

【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】 2025年11月12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】 エグゼクティブ バイスプレジデント&グローバル ジェネラル カウンセル(Executive Vice President and Global General Counsel)
モニカ・ハワード・ダグラス
(Monica Howard Douglas)

【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米ドル=152.74円の換算レート(株式会社三菱UFJ銀行が発表した2025年10月9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。1円未満の金額は、四捨五入している。

(Note)

In this Report, for the convenience of the Japanese readers, conversion into Japanese yen has been made at the exchange rate of US\$1.00=JPY152.74 (the middle rate calculated from the Telegraphic Transfer Spot Exchange Rate for Customers as of October 9, 2025, quoted by MUFG Bank, Ltd.). The amounts less than JPY1.00 have been rounded.

1【提出理由】

2025年11月10日、ザ コカ・コーラ カンパニー（以下「Company（当社）」という。）は、2024年2月15日に採択された当社の取締役会の決議により承認され、2024年5月1日に開催された2024年年次株主総会において当社の株主により承認された当社の「ザ コカ・コーラ カンパニー グローバル従業員株式購入プラン」（2024年5月1日付修正及び改訂を含む。）（以下「Plan（本プラン）」という。）に基づき、当社の日本における子会社の適格従業員並びに当社及び当社の海外の子会社の適格従業員に対し、当社の普通株式を購入する権利（以下「Stock Acquisition Rights（新株予約権）」という。）の募集を開始した。このため、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（以下「Cabinet Office Ordinance（内閣府令）」という。）第19条第1項並びに同条第2項第2号の2及び第1号の規定に基づき本外国会社臨時報告書を提出するものである。

2【報告内容】

I Report under Article 19, Paragraph 2, Item 2-2 of the Cabinet Office Ordinance

(1) Type and Title of Securities

Certificates of stock acquisition rights

The Stock Acquisition Rights fall under the category of Certificates of Stock Acquisition Rights with Moving Strike Price, etc.

(Note) This offering is related to the rights to acquire Shares (as defined below) (Stock Acquisition Rights) through enrollment in the Plan to be offered to a total of 483 employees of certain subsidiaries of the Company in Japan who satisfy certain requirements (the “Eligible Employees”) (maximum estimated number), in accordance with the Plan.

The enrollment period for the Plan regarding the offerings described in this document commences on January 1, 2026 and ends on December 31, 2026 (hereinafter such period is referred to as the “Plan Year”).

(a) Nature of the Certificates of Stock Acquisition Rights with Moving Strike Price, etc.

The Stock Acquisition Rights constitute rights to acquire, in accordance with the Plan, the number of Shares equal to the Contributions (as defined below) divided by the Market Value (as defined below) on the Purchase Date (as defined below), and multiplied by two (2) (as the Company will grant the Participant (as defined below) the Shares (Matching Shares (as defined below)) in a number equal to the number of the Shares (Purchased Shares (as defined below)) purchased by the Participant at the Market Value) (the Participant accumulates the Contributions through the deduction of an amount of money determined by the Participant within the range of US\$200 to US\$2,000 annually from the Participant’s monthly salary.).

Therefore, if the market price of the Shares falls, the number of Shares to be acquired by the Participants through the exercise of the Stock Acquisition Rights increases. On the other hand, the amount of the Contributions does not change based on the market price of the Shares.

Furthermore, “Amount to be Paid upon Exercise of the Stock Acquisition Rights” per Share (i), for the Purchased Shares, will be equal to the Market Value of the Shares on each Purchase Date and (ii), taking into account the number of Matching Shares to

be granted under certain requirements, will be equal to the amount of such Market Value divided by two (2).

The Stock Acquisition Rights are granted to the Eligible Employees under an incentive plan for the purpose of providing more employees an opportunity to be shareholders of the Company, sharing the success of the Company with the employees and providing another way for employees to save for the future, by providing the Eligible Employees with an easy way to purchase the stock of the Company by deduction from their salary.

There is no minimum amount for “Amount to be Paid upon Exercise of the Stock Acquisition Rights”, as participation by the Eligible Employees is voluntary and the total Amount to be Paid upon Exercise of the Stock Acquisition Rights is determined by the total Contributions from salary, at the election of the Participants. The upper limit on the aggregate number of allotted shares under the Plan is 15,000,000.

If the conditions for the exercise of the Stock Acquisition Rights under the Plan (including the Participant’s satisfaction of the Eligibility for participation in the Plan and making of Contributions to be applied to the purchase of the Shares on each Purchase Date) are satisfied, the Participant’s Contributions shall be automatically applied to the purchase of the Shares on each Purchase Date. However, the Stock Acquisition Rights may not be exercised if the Participants do not satisfy such conditions for the exercise of the Stock Acquisition Rights.

There is no provision that makes the acquisition of all Stock Acquisition Rights attainable based on the decision of the Company.

- (b) The Reason for the Procurement of Funds by way of the Issuance of Certificates of Stock Acquisition Rights with Moving Strike Price, etc.

By providing more employees an opportunity to be shareholders of the Company, sharing the success of the Company with the employees and providing another way for employees to save for the future, by providing the Eligible Employees with an easy way to purchase the Shares by deduction from their salary.

- (c) Descriptions of a derivative transaction or other transaction set forth in Article 19, Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the said Paragraph

Not Applicable

- (d) Details of Arrangements Made between the Scheduled Subscriber and the Company with Respect to Matters Concerning Exercise of Rights Represented in the Certificates of Stock Acquisition Rights with Moving Strike Price, etc.

The terms and conditions under the Plan and the Share Purchase Agreement between the Participant and the Company (the “Agreement”) shall apply.

- (e) Details of Arrangements Made between the Scheduled Subscriber and the Company with Respect to Matters Concerning Sale and Purchase of Share Certificates of the Company

Not applicable

- (f) Details of Arrangements, if the Company is Aware of Existence of Arrangements Made between the Scheduled Subscriber and a Special Interested Party, etc. of the Company, with Respect to Matters Concerning Lending and Borrowing of the Company's Share Certificates

Not applicable

- (g) Other Matters Necessary to be Stated for Protection of Investors

Not applicable

(2) Description of Stock Acquisition Rights

- (a) Number of Securities Issued

29,070

(Estimated Amount) (The number of Stock Acquisition Rights issued shall be the same as the number of the Shares to be acquired upon exercise of the Stock Acquisition Rights.)

- (b) Issue Price

US\$ 0 (JPY 0) (per Stock Acquisition Right)

- (c) Aggregate Amount of Issue Price

US\$ 0 (JPY 0)

- (d) Type, Details, and Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights

- (i) Type of Shares

Shares of Common Stock of the Company, non-bearer, par value of US\$0.25 (the "Shares").

- (ii) Details of Shares

Each holder of shares of KO Common Stock is entitled to one vote for each share of KO Common Stock held on all matters on which the holders of shares of KO Common Stock are entitled to vote.

Although the Certificate of Incorporation of the Company provides that the Company has the authority to issue shares of preferred stock, at a par value of US\$1.00 per share, in addition to the shares of KO Common Stock, the rights attached to any series of preferred stock must be established by the Board of Directors of the Company in a certificate of designation prior to the issuance of any shares of preferred stock. There are no shares of preferred stock issued and outstanding as of the date of this Report.

The provisions in the Certificate of Incorporation concerning preferred stock are as follows:

“The Board of Directors of the corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a “Preferred Stock Designation”) to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of the majority of the shares of common stock, without a vote of the holders of the shares of preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of preferred stock.”

(iii) Number of Shares

One (1) share of the Shares per the Stock Acquisition Rights

Total Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights: 29,070 shares (Estimated amount)

(Note 1) Method of Implementation of the Plan

Purchased Shares

A participant in the Plan (the “Participant”) accumulates funds for purchasing stocks (the “Contributions”) by deduction of an amount of money determined by the Participant within the range of US\$200 to US\$2,000 annually from the Participant’s monthly salary. The aggregate amount of the Contributions accumulated during the three calendar months of each of the first, second, third and fourth quarters of 2026 shall be applied to purchase the number of Shares calculated by dividing such aggregate amount of the Contributions by the Market Value on April 15, 2026, July 15, 2026, October 21, 2026 and January 20, 2027, as currently scheduled (the “Purchase Date”), respectively (the Shares so purchased are referred to as the “Purchased Shares”). The Market Value on the Purchase Date shall be determined by the following method.

“Market Value” on any day means:

(i) where Shares are acquired on the open market, the average price paid per Share to acquire those Shares (excluding any share transfer taxes and all fees and expenses incurred in connection with the purchase, unless the Talent and Compensation Committee of the Board of Directors of the Company (the “Committee”) decides otherwise), unless the Committee decides that an alternative definition of the market value of a Share should apply;

(ii) where Shares are not acquired on the open market, the average of the high and low market prices at which a Share has been sold on that day, or on the next preceding trading day if that day is not a trading day, as reported on the New York Stock Exchange Composite Transactions listing, unless the

Committee decides that an alternative definition of the market value of a Share should apply; or
(iii) in any other circumstances, the market value of a Share as decided by the Committee.

Matching Shares

The Company will grant the Participant, free of charge, an award (the “Matching Award”) whereby the Participant will be able to receive the Shares in a number equal to the number of the Purchased Shares purchased by the Participant, on the Purchase Date of such Purchased Shares. If the Participant continues to hold the related Purchased Shares for twelve (12) months from the Purchase Date, the Matching Awards will be Released and the Participant will be able to receive the Shares underlying such Matching Awards (such Shares are referred to as the “Matching Shares”). However, if the Participant Leaves before the elapse of such twelve (12) months, the Matching Awards shall Lapse, and the Participant will not be able to receive the Matching Shares. Under the Plan, in principle, “Leave” means ceasing to be employed within the Group of the Company. Please refer to rules 1.1 and 15 of the Plan for the meaning and consequences of “Leave”.

(Note 2) The “Total Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights” has not been determined. Such number will be two (2) times the aggregate of the number obtained by dividing the aggregate amount of the Contributions made by the Participants in Japan to be applied to the purchase of the Shares on each Purchase Date during the Plan Year by the Market Value of the Shares on the relevant Purchase Date. Therefore, for the purpose of explanation, we calculated such number by dividing the maximum expected amount of the Contributions to be made by the Eligible Employees in Japan during the Plan Year by the amount “Per Stock Acquisition Right” in the column of “(e) Amount to be paid upon Exercise of the Stock Acquisition Rights” below, and then rounded to the nearest whole number.

(Note 3) In the event of a nonreciprocal transaction between the Company and its shareholders that causes the per-share value of the Shares to change (including, without limitation, any stock dividend, stock split, spin-off, rights offering, or large nonrecurring cash dividend), the Committee will make such adjustments to the Plan and Matching Awards as it deems necessary, in its sole discretion, to prevent dilution or enlargement of rights immediately resulting from such transaction. Action by the Committee may include: (i) adjustment of the number and kind of shares that may be delivered under the Plan; (ii) adjustment of the number and kind of shares subject to outstanding Matching Awards; and (iii) any other adjustments that the Committee determines to be equitable.

(e) Amount to be Paid upon Exercise of the Stock Acquisition Rights

Per Stock Acquisition Right: US\$33.23 (JPY5,076)

Total Amount to be Paid upon Exercise of the Stock Acquisition Rights: US\$966,000 (JPY 147,546,840)

(Note 1) The Amount to be paid upon Exercise of the Stock Acquisition Rights per Stock Acquisition Right has not been determined. If it takes into account the grant of the Matching Shares, such amount will be the amount obtained by dividing the Market Value of the Shares on each Purchase Date by two (2). Therefore, for the purpose of explanation, we provided the amount equal to 50% of the average of the high and low market prices (US\$66.46 (JPY10,151)) at which a Share was sold on October 9, 2025, as reported on the New York Stock Exchange Composite Transactions listing.

(Note 2) The “Total Amount to be paid upon Exercise of the Stock Acquisition Rights” above has also not been determined. Such amount will be the aggregate Contributions made by the Participant in Japan to be used to purchase the Shares on each Purchase Date in the Plan Year. Therefore, for the purpose of explanation, we provided the maximum expected amount of the Contributions made by the Eligible Employees in Japan during the Plan Year, US\$966,000 (JPY147,546,840) (the amount obtained by multiplying US\$2,000, the maximum expected amount of the Contributions per Participant in Japan during the Plan Year, by 483 (maximum estimated number), the number of Eligible Employees in Japan).

(f) Period during which the Stock Acquisition Rights may be Exercised

April 15, 2026, July 15, 2026, October 21, 2026 and January 20, 2027, as currently scheduled

(Note 1) The Stock Acquisition Rights shall be deemed to be exercised automatically on each Purchase Date.

(Note 2) If any such day is not a day on which the New York Stock Exchange is open for trading (a “Trading Day”), the next preceding Trading Day shall be the exercise period.

(g) Terms and Conditions of Exercise of Stock Acquisition Rights

A Participant satisfies the Eligibility for participation in the Plan, accumulates the Contributions by deduction of the amount of money determined by the Participant within the range of US\$200 to US\$2,000 annually from the Participant’s monthly salary, and satisfies the terms and conditions of the Plan and the Agreement. Please see rule 2 of the Plan for the Eligibility of the Plan.

(Note) If a Participant Leaves, the Contributions will stop and any Matching Awards that have not been Released will Lapse. Please see rule 15 of the Plan and the relevant provisions of the Agreement for the consequences of the Participant’s Leave. If a Participant Moves to another Member of the Company, in principle, the Contributions will stop and any Matching Awards that have not been Released will continue under the terms of the Plan and Release in accordance with the original timetable or at the time determined by the terms of the Plan and the Agreement. Please see rule 14 of the Plan and the relevant provisions of the Agreement for the consequences of the Participant’s Move.

(h) Amount to be Accounted for as Stated Capital, in the Case of Issuance of Shares upon Exercise of Stock Acquisition Rights

Not Applicable

(Note) When the Stock Acquisition Rights are to be exercised, new shares shall not be issued, and it is expected that (i) with respect to the Purchased Shares, the Shares will be acquired on the open market or treasury shares will be delivered and (ii) with respect to the Matching Shares, treasury shares will be delivered.

(i) Matters Concerning Transfer of Stock Acquisition Rights

A Stock Acquisition Right shall not be transferred in any manner and shall be exercisable during the lifetime of the Participant only by the Participant. Heirs can sell or transfer Shares acquired.

(3) Number and Breakdown of the Counterparties to Solicitation for Acquisitions

483 Eligible Employees of the following companies (maximum estimated number)

Coca-Cola (Japan) Company, Limited
Coca-Cola Tokyo Research & Development Company, Limited

(4) If the Counterparties to Solicitation are Directors, etc. of a Subsidiary of the Filing Company, Relationship between the said Subsidiary and the Filing Company

Coca-Cola (Japan) Company, Limited: an indirect subsidiary of the Company
Coca-Cola Tokyo Research & Development Company, Limited: a direct subsidiary of the Company

(5) Details of Arrangement between the Counterparties to Solicitation and the Filing Company

The terms and conditions under the Plan and the Agreement between the Participant and the Company shall apply.

II Report under Article 19, Paragraph 2, Item 1 of the Cabinet Office Ordinance

(1) Type and Title of Securities

Certificates of stock acquisition rights

The Stock Acquisition Rights fall under the category of Certificates of Stock Acquisition Rights with Moving Strike Price, etc.

Please see Section I (1) (a) through (g) above for details.

(Note) This offering is related to the rights to acquire Shares (Stock Acquisition Rights) through enrollment in the Plan to be offered to a total of 12,896 Eligible Employees of the Company and certain subsidiaries of the Company in the countries other than Japan, including the United States, Mexico, Canada and other North American countries and certain European, Latin American, African, Middle East, Asian and Pacific countries (maximum estimated number), in accordance with the Plan.

(2) Description of Stock Acquisition Rights

(a) Number of Securities Issued

776,166

(Estimated Amount) (The number of Stock Acquisition Rights issued shall be the same as the number of the Shares to be acquired upon exercise of the Stock Acquisition Rights.)

(b) Issue Price

US\$ 0 (JPY 0) (per Stock Acquisition Right)

(c) Aggregate Amount of Issue Price

US\$ 0 (JPY 0)

(d) Type, Details, and Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights

(i) Type of Shares

Shares of Common Stock of the Company, non-bearer, par value of US\$0.25 (the “Shares”).

(ii) Details of Shares

Please see Section I (2)(d)(ii) above.

(iii) Number of Shares

One (1) share of the Shares per the Stock Acquisition Rights

Total Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights: 776,166 shares (Estimated amount)

(Note 1) For the method of implementation of the Plan, please see Note 1 of Section I (2)(d)(iii) above.

(Note 2) The “Total Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights” has not been determined. Such number will be two (2) times the aggregate of the number obtained by dividing the aggregate amount of the Contributions made by the Participants outside Japan to be applied to the purchase of the Shares on each Purchase Date during the Plan Year by the Market Value of the Shares on the relevant Purchase Date. Therefore, for the purpose of explanation, we calculated such number by dividing the maximum expected amount of the Contributions to be made by the Eligible Employees outside Japan during the Plan Year by the amount “Per Stock Acquisition Right” in the column of “(e) Amount to be paid upon Exercise of the Stock Acquisition Rights” below, and then rounded to the nearest whole number.

(Note 3) Please see Note 3 of Section I (2)(d)(iii) above.

(e) Amount to be Paid upon Exercise of the Stock Acquisition Rights

Per Stock Acquisition Right: US\$33.23 (JPY5,076)

Total Amount to be Paid upon Exercise of the Stock Acquisition Rights:
US\$25,792,000 (JPY3,939,470,080)

(Note 1) Please see Note 1 of Section I (2)(e) above.

(Note 2) The “Total Amount to be paid upon Exercise of the Stock Acquisition Rights” above has also not been determined. Such amount will be the aggregate Contributions made by the Participant outside Japan to be used to purchase the Shares on each Purchase Date in the Plan Year. Therefore, for the purpose of explanation, we provided the maximum expected amount of the Contributions made by the Eligible Employees outside Japan during the Plan Year, US\$25,792,000 (JPY3,939,470,080) (the amount obtained by multiplying US\$2,000, the maximum expected amount of the Contributions per Participant outside Japan during the Plan Year, by 12,896 (maximum estimated number), the number of Eligible Employees outside Japan).

(f) Period during which the Stock Acquisition Rights may be Exercised

April 15, 2026, July 15, 2026, October 21, 2026 and January 20, 2027, as currently scheduled

(Note) Please see Notes 1 and 2 of Section I (2)(f) above.

(g) Terms and Conditions of Exercise of Stock Acquisition Rights

Please see Section I (2)(g) above.

(h) Amount to be Accounted for as Stated Capital, in the Case of Issuance of Shares upon Exercise of Stock Acquisition Rights

Not Applicable

(Note) Please see Note of Section I (2)(h) above.

(i) Matters Concerning Transfer of Stock Acquisition Rights

Please see Section I (2)(i) above.

(3) Method of Issuance

The Stock Acquisitions are offered to 12,896 Eligible Employees of the Company and its subsidiaries outside Japan (maximum estimated number).

(4) Name of the Underwriter(s)

Not Applicable

(5) The Place where the Securities are to be Offered

Countries other than Japan, including the United States, Mexico, Canada and other North American countries and certain European, Latin American, African, Middle East, Asian and Pacific countries.

(6) The total amount of the proceeds to be obtained by the Company; and the details of usage, the amount, and the scheduled time(s) for the spending of such proceeds by the categories of their use.

(a) Total amount of proceeds to be obtained by the Company

US\$25,732,000 (JPY3,930,305,680)

(Note 1) The amount obtained by deducting the approximate amount of costs of issuance (US\$60,000 (JPY9,164,400)) from the total amount of the amount paid upon the exercise of all of the Stock Acquisition Rights (US\$25,792,000 (JPY3,939,470,080))

(Note 2) The “total amount of the amount paid upon the exercise of all of the Stock Acquisition Rights” is the aggregate amount to be paid assuming that (i) all Stock Acquisition Rights granted being exercised and (ii) when the Stock Acquisition Rights are to be exercised, new Shares shall be issued (however, it is expected that the Shares will be acquired on the open market or treasury shares will be delivered). The “total amount of the amount paid upon the exercise of all of the Stock Acquisition Rights” is calculated based on the maximum expected amount of the Contributions made by the Eligible Employees outside Japan during the Plan Year.

(b) Details of usage, the amount, and the scheduled time(s) for the spending of such proceeds by the categories of their use

The Stock Acquisition Rights are granted for the purpose of providing more employees an opportunity to be shareholders of the Company, sharing the success of the Company with the employees, and providing another way for employees to save for the future, by providing the Eligible Employees with an easy way to purchase the Shares by deduction from their salary. Consequently, the Company does not aim to raise funds through the offering of the Stock Acquisition Rights.

Thus, although the Company plans to use the amount of proceeds for the Company’s general corporate purposes and/or the acquisition of the treasury stock in the future, the details of usage and the scheduled time(s) of spending thereof will be determined in accordance with the cash management status, etc., of the Company and/or the status of the treasury stock owned by the Company; and the details of usage and the scheduled time(s) of spending thereof are currently not determined.

(7) Date of Issuance

January 1, 2026

(8) Name of the Financial Instruments Exchange(s) on the Securities Concerned are Listed

Not Applicable

- (9) Matters regarding the Certificates of Stock Acquisition Rights with Moving Strike Price, etc.

Please see Section I (1) (a) through (g) above.

- (10) Matters regarding Third Party Allotment

Not Applicable

- (11) Amount of Share Capital and Total Number of Issued Shares of the Company

- (a) Amount of Share Capital: US\$1,760 million (JPY268,822 million) (as of September 26, 2025)
- (b) Total Number of Issued Shares: 7,040,128,924 shares of common stock (as of September 26, 2025)