



**NOTICE OF GUARANTEED DELIVERY  
RELATING TO**

**THE COCA-COLA COMPANY  
OFFERS TO PURCHASE FOR CASH ANY AND ALL OF THE OUTSTANDING NOTES  
LISTED ON TABLE I AND TABLE II BELOW**

This notice of guaranteed delivery (this “Notice of Guaranteed Delivery”) relates to the Offers (as defined below) being made by The Coca-Cola Company (the “Company”). The Offers will each expire at 5:00 p.m. (New York City time) on March 5, 2021, unless extended or earlier terminated (such date and time with respect to an Offer, as the same may be extended with respect to such Offer, the “Expiration Date”). Notes (as defined below) tendered for purchase may be validly withdrawn at any time at or prior to 5:00 p.m. (New York City time) on March 5, 2021, unless extended or earlier terminated (such date and time with respect to an Offer, as the same may be extended with respect to such Offer, the “Withdrawal Date”), but not thereafter, unless extended by us as described below. The Offers are being made upon the terms and subject to the conditions set forth in the offer to purchase, dated March 1, 2021, relating to the Notes (as it may be amended or supplemented from time to time, the “Offer to Purchase”) and this Notice of Guaranteed Delivery (which, together with the Offer to Purchase, constitute the “Tender Offer Documents”). Capitalized terms used but not defined herein shall have the meanings given to them in the Offer to Purchase.

*The Information Agent and Tender Agent for the Offers is:*

**D.F. King**

*Email:* ko@dfking.com

*Offer Website:* <http://www.dfking.com/ko>

***In London:***

65 Gresham Street  
London EC2V 7NQ  
United Kingdom  
Telephone: +44 20 7920 9700

***In New York:***

48 Wall Street, 22nd Floor  
New York, New York 10005  
United States of America  
Toll free calls: +1 (866) 620-2536  
All others calls: +1 (212) 269-5550

**This Notice of Guaranteed Delivery should be delivered by email in pdf format to the Tender Agent prior to the Guaranteed Delivery Date (as defined below). Delivery of this Notice of Guaranteed Delivery to an email address other than the one set forth above will not constitute a valid delivery to the Tender Agent. The method of delivery of this Notice of Guaranteed Delivery and all other required documents to the Tender Agent, including delivery through DTC and any acceptance or Agent’s Message transmitted through ATOP or the applicable Clearing System (as defined and described in the Offer to Purchase), is at the election and risk of Holders.**

This Notice of Guaranteed Delivery is being provided in connection with the offers (the “Offers”) by the Company to purchase for cash any and all of its outstanding notes listed below (collectively, the “Notes”), upon the terms and subject to the conditions set forth in the Tender Offer Documents.

**TABLE I: DOLLAR NOTES SUBJECT TO THE OFFERS**

<b>Title of Security</b>	<b>CUSIP Number/ISIN</b>	<b>Applicable Maturity Date</b>	<b>Principal Amount Outstanding</b>
3.200% Notes due 2023	CUSIP: 191216BE9 ISIN: US191216BE91	November 1, 2023	\$1,500,000,000
2.500% Notes due 2023	CUSIP: 191216AZ3 ISIN: US191216AZ30	April 1, 2023	\$750,000,000

**TABLE II: EURO NOTES SUBJECT TO THE OFFERS**

<b>Title of Security</b>	<b>ISIN/Common Code</b>	<b>Applicable Maturity Date</b>	<b>Principal Amount Outstanding</b>
0.750% Notes due 2023	ISIN: XS1197832915 Common Code: 119783291	March 9, 2023	€1,500,000,000

Notes of a given series may be tendered only in principal amounts equal to the minimum authorized denomination and integral multiples in excess of the minimum authorized denomination set forth for such series in the table below (each, an “Authorized Denomination”). No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Notes of a given series must continue to hold such remaining Notes in the applicable Authorized Denomination set forth in the table below.

<u>Title of Security</u>	<u>Security Identifier(s)</u>	<u>Issuer</u>	<u>Authorized Denomination</u>	
			<u>Minimum Authorized Denominations</u>	<u>Integral Multiples</u>
3.200% Notes due 2023	CUSIP: 191216BE9 ISIN: US191216BE91	The Coca-Cola Company	\$2,000	\$1,000
2.500% Notes due 2023	CUSIP: 191216AZ3 ISIN: US191216AZ30	The Coca-Cola Company	\$2,000	\$1,000
0.750% Notes due 2023	ISIN: XS1197832915 Common Code: 119783291	The Coca-Cola Company	€100,000	€1,000

If a Holder desires to tender Notes pursuant to the Offers and such Holder cannot comply, by the Expiration Date, with the procedure for book-entry transfer through DTC or with the Tender Instructions specified by the applicable Clearing System, such Holder may effect a tender of Notes pursuant to the Guaranteed Delivery Procedures described in the Offer to Purchase if all of the following are complied with:

- such tender is made by or through an Eligible Institution (as defined below);
- prior to the Expiration Date, such Eligible Institution has complied with either (i) ATOP's procedures, or (ii) the applicable Clearing System procedures, applicable to guaranteed delivery; and in either case representing that the Holder(s) own such Notes and guaranteeing that a properly transmitted Agent's Message or the applicable Clearing System procedures, together with confirmation of book-entry transfer of the Notes specified therein pursuant to the procedures set forth in the Offer to Purchase under the caption "Procedures for Tendering Notes" will be received by the Tender Agent no later than 5:00 p.m. (New York City time) on March 9, 2021, the second business day after the Expiration Date (such date and time with respect to such Offer, as the same may be extended with respect to such Offer, the "Guaranteed Delivery Date"); and
- no later than 5:00 p.m. (New York City time) on the Guaranteed Delivery Date, a properly transmitted Agent's Message or the applicable Clearing System procedures, together with confirmation of book-entry transfer of the Notes specified therein pursuant to the procedures set forth in the Offer to Purchase under the caption "Procedures for Tendering Notes," and all other required documents are received by the Tender Agent.

Interest will cease to accrue on the applicable Initial Settlement Date for all Notes accepted in the Offers, including those tendered pursuant to the Guaranteed Delivery Procedures.

The Eligible Institution that tenders Notes pursuant to the Guaranteed Delivery Procedures must (i) no later than the Expiration Date, comply with ATOP's or the applicable Clearing System procedures applicable to guaranteed delivery, and (ii) no later than the Guaranteed Delivery Date, deliver the Agent's Message or follow the applicable Clearing System procedures, together with confirmation of book-entry transfer of the Notes specified therein, to the Tender Agent as specified above. **Failure to do so could result in a financial loss to such Eligible Institution.**

If a Holder is tendering Notes through ATOP pursuant to the Guaranteed Delivery Procedures, the Eligible Institution should not complete and deliver the Notice of Guaranteed Delivery, but such Eligible Institution will be bound by the terms of the Offers, including the Notice of Guaranteed Delivery, as if it was executed and delivered by such Eligible Institution. Holders who hold Notes in book-entry form and tender pursuant to the Guaranteed Delivery Procedures should, prior to the Guaranteed Delivery Date, only comply with ATOP's procedures applicable to guaranteed delivery.

Notes may be tendered pursuant to the Guaranteed Delivery Procedures only in Authorized Denominations. No alternative, condition or contingent tenders will be accepted.

Ladies and Gentlemen:

The undersigned represents that the undersigned owns and hereby tenders to the Company, upon the terms and subject to the conditions set forth in the Offer to Purchase and this Notice of Guaranteed Delivery and instructions thereto and hereto, receipt of which are hereby acknowledged, the principal amount of Notes, set forth below, all pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase.

The undersigned understands that tenders of Notes pursuant to the Offers may not be withdrawn after the Withdrawal Date, unless required by applicable law. Tenders of Notes may be withdrawn at or prior to the Withdrawal Date, including, if any Offer is extended, at or prior to the 10th business day after commencement of such Offer as provided in the Offer to Purchase. In addition, tendered Notes may be withdrawn at any time after the 60th business day after the commencement of an Offer if for any reason such Offer has not been consummated within 60 business days after commencement.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

If the ATOP procedures are used to tender Notes held in book-entry form, such DTC participant need not complete and deliver the Notice of Guaranteed Delivery. However, such DTC participant will be bound by the terms of the Offers, including this Notice of Guaranteed Delivery, as if this Notice of Guaranteed Delivery was executed and delivered by such Eligible Institution.

As more fully described in the Offer to Purchase, guaranteed deliveries will be required to be provided no later than 5:00 p.m. (New York City time) on March 9, 2021, the second business day after the Expiration Date. The guaranteed delivery settlement date is expected to be March 10, 2021 (the "Guaranteed Delivery Settlement Date"), unless extended with respect to any Offer. The Company will not pay accrued interest for any periods following applicable the Initial Settlement Date in respect of any Notes tendered in the Offers, and under no circumstances will additional interest be paid by the Company by reason of any delay in the Guaranteed Delivery Procedures.

Principal Amount of Notes of Tendered: \_\_\_\_\_

Series of Notes that Principal Amount Tendered Relates To: \_\_\_\_\_

CUSIP of Notes that Principal Amount Tendered Relates To: \_\_\_\_\_

ISIN of Notes that Principal Amount Tendered Relates To: \_\_\_\_\_

DTC Participant Account Number: \_\_\_\_\_

Dated: \_\_\_\_\_, 2021

Name(s) of Record Holder(s): \_\_\_\_\_

Address(es) (including Zip Code): \_\_\_\_\_

**THE GUARANTEE ON THE NEXT PAGE SIDE MUST BE COMPLETED.**

**GUARANTEE**

**(Not to be used for signature guarantee)**

The undersigned, a firm that is a participant in the Securities Transfer Agents Medallion Program, or an “Eligible Institution” (as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery and (iii) guarantees that confirmation of book-entry transfer of such Notes into the Tender Agent’s account at the book-entry transfer facility, pursuant to the procedures set forth in “Description of the Offers— Procedures for Tendering Notes” in the Offer to Purchase, and any other required documents, will be received by the Tender Agent at its address set forth above within the time period(s) indicated herein, as applicable.

**The Eligible Institution that completes this form must communicate the guarantee to the Tender Agent within the time period indicated herein. Failure to do so may result in financial loss to such Eligible Institution.**

Name of Firm: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(Please Type or Print)

Address: \_\_\_\_\_

Zip Code: \_\_\_\_\_

Area Code and Telephone Number(s): \_\_\_\_\_

Dated: \_\_\_\_\_, 2021

*The Dealer Managers for the Offers are:*

**Barclays Capital Inc. & Barclays Bank  
PLC**

745 Seventh Avenue New York  
NY 10019  
Attn: Liability Management Group  
Collect: (212) 528-7581  
U.S. Toll Free: (800) 438-3242  
U.K. Telephone: +44 20 3134 8515  
Email: liability.management@barclays.com

**Goldman Sachs & Co. LLC**

200 West Street  
New York, NY 10282  
Collect: (212) 902-6351  
Email: GS-LM-NYC@gs.com  
Attention: Liability Management  
Group

**Santander Investment Securities Inc.**

45 East 53<sup>rd</sup> Street  
New York, NY 10022  
Attn: Liability Management Group  
Toll Free: +1 (855) 404-3636  
Collect: +1 (212) 940-1442

*Requests for information in relation to the procedures for tendering Notes in, and for any documents or materials relating to, the Offers should be directed to the Tender Agent at the email address or telephone numbers set forth below. You may also contact your broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Offers. Copies of the Offer to Purchase and this Notice of Guaranteed Delivery are available at the following web address:*

<http://www.dfking.com/ko>

**The Tender Agent and Information Agent**

***D.F. King***

*Email: ko@dfking.com*

***In London:***

65 Gresham Street  
London EC2V 7NQ  
United Kingdom  
Telephone: +44 20 7920 9700

***In New York:***

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United States of America  
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All others calls: +1 (212) 269-5550