

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成30年9月25日

【会社名】 ザ コカ・コーラ カンパニー
(The Coca-Cola Company)

【代表者の役職氏名】 上級副社長兼ゼネラル・カウンセル
(Senior Vice President and General Counsel)
バーンハード・グーペルト
(Bernhard Goepelt)

【本店の所在の場所】 アメリカ合衆国 30313 ジョージア州アトランタ
ワン コカ・コーラ プラザ
(One Coca-Cola Plaza, Atlanta, Georgia 30313, U.S.A.)

【代理人の氏名又は名称】 弁護士 門田 正行

【代理人の住所又は所在地】 東京都千代田区丸の内二丁目7番2号 J Pタワー
長島・大野・常松法律事務所

【電話番号】 03-6889-7000

【事務連絡者氏名】 弁護士 田中 郁乃

【連絡場所】 東京都千代田区丸の内二丁目7番2号 J Pタワー
長島・大野・常松法律事務所

【電話番号】 03-6889-7000

【縦覧に供する場所】 該当なし

(注)

本報告書において便宜上記載されている日本円への換算は、1英ポンド = 143.47円の換算レート（株式会社三菱UFJ銀行が発表した2018年9月10日現在の対顧客電信直物相場から算出した仲値）を用いて行われている。

別段の記載のない限り、本書中の「ポンド」、「GBP」又は「」は英国の法定通貨であるスターリング・ポンドを指す。

(Note)

In this Report, for the convenience of the Japanese readers, conversion into Japanese yen has been made at the exchange rate of £1.00=JPY143.47 (the middle rate calculated from the Telegraphic Transfer Spot Exchange Rate for Customers as of September 10, 2018, quoted by MUFG Bank, Ltd.).

The term "Pounds", "GBP" or "£" in this Report, unless otherwise noted, refers to pounds sterling, the currency of the United Kingdom.

1【提出理由】

ザ コカ・コーラ カンパニー（以下、「当社」という。）は、コスタ・リミテッド（Costa Limited）取得のための最終契約をウィットブレッド・グループ・ピーエルシー（Whitbread Group PLC）及びウィットブレッド・ピーエルシー（Whitbread PLC）（以下、「ウィットブレッド」という。）との間で締結した。当社は、当該取得の取引の完了により、コスタ・リミテッドの発行済株式の全てを取得し、コスタ・リミテッドは当社の完全子会社となる予定である。従って、当社は、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第1項及び同条第2項第8号の2の規定に基づき本報告書を提出するものである。

2【報告内容】

(1) Matters in relation to the subsidiary company pertaining to the acquisition of subsidiary company (“the company to be acquired”);

(i) Trade name, location of the head office, name of the representative person, amount of stated capital, amount of net assets, amount of total assets and contents of business:

Trade name	Costa Limited
Location of the head office	Whitbread Court Houghton Hall Business Park Porz Avenue Dunstable Bedfordshire LU5 5XE, United Kingdom
Name of the representative person	Dominic Paul, CEO
Amount of stated capital (as of March 1, 2018)	£67.8 million (JPY9,727 million)
Amount of net assets (as of March 1, 2018)	£310 million (JPY44 billion)
Amount of total assets (as of March 1, 2018)	£547 million (JPY78 billion)
Contents of the business	Costa operates more than 2,400 coffee shops in the UK, and around 1,400 shops in more than 30 international markets. In addition, Costa operates Costa Express with over 8,000 Express machines in 10 countries. Costa also operates an in-home distribution and wholesale coffee business, as well as a coffee roastery in England, which roasts almost all of the coffee sold in its outlets across the world.

(ii) The revenue, operating profit and net income for each fiscal year that closed during the latest three-year period:

	fiscal year 2016 (ending 3 March, 2016)	fiscal year 2017 (ending 2 March, 2017)	fiscal year 2018 (ending March 1, 2018)
Revenue	£1,103 million (JPY158 billion)	£1,202 million (JPY172 billion)	£1,292 million (JPY185 billion)
Operating Profit	£ 137 million (JPY20 billion)	£ 130 million (JPY19 billion)	£ 123 million (JPY18 billion)

Profit for the Year	£103 million (JPY15 billion)	£ 97 million (JPY14 billion)	£ 93 million (JPY13 billion)
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(iii) The capital relationship, personal relationship, and business relationship with the Company:

Capital relationship: Not Applicable

Personal relationship: Not applicable

Business relationship: A subsidiary of TCCC, Innocent, sells products for resale in Costa stores.

(2) The purpose of acquisition of the company to be acquired;

The acquisition of Costa will give the Company a strong coffee platform across parts of Europe, Asia Pacific, the Middle East and Africa, with the opportunity for additional expansion. Costa operations include a leading brand, nearly 4,000 retail outlets with highly trained baristas, a coffee vending operation, for-home coffee formats and Costa's state-of-the-art roastery.

For the Company, the expected acquisition adds a scalable coffee platform with critical know-how and expertise in a fast-growing, on-trend category. Costa ranks as the leading coffee company in the United Kingdom and has a growing footprint in China, among other markets. Costa has a solid presence with Costa Express, which offers barista-quality coffee in a variety of on-the-go locations, including gas stations, movie theaters and travel hubs. Costa, in various formats, has the potential for further expansion with customers across the Coca-Cola system.

The acquisition will expand the existing coffee lineup of the Company by adding another leading brand and platform. The portfolio already includes the market-leading Georgia brand in Japan, plus coffee products in many other countries.

Costa also provides the Company with strong expertise across the coffee supply chain, including sourcing, vending and distribution. This will be a complement to existing capabilities within the Coca-Cola system.

(3) The amount of consideration for the acquisition of the company to be acquired;

The purchase price is £3.9 billion (JPY560 billion). Upon the closing, the Company will acquire all issued and outstanding shares of Costa Limited, a wholly owned subsidiary of Whitbread. Costa Limited contains all of the existing operating businesses of Costa.

Whitbread will be seeking shareholder approval for the transaction, which is expected to take place by mid-October. The deal is subject to customary closing conditions, including antitrust approvals in the European Union and China. It is expected to close in the first half of 2019.