

COCA COLA CO
Form DEF 14A
March 08, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
	Preliminary Proxy Statement
	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
	Definitive Proxy Statement
	Definitive Additional Materials
	Soliciting Material Pursuant to §.240.14a-12

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):	
	No fee required.
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
	(1) Title of each class of securities to which transaction applies:
	(2) Aggregate number of securities to which transaction applies:
	(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
	(4) Proposed maximum aggregate value of transaction:
	(5) Total fee paid:
	Fee paid previously with preliminary materials.
	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Edgar Filing: COCA COLA CO - Form DEF 14A

(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

[Back to Contents](#)

[Back to Contents](#)

Dear Shareowner:

I hope you will join The Coca-Cola Company's Board of Directors, senior leadership and other associates and alumni at our 2012 Annual Meeting of Shareowners in our hometown of Atlanta. The attached Notice of Annual Meeting of Shareowners and Proxy Statement will serve as your guide to the business to be conducted at the meeting.

This year's proxy statement demonstrates our ongoing commitment to simplify and more effectively explain the matters to be addressed at our Annual Meeting. You will see several enhancements in how we present information to you about our Board of Director nominees, corporate governance practices and executive compensation policies. To begin with, we now have included a Proxy Summary starting on page 5 that provides highlights of the detailed information included elsewhere in the proxy statement. The Board and I feel that it is important to provide you the information you are looking for about the Company in a way that is easy to understand.

You will see that we have continued this year to enhance the Compensation Discussion and Analysis that begins on page 40 in order to show how our executives' pay is linked to performance and clearly explain our executive compensation philosophy and practices. You will also find detailed information about the qualifications of our Director candidates and why we believe they are the right people to represent you starting on page 14.

And for the second year, we are offering a shareowner forum. This shareowner-only website was popular last year. It enables you to learn more about our Company, vote your proxy, participate in a shareowner survey, submit questions for the Annual Meeting in advance and view the meeting live online. We encourage you to visit and utilize our shareowner forum. You can find more details on page 86.

Your vote is very important to us and to our business. Prior to the meeting, I encourage you to sign and return your proxy card, use telephone or Internet voting, or visit the shareowner forum so that your shares will be represented and voted at the meeting. Instructions on how to vote are found beginning on page 10.

I hope to see you at the meeting. Thank you for being a shareowner and for the trust you have in our Company.

March 8, 2012

Muhtar Kent

Chairman of the Board and Chief Executive Officer

[Back to Contents](#)

Table of Contents

<u>NOTICE OF ANNUAL MEETING OF SHAREOWNERS</u>	<u>4</u>
<u>PROXY SUMMARY</u>	<u>5</u>
<u>PROXY STATEMENT</u>	<u>9</u>
<u>QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING</u>	<u>10</u>
<u>ELECTION OF DIRECTORS (ITEM 1)</u>	<u>14</u>
<u>DIRECTOR COMPENSATION</u>	<u>25</u>
<u>CORPORATE GOVERNANCE</u>	<u>28</u>
<u>Board Leadership Structure</u>	<u>28</u>
<u>Board Meetings and Committees</u>	<u>29</u>
<u>Board Oversight of Risk</u>	<u>30</u>
<u>Codes of Business Conduct</u>	<u>32</u>
<u>Anti-Hedging and Short Sale Policies</u>	<u>32</u>
<u>Independence and Related Person Transactions</u>	<u>32</u>
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>37</u>
<u>OWNERSHIP OF EQUITY SECURITIES OF THE COMPANY</u>	<u>38</u>
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>40</u>
<u>Introduction</u>	<u>40</u>
<u>What We Pay and Why: Elements of Compensation</u>	<u>43</u>
<u>How We Make Compensation Decisions</u>	<u>49</u>
<u>Additional Information</u>	<u>52</u>

[Back to Contents](#)

<u>REPORT OF THE COMPENSATION COMMITTEE</u>	<u>54</u>
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	<u>54</u>
<u>EXECUTIVE COMPENSATION</u>	<u>55</u>
<u>2011 Summary Compensation Table</u>	<u>55</u>
<u>2011 Grants of Plan Based Awards</u>	<u>61</u>
<u>2011 Outstanding Equity Awards at Fiscal Year-End</u>	<u>62</u>
<u>2011 Option Exercises and Stock Vested</u>	<u>64</u>
<u>2011 Pension Benefits</u>	<u>65</u>
<u>2011 Nonqualified Deferred Compensation</u>	<u>66</u>
<u>Payments on Termination or Change in Control</u>	<u>67</u>
<u>Summary of Plans</u>	<u>74</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>80</u>
<u>REPORT OF THE AUDIT COMMITTEE</u>	<u>81</u>
<u>RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS (ITEM 2)</u>	<u>83</u>
<u>ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (ITEM 3)</u>	<u>85</u>
<u>QUESTIONS AND ANSWERS ABOUT COMMUNICATIONS, SHAREOWNER PROPOSALS AND COMPANY DOCUMENTS</u>	<u>86</u>
<u>OTHER INFORMATION</u>	<u>88</u>
<u>ANNEX A</u>	<u>89</u>

[Back to Contents](#)

NOTICE OF ANNUAL MEETING OF SHAREOWNERS

Wednesday, April 25, 2012

9:30 a.m., local time

Cobb Galleria Centre, Two Galleria Parkway, Atlanta, Georgia 30339

The Annual Meeting of Shareowners of The Coca-Cola Company (the “Company”) will be held at the Cobb Galleria Centre, Two Galleria Parkway, Atlanta, Georgia 30339, on Wednesday, April 25, 2012, at 9:30 a.m., local time. The purposes of the meeting are:

1.

to elect the 17 Directors identified in the accompanying proxy statement to serve until the 2013 Annual Meeting of Shareowners;

2.

to ratify the appointment of Ernst & Young LLP as Independent Auditors of the Company to serve for the 2012 fiscal year;

3.

to hold an advisory vote to approve executive compensation; and

4.

to transact such other business as may properly come before the meeting and at any adjournments or postponements of the meeting.

The Board of Directors set February 27, 2012 as the record date for the meeting. This means that owners of record of shares of common stock of the Company as of the close of business on that date are entitled to:

•

receive this notice of the meeting; and

•

vote at the meeting and any adjournments or postponements of the meeting.

We will make available a list of shareowners of record as of the close of business on February 27, 2012 for inspection by shareowners for any purpose germane to the meeting during normal business hours from April 11 through April 24, 2012 at the Company’s principal place of business, One Coca-Cola Plaza, Atlanta, Georgia 30313. This list also will be available to shareowners for any such purpose at the meeting.

March 8, 2012

Atlanta, Georgia

By Order of the Board of Directors

Gloria K. Bowden

Associate General Counsel and Secretary

We urge each shareowner to promptly sign and return the enclosed proxy card or to use telephone or Internet voting. See our questions and answers about the meeting and voting section for information about voting by telephone or Internet, how to revoke a proxy and how to vote shares in person.

THE COCA-COLA COMPANY 2012 Proxy Statement 4

[Back to Contents](#)

PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider and you should read the entire proxy statement before voting. For more complete information regarding the Company's 2011 performance, please review the Company's Annual Report on Form 10-K.

2012 Annual Meeting of Shareowners

•

Date and Time: April 25, 2012, 9:30 a.m., local time

Shareowner Forum: www.theinvestornetwork.com/forum/KO

To access the forum, shareowners must have their control number, which can be found on the notice or proxy card.

•

Place: Cobb Galleria Centre

Two Galleria Parkway
Atlanta, Georgia 30339

Meeting Webcast: www.thecoca-colacompany.com/investors/shareowner_meeting (Company website)
www.theinvestornetwork.com/forum/KO (shareowner forum)

•

Record Date: February 27, 2012

Voting Matters and Board Recommendations

	Our Board's Recommendation
Election of Directors (page 14)	FOR each Director Nominee
Ratification of Auditors (page 83)	FOR
Advisory Vote to Approve Executive Compensation (page 85)	FOR

2011 Business Highlights

In 2011, the Company delivered strong operating results. Business highlights included:

•

Strong global volume growth of 5% led by brand Coca-Cola, up 3%.

•

Reported net revenues grew 33% and comparable currency neutral net revenues grew 29%, reflecting the acquisition of Coca-Cola Enterprises Inc.'s ("CCE") former North American operations in the fourth quarter of 2010.

•

Reported operating income grew 20% and comparable currency neutral operating income grew 12%.

•

Reported earnings per share ("EPS") of \$3.69. Comparable EPS of \$3.84, compared to comparable EPS of \$3.49 in 2010.

•

\$8.6 billion returned to shareowners, through \$4.3 billion in dividends and \$4.3 billion in share repurchases.

Comparable currency neutral net revenues, comparable currency neutral operating income and comparable earnings per share differ from what is reported under U.S. generally accepted accounting principles ("GAAP"). See Annex A for a reconciliation of non-GAAP financial measures to our results as reported under GAAP.

[Back to Contents](#)

Director Nominees (page 15)

The following table provides summary information about each Director nominee. Each Director stands for election annually.

Name	Age	Since	Director Primary Occupation	Committee Memberships	Other
					Public Company Boards
Herbert A. Allen	72	1982	President, Chief Executive Officer and Director, Allen & Company Incorporated	E, F, MD	0
Ronald W. Allen*	70	1991	President, Chief Executive Officer and Director, Aaron's Inc. Former Chairman of the Board, President and Chief Executive Officer, Delta Air Lines, Inc.	A, C	4
Howard G. Buffett*	57	2010	President, Buffett Farms President, Howard G. Buffett Foundation	PIDR	2
Richard M. Daley*	69	2011	Managing Principal, Tur Partners LLC Of Counsel, Katten Muchin Rosenman LLP	DCG	0
Barry Diller*	70	2002	Chairman of the Board and Senior Executive, IAC/InterActiveCorp, Expedia, Inc. and TripAdvisor, Inc.	DCG, F, MD	4
Evan G. Greenberg*	57	2011	Chairman, President and Chief Executive Officer, ACE Limited	A	1
Alexis M. Herman*	64	2007	Chair and Chief Executive Officer, New Ventures LLC	C, PIDR	3
Muhtar Kent	59	2008		E (Chair)	0

Edgar Filing: COCA COLA CO - Form DEF 14A

			Chairman of the Board and Chief Executive Officer,		
			The Coca-Cola Company		
Donald R. Keough	85	2004	Non-Executive Chairman of the Board, Allen & Company Incorporated and Allen & Company, LLC	MD (Chair), PIDR	2
Robert A. Kotick*	49	2012	President, Chief Executive Officer and Director,	MD	1
			Activision Blizzard, Inc.		
Maria Elena Lagomasino*	62	2008	Chief Executive Officer, GenSpring Family Offices, LLC	C (Chair), DCG	1
Donald F. McHenry*	75	1981	Distinguished Professor in the Practice of Diplomacy and International Affairs, School of Foreign Service, Georgetown University	A, DCG, PIDR (Chair)	0
Sam Nunn*	73	1997	Co-Chairman and Chief Executive Officer, Nuclear Threat Initiative	F, PIDR	1
James D. Robinson III*	76	1975	Co-Founder and General Partner, RRE Ventures	C, DCG (Chair), MD	0
			President, JD Robinson, Inc.		
Peter V. Ueberroth*	74	1986	Investor and Chairman, Contrarian Group, Inc.	A (Chair), F	1
			Non-Executive Co-Chairman, Pebble Beach Company		
Jacob Wallenberg* ¹	56	2008	Chairman of the Board, Investor AB	DCG, PIDR	6
James B. Williams*	78	1979	Former Chairman of the Board and Chief Executive Officer, SunTrust Banks, Inc.	A, E, F (Chair), MD	3

*

Independent Director

1

None of the six companies at which Mr. Wallenberg serves as a Director are U.S. based companies and only two such companies are required to file periodic reports under the

Securities Exchange Act of 1934, as amended.

A

Audit Committee

C

Compensation Committee

DCG

Committee on Directors and Corporate Governance

E

Executive Committee

F

Finance Committee

MD

Management Development Committee

PIDR

Public Issues and Diversity Review Committee

[Back to Contents](#)

Executive Compensation Highlights (page 40)

Our compensation programs are designed to reward employees for producing sustainable growth consistent with the Company's 2020 Vision, to attract and retain world-class talent and to align compensation with the long-term interests of our shareowners. The 2020 Vision is an action plan that sets forth a common set of strategies guiding the Coca-Cola system to succeed in the changing environment over this decade.

Our executive compensation programs closely tie pay to performance. The following illustrates the directional relationship between Company performance, based on two of our key metrics, and the compensation of our Chairman and Chief Executive Officer from 2009 to 2011. These key metrics, unit case volume and comparable earnings per share, were chosen because they correlate to long-term shareowner value.

1 Comparable EPS differs from what is reported under GAAP. See Annex A for a reconciliation of non-GAAP financial measures to our results as reported under GAAP.

2 Mr. Kent's total compensation as reported in the 2011 Summary Compensation Table on page 55, excluding change in pension value and nonqualified deferred compensation earnings. Mr. Kent's first full year as Chairman of the Board, in addition to being Chief Executive Officer, was 2010.

The following chart shows how a \$100 investment in the Company's common stock on December 31, 2006 would have grown to \$168 on December 31, 2011, with dividends invested quarterly, for those who wish to consider total shareowner return when evaluating executive compensation. The chart also compares the total shareowner return on the Company's common stock to the same investment in the S&P 500 Index and the Company's compensation comparator group (see page 50) over the same period, with dividends reinvested quarterly. As illustrated below, the Company's common stock outperformed both the S&P 500 Index and the Company's comparator group during this period.

** Source: Standard & Poor's Research Insight. For foreign companies included in the comparator group, market value has been converted to U.S. dollars and excludes the impact of currency.*

[Back to Contents](#)

Set forth below is the 2011 compensation for each Named Executive Officer as determined under Securities and Exchange Commission ("SEC") rules. See the notes accompanying the 2011 Summary Compensation Table on page 55 for more information.

Name and Principal Position	Salary	Stock Awards	Option Award	Incentive Plan Compensation	Change in	All Other Compensation	Total
					Pension Value and Nonqualified Non-Equity Deferred Compensation		
Muhtar Kent	\$ 1,350,000	\$ 5,600,141	\$ 7,454,880	\$ 6,000,000	\$ 7,953,762	\$ 756,790	\$ 29,115,573
Chairman of the Board and Chief Executive Officer							
Gary P. Fayard	785,280	1,836,575	2,443,110	1,760,000	1,599,292	100,315	8,524,572
Executive Vice President and Chief Financial Officer							
Ahmet C. Bozer	602,550	1,706,602	2,414,280	1,131,000	1,185,505	750,968	7,790,905
President, Eurasia and Africa Group							
Steven A. Cahillane	764,063	1,706,602	2,267,340	1,570,000	350,697	231,145	6,889,847

President
and Chief
Executive
Officer of
CCR

José Octavio Reyes	655,060	1,836,575	2,443,110	1,621,000	1,103,392	457,230	8,116,367
-----------------------------------	---------	-----------	-----------	-----------	-----------	---------	-----------

President,
Latin
America
Group

Important Dates for 2013 Annual Meeting of Shareowners (page 86)

•

Shareowner proposals submitted for inclusion in our 2013 proxy statement pursuant to SEC Rule 14a-8 must be received by us by November 8, 2012.

•

Notice of shareowner proposals to be raised from the floor of the 2013 Annual Meeting of Shareowners outside of SEC Rule 14a-8 must be received by us by December 26, 2012.

[Back to Contents](#)

**ONE COCA-COLA PLAZA
ATLANTA, GEORGIA 30313**

March 8, 2012

PROXY STATEMENT

The Board of Directors of The Coca-Cola Company (the “Board”) is furnishing you this proxy statement to solicit proxies on its behalf to be voted at the 2012 Annual Meeting of Shareowners of The Coca-Cola Company (the “Company”). The meeting will be held at the Cobb Galleria Centre, Two Galleria Parkway, Atlanta, Georgia 30339 on April 25, 2012, at 9:30 a.m., local time. The proxies also may be voted at any adjournments or postponements of the meeting.

The mailing address of our principal executive offices is The Coca-Cola Company, P.O. Box 1734, Atlanta, Georgia 30301. We are first furnishing the proxy materials to shareowners on March 8, 2012.

All properly executed written proxies, and all properly completed proxies submitted by telephone or Internet, that are delivered pursuant to this solicitation will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is revoked prior to completion of voting at the meeting.

Only owners of record of shares of common stock of the Company (“Common Stock”) as of the close of business on February 27, 2012, the record date, are entitled to notice of, and to vote at, the meeting or at any adjournments or postponements of the meeting. Each owner of record on the record date is entitled to one vote for each share of Common Stock held. On February 27, 2012, there were 2,264,574,141 shares of Common Stock issued and outstanding.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREOWNERS TO BE HELD ON APRIL 25, 2012.

The Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2011 are available at www.edocumentview.com/coca-cola.

THE COCA-COLA COMPANY 2012 Proxy Statement 9

[Back to Contents](#)

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What is a proxy statement and what is a proxy?

A proxy statement is a document that SEC regulations require us to give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. We have designated three of our officers as proxies for the 2012 Annual Meeting of Shareowners. These three officers are Alexander B. Cummings, Jr., Gary P. Fayard and Bernhard Goepelt.

2. What is the difference between holding shares as a shareowner of record and as a beneficial shareowner?

If your shares are registered directly in your name with the Company's registrar and transfer agent, Computershare Trust Company, N.A., you are considered a shareowner of record with respect to those shares. If your shares are held in a brokerage account or bank, you are considered the "beneficial owner" of those shares.

3. What different methods can I use to vote?

By Written Proxy. All shareowners of record can vote by written proxy card. If you are a beneficial owner, you may request a written proxy card or a vote instruction form from your bank or broker.

By Telephone or Internet. All shareowners of record also can vote by touchtone telephone from the U.S., Puerto Rico and Canada, using the toll-free telephone number on the proxy card, or through the Internet, using the procedures and instructions described on the proxy card. Beneficial owners may vote by telephone or Internet if their bank or broker makes those methods available, in which case the bank or broker will include the instructions with the proxy materials. Shareowners may also vote through the Internet via our shareowner forum located at www.theinvestornetwork.com/forum/KO. The telephone and Internet voting procedures are designed to authenticate shareowners' identities, to allow shareowners to vote their shares and to confirm that their instructions have been recorded properly.

In Person. All shareowners of record may vote in person at the meeting. Beneficial owners may vote in person at the meeting if they have a legal proxy, as described in the response to question 6.

4. What shares are included on the proxy card?

If you are a shareowner of record, you will receive only one proxy card for all the shares of Common Stock you hold in certificate form, in book-entry form and in any Company benefit plan.

If you hold shares of Common Stock in any Company benefit plan and do not vote your shares or specify your voting instructions on your proxy card, the administrators of the benefit plans will not vote your benefit plan shares. ***To allow sufficient time for voting by the administrators, your voting instructions must be received by April 20, 2012.***

5. How do I attend the meeting in person? What do I need to bring?

You need to bring documentation showing that you owned Common Stock on the record date, February 27, 2012. ***You also will need to bring a photo ID to gain admission.*** Please note that cameras, sound or video recording equipment, cellular telephones, smartphones or other similar equipment, electronic devices, large bags, briefcases or packages will not be allowed in the meeting room.

[Back to Contents](#)

If you are a shareowner of record and received your proxy materials by mail, your admission ticket is attached to your proxy card. If you received your proxy materials by e-mail and voted your shares electronically via the Internet, you can print an admission ticket after you have voted by clicking on the link provided.

If you are a beneficial owner, bring the notice or voting instruction form you received from your bank, brokerage firm or other nominee for admission to the meeting. You also may bring your brokerage statement reflecting your ownership of Common Stock as of February 27, 2012 with you to the meeting. ***Please note that you will not be able to vote your shares at the meeting without a legal proxy, as described in the response to question 6.***

6. How can I vote at the meeting if I am a beneficial owner?

You will need to ask your broker, bank or other intermediary to furnish you with a legal proxy. You will need to bring the legal proxy with you to the meeting and hand it in with a signed ballot that will be provided to you at the meeting. You will not be able to vote your shares at the meeting without a legal proxy. If you do not receive the legal proxy in time, you can follow the procedures described in the response to question 5 to gain admission to the meeting. However, you will not be able to vote your shares at the meeting. Accordingly, we encourage you to vote your shares in advance, even if you intend to attend the meeting.

Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the meeting and vote in person or legally appoint another proxy to vote on your behalf.

7. If I cannot attend in person, how can I view the live webcast of the meeting?

To view the live webcast of the meeting, you can visit www.thecoca-colacompany.com/investors/shareowner_meeting. An archived copy of the webcast will be available until approximately June 30, 2012.

Shareowners may also access the webcast through our shareowner forum located at www.theinvestornetwork.com/forum/KO. In order to log in to the shareowner forum, you must have your control number, which can be found on your notice or proxy card.

8. What are my voting choices for each of the proposals to be voted on at the 2012 Annual Meeting of Shareowners?

Proposal

Item 1: Election of 17 Director Nominees

Voting Choices and Board Recommendation

- vote in favor of all nominees;
- vote in favor of specific nominees;
- vote against all nominees;

-

vote against specific nominees;

-

abstain from voting with respect to all nominees; or

-

abstain from voting with respect to specific nominees.

The Board recommends a vote FOR each of the nominees.

Item 2: Ratification of the Appointment of Ernst & Young LLP as Independent Auditors

-

vote in favor of the ratification;

-

vote against the ratification; or

-

abstain from voting on the ratification.

The Board recommends a vote FOR the ratification.

Item 3: Advisory Proposal to Approve Executive Compensation

-

vote in favor of the advisory proposal;

-

vote against the advisory proposal; or

-

abstain from voting on the advisory proposal.

The Board recommends a vote FOR the advisory vote to approve executive compensation.

Directors will be elected by a majority of the votes cast by the holders of the shares of Common Stock voting in person or by proxy at the meeting. In order to be approved, each other proposal will require approval by a majority of the votes cast by the holders of the shares of Common Stock voting in person or by proxy at the meeting.

As an advisory vote, the proposal to approve executive compensation is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation program, values the opinions expressed by shareowners and will consider the outcome of the vote when making future compensation decisions.

[Back to Contents](#)

9. What if I am a shareowner of record and do not specify a choice for a matter when returning a proxy?

Shareowners should specify their choice for each matter on the proxy card. If no specific instructions are given, proxies which are signed and returned will be voted:

•

FOR the election of all Director nominees as set forth in this proxy statement;

•

FOR the proposal to ratify the appointment of Ernst & Young LLP as Independent Auditors; and

•

FOR the advisory proposal to approve executive compensation.

10. What if I am a beneficial owner and do not give voting instructions to my broker?

As a beneficial owner, in order to ensure your shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominee by the deadline provided in the materials you receive from your bank, broker or other nominee. If you do not provide voting instructions to your bank, broker or other nominee, whether your shares can be voted by such person depends on the type of item being considered for vote.

Non-Discretionary Items. The election of Directors and advisory proposal to approve executive compensation are non-discretionary items and may not be voted on by brokers, banks or other nominees who have not received specific voting instructions from beneficial owners.

Discretionary Items. The ratification of the appointment of Ernst & Young LLP as Independent Auditors is a discretionary item. Generally, brokers, banks and other nominees that do not receive voting instructions from beneficial owners may vote on this proposal in their discretion.

11. How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are included in determining whether a quorum is present, but will not be included in vote totals and will not affect the outcome of the vote on any matter.

12. What can I do if I change my mind after I vote my shares?

Shareowners can revoke a proxy prior to the completion of voting at the meeting by:

•

giving written notice to the Office of the Secretary of the Company;

- delivering a later-dated proxy; or

- voting in person at the meeting (unless you are a beneficial owner without a legal proxy, as described in the response to question 6).

13. Are votes confidential? Who counts the votes?

We will continue our long-standing practice of holding the votes of all shareowners in confidence from Directors, officers and employees except:

- as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company;

- in the case of a contested proxy solicitation;

- if a shareowner makes a written comment on the proxy card or otherwise communicates his or her vote to management; or

- to allow the independent inspectors of election to certify the results of the vote.

We also will continue, as we have for many years, to retain an independent tabulator to receive and tabulate the proxies and independent inspectors of election to certify the results.

[Back to Contents](#)

14. When will the Company announce the voting results?

We will announce the preliminary voting results at the Annual Meeting of Shareowners. The Company will report the final results on our website and in a Current Report on Form 8-K filed with the SEC.

15. Does the Company have a policy about Directors' attendance at the Annual Meeting of Shareowners?

The Company does not have a policy about Directors' attendance at the Annual Meeting of Shareowners. All of the persons who were serving as Directors at the time attended the 2011 Annual Meeting of Shareowners.

16. Can I access the Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K on the Internet?

The Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2011 (the "Form 10-K") are available at www.edocumentview.com/coca-cola. In addition, shareowners are able to access these documents on the Company's website as well as our shareowner forum at www.theinvestornetwork.com/forum/KO. Instead of receiving future copies of our Notice of Annual Meeting, Proxy Statement and Form 10-K by mail, shareowners of record and most beneficial owners can elect to receive an e-mail that will provide electronic links to these documents. Opting to receive your proxy materials online will save us the cost of producing and mailing documents to your home or business, and also will give you an electronic link to the proxy voting site.

Shareowners of Record. If you vote on the Internet at www.envisionreports.com/coca-cola, simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to www.eTree.com/coca-cola and following the enrollment instructions. As a thank you to each shareowner enrolling in electronic delivery, the Company will have a tree planted on the shareowner's behalf at no cost to the shareowner.

Beneficial Owners. If you hold your shares in a bank or brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information provided in the proxy materials provided to you by your bank or broker regarding the availability of this service.

17. How are proxies solicited and what is the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We have engaged Georgeson Inc. to assist with the solicitation of proxies for an estimated fee of \$25,000 plus expenses. We will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of Common Stock.

Our Directors, officers and employees also may solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

[Back to Contents](#)

ELECTION OF DIRECTORS (ITEM 1)

The Board is elected by the shareowners to oversee their interest in the long-term health and the overall success of the Company's business and its financial strength. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the shareowners. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

Election Process

The Company's Bylaws provide for the annual election of Directors. The Company's Bylaws also provide that the number of Directors shall be determined by the Board, which has set the number at 17. The Company's Bylaws further provide that, in an election of Directors where the number of nominees does not exceed the number of Directors to be elected, each Director must receive the majority of the votes cast with respect to that Director. If a Director is not elected, he or she has agreed that an irrevocable letter of resignation will be submitted to the Board. The Committee on Directors and Corporate Governance will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the resignation taking into account the recommendation of the Committee on Directors and Corporate Governance and publicly disclose its decision and its rationale within 100 days of the certification of the election results. The Director who tenders his or her resignation will not participate in the decisions of the Committee on Directors and Corporate Governance or the Board that concern the resignation.

Director Nominations

The Committee on Directors and Corporate Governance is responsible for identifying and evaluating nominees for Director and for recommending to the Board a slate of nominees for election at each Annual Meeting of Shareowners. Nominees may be suggested by Directors, members of management, shareowners or, in some cases, by a third-party firm.

Shareowners who wish the Committee on Directors and Corporate Governance to consider their recommendations for nominees for the position of Director should submit their recommendations in writing to the Committee on Directors and Corporate Governance in care of the Office of the Secretary, The Coca-Cola Company, P.O. Box 1734, Atlanta, Georgia 30301. Recommendations by shareowners that are made in accordance with these procedures will receive the same consideration by the Committee on Directors and Corporate Governance as other suggested nominees.

Director Qualifications

Directors are responsible for overseeing the Company's business consistent with their fiduciary duty to shareowners. This significant responsibility requires highly-skilled individuals with various qualities, attributes and professional experience. The Board believes that there are general requirements for service on the Board that are applicable to all Directors and that there are other skills and experience that should be represented on the Board as a whole, but not necessarily by each Director. The Board and the Committee on Directors and Corporate Governance consider the qualifications of Directors and Director candidates individually and in the broader context of the Board's overall composition and the Company's current and future needs.

Qualifications for All Directors

In its assessment of each potential candidate, including those recommended by shareowners, the Committee on Directors and Corporate Governance considers the potential nominee's judgment, integrity, experience, independence, understanding of the Company's business or other related industries and such other factors the Committee on Directors and Corporate Governance determines are pertinent in light of the current needs of the Board. The Committee on Directors and Corporate Governance also takes into account the ability of a potential nominee to devote the time and effort necessary to fulfill his or her responsibilities to the Company.

The Board and the Committee on Directors and Corporate Governance require that each Director be a recognized person of high integrity with a proven record of success in his or her field. Each Director must demonstrate innovative thinking, familiarity with and respect for corporate governance requirements and practices, an appreciation of multiple cultures and a commitment to sustainability and to dealing responsibly with social issues. In addition, the Board conducts interviews of potential Director candidates to assess intangible qualities, including the individual's ability to ask difficult questions and, simultaneously, to work collegially.

[Back to Contents](#)

The Board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for Board membership. Diversity is important because a variety of points of view contribute to a more effective decision-making process.

All Director Nominees Exhibit:

•

High integrity

•

A proven record of success

•

Innovative thinking

•

Knowledge of corporate governance requirements and practices

•

An appreciation of multiple cultures

•

A commitment to sustainability and social issues

Specific Qualifications, Attributes, Skills and Experience to be Represented on the Board

The Board has identified particular qualifications, attributes, skills and experience that are important to be represented on the Board as a whole, in light of the Company's current needs and the business priorities as set forth in the Company's 2020 Vision. The 2020 Vision is an action plan that sets forth a common set of strategies guiding the Coca-Cola system to succeed in the changing environment over this decade. Additional information regarding the 2020 Vision may be found on the Company's website, [www. thecoca-colacompany.com](http://www.thecoca-colacompany.com).

The following table summarizes certain key characteristics of the Company's business and the associated qualifications, attributes, skills and experience that the Board believes should be represented on the Board.

Business Characteristics

Qualifications, Attributes, Skills and Experience

<p>The Company's business is multifaceted and involves complex financial transactions in many countries and in many currencies.</p>	<ul style="list-style-type: none"> • High level of financial literacy
<p>The Company's business is truly global and multicultural, with its products sold in over 200 countries around the world.</p>	<ul style="list-style-type: none"> • Relevant Chief Executive Officer/President experience • Diversity of race, ethnicity, gender, age, cultural background or professional experience
<p>The Company's business is a complicated global enterprise and most of the Company's products are manufactured and sold by bottling partners around the world.</p>	<ul style="list-style-type: none"> • Broad international exposure • Extensive knowledge of the Company's business, industry or manufacturing
<p>Marketing is the core focus of the Company's business and the Company seeks to develop and deploy the world's most innovative and effective marketing and technology.</p>	<ul style="list-style-type: none"> • Marketing/marketing-related technology experience
<p>The Company's business requires compliance with a variety of regulatory requirements across a number of countries and relationships with various governmental entities and non-governmental organizations.</p>	<ul style="list-style-type: none"> • Governmental or geopolitical expertise
<p>The Board's responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage risk.</p>	<ul style="list-style-type: none"> • Risk oversight/management expertise

2012 Nominees for Director

Upon the recommendation of the Committee on Directors and Corporate Governance, the Board has nominated each of Herbert A. Allen, Ronald W. Allen, Howard G. Buffett, Richard M. Daley, Barry Diller, Evan G. Greenberg, Alexis M. Herman, Muhtar Kent, Donald R. Keough, Robert A. Kotick, Maria Elena Lagomasino, Donald F. McHenry, Sam Nunn, James D. Robinson III, Peter V. Ueberroth, Jacob Wallenberg and James B. Williams for election as Director. All of the nominees are independent under New York Stock Exchange ("NYSE") corporate governance rules, except Herbert A. Allen, Muhtar Kent and Donald R. Keough.

Each of the Director nominees currently serves on the Board and was elected by the shareowners at the 2011 Annual Meeting of Shareowners, other than Messrs. Daley and Kotick, who were appointed to the Board after the meeting. Messrs. Daley and Kotick were each identified as a potential Director by the Committee on Directors and Corporate Governance, which determined that each was qualified under the committee's criteria. If elected, each nominee will

hold office until the 2013 Annual Meeting of Shareowners and until his or her successor is elected and qualified.

We have no reason to believe that any of the nominees will be unable or unwilling to serve if elected. However, if any nominee should become unable for any reason or unwilling for good cause to serve, proxies may be voted for another person nominated as a substitute by the Board, or the Board may reduce the number of Directors.

The Board believes that the combination of the various qualifications, skills and experiences of the 2012 Director nominees would contribute to an effective and well-functioning Board. The Board and the Committee on Directors and Corporate Governance believe that, individually and as a whole, the Directors possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to the Company's management.

Included in each Director nominee's biography below is an assessment of the specific qualifications, attributes, skills and experience of such nominee based on the qualifications described above. We have also included a chart immediately after the biographies that summarizes the assessment for the entire Board.

The Board of Directors recommends a vote FOR the election of each of the Director nominees.

[Back to Contents](#)

Herbert A. Allen

Director since 1982

Age 72

Mr. Allen is President, Chief Executive Officer and a Director of Allen & Company Incorporated, a privately held investment firm, and has held these positions for more than the past five years. He also served as a Director of Convera Corporation during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

- *High Level of Financial Literacy* – Extensive experience in venture capital, underwriting, mergers and acquisitions, private placements and money management services at Allen & Company Incorporated. Supervises Allen & Company Incorporated's principal financial and accounting officers on all matters related to the firm's financial position and results of operations and the presentation of its financial statements.

- *Relevant Chief Executive Officer/President Experience* – President and Chief Executive Officer of Allen & Company Incorporated, a preeminent investment banking firm focused on the media, entertainment and technology industries.

- *Extensive Knowledge of the Company's Business* – Director of the Company since 1982 and through Allen & Company Incorporated, has served as financial advisor to the Company and its bottling partners on numerous transactions, including the acquisition of the North American operations of Coca-Cola Enterprises Inc. in 2010.

- *Marketing/Marketing-Related Technology Experience* – Significant marketing experience through ten-year public company directorship at Convera Corporation, a company that used technology to help clients build an online community and increase their Internet advertising revenues.

Ronald W. Allen

Director since 1991

Age 70

In February 2012, Mr. Allen was appointed President and Chief Executive Officer of Aaron's, Inc., where he has served as a Director since 1997. He served as interim President and Chief Executive Officer of Aaron's, Inc. from November 2011 until February 2012. Mr. Allen retired as the Chairman of the Board, President and Chief Executive Officer of Delta Air Lines, Inc., a major U.S. air transportation company, in July 1997. From July 1997 through July 2005, Mr. Allen was a consultant to and Advisory Director of Delta. He is a Director of Aircastle Limited and Forward Air Corporation and is Chairman of the Board of Guided Therapeutics, Inc. He also served as a Director of Interstate Hotels & Resorts, Inc. during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

High Level of Financial Literacy – Serves on the Audit Committee of Aircastle Limited, a global company that acquires, leases and sells high-utility commercial jet aircraft to airlines throughout the world. Served on the Audit Committee of Aaron's, Inc., a leader in lease ownership and specialty retailing of office furniture, consumer electronics, home appliances and accessories, until his appointment as interim President and Chief Executive Officer in November 2011. Served on the Investment Committee of Interstate Hotels & Resorts, Inc., a large independent hotel management company.

•

Relevant Chief Executive Officer/President Experience – President and Chief Executive Officer of Aaron's, Inc. Served as Chief Executive Officer and President of Delta Air Lines, Inc. from 1987 to 1997. During his tenure at Delta, he managed the company through very difficult times, brought it back to sustained profitability, established a program to lower the airline's cost structure and grew the business through expansion into foreign markets.

•

Broad International Exposure – Former Chairman and Chief Executive Officer of Delta Air Lines, Inc., which operates an extensive global network, spanning nearly 60 countries on six continents. Serves as a Director at Aircastle Limited and served as a Director at Interstate Hotels & Resorts, Inc., each of which has international operations.

•

Extensive Knowledge of the Company's Business and Manufacturing – 21-year directorship at the Company. Significant manufacturing experience at Aaron's, Inc., whose business includes furniture manufacturing.

[Back to Contents](#)

Howard G. Buffett

Director since 2010

Age 57

Mr. Buffett is President of Buffett Farms and President of the Howard G. Buffett Foundation, a private foundation that supports humanitarian initiatives focused on agriculture, nutrition, water and conservation, and has held these positions for more than the past five years. He is also a Director of Berkshire Hathaway Inc. and Lindsay Corporation and has not held any other public company directorships during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

- *Broad International Exposure* – The Howard G. Buffett Foundation focuses much of its funding on communities in Africa and Central America. In 2007, the Foundation launched the Global Water Initiative to address the declining fresh water supply and lack of access to clean water by the world’s poorest people. Served in various management roles at Archer Daniel Midlands Corporation, one of the largest agricultural processors in the world, including a lead business development role for Latin America.

- *Extensive Knowledge of the Company’s Business* – Served as a Director of Coca-Cola Enterprises Inc. from 1993 to 2004.

- *Governmental or Geopolitical Expertise* – Served on two United States Trade Representative Committees and was appointed a United Nations Goodwill Ambassador Against Hunger in 2007. Gained governmental experience through service in elected office in Douglas County, Nebraska from 1989 to 1992. Extensive experience on key business and regulatory issues including agriculture, nutrition, water and the agricultural supply chain, as President of the Howard G. Buffett Foundation. Served as Chairman of Coca-Cola Enterprises Inc.’s Public Issues Review Committee.

- *Risk Oversight/Management Expertise* – Oversees and manages operational risks involved in commencing and managing international operations as President of the Howard G. Buffett Foundation and as a Director of Berkshire Hathaway Inc., a complex and diversified multinational company, and Lindsay Corporation, a worldwide leader in the manufacturing of agricultural irrigation products.

Richard M. Daley

Director since 2011

Age 69

Mr. Daley was the Mayor of Chicago from 1989 to 2011. Mr. Daley is the managing principal of Tur Partners LLC, an investment and advisory firm focusing on sustainable solutions within the urban environment, and has held this

position since May 2011. He is an Of Counsel at Katten Muchin Rosenman LLP, a full-service law firm with more than 600 attorneys in locations across the United States and an affiliate in London, and has held this position since June 2011. In October 2011, he was appointed a senior advisor to JPMorgan Chase & Co., where he chairs the “Global Cities Initiative,” a joint project of JPMorgan Chase & Co. and the Brookings Institution to help cities identify and leverage their greatest economic development resources. Mr. Daley also has been a distinguished senior fellow at the University of Chicago Harris School of Public Policy since May 2011.

Specific Qualifications, Attributes, Skills and Experience:

•

Relevant Chief Executive Officer/President Experience – As Mayor of Chicago, served as the chief executive of one of the world’s largest cities, managing all aspects of a complex governmental organization, including its multi-billion dollar budget and over 30 departments with over 35,000 employees. Serves as managing principal of Tur Partners LLC.

•

Broad International Exposure – As Mayor, helped Chicago become a prominent player in the global economy. Chicago has been ranked among the world’s top economic centers and in 2010, *Foreign Policy* magazine ranked Chicago number six among global cities. Particular focus on developing relationships in China through efforts such as the Chicago-China Friendship Initiative campaign. Ongoing international exposure with policymakers from around the world as distinguished senior fellow at the University of Chicago Harris School of Public Policy and as a member of the International Advisory Board for the Russian Direct Investment Fund.

•

Governmental or Geopolitical Expertise – Mayor of Chicago for 22 years and the longest serving Mayor in Chicago’s history. Over a 42-year career in public service. As Mayor, earned a reputation for improving Chicago’s quality of life, acting to improve public schools, strengthening its economy and helping Chicago become among the most environmentally friendly cities in the world.

•

Risk Oversight/Management Expertise – Significant expertise in managing and overseeing risks as Mayor of Chicago, including emergency and crisis management, and oversight of governmental, economic, environmental, human resources and social risks.

[Back to Contents](#)

Barry Diller

Director since 2002

Age 70

Mr. Diller is Chairman of the Board and Senior Executive of IAC/InterActiveCorp, an interactive commerce company. Mr. Diller held the positions of Chairman of the Board and Chief Executive Officer of IAC/InterActiveCorp and its predecessors since August 1995 and ceased serving as Chief Executive Officer in December 2010. Mr. Diller is also Chairman of the Board and Senior Executive of Expedia, Inc., an online travel company, and TripAdvisor, Inc., an online travel research company. Mr. Diller served as the non-executive Chairman of the Board of Live Nation Entertainment, Inc. from January 2010 to October 2010 and was a member of the Board until January 2011. Mr. Diller served as the non-executive Chairman of the Board of Ticketmaster Entertainment, Inc. from August 2008 through January 2010, when Ticketmaster Entertainment, Inc. merged with Live Nation, Inc. to form Live Nation Entertainment, Inc. Mr. Diller also is a Director of The Washington Post Company and, other than described above, has not held any other public company directorships during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

- *High Level of Financial Literacy* – Serves on the Finance Committee of The Washington Post Company, a publicly traded, diversified education and media company. Extensive experience in financings, mergers, acquisitions and business combinations, including transactions with Silver King Broadcasting, QVC, Inc., Ticketmaster Entertainment, Inc. and Home Shopping Network, Inc.

- *Relevant Chief Executive Officer/President Experience* – Served as Chief Executive Officer of IAC/InterActiveCorp for approximately 16 years. Beginning with QVC, Inc. in 1992, served as chief executive for a number of predecessor companies engaged in media and interactivity prior to the formation of IAC/InterActiveCorp. Also served as Chairman and Chief Executive Officer of Fox, Inc. and Paramount Pictures Corporation.

- *Broad International Exposure* – Chairman of the Board and Senior Executive of IAC/InterActiveCorp, with over 50 brands in over 30 countries. Chairman of the Board and Senior Executive of Expedia, Inc., the largest online travel company in the world, which provides localized travel services to customers throughout North America, Asia, Australia and Europe. Chairman of the Board and Senior Executive of TripAdvisor, Inc., which operates travel websites in 30 countries worldwide.

- *Marketing/Marketing-Related Technology Experience* – Extensive marketing experience at IAC/InterActiveCorp, which has several business units/websites that operate in the marketing and technology industries, including IAC Advertising Solutions, Ask.com, Citysearch.com, Excite.com, Match.com, Outletbuy.com, ServiceMagic.com, Shoebuy.com and UrbanSpoon.com, at Expedia, Inc., which operates several travel websites, including Expedia.com, Hotels.com and Hotwire.com, and at TripAdvisor, Inc., the world's largest travel site.

Evan G. Greenberg

Director since 2011

Age 57

Mr. Greenberg is the Chairman, President and Chief Executive Officer of ACE Limited, the parent company of the ACE Group of Companies, a global insurance and reinsurance organization. He served as President and Chief Operating Officer of ACE Limited from June 2003 to May 2004, when he was elected to the position of President and Chief Executive Officer. Mr. Greenberg has served on the Board of ACE Limited since 2002 and was elected as Chairman of the Board in May 2007. Prior to joining the ACE Group in 2001, Mr. Greenberg held a number of senior management positions at American International Group, Inc., most recently serving as President and Chief Operating Officer from 1997 until 2000. Other than as described above, Mr. Greenberg has not held any other public company directorships during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

High Level of Financial Literacy – Over 36 years experience in the insurance industry, including managing global businesses and overseeing complex financial transactions involving numerous countries and currencies.

•

Relevant Chief Executive Officer/President Experience – President and Chief Executive Officer of ACE Limited since 2004. President and Chief Operating Officer of ACE Limited from 2003 to 2004. President and Chief Operating Officer of American International Group, Inc. from 1997 to 2000.

•

Broad International Exposure – Chairman, President and Chief Executive Officer of the ACE Group of Companies, which serves clients in over 170 countries. Extensive experience and business relationships in Asia, including serving as Chief Executive Officer of AIG Far East, based in Japan, and currently serving on the Board of the National Committee on United States-China Relations and the U.S.-China Business Council. Vice Chairman of the U.S.-ASEAN Business Council.

•

Risk Oversight/Management Expertise – Extensive risk oversight/management experience through various underwriting and management positions in the global property, casualty and life insurance sectors.

[Back to Contents](#)

Alexis M. Herman

Director since 2007

Age 64

Ms. Herman is the Chair and Chief Executive Officer of New Ventures LLC, a corporate consulting company, and has held these positions since 2001. She serves as Chair of the Business Advisory Board of Sodexo, Inc., an integrated food and facilities management services company, and as Chair of Toyota Motor Corporation's North American Diversity Advisory Board. As chair of the Company's Human Resources Task Force from 2001 to 2006, Ms. Herman worked with the Company to identify ways to improve its human resources policies and practices following the November 2000 settlement of an employment lawsuit. From 1997 to 2001, she served as U.S. Secretary of Labor. She is also a Director of Cummins Inc., Entergy Corporation and MGM Resorts International and has not held any other public company directorships during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

Diversity – African-American; female; professional experience in government, nonprofit/charitable organizations and business.

•

Broad International Exposure – Eleven-year public company directorship at Cummins Inc., a company that manufactures, sells and services diesel engines and related technology to its customers through its network of 500 company-owned and independent distributor facilities and approximately 5,200 dealer locations in approximately 190 countries and territories. Served as Chair of the Working Party for the Role of Women in the Economy for the Organisation for Economic Co-operation and Development (“OECD”), an international organization helping governments tackle the economic, social and governance challenges of a globalized economy.

•

Governmental or Geopolitical Expertise – Former U.S. Cabinet Member serving as U.S. Secretary of Labor from 1997 to 2001 under President Bill Clinton. Prior to Cabinet appointment, Assistant to President Clinton and Director of the White House Office of Public Liaison. Served as Director of the Labor Department's Women's Bureau under President Jimmy Carter. Former Chief of Staff and former Vice Chair of the Democratic National Committee. Serving as a Trustee of the Clinton Bush Haiti Fund. Served as Co-Chair of the Bush-Clinton Katrina Fund. Served as Chair of the Working Party for the Role of Women in the Economy for OECD. Serves as Chair of the Community Affairs Committee for MGM Resorts International, a public company with significant holdings in gaming, hospitality and entertainment.

•

Risk Oversight/Management Expertise – Significant expertise in management and oversight of labor and human relations risks, including handling the UPS workers' strike in 1997 while U.S. Secretary of Labor. Chair of the Company's Human Resources Task Force following the November 2000 settlement of an employment lawsuit.

Muhtar Kent

Director since 2008

Age 59

Mr. Kent is Chairman of the Board and Chief Executive Officer of the Company. He has held the position of Chairman of the Board since April 23, 2009 and the position of Chief Executive Officer since July 1, 2008. From December 2006 through June 2008, Mr. Kent served as President and Chief Operating Officer of the Company. From January 2006 through December 2006, Mr. Kent served as President of Coca-Cola International and was elected Executive Vice President of the Company in February 2006. From May 2005 through January 2006, he was President and Chief Operating Officer of the Company's North Asia, Eurasia and Middle East Group, an organization serving a broad and diverse region that included China, Japan and Russia. Mr. Kent originally joined the Company in 1978 and held a variety of marketing and operations roles until 1995, when he became Managing Director of Coca-Cola Amatil Limited-Europe covering bottling operations in 12 countries. From 1999 until his return to the Company in May 2005, he served as President and Chief Executive Officer of the Efes Beverage Group, a diversified beverage company with Coca-Cola and beer operations across Southeast Europe, Turkey and Central Asia. Other than the Company, he has not held any other public company directorships during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

Relevant Chief Executive Officer/President Experience – In addition to serving as the Company's Chief Executive Officer, served as President and Chief Executive Officer of Efes Beverage Group.

•

Diversity – U.S. born of Turkish heritage; Director of Catalyst, the leading nonprofit membership organization working globally with businesses and the professions to build inclusive workplaces and expand opportunities for women in business.

•

Broad International Exposure – Chairman of the Boards of the U.S.-China Business Council and the US-ASEAN Business Council. Serves on the Board of Trustees of the Center for Strategic & International Studies.

•

Extensive Knowledge of the Company's Business, Industry and Manufacturing – Over 31 years of Coca-Cola system experience including extensive experience in international markets. Chairman of the Board (since 2009), Chief Executive Officer (since 2008), Chief Operating Officer (December 2006 to June 2008) and President (since 2006) of the Company. Joined the Company in 1978 and held a variety of marketing and operations roles during his tenure and also held leadership roles at two bottlers in the Coca-Cola system. Responsible for the expansion of the Company's operations outside of the U.S.

[Back to Contents](#)

Donald R. Keough

Director since 2004

Age 85

Mr. Keough is non-executive Chairman of the Board of Allen & Company Incorporated, a privately held investment firm, and non-executive Chairman of the Board of Allen & Company LLC, an investment banking firm, and has held these positions for more than the past five years. He also is Chairman of DMK International, a family investment company. Mr. Keough retired as President, Chief Operating Officer and a Director of the Company in April 1993, positions he had held since March 1981. He was again elected as a Director in 2004. He is a Director of Berkshire Hathaway Inc. and IAC/InterActiveCorp. He was also a Director of Convera Corporation during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

High Level of Financial Literacy – Serves on the Audit Committee of Berkshire Hathaway Inc., a complex and diversified multinational company. Chairman of the Board of Allen & Company Incorporated, a preeminent investment banking firm focused on the media, entertainment and technology industries, and Chairman of the Board of Allen & Company LLC, an investment banking firm. Served on the Audit Committees of numerous other public companies. Developed significant financial expertise in senior roles with the Company.

•

Relevant Chief Executive Officer/President Experience – Served as President of the Company from 1981 to 1993.

•

Extensive Knowledge of the Company's Business – Worked for the Company for over 40 years in a number of roles including serving as President and Chief Operating Officer of the Company. Director of the Company for 20 years.

•

Marketing/Marketing-Related Technology Experience – In addition to senior marketing roles during his tenure at the Company, has held a 14-year public company directorship at IAC/InterActiveCorp., an interactive commerce company which has several business units/websites that operate in the marketing and technology industries, including IAC Advertising Solutions, Ask.com, Citysearch.com, Excite.com, Match.com, Outletbuy.com, ServiceMagic.com, Shoebuy.com and UrbanSpoon.com.

Robert A. Kotick

Director since 2012

Age 49

Mr. Kotick is President, Chief Executive Officer and a Director of Activision Blizzard, Inc., an interactive entertainment software company, and has held these positions since 2008. Mr. Kotick served as Chairman and Chief Executive Officer of the predecessor to Activision Blizzard, Inc. from 1991 to 2008. He also served as a Director of

Yahoo! Inc. during the past five years.

Special Qualifications, Attributes, Skills and Experience:

•

High Level of Financial Literacy – Over 20 years experience as Chief Executive Officer of Activision Blizzard, Inc. and its predecessor, a global interactive entertainment software company, including managing complex international operations and financial transactions.

•

Relevant Chief Executive Officer/President Experience – Serves as President and Chief Executive Officer of Activision Blizzard, Inc. and its predecessor, and has held this position for over 20 years.

•

Broad International Exposure – President and Chief Executive Officer of Activision Blizzard, Inc., whose interactive software products are sold globally. Additional international business experience during five-year directorship at Yahoo! Inc., a leading global Internet company with one of the most visited Internet destinations worldwide.

•

Marketing/Marketing-Related Technology Experience – Significant marketing and technology experience as President and Chief Executive Officer of Activision Blizzard, Inc., one of the top publishers of interactive entertainment software with leading market positions across every major category of the rapidly growing interactive entertainment software industry. As a leader in the gaming industry, brings extensive marketing insight about key demographic groups and utilization of technology and social media in marketing.

[Back to Contents](#)

Maria Elena Lagomasino

Director since 2008

Age 62

Ms. Lagomasino is Chief Executive Officer of GenSpring Family Offices, LLC, an affiliate of SunTrust Banks, Inc., and has held this position for more than the past five years. From September 2001 to March 2005, Ms. Lagomasino was Chairman and Chief Executive Officer of JPMorgan Private Bank, a division of JPMorgan Chase & Co. Prior to assuming this position, she was Managing Director of The Chase Manhattan Bank in charge of its Global Private Banking Group. She served as a Director of the Company from April 2003 to April 2006. Ms. Lagomasino is a Director of Avon Products, Inc. and has not held any other public company directorships during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

High Level of Financial Literacy – Chief Executive Officer of GenSpring Family Offices, LLC, an affiliate of SunTrust Banks, Inc. with over \$18 billion of assets under management. Over 30 years experience in the financial industry and a recognized leader in the wealth management industry.

•

Relevant Chief Executive Officer/President Experience – In addition to her current Chief Executive Officer position, formerly served as Chief Executive Officer of JPMorgan Private Bank.

•

Diversity – Hispanic; female; professional experience in global capital markets and government, including as a member of the Council on Foreign Relations.

•

Broad International Exposure – During tenure with The Chase Manhattan Bank, served as Managing Director of Global Private Banking, Vice President of private banking in the Latin America region and head of private banking for the western hemisphere. Approximately 35 years experience working with Latin America.

Donald F. McHenry

Director since 1981

Age 75

Mr. McHenry is Distinguished Professor in the Practice of Diplomacy and International Affairs at the School of Foreign Service, Georgetown University, and has held this position for more than the past five years. From 1981 to May 2007, he was a principal owner and President of the IRC Group, LLC, a Washington, D.C. consulting firm. He also served as a Director of International Paper Company during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

- *Diversity* – African-American; professional experience in government, foreign diplomacy and education.

- *Broad International Exposure* – Serves as Distinguished Professor in the Practice of Diplomacy and International Affairs at the School of Foreign Service, Georgetown University. Gained extensive foreign diplomacy experience throughout his career. Gained significant international business experience as a Director of AT&T Inc., GlaxoSmithKline plc and International Paper Company.

- *Extensive Knowledge of the Company's Business* – 31-year directorship with the Company.

- *Governmental or Geopolitical Expertise* – Began career at U.S. Department of State in 1963. Served as a member of President Jimmy Carter's transition staff at the State Department before joining the U.S. Mission to the United Nations in 1976. In 1977, appointed as the U.S. Deputy Representative to the U.N. Security Council. Served as United States Ambassador and Permanent Representative to the United Nations from September 1979 until January 1981.

[Back to Contents](#)

Sam Nunn

Director since 1997

Age 73

Mr. Nunn is Co-Chairman and Chief Executive Officer of the Nuclear Threat Initiative, a position he has held since 2001. The Nuclear Threat Initiative is a nonprofit organization working to reduce the global threats from nuclear, biological and chemical weapons. He has served as the Chairman of the Board of the Center for Strategic and International Studies since 1999. He served as a member of the U.S. Senate from 1972 through 1996. He is a Director of General Electric Company, and also served as a Director of Chevron Corporation and Dell Inc. during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

High Level of Financial Literacy – Has served on the Company’s Finance Committee for over 14 years. Served on the Finance Committee of Dell Inc. and the Audit Committees of Dell Inc. and Scientific-Atlanta, Inc.

•

Broad International Exposure – 14-year public company directorship at General Electric Company, which serves customers in more than 100 countries and employs more than 280,000 people worldwide. 14-year public company directorship at Chevron Corporation, which conducts business in more than 100 countries. 12-year public company directorship at Dell Inc., which is one of the world’s largest suppliers of computer systems. Chairman of the Board of Trustees of the Center for Strategic & International Studies.

•

Marketing/Marketing-Related Technology Experience – Regular exposure to marketing and marketing-related technology through directorships at Dell Inc., a leading technology company, General Electric Company, a diversified technology, media and financial services company and Chevron Corporation, one of the world’s largest integrated energy companies.

•

Governmental or Geopolitical Expertise – Served for 24 years as a U.S. Senator from Georgia. During his tenure in the U.S. Senate, served as Chairman of the Senate Committee on Armed Services and the Permanent Subcommittee on Investigations. He also served on the Senate Intelligence and Small Business Committees. Recognized leader in the U.S. on national security and foreign policy. Distinguished Professor of Foreign Affairs at Georgia Institute of Technology (“Georgia Tech”). Host of the biennial Sam Nunn Policy Forum at Georgia Tech, a policy meeting that brings together noted academic, government and private-sector experts on technology, public policy and international affairs to address issues of immediate importance. Chair of the Public Responsibilities Committee at General Electric Company and served as Chair of the Public Policy Committee at Chevron Corporation.

James D. Robinson III

Director since 1975

Age 76

Mr. Robinson is Co-Founder and General Partner of RRE Ventures, a private information technology-focused venture capital firm, and has held this position since 1994. He is also President of J.D. Robinson, Inc., a strategic advisory firm. From June 2005 until February 2008, he was non-executive Chairman of the Board of Bristol-Myers Squibb Company. He previously served as Chairman and Chief Executive Officer of American Express Company from 1977 to 1993. He also served as a Director of First Data Corporation and Novell, Inc. during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

•

Relevant Chief Executive Officer/President Experience – Served as Chief Executive Officer of American Express Company, a major, multinational corporation with a well-recognized global brand, from 1977 to 1993. During his tenure at American Express Company, engineered a number of strategic acquisitions and dispositions.

•

Extensive Knowledge of the Company's Business – 37-year directorship at the Company. Presiding Director of the Company's Board of Directors.

•

Marketing/Marketing-Related Technology Experience – As Co-Founder and General Partner of RRE Ventures, has been actively involved as a venture capital investor in over 140 early stage information technology companies. Over eight-year public company directorship at Novell, Inc., a company that develops, sells and installs enterprise-quality software.

•

Governmental or Geopolitical Expertise – Member of the Council on Foreign Relations, Chairman of the Advisory Committee on Trade Policy and Negotiations and Honorary Trustee of the Brookings Institution, a nonprofit, public policy organization, based in Washington, D.C., that conducts research and education in the social sciences, primarily in economics, metropolitan policy, governance, foreign policy and global economies and development.

[Back to Contents](#)

Peter V. Ueberroth

Director since 1986

Age 74

Mr. Ueberroth is an investor and Chairman of the Contrarian Group, Inc., a business management company, and has held this position since 1989. He is a non-executive Co-Chairman of Pebble Beach Company. Mr. Ueberroth is also a Director of Aircastle Limited. He also served as a Director of Adecco SA, Ambassadors International, Inc. and Hilton Hotels Corporation during the past five years.

Specific Qualifications, Attributes, Skills and Experience:

-