



## Code of Business Conduct for Non-Employee Directors of The Coca-Cola Company and Subsidiaries

The Coca-Cola Company is committed to conducting its business with honesty and integrity, and in compliance with the law. The Board of Directors of The Coca-Cola Company has adopted this Code of Business Conduct to provide guidance on the handling of ethical issues and the promotion of an ethical culture. This Code will be administered by the Committee on Directors and Corporate Governance.

This Code applies to all non-employee Directors of The Coca-Cola Company and its majority-owned subsidiaries. Directors who are employees of The Coca-Cola Company or a majority-owned subsidiary are subject to the provisions of the Code of Business Conduct applicable to employees. The principles contained in this Code are the same as those in the employee Code, but are tailored more specifically for Directors.

**Note for non-employee Directors of majority-owned subsidiaries:** All references to the “Company” in this Code should be construed to mean the relevant subsidiary. All questions, conflict of interest issues, reports and waiver requests should be directed to the General Counsel of The Coca-Cola Company. References to the Committee on Directors and Corporate Governance in this Code apply only to Directors of The Coca-Cola Company.

This Code contains general principles and cannot anticipate all possible circumstances. Should questions arise related to the application of the Code, Directors should consult the General Counsel of The Coca-Cola Company.

### Encouraging a Culture of Ethics and Compliance

Directors are expected to promote ethical behavior and help foster a culture of ethics and compliance. Directors should exercise reasonable oversight—either directly or through a designated committee—to support the Company in:

- establishing appropriate standards and controls to prevent and detect misconduct;
- promoting and enforcing these standards consistently throughout the Company; and
- establishing mechanisms for, and encouraging, employees to seek guidance, and to report potential violations of law and Company policy, without fear of retaliation.

### Compliance with Laws and Regulations and Fair Dealing

Directors must carry out their responsibilities in compliance with all laws applicable to the Company, including securities and insider trading laws. Directors must deal fairly with the Company’s customers, suppliers, competitors and employees, and must not take unfair advantage of anyone through manipulation, concealment, misrepresentation or through other unethical or illegal practices.

### Conflicts of Interest

Directors must avoid situations in which their personal interests conflict, or appear to conflict, with the interests of the Company. Even the appearance of a conflict of interest can damage a Director’s reputation, and that of the Company. Directors of The Coca-Cola Company should submit to the Committee on Directors and Corporate Governance for its consideration any transaction that would

require reporting under SEC rules regarding related person transactions, as described in The Coca-Cola Company Definitive Proxy Statement. Directors should disclose to the General Counsel and Chair of the Committee on Directors and Corporate Governance any other situation that involves, or reasonably may appear to involve, a conflict of interest with the Company.

- Directors should not accept gifts, meals or entertainment from persons or entities who deal with the Company if the gift, meal or entertainment might reasonably be perceived to influence the Director's decisions as a Director of the Company.
- Directors should not compete with The Coca-Cola Company. Specifically, Directors should not be employed by, or have a significant investment in, any business or entity, other than The Coca-Cola Company or one of its subsidiaries or bottlers, that manufactures or sells wholesale any non-alcoholic beverage or beverage concentrate.

### **Corporate Opportunities and Assets**

Directors may not use opportunities that are discovered through the use of Company property, information or position, for their personal benefit or the benefit of anyone outside the Company, unless the Company has no real or potential interest in the opportunity or does not have the capacity to engage in the opportunity. Directors may not use Company assets for personal gain. Loans from the Company to Directors are prohibited.

### **Confidentiality**

Directors must maintain the confidentiality of nonpublic information entrusted to them by the Company or other parties with whom the Company does business, except when disclosure is authorized or legally required. Protected information includes any information the Company has not disclosed or made generally available to the public, and that is material or might be harmful to the Company or its shareholders or customers if disclosed. This may include information related to the Company's financial information, mergers and acquisitions, management changes, products and innovations, contracts and technical information. Directors are requested to contact the Company's Public Affairs & Communications personnel before discussing Company-related matters with the press.

### **Reporting Violations**

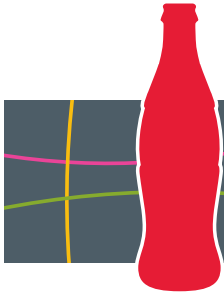
Directors should report any suspected violation of this Code to the General Counsel and the Chair of the Committee on Directors and Corporate Governance. Suspected violations will be investigated by the Board or persons designated by the Board, and appropriate action will be taken should a violation be found.

### **Waiver**

Waiver of this Code may be made only by the Committee on Directors and Corporate Governance. Any such waiver shall be disclosed promptly as required by law.

### **Acknowledgement**

Each Director must acknowledge adherence to this Code in writing, on an annual basis.



**ACKNOWLEDGEMENT**

I, \_\_\_\_\_,  
*First Name Middle Name Last Name*  
(Please Print)

a non-employee Director of The Coca-Cola Company or a subsidiary of The Coca-Cola Company, acknowledge that I have received a copy of The Coca-Cola Company Code of Business Conduct for Non-Employee Directors adopted October 2007, that I have read and understand it and will abide by its provisions.

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*Name of Subsidiary (if applicable)*