

## **ANSWERS TO FREQUENTLY ASKED QUESTIONS ON THE MERGER TRANSACTION AND THE MERGER CONSIDERATION FOR CCE STOCK**

### **Overview**

Effective on May 28, 2016, public shareholders of Coca-Cola Enterprises, Inc. (CCE) become entitled to receive one share of Coca-Cola European Partners Plc. (CCEP) plus \$14.50 in cash, in exchange for each share of CCE owned. The “Frequently Asked Questions” addressed below are intended to provide general information for current holders of Coca-Cola Enterprises, Inc. shares. For information and examples illustrating how to calculate, for U.S. federal income tax purposes, taxable gains and losses on the merger, as well as the tax basis of the CCEP shares received in the transaction, please see our website, <http://ir.ccep.com/~media/Files/C/Cokeccep-IR/documents/resources-statement-regarding-us-tax-treatment.pdf>. This information is for individuals who are citizens or residents of the United States, purchased all of their CCE shares for cash, and held these shares as a capital asset (generally, for investment purposes). This information does not address any special tax rules that may apply (including shares received as compensation), nor does it address the consequences of any state, local or foreign tax laws.

#### **1. Is the exchange of my CCE common stock for CCEP stock and cash mandatory? What will I receive in exchange for my CCE common stock?**

Yes, the exchange is mandatory. As a result of the merger, the shares of CCE common stock have been automatically cancelled and converted into the right to receive the Merger Consideration, consisting of the Stock Consideration of 1.000 share of CCEP common stock and the Cash Consideration of \$14.50, without interest. The shares of CCE have stopped trading and can no longer be transferred.

#### **2. What if some or all of my CCE stock is held for me by a financial institution or broker? Will it handle the exchange of my CCE stock for New CCEP stock and cash?**

Yes. If you have any questions about the exchange of your CCE stock held in “street name” for the Merger Consideration, please contact your broker or financial institution to determine how it will handle the transaction.

#### **3. How is my CCE stock exchanged for CCEP stock?**

If you were listed on the books of CCE’s transfer agent as a registered shareowner, the Exchange Agent automatically created a book-entry account for you and credited your account for CCEP shares electronically. You received a statement reporting the number of CCEP shares you received in the Merger, and a check representing the cash portion of the Merger Consideration.

#### **4. If I own CCE stock in certificated form, how is it exchanged?**

You received a Letter of Transmittal for your certificated CCE stock. You must complete the Letter of Transmittal and return it, along with your stock certificate(s), to Computershare. A pre-addressed envelope for you to use for this purpose accompanied the Letter of Transmittal. We

recommend that you make photocopies of the documents and mail the originals to the Exchange Agent by registered-return receipt mail. Retain the receipt and photocopies until the exchange is completed.

**5. What if I can't locate all of my CCE stock certificates?**

If you cannot locate some or all of your CCE stock certificates for stock you own in certificated form:

- Follow the instructions on the Letter of Transmittal and complete the Affidavit of Lost, Missing or Destroyed Certificate(s).
- Return the Letter of Transmittal with the Affidavit completed, along with any certificate(s) you may have in your possession, to Computershare in the enclosed return envelope. We recommend that you use Registered Mail Return Receipt Requested and retain photocopies of the original documents submitted until the exchange is completed.

Please note that you will have to pay a service fee and the cost of a surety bond to have your certificates replaced, so it is to your benefit to locate the original certificate(s).

**6. Should I endorse my CCE stock certificates that I am sending to Computershare for payment?**

No. For your protection, do not endorse your stock certificates for CCE stock you own in certificated form.

**7. What if I have CCE stock certificates in more than one account?**

You received a separate Letter of Transmittal for each account in which you own CCE stock in certificated form. You must complete and submit each Letter of Transmittal that you received, along with the appropriate certificates.

**8. How long will it take Computershare to send me a check for my CCE stock certificates?**

For CCE stock that you own in certificated form, the statement reporting the number of new CCEP shares you received in the Merger and the check for your CCEP stock will be mailed within approximately 7 to 10 business days from receipt of your documents at Computershare, assuming that all of the documents required to exchange your CCE stock certificates for the Merger Consideration are in proper order. If more than three (3) weeks have elapsed from the date you submitted the required materials and you have not received the statement reporting the number of CCEP shares you received in the Merger and check, contact Computershare (See Question 14 below for contact information for Computershare.)

**9. How do I get my CCEP stock and proceeds check sent to an address other than the one on the Letter of Transmittal?**

Complete Special Transfer Instructions on the Letter of Transmittal and return the completed form to Computershare, along with your certificate(s) if any, in the enclosed return envelope.

**10. What if I want to transfer the right to receive the merger consideration to another person?**

Complete Special Transfer Instructions on the Letter of Transmittal if you want the Merger consideration to be issued in another name. Please note that the current owner(s)' signature(s) will have to be Medallion Guaranteed for the transfer to occur.

**11. What is a Medallion Guarantee? Is it the same as a Notary certification?**

In the United States, a Medallion Guarantee is a special signature guarantee for the transfer of securities. It is a guarantee by a financial institution that the signature is genuine and the financial institution accepts liability for any forgery. Signature guarantees protect shareowners by preventing unauthorized transfers and possible investor losses. **A Notary Public certification is not acceptable for this purpose.**

This guarantee is normally obtained from selected banks or other financial institutions. Different institutions have different policies as to what type of identification they require to provide the guarantee and whether they charge a fee for such service. Most institutions would not guarantee a signature of someone who has not already been their customer.

After you have completed Section 6, take the form to a bank, savings and loan, credit union, or brokerage that participates in the Medallion Signature Guarantee Program. They will require proof of your identity and then they will affix the medallion guarantee stamp next to your signature on the document.

**12. How do I contact Computershare if I have questions or need to send material to them?**

You can contact them as follows:

**By Telephone** - 9 a.m. to 6 p.m. New York Time, Monday through Friday, except bank holidays:

From within the U.S., Canada or Puerto Rico: 1-800-418-4CCE (4223) (Toll Free)

From outside the U.S.: (201) 680-6579

**By Mail:**

Computershare  
Attn: Corporate Action Dept.  
P.O. Box 43014  
Providence, RI 02940-3014

**By Overnight Delivery:**

Computershare  
250 Royall Street  
Canton, MA. 020214  
Jersey City, NJ 07310

Delivery of the Letter of Transmittal and stock certificates to any address other than as set forth above or on the Letter of Transmittal will not constitute a valid delivery. **Do not send your stock certificates to CCEP.**