

Coca-Cola Enterprises Inc.

Code of Business Conduct

This Code often contains broad guidelines, because it is impossible to discuss each circumstance or situation that may arise. Sometimes the same activity or practice is covered in more than one section. This is because ethical conduct is not limited to specific areas of activity, but cuts across them all. This Code cannot -- and does not attempt to -- describe all aspects of ethical behavior. Instead, it outlines basic principles of ethical behavior that apply to our business.

The Company relies on your common sense and awareness of what is right and what is wrong.

References in the Code to “the Company” include its divisions and subsidiary companies .

The application of the Code is discussed below. The second section deals with its administration.

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16. Do not use or possess alcoholic beverages, unauthorized drugs or controlled substances while at work, or on the Company's premises, or in the Company's vehicles.
17. Do not make political contributions out of the Company's funds without the required specific authorization.
18. The Company will promptly disclose any amendments to this Code, as well as any waivers that address executive officers, Directors or other persons subject to its securities trading policy.

Governing Principles of the Code of Business Conduct

1. Comply with all laws, rules and governing regulations wherever the Company does business.

While compliance with the law is the Company's basic expectation, your goal should always be to go beyond what is required and to do what is expected of a good citizen in every community where the Company operates. The Company expects honest and ethical conduct, rather than a narrow compliance with the minimum standards imposed by law.

The officers and managers of the Company are responsible for maintaining a culture of compliance by personally meeting with direct reports and encouraging compliance with the law. By acting with honesty and integrity, they should lead by example.

The Company operates throughout North America and parts of Western Europe, and its operations are subject to the laws of a number of governments and other organizations (such as the European Union). In some instances, you may be subject to laws that conflict with one another. If that happens, you should contact the Company's principal legal counsel for your country for guidance.

Note that the Company has distributed a modified Code for specific use in Europe, given differences in the laws of the European Union and certain countries within Europe.

You must not obey an order or directive that you have reason to believe is illegal or in violation of this Code. You alone are responsible for your actions.

Situation

Your manager says he doesn't care what the law says, you are specifically instructed to conduct yourself as he says, and he'll take full responsibility.

Guidance

If his instructions cause you to violate this Code, you'll both be in violation. You are required to report your manager for requiring you to take actions in violation of the Code. (How to make a report is explained the section of this Code entitled "Administration of the Code of Business Conduct".)

2. Treat all of your colleagues fairly, honestly, and with respect.

The Company values the contributions that each employee makes to its business and is committed to treating each employee with respect and providing to each employee, to the greatest extent practicable, the opportunity to advance within the Company.

Those who supervise other employees must do so responsibly. Performance reviews must be done promptly and fairly. It is also a part of the supervisor's job to create and maintain a workplace environment that allows every employee to concentrate on the job. Workplace complaints made in good faith must be dealt with promptly. The Company will not tolerate unlawful discrimination, intimidation, threats or violence in the workplace.

Some examples of conduct in violation of the Code:

- *Telling jokes or displaying material that offends or ridicules a particular sex or race*
- *Sexual advances in the workplace, even "jokingly"*
- *Making compensation and promotion decisions based upon race, sex, or other basis not related to work*
- *Workplace harassment of any employee because of his or her sex, race, religious beliefs, etc.*

If you believe that you are not being treated properly, keep in mind that you have the option of contacting the office of the corporate ombuds. All contacts with the ombuds are confidential. (See the section of this Code entitled "The Ombuds Office".) You also have the option of using the "Solutions" program, if it is available in your division. Additionally you can report the conduct as a potential violation of this Code. (How to make a report is explained the section of this Code entitled "Administration of the Code of Business Conduct".)

3. Respect and promote the diversity of the Company's workforce.

Do not discriminate in hiring, work assignments, or promotions on the basis of sex, race, religion, age, national origin, disability, or on any other unlawful basis.

You are expected to familiarize yourself with, and comply with, any anti-discrimination and anti-harassment policies applicable to the Company's operations.

4. Deal fairly with the Company's customers and suppliers.

The Company earns its customers' business by providing a consistently superior product coupled with consistently superior service and performance.

The Company chooses a supplier on the basis of service, price, quality and desirability of its goods and services. You must not accept or seek out any personal

benefit from a supplier or potential supplier that would even appear to compromise your judgment.

You should never do anything at the request of a customer or supplier -- or on your own initiative -- that you know or have reason to believe is wrong. For example, never offer or accept -- directly or indirectly -- a personal benefit in exchange for business.

Never take actions that assist a customer or supplier in misrepresenting its financial results. These actions are wrong regardless of whether the Company seemingly benefits from, or is not financially affected by, your taking them. Any such actions can harm the Company's reputation for fair dealing and could create legal liability for the Company and for you personally.

Situation

A customer asks you to sign some documents that will allow the customer's books to show that the customer received some marketing payments from the Company prior to the time they were actually earned. The customer claims that it doesn't affect the way the bottler treats the payments on its books. You understand that your failure to sign may mean the loss of a significant customer, and you ask for guidance from your boss, who says "sign."

Guidance

You can read this Code and see that what the customer is requesting is specifically prohibited. Your boss's guidance, if followed, will only get both of you in trouble. Don't do it. And if your boss signs the documents, report him. (How to make a report is explained the section of this Code entitled "Administration of the Code of Business Conduct".)

5. Deal appropriately with competitors.

The Company competes in the marketplace on the merits of its products and services. All factual comparisons of the Company's products to the products of competitors must be accurate and supportable.

You must not use illegal means to gather confidential information about our competitors or their operations, nor may you make use of any confidential information coming into your possession, when you know or have reason to suspect it has been obtained illegally.

You must not enter into formal or informal arrangements with the Company's competitors that fix prices, allocate customers or territories, or are otherwise in violation of applicable competition or antitrust laws. You must not discuss any competitively

sensitive information with the Company's competitors. You must promptly report to the Company's legal counsel any instance in which a competitor has proposed such an illegal arrangement or attempted to discuss any such items. You are expected to familiarize yourself with, and comply with, the Company's competition and antitrust policies and procedures.

Situation

A competitor's employee calls you to suggest you meet for lunch. The reason for the lunch is unspecified.

Guidance

Any contact with a competitor raises concerns. You don't want to be put in a situation where a discussion of price-fixing, for example, may come up. Or the competitor may later claim falsely that you met to discuss prices. Don't accept the invitation and politely but firmly end the conversation. You should also report this conversation to the Company's legal counsel. (How to make a report is explained in the section of this Code entitled "Administration of the Code of Business Conduct".)

6. Avoid conflicts of interest, as well as the appearance of conflicts of interest.

It is never permissible for you to compete against the Company, directly or indirectly. All employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Conflicts of interest exist when your private interest interferes in any way with the interests of the Company. A conflict can arise when you take actions or have interests that may affect your objectivity or effectiveness; or when you or a member of your family receives improper personal benefits as a result of your position with the Company.

Here are some situations that raise questions about conflicts of interest:

Accepting gifts

Neither you nor any member of your immediate family may accept lavish gifts from a customer, supplier, or anyone attempting to develop a business relationship with the Company. This is an area in which the exercise of your common sense best judgment is critical. It is OK to accept modest gifts, but in doing so, you should not feel obligated or expected to give the giver special treatment in the future. It is impractical to establish a dollar value, or define what is inappropriate, that would cover every circumstance. Keep in mind that appearances can play a role here. Even

if you believe that accepting a gift is appropriate, it may be that your colleagues would question your judgment or your relationship with the giver. You need to feel entirely comfortable in accepting a gift. If you don't, you should respectfully return the gift to the giver, or ask your supervisor or legal counsel for advice.

You may not accept gifts of cash or cash equivalents (such as a debit card with cash already loaded) or, in most circumstances, gift certificates. [When are gift certificates acceptable? If you win a gift certificate as a prize through skill or luck, it is not a "gift" but a prize, and therefore acceptable in most circumstances. See below for a discussion of a gift certificate won in connection with a sales incentive promotion.]

A special situation -- participating in sales incentive promotions

A concentrate company announces a promotion that gives an expense-paid trip to Paris (for two persons) to the manager whose division sells the most cases of its products during an upcoming holiday season. You are a division manager and you would be a big hit with your spouse if you took her to Paris. The trip is lavish. Can you participate in the promotion, and if you win, can you take the trip?

Yes, so long as you get the prior approval of your manager who is not eligible to participate in the promotion. Your manager may have a business reason why she feels that promoting those products is not in the Company's best interests. Or she may think it's just fine. You've done your duty by having your participation cleared by a disinterested superior.

So what if the prize isn't a trip? Maybe a set of golf clubs, a pair of passes to the Masters, or a gift certificate. Can you participate in the promotion, and if you win, can you accept?

The same principle applies: get the prior approval of your manager, who would not be eligible to participate.

Giving gifts

Don't give gifts to a customer or supplier if you know the recipient is prohibited from accepting them. If you aren't sure whether there is a prohibition, you must inquire. Lavish gifts are inappropriate. See the considerations above under "Accepting Gifts." Here, too, appearances are important, and you must feel entirely comfortable about your decision

to give a gift. For government officials, see the special restrictions in Section 11 of this Code.

Being entertained

Don't accept meals, entertainment or trips from a customer, supplier, or anyone attempting to do business with the Company unless they are unsolicited and they do not create any obligation on your part. The prior approval of your supervisor is required for meals, entertainment or trips that go beyond "common courtesies" -- where a return of the meal, entertainment or trip on your part on a comparable basis is likely to occur and would properly be charged as a business expense. If any doubt exists whether any such entertainment goes beyond "common courtesies" get the prior approval of your supervisor.

A special situation: Guest at a supplier conference

A software supplier to the Company is holding a conference in San Francisco to brief potential customers on the uses of its software in the beverage industry. You've used the software as part of your responsibilities within the Company, and the supplier has asked you to come to San Francisco to speak about your experience with the product. The supplier will pick up the airfare and hotel for you and your husband. Can you take the offer?

Yes, with the prior approval of your manager who will not be participating in the conference. The manager will consider, among other things, whether your attendance furthers the Company's business interests.

Entertaining customers and suppliers

Don't entertain any customer or supplier if you know the person being entertained is prohibited from accepting it. If you aren't sure whether there is a prohibition, you must inquire. For government officials, see the special restrictions in Section 11 of this Code. In no event should the entertainment you are offering go beyond common courtesies (see "Being entertained") without the prior approval of your supervisor.

Bribes and kickbacks

Don't give them. Don't take them.

Accepting special privileges

Don't accept loans, discounts, or special terms made available to you or your immediate family from suppliers, customers or anyone seeking to do business with the Company, under circumstances that in any way suggest that they are in return for, or rewarding you for, special or preferential treatment in favor of the person offering the privilege.

Working for a customer or supplier

Conflicts of interest may arise when you, your spouse or a member of your household work for a customer or supplier;

When any such relationship with a customer or supplier exists, you must report the relationship to your supervisor, who is responsible for getting guidance from the Company's legal counsel. Failure to make such disclosure, or failure to follow the guidance of counsel, are each a violation of this Code. In deciding whether a conflict exists, the legal counsel will look at, among other things, the direct or indirect influence you would have within the Company upon the relationship with the customer or supplier.

Article SEVENTH of the Company's certificate of incorporation and the "Board of Director Guidelines on Significant Corporate Governance Principles" are applicable to members of the Company's board of directors who are affiliated with The Coca-Cola Company.

Spouse or member of household working for a competitor

It is almost always a conflict of interest when your spouse or someone living in your household works for a competitor of the Company, but the answer depends upon an examination of the facts of each situation.

You are required to disclose this relationship to your supervisor, who will be responsible for reporting this to the Company's legal counsel. The consequences of failing to report or failing to follow the advice of counsel are as stated above.

Other instances

Other instances may present real or perceived conflicts of interest that are less obvious. The question to be considered is always the same: Is your private interest at odds with the best interests of the Company?

If you believe any transaction or state of affairs might be a conflict of interest you should contact your supervisor, who is expected to obtain guidance of legal counsel.

7. Keep accurate records.

The Company's books and records must be true and complete. Never submit false expense reports, incorrect time records, incomplete customer agreements, or any other misleading or dishonest information to the Company.

You must never create or participate in the creation of records that are misleading or artificial. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform to both applicable legal requirements and to the Company's system of internal controls.

All obligations to which the Company is a party must be appropriately documented.

Use good business judgment in the processing and recording of all transactions. No accounting entry may intentionally distort or disguise the true nature of any transaction.

Your signature means something. Sign only those documents you believe to be accurate and truthful. Your signature means that you have reviewed and approved. You have a duty to satisfy yourself of that what you are signing is accurate and in compliance with Company policy.

Your job may not require you to be familiar with accounting procedures and internal controls, but that does not relieve you of the duty to be sure that the information you contribute to every business record is accurate, complete and reliable.

For example, sales should be recorded only in the relevant period and, inventory losses should be correctly reflected.

Expense reports must be documented and recorded accurately. You may claim only reimbursement for expenses that you incur on behalf of the Company that are properly documented and recorded on expense reports that conform to Company policy. Misuse of Company-issued travel and entertainment credit cards are a violation of this Code.

You are to report the true and actual number of hours you worked.

If you are an hourly employee and you have been asked not to report hours worked, you must report this promptly to the senior human resources official in your facility (or through the reporting process described in this Code). An hourly employee may never work "off the clock" -- involuntarily or voluntarily. (See the section of the Code entitled "Administration of the Code of Business Conduct" for how you can make a report.)

A request for confirmation from a customer or its auditor should be referred to your region or division controller, together with copies of any supporting documentation, and that officer will respond on behalf of the Company.

You are to cooperate truthfully and completely with the Company's auditors and legal counsel -- both internal and external -- and anyone else whom the Company or the Board of Directors has engaged to conduct any investigations.

8. Provide accurate and timely disclosure to shareholders and regulators.

All reports and documents filed by the Company with governmental and regulatory agencies in each country where the Company does business, for example, with the United States Securities and Exchange Commission and other governmental and regulatory agencies (federal, state, provincial and local), as well as all communications to the Company's investors, must contain fair, accurate, timely and understandable disclosure.

9. Protect and make efficient use of the Company's assets.

You must manage the Company's assets under your control in a responsible manner. You are required to exercise your reasonable business judgment in the management of these assets -- whether it is entering into agreements with customers, or contracting for goods and services. Observe all requirements of the relevant Chart of Authority.

Theft, carelessness and waste have a direct impact on the Company's profitability. Suspected fraud or theft should be immediately reported for investigation.

The Company's equipment is for business use only, except where incidental personal use has been permitted. Vehicles, computers, product, supplies and furnishings are Company property and are to be used only to advance the Company's interests. Under no circumstances can you use the Company's assets in furtherance of a personal enterprise.

Situation

Your boss occasionally uses his Company-issued computer to conduct a personal business, selling and trading in Coca-Cola memorabilia.

Guidance

The Company recognizes that occasional personal use of Company equipment is sometimes appropriate -- such as using the telephone to

make a doctor's appointment or accessing the internet to read a news story or place an occasional order -- so long as the personal use doesn't interfere with the performance of your work. But using Company equipment for any for-profit outside business activity or solicitation, even if only occasionally, is never permitted.

Computer hardware, software and data must be safeguarded from damage, alteration, theft, fraudulent manipulation and unauthorized access. You must adhere to specific security measures and internal controls for each computer system to which you are authorized access. Treat your password to the Company's computer systems as you would the keys to cabinets containing highly confidential information.

There may be instances in which you make your password available to an assistant for a specific purpose, such as for the preparation of your expense reports. You are responsible for making sure that your password is kept safe, as well as for the accuracy of any reports that your assistant prepares for you.

When you use software licensed to the Company, you must adhere to the terms of the license. The right to use software is limited to authorized employees for Company business. Copies of software and associated materials may be made only as specified in the license. You may not sell, transfer, or otherwise make available to any unauthorized person any software products, documentation or copies thereof.

10. Do not take personal advantage of opportunities that you learn about through the use of corporate property, information or position.

You may not appropriate to yourself, or direct to any other person or organization, any opportunity that you learn about through your position with the Company or your use of Company property or information, unless you have received prior permission to do so from the Company's legal counsel. If you are a director or an executive officer of the Company, you must have the permission of the Company's board of directors.

11. Be mindful of special restrictions imposed upon you when dealing with public officials on the Company's behalf.

It is never permitted to pay a bribe, including, without limitation, to a government employee, a public official, a political party or a candidate for public office. Modest gifts, such as mementos, can be given to elected officials and to government employees when appropriate and not prohibited by law or policy.

It is almost always inappropriate to entertain or provide travel or event tickets or reimbursement to a government employee. In exceptional instances, this can be done, but it requires the prior written approval of the Company's legal counsel, who must determine that the activity or service is not inconsistent with law or government policy

and, even where permitted, does not appear to be of a nature that might compromise the Company's arms-length relationship with that government employee or agency.

No contract or business arrangement will be entered into with a company or other entity that you know to be owned, directly or indirectly, by a government employee or public official whose responsibilities include dealings with the Company or who is in a position to bring influence on the course of those dealings.

In the conduct of its business outside the United States, the Company is governed by the Foreign Corrupt Practices Act (FCPA). Under the FCPA, neither the Company nor anyone acting on its behalf may give anything of value directly or indirectly to foreign government officials for the purpose of obtaining or retaining business, or securing an improper advantage. Also, the FCPA requires the Company to keep accurate records of business transactions. If you are involved in international business matters, seek the guidance of the Company's legal counsel.

12. Do not trade in the Company's securities or tip others to make such trades on the basis of material non-public information.

Insider trading is illegal and unethical. If you have material, nonpublic information relating to the Company, you must not buy or sell the Company's securities or engage in any other action to take advantage of that information. You must not pass along this information to someone else to allow him or her to buy or sell. This rule applies regardless of whether you or any other person profited from the transaction. This policy also applies to your trading in the securities of any other company, including the Company's customers or suppliers, if you have material, nonpublic information about that company which you obtained in the course of your employment with the Company.

Situation

You've learned from a fellow employee that the Company's quarterly results are going to be much better than the market has been led to expect. Can you buy shares now, before the price goes up?

Guidance

No. You can't do it. Nor can you pass along the tip to a relative or friend or anyone else. This is the rule even if you don't personally profit from the purchase or later sale of the stock. It violates the Code, and it violates the law.

There are no exceptions. Even the appearance of an improper transaction must be avoided to prevent any potential risk to the Company or you. Insider trading laws violations may be punishable by fines and imprisonment, and can result in your termination.

Keep in mind that the insider trading prohibition applies to all publicly traded stock -- not just the stock of the Company. For example, do not buy or sell the stock of any other company -- such as The Coca-Cola Company -- on the basis of material nonpublic information in your possession.

13. Protect the Company's nonpublic information.

Our nonpublic information is any information that has not been disclosed or made available to the general public. It includes financial or technical data, plans for acquisitions or divestitures, new products, marketing strategies, personal information about employees, major contracts, business plans, financing transactions, major management changes and significant corporate developments.

Under no circumstances can you allow others access to the Company's confidential information without the protection of a confidentiality agreement, and even then only for an appropriate purpose that is in the best interest of the Company. The Company's confidential information may never be used or disclosed to others for personal gain.

14. Manage the operations of the Company to protect the health and safety of its employees and the communities where it does business.

Sound operating practices will be followed to foster a safe working environment. Safety comes first.

Accident prevention is an operating responsibility. It demands the same management and control that is given to other aspects of improving efficiency in operations. Department heads and supervisors, therefore, are directly responsible for continuous efforts toward the prevention of accidents. Management at all levels will diligently enforce this policy.

The success of any accident prevention effort depends on the cooperation and active support of all employees. Accident prevention and the preservation of the health and safety of our employees is a cooperative effort for the benefit of all. The Company, therefore, expects you to follow safe work practices in the interest of your own safety as well as that of your colleagues.

Division or operating groups may have additional policies to protect the Company's employees that supplement the requirements of the law. Additional safety measures are stated at the local facility to address location-specific conditions. You are expected to familiarize yourself with these policies.

15. Operate the Company's facilities in compliance with all applicable environmental laws, regulations and permits.

Applicable environmental laws, regulations and permits include those restricting noise and those governing the control, transportation, storage and disposal of regulated materials. Air emissions, waste water, solid waste, hazardous waste and storm water are included in "regulated materials."

You are responsible for performing your job functions in accordance with the Company's environmental policies. When your job involves contact with regulated materials or involve you in decisions about those materials, you need to understand how those materials can be safely handled to protect you and your colleagues from harm. You must become familiar with the Company's policies and procedures and ask questions if you don't know or don't understand the policies and procedures. You must respond promptly and professionally, in accordance with applicable procedures, to any potential threat to human health or the environment.

16. Do not use or possess alcoholic beverages, unauthorized drugs or controlled substances while at work, or on Company premises, or in Company vehicles.

Bringing in, possessing, providing, buying, selling or otherwise using such beverages, drugs or substances on Company premises or in Company vehicles is prohibited.

The only exceptions to the consumption and/or service of alcoholic beverages is at an approved Company-sponsored event or in connection with appropriate business entertaining, at which time you are expected to conduct yourself in a responsible manner.

Do not operate Company vehicles at any time when your ability to operate them safely may be impaired by the use of alcoholic beverages, unauthorized drugs or controlled substances.

17. Do not make political contributions out of the Company's funds without the required specific authorization.

The Company may make political contributions from corporate funds to political candidates and parties, but only in the manner permitted by law, and only specifically approved in advance by the Company's senior public affairs officer and its legal counsel.

No one subject to this Code will ever be reimbursed directly or indirectly by the Company for any political contribution.

Employees in the United States are encouraged to make contributions to the Company's political action committees, but they are under no requirement to do so and

the Company may not penalize them in any way for choosing not to make such contributions.

18. The Company will promptly disclose any amendments to this Code, as well as any waivers that address executive officers, Directors or other persons subject to its securities trading policy.

The disclosure will be posted on the Company's website:

<http://www.cokecce.com>

Administration of the Code of Business Conduct

Requirement to report

You are required to report any violations of this Code of which you become aware. Your failure to make such report, when required, is itself a violation of the Code. Violations of this Code can result in disciplinary actions including termination of employment, or in the Company's referring the matter to the appropriate law enforcement officials for investigation and potential prosecution.

Telephone reports

Reports of violations can be made by telephone to the hotline run by an independent company: 1-800-437-0054. [If you are calling from outside the United States of America, you may place a collect call to 770-613-6347.]

Written reports

If you want to make a written report of a violation, you should address it as follows:

In the United States:
General Counsel
Attention: Code Compliance
Coca-Cola Enterprises Inc.
Post Office Box 723040
Atlanta, Georgia 31139-0040
USA

In Canada:
General Counsel
Attention: Code Compliance
Coca-Cola Bottling Company
42 Overlea Boulevard
Toronto, Ontario, M4H 1B8

Reports about financial reporting regularities

If you are reporting violations of this Code that pertain to financial reporting irregularities, you are strongly encouraged to make that report directly in writing to the Audit Committee of the Company. That report should be addressed as follows:

Audit Committee
Attention: Code Compliance
Coca-Cola Enterprises Inc.
Post Office Box 723040
Atlanta, Georgia 31139-0040
USA

You cannot be punished for good-faith reports

The Company will not punish you or allow retaliation against you for making a good faith report of a violation of this Code.

Anonymity

You can make reports on an anonymous basis, but you are encouraged to allow us a means to contact you to allow the most thorough investigation of the matters you raise.

Questions

If you have questions that aren't addressed specifically in the Code – or if you are unable to obtain guidance from your manager – please e-mail the following address: CodeQuestions@cokecce.com.

The Ombuds Office

If you have a problem on the job that doesn't necessarily involve a potential violation of the Code, please consider contacting the Ombuds. The Ombuds Office allows you a confidential channel of communications to a specially-trained professional who is there to help employees work through job-related problems. To contact the Ombuds by phone: 1-888-272-COKE or 678-589-5420. By e-mail: ombuds@cokecce.com. For more information about this program, go to <http://corp.na.cokecce.com/ombuds/>