

B. Wardlaw introducing a resolution he sponsored calling for Coca-Cola to establish a Board Committee on Human Rights. The company's Board of Directors opposed the resolution but it garnered more than 3.5% of the votes and thus should appear on next year's agenda as well.

## SHAREOWNER PROPOSAL (ITEM 5)

The following proposal was submitted by a shareowner. If the shareowner proponent, or a representative who is qualified under state law, is present and submits such proposal for a vote, then the proposal will be voted on at the Annual Meeting of Shareowners. Approval of the following proposal requires the affirmative vote of a majority of the votes cast by the holders of the shares of Common Stock voting in person or by proxy

at the Annual Meeting of Shareowners. In accordance with federal securities regulations, we include the shareowner proposal plus any supporting statements exactly as submitted by the proponent. To make sure readers can easily distinguish between material provided by the proponent and material provided by the Company, we have put a box around material provided by the proponents.

### Shareowner Proposal Regarding a Board Committee on Human Rights

William C. ~~Wardlaw~~, c/o Harrington Investments, Inc., P.O. Box 6108, Napa, CA 94581, owner of 1,881 shares of Common Stock, submitted the following proposal:

**\*RESOLVED:**

\*Shareholders amend the Bylaws, by adding the following new section at the end of Article III:

**Section 4. Board Committee on Human Rights.** There is established a Board Committee on Human Rights, which is created and authorized to review the implications of company policies, above and beyond matters of legal compliance, for the human rights of individuals in the US and worldwide.

\*The Board of Directors is authorized in its discretion consistent with these Bylaws, the Articles of Incorporation and applicable law to (1) select the members of the Board Committee on Human Rights, (2) provide said committee with funds for operating expenses, (3) adopt regulations or guidelines to govern said Committee's operations, (4) empower said Committee to solicit public input and to issue periodic reports to shareholders and the public, at reasonable expense and excluding confidential information, including but not limited to an annual report on the implications of company policies, above and beyond matters of legal compliance for the human rights of individuals in the US and worldwide, and (5) any other measures within the Board's discretion consistent with these Bylaws and applicable law.

Nothing herein shall restrict the power of the Board of Directors to manage the business and affairs of the company. The Board Committee on Human Rights shall not incur any costs to the company except as authorized by the Board of Directors.

**Supporting Statement:**

The Coca-Cola Company, its bottlers, and suppliers have been associated with human rights controversies, leading to:

- Teachers Insurance and Annuity Association-College Retirement Equities Fund (TIAA-CREF) divesting 1.25 million shares of Coca-Cola Co. stock in July 2006, and banning further investments in its \$9 billion CREF Social Choice Account, the nation's largest socially screened fund for individual investors;
- More than 50 colleges and universities having removed Coke products from their campuses;
- Coca-Cola paying \$192 million in 2001, which was the largest race employment discrimination class action settlement in US history and Coca-Cola Bottling agreeing to pay \$495,000 in back wages and interest to 95 African-American and Hispanic job seekers at a distribution facility in Charlotte, following an investigation by the U.S. Department of Labor; and
- The International Environmental Law Research Centre accusing the company of detrimental impacts on drinking and agricultural water supplies in India, violating human rights.

In the opinion of the proponents, the company's existing governance process does not sufficiently elevate human rights issues within the company or serve the interests of shareholders in expediting effective solutions. The proposed Bylaw would establish a Board Committee on Human Rights that could review and make policy recommendations regarding human rights issues raised by the company's activities and policies.

In defining "human rights," proponents suggest that the committee could use the US Bill of Rights and the Universal Declaration of Human Rights as nonbinding benchmarks or reference documents.