Shareholder Resolution

Coca-Cola
Linkage of Executive Compensation to ESG Objectives

Whereas:

There is growing support for companies to adopt compensation plans that link executive compensation and other financial rewards to the achievement of long term environmental, social and governance (ESG) goals. Linking long term ESG factors to executive compensation allows a company to be forward-looking and provides incentives for creating future shareholder value.

Coca-Cola has asserted it has a strong pay for performance philosophy. The long term incentive plan, however, is primarily (60%) made up of stock options which may reflect the broader market's influence on the stock price and not the specific performance of the CEO. The other 40% of the long-term incentive plan is based on an absolute measure (economic profit) and fails to take into consideration the relative performance of competitors. In other words, if economic profit or stock price is up, but the company is lagging competitors, the CEO will still receive significant compensation.

Coca-Cola's reliance on a single absolute metric tied to stock performance and the lack of integration of long term ESG factors is inconsistent with the company's mission and vision statements, reputation, strategic commitments, and stated pay philosophy.

Be It Resolved That:

The Compensation Committee of the Board prepare a report to shareholders by September 2012, at reasonable cost and omitting proprietary information, that details how the company can integrate direct linkages between performance on financial, environmental, social and governance objectives and actual compensation awards going forward. This report should provide a detailed breakdown on what percentage these objectives contribute to overall compensation awards.

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