



Coca-Cola West Japan Company, Limited

To whom it may concern

February 18, 2003

Company name: Coca-Cola West Japan Company, Limited (CCWJ)
Representative director: Norio Sueyoshi, President & CEO
(Stock code No. 2579, listed on the Tokyo Stock Exchange (First Section), the Osaka Securities Exchange (First Section), and the Fukuoka Stock Exchange)
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Announcement on Offering Stock Options (Right to Reserve New Shares)

Our board of directors meeting held on February 18, 2003, resolved to submit a proposition to the Company's 45th fixed general meeting of shareholders scheduled for March 26, 2003, seeking its approval of an offer to issue rights to reserve new shares on specially favorable conditions to parties other than existing shareholders for the purpose of providing them with a "stock option" opportunity. The details of this offer are as follows:

1. Reason for offering the right on specially favorable conditions:

This right to reserve new shares is to be issued free of charge to directors, auditors, and employees of the Company and its subsidiaries in order to provide them with an incentive to achieve the 2003-2005 medium-term management plan and improve general corporate performances.

2. Contents of the offer:

(1) Parties eligible for the right:

The parties eligible for this new share reservation right are to include directors, auditors, and employees of the Company and its subsidiaries, including operating officers, contract employees, advisors, temporary employees, and employees on loan to and from other companies (this description applies also to all the items below). They are also to include executives and employees to be appointed and employed in the future.

(2) Kind and number of new shares to be offered:

Up to 974,000 shares of the Company's common stock will be offered.

If the Company should split or reverse-split its shares in the future, the number of reserved shares will be adjusted using the formula described below. This adjustment is aimed at the new shares already reserved but the rights for which have not been exercised by the time of splitting or reverse-splitting. Fractions smaller than one share arising from this adjustment will be discarded.

Adjusted number of shares = Number of shares before adjustment x Splitting or reverse-splitting ratio



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(3) Total number of rights to be offered:

A total of 9,740 rights to reserve new shares are to be offered. (The number of shares that can be reserved per right will be 100 shares, or a number to be adjusted in the case of any adjustment described in (2) above.)

(4) Reservation charge:

Reservation can be made free of charge.

(5) (5) Amount to be paid on exercising the right:

The amount of money to be paid on exercising each reservation right is to be the highest of the following three values, multiplied by the number of shares included in each reservation right.

- 1) The average of the closing prices of the Company's common share on the Tokyo Stock Exchange on the days of the month preceding the month in which the right to reserve new shares is issued (excluding the days on which no share is traded), multiplied by 1.05 (fractions less than one yen will be rounded up).
- 2) The closing price of the Company's common share on the Tokyo Stock Exchange on the day preceding the day on which the new share reservation right is issued (if there was no trading on the preceding day, then the closing price on the most recent trading day to the preceding day will apply).
- 3) The book value of the Company's own shares on the last day of the month preceding the month in which the new share reservation right is issued (fractions less than one yen will be rounded up).

If the Company should decide to split or reverse-split its shares after the new share reservation right is issued, the amount of money to be paid per share will be adjusted using the following formula, with fractions less than one yen arising from the adjustment being rounded up).

Adjusted amount to be paid = Amount before adjustment x $1/\text{Splitting or reverse-splitting ratio}$

And if the Company issues new shares or disposes of own shares at a price below the current market value (excepting the case in which it issues new shares in response to execution of new share reservation rights), the amount to be paid per share will be adjusted using the following formula, with fractions less than one yen arising from the adjustment being rounded up).

Adjusted amount to be paid = Amount before adjustment x $(\text{Number of outstanding shares} + [\text{number of newly issued shares} \times \text{amount to be paid per share}] / \text{Current market price per share before new shares are issued}) / \text{Number of outstanding shares} + \text{Number of newly issued shares}$

The "number of outstanding shares" in the above formula refers to the total number of shares issued by the Company minus the total number of own shares held by the Company. In the case of disposing of own shares, the term "number of newly issued shares" in the above formula should read as "number of own shares to be disposed of", the term "amount to be paid per share" as "disposal amount per share", and the term "before new shares are issued" as "before own shares are disposed of".

In other cases requiring adjustment of the amount to be paid per share, such as the case in which absorption merger or consolidation merger is performed or alternatively merger partition or consolidation partition is performed after the day of issue of new share reservation rights, the Company can make reasonable adjustment of the amount to be paid per share as it deems necessary.



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- (6) Period when the right can be executed:
The new share reservation right can be executed between October 1, 2005 and September 30, 2006.
- (7) Conditions for executing the right:
- 1) Those who have been allotted rights to reserve new shares need to hold positions as directors, auditors, or employees of the Company or its subsidiaries at the time of executing their rights. However, this condition does not apply to those retiring from such positions for legitimate reasons such as termination of their terms of office or arrival of their mandatory retirement ages.
 - 2) Should anyone allotted a right to reserve new shares die, his or her heirs can exercise their descendants' right.
 - 3) No assignment, pawning, or like disposal of the right is permitted.
 - 4) No partial execution of the right can be accepted.
 - 5) The other conditions for executing new share reservation rights will be in accordance with the "Agreement for Offering Rights to Reserve New Shares" to be entered into between the Company and those allotted the rights based on the resolutions of the upcoming general meeting of shareholders and the above-mentioned board of directors meeting regarding the issue of the right.
- (8) Extinction of the right and its prerequisites:
- 1) If a merger agreement under which the Company will be defunct should be approved, or if a proposition should be approved by the general meeting of shareholders to endorse an agreement to exchange or transfer shares under which the Company will become a wholly owned subsidiary of another company, or in any other extraordinary cases of need, the Company can make existing new share reservation rights extinct without compensation.
 - 2) If anyone allotted a right to reserve new shares becomes unable to correspond to any of the conditions set forth in (7) above before executing his or her right, thus becoming unable to execute the right, the Company can make such right extinct without compensation.
- (9) Restriction on assignment of the right:
Assignment of new share reservation rights needs to be approved by the board of directors.