UKCGC and also considered the requirements of SEC Rule 10A-3 in relation to the Audit Committee. It determined that Jan Bennink, John Bryant, Christine Cross, Nathalie Gaveau, Thomas H. Johnson, Dagmar Kollmann, Mark Price, Dessi Temperley and Garry Watts are independent and continue to make effective contributions. The Board recognises that seven of CCEP's NEDs, including the Chairman, cannot be considered independent. However, they continue to demonstrate effective judgement when carrying out their roles and are clear on their obligations as Directors, including under section 172 of the Companies Act.

Our CEO, Damian Gammell, is not considered independent because of his executive responsibilities to the Group.

Consequently, the majority of the Board are independent.

Composition, succession and evaluation

Board diversity and composition

The composition of the Board and its Committees is set out in table 4 on page 80. This includes details of appointments and resignations during 2021. As their biographies on pages 66–71 show, our Board members have a range of backgrounds, skills, experiences and nationalities, demonstrating a rich cognitive diversity beyond gender.

🔗 See an overview of our Directors' skills and experience on [page 66](#)

🔗 Read more about the Group's approach to ID&E on [pages 37–39](#)

Our commitment to diversity begins at the top, with clear leadership from our Board, and is embedded at every level of our business through our Inclusion and Diversity Policy. This is Forward and the CoC. We are committed to reaching 33% female Board membership by 2023 and aim to appoint at least one Director from an ethnic minority to the Board. Furthermore, the Board considers that it would be appropriate to have 40% female representation overall and will, with its stakeholders, work towards that as a longer term aim. The Nomination Committee is committed to overseeing a diverse pipeline for senior management and Director positions.

🔗 Read more about Board succession and diversity on [page 83](#)

🔗 See the Board's diversity policy in the Criteria for selection of INEDs at www.cocacolaep.com/about-us/governance

Table 3

Roles on the Board

| Role | Responsibilities |
|-------------------|---|
| Chairman | <ul style="list-style-type: none"> – Operating, leading and governing the Board – Setting meeting agendas, managing meeting timetables – Promoting a culture of open debate between Directors and encouraging effective communication during meetings – Creating the conditions for overall Board and individual Director effectiveness |
| CEO | <ul style="list-style-type: none"> – Leading the business – Implementing strategy approved by the Board – Overseeing the operation of the internal control framework |
| SID | <ul style="list-style-type: none"> – Advising and supporting the Chairman by acting as an alternative contact for shareholders and as an intermediary to NEDs |
| NEDs | <ul style="list-style-type: none"> – Providing constructive challenge, strategic guidance, external insight and specialist advice to the Board and its Committees – Hold management to account – Offering their extensive experience and business knowledge from other sectors and industries |
| Company Secretary | <ul style="list-style-type: none"> – Assisting the Chairman by ensuring that all Directors have full and timely access to relevant information – Advising the Board on legal, compliance and corporate governance matters – Organising the induction and ongoing training of Directors |

Corporate governance report

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Re-election of Directors

The Board has determined that the Directors, subject to continued satisfactory performance, shall stand for re-election at each AGM with the exception of the Chairman as explained on page 75. All Directors appointed by Olive Partners (other than the Chairman), ER nominated Directors Manolo Arroyo and Brian Smith, plus Jan Bennink, John Bryant, Christine Cross, Damian Gammell, Nathalie Gaveau, Thomas H. Johnson, Dagmar Kollmann, Mark Price, Dessi Temperley and Garry Watts will submit themselves for re-election at the 2022 AGM. The Board is confident that each Director will carry on performing their duties effectively and remain committed to CCEP.

The NED terms of appointment are available for inspection at the Company's registered office and at each AGM. Among other matters, these set out the time commitment expected of NEDs. On appointment, the Board took into account the other demands on the time of John Bryant and Manolo Arroyo. The Board is satisfied that the other commitments of all Directors do not interfere with their ability to perform their duties effectively.

See the significant commitments of our Directors in their biographies on pages 67–71

Table 4
Meeting attendance by Board and Committee members^(A)

| | Independent or nominated by Olive Partners or ER ^(B) | Board of Directors | Affiliated Transaction Committee | Audit Committee | CSR Committee | Nomination Committee | Remuneration Committee |
|-----------------------------------|--|-----------------------|--|----------------------|----------------------|-------------------------|---------------------------|
| Chairman | | | | | | | |
| Sol Daurella | Nominated by Olive Partners | 6 (6) | 5 (5) | | | 5 (5) | |
| Executive Director | | | | | | | |
| Damian Gammell | CEO | 6 (6) | | | | | |
| Non-executive Directors | | | | | | | |
| Manolo Arroyo ^(C) | Nominated by ER | 4 (4) | | | | 3 (3) | 3 (3) |
| Jan Bennink ^(D) | Independent | 6 (6) | 5 (5) | | 5 (5) | | |
| John Bryant ^(E) | Independent | 6 (6) | 4 (4) | 9 (9) | | | 1 (1) |
| José Ignacio Comenge | Nominated by Olive Partners | 6 (6) | 5 (5) | | | | |
| Christine Cross | Independent | 6 (6) | | | | 5 (5) | 6 (6) ^(I) |
| Irial Finan ^{(C)(F)} | Nominated by ER | 2 (2) | | | | 2 (2) | 2 (3) |
| Nathalie Gaveau | Independent | 6 (6) | | | 5 (5) | | |
| Álvaro Gómez-Trénor Aguilar | Nominated by Olive Partners | 6 (6) | | | | | |
| Thomas H. Johnson ^(F) | SID | 6 (6) | | | | 5 (5) ^(I) | 5 (6) |
| Dagmar Kollmann ^{(D)(G)} | Independent | 5 (6) | 5 (5) ^(I) | 8 (9) | | | |
| Alfonso Libano Daurella | Nominated by Olive Partners | 6 (6) | | | 5 (5) ^(I) | | |
| Mark Price | Independent | 6 (6) | | | 4 (5) | 5 (5) | |
| Mario Rotllant Solà | Nominated by Olive Partners | 6 (6) | | | | | 6 (6) |
| Brian Smith | Nominated by ER | 6 (6) | | | 5 (5) | | |
| Dessi Temperley | Independent | 6 (6) | | 9 (9) | | | |
| Garry Watts ^(H) | Independent | 6 (6) | 1 (1) | 9 (9) ^(I) | | | 5 (5) |

(A) The maximum number of scheduled meetings in the period during which the individual was a Board or Committee member is shown in brackets.

(B) Nominated pursuant to the Articles of Association and terms of the Shareholders' Agreement.

(C) Manolo Arroyo was appointed as a Director by ER when Irial Finan stepped down on 26 May 2021.

(D) Dagmar Kollman succeeded Jan Bennink as Chairman of the Affiliated Transaction Committee effective 9 March 2022. Jan Bennink will continue to serve as a member.

(E) Effective 20 October 2021, John Bryant resigned as a member of the Affiliated Transaction Committee and was appointed as a member of the Remuneration Committee.

(F) Irial Finan and Thomas H. Johnson were both unable to attend the May 2021 Remuneration Committee and Christine Cross consented to act as their alternates.

(G) Dagmar Kollman was unable to attend the March 2021 CSR Committee meeting and appointed Christine Cross as her alternate; the September 2021 Audit Committee; and one day of the December 2021 Board meeting and appointed Nathalie Gaveau as her alternate.

(H) Effective 20 October 2021, Garry Watts resigned as a member of the Remuneration Committee and was appointed as a member of the Affiliated Transaction Committee.

(I) Chairman of the Committee

Corporate governance report

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Table 5
2021 Board evaluation findings and actions

| | Strategy | Succession | Decision making |
|----------------------------|--|---|--|
| 2021 findings | Renew Board focus on long-term business strategy and risk | Improve Board oversight of succession planning for key senior management positions | Enhance information flows to facilitate more effective decision making |
| Actions undertaken in 2021 | <ul style="list-style-type: none"> – Focused on long range plan, future challenges and opportunities in the September 2021 strategy meeting – Reviewed the forward agenda with the Board to ensure key topics were covered in the annual cycle – Board involvement in risk review process evolved and risk session to be included annually at the Board, as well as the Audit Committee | <ul style="list-style-type: none"> – Session on Executive succession to be included annually at the Board, as well as the Nomination Committee – Arrangements made for the Board to meet high potential pipeline candidates – A broader range of senior team presented in the Board and at training sessions | <ul style="list-style-type: none"> – Committee decisions and actions provided ahead of Board meeting – Committee Chairmen to focus on key strategic issues in the report back – Independent Audit engaged to review board papers to improve reporting |

Table 6
Disclosure of compliance with provisions of the Audit, risk and internal control and Remuneration sections of the UKCGC

| Items located elsewhere in the 2021 Integrated Report | Page(s) |
|---|---------|
| Directors' responsibilities statement | 111 |
| Directors' statement that they consider the Integrated Report and financial statements, taken as a whole, to be fair, balanced and understandable | 111 |
| Going concern statement | 110 |
| Assessment of the Group's principal risks | 42–47 |
| Viability statement | 48 |
| Risk management and internal control systems and the Board's review of their effectiveness | 47 |
| Audit Committee report | 86–91 |
| Directors' remuneration report | 92–107 |

Board evaluation

In 2021, Ffion Hague of Independent Board Evaluation (IBE) carried out an externally facilitated Board effectiveness review. Neither Ffion nor IBE has any connection with the Board or any individual Director. The Board effectiveness review involved interviewing each Director, obtaining feedback from non-Board contributors and observing Board and Committee meetings. The review produced comprehensive reports on the Board, each Committee and the Directors, and the Board discussed them in detail. Based on the feedback, a tangible action plan was developed and agreed by the Board.

Overall, the Board confirmed that it continued to perform effectively. Board culture, its relationship with senior management and Board support were highly rated but some areas for further improvement were identified. These are set out in table 5.

Given the depth and breadth of the 2021 effectiveness review, it was determined that an internal Board evaluation process was appropriate for 2022. This has been recommended to the Board by the Nomination Committee for 2022.

Audit, risk and internal control and Remuneration

Disclosures of compliance with provisions of the Audit, risk and internal control and Remuneration sections of the UKCGC are located elsewhere in this Integrated Report. These disclosures include descriptions of the main features of CCEP's internal control and risk management systems as required by rule 7 of the Disclosure Guidance and Transparency Rules (DTRs). Table 6 sets out where each respective disclosure can be found.

Annual General Meeting

The AGM continues to be a key date in our annual shareholder engagement programme. Due to certain restrictions placed on indoor public gatherings by the UK Government, and in the interests of health and safety during the COVID-19 pandemic, CCEP's 2021 AGM was conducted as a closed meeting.

We were pleased that all resolutions were passed by more than 80% of those voting.

The 2022 AGM of the Company will be held in May at Pemberton House, Bakers Road, Uxbridge, UB8 1EZ, United Kingdom. The Notice of AGM will set out a full description of the business to be conducted at the meeting. This will be available on our website from the time of its posting to shareholders in April 2022.

The Chairman, SID and Committee Chairmen are available to shareholders for discussion throughout the year to discuss any matters under their areas of responsibility, by contacting the Company Secretary.

[Read more about our engagement with investors on page 13](#)

Sol Daurella, Chairman
15 March 2022