
FORM 10-K
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 1999
OR
[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NO. 001-02217

THE COCA-COLA COMPANY

(Exact name of Registrant as specified in its charter)

DELAWARE 58-0628465
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification No.)

ONE COCA-COLA PLAZA 30313
ATLANTA, GEORGIA (Zip Code)
(Address of principal executive offices)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (404) 676-2121

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:
NAME OF EACH EXCHANGE ON
TITLE OF EACH CLASS WHICH REGISTERED

COMMON STOCK, \$.25 PAR VALUE NEW YORK STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES [X] NO []

INDICATE BY CHECK MARK IF DISCLOSURE OF DELINQUENT FILERS PURSUANT TO ITEM 405 OF REGULATION S-K IS NOT CONTAINED HEREIN, AND WILL NOT BE CONTAINED, TO THE BEST OF REGISTRANT'S KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-K OR ANY AMENDMENT TO THIS FORM 10-K. []

THE AGGREGATE MARKET VALUE OF THE COMMON EQUITY HELD BY NON-AFFILIATES OF THE REGISTRANT (ASSUMING FOR THESE PURPOSES, BUT WITHOUT CONCEDING, THAT ALL EXECUTIVE OFFICERS AND DIRECTORS ARE "AFFILIATES" OF THE REGISTRANT) AS OF FEBRUARY 21, 2000 (BASED ON THE CLOSING SALE PRICE OF THE REGISTRANT'S COMMON STOCK AS REPORTED ON THE NEW YORK STOCK EXCHANGE ON FEBRUARY 18, 2000) WAS \$110,590,808,060.

THE NUMBER OF SHARES OUTSTANDING OF THE REGISTRANT'S COMMON STOCK AS OF FEBRUARY 21, 2000, WAS 2,472,450,605.

DOCUMENTS INCORPORATED BY REFERENCE

PORTIONS OF THE COMPANY'S ANNUAL REPORT TO SHARE OWNERS FOR THE YEAR ENDED DECEMBER 31, 1999, ARE INCORPORATED BY REFERENCE IN PARTS I, II AND IV.

PORTIONS OF THE COMPANY'S PROXY STATEMENT FOR THE ANNUAL MEETING OF SHARE OWNERS TO BE HELD ON APRIL 19, 2000, ARE INCORPORATED BY REFERENCE IN PART III.

PART I

ITEM 1. BUSINESS

The Coca-Cola Company (together with its subsidiaries, the "Company") was incorporated in September 1919 under the laws of the State of Delaware and succeeded to the business of a Georgia corporation with the same name that had been organized in 1892. The Company is the largest manufacturer, distributor and marketer of soft drink concentrates and syrups in the world. Finished beverage products bearing the Company's trademarks, sold in the United States since 1886, are now sold in nearly 200 countries and include the leading soft drink products

in most of these countries. The Company also markets and distributes juice and juice-drink products.

The Company is one of numerous competitors in the commercial beverages market. Of the approximately 48 billion beverage servings of all types consumed worldwide every day, beverages bearing the Company's trademarks ("Company Trademark Beverages") account for more than one billion.

The business of the Company is nonalcoholic beverages -- principally soft drinks but also a variety of noncarbonated beverages. As used in this report, the term "soft drinks" refers to nonalcoholic carbonated beverages containing flavorings and sweeteners, excluding flavored waters and carbonated or noncarbonated teas, coffees and sports drinks.

During the three years ended December 31, 1999, the Company's operating structure included the following operating segments: the North America Group (including The Minute Maid Company); the Africa Group; the Greater Europe Group; the Latin America Group; the Middle & Far East Group; and Corporate. The North America Group includes the United States and Canada. Effective January 1, 2000, two of the Company's operating segments were renamed and geographically reconfigured. The Middle & Far East Group was renamed the Asia Pacific Group, while the Africa Group became known as the Africa and Middle East Group. At the same time, the Middle East & North Africa Division (comprising 22 countries in the Middle East) ceased to be part of the Asia Pacific Group and became part of the expanded Africa and Middle East Group.

Except to the extent that differences between operating segments are material to an understanding of the Company's business taken as a whole, the description of the Company's business in this report is presented on a consolidated basis.

Of the Company's consolidated net operating revenues and operating income for each of the past three years, the percentage represented by each operating segment (excluding Corporate) is as follows:

| | North America ----- | Africa ----- | Greater Europe ----- | Latin America ----- | Middle & Far East ----- |
|------------------------|---------------------------|-----------------|----------------------------|---------------------------|-------------------------------|
| Net Operating Revenues | | | | | |
| 1999 | 38% | 3% | 23% | 10% | 26% |
| 1998 | 37% | 3% | 26% | 12% | 22% |
| 1997 | 35% | 3% | 29% | 11% | 22% |
| Operating Income | | | | | |
| 1999 | 32% | 4% | 23% | 18% | 23% |
| 1998 | 25% | 4% | 29% | 18% | 24% |
| 1997 | 22% | 3% | 31% | 19% | 25% |

For additional financial information about the Company's operating segments and geographic areas, see Notes 1, 14 and 16 to the Consolidated Financial Statements, set forth on pages 49-50, 59-60 and 60-62, respectively, of the Company's Annual Report to Share Owners for the year ended December 31, 1999, incorporated herein by reference.

The Company manufactures and sells soft drink and noncarbonated beverage concentrates and syrups, including fountain syrups, some finished beverages, and certain juice and juice-drink products. Syrups are composed of sweetener, water and flavoring concentrate. The concentrates and syrups for bottled and canned beverages are sold by the Company to authorized bottling and canning operations. The bottlers or canners of soft drink products either combine the syrup with carbonated water or combine the concentrate with sweetener, water and carbonated water to produce finished soft drinks. The finished soft drinks are packaged in authorized containers bearing the Company's trademarks -- cans, refillable and non-refillable glass and plastic bottles -- for sale to retailers or, in some cases, wholesalers. Fountain syrups are manufactured and sold by the Company, principally in the United States, to authorized fountain wholesalers and some fountain retailers. (Outside the United States, fountain syrups typically are manufactured by authorized bottlers from concentrates sold to them by the Company.) Authorized fountain wholesalers (including certain authorized bottlers) sell fountain syrups to fountain retailers. The fountain retailers use dispensing equipment to mix the syrup with carbonated or still water and then sell finished soft drinks or noncarbonated beverages to consumers in cups and glasses. Finished beverages manufactured by the Company are sold by it to authorized bottlers or distributors, who in turn sell these products to retailers or, in some cases, wholesalers. Both directly and through a network of business partners that includes certain Coca-Cola bottlers, juice and juice-drink products are sold by the Company to retailers and wholesalers in the United States and numerous other countries.

The Company's beverage products, including bottled and canned beverages produced by independent and Company-owned bottling and canning operations, as well as concentrates and syrups, include Coca-Cola, Coca-Cola classic, caffeine

free Coca-Cola, caffeine free Coca-Cola classic, diet Coke (sold under the trademark Coca-Cola light in many countries outside the United States), caffeine free diet Coke, Cherry Coke, diet Cherry Coke, Fanta brand soft drinks, Sprite, diet Sprite, Mr. Pibb, Mello Yello, TAB, Fresca, Barq's root beer and other flavors, Surge, Citra, POWERaDE, Fruitopia, Minute Maid flavors, Saryusaisai, Aquarius, Bonaqa, Dasani, Lift, Thums Up, Hit and other products developed for specific countries, including Georgia brand ready-to-drink coffees, and numerous other brands. In many countries (excluding the United States, among others) the Company's beverage products also include Schweppes, Canada Dry, Dr Pepper and Crush. The Minute Maid Company, with operations primarily in the United States and Canada, produces, distributes and markets principally juice and juice-drink products, including Minute Maid brand products, Five Alive brand refreshment beverages, Bright & Early brand breakfast beverages, Bacardi brand tropical fruit mixers (manufactured and marketed under a license from Bacardi & Company Limited), and Hi-C brand ready-to-serve fruit drinks. Additionally, Coca-Cola Nestle Refreshments, the Company's joint venture with Nestle S.A., markets ready-to-drink teas and coffees in certain countries.

In 1999, concentrates and syrups for beverages bearing the trademark "Coca-Cola" or including the trademark "Coke" accounted for approximately 63% of the Company's total gallon sales (1).

In 1999, gallon sales in the United States ("U.S. gallon sales") represented approximately 30% of the Company's worldwide gallon sales. In 1999, the Company's principal markets outside the United States, based on

(1) The Company measures sales volume in two ways: (1) gallon sales and (2) unit cases of finished products. "Gallon sales" represents the primary business of the Company and means the sum of (a) the volume of concentrates (converted to their equivalents in gallons of syrup) and syrups sold by the Company to its bottling partners or customers directly or through wholesalers and distributors, and (b) the gallon sales equivalent of the juice and juice-drink products sold by The Minute Maid Company. Historically, Company gallon sales data excluded item (b) above; however, effective with this report, all historical gallon sales data in this report reflects the new definition set forth above. Most of the Company's revenues are based on this measure of "wholesale" activity. The Company also measures volume in unit cases. As used in this report, the term "unit case" means a unit of measurement equal to 192 U.S. fluid ounces of finished beverage (24 eight-ounce servings); and "unit case volume" of the Company means the sum of (i) the number of unit cases sold by the Coca-Cola bottling system and by the Company to customers, including fountain syrups sold by the Company to customers directly or through wholesalers or distributors, and (ii) the volume of juice and juice-drink products (expressed in equivalent unit cases) sold by The Minute Maid Company. Item (i) above primarily includes products reported as gallon sales and other key products owned by Coca-Cola bottling system bottlers. Historically, Company unit case volume data excluded item (ii) above; however, effective with this report, all historical unit case volume data in this report reflects the new definition set forth above. The Company believes unit case volume more accurately measures the underlying strength of its business system because it measures trends at the retail level.

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gallon sales, were Mexico, Brazil, Japan and Germany, which together accounted for approximately 25% of the Company's worldwide gallon sales.

Approximately 59% of the Company's U.S. gallon sales for 1999 was attributable to sales of beverage concentrates and syrups to approximately 89 authorized bottler ownership groups in approximately 397 licensed territories. Those bottlers prepare and sell finished beverages bearing the Company's trademarks for the food store and vending machine distribution channels and for other distribution channels supplying home and immediate consumption. Approximately 33% of 1999 U.S. gallon sales was attributable to fountain syrups sold to fountain retailers and to approximately 589 authorized fountain wholesalers, some of whom are authorized bottlers. These fountain wholesalers in turn sell the syrups or deliver them on the Company's behalf to restaurants and other fountain retailers. The remaining approximately 8% of 1999 U.S. gallon sales was attributable to juice and juice-drink products sold by The Minute Maid Company. Coca-Cola Enterprises Inc. ("Coca-Cola Enterprises") and its bottling subsidiaries and divisions accounted for approximately 48% of the Company's U.S. gallon sales in 1999. At February 15, 2000 the Company held an ownership interest of approximately 40% in Coca-Cola Enterprises, which is the world's largest bottler of Company Trademark Beverages.

In addition to conducting its own independent advertising and marketing activities, the Company may provide promotional and marketing services and/or funds and consultation to its bottlers and to fountain and bottle/can retailers, usually but not always on a discretionary basis. Also on a discretionary basis, in most cases, the Company may develop and introduce new products, packages and equipment to assist its bottlers, fountain syrup wholesalers and fountain beverage retailers.

The profitability of the Company's business outside the United States is subject to many factors, including governmental trade regulations and monetary policies, economic and political conditions in the countries in which such business is conducted and the risk of changes in currency exchange rates and regulations.

BOTTLER'S AGREEMENTS AND DISTRIBUTION AGREEMENTS

Separate contracts ("Bottler's Agreements") between the Company and each of its bottlers regarding the manufacture and sale of soft drinks, subject to specified terms and conditions and certain variations, generally authorize the bottler to prepare particular designated Company Trademark Beverages, to package the same in particular authorized containers, and to distribute and sell the same in (but generally only in) an identified territory. The bottler is obligated to purchase its entire requirement of concentrates or syrups for the designated Company Trademark Beverages from the Company or Company-authorized suppliers. The Company typically agrees to refrain from selling or distributing or from authorizing third parties to sell or distribute the designated Company Trademark Beverages throughout the identified territory in the particular authorized containers; however, the Company typically reserves for itself or its designee the right (i) to prepare and package such beverages in such containers in the territory for sale outside the territory and (ii) to prepare, package, distribute and sell such beverages in the territory in any other manner or form.

The Bottler's Agreements between the Company and its authorized bottlers in the United States differ in certain respects from those in the other countries in which Company Trademark Beverages are sold. As hereinafter discussed, the principal differences involve the duration of the agreements; the inclusion or exclusion of canned beverage production rights; the inclusion or exclusion of authorizations to manufacture and distribute fountain syrups; in some cases, the degree of flexibility on the part of the Company to determine the pricing of syrups and concentrates; and the extent, if any, of the Company's obligation to provide marketing support.

OUTSIDE THE UNITED STATES. The Bottler's Agreements between the Company and its authorized bottlers outside the United States generally are of stated duration, subject in some cases to possible extensions or renewals of the term of the contract. Generally, these contracts are subject to termination by the Company following the occurrence of certain designated events, including defined events of default and certain changes in ownership or control of the bottler.

In certain parts of the world outside the United States, the Company has not granted comprehensive beverage production rights to the bottlers. In such instances, the Company or its designee typically sells canned (or in some cases bottled) Company Trademark Beverages to the bottlers for sale and distribution throughout the designated territory under distribution agreements, often on a non-exclusive basis. A majority of the Bottler's Agreements in

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force between the Company and bottlers outside the United States authorize the bottler to manufacture and distribute fountain syrups, usually on a non-exclusive basis.

The Company generally has complete flexibility to determine the price and other terms of sale of concentrates and syrups to bottlers outside the United States and, although in its discretion it may determine to do so, the Company typically (but not always) has no obligation under such Bottler's Agreements to provide marketing support to the bottlers.

WITHIN THE UNITED STATES. In the United States, with certain very limited exceptions, the Company's Bottler's Agreements for Coca-Cola and other cola-flavored beverages have no stated expiration date and the contracts for other flavors are of stated duration, subject to bottler renewal rights. The Bottler's Agreements in the United States are subject to termination by the Company for nonperformance or upon the occurrence of certain defined events of default which may vary from contract to contract. The hereinafter described "1987 Contract" is terminable by the Company upon the occurrence of certain events including: (1) the bottler's insolvency, dissolution, receivership or the like; (2) any disposition by the bottler or any of its subsidiaries of any voting securities of any bottler subsidiary without the consent of the Company; (3) any material breach of any obligation of the bottler under the 1987 Contract; or (4) except in the case of certain bottlers, if a person or affiliated group acquires or obtains any right to acquire beneficial ownership of more than 10% of any class or series of voting securities of the bottler without authorization by the Company.

Under the terms of the Bottler's Agreements, bottlers in the United States are authorized to manufacture and distribute Company Trademark Beverages in bottles and cans, but generally are not authorized to manufacture fountain syrups. Rather, the Company manufactures and sells fountain syrups to approximately 589 authorized fountain wholesalers (including certain authorized bottlers) and some fountain retailers. The wholesalers in turn sell the syrups or deliver them on the Company's behalf to restaurants and other retailers. The

wholesaler typically acts pursuant to a non-exclusive letter of appointment which neither restricts the pricing of fountain syrups by the Company nor the territory in which the wholesaler may resell in the United States.

In the United States, the form of Bottler's Agreement for cola-flavored soft drinks that covers the largest amount of U.S. volume (the "1987 Contract") gives the Company complete flexibility to determine the price and other terms of sale of soft drink concentrates and syrups for cola-flavored Company Trademark Beverages ("Coca-Cola Trademark Beverages") and other Company Trademark Beverages. Bottlers operating under the 1987 Contract accounted for approximately 81% of the Company's total United States gallon sales for bottled and canned beverages, excluding juice and juice-drink products of The Minute Maid Company, ("U.S. bottle/can gallon sales") in 1999. Certain other forms of the U.S. Bottler's Agreement, entered into prior to 1987, provide for soft drink concentrates or syrups for certain Coca-Cola Trademark Beverages to be priced pursuant to a stated formula. The oldest such form of contract, applicable to bottlers accounting for approximately 1% of U.S. bottle/can gallon sales in 1999, provides for a fixed price for Coca-Cola syrup used in bottles and cans, subject to quarterly adjustments to reflect changes in the quoted price of sugar. Bottlers accounting for the remaining approximately 18% of U.S. bottle/can gallon sales in 1999 have contracts for certain Coca-Cola Trademark Beverages with pricing formulas generally providing for a baseline price that may be adjusted periodically by the Company, up to a maximum indexed ceiling price, and that is adjusted quarterly based upon changes in certain sugar or sweetener prices, as applicable.

Standard contracts with bottlers in the United States for the sale of concentrates and syrups for non-cola-flavored soft drinks in bottles and cans permit flexible pricing by the Company.

Under the 1987 Contract, the Company has no obligation to participate with bottlers in expenditures for advertising and marketing, but may, at its discretion, contribute toward such expenditures and undertake independent or cooperative advertising and marketing activities. Some U.S. Bottler's Agreements that pre-date the 1987 Contract impose certain marketing obligations on the Company with respect to certain Company Trademark Beverages.

SIGNIFICANT EQUITY INVESTMENTS AND COMPANY BOTTLING OPERATIONS

The Company maintains business relationships with three types of bottlers: (1) independently owned bottlers, in which the Company has no ownership interest; (2) bottlers in which the Company has invested and has a

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noncontrolling ownership interest; and (3) bottlers in which the Company has invested and has a controlling ownership interest. In 1999, independently owned bottling operations produced and distributed approximately 27% of the Company's worldwide unit case volume; cost or equity method investee bottlers in which the Company owns a noncontrolling ownership interest produced and distributed approximately 58% of such worldwide unit case volume; and controlled and consolidated bottling and fountain operations including The Minute Maid Company produced and distributed approximately 15% of such worldwide unit case volume.

The Company makes equity investments in selected bottling operations with the intention of maximizing the strength and efficiency of the Coca-Cola business system's production, distribution and marketing systems around the world. These investments are intended to result in increases in unit case volume, net revenues and profits at the bottler level, which in turn generate increased gallon sales for the Company's concentrate business. When this occurs, both the Company and the bottlers benefit from long-term growth in volume, improved cash flows and increased share-owner value.

The level of the Company's investment generally depends on the bottler's capital structure and its available resources at the time of the investment. Historically, in certain situations, the Company has viewed it as advantageous to acquire a controlling interest in a bottling operation. Owning such a controlling interest has allowed the Company to compensate for limited local resources and has enabled the Company to help focus the bottler's sales and marketing programs and assist in the development of the bottler's business and information systems and the establishment of appropriate capital structures. In July 1999, the Company purchased from Fraser and Neave Limited its 75% ownership interest in F & N Coca-Cola Pte Limited ("F&NCC") in exchange for approximately 57 million shares of Coca-Cola Amatil Limited ("Coca-Cola Amatil") stock and the assumption of debt, thus giving the Company 100% ownership in F&NCC. F&NCC holds a majority ownership interest in bottling operations in Brunei, Cambodia, Nepal, Pakistan, Sri Lanka, Singapore and Vietnam. Also in 1999, as part of the Company's strategy to achieve an integrated bottling system in India, the Company purchased 12 independent Indian bottling operations, bringing the total number purchased by the Company since January 1997 to 31.

In line with its long-term bottling strategy, the Company periodically considers options for reducing its ownership interest in a bottler. One such option is to combine the Company's bottling interests with the bottling

interests of others to form strategic business alliances. Another option is to sell the Company's interest in a bottling operation to one of the Company's equity investee bottlers. In both of these situations, the Company continues participating in the bottler's results of operations through its share of the equity investee's earnings or losses.

In cases where the Company's investments in bottlers represent noncontrolling interests, the Company's intention is to provide expertise and resources to strengthen those businesses. In 1999 the Company increased its equity interest in Embotelladora Arica S.A., a bottler headquartered in Chile, from approximately 17% to approximately 45%.

The Company views certain bottling operations in which the Company has a noncontrolling ownership interest as key or anchor bottlers due to their level of responsibility and performance. The strong commitment of both key and anchor bottlers to their own profitable volume growth helps the Company meet its strategic goals and furthers the interests of its worldwide production, distribution and marketing systems. These bottlers tend to be large and geographically diverse, with strong financial resources for long-term investment and strong management resources. These bottlers give the Company strategic business partners on every major continent.

In January 1999, two Japanese bottlers, Kita Kyushu Coca-Cola Bottling Company, Ltd. and Sanyo Coca-Cola Bottling Company, Ltd., announced plans for a merger to become a new, publicly traded bottling company, Coca-Cola West Japan Company, Ltd. The transaction, which was completed in July 1999 and was valued at approximately \$2.2 billion, created Japan's first anchor bottler. As of December 31, 1999, the Company had an ownership interest of approximately 5% in the new anchor bottler.

The Company has substantial equity positions in approximately 50 unconsolidated bottling, canning and distribution operations for its products worldwide, including bottlers representing approximately 55% of the Company's total U.S. unit case volume in 1999. Of these, significant investee bottlers accounted for by the equity method include the following:

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COCA-COLA ENTERPRISES INC. The Company's ownership interest in Coca-Cola Enterprises was approximately 40% at December 31, 1999. Coca-Cola Enterprises is the world's largest bottler of the Company's beverage products. In 1999, net sales of concentrates and syrups by the Company to Coca-Cola Enterprises were approximately \$3.3 billion, or approximately 17% of the Company's net operating revenues. Coca-Cola Enterprises also purchases high fructose corn syrup through the Company; however, related collections from Coca-Cola Enterprises and payments to suppliers are not included in the Company's consolidated statements of income. Coca-Cola Enterprises estimates that the territories in which it markets beverage products to retailers (which include portions of 46 states, the District of Columbia, the U.S. Virgin Islands, Canada, Great Britain, continental France, the Netherlands, Luxembourg, Belgium and Monaco) contain approximately 69% of the United States population, 96% of the population of Canada, and 100% of the populations of Great Britain, continental France, the Netherlands, Luxembourg, Belgium and Monaco.

Excluding products in post-mix (fountain) form, in 1999, approximately 62% of the unit case volume of Coca-Cola Enterprises was Coca-Cola Trademark Beverages, approximately 29% of its unit case volume was other Company Trademark Beverages, and approximately 9% of its unit case volume was beverage products of other companies. Coca-Cola Enterprises' net sales of beverage products were approximately \$14.4 billion in 1999.

COCA-COLA AMATIL LIMITED. At December 31, 1999, the Company's ownership interest in Coca-Cola Amatil was approximately 37%. Coca-Cola Amatil is the largest bottler of the Company's beverage products in Australia and also has bottling and distribution rights, through direct ownership or joint ventures, in New Zealand, Fiji, Papua New Guinea, Indonesia, the Philippines and South Korea. Net concentrate sales by the Company to Coca-Cola Amatil were approximately U.S.\$431 million in 1999. Coca-Cola Amatil estimates that the territories in which it markets beverage products contain approximately 99% of the population of Australia, 100% of the populations of New Zealand, Fiji, South Korea and the Philippines, 83% of the population of Papua New Guinea and 97% of the population of Indonesia.

In 1999, Coca-Cola Amatil's net sales of beverage products were approximately U.S.\$2.4 billion. In 1999, approximately 68% of the unit case volume of Coca-Cola Amatil was Coca-Cola Trademark Beverages, approximately 22% of its unit case volume was other Company Trademark Beverages, approximately 5% of its unit case volume was beverage products of Coca-Cola Amatil and approximately 5% of its unit case volume was beverage products of other companies.

PANAMERICAN BEVERAGES, INC. ("PANAMCO"). At December 31, 1999, the Company owned an equity interest of approximately 24% in Panamco, a Panamanian holding

company with bottling subsidiaries operating in a substantial part of central Mexico (excluding Mexico City), greater Sao Paulo, Campinas, Santos and Matto Grosso do Sul, Brazil, central Guatemala, most of Colombia, and all of Costa Rica, Venezuela and Nicaragua. Panamco estimates that the territories in which it markets beverage products contain approximately 19% of the population of Mexico, 16% of the population of Brazil, 92% of the population of Colombia, 47% of the population of Guatemala and 100% of the populations of Costa Rica, Venezuela and Nicaragua.

In 1999, Panamco's net sales of beverage products were approximately U.S.\$2.4 billion. In 1999, approximately 52% of the unit case volume of Panamco was Coca-Cola Trademark Beverages, approximately 24% of its unit case volume was other Company Trademark Beverages and approximately 24% of its unit case volume was beverage products of Panamco or other companies.

COCA-COLA FEMSA, S.A. DE C.V. ("COCA-COLA FEMSA"). At December 31, 1999, the Company owned a 30% equity interest in Coca-Cola FEMSA, a Mexican holding company with bottling subsidiaries in the Valley of Mexico, Mexico's southeastern region and Greater Buenos Aires, Argentina. Coca-Cola FEMSA estimates that the territories in which it markets beverage products contain approximately 24% of the population of Mexico and approximately 38% of the population of Argentina.

In 1999, Coca-Cola FEMSA's net sales of beverage products were approximately U.S.\$1.5 billion. In 1999, approximately 76% of the unit case volume of Coca-Cola FEMSA was Coca-Cola Trademark Beverages, approximately 23% of its unit case volume was other Company Trademark Beverages, and approximately 1% of its unit case volume was beverage products of other companies.

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OTHER INTERESTS. Under the terms of the Coca-Cola Nestle Refreshments ("CCNR") joint venture involving the Company, Nestle S.A. and certain subsidiaries of Nestle S.A., the Company manages CCNR's ready-to-drink tea business and Nestle S.A. manages CCNR's ready-to-drink coffee business. The joint venture has sales in the United States and approximately 33 other countries.

OTHER DEVELOPMENTS

In July 1999, the Company completed the acquisition of Cadbury Schweppes plc beverage brands in 155 countries for approximately \$700 million. These brands included Schweppes, Canada Dry, Dr Pepper, Crush and certain regional brands. Among the countries excluded from this transaction were the United States, South Africa, Norway, Switzerland and the European Union member nations (other than the United Kingdom, Ireland and Greece). Also, ownership of the brands in Poland, Hungary and the Czech and Slovak Republics will remain with the seller for the foreseeable future. In September 1999, the Company acquired Cadbury Schweppes beverage brands in New Zealand for approximately \$20 million. Also in September 1999, in a separate transaction valued at approximately \$250 million, the Company acquired the carbonated soft drink business of Cadbury Schweppes (South Africa) Limited in South Africa, Botswana, Namibia, Lesotho and Swaziland. Company acquisitions of Cadbury Schweppes brands are still pending in several countries, subject to certain conditions including regulatory review.

In January 2000, the Company announced a major organizational realignment that will put more responsibility, accountability and resources in the hands of local business units of the Company located around the world. The realignment will reduce the Company's workforce while transferring responsibilities from corporate to revenue-generating operating units. Under the realignment, approximately 6,000 positions worldwide, consisting of employees of the Company, open positions and contract labor, will be eliminated. Of these identified positions, approximately 3,300 are based within the United States and approximately 2,700 are based outside of the United States. The entire reduction will take place during calendar year 2000. Following the structural changes, roles and responsibilities within the Company will be redefined. The Company's corporate headquarters will retain responsibility for setting policy and strategy for the Company as a whole, while the Company's revenue-generating units generally will assume all other responsibilities.

SEASONALITY

Sales of ready-to-drink non-alcoholic beverages are somewhat seasonal, with the second and third calendar quarters accounting for the highest sales volumes in the Northern Hemisphere. The volume of sales in the beverages business may be affected by weather conditions.

COMPETITION

The Company competes in the nonalcoholic beverages segment of the commercial beverages industry. That segment is highly competitive, consisting of numerous firms. These include firms that compete, like the Company, in multiple geographical areas as well as firms that are primarily local in operation.

Competitive products include carbonates, packaged water, juices and nectars, fruit drinks and dilutables (including syrups and powdered drinks), sports and energy drinks, coffee and tea, still drinks and other beverages. Nonalcoholic beverages are sold to consumers in both ready-to-drink and not-ready-to-drink form.

Most of the Company's beverages business currently is in soft drinks, as that term is defined in this report. The soft drink business, which is part of the nonalcoholic beverages segment, is itself highly competitive. The Company is the leading seller of soft drink concentrates and syrups in the world. Numerous firms, however, compete in that business. These consist of a range of firms, from local to international, that compete against the Company in numerous geographical areas.

In many parts of the world in which the Company does business, demand for soft drinks is growing at the expense of other commercial beverages. Competitive factors with respect to the Company's business include pricing, advertising and sales promotion programs, product innovation, increased efficiency in production techniques, the introduction of new packaging, new vending and dispensing equipment and brand and trademark development and protection.

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RAW MATERIALS

The principal raw material used by the Company's business in the United States is high fructose corn syrup, a form of sugar, which is available from numerous domestic sources and is historically subject to fluctuations in its market price. The principal raw material used by the Company's business outside the United States is sucrose. The Company has a specialized sweetener procurement staff and has not experienced any difficulties in obtaining its requirements. In the United States and certain other countries, the Company has authorized the use of high fructose corn syrup in syrup for Coca-Cola and other Company Trademark Beverages for use in both fountain syrup and finished beverages in bottles and cans.

Generally, raw materials utilized by the Company in its business are readily available from numerous sources. However, aspartame, which is usually used alone or in combination with either saccharin or acesulfame potassium in the Company's low-calorie soft drink products, is currently purchased by the Company primarily from The NutraSweet Kelco Company, a subsidiary of Monsanto Company, and from Holland Sweetener. Acesulfame potassium is currently purchased from Nutrinova Nutrition Specialties & Food Ingredients GmbH.

With regard to juice and juice-drink products, the citrus industry is subject to the variability of weather conditions, in particular the possibility of freezes in central Florida, which may result in higher prices and lower consumer demand for orange juice throughout the industry. Due to the Company's long-standing relationship with a supplier of high-quality Brazilian orange juice concentrate, the supply of juice available that meets the Company's standards is normally adequate to meet demand.

PATENTS, TRADE SECRETS, TRADEMARKS AND COPYRIGHTS

The Company is the owner of numerous patents, copyrights and trade secrets, as well as substantial know-how and technology (herein collectively referred to as "technology"), which relate to its products and the processes for their production, the packages used for its products, the design and operation of various processes and equipment used in its business and certain quality assurance and financial software. Some of the technology is licensed to suppliers and other parties. The Company's soft drink and other beverage formulae are among the important trade secrets of the Company.

The Company owns numerous trademarks which are very important to its business. Depending upon the jurisdiction, trademarks are valid as long as they are in use and/or their registrations are properly maintained and they have not been found to have become generic. Registrations of trademarks can generally be renewed indefinitely as long as the trademarks are in use. The majority of the Company's trademark license agreements are included in the Company's bottler agreements. The Company has registered and licenses the right to use its trademarks in conjunction with certain merchandise other than soft drinks.

GOVERNMENTAL REGULATION

The production, distribution and sale in the United States of many of the Company's products are subject to the Federal Food, Drug and Cosmetic Act; the Occupational Safety and Health Act; the Lanham Act; various environmental statutes; and various other federal, state and local statutes regulating the production, transportation, sale, safety, advertising, labeling and ingredients of such products.

A California law requires that a specific warning appear on any product that contains a component listed by the State as having been found to cause

cancer or birth defects. The law exposes all food and beverage producers to the possibility of having to provide warnings on their products because the law recognizes no generally applicable quantitative thresholds below which a warning is not required. Consequently, even trace amounts of listed components can expose affected products to the prospect of warning labels. Products containing listed substances that occur naturally in the product or that are contributed to the product solely by a municipal water supply are generally exempt from the warning requirement. While no Company beverage products are currently required to display warnings under this law, the Company is unable to predict whether an important component of a Company product might be added to the California list in the future. The Company is also unable to predict whether or to what extent a warning under this law would have an impact on costs or sales of Company beverage products.

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Bottlers of the Company's beverage products presently offer non-refillable, recyclable containers in all areas of the United States and Canada. Some of these bottlers also offer refillable containers, which are also recyclable. Measures have been enacted in various localities and states which require that a deposit be charged for certain non-refillable beverage containers. The precise requirements imposed by these measures vary. Deposit proposals have been introduced in other states and localities and in Congress, and the Company anticipates that similar legislation may be introduced in the future at both the state and the federal level.

All of the Company's facilities in the United States are subject to federal, state and local environmental laws and regulations. Compliance with these provisions has not had, and the Company does not expect such compliance to have, any material adverse effect upon the Company's capital expenditures, net income or competitive position.

EMPLOYEES

As of December 31, 1999, the Company employed approximately 37,400 persons, up from approximately 28,600 at the end of 1998 primarily due to Company acquisitions of bottling operations in India, Vietnam and Russia and vending operations in Japan. Approximately 10,400 of these employees are located in the United States. As previously disclosed in this report (see, "Business - Other Developments"), the Company has announced an intention to reduce its workforce during the Year 2000.

The Company, through its divisions and subsidiaries, has entered into numerous collective bargaining agreements, and the Company has no reason to believe it will not be able to renegotiate any such agreements on satisfactory terms. The Company believes that its relations with its employees are generally satisfactory.

ITEM 2. PROPERTIES

The Company's worldwide headquarters is located on a 35-acre office complex in Atlanta, Georgia. The complex includes the approximately 621,000 square foot headquarters building, the approximately 870,000 square foot Coca-Cola USA building and the approximately 264,000 square foot Coca-Cola Plaza building. Also located in the complex are several other buildings, including the technical and engineering facilities, learning center and the Company's Reception Center. The Company leases approximately 278,000 square feet of office space at Ten Peachtree Place, Atlanta, Georgia, owned by a joint venture of which an indirect subsidiary of the Company is a partner. The Company also leases approximately 219,000 square feet of office space at One Atlantic Center, Atlanta, Georgia. The Company has facilities for administrative operations, manufacturing, processing, packaging, packing, storage and warehousing throughout the United States.

The Company owns and operates 32 principal beverage concentrate and/or syrup manufacturing plants located throughout the world. The Company currently owns or holds a majority interest in 29 operations with 45 principal beverage bottling and canning plants located outside the United States.

The Minute Maid Company, whose business headquarters is located in Houston, Texas, occupies its own office building, which contains approximately 330,000 square feet. The Minute Maid Company operates seven production facilities throughout the United States and Canada and utilizes a system of contract packers to produce and distribute certain products in areas where The Minute Maid Company does not have its own manufacturing centers or during periods when it experiences shortfalls in manufacturing capacity.

The Company owns or leases additional real estate throughout the world, including a wholly owned office and retail building at 711 Fifth Avenue in New York, New York. This real estate is used by the Company as office space, for bottling, warehouse or retail operations or, in the case of some owned property, is leased to others.

Management believes that the facilities for the production of its products are suitable and adequate for the business conducted therein, that they are being appropriately utilized in line with past experience and that they have sufficient production capacity for their present intended purposes. The extent of utilization of such facilities varies based upon the seasonal demand for product. While it is not possible to measure with any degree of certainty or uniformity the productive capacity and extent of utilization of these facilities, management believes that additional production can be obtained at the existing facilities by the addition of personnel and capital equipment and, in some facilities, the addition of shifts of personnel or expansion of such facilities. The Company continuously reviews its

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anticipated requirements for facilities and, on the basis of that review, may from time to time acquire additional facilities and/or dispose of existing facilities.

ITEM 3. LEGAL PROCEEDINGS

On January 30, 1997, the Brazilian Federal Revenue Service issued Notices of Assessment to Recofarma Industrias do Amazonas Ltda. ("Recofarma"), an indirect wholly owned subsidiary of the Company, for the period from January 1, 1992 to February 28, 1994. The assessments allege that Recofarma should have paid a Brazilian excise tax on intra-company transfers of product manufactured at its Manaus plant to its warehouse in Rio de Janeiro. Assessments of tax, interest and penalties totaled approximately U.S. \$302 million as of the assessment date (based on exchange rates as of February 4, 2000) and accrue interest from the assessment date. The transfer of product from the plant to the warehouse, which was discontinued in February 1994, was the subject of a favorable advance ruling issued by the Federal Revenue Service on September 24, 1990. In the Company's opinion, the ruling has continuing effect and Recofarma's operations conformed with the ruling. On March 3, 1997, Recofarma filed appeals with the Brazilian Federal Revenue Service contesting the assessments.

On September 30, 1997, the Rio de Janeiro Branch of the Brazilian Federal Revenue Service dismissed the assessments against Recofarma. This determination is subject to an automatic ex officio appeal ("recurso ex-officio") on the Federal Revenue Service's behalf to the Taxpayers Council in Brasilia. On January 25, 2000, based on procedural grounds, the Taxpayers Council returned the case to the Brazilian Federal Revenue Service for further action that must occur before any appeal will be considered by the Taxpayers Council. Pending further action by the Revenue Service, the assessments remain valid; however, enforceability of the assessments remains suspended pending final determination of the appeal by the Taxpayers Council.

The Company is involved in various other legal proceedings. The Company believes that any liability to the Company which may arise as a result of these proceedings, including the proceeding specifically discussed above, will not have a material adverse effect on the financial condition of the Company and its subsidiaries taken as a whole.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM X. EXECUTIVE OFFICERS OF THE COMPANY

The following are the executive officers of the Company:

DOUGLAS N. DAFT, 56, is Chief Executive Officer and Chairman of the Board of Directors of the Company. In November 1984, Mr. Daft was appointed President of the Central Pacific Division. In October 1987, he was appointed Senior Vice President of the Pacific Group of the International Business Sector. In December 1988, he was named President of Coca-Cola (Japan) Company, Limited and President of the North Pacific Division of the International Business Sector. Effective 1991 he was elected Senior Vice President of the Company and named President of the Pacific Group of the International Business Sector. He was appointed President of the Middle and Far East Group in January 1995 and served in that capacity until October 1999 when he was given expanded responsibilities for the Middle and Far East Group, the Africa Group, the Schweppes Beverages Division and the Japan Division. He was elected President and Chief Operating Officer and a Director of the Company in December 1999. Mr. Daft was elected to his current positions in February 2000.

JACK L. STAHL, 46, is President and Chief Operating Officer of the Company. In March 1985, Mr. Stahl was named Manager, Planning and Business Development and was appointed Assistant Vice President in April 1985. He was elected Vice President and Controller in February 1988 and served in that capacity until he was elected Senior Vice President and Chief Financial Officer in June 1989. He was appointed President of the North

America Group in July 1994 and served in that capacity until October 1999 when he was given management responsibility for the North America Group, the Latin America Group and The Minute Maid Company. He was elected Executive Vice President in January 2000 and was elected to his current positions in February 2000.

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JAMES E. CHESTNUT, 49, is Executive Vice President, Operations Support of the Company. Mr. Chestnut joined the Company in 1972 in London. In 1984, he was named Finance Manager for the Philippine Region in Manila and, in 1987, Manager of International Treasury Services, Pacific Group, in Atlanta. He was named Finance Manager for the North Pacific Division of the International Business Sector in 1989 before being elected Vice President and Controller of the Company in 1993. He was elected Senior Vice President and Chief Financial Officer in July 1994 and was appointed Senior Vice President, Operations Support in October 1999. Mr. Chestnut was elected Executive Vice President in January 2000.

CHARLES S. FRENETTE, 47, is Executive Vice President of the Company and in January 2000 was appointed President of the Greater Europe Group. Mr. Frenette joined the Company in 1974. In 1983, he was appointed Vice President of Coca-Cola USA. In 1986, he was appointed Senior Vice President and General Manager of Coca-Cola USA Fountain. In 1992, he was appointed Executive Vice President, Operations, of Coca-Cola USA. He was elected Vice President of the Company in 1995 and was appointed President of the Southern Africa Division in 1996. He was elected Senior Vice President of the Company in April 1998 and became Chief Marketing Officer in May 1998. Mr. Frenette was elected Executive Vice President in January 2000.

JOSEPH R. GLADDEN, JR., 57, is Executive Vice President and General Counsel of the Company. In October 1985, Mr. Gladden was elected Vice President. He was named Deputy General Counsel in October 1987 and served in that capacity until he was elected Vice President and General Counsel in April 1990. He was elected Senior Vice President in April 1991 and Executive Vice President in January 2000.

CARL WARE, 56, is Executive Vice President of the Company and in January 2000 was appointed head of the Company's Global Public Affairs and Administration division. In 1979, Mr. Ware was appointed Vice President, Special Markets, Coca-Cola USA. In March 1982, he was appointed Vice President, Urban Affairs, of the Company. He was elected Senior Vice President and Director, Corporate External Affairs in 1986 and became Deputy Group President of the Northeast Europe/Africa Group of the International Business Sector in July 1991. In January 1993 he was appointed President of the Africa Group. Mr. Ware was elected Executive Vice President in January 2000.

GARY P. FAYARD, 47, is Senior Vice President and Chief Financial Officer of the Company. Mr. Fayard joined the Company in April 1994. In July 1994, he was elected Vice President and Controller. Prior to joining the Company, Mr. Fayard was a partner with Ernst & Young. Mr. Fayard was elected to his current position in December 1999.

STEPHEN C. JONES, 44, is Senior Vice President and in January 2000 was appointed Chief Marketing Officer of the Company. Mr. Jones joined Coca-Cola Canada in 1986 as Brand Manager for Sprite. In 1988, he joined Coca-Cola USA as Brand Manager for diet Coke and Sprite. Mr. Jones was named Marketing Manager for Coca-Cola Great Britain in 1990 and was promoted to Regional Manager, Coca-Cola Great Britain in 1991 and to Marketing Director, Coca-Cola Great Britain and Ireland Division in 1992. In 1994, he was appointed Senior Vice President, Consumer Marketing for Coca-Cola (Japan) Co., Ltd. ("CCJC"), and was named Deputy Division Manager and Executive Vice President of CCJC in 1997. He was appointed President and Chief Executive Officer of The Minute Maid Company in October 1999. Mr. Jones was elected to his current position in January 2000.

Mr. Daft is chairman and Messrs. Stahl, Chestnut, Frenette, Gladden and Ware are members of the Company's Executive Committee. The Executive Committee is responsible for setting policy and establishing strategic direction for the Company.

All executive officers serve at the pleasure of the Board of Directors. There is no family relationship between any of the executive officers of the Company.

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PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED SHARE-OWNER MATTERS

"Financial Review Incorporating Management's Discussion and Analysis" on pages 31 through 41, "Selected Financial Data" for the years 1998 and 1999 on page 42, "Stock Prices" on page 65 and "Common Stock", "Stock Exchanges" and "Dividends" under the heading "Share-Owner Information" on page 68 of the Company's Annual Report to Share Owners for the year ended December 31, 1999 (the "Company's 1999 Annual Report to Share Owners"), are incorporated herein by reference.

During the fiscal year ended December 31, 1999, no equity securities of the Company were sold by the Company which were not registered under the Securities Act of 1933, as amended.

ITEM 6. SELECTED FINANCIAL DATA

"Selected Financial Data" for the years 1995 through 1999, on pages 42 and 43 of the Company's 1999 Annual Report to Share Owners, is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

"Financial Review Incorporating Management's Discussion and Analysis" on pages 31 through 41 of the Company's 1999 Annual Report to Share Owners, is incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

"Financial Risk Management" on pages 33 and 34 of the Company's 1999 Annual Report to Share Owners, is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following consolidated financial statements of the Company and its subsidiaries, included in the Company's 1999 Annual Report to Share Owners, are incorporated herein by reference:

Consolidated Balance Sheets -- December 31, 1999 and 1998.

Consolidated Statements of Income -- Years ended December 31, 1999, 1998 and 1997.

Consolidated Statements of Cash Flows -- Years ended December 31, 1999, 1998 and 1997.

Consolidated Statements of Share-Owners' Equity -- Years ended December 31, 1999, 1998 and 1997.

Notes to Consolidated Financial Statements.

Report of Independent Auditors.

"Quarterly Data (Unaudited)" on page 65 of the Company's 1999 Annual Report to Share Owners, is incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

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PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

For information on Directors of the Company, the subsection under the heading "Election of Directors" entitled "Board of Directors" on pages 5 through 9 and under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" on page 12 of the Company's Proxy Statement for the Annual Meeting of Share Owners to be held April 19, 2000 (the "Company's 2000 Proxy Statement"), is incorporated herein by reference. See Item X in Part I hereof for information regarding executive officers of the Company.

ITEM 11. EXECUTIVE COMPENSATION

The subsection under the heading "Election of Directors" entitled "Information about Committees, Meetings and Compensation of Directors" on pages

13 and 14, the portion of the section entitled "Executive Compensation" set forth on pages 16 through 23, the subsection entitled "Compensation Committee Interlocks and Insider Participation" on page 30 and the subsection entitled "Other Compensation Matters" on pages 30 and 31 of the Company's 2000 Proxy Statement, are incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The subsections under the heading "Election of Directors" entitled "Ownership of Equity Securities in the Company" on pages 10 through 12 and "Principal Share Owners" on pages 12 and 13, and the subsection under the heading "Certain Investee Companies" entitled "Ownership of Securities in the Investee Companies" on pages 32 and 33 of the Company's 2000 Proxy Statement, are incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The subsections under the heading "Election of Directors" entitled "Information about Committees, Meetings and Compensation of Directors" and "Certain Transactions and Relationships" on pages 13 through 15, the subsection under the heading "Executive Compensation" entitled "Compensation Committee Interlocks and Insider Participation" on page 30 and the section under the heading "Certain Investee Companies" on pages 31 through 33 of the Company's 2000 Proxy Statement, are incorporated herein by reference.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULE AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The following consolidated financial statements of The Coca-Cola Company and subsidiaries, included in the Company's 1999 Annual Report to Share Owners, are incorporated by reference in Part II, Item 8:

Consolidated Balance Sheets -- December 31, 1999 and 1998.

Consolidated Statements of Income -- Years ended December 31, 1999, 1998 and 1997.

Consolidated Statements of Cash Flows -- Years ended December 31, 1999, 1998 and 1997.

Consolidated Statements of Share-Owners' Equity -- Years ended December 31, 1999, 1998 and 1997.

Notes to Consolidated Financial Statements.

Report of Independent Auditors.

2. The following consolidated financial statement schedule of The Coca-Cola Company and subsidiaries is included in Item 14(d):

Schedule II -- Valuation and Qualifying Accounts.

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

3. Exhibits

EXHIBIT NO.

- - - - -

- 3.1 Certificate of Incorporation of the Company, including Amendment of Certificate of Incorporation, effective May 1, 1996 -- incorporated herein by reference to Exhibit 3 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1996. (With regard to applicable cross references in this report, the Company's Current, Quarterly and Annual Reports are filed with the Securities and Exchange Commission under File No. 1-2217.)
- 3.2 By-Laws of the Company, as amended and restated through February 17, 2000.
- 4.1 The Company agrees to furnish to the Securities and Exchange

Commission, upon request, a copy of any instrument defining the rights of holders of long-term debt of the Company and all of its consolidated subsidiaries and unconsolidated subsidiaries for which financial statements are required to be filed with the Securities and Exchange Commission.

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EXHIBIT NO.

- 10.1.1 The Key Executive Retirement Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*
- 10.1.2 Third Amendment to the Key Executive Retirement Plan of the Company, dated as of July 9, 1998.*
- 10.1.3 Fourth Amendment to the Key Executive Retirement Plan of the Company, dated as of February 16, 1999.*
- 10.1.4 Fifth Amendment to the Key Executive Retirement Plan of the Company, dated as of January 25, 2000.*
- 10.2 Supplemental Disability Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-K Annual Report for the year ended December 31, 1991.*
- 10.3 Annual Performance Incentive Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.4 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*
- 10.4 1987 Stock Option Plan of the Company, as amended and restated through April 20, 1999 -- incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999*
- 10.5 1991 Stock Option Plan of the Company, as amended and restated through April 20, 1999 -- incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.6 1999 Stock Option Plan of the Company-- incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.7 1983 Restricted Stock Award Plan of the Company, as amended through February 17, 2000.*
- 10.8 1989 Restricted Stock Award Plan of the Company, as amended through February 17, 2000.*
- 10.9.1 Compensation Deferral & Investment Program of the Company, as amended, including Amendment Number Four dated November 28, 1995 -- incorporated herein by reference to Exhibit 10.13 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*
- 10.9.2 Amendment Number 5 to the Compensation Deferral & Investment Program of the Company, effective as of January 1, 1998 -- incorporated herein by reference to Exhibit 10.8.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1997.*
- 10.10 Special Medical Insurance Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.16 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*
- 10.11.1 Supplemental Benefit Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.17 of the Company's Form 10-K Annual Report for the year ended December 31, 1993.*

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EXHIBIT NO.

- 10.11.2 Amendment Number Five to the Supplemental Benefit Plan of the Company -- incorporated herein by reference to Exhibit 10.17.2

of the Company's Form 10-K Annual Report for the year ended December 31, 1996.*

- 10.11.3 Amendment Number Six to the Supplemental Benefit Plan of the Company, dated as of July 1, 1998.*
- 10.11.4 Amendment Number Seven to the Supplemental Benefit Plan of the Company, dated January 24, 2000.*
- 10.11.5 Amendment Number Eight to the Supplemental Benefit Plan of the Company, dated January 25, 2000.*
- 10.12 Retirement Plan for the Board of Directors of the Company, as amended-- incorporated herein by reference to Exhibit 10.22 of the Company's Form 10-K Annual Report for the year ended December 31, 1991.*
- 10.13 Deferred Compensation Plan for Non-Employee Directors of the Company, adopted as of October 16, 1997 -- incorporated herein by reference to Exhibit 10.12 of the Company's Form 10-K Annual Report for the year ended December 31, 1997.*
- 10.14 Deferred Compensation Agreement for Officers or Key Executives of the Company -- incorporated herein by reference to Exhibit 10.20 of the Company's Form 10-K Annual Report for the year ended December 31, 1993.*
- 10.15 Long Term Performance Incentive Plan of the Company, as amended and restated effective April 21, 1999 -- incorporated herein by reference to Exhibit 10.4 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.16 Executive Performance Incentive Plan of the Company, as amended and restated effective April 21, 1999 -- incorporated herein by reference to Exhibit 10.5 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.17.1 Letter Agreement, dated December 6, 1999, between the Registrant and M. Douglas Ivester.*
- 10.17.2 Letter Agreement, dated December 15, 1999, between the Registrant and M. Douglas Ivester.*
- 10.17.3 Letter Agreement, dated February 17, 2000, between the Registrant and M. Douglas Ivester.*
- 10.18 Group Long-Term Performance Incentive Plan of the Company, as amended and restated effective February 17, 2000.*
- 10.19 Form of United States Master Bottle Contract, as amended, between the Company and Coca-Cola Enterprises Inc. ("Coca-Cola Enterprises") or its subsidiaries -- incorporated herein by reference to Exhibit 10.24 of Coca-Cola Enterprises' Annual Report on Form 10-K for the fiscal year ended December 30, 1988 (File No. 01-09300).

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EXHIBIT NO.

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- 12.1 Computation of Ratios of Earnings to Fixed Charges for the years ended December 31, 1999, 1998, 1997, 1996 and 1995.
- 13.1 Portions of the Company's 1999 Annual Report to Share Owners expressly incorporated by reference herein: Pages 31 through 63, 65, 68 and 69 (definitions of "Dividend Payout Ratio," "Economic Profit," "Free Cash Flow," "Interest Coverage Ratio," "Net Capital," "Net Debt," "Return on Capital," "Return on Common Equity," "Total Capital" and "Total Market Value of Common Stock").
- 21.1 List of subsidiaries of the Company as of December 31, 1999.
- 23.1 Consent of Independent Auditors.
- 24.1 Powers of Attorney of Officers and Directors signing this report.
- 27.1 Financial Data Schedule for the year ended December 31, 1999, submitted to the Securities and Exchange Commission in electronic format.
- 99.1 Cautionary Statement Relative to Forward-Looking Statements.

* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 14(c) of this report.

(b) Reports on Form 8-K.

During the fourth quarter of 1999, the Company filed a report on Form 8-K on December 6, 1999.

Item 5. Other Events -- On December 5, 1999, the Company's Board of Directors accepted the decision of M. Douglas Ivester, the Company's Chairman of the Board and Chief Executive Officer, to retire in April 2000; elected Douglas N. Daft President and Chief Operating Officer, effective immediately; and indicated that it intends to elect Mr. Daft Chairman of the Board and Chief Executive Officer upon Mr. Ivester's retirement in April.

Item 7. Financial Statements and Exhibits -- Exhibit 99: Press release of the Company issued December 6, 1999.

Also during the fourth quarter of 1999, the Company filed a report on Form 8-K on December 21, 1999.

Item 5. Other Events -- On December 21, 1999, Standard & Poor's lowered its ratings for The Coca-Cola Company, among other entities.

Item 7. Financial Statements and Exhibits -- Exhibit 99: Press release of Standard & Poor's issued December 21, 1999.

(c) Exhibits-- The response to this portion of Item 14 is submitted as a separate section of this report.

(d) Financial Statement Schedule-- The response to this portion of Item 14 is submitted as a separate section of this report.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE COCA-COLA COMPANY
(Registrant)

By: /s/ DOUGLAS N. DAFT

DOUGLAS N. DAFT
Chairman, Board of Directors, Chief
Executive Officer and a Director

Date: March 9, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| | |
|---|-------------------------------|
| /s/ DOUGLAS N. DAFT ----- | * |
| DOUGLAS N. DAFT Chairman, Board of Directors, Chief Executive Officer and a Director (Principal Executive Officer) | CATHLEEN P. BLACK Director |
| March 9, 2000 | March 9, 2000 |

| | |
|--|-------------------------------|
| /s/ GARY P. FAYARD ----- | * |
| GARY P. FAYARD Senior Vice President and Chief Financial Officer (Principal Financial Officer) | WARREN E. BUFFETT Director |
| March 9, 2000 | March 9, 2000 |

/s/ CONNIE D. MCDANIEL

*

CONNIE D. MCDANIEL
Vice President and Controller
(Principal Accounting Officer)

SUSAN B. KING
Director

March 9, 2000

March 9, 2000

*

*

HERBERT A. ALLEN
Director

DONALD F. MCHENRY
Director

March 9, 2000

March 9, 2000

*

*

RONALD W. ALLEN
Director

SAM NUNN
Director

March 9, 2000

March 9, 2000

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PAUL F. OREFFICE
Director

PETER V. UEPPEROTH
Director

March 9, 2000

March 9, 2000

*

*

JAMES D. ROBINSON III
Director

JAMES B. WILLIAMS
Director

March 9, 2000

March 9, 2000

* By: /s/ CAROL C. HAYES

CAROL C. HAYES
Attorney-in-fact

March 9, 2000

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ANNUAL REPORT ON FORM 10-K

ITEM 14(D)

FINANCIAL STATEMENT SCHEDULE
YEAR ENDED DECEMBER 31, 1999
THE COCA-COLA COMPANY AND SUBSIDIARIES

SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS

THE COCA-COLA COMPANY AND SUBSIDIARIES
 YEAR ENDED DECEMBER 31, 1999
 (IN MILLIONS)

<TABLE>
 <CAPTION>

| COL. A | COL. B | COL. C | COL. D | COL. E | |
|---|--------------------------------------|--|--|------------------------|--------------------------------|
| | | ADDITIONS | | | |
| DESCRIPTION | BALANCE AT BEGINNING OF PERIOD | (1) CHARGED TO COSTS AND EXPENSES | (2) CHARGED TO OTHER ACCOUNTS | DEDUCTIONS (NOTE 1) | BALANCE AT END OF PERIOD |
| <S> | <C> | <C> | <C> | <C> | <C> |
| RESERVES DEDUCTED IN THE BALANCE SHEET FROM THE ASSETS TO WHICH THEY APPLY | | | | | |
| Allowance for losses on: | | | | | |
| Trade accounts receivable..... | \$ 10 | \$ 13 | \$ 5 | \$ 2 | \$ 26 |
| Miscellaneous investments and other assets..... | 275 | 43 | 88 | 84 | 322 |
| Deferred tax assets..... | 18 | 443 | - | 18 | 443 |
| | ----- | --- | ---- | -- | --- |
| | \$ 303 | \$499 | \$93 | \$104 | \$ 791 |
| | ===== | === | == | === | ===== |

</TABLE>

Note 1 - The amounts shown in Column D consist of the following:

<TABLE>
 <CAPTION>

| | TRADE ACCOUNTS RECEIVABLE | MISCELLANEOUS INVESTMENTS AND OTHER ASSETS | DEFERRED TAX ASSETS | TOTAL |
|---|---------------------------------|--|---------------------------|--------|
| <S> | <C> | <C> | <C> | <C> |
| Charge off of uncollectible accounts..... | \$ 3 | \$ 2 | \$ - | \$ 5 |
| Write-off of impaired assets..... | - | 81 | - | 81 |
| Other transactions..... | (1) | 1 | 18 | 18 |
| | ----- | ---- | --- | -- |
| | \$ 2 | \$ 84 | \$18 | \$ 104 |
| | === | == | == | === |

</TABLE>

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SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS

THE COCA-COLA COMPANY AND SUBSIDIARIES
 YEAR ENDED DECEMBER 31, 1998
 (IN MILLIONS)

<TABLE>
 <CAPTION>

| COL. A | COL. B | COL. C | COL. D | COL. E |
|--------|--------|-----------|--------|--------|
| | | ADDITIONS | | |

ADDITIONS

| DESCRIPTION | BALANCE AT BEGINNING OF PERIOD | (1) CHARGED TO COSTS AND EXPENSES | (2) CHARGED TO OTHER ACCOUNTS | DEDUCTIONS (NOTE 1) | BALANCE AT END OF PERIOD |
|---|--------------------------------------|--|--|------------------------|--------------------------------|
| <S> | <C> | <C> | <C> | <C> | <C> |
| RESERVES DEDUCTED IN THE BALANCE SHEET FROM THE ASSETS TO WHICH THEY APPLY | | | | | |
| Allowance for losses on: | | | | | |
| Trade accounts receivable..... | \$ 23 | \$ 3 | \$ - | \$ 16 | \$ 10 |
| Miscellaneous investments and other assets..... | 301 | 76 | - | 102 | 275 |
| Deferred tax assets..... | 21 | - | - | 3 | 18 |
| | ----- | ---- | ---- | ---- | ---- |
| | \$ 345 | \$ 79 | \$ - | \$121 | \$303 |
| | ===== | ==== | ===== | ==== | ===== |

</TABLE>

Note 1 - The amounts shown in Column D consist of the following:

<TABLE>
<CAPTION>

| | TRADE ACCOUNTS RECEIVABLE | MISCELLANEOUS INVESTMENTS AND OTHER ASSETS | DEFERRED TAX ASSETS | TOTAL |
|---|---------------------------------|--|---------------------------|-------|
| <S> | <C> | <C> | <C> | <C> |
| Charge off of uncollectible accounts..... | \$ 6 | \$ 23 | \$ - | \$ 29 |
| Write-off of impaired assets..... | - | 70 | - | 70 |
| Other transactions..... | 10 | 9 | 3 | 22 |
| | ----- | ---- | ---- | ---- |
| | \$ 16 | \$102 | \$ 3 | \$121 |
| | ===== | ===== | ===== | ===== |

</TABLE>

F-2

SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS
THE COCA-COLA COMPANY AND SUBSIDIARIES
YEAR ENDED DECEMBER 31, 1997
(IN MILLIONS)

<TABLE>
<CAPTION>

| COL. A | COL. B | COL. C | COL. D | COL. E | |
|---|--------------------------------------|--|--|------------------------|--------------------------------|
| ----- | | | | | |
| ADDITIONS | | | | | |
| DESCRIPTION | BALANCE AT BEGINNING OF PERIOD | (1) CHARGED TO COSTS AND EXPENSES | (2) CHARGED TO OTHER ACCOUNTS | DEDUCTIONS (NOTE 1) | BALANCE AT END OF PERIOD |
| <S> | <C> | <C> | <C> | <C> | <C> |
| RESERVES DEDUCTED IN THE BALANCE SHEET FROM THE ASSETS TO WHICH THEY APPLY | | | | | |
| Allowance for losses on: | | | | | |
| Trade accounts receivable..... | \$ 30 | \$ 4 | \$ - | \$ 11 | \$ 23 |
| Miscellaneous investments and other assets..... | 339 | 41 | - | 79 | 301 |
| Deferred tax assets..... | 18 | 3 | - | - | 21 |
| | ----- | ----- | ---- | ---- | ----- |
| | \$ 387 | \$ 48 | \$ - | \$ 90 | \$ 345 |

</TABLE>

Note 1 - The amounts shown in Column D consist of the following:

<TABLE>
<CAPTION>

| | TRADE ACCOUNTS RECEIVABLE | MISCELLANEOUS INVESTMENTS AND OTHER ASSETS | DEFERRED TAX ASSETS | TOTAL |
|---|---------------------------------|--|---------------------------|-------|
| <S> | <C> | <C> | <C> | <C> |
| Charge off of uncollectible accounts..... | \$ 4 | \$ - | \$ - | \$ 4 |
| Write-off of impaired assets..... | - | 65 | - | 65 |
| Other transactions..... | 7 | 14 | - | 21 |
| | ---- | ---- | ---- | ---- |
| | \$ 11 | \$ 79 | \$ - | \$ 90 |
| | ==== | ==== | ==== | ==== |

</TABLE>

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EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|--|
| 3.1 | Certificate of Incorporation of the Company, including Amendment of Certificate of Incorporation, effective May 1, 1996 -- incorporated herein by reference to Exhibit 3 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1996. (With regard to applicable cross references in this report, the Company's Current, Quarterly and Annual Reports are filed with the Securities and Exchange Commission under File No. 1-2217.) |
| 3.2 | By-Laws of the Company, as amended and restated through February 17, 2000. |
| 4.1 | The Company agrees to furnish to the Securities and Exchange Commission, upon request, a copy of any instrument defining the rights of holders of long-term debt of the Company and all of its consolidated subsidiaries and unconsolidated subsidiaries for which financial statements are required to be filed with the Securities and Exchange Commission. |
| 10.1.1 | The Key Executive Retirement Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.* |
| 10.1.2 | Third Amendment to the Key Executive Retirement Plan of the Company, dated as of July 9, 1998.* |
| 10.1.3 | Fourth Amendment to the Key Executive Retirement Plan of the Company, dated as of February 16, 1999.* |
| 10.1.4 | Fifth Amendment to the Key Executive Retirement Plan of the Company, dated as of January 25, 2000.* |
| 10.2 | Supplemental Disability Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-K Annual Report for the year ended December 31, 1991.* |
| 10.3 | Annual Performance Incentive Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.4 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.* |
| 10.4 | 1987 Stock Option Plan of the Company, as amended and restated through April 20, 1999 -- incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999* |
| 10.5 | 1991 Stock Option Plan of the Company, as amended and restated through April 20, 1999 -- incorporated herein by reference to |

Exhibit 10.2 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*

- 10.6 1999 Stock Option Plan of the Company-- incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.7 1983 Restricted Stock Award Plan of the Company, as amended through February 17, 2000.*
- 10.8 1989 Restricted Stock Award Plan of the Company, as amended through February 17, 2000.*

EXHIBIT NO.

DESCRIPTION

- 10.9.1 Compensation Deferral & Investment Program of the Company, as amended, including Amendment Number Four dated November 28, 1995 -- incorporated herein by reference to Exhibit 10.13 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*
- 10.9.2 Amendment Number 5 to the Compensation Deferral & Investment Program of the Company, effective as of January 1, 1998-- incorporated herein by reference to Exhibit 10.8.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1997.*
- 10.10 Special Medical Insurance Plan of the Company, as amended-- incorporated herein by reference to Exhibit 10.16 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*
- 10.11.1 Supplemental Benefit Plan of the Company, as amended -- incorporated herein by reference to Exhibit 10.17 of the Company's Form 10-K Annual Report for the year ended December 31, 1993.*
- 10.11.2 Amendment Number Five to the Supplemental Benefit Plan of the Company -- incorporated herein by reference to Exhibit 10.17.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1996.*
- 10.11.3 Amendment Number Six to the Supplemental Benefit Plan of the Company, dated as of July 1, 1998.*
- 10.11.4 Amendment Number Seven to the Supplemental Benefit Plan of the Company, dated January 24, 2000.*
- 10.11.5 Amendment Number Eight to the Supplemental Benefit Plan of the Company, dated January 25, 2000.*
- 10.12 Retirement Plan for the Board of Directors of the Company, as amended-- incorporated herein by reference to Exhibit 10.22 of the Company's Form 10-K Annual Report for the year ended December 31, 1991.*
- 10.13 Deferred Compensation Plan for Non-Employee Directors of the Company, adopted as of October 16, 1997 -- incorporated herein by reference to Exhibit 10.12 of the Company's Form 10-K Annual Report for the year ended December 31, 1997.*
- 10.14 Deferred Compensation Agreement for Officers or Key Executives of the Company -- incorporated herein by reference to Exhibit 10.20 of the Company's Form 10-K Annual Report for the year ended December 31, 1993.*
- 10.15 Long Term Performance Incentive Plan of the Company, as amended and restated effective April 21, 1999 -- incorporated herein by reference to Exhibit 10.4 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.16 Executive Performance Incentive Plan of the Company, as amended and restated effective April 21, 1999 -- incorporated herein by reference to Exhibit 10.5 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 1999.*
- 10.17.1 Letter Agreement, dated December 6, 1999, between the Registrant and M. Douglas Ivester.*
- 10.17.2 Letter Agreement, dated December 15, 1999, between the Registrant and M. Douglas Ivester.*

10.17.3 Letter Agreement, dated February 17, 2000, between the Registrant and M. Douglas Ivester.*

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| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|--|
| 10.18 | Group Long-Term Performance Incentive Plan of the Company, as amended and restated effective February 17, 2000.* |
| 10.19 | Form of United States Master Bottle Contract, as amended, between the Company and Coca-Cola Enterprises Inc. ("Coca-Cola Enterprises") or its subsidiaries -- incorporated herein by reference to Exhibit 10.24 of Coca-Cola Enterprises' Annual Report on Form 10-K for the fiscal year ended December 30, 1988 (File No. 01-09300). |
| 12.1 | Computation of Ratios of Earnings to Fixed Charges for the years ended December 31, 1999, 1998, 1997, 1996 and 1995. |
| 13.1 | Portions of the Company's 1999 Annual Report to Share Owners expressly incorporated by reference herein: Pages 31 through 63, 65, 68 and 69 (definitions of "Dividend Payout Ratio," "Economic Profit," "Free Cash Flow," "Interest Coverage Ratio," "Net Capital," "Net Debt," "Return on Capital," "Return on Common Equity," "Total Capital" and "Total Market Value of Common Stock"). |
| 21.1 | List of subsidiaries of the Company as of December 31, 1999. |
| 23.1 | Consent of Independent Auditors. |
| 24.1 | Powers of Attorney of Officers and Directors signing this report. |
| 27.1 | Financial Data Schedule for the year ended December 31, 1999, submitted to the Securities and Exchange Commission in electronic format. |
| 99.1 | Cautionary Statement Relative to Forward-Looking Statements. |

*Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 14(c) of this report.

3

BY-LAWS
OF
THE COCA-COLA COMPANY

AS AMENDED AND RESTATED THROUGH FEBRUARY 17, 2000

ARTICLE I

SHAREHOLDERS:

Section 1. PLACE, DATE AND TIME OF HOLDING ANNUAL MEETINGS. Annual meetings of shareholders shall be held at such place, date and time as shall be designated from time to time by the Board of Directors. In the absence of a resolution adopted by the Board of Directors establishing such place, date and time, the annual meeting shall be held at 1209 Orange Street, Wilmington, Delaware, on the third Wednesday in April of each year at 9:00 A.M. (local time).

Section 2. VOTING. Each outstanding share of common stock of the Company is entitled to one vote on each matter submitted to a vote. Directors shall be elected by plurality votes cast in the election for such directors. All other action shall be authorized by a majority of the votes cast unless a greater vote is required by the laws of Delaware. A shareholder may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedures established for the meeting. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to this section may be substituted or used in lieu of the original writing or the transmission that could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Section 3. QUORUM. The holders of a majority of the issued and outstanding shares of the common stock of the Company, present in person or represented by proxy, shall constitute a quorum at all meetings of shareholders.

Section 4. ADJOURNMENT OF MEETINGS. In the absence of a quorum or for any other reason, the chairman of the meeting may adjourn the meeting from time to time. If the adjournment is not for more than thirty days, the adjourned meeting may be held without notice other than an announcement at the meeting. If the adjournment is for more than thirty days, or if a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at such

Page 1

meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally called.

Section 5. SPECIAL MEETINGS. Special meetings of the shareholders for any purpose or purposes may be called by the Board of Directors, the Chairman of the Board of Directors or the President. Special meetings shall be held at the place, date and time fixed by the Secretary.

Section 6. NOTICE OF SHAREHOLDERS MEETING. Written notice, stating the place, date, hour and purpose of the annual or special meeting shall be given by the Secretary not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting.

Section 7. ORGANIZATION. The Chairman of the Board of Directors shall preside at all meetings of shareholders. In the absence of, or in case of a vacancy in the office of, the Chairman of the Board of Directors, the President, or in his absence or in the event that the Board of Directors has not selected a President, any Senior Executive Vice President, Executive Vice President, Senior Vice President or Vice President in order of seniority as specified in this sentence, and, within each classification of office in order of seniority in time in that office, shall preside. The Secretary of the Company shall act as secretary at all meetings of the shareholders and in the Secretary's absence, the presiding officer may appoint a secretary.

Section 8. INSPECTORS OF ELECTION. All votes by ballot at any meeting

of shareholders shall be conducted by such number of inspectors of election as are appointed for that purpose by either the Board of Directors or by the chairman of the meeting. The inspectors of election shall decide upon the qualifications of voters, count the votes and declare the results.

Section 9. RECORD DATE. The Board of Directors, in order to determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall fix in advance a record date which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action and in such case only such shareholders as shall be shareholders of record on the date so fixed, shall be entitled to such notice of or to vote at such meeting or any adjournment thereof, or entitled to express consent to such corporate action in writing without a meeting, or be entitled to receive payment of any such dividend or other distribution or allotment of any rights or be entitled to exercise any such rights in respect of stock or to take any such other lawful action, as the case may be, notwithstanding any transfer of any stock on the books of the Company after any such record date fixed as aforesaid.

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Section 10. NOTICE OF SHAREHOLDER PROPOSALS. A proposal for action to be presented by any shareholder at an annual or special meeting of shareholders shall be out-of-order and shall not be acted upon at such meeting unless such proposal was specifically described in the Company's notice to all shareholders of the meeting and the matters to be acted upon thereat or unless such proposal shall have been submitted in writing to the Chairman of the Board of Directors of the Company and received at the principal executive offices of the Company at least sixty (60) days prior to the date of such annual or special meeting, by the shareholder who intends to present such proposal, and such proposal is, under law, an appropriate subject of shareholder action.

ARTICLE II

DIRECTORS:

Section 1. NUMBER AND TERM AND CLASSES OF DIRECTORS. The whole Board of Directors shall consist of not less than ten (10) nor more than twenty (20) members, the exact number to be set from time to time by the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent director. In absence of the Board of Directors setting the number of directors, the number shall be 20. The Board of Directors shall be divided into three classes of as nearly equal size as practicable. The term of office of the members of each class shall expire at the third annual meeting of shareholders following the election of such members, and at each annual meeting of shareholders, directors shall be chosen for a term of three years to succeed those whose terms expire; provided, whenever classes are or, after the next annual meeting of shareholders, will be uneven, the shareholders, for the sole purpose of making the number of members in such class as equal as practicable, may elect one or more members of such class for less than 3 years.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine from time to time.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Secretary or by a majority of the directors by written request to the Secretary.

Section 4. NOTICE OF MEETINGS. The Secretary shall give notice of all meetings of the Board of Directors by mailing the notice at least three days before each meeting or by telegraphing or telephoning the directors not later than one day before the meeting. The notice shall state the time, date and place of the meeting, which shall be determined by the Chairman of the Board of Directors, or, in absence of the Chairman, by the Secretary of the Company, unless otherwise determined by the Board of Directors.

Section 5. QUORUM AND VOTING. A majority of the directors holding office shall constitute a quorum for the transaction of business. Except as otherwise specifically required by Delaware law or by the Certificate of Incorporation of the Company or by

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these By-Laws, any action required to be taken shall be authorized by a majority of the directors present at any meeting at which a quorum is present.

Section 6. GENERAL POWERS OF DIRECTORS. The business and affairs of the Company shall be managed under the direction of the Board of Directors.

Section 7. CHAIRMAN. At all meetings of the Board of Directors, the Chairman of the Board of Directors shall preside and in the absence of, or in the case of a vacancy in the office of, the Chairman of the Board of Directors, a chairman selected by the Chairman of the Board of Directors or, if he fails to do so, by the directors, shall preside.

Section 8. COMPENSATION OF DIRECTORS. Directors and members of any committee of the Board of Directors shall be entitled to such reasonable compensation and fees for their services as shall be fixed from time to time by resolution of the Board of Directors and shall also be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors and any committee thereof, except that a Director who is an officer or employee of the Company shall receive no compensation or fees for serving as a Director or a committee member.

Section 9. QUALIFICATION OF DIRECTORS. Each person who shall attain the age of 74 shall not thereafter be eligible for nomination or renomination as a member of the Board of Directors. Any director who was elected or reelected because he or she was an officer of the Company at the time of that election or the most recent reelection shall resign as a member of the Board of Directors simultaneously when he or she ceases to be an officer of the Company.

ARTICLE III

COMMITTEES OF THE BOARD OF DIRECTORS:

Section 1. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors shall designate an Executive Committee, a Finance Committee, an Audit Committee, a Compensation Committee, a Committee on Directors and a Public Issues Review Committee, each of which shall have and may exercise the powers and authority of the Board of Directors to the extent hereinafter provided. The Board of Directors may designate one or more additional committees of the Board of Directors with such powers as shall be specified in the resolution of the Board of Directors. Each committee shall consist of such number of directors as shall be determined from time to time by resolution of the Board of Directors.

Each committee shall keep regular minutes of its meetings. All action taken by a committee shall be reported to the Board of Directors at its meeting next succeeding such

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action and shall be subject to approval and revision by the Board, provided that no legal rights of third parties shall be affected by such revisions.

The Chairman of the Board shall have the power and authority of a committee of the Board of Directors for purposes of taking any action which the Chairman of the Board is authorized to take under the provisions of this Article.

Section 2. ELECTION OF COMMITTEE MEMBERS. The members of each committee shall be elected by the Board of Directors and shall serve until the first meeting of the Board of Directors after the annual meeting of shareholders and until their successors are elected and qualified or until the members' earlier resignation or removal. The Board of Directors may designate the Chairman and Vice Chairman of each committee. Vacancies may be filled by the Board of Directors at any meeting.

The Chairman of the Board may designate one or more directors to serve as an alternate member or members at any committee meeting to replace any absent or disqualified member, such alternate or alternates to serve for that committee meeting only, and the Chairman of the Board may designate a committee member as acting chairman of that committee, in the absence of the elected committee chairman, to serve for that committee meeting only.

Section 3. PROCEDURE/QUORUM/NOTICE. The Committee Chairman, Vice Chairman or a majority of any committee may call a meeting of that committee. A quorum of any committee shall consist of a majority of its members unless otherwise provided by resolution of the Board of Directors. The majority vote of a quorum shall be required for the transaction of business. The secretary of the committee or the chairman of the committee shall give notice of all meetings of the committee by mailing the notice to the members of the committee at least three days before each meeting or by telegraphing or telephoning the members not later than one day before the meeting. The notice shall state the time, date and place of the meeting. Each committee

shall fix its other rules of procedure.

Section 4. EXECUTIVE COMMITTEE. During the interval between meetings of the Board of Directors, the Executive Committee shall have and may exercise the powers of the Board of Directors, to act upon any matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board of Directors; but, to the extent prohibited by law, shall not have the power or authority of the Board of Directors in reference to (1) approving or adopting, or recommending to the shareholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to shareholders for approval or (2) adopting, amending or repealing any By-Law of the Company.

Section 5. FINANCE COMMITTEE. The Finance Committee shall periodically formulate and recommend for approval to the Board of Directors the financial policies of the Company, including management of the financial affairs of the Company and its

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accounting policies. The Finance Committee shall have prepared for approval by the Board of Directors annual budgets and such financial estimates as it deems proper; shall have oversight of the budget and of all the financial operations of the Company and from time to time shall report to the Board of Directors on the financial condition of the Company. All capital expenditures of the Company shall be reviewed by the Finance Committee and recommended for approval to the Board of Directors. The Finance Committee may authorize another committee of the Board of Directors or one or more of the officers of the Company to approve borrowings, loans, capital expenditures and guarantees up to such specified amounts or upon such conditions as the Finance Committee may establish, subject to the approval of the Board of Directors; and to open bank accounts and designate those persons authorized to execute checks, notes, drafts and other orders for payment of money on behalf of the Company.

Section 6. AUDIT COMMITTEE. The Audit Committee shall have the power to recommend to the Board of Directors the selection and engagement of independent accountants to audit the books and accounts of the Company and the discharge of the independent accountants. The Audit Committee shall review the scope of the audits as recommended by the independent accountants, the scope of the internal auditing procedures of the Company and the system of internal accounting controls and shall review the reports to the Audit Committee of the independent accountants and the internal auditors.

Section 7. COMPENSATION COMMITTEE. The Compensation Committee shall have the powers and authorities vested in it by the incentive, stock option and similar plans of the Company. The Compensation Committee shall have the power to approve, disapprove, modify or amend all plans designed and intended to provide compensation primarily for officers of the Company. There may be one or more subcommittees of the Compensation Committee which shall have all of the power and authority of the Compensation Committee to act on those matters as to which there is any question concerning the propriety of action by the Compensation Committee in the specific case because of any law, rule or regulation relating to the status of its members. The members of each such subcommittee shall be designated by the Board of Directors, the Compensation Committee or by the Chairman of the Board and may include directors who are not members of the Compensation Committee.

Section 8. COMMITTEE ON DIRECTORS. The Committee on Directors shall have the power to recommend candidates for election to the Board of Directors and shall consider nominees for directorships submitted by shareholders. The Committee on Directors shall consider issues involving potential conflicts of interest of directors and committee members and recommend and review all matters relating to fees and retainers paid to directors, committee members and committee chairmen.

Section 9. PUBLIC ISSUES REVIEW COMMITTEE. The Public Issues Review Committee shall have the power to review Company policy and practice relating to

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significant public issues of concern to the shareholders, the Company, the business community and the general public. The Committee may also review management's position on shareholder proposals involving issues of public interest to be presented at annual or special meetings of shareholders.

ARTICLE IV

NOTICE AND WAIVER OF NOTICE:

Section 1. NOTICE. Any notice required to be given to shareholders or

directors under these By-Laws, the Certificate of Incorporation or by law may be given by mailing the same, addressed to the person entitled thereto, at such person's last known post office address and such notice shall be deemed to be given at the time of such mailing.

Section 2. WAIVER OF NOTICE. Whenever any notice is required to be given under these By-Laws, the Certificate of Incorporation or by law, a waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the shareholders, directors or a committee of directors need be specified in any written waiver of notice.

ARTICLE V

OFFICERS:

Section 1. OFFICERS OF THE COMPANY. The officers of the Company shall be selected by the Board of Directors and shall be a Chairman of the Board of Directors, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may elect a Vice Chairman, President and a Controller and one or more of the following: Senior Executive Vice President, Executive Vice President, Senior Vice President, Assistant Vice President, Assistant Secretary, Associate Treasurer, Assistant Treasurer, Associate Controller and Assistant Controller. Two or more offices may be held by the same person. The Company may have a General Counsel who shall be appointed by the Board of Directors and shall have general supervision of all matters of a legal nature concerning the Company, unless the Board of Directors has also appointed a General Tax Counsel, in which event the General Tax Counsel shall have general supervision of all tax matters of a legal nature concerning the Company.

The Company may have a Chief Financial Officer who shall be appointed by the Board of Directors and shall have general supervision over the financial affairs of the

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Company. The Company may also have a Chief of Internal Audits who shall be appointed by the Board of Directors.

Section 2. ELECTION OF OFFICERS. At the first meeting of the Board of Directors after each annual meeting of shareholders, the Board of Directors shall elect the officers. From time to time the Board of Directors may elect other officers.

Section 3. TENURE OF OFFICE; REMOVAL. Each officer shall hold office until the first meeting of the Board of Directors after the annual meeting of shareholders following the officer's election and until the officer's successor is elected and qualified or until the officer's earlier resignation or removal. Each officer shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

Section 4. CHAIRMAN OF THE BOARD OF DIRECTORS. The Chairman of the Board of Directors shall be the Chief Executive Officer of the Company and subject to the overall direction and supervision of the Board of Directors and Committees thereof shall be in general charge of the affairs of the Company; and shall consult and advise with the Board of Directors and committees thereof on the business and the affairs of the Company. The Chairman of the Board of Directors shall have the power to make and execute contracts on behalf of the Company and to delegate such power to others.

Section 5. PRESIDENT. The Board of Directors may select a President who shall have such powers and perform such duties as may be assigned by the Board of Directors or by the Chairman of the Board of Directors. In the absence or disability of the President his or her duties shall be performed by such Vice Presidents as the Chairman of the Board of Directors or the Board of Directors may designate. The President shall also have the power to make and execute contracts on the Company's behalf and to delegate such power to others.

Section 6. VICE PRESIDENTS. Each Senior Executive Vice President, Executive Vice President, Senior Vice President and Vice President shall have such powers and perform such duties as may be assigned to the Officer by the Board of Directors or by the Chairman of the Board of Directors or the President.

Section 7. SECRETARY. The Secretary shall keep minutes of all meetings of the shareholders and of the Board of Directors, and shall keep, or cause to be kept, minutes of all meetings of Committees of the Board of Directors, except where such responsibility is otherwise fixed by the Board of Directors. The Secretary shall issue all notices for meetings of the shareholders and Board of Directors and shall have charge of and keep the seal of the Company and shall affix the seal attested by the Secretary's signature to such instruments as may properly require same. The Secretary shall cause to be kept such books and records as the Board of Directors, the Chairman of the Board of Directors or the President may require; and shall cause to be prepared, recorded, transferred, issued, sealed and cancelled certificates of stock as required by the transactions of the Company

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and its shareholders. The Secretary shall attend to such correspondence and such other duties as may be incident to the office of the Secretary or assigned by the Board of Directors, the Chairman of the Board of Directors, or the President.

In the absence of the Secretary, an Assistant Secretary is authorized to assume the duties herein imposed upon the Secretary.

Section 8. TREASURER. The Treasurer shall perform all duties and acts incident to the position of Treasurer, shall have custody of the Company funds and securities, and shall deposit all money and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Company as may be authorized, taking proper vouchers for such disbursements, and shall render to the Board of Directors, whenever required, an account of all the transactions of the Treasurer and of the financial condition of the Company.

The Treasurer shall vote all of the stock owned by the Company in any corporation and may delegate this power to others. The Treasurer shall perform such other duties as may be assigned to the Treasurer and shall report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Chairman of the Board of Directors. In the absence of the Treasurer, an Assistant Treasurer is authorized to assume the duties herein imposed upon the Treasurer.

Section 9. CONTROLLER. The Board of Directors may select a Controller who shall keep or cause to be kept in the books of the Company provided for that purpose a true account of all transactions and of the assets and liabilities of the Company. The Controller shall prepare and submit to the Chief Financial Officer or, in the absence of the Chief Financial Officer to the Chairman of the Board of Directors, such financial statements and schedules as may be required to keep the Chief Financial Officer and the Chairman of the Board of Directors currently informed of the operations and financial condition of the Company, and perform such other duties as may be assigned by the Chief Financial Officer or the Chairman of the Board.

In the absence of the Controller, an Assistant Controller is authorized to assume the duties herein imposed upon the Controller.

Section 10. CHIEF OF INTERNAL AUDITS. The Board of Directors may select a Chief of Internal Audits, who shall cause to be performed, and have general supervision over, auditing activities of the financial transactions of the Company, including the coordination of such auditing activities with the independent accountants of the Company and who shall perform such other duties as may be assigned to him from time to time. The Chief of Internal Audits shall report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Chairman of the Board of Directors. From time to time at the request of the Audit Committee, the Chief of Internal Audits shall inform that Committee of the auditing activities of the Company.

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Section 11. ASSISTANT VICE PRESIDENTS. The Company may have assistant vice presidents who shall be appointed by a committee whose membership shall include one or more executive officers of the Company (the "Committee"). Each such assistant vice president shall have such powers and shall perform such duties as may be assigned from time to time by the Committee, the Chairman of the Board of Directors, the President or any Vice President, and which are not inconsistent with the powers and duties granted and assigned by these By-Laws or the Board of Directors. Assistant vice presidents appointed by the Committee shall be subject to removal at any time, with or without cause, by the Committee. Annually

the Committee shall report to the Board of Directors who it has appointed to serve as assistant vice presidents and their respective responsibilities.

ARTICLE VI

RESIGNATIONS: FILLING OF VACANCIES:

Section 1. RESIGNATIONS. Any director, member of a committee, or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time be specified, at the time of its receipt by the Chairman of the Board of Directors or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2. FILLING OF VACANCIES. If the office of any director becomes vacant, the directors in office, although less than a quorum, or, if the number of directors is increased, the directors in office, may elect any qualified person to fill such vacancy. In the case of a vacancy in the office of a director caused by an increase in the number of directors, the person so elected shall hold office until the next annual meeting of shareholders, or until his successor shall be elected and qualified. In the case of a vacancy in the office of a director resulting otherwise than from an increase in the number of directors, the person so elected to fill such vacancy shall hold office for the unexpired term of the director whose office became vacant. If the office of any officer becomes vacant, the Chairman of the Board of Directors may appoint any qualified person to fill such vacancy temporarily until the Board of Directors elects any qualified person for the unexpired portion of the term. Such person shall hold office for the unexpired term and until the officer's successor shall be duly elected and qualified or until the officer's earlier resignation or removal.

ARTICLE VII

INDEMNIFICATION:

Section 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE. The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

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administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the first two paragraphs of this Section or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him

in connection therewith.

Any indemnification under the first two paragraphs of this Section (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the applicable standard of conduct set forth in the first two paragraphs of this Section has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not

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parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized by this Section.

The indemnification and advancement of expenses provided by or granted pursuant to this Section shall not be deemed exclusive of any other rights to which those indemnified or those who receive advances may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Company shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Section.

The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII

CAPITAL STOCK:

Section 1. FORM AND EXECUTION OF CERTIFICATES. The certificates of shares of the capital stock of the Company shall be in such form as shall be approved by the Board of Directors. The certificates shall be signed by the Chairman of the Board of Directors or the President, or a Vice President, and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer. Each certificate of stock shall certify the number of shares owned by the shareholder in the Company.

A facsimile of the seal of the Company may be used in connection with the certificates of stock of the Company, and facsimile signatures of the officers named in this Section may be used in connection with said certificates. In the event any officer

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whose facsimile signature has been placed upon a certificate shall cease to be such officer before the certificate is issued, the certificate may be issued with the same effect as if such person was an officer at the date of issue.

Section 2. RECORD OWNERSHIPS. All certificates shall be numbered appropriately and the names of the owners, the number of shares and the date of issue shall be entered in the books of the Company. The Company shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as required by the laws of Delaware.

Section 3. TRANSFER OF SHARES. Upon surrender to the Company or to a transfer agent of the Company of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the Company, if it is satisfied that all provisions of law regarding transfers of shares have been duly complied with, to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. LOST, STOLEN OR DESTROYED STOCK CERTIFICATES. Any person claiming a stock certificate in lieu of one lost, stolen or destroyed shall give the Company an affidavit as to such person's ownership of the certificate and of the facts which go to prove that it was lost, stolen or destroyed. The person shall also, if required by the Board of Directors, give the Company a bond, sufficient to indemnify the Company against any claims that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate. Any Vice President or the Secretary or any Assistant Secretary of the Company is authorized to issue such duplicate certificates or to authorize any of the transfer agents and registrars to issue and register such duplicate certificates.

Section 5. REGULATIONS. The Board of Directors from time to time may make such rules and regulations as it may deem expedient concerning the issue, transfer and registration of shares.

Section 6. TRANSFER AGENT AND REGISTRAR. The Board of Directors may appoint such transfer agents and registrars of transfers as may be deemed necessary, and may require all stock certificates to bear the signature of either or both.

ARTICLE IX

SEAL:

Section 1. SEAL. The Board of Directors shall provide a suitable seal containing the name of the Company, the year of its creation, and the words, "CORPORATE SEAL, DELAWARE," or other appropriate words. The Secretary shall have custody of the seal.

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ARTICLE X

FISCAL YEAR:

Section 1. FISCAL YEAR. The fiscal year of the Company shall be the calendar year.

ARTICLE XI

AMENDMENTS:

Section 1. DIRECTORS MAY AMEND BY-LAWS. The Board of Directors shall have the power to make, amend and repeal the By-Laws of the Company at any regular or special meeting of the Board of Directors.

Section 2. BY-LAWS SUBJECT TO AMENDMENT BY SHAREHOLDERS. All By-Laws shall be subject to amendment, alteration, or repeal by the shareholders entitled to vote at any annual meeting or at any special meeting.

ARTICLE XII

EMERGENCY BY-LAWS:

Section 1. EMERGENCY BY-LAWS. This Article XII shall be operative during any emergency resulting from an attack on the United States or on a locality in which the Company conducts its business or customarily holds meetings of its Board of Directors or its stockholders, or during any nuclear or atomic disaster or during the existence of any catastrophe or other similar emergency condition, as a result of which a quorum of the Board of Directors or the Executive Committee thereof cannot be readily convened (an "emergency"), notwithstanding any different or conflicting provision in the preceding Articles of these By-Laws or in the Certificate of Incorporation of the Company. To the extent not inconsistent with the provisions of this Article, the By-Laws provided in the preceding Articles and the provisions of the Certificate of Incorporation of the Company shall remain in effect during such emergency, and upon termination of such emergency, the provisions of this Article XII shall cease to be operative.

Section 2. MEETINGS. During any emergency, a meeting of the Board of Directors, or any committee thereof, may be called by any officer or director of the Company. Notice of the time and place of the meeting shall be given

by any available means of communication by the person calling the meeting to such of the directors and/or Designated Officers, as defined in Section 3 hereof, as it may be feasible to reach. Such notice shall be given at such time in advance of the meeting as, in the judgment of the person calling the meeting, circumstances permit.

Section 3. QUORUM. At any meeting of the Board of Directors, or any committee thereof, called in accordance with Section 2 of this Article XII, the presence or

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participation of two directors, one director and a Designated Officer or two Designated Officers shall constitute a quorum for the transaction of business.

The Board of Directors or the committees thereof, as the case may be, shall, from time to time but in any event prior to such time or times as an emergency may have occurred, designate the officers of the Company in a numbered list (the "Designated Officers") who shall be deemed, in the order in which they appear on such list, directors of the Company for purposes of obtaining a quorum during an emergency, if a quorum of directors cannot otherwise be obtained.

Section 4. BY-LAWS. At any meeting called in accordance with Section 2 of this Article XII, the Board of Directors or the committees thereof, as the case may be, may modify, amend or add to the provisions of this Article XII so as to make any provision that may be practical or necessary for the circumstances of the emergency.

Section 5. LIABILITY. No officer, director or employee of the Company acting in accordance with the provisions of this Article XII shall be liable except for willful misconduct.

Section 6. REPEAL OR CHANGE. The provisions of this Article XII shall be subject to repeal or change by further action of the Board of Directors or by action of the shareholders, but no such repeal or change shall modify the provisions of Section 5 of this Article XII with regard to action taken prior to the time of such repeal or change.

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THIRD AMENDMENT TO
THE COCA-COLA COMPANY
KEY EXECUTIVE RETIREMENT PLAN
AS AMENDED AND RESTATED MARCH 11, 1991,
EFFECTIVE JANUARY 1, 1990

WHEREAS, pursuant to Section 7.5 of The Coca-Cola Company Key Executive Retirement Plan, as amended and restated effective January 1, 1990 by indenture dated March 11, 1991, which was last amended by the Second Amendment (the "Plan"), the Key Executive Retirement Plan Committee (the "Committee") has the authority to amend the Plan; and

WHEREAS, the Chief Executive Officer ("CEO") of The Coca-Cola Company (the "Company") has appointed the same members to the Plan's Committee and to each committee serving as plan administrator for eight other Company retirement plans, thereby effectively consolidating administration of the plans under a single committee; and

WHEREAS, the Company wishes to incorporate the concept of a single administrative committee, henceforth to be known as the Corporate Retirement Plan Administrative Committee, within the terms of the relevant plans; and

WHEREAS, the Company wishes to transfer authority to appoint and remove members of said committee from the CEO to the Vice President of Human Resources; and

WHEREAS, by resolutions duly adopted, the Committee has approved amendments to the Plan and eight other retirement plans in order to reflect the renaming of the Committee and the change in the person authorized to designate membership in the Committee, subject to ratification of the amendments by the CEO;

NOW, THEREFORE, the Plan is hereby amended, effective July 1, 1998, in the following respects:

1. Sections 2.1(c) and 7.2 of the Plan shall be amended by deleting the term "Chief Executive Officer" from all places where the same appears and by substituting therefor "Vice President of Human Resources."
2. Section 7.2 of the Plan shall be amended further by deleting "Key Executive Retirement Plan Committee" from the section heading and by replacing it with "Corporate Retirement Plan Administrative Committee." In addition, the term "CEO" shall be deleted wherever the same appears therein and "VPHR" shall be inserted in lieu thereof.

Except as specifically amended hereby, the Plan shall remain in full force and effect as prior to this Third Amendment.

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IN WITNESS WHEREOF, the undersigned duly authorized representatives of the Committee have executed this Third Amendment to the Plan, and the CEO has ratified the same, as of the 9th day of July, 1998.

CORPORATE RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE
(FORMERLY THE KEY EXECUTIVE
RETIREMENT PLAN COMMITTEE)

By: /s/ C. Ron Cheeley
Chairman

ATTEST:

/s/ William J. Wortman
Secretary

RATIFIED BY:

/s/ M. Douglas Ivester
Chief Executive Office
The Coca-Cola Company

FOURTH AMENDMENT TO
THE COCA-COLA COMPANY
KEY EXECUTIVE RETIREMENT PLAN
AS AMENDED AND RESTATED MARCH 11, 1991,
EFFECTIVE JANUARY 1, 1990

WHEREAS, pursuant to Section 7.5 of The Coca-Cola Company Key Executive Retirement Plan, as amended and restated effective January 1, 1990 by indenture dated March 11, 1991, which was last amended by the Third Amendment (the "Plan"), the Corporate Retirement Plan Administrative Committee (formerly the Key Executive Retirement Plan Committee) (the "Committee") has the authority to amend the Plan; and

WHEREAS, by resolutions duly adopted, the Committee has approved an amendment to the Plan to clarify the meaning of "Pay" by correcting a scrivener's error contained in the definition thereof;

NOW THEREFORE, Section 2.1(1) of the Plan is hereby amended, effective January 1, 1990, by deleting the words "incentive plan" from the end of part (c) in the second sentence thereof, so that the same shall read as follows:

"(c) severance payments made after involuntary termination under a formal severance pay policy in a form other than a lump-sum payment, and"

IN WITNESS WHEREOF, the undersigned duly authorized representatives of the Committee have executed this Fourth Amendment to the Plan as of the 16th day of February, 1999. Except as specifically amended hereby, the Plan shall remain in full force and effect as prior to this Fourth Amendment.

CORPORATE RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE

By: /s/ Peggy Horn
Chairman

ATTEST:

/s/ Barbara S. Gilbreath
Secretary

FIFTH AMENDMENT TO
THE COCA-COLA COMPANY
KEY EXECUTIVE RETIREMENT PLAN
AS AMENDED AND RESTATED MARCH 11, 1991
EFFECTIVE JANUARY 1, 1990

WHEREAS, pursuant to Section 7.5 of The Coca-Cola Company Key Executive Retirement Plan, as amended and restated effective January 1, 1990 by indenture dated March 11, 1991, which was last amended by the Fourth Amendment (the "Plan"), the Corporate Retirement Plan Administrative Committee (the "Committee") has the authority to amend the Plan; and

WHEREAS, the Committee has approved an amendment to the Plan to incorporate certain changes the Committee deems appropriate in connection with the Special Retirement Program to be announced by The Coca-Cola Company (the "Company") on January 26, 2000 as part of the Company's Strategic Organizational Alignment; and

WHEREAS, the Committee intends that the total benefit payable under this Plan and the Employee Retirement Plan not be increased as a result of the Special Retirement Program;

NOW, THEREFORE, the Plan is amended, effective January 25, 2000, in the following respects:

1. Section 2.1(a) of the Plan shall be amended to read as follows:

(a) "BENEFIT SERVICE" has the same meaning in this Plan as is found in the Qualified Pension Plan except that any additional service credit granted for purposes of the "Special Retirement Benefit" as defined in Section 5.8(d) of the Qualified Pension Plan shall be disregarded under this Plan.

2. The third sentence of Section 2.1(1) of the Plan shall be amended to read as follows:

Pay will exclude interest accrued on long-term incentives and any cash payment made by the Company under the Special Retirement Program announced by the Company on January 26, 2000 as part of the Company's Strategic Organizational Alignment.

3. Section 2.1(p) of the Plan shall be amended to read as follows:

(p) "VESTING SERVICE" has the same meaning in this Plan as is found in the Qualified Pension Plan except that any additional service

credit granted for purposes of the "Special Retirement Benefit" as defined in Section 5.8(d) of the Qualified Pension Plan shall be disregarded under this Plan.

4. Section 4.1(b)(2) of the Plan shall be amended to read as follows:

(2) the monthly normal retirement benefit payable as a life annuity he would have been entitled to receive at his Normal Retirement Age (or later retirement) under the Qualified Pension Plan (as determined without regard to any additional age or service granted for purposes of the "Special Retirement Benefit" as defined in Section 5.8(d) of the Qualified Pension Plan), but for the provisions of Section 415 and Section 401(a)(17) of the Code;

5. The first sentence of Section 4.1(c) of the Plan shall be amended to read as follows:

Monthly normal retirement benefit payments in the form of a life annuity shall commence at the same time as the normal retirement benefit payable from the Qualified Pension Plan, as determined without regard to any additional age or service credit granted for purposes of the "Special Retirement Benefit" as defined in Section 5.8(d) of the Qualified Pension Plan.

6. The second sentence of Section 4.2(b) of the Plan shall be amended to read as follows:

Such amount shall be reduced, using the same reduction factors as are in use under the Qualified Pension Plan (but determined without regard to any additional age granted for purposes of the "Special Retirement Benefit" as defined in Section 5.8(d) of the Qualified Pension Plan), for each month by which the Participant's first payment under this Plan precedes age 62.

7. The first sentence of Section 4.2(c) of the Plan shall be amended to read as follows:

Monthly early retirement benefit payments in the form of a life annuity shall commence at the same time as the early retirement benefit payable from the Employer's Qualified Pension Plan (as determined without regard to any additional age or service credit granted for purposes of the "Special Retirement Benefit" as defined in Section 5.8(d) of the Qualified Pension Plan), except for Participants not eligible for early retirement under the

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Qualified Pension Plan, in which case early retirement benefit payments shall commence on the first of the month following retirement.

IN WITNESS WHEREOF, the undersigned duly authorized representative of the Committee has executed this Fifth Amendment to the Plan as of the 25th day of January, 2000. Except as specifically amended hereby, the Plan shall remain in full force and effect as prior to this Fifth Amendment.

CORPORATE RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE

By: /s/ Peggy F. Horn
Chairman

ATTEST: Date: 1/25/2000

/s/ Barbara S. Gilbreath
Secretary

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THE COCA-COLA COMPANY

1983 RESTRICTED STOCK AWARD PLAN
(As Amended through February 17, 2000)

SECTION 1. PURPOSE

The purpose of the 1983 Restricted Stock Award Plan of The Coca-Cola Company (the "Plan") is to advance the interest of The Coca-Cola Company (the "Company") and its Related Companies (as defined in Section 4 hereof), by encouraging and enabling the acquisition of a financial interest in the Company by officers and other key employees through grants of restricted shares of Company Common Stock (the "Awards", or singly, an "Award") and through reimbursement by the Company of amounts payable by such persons as a consequence of any such Award (the "Cash Amount"). The Plan is intended to aid the Company and its Related Companies in retaining officers and key employees, to stimulate the efforts of such employees and to strengthen their desire to remain in the employ of the Company and its Related Companies. In addition, the Plan may also aid in attracting officers and key employees who will become eligible to participate in the Plan after a reasonable period of employment by the Company or its Related Companies.

SECTION 2. ADMINISTRATION

The Plan shall be administered by a committee (the "Committee") appointed by the Board of Directors of the Company (the "Board") from among its members and shall be comprised of not less than three (3) members of the Board. Unless and until its members are not qualified to serve on the Committee pursuant to the provisions of the Plan, the Compensation Committee of the Board shall function as the Committee. Members of the Committee shall be members of the Board who are not eligible to participate under the Plan and who have not been eligible to participate in the Plan for at least one year prior to the time they become members of the Committee. The Committee shall determine the officers and key employees of the Company and its Related Companies (including officers, whether or not they are directors) to whom, and the time or times at which, Awards will be granted, the number of shares to be awarded, the time or times within which the Awards may be subject to forfeiture, and all other conditions of the Award. The provisions of the Awards need not be the same with respect to each recipient.

The Committee is authorized, subject to the provisions of the Plan, to establish such rules and regulations as it deems necessary or advisable for the proper administration of the Plan and to take such other action in connection with or in relation to the Plan as it deems necessary or advisable. Each action made or taken pursuant to the Plan, including interpretation of the Plan and the Awards granted hereunder by the Committee, shall be final and conclusive for all purposes and upon all persons, including but without limitation, the Company and its Related Companies, the Committee, the Board, the officers and the affected employees of the Company and/or its Related Companies and their respective successors in interest.

SECTION 3. STOCK

The stock to be issued under the Plan pursuant to Awards shall be shares of Common Stock, \$.25 par value, of the Company (the "Stock"). The Stock shall be made available from treasury or authorized and unissued shares of Common Stock of the Company. The total number of shares of Stock that may be issued pursuant to Awards under the Plan, including those already issued, may not exceed 24,000,000 shares (which number reflects stock splits subsequent to adoption of the Plan). Such numbers of shares shall be subject to adjustment in accordance with Section 8. Shares of Stock previously granted pursuant to Awards, but which are forfeited pursuant to Section 5, below, shall be available for future Awards.

SECTION 4. ELIGIBILITY

Awards may be granted to officers and key employees of the Company and its Related Companies who have been employed by the Company or a Related Company (but only if the Related Company is one in which the Company owns on the grant date, directly or indirectly, either (i) 50% or more of the voting stock or capital where such entity is not publicly held, or (ii) an interest which causes the Related Company's financial results to be consolidated with the Company's financial results for financial reporting purposes) for a reasonable period of time determined by the Committee. The term "Related Company" shall mean any corporation or other business organization in which the Company owns, directly or indirectly, 20 percent or more of the voting stock or capital at the applicable time. No employee shall acquire pursuant to Awards granted under the Plan more than twenty (20) percent of the aggregate number of shares of Stock issuable pursuant to Awards under the Plan.

Except as otherwise specifically provided in the grant of an Award, Awards shall be granted solely for services rendered to the Company or any Related Company by the employee prior to the date of the grant and shall be subject to the following terms and conditions:

(a) The Stock subject to an Award shall be forfeited to the Company if the employment of the employee by the Company or a Related Company terminates for any reason (including, but not limited to, termination by the Company, with or without cause) other than death, "Retirement", as hereinafter defined, provided that such Retirement occurs at least five (5) years from the date of grant of an Award and also provided that the employee has attained the age of 62, or disability (within the meaning of Section 22(e)(3) of the Internal Revenue Code of 1986, as amended), prior to a "Change in Control" of the Company as hereinafter defined. "Retirement", as used herein, shall mean an employee's voluntarily leaving the employ of the Company or a Related Company on a date which is on or after the earliest date on which such employee would be eligible for an immediately payable benefit pursuant to (i) for those employees eligible for participation in the Company's Supplemental Retirement Plan, the terms of that Plan and (ii) for all other employees, the terms of the Employees Retirement Plan (the "ERP") assuming such employees were eligible to participate in the ERP.

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(b) If at any time the recipient Retires on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, dies or becomes disabled, or in the event of a "Change in Control" of the Company, as hereinafter defined, prior to such Retirement, death or disability, such recipient shall be entitled to retain the number of shares subject to the Award. A "Change in Control" shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") as in effect on November 15, 1988, provided that such a change in control shall be deemed to have occurred at such time as (i) any "person" (as that term is used in Sections 13(d) and 14(d)(2) of the Exchange Act), is or becomes the beneficial owner (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period; (iii) the shareholders of the Company approve any merger or consolidation as a result of which the Stock shall be changed, converted or exchanged (other than a merger with a wholly-owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company; or (iv) the shareholders of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were shareholders of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation; provided, however, that no Change in Control shall be deemed to have occurred if, prior to such time as a Change in Control would otherwise be deemed to have occurred, the Board of Directors determines otherwise.

(c) Within sixty (60) days of the date of death, disability or Retirement on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, and immediately upon a "Change in Control" as described in subparagraphs (a) and (b) of this Section 5, the Company shall pay to the recipient of an Award an amount equal to the Cash Amount less any amounts required by law to be withheld with respect to the Award and the Cash Amount, such Cash Amount not to exceed the federal, state and local taxes such recipient must pay as a result of the fair market value of the Award being included in income for federal, state and local income tax purposes. For purposes of this subparagraph 5(c) the fair market value of an Award shall be the average of the high and low market prices at which a share of Stock shall have been sold on the date of death, disability, such Retirement or a Change in Control, or on the next preceding trading day, if such date is not a trading day, as reported on the New York Stock Exchange--Composite Transactions listing or as otherwise determined by the Committee.

(d) Awards may contain such other provisions, not inconsistent with the provisions of the Plan, as the Committee shall determine appropriate from time to time.

SECTION 6. NONTRANSFERABILITY OF AWARDS

Shares of Stock subject to Awards shall not be transferable and shall not be sold, exchanged, transferred, pledged, hypothecated or otherwise disposed of at any time prior to the first to occur of Retirement on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, death or disability of the recipient of an Award or a Change in Control.

SECTION 7. RIGHTS AS A STOCKHOLDER

An employee who receives an Award shall have rights as a stockholder with respect to Stock covered by such Award to receive dividends in cash or other property or other distributions or rights in respect to such Stock and to vote such Stock as the record owner thereof.

SECTION 8. ADJUSTMENT IN THE NUMBER OF SHARES AWARDED

In the event there is any change in the Stock through the declaration of stock dividends, through stock splits or through recapitalization or merger or consolidation or combination of shares or otherwise, the Committee or the Board shall make such adjustment, if any, as it may deem appropriate in the number of shares of Stock thereafter available for Awards.

SECTION 9. TAXES

(a) If any employee properly elects, within thirty (30) days of the date on which Award is granted, to include in gross income for federal income tax purposes an amount equal to the fair market value (on the date of grant of the Award) of the Stock subject to the Award, such employee shall make arrangements satisfactory to the Committee to pay to the Company in the year of such Award, any federal, state or local taxes required to be withheld with respect to such shares. If such employee shall fail to make such tax payments as are required, the Company and its Related Companies shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to the employee any federal, state or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award.

(b) Each employee who does not make the election described in subparagraph (a) of this Section shall, no later than the date as of which the restrictions referred to in Section 5 and such other restrictions as may have been imposed as a condition of the Award, shall lapse, pay to the Company, or make arrangements satisfactory to the Committee regarding payment of any federal, state, or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award, and the Company and its Related Companies shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to the employee any federal, state, or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award.

(c) The Committee may specify when it grants an Award that the Award is subject to mandatory share withholding for satisfaction of tax withholding obligations (not including withholding owed on payment of the Cash Amount) by employees. For all other Awards, whether granted before or after this paragraph 9(c) was added to this Plan, tax withholding

obligations (not including withholding owed on payment of the Cash Amount) of an employee may be satisfied by share withholding, if permitted by applicable law, at the written election of the employee prior to the date the restrictions on the Award lapse. The shares withheld will be valued at the average of the high and low market prices at which a share of Stock was sold on the date the restrictions lapse (or, if such date is not a trading day, then the next trading day thereafter), as reported on the New York Stock Exchange--Composite Transactions listing.

SECTION 10. RESTRICTIVE LEGEND AND STOCK POWER

Each certificate evidencing Stock subject to Awards shall bear an appropriate legend referring to the terms, conditions and restrictions applicable to such Award. Any attempt to dispose of Stock in contravention of such terms, conditions, and restrictions shall be ineffective. The Committee may adopt rules which provide that the certificates evidencing such shares may be held in custody by a bank or other institution, or that the Company may itself hold such shares in custody until the restrictions thereon shall have lapsed and may require, as a condition of any Award, that the recipient shall have delivered a stock power endorsed in blank relating

to the Stock covered by such Award.

SECTION 11. AMENDMENTS, MODIFICATIONS AND TERMINATION OF PLAN

The Board or the Committee may terminate the Plan, in whole or in part, may suspend the Plan, in whole or in part from time to time, and may amend the Plan from time to time, including the adoption of amendments deemed necessary or desirable to qualify the Awards under the laws of various states (including tax laws) and under rules and regulations promulgated by the Securities and Exchange Commission with respect to employees who are subject to the provisions of Section 16 of the Securities Exchange Act of 1934, or to correct any defect or supply an omission or reconcile any inconsistency in the Plan or in any Award granted thereunder, without the approval of the stockholders of the Company; provided, however, that no action shall be taken without the approval of the stockholders of the Company which may increase the number of shares of Stock available for Awards or withdraw administration from the Committee, or permit any person while a member of the Committee to be eligible to receive an Award. No amendment or termination or modification of the Plan shall in any manner affect Awards therefore granted without the consent of the employee unless the Committee has made a determination that an amendment or modification is in the best interest of all persons to whom Awards have theretofore been granted. The Board or the Committee may modify or remove restrictions contained in Sections 5 and 6 on an Award or the Awards as a whole which have been previously granted upon a determination that such action is in the best interest of the Company. The Plan shall terminate when (a) all Awards authorized under the Plan have been granted and (b) all shares of Stock subject to Awards under the Plan have been issued and are no longer subject to forfeiture under the terms hereof unless earlier terminated by the Board or the Committee.

SECTION 12. GOVERNING LAW

The Plan and all determinations made and actions taken pursuant thereto shall be governed by the laws of the State of Georgia and construed in accordance therewith.

THE COCA-COLA COMPANY

1989 RESTRICTED STOCK AWARD PLAN
(As Amended through February 17, 2000)

SECTION 1. PURPOSE

The purpose of the 1989 Restricted Stock Award Plan of The Coca-Cola Company (the "Plan") is to advance the interest of The Coca-Cola Company (the "Company") and its Related Companies (as defined in Section 4 hereof), by encouraging and enabling the acquisition of a financial interest in the Company by officers and other key employees through grants of restricted shares of Company Common Stock (the "Awards", or singly, an "Award"). The Plan is intended to aid the Company and its Related Companies in retaining officers and key employees, to stimulate the efforts of such employees and to strengthen their desire to remain in the employ of the Company and its Related Companies. In addition, the Plan may also aid in attracting officers and key employees who will become eligible to participate in the Plan after a reasonable period of employment by the Company or its Related Companies.

SECTION 2. ADMINISTRATION

The Plan shall be administered by a committee (the "Committee") appointed by the Board of Directors of the Company (the "Board") or in accordance with Section 7, Article III of the By-Laws of the Company (as amended through October 17, 1996) from among its members and shall be comprised of not less than three (3) members of the Board. Unless and until its members are not qualified to serve on the Committee pursuant to the provisions of the Plan, the Compensation Committee shall be members of the Board who are not eligible to participate in the Plan for at least one year prior to the time they become members of the Committee. Eligibility requirements for members of the Committee shall comply with Rule 16b-3 promulgated pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") or any successor rule or regulation. The Committee shall determine the officers and key employees of the Company and its Related Companies (including officers, whether or not they are directors) to whom, and the time or times at which, Awards will be granted, the number of shares to be awarded, the time or times within which the Awards may be subject to forfeiture, and all other conditions of the Award. The provisions of the Awards need not be the same with respect to each recipient.

The Committee is authorized, subject to the provisions of the Plan, to establish such rules and regulations as it deems necessary or advisable for the proper administration of the Plan and to take such other action in connection with or in relation to the Plan as it deems necessary or advisable. Each action made or taken pursuant to the Plan, including interpretation of the Plan and the Awards granted hereunder by the Committee, shall be

final and conclusive for all purposes and upon all persons, including, without limitation, the Company and its Related Companies, the Committee, the Board, the Officers and the affected employees of the Company and/or its Related Companies and their respective successors in interest.

SECTION 3. STOCK

The stock to be issued under the Plan pursuant to Awards shall be shares of Common Stock, \$.25 par value, of the Company (the "Stock"). The Stock shall be made available from treasury or authorized and unissued shares of Common Stock of the Company. The total number of shares of Stock that may be issued pursuant to Awards under the Plan, including those already issued, may not exceed 40,000,000 shares (subject to adjustment in accordance with Section 8), which number represents the number of shares originally authorized in the Plan, adjusted for 2-for-1 stock splits which occurred on May 1, 1990, May 1, 1992 and May 1, 1996, less the number of shares already issued pursuant to the Plan as of October 1, 1996. Shares of Stock previously granted pursuant to Awards, but which are forfeited pursuant to Section 5, below, shall be available for future Awards.

SECTION 4. ELIGIBILITY

Awards may be granted to officers and key employees of the Company and its Related Companies who have been employed by the Company or a Related [Company] (but only if the Related Company is one in which the Company owns on the grant date, directly or indirectly, either (i) 50% or more of the voting stock or capital where such entity is not publicly held, or (ii) an interest which causes the Related Company's financial results to be consolidated with the Company's financial results for financial reporting purposes) for a reasonable period of time determined by the Committee. The term "Related Company" shall mean any corporation or other business organization in which the Company owns, directly or indirectly, 20 percent or more of the voting stock or capital at the

applicable time. No employee shall acquire pursuant to Awards granted under the Plan more than twenty (20) percent of the aggregate number of shares of Stock issuable pursuant to Awards under the Plan.

SECTION 5. AWARDS

Except as otherwise specifically provided in the grant of an Award, Awards shall be granted solely for services rendered to the Company or any Related Company by the employee prior to the date of the grant and shall be subject to the following terms and conditions:

(a) The Stock subject to an Award shall be forfeited to the Company if the employment of the employee by the Company or Related Company terminates for any reason (including, but not limited to, termination by the Company, with or without cause) other than death, "Retirement", as hereinafter defined, provided that such Retirement occurs at least five (5) years from the date of grant of an Award and also provided that the employee has attained the age of 62, or disability (within the meaning of Section 22(e)(3) of the Internal Revenue Code of 1986, as amended), prior to a "Change in Control" of the

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Company as hereinafter defined. "Retirement", as used herein, shall mean an employee's voluntarily leaving the employ of the Company or a Related Company on a date which is on or after the earliest date on which such employee would be eligible for an immediately payable benefit pursuant to (i) for those employees eligible for participation in the Company's Supplemental Retirement Plan, the terms of that Plan and (ii) for all other employees, the terms of the Employees Retirement Plan (the "ERP") assuming such employees were eligible to participate in the ERP.

(b) If at any time the recipient Retires on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, dies or becomes disabled, or in the event of a "Change in Control" of the Company, as hereinafter defined, prior to such Retirement, death or disability, such recipient shall be entitled to retain the number of shares subject to the Award. A "Change in Control" shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A promulgated under the Exchange Act as in effect on November 15, 1988, provided that such a change in control shall be deemed to have occurred at such time as (i) any "person" (as that term is used in Sections 13(d) and 14(d)(2) of the Exchange Act), is or becomes the beneficial owner (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period; (iii) the shareholders of the Company approve any merger or consolidation as a result of which the Common Stock shall be changed, converted or exchanged (other than a merger with a wholly-owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company; or (iv) the shareholders of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were shareholders of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation; provided, however, that no Change in Control shall be deemed to have occurred if, prior to such time as a Change in Control would otherwise be deemed to have occurred, the Board of Directors determines otherwise.

(c) Awards may contain such other provisions, not inconsistent with the provisions of the Plan, as the Committee shall determine appropriate from time to time.

SECTION 6. NONTRANSFERABILITY OF AWARDS

Shares of Stock subject to Awards shall not be transferable and shall not be sold, exchanged, transferred, pledged, hypothecated or otherwise disposed of at any time prior to

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the first to occur of Retirement on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, death or disability of the recipient of an Award or a

Change in Control.

SECTION 7. RIGHTS AS A STOCKHOLDER

An employee who receives an Award shall have rights as a stockholder with respect to Stock covered by such Award to receive dividends in cash or other property or other distributions or rights in respect to such Stock and to vote such Stock as the record owner thereof.

SECTION 8. ADJUSTMENT IN THE NUMBER OF SHARES AWARDED

In the event there is any change in the Stock through the declaration of stock dividends, through stock splits or through recapitalization or merger or consolidation or combination of shares or otherwise, the Committee or the Board shall make such adjustment, if any, as it may deem appropriate in the number of shares of Stock thereafter available for Awards.

SECTION 9. TAXES

(a) If any employee properly elects, within thirty (30) days of the date on which an Award is granted, to include in gross income for federal income tax purposes an amount equal to the fair market value (on the date of grant of the Award) of the Stock subject to the Award, such employee shall make arrangements satisfactory to the Committee to pay to the Company in the year of such Award, any federal, state or local taxes required to be withheld with respect to such shares. If such employee shall fail to make such tax payments as are required, the Company and its Related Companies shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to the employee any federal, state or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award.

(b) Each employee who does not make the election described in paragraph (a) of this Section shall, no later than the date as of which the restrictions referred to in Section 5 and such other restrictions as may have been imposed as a condition of the Award, shall lapse, pay to the Company, or make arrangements satisfactory to the Committee regarding payment of any federal, state or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award, and the Company and its Related Companies shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to the employee any federal, state, or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award.

(c) The Committee may specify when it grants an Award that the Award is subject to mandatory share withholding for satisfaction of tax withholding obligations by employees. For all other Awards, whether granted before or after this paragraph 9(c) was added to this Plan, tax withholding obligations of an employee may be satisfied by share withholding, if permitted by applicable law, at the written election of the employee prior to the date the restrictions on the Award lapse. The shares withheld will be valued at the

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average of the high and low market prices at which a share of Stock was sold on the date the restrictions lapse (or, if such date is not a trading day, then the next trading day thereafter), as reported on the New York Stock Exchange--Composite Transactions listing.

SECTION 10. RESTRICTIVE LEGEND AND STOCK POWER

Each certificate evidencing Stock subject to Awards shall bear an appropriate legend referring to the terms, conditions and restrictions applicable to such award. Any attempt to dispose of Stock in contravention of such terms, conditions, and restrictions shall be ineffective. The Committee may adopt rules which provide that the certificates evidencing such shares may be held in custody by a bank or other institution, or that the Company may itself hold such shares in custody until the restrictions thereon shall have lapsed and may require, as a condition of any Award, that the recipient shall have delivered a stock power endorsed in blank relating to the Stock covered by such Award.

SECTION 11. AMENDMENTS, MODIFICATIONS AND TERMINATION OF PLAN

The Board or the Committee may terminate the Plan, in whole or in part, may suspend the Plan, in whole or in part from time to time, and may amend the Plan from time to time, including the adoption of amendments deemed necessary or desirable to qualify the Awards under the laws of various states (including tax laws) and under rules and regulations promulgated by the Securities and Exchange Commission with respect to employees who are subject to the provisions of Section 16 of the Exchange Act, or to correct any defect or supply an omission or reconcile any inconsistency in the Plan or in any Award granted thereunder, without the approval of the stock holders of the Company; provided, however, that no action shall be taken without the approval of the stockholders of the Company which may increase the number of shares of Stock available for Awards or

withdraw administration from the Committee, or permit any person while a member of the Committee to be eligible to receive an Award. Without limiting the foregoing, the Board of Directors or the Committee may make amendments applicable or inapplicable only to participants who are subject to Section 16 of the Exchange Act. No amendment or termination or modification of the Plan shall in any manner affect Awards therefore granted without the consent of the employee unless the Committee has made a determination that an amendment or modification is in the best interest of all persons to whom Awards have theretofore been granted. The Board or the Committee may modify or remove restrictions contained in Sections 5 and 6 on an Award or the Awards as a whole which have been previously granted upon a determination that such action is in the best interest of the Company. The Plan shall terminate when (a) all Awards authorized under the Plan have been granted and (b) all shares of Stock subject to Awards under the Plan have been issued and are no longer subject to forfeiture under the terms hereof unless earlier terminated by the Board or the Committee.

SECTION 12. GOVERNING LAW

The Plan and all determinations made and actions taken pursuant thereto shall be governed by the laws of the State of Georgia and construed in accordance therewith.

AMENDMENT NUMBER SIX TO
THE COCA-COLA COMPANY
SUPPLEMENTAL BENEFIT PLAN
AS AMENDED AND RESTATED MARCH 11, 1991,
EFFECTIVE JANUARY 1, 1989

WHEREAS, pursuant to Section 7.5 of The Coca-Cola Company Supplemental Benefit Plan, as amended and restated effective January 1, 1989 by indenture dated March 11, 1991, which was last amended by Amendment Number Five (the "Plan"), the Supplemental Benefit Plan Committee (the "Committee") has the authority to amend the Plan; and

WHEREAS, the Chief Executive Officer ("CEO") of The Coca-Cola Company (the "Company") has appointed the same members of the Plan's Committee and to each committee serving as plan administrator for eight other Company retirement plans, thereby effectively consolidating administration of the plans under a single committee; and

WHEREAS, the Company wishes to incorporate the concept of a single administrative committee, henceforth to be known as the Corporate Retirement Plan Administrative Committee, within the terms of the relevant plans; and

WHEREAS, the Company wishes to transfer authority to appoint and remove members of said committee from the CEO to the Vice President of Human Resources; and

WHEREAS, by resolutions duly adopted, the Committee has approved amendments to the Plan and eight other retirement plans in order to reflect the renaming of the Committee and the change in the person authorized to designate membership in the Committee, subject to ratification of the amendments by the CEO;

NOW THEREFORE, the Plan is hereby amended, effective July 1, 1998, in the following respects:

1. Section 7.2 of the Plan shall be amended by deleting "Supplemental Benefit Plan Committee" from the section heading and by replacing it with "Corporate Retirement Plan Administrative Committee."
2. Section 7.2 of the Plan shall be amended further by deleting the terms "Chief Executive Officer" and "CEO" wherever the same appear therein and by inserting in lieu thereof "Vice President of Human Resources" and "VPHR," respectively.

Except as specifically amended hereby, the Plan shall remain in full force and effect as prior to this Amendment Number Six.

IN WITNESS WHEREOF, the undersigned duly authorized representatives of the Committee have executed this Amendment Number Six to the Plan, and the CEO has ratified the same, as of the _____ day of July, 1998.

CORPORATE RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE
(FORMERLY THE SUPPLEMENTAL
BENEFIT PLAN COMMITTEE)

By: /s/ C. Ron Cheeley

Chairman

ATTEST:

/s/ William J. Wortman

Secretary

RATIFIED BY:

/s/ M. Douglas Ivester

M. Douglas Ivester
Chief Executive Officer
The Coca-Cola Company

SEVENTH AMENDMENT TO
THE COCA-COLA COMPANY
SUPPLEMENTAL BENEFIT PLAN

WHEREAS, pursuant to Section 7.5 of The Coca-Cola Company Supplemental Benefit Plan (the "Plan") the Corporate Retirement Plan Administrative Committee (the "Committee") has the authority to amend the Plan;

WHEREAS, the Committee wishes to amend the Plan for purposes of clarifying the eligibility of certain employees to participate in the Plan and making other clarifying changes; and

WHEREAS, the Chairman of the Committee is authorized by resolution of the Committee to execute such amendment and take all other necessary actions in connection therewith;

NOW THEREFORE, the Plan hereby is amended as follows:

1.

Effective as of January 1, 1999, Section 5.1(c) of the Plan shall be deleted and a new section 5.1(c) shall read as follows:

(c) For purposes of this Section 5.1, the Pension Benefit of a Participant shall be calculated based on the participant's compensation that is considered under the Employee Retirement Plan of The Coca-Cola Company in calculating his Retirement Income, without regard to the limitation of Section 401(a)(17) of the code. If a Participant was on an Approved Leave of Absence, as defined under the Employee Retirement Plan of The Coca-Cola Company, for the purpose of working for another entity within The Coca-Cola system, his Pension Benefit under this Plan shall be calculated based on compensation paid as follows: compensation during the Approved Leave of Absence shall be the greater of i) compensation as determined under the first sentence of this paragraph 5.1(c) or ii) compensation actually paid to the Participant by the other entity within The Coca-Cola system during the Approved Leave of Absence, subject to the same inclusions and exclusions to "Benefit Compensation" as under the Employee Retirement Plan of The Coca-Cola Company, but without regard to the limitation of Section 401(a)(17) of the code. The Committee may require that the Participant provide satisfactory evidence of such compensation.

2.

Effective as of January 1, 2000, Section 5.2(c) of the Plan shall be deleted and a new section 5.2(a) shall read as follows:

5.2 DISTRIBUTION OF PENSION BENEFIT

(a) The Pension Benefit, as determined in accordance with Section 5.1, shall [be] payable in monthly increments on the first day of the month concurrently with and in the same manner as the Participant's Retirement Income under the Qualified Pension Plan. If the Participant's Pension Benefit is less than \$50 per month, as calculated in the form of a Life Annuity, the present value of the Pension Benefit may be paid in a lump sum or the Pension Benefit may be paid in quarterly, semi-annual, or annual payments, as the Committee may designate. The Beneficiary of a Participant's Pension Benefit shall be the same as the beneficiary of the Participant's Retirement Income under the Qualified Pension Plan unless the Participant designates otherwise. Such designation is subject to the approval of the Committee.

Except as specifically amended hereby, the Plan shall remain in full force and effect as prior to this Sixth Amendment.

CORPORATE RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE

By: /s/ Peggy F. Horn
Chairman

ATTEST:

Date: 1/24/2000

/s/ Barbara S. Gilbreath
Secretary

EIGHTH AMENDMENT TO
THE COCA-COLA COMPANY
SUPPLEMENTAL BENEFIT PLAN

WHEREAS, pursuant to Section 7.5 of The Coca-Cola Company Supplemental Benefit Plan (the "Plan") the Corporate Retirement Plan Administrative Committee (the "Committee") has the authority to amend the Plan;

WHEREAS, the Committee has approved an amendment to the Plan to incorporate certain changes the Committee deems appropriate in connection with the Special Retirement Program to be announced by The Coca-Cola Company (the "Company") on January 26, 2000 as part of the Company's Strategic Organizational Alignment; and

WHEREAS, the Chairman of the Committee is authorized by resolution of the Committee to execute such amendment and take all other necessary actions in connection therewith;

NOW THEREFORE, the Plan is hereby amended, effective January 25, 2000, in the following respects:

1. Section 2 of the Plan shall be amended by adding the following new definition:

"RETIREMENT BENEFIT" shall be the benefit payable to a Participant under Sections 5.1-5.3, as applicable, of the Qualified Pension Plan.

2. Section 2.7 of the Plan shall be amended by deleting it in its entirety and replacing it as follows:

2.7 "EARLY RETIREMENT AGE" shall mean the first to occur of (1) a Participant's age when he has both attained his fifty-fifth (but not his sixty-fifth) birthday and completed at least ten years of service or (2) age 60 with the approval of the Employer. For this purpose, a Participant's age and years of service shall include any additional age and service credit granted under Section 5.8(d) of the Qualified Pension Plan to such Participant if he satisfies the conditions for the Special Retirement Benefit as described in Section 5.8(d) of the Qualified Pension Plan.

3. Section 4.2 of the Plan shall be amended by deleting and replacing the first sentence of such section as follows:

Any salaried employee of the Employer (a) whose Special Retirement Benefit under the Qualified Pension Plan of The Coca-Cola Company (as

defined in Section 5.8(d) of such plan) is limited by the limitations under Sections 401(a)(4) or 401(1) of the Code, (b) whose benefits under the Employee Retirement Plan of The Coca-Cola company are limited by the limitations of Sections 401(a)(17) or 415 of the Code, or (c) to whom contributions by the Employer to the Thrift Plan are limited by the limitations set forth in Sections 401(a)(17), 401(k), 401(m), 402(g) or 415 of the Code shall be eligible to participate in the Plan.

4. Section 5.1(a) of the Plan shall be amended by deleting it and replacing it as follows:

(a) If a Participant has Benefit Service with respect to the Qualified Pension Plan of his Employer, he shall be entitled to a Pension Benefit equal to that portion of his Retirement Benefit under the Qualified Pension Plan of the Employer which is not payable under such Qualified Pension Plan as result of the limitations imposed by Sections 401(a)(17) and 415 of the Code and, to the extent such portion of his Retirement Benefit is attributable to his Special Retirement Benefit (as described in Section 5.8(d) of the Qualified Pension Plan), the limitations imposed by Sections 401(a)(4)

and 401(1) of the Code.

5. The term "Retirement Income" shall be replaced with the term "Retirement Benefit" each place Retirement Income appears in the Plan.

Except as specifically amended hereby, the Plan shall remain in full force and effect as prior to this Eighth Amendment.

CORPORATE RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE

By: /s/ Peggy F. Horn
Chairman

Date: 1/25/2000

ATTEST:

/s/ Barbara S. Gilbreath
Secretary

EXHIBIT 10.17.1
LETTERHEAD OF THE COCA-COLA COMPANY

December 6, 1999

Mr. M. Douglas Ivester
Atlanta, Georgia

Dear Doug:

This letter outlines the terms under which you will separate from The Coca-Cola Company. You have indicated that you will relinquish your position as Chairman and Chief Executive Officer of The Coca-Cola Company effective April 19, 2000.

The Board of Directors has accepted your resignation effective April 19, 2000 and the terms and conditions described in this letter have been approved by the Compensation Committee (or the appropriate Subcommittee) of the Board on December 5, 1999.

From the date of your separation until the end of the month in which you attain your 55th birthday, you will receive payments from the Company equal to your current monthly salary at the rate of \$125,000 per month (\$1,500,000 per year). In February of each year from 2000 to 2002, you will receive a payment in lieu of annual and long-term incentives in the amount of \$1,500,000 (total payments of \$4,500,000).

The Compensation Committee has approved the payment of the deferred amounts you earned in the Long Term Incentive Plan, and payments will be release to you as follows:

| PLAN | PAYMENT DATE | AMOUNT TO BE PAID |
|-----------|-----------------------|-------------------------|
| - - - - - | ----- | ----- |
| 1995-1997 | First Quarter of 2000 | \$536,428 plus interest |
| 1996-1998 | First Quarter of 2001 | \$351,000 plus interest |

You forfeit all other Long-Term Incentive awards for plans in process (1997-1999, 1998-2000, 1999-2001).

The Restricted Stock Subcommittee has released restrictions on the 1,950,000 shares of restricted stock that have been granted to you previously, and the shares will be released to you within 60 days. Additionally, you will receive a cash payment equal to the

December 5, 1999
Page 2

estimated total of the combined federal, state and local taxes due on the restricted stock granted under the 1983 Plan, and the calculation of the total payment shall be consistent with the methodology used to calculate such payments for all other Plan participants. You are responsible for income taxes on all amounts received under the terms of this letter.

It is noted that the price of a share of common stock of The Coca-Cola Company as of Friday, December 3, 1999 was \$68.312. Effective immediately, the Stock Option Subcommittee has waived vesting requirements on the unvested stock options award granted to you on October 21, 1999. After your separation on April 19, 2000, you will have 6 months (until October 19, 2000) to exercise any unexercised option granted to you. Failure to exercise within that timeframe would result in forfeiture of the options.

Upon attainment of age 55, you will be eligible to begin receiving retirement benefits from the Employee Retirement Plan as well as any amounts that may be vested under the Key Executive Retirement Plan. Should you elect to begin receiving payments immediately upon attainment of age 55, the Company will supplement such payment so that the amount you receive shall not be less than \$115,000 per month. Should you elect not to immediately begin receiving payments at age 55, a 3% upward adjustment will be made the \$115,000 total payment for each year that retirement payments are delayed beyond age 55.

In May 2000, you will receive a lump sum distribution of your Supplemental Thrift Plan and Compensation Deferral and Investment Plan accounts.

Beginning in 2002, the Company will engage you as a consultant for a period of six years at an annual rate of \$675,000. The agreement may be extended at the end of that period with mutual consent and subject to revision of the terms of the agreement mutually acceptable to you and to the Company.

The Company will reimburse you for the cost of your COBRA continuation of

benefit coverage, in an amount sufficient to net you full reimbursement after payment of taxes. Upon the expiration of your COBRA coverage, the Company will make a payment equal to \$300,000 net of taxes to enable you to obtain continuing medical coverage for yourself and for Kay.

The Company will grant title to you for your Company automobile, mobile telephones and laptop computer and the like.

December 5, 1999
Page 3

The Company will make contributions in double the amount of any contributions you make to organizations which qualify for the Company's Matching Gifts Program, subject to the normal annual limit as defined in the Program for the years 2000, 20001 and 2002.

Until May 1, 2001, the Company will provide you with suitable office space and secretarial services, the existing security systems at your home will be maintained, and the Company will reimburse you for all club dues attributable to the periods prior to that date for existing clubs.

Finally, the Company will reimburse you for any out-of-pocket expenses authorized by and incurred on behalf of the Company.

In return for the payments, benefits and actions delivered within this letter, you agree to be available for consulting to the Company as requested by the Chief Executive Officer of the Company from time to time. You also agree not to be engaged by or provide services, information or consultation to any company which operates commercially in the nonalcoholic beverage industry, beginning now and ending with the expiration of the consulting agreement scheduled to end in 2007.

We appreciate you long and loyal service on behalf of
The Coca-Cola Company.

On behalf of the Board

| | |
|---------------------------|-------------------------------------|
| /s/ Herbert A. Allen | /s/ Douglas N. Daft |
| - - - - - | - - - - - |
| Herbert A. Allen | Douglas N. Daft |
| Chairman Compensation | President & Chief Operating Officer |
| Committee | The Coca-Cola Company |
| The Board of Directors of | |
| The Coca-Cola Company | |

Agreed and accepted this 6th day of December, 1999

/s/ M. Douglas Ivester
- - - - -
M. Douglas Ivester

LETTERHEAD OF THE COCA-COLA COMPANY

December 15, 1999

Mr. M. Douglas Ivester
Atlanta, Georgia

Dear Doug:

We are writing to clarify the letter we sent to you dated December 6, 1999.

By way of clarification, the release of restrictions on the 1,950,000 shares of restricted stock will be effective the earlier of the first board meeting in 2000 or February 4, 2000, as long as you do not voluntarily resign before that earlier date.

/s/ Herbert A. Allen

Herbert A. Allen
Chairman, Compensation Committee
The Board of Directors of
The Coca-Cola Company

/s/ Douglas N. Daft

Douglas N. Daft
President and Chief Operating Officer
The Coca-Cola Company

Agreed and accepted this 15 day of December, 1999.

/s/ M. Douglas Ivester

M. Douglas Ivester

LETTERHEAD OF THE COCA-COLA COMPANY

February 17, 2000

M. Douglas Ivester
Atlanta, Georgia

Dear Doug:

Much has changed since December 5, 1999. The planned restructuring and transformation of our business is taking place at a very fast pace. Not only the speed with which we have been able to form and execute our plans but the particulars applicable to those who might be eligible for voluntary early retirement had not been clearly envisioned at that time. Thus, we believe the purpose behind the Board's desire that you remain until April 19 have been completely satisfied. We also believe that by offering you the benefits of the voluntary early retirement program, both you and the Company would benefit. The Compensation Committee has approved these terms on February 16, 2000.

Accordingly, we propose that our letter of December 6, 1999 be amended as follows:

1. You would resign as Chairman, Director and Chief Executive Officer effective February 17, 2000.
2. The payments described in the third paragraph would remain the same but would be offset by payments from the ERP and would be deemed to include the lump sum payment payable under the voluntary retirement program.
3. The exercise period for all unexercised options after your retirement would be that available to all other retirees under the terms of the options rather than a six month exercise period.
4. You would receive a lump sum payment from your Supplemental Thrift Plan upon your retirement.
5. On the first of March you will begin receiving monthly payments of \$4,331.01 which will continue until March 1, 2027 pursuant to the terms of the Compensation Deferral and Investment Program.
6. The Company would not reimburse you for medical coverage since your insurance benefits as a retiree would continue, as would your spouse's.

M. Douglas Ivester
February 11, 2000
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7. You would be eligible for the Matching Gifts program as a retiree.
8. In the event of your death, all payments due under this letter and the December 6th letter, as amended by this letter, will be made to your spouse.

We believe this amendment serves us both. Please accept our best wishes on your retirement.

On behalf of the Company and the Board

/s/ Herbert A. Allen

Herbert A. Allen
Chairman, Compensation Committee
The Board of Directors
The Coca-Cola Company

/s/ Douglas N. Daft

Douglas N. Daft
President and Chief Operating Officer
The Coca-Cola Company

Agreed and accepted this 17th day of February, 2000

/s/ M. Douglas Ivester

 GROUP LONG-TERM PERFORMANCE INCENTIVE PLAN
 OF THE COCA-COLA COMPANY

(AS AMENDED AND RESTATED EFFECTIVE FEBRUARY 17, 2000)

SECTION 1. PURPOSE

The purpose of the Group Long-Term Performance Incentive Plan of The Coca-Cola Company (the "Plan") is to advance the interests of The Coca-Cola Company or any entity in which it owns, directly or indirectly, during the relevant time, either (i) 50% or more of the voting stock or capital where such entity is not publicly held, or (ii) an interest which causes the other entity's financial results to be consolidated with The Coca-Cola Company's financial results for financial reporting purposes (the "Company") by providing a competitive level of incentive for eligible senior executives which will encourage them to more closely identify with share-owner interests and to achieve financial results consistent with the Company's long range business plans. It will also provide a vehicle to attract and retain key executives who are responsible for moving the business forward.

SECTION 2. ADMINISTRATION

The Plan shall be administered by a committee (the "Committee") composed of the Chairman and Chief Executive Officer, the President and Chief Operating Officer, the Executive Vice President, Operations Support, the Senior Vice President and Chief Financial Officer, the Vice President, Human Resources, the Group Presidents, and the Director, Compensation. However, in the case of any participant who is an elected officer of The Coca-Cola Company, the Compensation Committee of the Board of Directors shall constitute the "Committee." The Committee may delegate any of its duties to any individual or individuals as it may deem necessary in order to carry out the intent and provisions of this Plan. The Committee shall determine which of the eligible key employees of a Division or Group to whom, and the time or times at which, Long-Term Incentive Awards ("Awards") will be granted under the Plan, and the other conditions of the grant of the Awards. The provisions and conditions of the grants of Awards need not be the same with respect to each grantee or with respect to each Award.

The Committee shall, subject to the provisions of the Plan, establish such rules and regulations as it deems necessary or advisable for the proper administration of the Plan, and shall make determinations and shall take such other action in connection with or in relation to accomplishing the objectives of the Plan as it deems necessary or advisable. Each determination or other action made or taken pursuant to the Plan, including interpretation of the Plan and the specific conditions and provisions of the Awards granted hereunder by the Committee shall be final and conclusive for all purposes and upon all persons including, but without limitation, the affected employees and their respective successors in interest.

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SECTION 3. ELIGIBILITY

Group Presidents, Division Presidents and other key senior executives, as defined by the Group Presidents or the Committee, may be approved by the Committee from time to time as eligible to participate in the Plan, but no individual shall have a right to participate. Persons who become elected corporate officers of The Coca-Cola Company while participating in the Plan may continue to participate.

Awards may be granted to such key employees of the Company as determined in the sole discretion of the Committee.

SECTION 4. GRANTS OF AWARDS

(a) ANNUAL SELECTION BY THE COMMITTEE OF PARTICIPANTS.

Annually, participants shall be selected for participation by the Committee prior to or shortly after the beginning of a three-year performance period ("Performance Period"). Following such selection by the Committee, the applicable Group President or the Committee shall advise such key employees that they are participants in the Plan for a Performance Period. Each Performance Period will be of three years duration and shall commence on the first day of January of the applicable year. A new three-year Performance Period shall commence each year.

- (b) CALCULATION OF PERFORMANCE INCENTIVE BASE. At the time a Group President or the Committee advises a participant of his or her participation, the participant's Performance Incentive Base shall be calculated. The Performance Incentive Base shall be the participant's salary grade midpoint or 50% of salary range at the time of notification, times a percentage predicated upon the participant's relative responsibility level. The percentage will be progressively higher for correspondingly higher levels of responsibility. Once the Performance Incentive Base (i.e., the employee's salary grade midpoint or 50% of salary range and the applicable percentage) is determined at the commencement of each Performance Period, that Performance Incentive Base will not change for that Performance Period, unless it is subsequently adjusted upwards by the Committee in its sole discretion based on inflation in excess of that which was taken into account in determining the Performance Incentive Base.

SECTION 5. PERFORMANCE CRITERION

The measures of performance are objective and shall be based on one or more criteria measured annually over the three-year Performance Period. The Committee shall specify which of the following criteria will apply for the Group (or other business unit as designated by the Committee) during the Performance Period of the Group (or other business unit as designated by the Committee) in which the participant is employed.

- (a) GROWTH IN UNIT CASE SALES. The annual compound "Growth in Unit Case Sales" will mean the growth in the number of cases of 24 8 oz. (U.S.) servings sold

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GROUP LONG-TERM INCENTIVE PLAN

THE COCA-COLA COMPANY

during a year compared to the number sold in the previous year, as determined by the Controller.

- (b) OPERATING PROFIT MARGIN. "Operating Profit Margin" for a calendar year will be determined by the Controller using the following formula: consolidated operating profit as a percent of consolidated revenues excluding Company-owned bottling operations and after adjustment for deviations from budgeted exchange rates.
- (c) SHARE OF SALES. "Share of Sales" will be determined by the Controller using the following formula: percent of the total unit case volume for the soft-drink category (or such other category or categories as the Committee specifies at the time it selects the criterion for a Performance Period) of the commercial beverages industry.
- (d) GROWTH IN ECONOMIC PROFIT. "Growth in Economic Profit" shall be determined for each calendar year in accordance with the definition of Economic Profit provided by the Controller and approved by the Committee within 90 days of the start of the Performance Period in which it would

apply. At such time, the Committee may, but is not obligated to, specify an independent inflation/deflation index and/or exchange rate index that will be applied to the calculation of Economic Profit to eliminate any effect of inflation and/or exchange rates on the calculation of Economic Profit.

SECTION 6. AWARD DETERMINATION

Awards will be determined after the close of each Performance Period from an award matrix, based upon the performance criteria, which matrix shall be adopted by the Committee at the inception of each Performance Period. The amount of an Award will equal the product of the participant's Performance Incentive Base and the percentage derived from the award matrix. In no event shall an Award to a participant for any Performance Period exceed 150% of target, as adjusted, if necessary, pursuant to Section 4(b). The Committee may, in its sole discretion, reduce the amount of any Award or refuse to pay any Award.

SECTION 7. PAYMENT OF AWARDS

- (a) CONDITIONS TO PAYMENT OF AWARDS. Prior to the payment of any Award, the Committee shall certify the appropriate performance measured against the applicable criteria to be used in determining the amount of such Award.
- (b) AWARDS. Awards shall be paid in cash at the times provided in Section 7(c) and portions of awards are subject to forfeiture until paid, as provided below.
- (c) THE VESTED CASH AWARD. One-half of the Award will be paid in cash to each participant within sixty days after the date on which the Senior Vice President and

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Chief Financial Officer of the Company approves the report on the financial statements of the Group for the third year of each Performance Period (the "Vested Cash Award"). The second half of the Award is referred to herein as the "Contingent Award", and it shall be paid to each participant in the manner described in (e) below. The only exception to this schedule is if the participant transfers from one Group to another or to a United States division. In that instance, the Committee, in its sole discretion, may elect to pay the participant a pro-rated Award payment as described in Section 8(b) based on the financial data available at that time. Otherwise, the participant shall receive a pro-rated Award at the customary payout date.

- (d) RETIREMENT. "Retirement," as used herein, shall mean an employee's termination of employment on a date which is on or after the earliest date on which such employee would be eligible for an immediately payable benefit pursuant to the terms of the Employee Retirement Plan (the "ERP") assuming such employee were eligible to participate in the ERP.
- (e) PAYMENT AND FORFEITURE OF CONTINGENT AWARD. The Contingent Award, plus interest thereon as set forth below from the date of such Contingent Award as determined by the Committee, shall be paid in cash to each participant within sixty days after the expiration of the second year following the end of the final year of the related Performance Period, provided that such Contingent Award has not been forfeited as set forth in the following sentence. The Contingent Award shall be forfeited to the Company (unless the Committee in its sole discretion shall otherwise determine) if, within two years from the date the Contingent Award is granted, the participant terminates his or her employment with the Company (for reasons other than death, retirement or disability as such disability may be determined by the Committee).

A Contingent Award shall bear interest from the date such Contingent Award is granted to the date of

payment, such interest to be calculated pursuant to rules promulgated by the Committee, but in no event shall constitute interest which is "above market" as set forth in Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission.

- (f) RETIREMENT, DEATH OR DISABILITY DURING FORFEITURE PERIOD. If, within two years after the end of a Performance Period for which a participant receives a Contingent Award, the participant retires, dies or becomes disabled, such participant (or his or her estate) shall be paid the full Contingent Award.
- (g) WITHHOLDING FOR TAXES. The Company shall have the right to deduct from all Award payments any taxes required to be withheld with respect to such payments.
- (h) PAYMENTS TO ESTATES. Awards and earnings thereon, if any, to the extent that they are due to a participant pursuant to the provisions hereof and which remain unpaid

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at the time of the participant's death, shall be paid in full to the executor or administrator of the participant's estate.

SECTION 8. TERMINATION OF EMPLOYMENT OR TRANSFER DURING ANY PERFORMANCE PERIOD

- (a) TERMINATION FOR REASONS OTHER THAN RETIREMENT, DEATH OR DISABILITY. If the participant's employment by the Company or an Affiliate terminates for any reason (other than retirement, death or disability) during any Performance Period, that participant shall not be entitled to any Award for that Performance Period but may receive a pro-rated portion of the Award calculated in accordance with Section 8(b) below if the Committee so determines in its discretion.
- (b) DEATH, DISABILITY OR RETIREMENT DURING PERFORMANCE PERIOD. If a participant retires, dies or becomes disabled during any Performance Period, the amount of the Award shall be calculated as provided in Sections 4, 5 and 6 as if the Performance Period ended on the last day of the year in which the participant retired, died or became disabled. Such Award will then be paid all in cash within sixty days after the date on which the independent public accountants of the Company issue their report on the financial statements of the Company for the last year of the redefined Performance Period. The amount of the Award will be prorated by a fraction, the numerator of which shall be the number of whole calendar months in the period commencing with the first month of the Performance Period and ending with the whole calendar month immediately preceding the date of retirement, death or disability, and the denominator of which will be thirty-six.
- (c) TRANSFER FROM GROUP DURING PERFORMANCE PERIOD. If a participant transfers from one Group of the Company to another Group of the Company during any Performance Period, the amount of the Award shall be calculated as provided in Sections 4, 5 and 6. Such Award will then be paid all in cash at the normal payout time, as if no transfer had occurred. The amount of the Award will be prorated by a fraction, the numerator of which shall be the number of whole calendar months in the period commencing with the first month of the Performance Period and ending with the whole calendar month immediately preceding the date of transfer, and the denominator of which will be thirty-six.

SECTION 9. AMENDMENTS, MODIFICATION AND TERMINATION OF THE PLAN

The Committee may terminate the Plan, in whole or in part, may suspend the Plan, in whole or in part, and may amend the Plan

from time to time, including the adoption of amendments deemed necessary or desirable to correct any defect or supply an omission or reconcile any inconsistency in the Plan or in any Award granted hereunder. No amendment, termination or modification of the Plan may in any manner affect Awards therefore granted without the consent of the participant unless the Committee has made a

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determination that an amendment or modification is in the best interest of all persons to whom Awards have therefore been granted, but in no event may such amendment or modification result in an increase in the amount of compensation payable pursuant to such award.

SECTION 10. GOVERNING LAW

The Plan and all determinations made and actions taken pursuant thereto shall be governed by the laws of the State of Georgia and construed in accordance therewith.

SECTION 11. EFFECT ON BENEFIT PLANS

Awards will be included in the computation of benefits under the Employee Retirement Plan, Overseas Retirement Plan and other retirement plans maintained by the Company under which the participant may be covered and the Thrift Plans, subject to all applicable laws and in accordance with the provisions of those plans.

Awards shall not be included in the computation of benefits under any Group Life Insurance Plan, Travel Accident Insurance Plan, Personal Accident Insurance Plan or under Company policies such as severance pay and payment for accrued vacation, unless required by applicable laws.

SECTION 12. CHANGE IN CONTROL

If there is a Change in Control (as hereinafter defined) while the Plan remains in effect, then

- (a) each participant's Award accrued through the date of such Change in Control for each Performance Period then in effect automatically shall become nonforfeitable on such date,
- (b) the Committee immediately after the date of such Change in Control shall determine each participant's Award accrued through the end of the calendar month which immediately precedes the date of such Change in Control, and such determination shall be made based on a formula established by the Committee which computes such Award using (1) actual performance data for each full Plan Year in each Performance Period for which such data is available and (2) projected data for each other Plan Year, which projection shall be based on a comparison, as applicable (for the Plan Year which includes the Change in Control) of the actual performance versus budgeted performance for Unit Case Sales for the full calendar months (in such Plan Year) which immediately precede the Change in Control and the actual performance versus budgeted performance for Economic Profit for such period multiplied by (3) a fraction, the numerator of which shall be the number of full calendar months in each such Performance

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Period before the date of the Change in Control and the denominator of which shall be thirty-six,

(c) each participant's accrued Award (as determined under Section 12(b) and his or her then unpaid Vested Cash Award and Contingent Award(s) under Section 7 (computed with interest at the market weighted prime rate accrued on such awards under Section 7 through the date of such Change in Control but in no event constituting an "above-market" rate of interest as set forth in Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission) shall be paid to him or her in a lump sum in cash promptly after the date of such Change in Control in lieu of any other additional payments under the Plan for the related Performance Periods, and

(d) any federal golden parachute payment excise tax paid or payable under Section 4999 of the Code, or any successor to such Section, by a participant for his or her taxable year for which he or she reports the payment made under Section 12(c) on his or her federal income tax return shall be deemed attributable to such payment under Section 12(c), and the Company promptly on written demand from the participant (or, if he or she is dead, from his or her estate) shall pay to him or her (or, if he or she is dead, to his or her estate) an amount equal to such excise tax.

A "Change in Control" for purposes of this Section 12 shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14a of Regulation 14A promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") as in effect on January 1, 1999, provided that such a change in control shall be deemed to have occurred at such time as (i) any "person" (as that term is used in Section 13(d) and 14(d)(2) of the Exchange Act as in effect on January 1, 1999) is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act as in effect on January 1, 1999) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period; (iii) the share owners of the Company approve any merger or consolidation as a result of which its stock shall be changed, converted or exchanged (other than a merger with a wholly-owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company; or (iv) the share owners of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were share owners of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation; provided, however, that no Change in

Control shall be deemed to have occurred, if, prior to such time as a Change in Control would otherwise be deemed to have occurred, the Board of Directors determines otherwise.

EXHIBIT 12.1

<TABLE>

The Coca-Cola Company and Subsidiaries
 Computation of Ratios of Earnings to Fixed Charges
 (IN MILLIONS EXCEPT RATIOS)

<CAPTION>

| | Year Ended December 31, | | | | |
|--|-------------------------|----------|----------|----------|----------|
| | 1999 | 1998 | 1997 | 1996 | 1995 |
| <S> | <C> | <C> | <C> | <C> | <C> |
| Earnings: | | | | | |
| Income from continuing operations before income taxes and changes in accounting principles | \$ 3,819 | \$ 5,198 | \$ 6,055 | \$ 4,596 | \$ 4,328 |
| Fixed charges | 386 | 320 | 300 | 324 | 318 |
| Less: Capitalized interest, net | (18) | (17) | (17) | (7) | (9) |
| Equity income, net of dividends | 292 | 31 | (108) | (89) | (25) |
| Adjusted earnings | \$ 4,479 | \$ 5,532 | \$ 6,230 | \$ 4,824 | \$ 4,612 |
| Fixed charges: | | | | | |
| Gross interest incurred | \$ 355 | \$ 294 | \$ 275 | \$ 293 | \$ 281 |
| Interest portion of rent expense | 31 | 26 | 25 | 31 | 37 |
| Total fixed charges | \$ 386 | \$ 320 | \$ 300 | \$ 324 | \$ 318 |
| Ratios of earnings to fixed charges | 11.6 | 17.3 | 20.8 | 14.9 | 14.5 |

The Company is contingently liable for guarantees of indebtedness owed by third parties in the amount of \$409 million, of which \$7 million related to independent bottling licensees. Fixed charges for these contingent liabilities have not been included in the computation of the above ratios as the amounts are immaterial and, in the opinion of Management, it is not probable that the Company will be required to satisfy the guarantees.

</TABLE>

Our mission is to maximize share-owner value over time. In order to achieve this mission, we must create value for all the constituents we serve, including our consumers, our customers, our bottlers and our communities. The Coca-Cola Company and its subsidiaries (our Company) create value by executing a comprehensive business strategy guided by six key beliefs: (1) consumer demand drives everything; (2) brand Coca-Cola is the core of our business; (3) we will serve consumers a broad selection of the nonalcoholic ready-to-drink beverages they want to drink throughout the day; (4) we will be the best marketers in the world; (5) we will think and act locally; and (6) we will lead as a model corporate citizen. The ultimate objectives of our business strategy are to increase volume, expand our share of worldwide nonalcoholic ready-to-drink beverage sales, maximize our long-term cash flows and create economic value added by improving economic profit. We pursue these objectives by strategically investing in the high-return beverage business and by optimizing our cost of capital through appropriate financial strategies.

There are nearly 6 billion people in the world who decide every day whether or not to buy our products. Each of these people represents a potential consumer of our Company's products. As we increase consumer demand for our portfolio of brands, we produce growth throughout the Coca-Cola system. This growth typically comes in the form of increased finished product purchases by our consumers, increased finished product sales by our customers, increased case sales by our bottling partners and increased gallon sales by our Company.

The Coca-Cola system has more than 16 million customers around the world that sell or serve our products directly to consumers. We keenly focus on enhancing value for these customers and providing solutions to grow their beverage businesses. Our approach includes understanding each customer's business and needs, whether that customer is a sophisticated retailer in a developed market or a kiosk owner in an emerging market.

Ultimately, our success in achieving our Company's mission depends on our ability to satisfy more of the nonalcoholic ready-to-drink beverage consumption demands of these 6 billion consumers and our ability to add value for these customers. This can be achieved when we place the right products in the right markets at the right time.

INVESTMENTS

With a business system that operates locally in nearly 200 countries and generates superior cash flows, we consider our Company to be uniquely positioned to capitalize on profitable investment opportunities. Our criteria for investment are simple: new investments must directly enhance our existing operations and must be expected to provide cash returns that exceed our long-term, after-tax, weighted-average cost of capital, currently estimated at approximately 11 percent.

Because it consistently generates high returns, the beverage business is a particularly attractive investment for us. In highly developed markets, our expenditures focus primarily on marketing our Company's brands. In emerging and developing markets, our objective is to increase the penetration of our products. In these markets, we allocate most of our investments to enhancing infrastructure such as production facilities, distribution networks, sales equipment and technology. We make these investments by forming strategic business alliances with local bottlers and by matching local expertise with our experience, resources and focus. Our investment strategy focuses on three fundamental components of our business: marketing, brands and our bottling system.

MARKETING

To meet our long-term growth objectives, we make significant investments in marketing to support our brands. Marketing investments enhance consumer awareness and increase consumer preference for our brands. This produces long-term growth in volume, per capita consumption and our share of worldwide nonalcoholic ready-to-drink beverage sales.

We heighten consumer awareness and product appeal for our brands using integrated marketing programs. Through our bottling investments and strategic alliances with other bottlers of our products, we create and implement these programs locally. In developing a strategy for a Company brand, we conduct product and packaging research, establish brand positioning, develop precise consumer communications and solicit consumer feedback. Our integrated marketing programs include activities such as advertising, point-of-sale merchandising and product sampling.

BRANDS

We compete in the nonalcoholic ready-to-drink beverage business. Our offerings in this category include some of the world's most valuable brands, 232 in all. These include soft drinks and noncarbonated beverages such as sports drinks, juice and juice drinks, water products, teas and coffees. As discussed earlier, to meet our long-term growth objectives, we make significant investments to support our brands. This involves investments to support existing brands and to acquire new brands, when appropriate.

In July 1999, we completed the acquisition of Cadbury Schweppes plc beverage brands in 155 countries for approximately \$700 million. These brands

included Schweppes, Canada Dry, Dr Pepper, Crush and certain regional brands. Among the countries excluded from this transaction were the United States, South Africa, Norway, Switzerland and the European Union member nations (other than the United Kingdom, Ireland and Greece). In September 1999, we completed the acquisition of Cadbury Schweppes beverage brands in New Zealand for approximately \$20 million. Also in September 1999, in a separate transaction valued at approximately \$250 million, we acquired the carbonated soft drink business of Cadbury Schweppes (South Africa) Limited in South Africa, Botswana, Namibia, Lesotho and Swaziland. Our acquisitions of Cadbury Schweppes beverage brands are still pending in several countries, subject to certain conditions including regulatory review.

FINANCIAL REVIEW INCORPORATING MANAGEMENT'S DISCUSSION AND ANALYSIS KO-ar99-p32
THE COCA-COLA COMPANY AND SUBSIDIARIES

In December 1997, our Company announced its intent to acquire from beverage company Pernod Ricard its Orangina brands, three bottling operations and one concentrate plant in France for approximately 5 billion French francs. The transaction was rejected by regulatory authorities of the French government in November 1999.

BOTTLING SYSTEM

Our Company has business relationships with three types of bottlers: (1) independently owned bottlers, in which we have no ownership interest; (2) bottlers in which we have invested and have a noncontrolling ownership interest; and (3) bottlers in which we have invested and have a controlling ownership interest.

During 1999, independently owned bottling operations produced and distributed approximately 27 percent of our worldwide unit case volume. Bottlers in which we own a noncontrolling ownership interest produced and distributed approximately 58 percent of our 1999 worldwide unit case volume. Controlled bottling and fountain operations produced and distributed approximately 15 percent.

We view certain bottling operations in which we have a noncontrolling ownership interest as key or anchor bottlers due to their level of responsibility and performance. The strong commitment of both key and anchor bottlers to their own profitable volume growth helps us meet our strategic goals and furthers the interests of our worldwide production, distribution and marketing systems. These bottlers tend to be large and geographically diverse, with strong financial resources for long-term investment and strong management resources. These bottlers give us strategic business partners on every major continent.

Consistent with our strategy, in January 1999, two Japanese bottlers, Kita Kyushu Coca-Cola Bottling Company Ltd. and Sanyo Coca-Cola Bottling Company Ltd., announced plans for a merger to become a new, publicly traded bottling company, Coca-Cola West Japan Company Ltd. The transaction, which was completed in July 1999 and was valued at approximately \$2.2 billion, created our first anchor bottler in Japan. As of December 31, 1999, we owned approximately 5 percent of this new anchor bottler.

In 1998, Coca-Cola Amatil Ltd. (Coca-Cola Amatil) completed a spin-off of its European operations into a new publicly traded European anchor bottler, Coca-Cola Beverages plc (Coca-Cola Beverages). On December 31, 1999, we owned approximately 50.5 percent of Coca-Cola Beverages. Our expectation is that we will reduce our ownership position to less than 50 percent in 2000; therefore, we are accounting for the investment by the equity method of accounting.

Historically, in certain situations, we have viewed it to be advantageous for our Company to acquire a controlling interest in a bottling operation. Owning such a controlling interest allowed us to compensate for limited local resources and enabled us to help focus the bottler's sales and marketing programs, assist in developing its business and information systems and establish appropriate capital structures.

In July 1999, our Company acquired from Fraser and Neave Limited its 75 percent ownership interest in F&N Coca-Cola Pte Limited (F&N Coca-Cola). Prior to the acquisition, our Company held a 25 percent equity interest in F&N Coca-Cola. Acquisition of Fraser and Neave Limited's 75 percent stake gave our Company full ownership of F&N Coca-Cola. F&N Coca-Cola holds a majority ownership in bottling operations in Brunei, Cambodia, Nepal, Pakistan, Sri Lanka, Singapore and Vietnam.

In line with our long-term bottling strategy, we periodically consider options for reducing our ownership interest in a bottler. One option is to combine our bottling interests with the bottling interests of others to form strategic business alliances. Another option is to sell our interest in a bottling operation to one of our equity investee bottlers. In both of these situations, we continue participating in the bottler's earnings through our portion of the equity investee's income.

As stated earlier, our investments in a bottler can represent either a noncontrolling or a controlling interest. Through noncontrolling investments in bottling companies, we provide expertise and resources to strengthen those businesses.

In 1999, we increased our interest in Embotelladora Arica S.A., a bottler

headquartered in Chile, from approximately 17 percent to approximately 45 percent.

Our bottling investments generally have been profitable over time. Equity income or loss, included in our consolidated net income, represents our share of the net earnings or losses of our investee companies. In 1999, our Company's share of losses from equity method investments totaled \$184 million. For a more complete discussion of these investments, refer to Note 2 in our Consolidated Financial Statements.

The following table illustrates the difference in calculated fair values, based on quoted closing prices of publicly traded shares, and our Company's carrying values for selected equity method investees (in millions):

| December 31, | Fair Value | Carrying Value | Difference {1} |
|--|------------|----------------|----------------|
| ----- | | | |
| 1999 | | | |
| Coca-Cola Enterprises Inc. | \$ 3,400 | \$ 728 | \$2,672 |
| Coca-Cola Beverages plc | 1,028 | 788 | 240 |
| Coca-Cola Amatil Ltd. | 1,019 | 1,133 | (114) |
| Coca-Cola FEMSA, S.A. de C.V. | 751 | 124 | 627 |
| Panamerican Beverages, Inc. | 630 | 714 | (84) |
| Grupo Continental, S.A. | 231 | 123 | 108 |
| Embotelladora Arica S.A. | 217 | 255 | (38) |
| Coca-Cola Bottling Co. Consolidated | 118 | 70 | 48 |
| Embotelladoras Argos S.A. | 63 | 111 | (48) |
| Embotelladoras Polar S.A. | 46 | 55 | (9) |
| ----- | | | |
| | | | \$ 3,402 |
| ----- | | | |

{1} In instances where carrying value exceeds fair value, this excess is considered to be temporary.

FINANCIAL REVIEW INCORPORATING MANAGEMENT'S DISCUSSION AND ANALYSIS KO-ar99-p33 THE COCA-COLA COMPANY AND SUBSIDIARIES

FINANCIAL STRATEGIES

The following strategies allow us to optimize our cost of capital, increasing our ability to maximize share-owner value.

DEBT FINANCING

Our Company maintains debt levels we consider prudent based on our cash flow, interest coverage and percentage of debt to capital. We use debt financing to lower our overall cost of capital, which increases our return on share-owners' equity.

Our capital structure and financial policies have earned long-term credit ratings of "A+" from Standard & Poor's and "Aa3" from Moody's, and a credit rating of "A-1" and "P-1" for our commercial paper programs from Standard & Poor's and Moody's, respectively.

Our global presence and strong capital position give us easy access to key financial markets around the world, enabling us to raise funds with a low effective cost. This posture, coupled with the active management of our mix of short-term and long-term debt, results in a lower overall cost of borrowing. Our debt management policies, in conjunction with our share repurchase programs and investment activity, typically result in current liabilities exceeding current assets.

In managing our use of debt capital, we consider the following financial measurements and ratios:

| Year Ended December 31, | 1999 | 1998 | 1997 |
|---------------------------------------|--------|--------|--------|
| ----- | | | |
| Net debt (in billions) | \$ 4.5 | \$ 3.3 | \$ 2.0 |
| Net debt-to-net capital | 32% | 28% | 22% |
| Free cash flow to net debt | 52% | 57% | 144% |
| Interest coverage | 14x | 19x | 22x |
| Ratio of earnings to fixed charges | 11.6x | 17.3x | 20.8x |
| ----- | | | |

SHARE REPURCHASES

In October 1996, our Board of Directors authorized a plan to repurchase up to 206 million shares of our Company's common stock through the year 2006. In 1999, we did not repurchase any shares under the 1996 plan due primarily to our utilization of cash for our recent brand and bottler acquisitions.

We do not anticipate the repurchase of any shares under the 1996 plan during the first half of the year 2000. This is due to our anticipated utilization of cash for an organizational realignment and the projected impact on cash from the planned reduction in concentrate inventory levels at selected bottlers, as discussed under the heading "Recent Developments." We intend to

reevaluate our cash needs during the second half of the year.

Since the inception of our initial share repurchase program in 1984 through our current program as of December 31, 1999, we have repurchased more than 1 billion shares. This represents 32 percent of the shares outstanding as of January 1, 1984, at an average price per share of \$12.46.

DIVIDEND POLICY

At its February 2000 meeting, our Board of Directors again increased our quarterly dividend, raising it to \$.17 per share. This is equivalent to a full-year dividend of \$.68 in 2000, our 38th consecutive annual increase. Our annual common stock dividend was \$.64 per share, \$.60 per share and \$.56 per share in 1999, 1998 and 1997, respectively.

In 1999, our dividend payout ratio was approximately 65 percent of our net income, reflecting the impact of the other operating charges recorded in the fourth quarter. A detailed discussion follows under the heading "Other Operating Charges." To free up additional cash for reinvestment in our high-return beverage business, our Board of Directors intends to gradually reduce our dividend payout ratio to 30 percent over time.

FINANCIAL RISK MANAGEMENT

Our Company uses derivative financial instruments primarily to reduce our exposure to adverse fluctuations in interest rates and foreign exchange rates and, to a lesser extent, adverse fluctuations in commodity prices and other market risks. We do not enter into derivative financial instruments for trading purposes. As a matter of policy, all our derivative positions are used to reduce risk by hedging an underlying economic exposure. Because of the high correlation between the hedging instrument and the underlying exposure, fluctuations in the value of the instruments are generally offset by reciprocal changes in the value of the underlying exposure. The derivatives we use are straightforward instruments with liquid markets.

Our Company monitors our exposure to financial market risks using several objective measurement systems, including value-at-risk models. For the value-at-risk calculations discussed below, we used a historical simulation model to estimate potential future losses our Company could incur as a result of adverse movements in foreign currency and interest rates. We have not considered the potential impact of favorable movements in foreign currency and interest rates on our calculations. We examined historical weekly returns over the previous 10 years to calculate our value at risk. Our value-at-risk calculations do not represent actual losses that our Company expects to incur.

FOREIGN CURRENCY

We manage most of our foreign currency exposures on a consolidated basis, which allows us to net certain exposures and take advantage of any natural offsets. With approximately 70 percent of 1999 operating income generated outside the United States, weakness in one particular currency is often offset by strengths in others over time. We use derivative financial instruments to further reduce our net exposure to currency fluctuations.

FINANCIAL REVIEW INCORPORATING MANAGEMENT'S DISCUSSION AND ANALYSIS KO-ar99-p34 THE COCA-COLA COMPANY AND SUBSIDIARIES

Our Company enters into forward exchange contracts and purchases currency options (principally European currencies and Japanese yen) to hedge firm sale commitments denominated in foreign currencies. We also purchase currency options (principally European currencies and Japanese yen) to hedge certain anticipated sales. Premiums paid and realized gains and losses, including those on any terminated contracts, are included in prepaid expenses and other assets. These are recognized in income, along with unrealized gains and losses, in the same period we realize the hedged transactions. Gains and losses on derivative financial instruments that are designated and effective as hedges of net investments in international operations are included in share-owners' equity as a foreign currency translation adjustment, a component of other comprehensive income.

Our value-at-risk calculation estimates foreign currency risk on our derivatives and other financial instruments. The average value at risk represents the simple average of quarterly amounts for the past year. We have not included in our calculation the effects of currency movements on anticipated foreign currency denominated sales and other hedged transactions. We performed calculations to estimate the impact to the fair values of our derivatives and other financial instruments over a one-week period resulting from an adverse movement in foreign currency exchange rates. As a result of our calculations, we estimate with 95 percent confidence that the fair values would decline by less than \$71 million using 1999 average fair values and by less than \$56 million using December 31, 1999, fair values. On December 31, 1998, we estimated the fair value would decline by less than \$60 million. However, we would expect that any loss in the fair value of our derivatives and other financial instruments would generally be offset by an increase in the fair value of our underlying exposures.

INTEREST RATES

Our Company maintains our percentage of fixed and variable rate debt within defined parameters. We enter into interest rate swap agreements that maintain the fixed-to-variable mix within these parameters. We recognize any differences paid or received on interest rate swap agreements as adjustments to interest expense over the life of each swap.

Our value-at-risk calculation estimates interest rate risk on our derivatives and other financial instruments. The average value at risk represents the simple average of quarterly amounts for the past year. According to our calculations, we estimate with 95 percent confidence that any increase in our average and in our December 31, 1999, net interest expense due to an adverse move in interest rates over a one-week period would not have a material impact on our Consolidated Financial Statements. Our December 31, 1998, estimate also was not material to our Consolidated Financial Statements.

PERFORMANCE TOOLS

Economic profit provides a framework by which we measure the value of our actions. We define economic profit as income from continuing operations, after giving effect to taxes and excluding the effects of interest, in excess of a computed capital charge for average operating capital employed.

We use value-based management (VBM) as a tool to help improve our performance in planning and execution. VBM principles assist us in managing economic profit by clarifying our understanding of what creates value and what destroys it and encouraging us to manage for increased value. With VBM, we determine how best to create value in every area of our business. We believe that by using VBM as a planning and execution tool, and economic profit as a performance measurement tool, we greatly enhance our ability to build share-owner value over time.

We seek to maximize economic profit by strategically investing in the high-return beverage business and by optimizing our cost of capital through appropriate financial policies.

TOTAL RETURN TO SHARE OWNERS

Our Company has provided share owners with an excellent return on their investments over the past decade. A \$100 investment in our Company's common stock on December 31, 1989, together with reinvested dividends, grew in pretax value to approximately \$681 on December 31, 1999, an average annual compound return of 21 percent.

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MANAGEMENT'S DISCUSSION AND ANALYSIS

OUR BUSINESS

We are the world's leading manufacturer, marketer and distributor of nonalcoholic beverage concentrates and syrups. Our Company manufactures beverage concentrates and syrups and, in certain instances, finished beverages, which we sell to bottling and canning operations, authorized fountain wholesalers and some fountain retailers. We also market and distribute juice and juice-drink products. In addition, we have ownership interests in numerous bottling and canning operations.

VOLUME

We measure our sales volume in two ways: (1) gallon sales and (2) unit cases of finished products. Gallon sales represent our primary business and measure the volume of concentrates and syrups we sell to our bottling partners or customers, plus the gallon sales equivalent of the juice and juice-drink products sold by The Minute Maid Company. Most of our revenues are based on this measure of "wholesale" activity. We also measure volume in unit cases, which represent the amount of finished products we and our bottling system sell to customers. We believe unit case volume more accurately measures the underlying strength of our business system because it measures trends at the retail level. We include in both measures fountain syrups sold by the Company to customers directly or through wholesalers or distributors. The Company now includes products sold by The Minute Maid Company in its calculations of unit case volume and gallon sales. Accordingly, all historical unit case volume data in this report reflect the inclusion of these products. In all years presented, the impact on our unit case volume and gallon sales was not material.

Against a challenging economic environment in many of our key markets, our worldwide unit case volume increased nearly 2 percent in 1999, on top of a 6 percent increase in 1998. Approximately 1 percentage point of the increase in unit case volume in 1999 was attributable to the Cadbury Schweppes brands acquired during the second half of 1999, as discussed under the heading "Brands." Our business system sold 16.5 billion unit cases in 1999.

OPERATIONS

NET OPERATING REVENUES AND GROSS MARGIN

In 1999, on a consolidated basis, our net revenues and our gross profit grew 5 percent and 4 percent, respectively. The growth in net revenues was primarily due to price increases in certain markets, the consolidation in 1999 of our recently acquired bottling operations in India and our vending operations

in Japan, partially offset by the impact of a stronger U.S. dollar and the sale of our previously consolidated bottling and canning operations in Italy in June 1998.

Our gross profit margin decreased slightly to 69.7 percent in 1999, primarily due to the consolidation in 1999 of our recently acquired bottling operations in India and our vending operations in Japan. Generally, the consolidation of bottling and vending operations shifts a greater portion of our net revenues to the higher revenue, but lower margin, bottling and vending operations.

In 1998, on a consolidated basis, our net revenues remained even with 1997, and our gross profit grew 3 percent. Net revenues remained even with 1997, primarily due to an increase in gallon sales and price increases in certain markets, offset by the impact of a stronger U.S. dollar and the sale of our previously consolidated bottling and canning operations in Italy in June 1998. Our gross profit margin increased to 70.4 percent in 1998 from 68.1 percent in 1997, primarily as a result of the sale in 1997 of previously consolidated bottling and canning operations.

SELLING, ADMINISTRATIVE AND GENERAL EXPENSES

Selling expenses totaled \$7,266 million in 1999, \$6,552 million in 1998 and \$6,283 million in 1997. The increase in 1999 was primarily due to the temporary product withdrawal in Belgium and France and marketing expenditures associated with brand building activities. The increase in 1998 was primarily due to higher marketing expenditures in support of our Company's volume growth.

Administrative and general expenses totaled \$1,735 million in 1999, \$1,659 million in 1998 and \$1,509 million in 1997. The increase in 1999 was primarily related to the consolidation in 1999 of our recently acquired bottling operations in India and our vending operations in Japan. The increase in 1998 was mainly due to the expansion of our business into emerging markets. Offsetting this increase was the impact of the sale of our bottling and canning operations in Italy in June 1998.

Administrative and general expenses, as a percentage of net operating revenues, totaled approximately 9 percent in 1999, 9 percent in 1998 and 8 percent in 1997.

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OTHER OPERATING CHARGES

In the fourth quarter of 1999, we recorded charges of approximately \$813 million. Of this \$813 million, approximately \$543 million related to the impairment of certain bottling, manufacturing and intangible assets, primarily within our Russian and Caribbean bottlers and in the Middle and Far East and North America. These impairment charges were recorded to reduce the carrying value of the identified assets to fair value. Fair values were derived using a variety of methodologies, including cash flow analysis, estimates of sales proceeds and independent appraisals. Where cash flow analyses were used to estimate fair values, key assumptions employed, consistent with those used in our internal planning process, included our estimates of future growth in unit case sales, estimates of gross margins and estimates of the impact of inflation and foreign currency fluctuations. The charges were primarily the result of our revised outlook in certain markets due to the prolonged severe economic downturns. The remaining carrying value of long-lived assets within these operations as of December 31, 1999, was approximately \$140 million.

Of the remainder, approximately \$196 million related to charges associated with the impairment of the distribution and bottling assets of our vending operations in Japan and our bottling operations in the Baltics. The charges reduced the carrying value of these assets to their fair value less the cost to sell. Consistent with our long-term bottling investment strategy, management has committed to a plan to sell our ownership interest in these operations to one of our strategic business partners. It is management's intention that this plan will be completed within approximately the next 12 months. The remaining carrying value of long-lived assets within these operations and the loss from operations on an after-tax basis as of and for the 12-month period ending December 31, 1999, were approximately \$152 million and \$5 million, respectively.

The remainder of the \$813 million charges, approximately \$74 million, primarily related to the change in senior management and charges related to organizational changes within the Greater Europe, Latin America and Corporate segments. These charges were incurred during the fourth quarter of 1999.

In the second quarter of 1998, we recorded nonrecurring provisions primarily related to the impairment of certain assets in North America of \$25 million and Corporate of \$48 million.

In the second quarter of 1997, we recorded certain nonrecurring provisions of approximately \$60 million related to enhancing manufacturing efficiencies in North America. Substantially all of the charges required as a result of these provisions have been realized as of December 31, 1999.

OPERATING INCOME AND OPERATING MARGIN

On a consolidated basis, our operating income declined 20 percent in 1999 to \$3,982 million. This follows a decline of less than 1 percent in 1998 to

\$4,967 million. The 1999 results reflect the recording of nonrecurring provisions, as previously discussed under the heading "Other Operating Charges," the difficult economic conditions in many markets throughout the world, the temporary product withdrawal in Belgium and France, the impact of the stronger U.S. dollar and the consolidation in 1999 of our recently acquired bottling operations in India and vending operations in Japan.

The 1998 results reflect an increase in gallon sales coupled with an increase in gross profit margins, offset by the impact of the stronger U.S. dollar and the sales of previously consolidated bottling operations. Our consolidated operating margin was 20.1 percent in 1999, 26.4 percent in 1998 and 26.5 percent in 1997.

MARGIN ANALYSIS

| | 1999 | 1998 | 1997 |
|---|---------|---------|---------|
| Net Operating Revenues (in billions) | \$ 19.8 | \$ 18.8 | \$ 18.9 |
| Gross Margin | 69.7% | 70.4% | 68.1% |
| Operating Margin | 20.1% | 26.4% | 26.5% |

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INTEREST INCOME AND INTEREST EXPENSE

Our interest income increased 19 percent in 1999 and 4 percent in 1998, primarily due to cash held in locations outside the United States earning higher interest rates, on a comparative basis.

Interest expense increased 22 percent in 1999 due to higher total borrowings throughout the period. Average 1999 debt balances increased from 1998 primarily due to brand and bottler acquisitions during the period. Interest expense increased 7 percent in 1998 due to higher average commercial paper borrowings. Average 1998 debt balances increased from 1997 primarily due to additional investments in bottling operations.

EQUITY INCOME (LOSS)

In 1999, our Company's share of losses from equity method investments totaled \$184 million, reflecting the negative impact of difficult economic conditions in many worldwide markets, continued structural change in the bottling system, the impact of the temporary product withdrawal in Belgium and France, and one-time charges taken by certain equity investees. Our Company's share of the one-time charges taken by certain equity investees in countries such as Venezuela and the Philippines was approximately \$22 million. Our Company's share of Coca-Cola Enterprises Inc.'s (Coca-Cola Enterprises) nonrecurring product recall costs resulting from the product withdrawal was approximately \$28 million.

Equity income decreased approximately 79 percent to \$32 million in 1998, principally due to the weak economic environments around the world, the impact of a stronger U.S. dollar, continued structural changes and losses in start-up bottling operations.

OTHER INCOME-NET

In 1999, other income-net decreased 57 percent to \$98 million, primarily reflecting the impact of the gains recorded on the sales of our bottling and canning operations in Italy in June 1998, partially offset by an increase in exchange gains in 1999.

In 1998, other income-net decreased 61 percent to \$230 million, primarily reflecting the impact of gains on the sales of our interests in Coca-Cola & Schweppes Beverages Ltd., Coca-Cola Beverages Ltd. of Canada and The Coca-Cola Bottling Company of New York, Inc., in 1997, partially offset by gains recorded on the sales of our bottling and canning operations in Italy in June 1998.

GAINS ON ISSUANCES OF STOCK BY EQUITY INVESTEES

At the time an equity investee sells its stock to third parties at a price in excess of our book value, our Company's equity in the underlying net assets of that investee increases. We generally record an increase to our investment account and a corresponding gain in these transactions. No gains on issuances of stock by equity investees were recorded during 1999.

As a result of sales of stock by certain equity investees, we recorded pretax gains of approximately \$27 million in 1998 and approximately \$363 million in 1997. These gains represent the increase in our Company's equity in the underlying net assets of the related investee. For a more complete description of these transactions, refer to Note 3 in our Consolidated Financial Statements.

INCOME TAXES

Our effective tax rates were 36.3 percent in 1999, 32.0 percent in 1998 and 31.8 percent in 1997. The change in our effective tax rate in 1999 was primarily the result of our inability to realize a tax benefit associated with a majority of the charge taken in the fourth quarter of 1999, as previously discussed under the heading "Other Operating Charges." Our effective tax rates reflect tax

benefits derived from significant operations outside the United States, which are taxed at rates lower than the U.S. statutory rate of 35 percent, partially offset by the tax impact of certain gains recognized from previously discussed bottling transactions. These transactions are generally taxed at rates higher than our Company's effective tax rate on operations. For a more complete description of our income taxes, refer to Note 14 in our Consolidated Financial Statements.

INCOME PER SHARE

Our basic net income per share declined by 31 percent in 1999, compared to a 14 percent decline in 1998 and a 19 percent increase in 1997. Diluted net income per share declined 31 percent in 1999, compared to a 13 percent decline in 1998 and a 19 percent increase in 1997.

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RECENT DEVELOPMENTS

In the second half of 1999, we undertook a detailed review of each of our business functions. The purpose of this review was to determine the optimal organizational structure to serve the needs of our customers and consumers at the local level.

As a result of this review, in January 2000 we announced a major organizational realignment (the Realignment). The Realignment will reduce our workforce around the world while transferring responsibilities from our corporate headquarters to revenue-generating operating units. The intent of the Realignment is to effectively align our corporate resources, support systems and business culture to fully leverage the local capabilities of our system. Under the Realignment, approximately 6,000 positions worldwide, including employees of the Company, open positions and contract labor, will be eliminated. Of these identified positions, approximately 3,300 are based within the United States and approximately 2,700 are based outside of the United States. The entire reduction will take place during calendar year 2000.

Employees separating from our Company as a result of the Realignment will be offered severance packages which include both financial and nonfinancial components. We estimate that as a result of the Realignment, our Company will take a pretax charge of approximately \$800 million during calendar year 2000. Also, we estimate that the Realignment will yield an annual expense reduction of approximately \$300 million following full implementation of the new organizational structure.

Effective January 1, 2000, two of our Company's operating segments were renamed and geographically reconfigured. The Middle and Far East Group was renamed the Asia Pacific Group, while the Africa Group became known as the Africa and Middle East Group. At the same time, the Middle East and North Africa Division ceased to be part of the Asia Pacific Group and became part of the expanded Africa and Middle East Group.

In January 2000, we announced the intention of the Coca-Cola system to reduce concentrate inventory levels at selected bottlers. This was based on a review performed in conjunction with bottlers around the world in order to determine the optimum level of bottler concentrate inventories. Management of the Coca-Cola system determined that opportunities exist to reduce the level of concentrate inventory carried by bottlers in selected regions of the world, such as Eastern Europe, Japan and Germany. As such, bottlers in these regions have indicated that they intend to reduce their inventory levels during the first half of the year 2000. This move is intended to take the average bottler inventories to the optimal worldwide level of 34 days. This reduction in bottler inventory levels will result in our Company shipping less concentrate and is therefore expected to reduce our Company's diluted earnings per share by approximately \$.11-\$.13 after tax during the first half of the year 2000.

Also in January 2000, we announced our plans to perform a comprehensive review of our India bottling franchise investments during the first quarter of the year 2000 with the intent of streamlining the business. Based on this review, as well as the current excise tax levels in India, which are presently under review by the Indian government, we will be evaluating the carrying value of these assets.

LIQUIDITY AND CAPITAL RESOURCES

We believe our ability to generate cash from operations to reinvest in our business is one of our fundamental financial strengths. We anticipate that our operating activities in 2000 will continue to provide us with cash flows to assist in our business expansion and to meet our financial commitments.

FREE CASH FLOW

Free cash flow is the cash remaining from operations after we have satisfied our business reinvestment opportunities. We focus on increasing free cash flow to achieve our primary objective: maximizing share-owner value over time. We use free cash flow, along with borrowings to pay dividends, make share repurchases and make acquisitions. The consolidated statements of our cash flows are summarized as follows (in millions):

| Year Ended December 31, | 1999 | 1998 | 1997 |
|-----------------------------------|----------|----------|----------|
| Cash flows provided by (used in): | | | |
| Operations | \$ 3,883 | \$ 3,433 | \$ 4,033 |
| Business reinvestment | (1,551) | (1,557) | (1,082) |
| Free Cash Flow {1} | 2,332 | 1,876 | 2,951 |
| Cash flows (used in) provided by: | | | |
| Acquisitions, net of disposals | (1,870) | (604) | 582 |
| Share repurchases | (15) | (1,563) | (1,262) |
| Other financing activities | (456) | 230 | (1,833) |
| Exchange | (28) | (28) | (134) |
| Increase (decrease) in cash | \$ (37) | \$ (89) | \$ 304 |

{1} All years presented have been restated to exclude net cash flows related to acquisitions.

Cash provided by operations in 1999 amounted to \$3.9 billion, a 13 percent increase from 1998. In 1998, cash provided by operations amounted to \$3.4 billion, a 15 percent decrease from 1997. This change was primarily due to an increased use of cash for operating assets and liabilities in 1998.

In 1999, net cash used in investing activities increased by \$1.3 billion compared to 1998. The increase was primarily the result of brand and bottler acquisitions during 1999. For a more complete description of these transactions, refer to Note 17 in our Consolidated Financial Statements.

In 1998, net cash used in investing activities increased compared to 1997. During 1998, investing activities included additional investments in territories, such as India and Latin American countries. Investing activities in 1997 included incremental proceeds of approximately \$1 billion from the disposal of investments and other assets, which included the dispositions of

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our interests in Coca-Cola & Schweppes Beverages Ltd., The Coca-Cola Bottling Company of New York Inc. and Coca-Cola Beverages Ltd. of Canada, partially offset by acquisitions and investments, primarily in bottling operations, including three South Korean bottlers.

Total capital expenditures for property, plant and equipment (including our investments in information technology) and the percentage distribution by operating segment for 1999, 1998 and 1997 are as follows (in millions):

| Year Ended December 31, | 1999 | 1998 | 1997 |
|-------------------------|----------|--------|----------|
| Capital expenditures | \$ 1,069 | \$ 863 | \$ 1,093 |
| North America {1} | 25% | 32% | 24% |
| Africa | 2% | 2% | 2% |
| Greater Europe | 20% | 25% | 30% |
| Latin America | 6% | 8% | 7% |
| Middle & Far East | 30% | 13% | 18% |
| Corporate | 17% | 20% | 19% |

{1} Includes The Minute Maid Company

FINANCING ACTIVITIES

Our financing activities include net borrowings, dividend payments and share issuances and repurchases. Net cash used in financing activities totaled \$5.5 billion in 1999, \$1.3 billion in 1998 and \$3.1 billion in 1997. The change between 1999 and 1998 was primarily due to a decrease in treasury stock repurchases due to our utilization of cash for our brand and bottler acquisitions during 1999. The decrease between 1998 and 1997 was due to our net repayments of debt in 1997 from proceeds of disposals of investments and other assets.

Cash used to purchase common stock for treasury totaled \$15 million in 1999, \$1.6 billion in 1998 and \$1.3 billion in 1997.

Commercial paper is our primary source of short-term financing. On December 31, 1999, we had \$4.9 billion outstanding in commercial paper borrowings compared to \$4.3 billion outstanding at the end of 1998, a \$.6 billion increase in borrowings. The 1999 increase in loans and notes payable was due to additional commercial paper borrowings used for our brand acquisitions during 1999 and additional investments in bottling operations. The Company's commercial paper borrowings normally mature less than three months from the date of issuance. In 1999, as part of our Year 2000 plan, we increased the amount of commercial paper borrowings with maturity dates greater than three months. The gross payments and receipts of borrowings greater than three months from the

date of issuance have been included in the consolidated statements of cash flows. In addition, on December 31, 1999, we had \$3.1 billion in lines of credit and other short-term credit facilities available, of which approximately \$167 million was outstanding.

On December 31, 1999, we had \$854 million outstanding in long-term debt, compared to \$687 million outstanding at the end of 1998, a \$167 million increase in borrowings. The 1999 increase in long-term debt was primarily due to the issuance of long-term notes in the European marketplace.

EXCHANGE

Our international operations are subject to certain opportunities and risks, including currency fluctuations and government actions. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to changing economic and political environments and to fluctuations in foreign currencies.

We use approximately 60 functional currencies. Due to our global operations, weaknesses in some of these currencies are often offset by strengths in others. In 1999, 1998 and 1997, the weighted-average exchange rates for foreign currencies, and for certain individual currencies, strengthened (weakened) against the U.S. dollar as follows:

| Year Ended December 31, | 1999 | 1998 | 1997 |
|-------------------------|------|-------|-------|
| All currencies | Even | (9)% | (10)% |
| Australian dollar | 3% | (16)% | (6)% |
| British pound | (2)% | 2% | 4% |
| Canadian dollar | Even | (7)% | (1)% |
| French franc | (2)% | (3)% | (12)% |
| German mark | (2)% | (3)% | (13)% |
| Japanese yen | 15% | (6)% | (10)% |

These percentages do not include the effects of our hedging activities and, therefore, do not reflect the actual impact of fluctuations in exchange on our operating results. Our foreign currency management program mitigates over time a portion of the impact of exchange on net income and earnings per share. The impact of a stronger U.S. dollar reduced our operating income by approximately 4 percent in 1999 and by approximately 9 percent in 1998.

Exchange gains (losses)-net amounted to \$87 million in 1999, \$(34) million in 1998 and \$(56) million in 1997, and were recorded in other income-net. Exchange gains (losses)-net includes the remeasurement of certain currencies into functional currencies and the costs of hedging certain exposures of our balance sheet.

Additional information concerning our hedging activities is presented in Note 9 in our Consolidated Financial Statements.

FINANCIAL POSITION

The carrying value of our investment in Coca-Cola Enterprises increased in 1999, primarily as a result of Coca-Cola Enterprises' issuance of stock in its acquisitions of various bottling operations. The carrying value of our investment in Coca-Cola Amatil decreased, primarily due to the transfer of approximately 57 million shares of Coca-Cola Amatil to Fraser and Neave Limited in conjunction with our acquisition of its 75 percent interest in F&N Coca-Cola. The increase in our property, plant and equipment is primarily due to the consolidation in 1999 of our recently acquired bottling operations in India and our vending operations in Japan. The increase in our goodwill and other intangible assets is primarily due to our brand and bottler acquisitions during 1999.

The carrying value of our investment in Coca-Cola Enterprises increased in 1998 as a result of Coca-Cola Enterprises' issuance of stock in its acquisitions of various bottling operations. The carrying value of our investment in Coca-Cola Amatil increased due to

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its acquisition of our bottling operations in South Korea, offset by the spin-off of Coca-Cola Beverages to its share owners. The increase for Coca-Cola Beverages in 1998 is primarily a result of our equity participation in its formation in 1998, as previously discussed under the heading "Bottling System," and the sale to Coca-Cola Beverages of our bottling and canning operations in Italy in June 1998. The increase in prepaid expenses and other assets is primarily due to increases in receivables from equity method investees, marketing prepaid expenses and miscellaneous receivables.

YEAR 2000

As previously reported, over the past several years our Company developed and implemented a plan to address the anticipated impacts of the so-called Year 2000 problem on our information technology (IT) systems and on non-IT systems

involving embedded chip technologies. We also surveyed selected third parties to determine the status of their Year 2000 compliance programs. In addition, we developed contingency plans specifying what the Company would do if we or important third parties experienced disruptions to critical business activities as a result of the Year 2000 problem.

Our Company's Year 2000 plan was completed in all material respects prior to the anticipated Year 2000 failure dates. As of February 15, 2000, the Company has not experienced any materially important business disruptions or system failures as a result of Year 2000 issues, nor is it aware of any Year 2000 issues that have impacted its bottlers, customers, suppliers or other significant third parties to an extent significant to the Company. However, Year 2000 compliance has many elements and potential consequences, some of which may not be foreseeable or may be realized in future periods. Consequently, there can be no assurance that unforeseen circumstances may not arise, or that the Company will not in the future identify equipment or systems which are not Year 2000 compliant.

As of December 31, 1999, the Company's total incremental costs (historical plus estimated future costs) of addressing Year 2000 issues are estimated to be approximately \$131 million, of which approximately \$129 million has been incurred. These costs are being funded through operating cash flow. These amounts do not include: (i) approximately \$4 million in costs associated with the implementation of contingency plans, or (ii) costs associated with replacements of computerized systems or equipment in cases where replacement was not accelerated due to Year 2000 issues.

For further information regarding Year 2000 matters, refer to disclosures under Forward-Looking Statements on page 41.

EURO CONVERSION

In January 1999, certain member countries of the European Union established permanent, fixed conversion rates between their existing currencies and the European Union's common currency (the Euro).

The transition period for the introduction of the Euro is scheduled to phase in over a period ending January 1, 2002, with the existing currency being completely removed from circulation on July 1, 2002. Our Company has been preparing for the introduction of the Euro for several years. The timing of our phasing out all uses of the existing currencies will comply with the legal requirements and also be scheduled to facilitate optimal coordination with the plans of our vendors, distributors and customers. Our work related to the introduction of the Euro and the phasing out of the other currencies includes converting information technology systems; recalculating currency risk; recalibrating derivatives and other financial instruments; evaluating and taking action, if needed, regarding the continuity of contracts; and modifying our processes for preparing tax, accounting, payroll and customer records.

Based on our work to date, we believe the Euro replacing the other currencies will not have a material impact on our operations or our Consolidated Financial Statements.

IMPACT OF INFLATION AND CHANGING PRICES

Inflation affects the way we operate in many markets around the world. In general, we are able to increase prices to counteract the inflationary effects of increasing costs and to generate sufficient cash flows to maintain our productive capability.

NEW ACCOUNTING STANDARDS

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 133 (SFAS No. 133), "Accounting for Derivative Instruments and Hedging Activities." The new statement requires all derivatives to be recorded on the balance sheet at fair value and establishes new accounting rules for hedging instruments. In June 1999, the FASB deferred the effective date of SFAS No. 133 for one year until fiscal years beginning after June 15, 2000. We are assessing the impact that SFAS No. 133 will have on our Consolidated Financial Statements.

OUTLOOK

While we cannot predict future performance, we believe considerable opportunities exist for sustained, profitable growth, not only in the developing population centers of the world, but also in our most established markets, including the United States and Mexico.

We firmly believe that the strength of our brands, our unparalleled distribution system, our global presence, our strong financial condition and the skills of our people give us the flexibility to capitalize on growth opportunities as we continue to pursue our goal of increasing share-owner value over time.

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of our Company.

Our Company and its representatives may from time to time make written or verbal forward-looking statements, including statements contained in this report and other Company filings with the Securities and Exchange Commission and in our reports to share owners. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "will" and similar expressions identify forward-looking statements. All statements which address operating performance, events or developments that we expect or anticipate will occur in the future -- including statements relating to volume growth, share of sales and earnings per share growth, statements expressing general optimism about future operating results and non-historical Year 2000 information -- are forward-looking statements within the meaning of the Act. The forward-looking statements are and will be based on management's then current views and assumptions regarding future events and operating performance, and speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following are some of the factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in or underlying our Company's forward-looking statements:

- -- Our ability to generate sufficient cash flows to support capital expansion plans, share repurchase programs and general operating activities.
- -- Competitive product and pricing pressures and our ability to gain or maintain share of sales in the global market as a result of actions by competitors. While we believe our opportunities for sustained, profitable growth are considerable, unanticipated actions of competitors could impact our earnings, share of sales and volume growth.
- -- Changes in laws and regulations, including changes in accounting standards, taxation requirements (including tax rate changes, new tax laws and revised tax law interpretations) and environmental laws in domestic or foreign jurisdictions.
- -- Fluctuations in the cost and availability of raw materials and the ability to maintain favorable supplier arrangements and relationships.
- -- Our ability to achieve earnings forecasts, which are generated based on projected volumes and sales of many product types, some of which are more profitable than others. There can be no assurance that we will achieve the projected level or mix of product sales.
- -- Interest rate fluctuations and other capital market conditions, including foreign currency rate fluctuations. Most of our exposures to capital markets, including interest and foreign currency, are managed on a consolidated basis, which allows us to net certain exposures and, thus, take advantage of any natural offsets. We use derivative financial instruments to reduce our net exposure to financial risks. There can be no assurance, however, that our financial risk management program will be successful in reducing foreign currency exposures.
- -- Economic and political conditions in international markets, including civil unrest, governmental changes and restrictions on the ability to transfer capital across borders.
- -- Our ability to penetrate developing and emerging markets, which also depends on economic and political conditions, and how well we are able to acquire or form strategic business alliances with local bottlers and make necessary infrastructure enhancements to production facilities, distribution networks, sales equipment and technology. Moreover, the supply of products in developing markets must match the customers' demand for those products, and due to product price and cultural differences, there can be no assurance of product acceptance in any particular market.
- -- The effectiveness of our advertising, marketing and promotional programs.
- -- The uncertainties of litigation, as well as other risks and uncertainties detailed from time to time in our Company's Securities and Exchange Commission filings.
- -- Adverse weather conditions, which could reduce demand for Company products.
- -- Our ability and the ability of our key business partners and other third parties to replace, modify or upgrade computer systems in ways that adequately address the Year 2000 problem. There can be no assurance that Year 2000 related estimates and anticipated results will be achieved, and actual results could differ materially. Specific factors that might cause such material differences include, but are not limited to, the ability to identify and correct all relevant computer codes and embedded chips and the ability of third parties to adequately address their own Year 2000 issues.
- -- Our ability to resolve issues relating to introduction of the European Union's common currency (the Euro) in a timely fashion.

The foregoing list of important factors is not exclusive.

ADDITIONAL INFORMATION

For additional information about our operations, cash flows, liquidity and capital resources, please refer to the information on pages 44 through 64 of this report. Additional information concerning our operating segments is presented on pages 60 through 62.

THE COCA-COLA COMPANY AND SUBSIDIARIES
<CAPTION>

| (In millions except per share data, ratios and growth rates) | Compound Growth Rates | | Year Ended December 31, | | | |
|--|-----------------------|----------|-------------------------|-----------|-----------|-----------|
| | 5 Years | 10 Years | 1999 | 1998{2} | 1997{2} | 1996{2} |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| SUMMARY OF OPERATIONS | | | | | | |
| Net operating revenues | 4.0% | 8.7% | \$ 19,805 | \$ 18,813 | \$ 18,868 | \$ 18,673 |
| Cost of goods sold | (.5)% | 5.4% | 6,009 | 5,562 | 6,015 | 6,738 |
| Gross profit | 6.4% | 10.5% | 13,796 | 13,251 | 12,853 | 11,935 |
| Selling, administrative and general expenses | 8.7% | 11.4% | 9,001 | 8,211 | 7,792 | 7,635 |
| Other operating charges | | | 813 | 73 | 60 | 385 |
| Operating income | 1.8% | 8.6% | 3,982 | 4,967 | 5,001 | 3,915 |
| Interest income | | | 260 | 219 | 211 | 238 |
| Interest expense | | | 337 | 277 | 258 | 286 |
| Equity income (loss) | | | (184) | 32 | 155 | 211 |
| Other income (deductions) -net | | | 98 | 230 | 583 | 87 |
| Gains on issuances of stock by equity investees | | | - | 27 | 363 | 431 |
| Income from continuing operations before income taxes and changes in accounting principles | .5% | 8.0% | 3,819 | 5,198 | 6,055 | 4,596 |
| Income taxes | 3.4% | 9.6% | 1,388 | 1,665 | 1,926 | 1,104 |
| Income from continuing operations before changes in accounting principles | (1.0)% | 7.2% | \$ 2,431 | \$ 3,533 | \$ 4,129 | \$ 3,492 |
| Net income | (1.0)% | 4.7% | \$ 2,431 | \$ 3,533 | \$ 4,129 | \$ 3,492 |
| Preferred stock dividends | | | - | - | - | - |
| Net income available to common share owners | (1.0)% | 4.8% | \$ 2,431 | \$ 3,533 | \$ 4,129 | \$ 3,492 |
| Average common shares outstanding | | | 2,469 | 2,467 | 2,477 | 2,494 |
| Average common shares outstanding assuming dilution | | | 2,487 | 2,496 | 2,515 | 2,523 |
| PER COMMON SHARE DATA | | | | | | |
| Income from continuing operations before changes in accounting principles -- basic | (.2)% | 8.6% | \$.98 | \$ 1.43 | \$ 1.67 | \$ 1.40 |
| Income from continuing operations before changes in accounting principles -- diluted | - | 8.6% | .98 | 1.42 | 1.64 | 1.38 |
| Basic net income | (.2)% | 5.9% | .98 | 1.43 | 1.67 | 1.40 |
| Diluted net income | - | 6.1% | .98 | 1.42 | 1.64 | 1.38 |
| Cash dividends | 10.4% | 14.2% | .64 | .60 | .56 | .50 |
| Market price on December 31, | 17.7% | 19.7% | 58.25 | 67.00 | 66.69 | 52.63 |
| TOTAL MARKET VALUE OF COMMON STOCK {1} | 17.0% | 18.7% | \$143,969 | \$165,190 | \$164,766 | \$130,575 |
| BALANCE SHEET DATA | | | | | | |
| Cash, cash equivalents and current marketable securities | | | \$ 1,812 | \$ 1,807 | \$ 1,843 | \$ 1,658 |
| Property, plant and equipment-net | | | 4,267 | 3,669 | 3,743 | 3,550 |
| Depreciation | | | 438 | 381 | 384 | 442 |
| Capital expenditures | | | 1,069 | 863 | 1,093 | 990 |
| Total assets | | | 21,623 | 19,145 | 16,881 | 16,112 |
| Long-term debt | | | 854 | 687 | 801 | 1,116 |
| Total debt | | | 6,227 | 5,149 | 3,875 | 4,513 |
| Share-owners' equity | | | 9,513 | 8,403 | 7,274 | 6,125 |
| Total capital {1} | | | 15,740 | 13,552 | 11,149 | 10,638 |
| OTHER KEY FINANCIAL | | | | | | |

| MEASURES {1} | | | | |
|-----------------------------|----------|----------|----------|----------|
| Total debt-to-total capital | 39.6% | 38.0% | 34.8% | 42.4% |
| Net debt-to-net capital | 32.2% | 28.1% | 22.0% | 31.6% |
| Return on common equity | 27.1% | 45.1% | 61.6% | 60.8% |
| Return on capital | 18.2% | 30.2% | 39.5% | 36.8% |
| Dividend payout ratio | 65.0% | 41.9% | 33.6% | 35.7% |
| Free cash flow {8} | \$ 2,332 | \$ 1,876 | \$ 2,951 | \$ 2,215 |
| Economic profit | \$ 1,128 | \$ 2,480 | \$ 3,325 | \$ 2,718 |

<FN>

{1} See Glossary on page 69.

{2} In 1998, we adopted SFAS No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits."

{3} In 1994, we adopted SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities."

{4} In 1993, we adopted SFAS No. 112, "Employers' Accounting for Postemployment Benefits."

{5} In 1992, we adopted SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions."

</FN>

</TABLE>

<TABLE>

SELECTED FINANCIAL DATA

KO-ar99-p43

THE COCA-COLA COMPANY AND SUBSIDIARIES

<CAPTION>

| (In millions except per share data, ratios and growth rates) | Year Ended December 31, | | | | | | |
|--|-------------------------|-----------|-----------|-------------|-----------|-----------|-------------|
| | 1995{2} | 1994{2,3} | 1993{2,4} | 1992{2,5,6} | 1991{2,6} | 1990{2,6} | 1989{6} |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| SUMMARY OF OPERATIONS | | | | | | | |
| Net operating revenues | \$ 18,127 | \$ 16,264 | \$ 14,030 | \$ 13,119 | \$ 11,599 | \$ 10,261 | \$ 8,637 |
| Cost of goods sold | 6,940 | 6,168 | 5,160 | 5,055 | 4,649 | 4,208 | 3,548 |
| Gross profit | 11,187 | 10,096 | 8,870 | 8,064 | 6,950 | 6,053 | 5,089 |
| Selling, administrative and general expenses | 7,075 | 6,459 | 5,721 | 5,317 | 4,628 | 4,054 | 3,342 |
| Other operating charges | 86 | - | 50 | - | 13 | 49 | - |
| Operating income | 4,026 | 3,637 | 3,099 | 2,747 | 2,309 | 1,950 | 1,747 |
| Interest income | 245 | 181 | 144 | 164 | 175 | 170 | 205 |
| Interest expense | 272 | 199 | 168 | 171 | 192 | 231 | 308 |
| Equity income (loss) | 169 | 134 | 91 | 65 | 40 | 110 | 75 |
| Other income (deductions) -net | 86 | (25) | 7 | (59) | 51 | 15 | 45 |
| Gains on issuances of stock by equity investees | 74 | - | 12 | - | - | - | - |
| Income from continuing operations before income taxes and changes in accounting principles | 4,328 | 3,728 | 3,185 | 2,746 | 2,383 | 2,014 | 1,764 |
| Income taxes | 1,342 | 1,174 | 997 | 863 | 765 | 632 | 553 |
| Income from continuing operations before changes in accounting principles | \$ 2,986 | \$ 2,554 | \$ 2,188 | \$ 1,883 | \$ 1,618 | \$ 1,382 | \$ 1,211 |
| Net income | \$ 2,986 | \$ 2,554 | \$ 2,176 | \$ 1,664 | \$ 1,618 | \$ 1,382 | \$ 1,537 |
| Preferred stock dividends | - | - | - | - | 1 | 18 | 21 |
| Net income available to common share owners | \$ 2,986 | \$ 2,554 | \$ 2,176 | \$ 1,664 | \$ 1,617 | \$ 1,364 | \$ 1,516{7} |
| Average common shares outstanding | 2,525 | 2,580 | 2,603 | 2,634 | 2,666 | 2,674 | 2,768 |
| Average common shares outstanding assuming dilution | 2,549 | 2,599 | 2,626 | 2,668 | 2,695 | 2,706 | 2,789 |
| PER COMMON SHARE DATA | | | | | | | |
| Income from continuing operations before changes in accounting principles -- basic | \$ 1.18 | \$.99 | \$.84 | \$.72 | \$.61 | \$.51 | \$.43 |
| Income from continuing operations before changes in accounting principles -- diluted | 1.17 | .98 | .83 | .71 | .60 | .50 | .43 |
| Basic net income | 1.18 | .99 | .84 | .63 | .61 | .51 | .55{7} |
| Diluted net income | 1.17 | .98 | .83 | .62 | .60 | .50 | .54 |
| Cash dividends | .44 | .39 | .34 | .28 | .24 | .20 | .17 |
| Market price on | | | | | | | |

| | | | | | | | |
|--|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| December 31, | 37.13 | 25.75 | 22.31 | 20.94 | 20.06 | 11.63 | 9.66 |
| TOTAL MARKET VALUE OF COMMON STOCK {1} | \$ 92,983 | \$ 65,711 | \$ 57,905 | \$ 54,728 | \$ 53,325 | \$ 31,073 | \$ 26,034 |
| BALANCE SHEET DATA | | | | | | | |
| Cash, cash equivalents and current marketable securities | \$ 1,315 | \$ 1,531 | \$ 1,078 | \$ 1,063 | \$ 1,117 | \$ 1,492 | \$ 1,182 |
| Property, plant and equipment-net | 4,336 | 4,080 | 3,729 | 3,526 | 2,890 | 2,386 | 2,021 |
| Depreciation | 421 | 382 | 333 | 310 | 254 | 236 | 181 |
| Capital expenditures | 937 | 878 | 800 | 1,083 | 792 | 593 | 462 |
| Total assets | 15,004 | 13,863 | 11,998 | 11,040 | 10,185 | 9,245 | 8,249 |
| Long-term debt | 1,141 | 1,426 | 1,428 | 1,120 | 985 | 536 | 549 |
| Total debt | 4,064 | 3,509 | 3,100 | 3,207 | 2,288 | 2,537 | 1,980 |
| Share-owners' equity | 5,369 | 5,228 | 4,570 | 3,881 | 4,236 | 3,662 | 3,299 |
| Total capital {1} | 9,433 | 8,737 | 7,670 | 7,088 | 6,524 | 6,199 | 5,279 |
| OTHER KEY FINANCIAL MEASURES {1} | | | | | | | |
| Total debt-to-total capital | 43.1% | 40.2% | 40.4% | 45.2% | 35.1% | 40.9% | 37.5% |
| Net debt-to-net capital | 32.3% | 25.5% | 29.0% | 33.1% | 24.2% | 24.6% | 15.6% |
| Return on common equity | 56.4% | 52.1% | 51.8% | 46.4% | 41.3% | 41.4% | 39.4% |
| Return on capital | 34.9% | 32.8% | 31.2% | 29.4% | 27.5% | 26.8% | 26.5% |
| Dividend payout ratio | 37.2% | 39.4% | 40.6% | 44.3% | 39.5% | 39.2% | 31.0%{7} |
| Free cash flow {8} | \$ 2,460 | \$ 2,356 | \$ 1,857 | \$ 875 | \$ 881 | \$ 844 | \$ 843 |
| Economic profit | \$ 2,291 | \$ 1,896 | \$ 1,549 | \$ 1,300 | \$ 1,073 | \$ 920 | \$ 859 |

<FN>

{6} In 1992, we adopted SFAS No. 109, "Accounting for Income Taxes," by restating financial statements beginning in 1989.

{7} Net income available to common share owners in 1989 included after-tax gains of \$604 million (\$.22 per common share, basic and diluted) from the sales of our equity interest in Columbia Pictures Entertainment, Inc., and our bottled water business, and the transition effect of \$265 million related to the change in accounting for income taxes. Excluding these nonrecurring items, our dividend payout ratio in 1989 was 39.9 percent.

{8} All years presented have been restated to exclude net cash flows related to acquisitions.

</FN>

</TABLE>

<TABLE>

CONSOLIDATED BALANCE SHEETS
THE COCA-COLA COMPANY AND SUBSIDIARIES

KO-ar99-p44

<CAPTION>

December 31 1999 1998

(In millions except share data)

ASSETS

| <C> | <C> | <C> |
|--|----------|----------|
| CURRENT | | |
| Cash and cash equivalents | \$ 1,611 | \$ 1,648 |
| Marketable securities | 201 | 159 |
| ----- | | |
| | 1,812 | 1,807 |
| Trade accounts receivable, less allowances of \$26 in 1999 and \$10 in 1998 | 1,798 | 1,666 |
| Inventories | 1,076 | 890 |
| Prepaid expenses and other assets | 1,794 | 2,017 |
| ----- | | |
| TOTAL CURRENT ASSETS | 6,480 | 6,380 |
| ----- | | |
| INVESTMENTS AND OTHER ASSETS | | |
| Equity method investments | | |
| Coca-Cola Enterprises Inc. | 728 | 584 |
| Coca-Cola Amatil Ltd. | 1,133 | 1,255 |
| Coca-Cola Beverages plc | 788 | 879 |
| Other, principally bottling companies | 3,793 | 3,573 |
| Cost method investments, principally bottling companies | 350 | 395 |
| Marketable securities and other assets | 2,124 | 1,863 |
| ----- | | |
| | 8,916 | 8,549 |
| ----- | | |
| PROPERTY, PLANT AND EQUIPMENT | | |
| Land | 215 | 199 |
| Buildings and improvements | 1,528 | 1,507 |
| Machinery and equipment | 4,527 | 3,855 |
| Containers | 201 | 124 |

| | | |
|--------------------------------------|-----------|-----------|
| | 6,471 | 5,685 |
| Less allowances for depreciation | 2,204 | 2,016 |
| | 4,267 | 3,669 |
| GOODWILL AND OTHER INTANGIBLE ASSETS | 1,960 | 547 |
| | \$ 21,623 | \$ 19,145 |

</TABLE>

<TABLE>

KO-ar99-p45

THE COCA-COLA COMPANY AND SUBSIDIARIES

<CAPTION>

| December 31 | 1999 | 1998 |
|---|-----------|-----------|
| (In millions except share data) | | |
| LIABILITIES AND SHARE-OWNERS' EQUITY | | |
| <S> | <C> | <C> |
| CURRENT | | |
| Accounts payable and accrued expenses | \$ 3,714 | \$ 3,141 |
| Loans and notes payable | 5,112 | 4,459 |
| Current maturities of long-term debt | 261 | 3 |
| Accrued income taxes | 769 | 1,037 |
| TOTAL CURRENT LIABILITIES | 9,856 | 8,640 |
| LONG-TERM DEBT | 854 | 687 |
| OTHER LIABILITIES | 902 | 991 |
| DEFERRED INCOME TAXES | 498 | 424 |
| SHARE-OWNERS' EQUITY | | |
| Common Stock, \$.25 par value | | |
| Authorized: 5,600,000,000 shares | | |
| Issued: 3,466,371,904 shares in 1999; | | |
| 3,460,083,686 shares in 1998 | | |
| | 867 | 865 |
| Capital surplus | 2,584 | 2,195 |
| Reinvested earnings | 20,773 | 19,922 |
| Accumulated other comprehensive income and unearned compensation on restricted stock | (1,551) | (1,434) |
| | 22,673 | 21,548 |
| Less treasury stock, at cost (994,796,786 shares in 1999; 994,566,196 shares in 1998) | 13,160 | 13,145 |
| | 9,513 | 8,403 |
| | \$ 21,623 | \$ 19,145 |

See Notes to Consolidated Financial Statements.

</TABLE>

<TABLE>

KO-ar99-p46

CONSOLIDATED STATEMENTS OF INCOME
THE COCA-COLA COMPANY AND SUBSIDIARIES

<CAPTION>

| Year Ended December 31, | 1999 | 1998 | 1997 |
|-------------------------------------|-----------|-----------|-----------|
| (In millions except per share data) | | | |
| <S> | <C> | <C> | <C> |
| NET OPERATING REVENUES | \$ 19,805 | \$ 18,813 | \$ 18,868 |
| Cost of goods sold | 6,009 | 5,562 | 6,015 |

| | | | |
|---|----------|----------|----------|
| GROSS PROFIT | 13,796 | 13,251 | 12,853 |
| Selling, administrative and general expenses | 9,001 | 8,211 | 7,792 |
| Other Operating Charges | 813 | 73 | 60 |
| ----- | | | |
| OPERATING INCOME | 3,982 | 4,967 | 5,001 |
| Interest income | 260 | 219 | 211 |
| Interest expense | 337 | 277 | 258 |
| Equity income (loss) | (184) | 32 | 155 |
| Other income-net | 98 | 230 | 583 |
| Gains on issuances of stock by equity investees | - | 27 | 363 |
| ----- | | | |
| INCOME BEFORE INCOME TAXES | 3,819 | 5,198 | 6,055 |
| Income taxes | 1,388 | 1,665 | 1,926 |
| ----- | | | |
| NET INCOME | \$ 2,431 | \$ 3,533 | \$ 4,129 |
| ===== | | | |
| BASIC NET INCOME PER SHARE | \$.98 | \$ 1.43 | \$ 1.67 |
| DILUTED NET INCOME PER SHARE | \$.98 | \$ 1.42 | \$ 1.64 |
| ----- | | | |
| AVERAGE SHARES OUTSTANDING | 2,469 | 2,467 | 2,477 |
| Dilutive effect of stock options | 18 | 29 | 38 |
| ----- | | | |
| AVERAGE SHARES OUTSTANDING ASSUMING DILUTION | 2,487 | 2,496 | 2,515 |
| ===== | | | |
| See Notes to Consolidated Financial Statements. | | | |

</TABLE>

<TABLE>
CONSOLIDATED STATEMENTS OF CASH FLOWS
THE COCA-COLA COMPANY AND SUBSIDIARIES

KO-ar99-p47

<CAPTION>

| Year Ended December 31, | 1999 | 1998 | 1997 |
|---|----------|----------|----------|
| ----- | | | |
| (In millions) | | | |
| <S> | <C> | <C> | <C> |
| OPERATING ACTIVITIES | | | |
| Net income | \$ 2,431 | \$ 3,533 | \$ 4,129 |
| Depreciation and amortization | 792 | 645 | 626 |
| Deferred income taxes | 97 | (38) | 380 |
| Equity income, net of dividends | 292 | 31 | (108) |
| Foreign currency adjustments | (41) | 21 | 37 |
| Gains on issuances of stock by equity investees | - | (27) | (363) |
| Gains on sales of assets, including bottling interests | (49) | (306) | (639) |
| Other operating charges | 799 | 73 | 60 |
| Other items | 119 | 51 | (42) |
| Net change in operating assets and liabilities | (557) | (550) | (47) |
| ----- | | | |
| Net cash provided by operating activities | 3,883 | 3,433 | 4,033 |
| ----- | | | |
| INVESTING ACTIVITIES | | | |
| Acquisitions and investments, principally trademarks and bottling companies | (1,876) | (1,428) | (1,100) |
| Purchases of investments and other assets | (518) | (610) | (459) |
| Proceeds from disposals of investments and other assets | 176 | 1,036 | 1,999 |
| Purchases of property, plant and equipment | (1,069) | (863) | (1,093) |
| Proceeds from disposals of property, plant and equipment | 45 | 54 | 71 |
| Other investing activities | (179) | (350) | 82 |
| ----- | | | |
| Net cash used in investing activities | (3,421) | (2,161) | (500) |
| ----- | | | |
| FINANCING ACTIVITIES | | | |
| Issuances of debt | 3,411 | 1,818 | 155 |
| Payments of debt | (2,455) | (410) | (751) |
| Issuances of stock | 168 | 302 | 150 |
| Purchases of stock for treasury | (15) | (1,563) | (1,262) |
| Dividends | (1,580) | (1,480) | (1,387) |
| ----- | | | |
| Net cash used in financing activities | (471) | (1,333) | (3,095) |
| ----- | | | |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS | (28) | (28) | (134) |

| CASH AND CASH EQUIVALENTS | | | |
|---|----------|----------|----------|
| Net increase (decrease) during the year | (37) | (89) | 304 |
| Balance at beginning of the year | 1,648 | 1,737 | 1,433 |
| Balance at end of year | \$ 1,611 | \$ 1,648 | \$ 1,737 |

See Notes to Consolidated Financial Statements.

</TABLE>

<TABLE>
CONSOLIDATED STATEMENTS OF SHARE-OWNERS' EQUITY
THE COCA-COLA COMPANY AND SUBSIDIARIES

KO-ar99-p48

| <CAPTION> | Number of Common Shares | Common Stock | Capital Surplus | Reinvested Earnings | Outstanding Restricted Stock | Accumulated Other Comprehensive Income | |
|--|-------------------------------|-----------------|--------------------|------------------------|------------------------------------|---|-------------|
| Three Years Ended Treasury December 31, 1999 Stock Total | Outstanding | Stock | Surplus | Earnings | Stock | Income | |
| | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| (In millions except per share data) | | | | | | | |
| BALANCE DECEMBER 31, 1996 \$ 6,125 | 2,481 | \$ 858 | \$ 1,058 | \$ 15,127 | \$ (61) | \$ (537) | \$ (10,320) |
| COMPREHENSIVE INCOME: | | | | | | | |
| Net income 4,129 | - | - | - | 4,129 | - | - | - |
| Translation adjustments (710) | - | - | - | - | - | (710) | - |
| Net change in unrealized gain on securities (98) | - | - | - | - | - | (98) | - |
| Minimum pension liability (6) | - | - | - | - | - | (6) | - |
| COMPREHENSIVE INCOME 3,315 | | | | | | | |
| Stock issued to employees exercising stock options 150 | 10 | 3 | 147 | - | - | - | - |
| Tax benefit from employees' stock option & restricted stock plans 312 | - | - | 312 | - | - | - | - |
| Stock issued under restricted stock plans, less amortization of \$10 21 | - | - | 10 | - | 11 | - | - |
| Purchases of stock for treasury (1,262) | (20) | - | - | - | - | - | (1,262) |
| Dividends (per share - \$.56) (1,387) | - | - | - | (1,387) | - | - | - |
| BALANCE DECEMBER 31, 1997 7,274 | 2,471 | 861 | 1,527 | 17,869 | (50) | (1,351) | (11,582) |
| COMPREHENSIVE INCOME: | | | | | | | |
| Net income 3,533 | - | - | - | 3,533 | - | - | - |
| Translation adjustments 52 | - | - | - | - | - | 52 | - |
| Net change in unrealized gain on securities (47) | - | - | - | - | - | (47) | - |
| Minimum pension liability (4) | - | - | - | - | - | (4) | - |
| COMPREHENSIVE INCOME 3,534 | | | | | | | |

| | | | | | | | | |
|--|-------|--|--------|----------|-----------|---------|------------|-------------|
| Stock issued to employees exercising stock options | 16 | | 4 | 298 | - | - | - | - |
| 302 | | | | | | | | |
| Tax benefit from employees' stock option and restricted stock plans | - | | - | 97 | - | - | - | - |
| 97 | | | | | | | | |
| Stock issued under restricted stock plans, less amortization of \$5 | 1 | | - | 47 | - | (34) | - | - |
| 13 | | | | | | | | |
| Stock issued by an equity investee | - | | - | 226 | - | - | - | - |
| 226 | | | | | | | | |
| Purchases of stock for treasury (1,563) | (22) | | {1} | - | - | - | - | (1,563) |
| Dividends (per share - \$.60) (1,480) | - | | - | - | (1,480) | - | - | - |
| ----- | | | | | | | | |
| BALANCE DECEMBER 31, 1998 | 2,466 | | 865 | 2,195 | 19,922 | (84) | (1,350) | (13,145) |
| 8,403 | | | | | | | | |
| ----- | | | | | | | | |
| COMPREHENSIVE INCOME: | | | | | | | | |
| Net income | - | | - | - | 2,431 | - | - | - |
| 2,431 | | | | | | | | |
| Translation adjustments | - | | - | - | - | - | (190) | - |
| (190) | | | | | | | | |
| Net change in unrealized gain on securities | - | | - | - | - | - | 23 | - |
| 23 | | | | | | | | |
| Minimum pension liability | - | | - | - | - | - | 25 | - |
| 25 | | | | | | | | |
| ----- | | | | | | | | |
| COMPREHENSIVE INCOME | | | | | | | | |
| 2,289 | | | | | | | | |
| ----- | | | | | | | | |
| Stock issued to employees exercising stock options | 6 | | 2 | 166 | - | - | - | - |
| 168 | | | | | | | | |
| Tax benefit from employees' stock option and restricted stock plans | - | | - | 72 | - | - | - | - |
| 72 | | | | | | | | |
| Stock issued under restricted stock plans, less amortization of \$27 | - | | - | 2 | - | 25 | - | - |
| 27 | | | | | | | | |
| Stock issued by an equity investee | - | | - | 146 | - | - | - | - |
| 146 | | | | | | | | |
| Stock issued under Directors' plan | - | | - | 3 | - | - | - | - |
| 3 | | | | | | | | |
| Purchases of stock for treasury (15) | - | | - | - | - | - | - | - |
| (15) | | | | | | | | |
| Dividends (per share - \$.64) (1,580) | - | | - | - | (1,580) | - | - | - |
| (1,580) | | | | | | | | |
| ----- | | | | | | | | |
| BALANCE DECEMBER 31, 1999 | 2,472 | | \$ 867 | \$ 2,584 | \$ 20,773 | \$ (59) | \$ (1,492) | \$ (13,160) |
| \$ 9,513 | | | | | | | | |
| ----- | | | | | | | | |

<FN>

{1} Common stock purchased from employees exercising stock options numbered .3 million, 1.4 million and 1.1 million shares for the years ended December 31, 1999, 1998 and 1997, respectively.

</FN>

See Notes to Consolidated Financial Statements.

</TABLE>

juice-drink products. We have significant markets for our products in all the world's geographic regions. We record revenue when title passes to our customers or our bottling partners.

BASIS OF PRESENTATION

Certain amounts in the prior years' financial statements have been reclassified to conform to the current year presentation.

CONSOLIDATION

Our Consolidated Financial Statements include the accounts of The Coca-Cola Company and all subsidiaries except where control is temporary or does not rest with our Company. Our investments in companies in which we have the ability to exercise significant influence over operating and financial policies, including certain investments where there is a temporary majority interest, are accounted for by the equity method. Accordingly, our Company's share of the net earnings of these companies is included in consolidated net income. Our investments in other companies are carried at cost or fair value, as appropriate. All significant intercompany accounts and transactions are eliminated upon consolidation.

ISSUANCES OF STOCK BY EQUITY INVESTEES

When one of our equity investees issues additional shares to third parties, our percentage ownership interest in the investee decreases. In the event the issuance price per share is more or less than our average carrying amount per share, we recognize a noncash gain or loss on the issuance. This noncash gain or loss, net of any deferred taxes, is generally recognized in our net income in the period the change of ownership interest occurs.

If gains have been previously recognized on issuances of an equity investee's stock and shares of the equity investee are subsequently repurchased by the equity investee, gain recognition does not occur on issuances subsequent to the date of a repurchase until shares have been issued in an amount equivalent to the number of repurchased shares. This type of transaction is reflected as an equity transaction and the net effect is reflected in the accompanying consolidated balance sheets. For specific transaction details, refer to Note 3.

ADVERTISING COSTS

Our Company expenses production costs of print, radio and television advertisements as of the first date the advertisements take place. Advertising expenses included in selling, administrative and general expenses were \$1,699 million in 1999, \$1,597 million in 1998 and \$1,576 million in 1997. As of December 31, 1999 and 1998, advertising costs of approximately \$523 million and \$365 million, respectively, were recorded primarily in pre-paid expenses and other assets in the accompanying consolidated balance sheets.

NET INCOME PER SHARE

Basic net income per share is computed by dividing net income by the weighted-average number of shares outstanding. Diluted net income per share includes the dilutive effect of stock options.

CASH EQUIVALENTS

Marketable securities that are highly liquid and have maturities of three months or less at the date of purchase are classified as cash equivalents.

INVENTORIES

Inventories consist primarily of raw materials and supplies and are valued at the lower of cost or market. In general, cost is determined on the basis of average cost or first-in, first-out methods.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost and are depreciated principally by the straight-line method over the estimated useful lives of the assets.

OTHER ASSETS

Our Company invests in infrastructure programs with our bottlers which are directed at strengthening our bottling system and increasing unit case sales. The costs of these programs are recorded in other assets and are subsequently amortized over the periods to be directly benefited.

GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and other intangible assets are stated on the basis of cost and are amortized, principally on a straight-line basis, over the estimated future periods to be benefited (not exceeding 40 years). Goodwill and other intangible assets are periodically reviewed for impairment to ensure they are appropriately valued. Conditions which may indicate an impairment issue exists include a negative economic downturn in a worldwide market or a change in the assessment of future operations. In the event that a condition is identified which may indicate an impairment issue exists, an assessment is performed using a variety of methodologies, including cash flow analysis, estimates of sales proceeds and independent appraisals. Where applicable, an appropriate interest rate is utilized, based on location specific economic factors. Accumulated amortization was approximately \$154 million and \$119 million on December 31, 1999 and 1998, respectively.

USE OF ESTIMATES

In conformity with generally accepted accounting principles, the preparation of our financial statements requires our management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes including our assessment of the carrying value of our investments in bottling operations. Although these estimates are based on our knowledge of current events and actions we may undertake in the future, actual results may ultimately differ from estimates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THE COCA-COLA COMPANY AND SUBSIDIARIES

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NEW ACCOUNTING STANDARDS

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 133 (SFAS No. 133), "Accounting for Derivative Instruments and Hedging Activities." The statement requires all derivatives to be recorded on the balance sheet at fair value and establishes new accounting rules for hedging instruments. In June 1999, the FASB deferred the effective date of SFAS No. 133 for one year until fiscal years beginning after June 15, 2000. We are assessing the impact SFAS No. 133 will have on our Consolidated Financial Statements.

We adopted the American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" and SOP 98-5, "Reporting on the Costs of Start-Up Activities," on January 1, 1999. There was no material impact on our Consolidated Financial Statements as a result.

NOTE 2: BOTTLING INVESTMENTS

COCA-COLA ENTERPRISES INC.

Coca-Cola Enterprises is the largest soft-drink bottler in the world, operating in eight countries, and is one of our anchor bottlers. On December 31, 1999, our Company owned approximately 40 percent of the outstanding common stock of Coca-Cola Enterprises, and accordingly, we account for our investment by the equity method of accounting. The excess of our equity in the underlying net assets of Coca-Cola Enterprises over our investment is primarily amortized on a straight-line basis over 40 years. The balance of this excess, net of amortization, was approximately \$445 million on December 31, 1999. A summary of financial information for Coca-Cola Enterprises is as follows (in millions):

| December 31, | 1999 | 1998 | |
|--|------------------|------------------|-----------------|
| Current assets | \$ 2,557 | \$ 2,285 | |
| Noncurrent assets | 20,149 | 18,847 | |
| Total assets | \$ 22,706 | \$ 21,132 | |
| Current liabilities | \$ 3,590 | \$ 3,397 | |
| Noncurrent liabilities | 16,192 | 15,297 | |
| Total liabilities | \$ 19,782 | \$ 18,694 | |
| Share-owners' equity | \$ 2,924 | \$ 2,438 | |
| Company equity investment | \$ 728 | \$ 584 | |
| Year Ended December 31, | 1999 | 1998 | 1997 |
| Net operating revenues | \$ 14,406 | \$ 13,414 | \$ 11,278 |
| Cost of goods sold | 9,015 | 8,391 | 7,096 |
| Gross profit | \$ 5,391 | \$ 5,023 | \$ 4,182 |
| Operating income | \$ 839 | \$ 869 | \$ 720 |
| Cash operating profit{1} | \$ 2,187 | \$ 1,989 | \$ 1,666 |
| Net income | \$ 59 | \$ 142 | \$ 171 |
| Net income available to common share owners | \$ 56 | \$ 141 | \$ 169 |

{1} Cash operating profit is defined as operating income plus depreciation expense, amortization expense and other noncash operating expenses.

Our net concentrate/syrup sales to Coca-Cola Enterprises were \$3.3 billion in 1999, \$3.1 billion in 1998 and \$2.5 billion in 1997, or approximately 17 percent, 16 percent and 13 percent of our 1999, 1998 and 1997 net operating revenues, respectively. Coca-Cola Enterprises purchases sweeteners through our Company; however, related collections from Coca-Cola Enterprises and payments to suppliers are not included in our Consolidated Statements of Income. These

transactions amounted to \$308 million in 1999, \$252 million in 1998 and \$223 million in 1997. We also provide certain administrative and other services to Coca-Cola Enterprises under negotiated fee arrangements.

Our direct support for certain marketing activities of Coca-Cola Enterprises and participation with them in cooperative advertising and other marketing programs amounted to approximately \$767 million in 1999, \$899 million in 1998 and \$604 million in 1997. Pursuant to cooperative advertising and trade arrangements with Coca-Cola Enterprises, we received \$243 million, \$173 million and \$144 million in 1999, 1998 and 1997, respectively, from Coca-Cola Enterprises for local media and marketing program expense reimbursements. Additionally, in 1999 and 1998, we committed approximately \$338 million and \$324 million, respectively, to Coca-Cola Enterprises under a Company program that encourages bottlers to invest in building and supporting beverage infrastructure.

If valued at the December 31, 1999, quoted closing price of publicly traded Coca-Cola Enterprises shares, the calculated value of our investment in Coca-Cola Enterprises would have exceeded its carrying value by approximately \$2.7 billion.

COCA-COLA AMATIL LTD.

We own approximately 37 percent of Coca-Cola Amatil, an Australian-based anchor bottler that operates in seven countries. Accordingly, we account for our investment in Coca-Cola Amatil by the equity method. The excess of our investment over our equity in the underlying net assets of Coca-Cola Amatil is being amortized on a straight-line basis over 40 years. The balance of this excess, net of amortization, was approximately \$261 million at December 31, 1999. A summary of financial information for Coca-Cola Amatil is as follows (in millions):

| December 31, | 1999 | 1998{1} |
|---------------------------|-----------------|-----------------|
| Current assets | \$ 1,259 | \$ 1,057 |
| Noncurrent assets | 3,912 | 4,002 |
| Total assets | \$ 5,171 | \$ 5,059 |
| Current liabilities | \$ 1,723 | \$ 1,065 |
| Noncurrent liabilities | 1,129 | 1,552 |
| Total liabilities | \$ 2,852 | \$ 2,617 |
| Share-owners' equity | \$ 2,319 | \$ 2,442 |
| Company equity investment | \$ 1,133 | \$ 1,255 |

| Year Ended December 31, | 1999 | 1998{1} | 1997 |
|---------------------------|-----------------|-----------------|-----------------|
| Net operating revenues | \$ 2,427 | \$ 2,731 | \$ 3,290 |
| Cost of goods sold | 1,426 | 1,567 | 1,856 |
| Gross profit | \$ 1,001 | \$ 1,164 | \$ 1,434 |
| Operating income | \$ 162 | \$ 237 | \$ 276 |
| Cash operating profit {2} | \$ 387 | \$ 435 | \$ 505 |
| Net income | \$ 29 | \$ 65 | \$ 89 |

{1} 1998 reflects the spin-off of Coca-Cola Amatil's European operations.

{2} Cash operating profit is defined as operating income plus depreciation expense, amortization expense and other noncash operating expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS THE COCA-COLA COMPANY AND SUBSIDIARIES

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Our net concentrate sales to Coca-Cola Amatil were approximately \$431 million in 1999, \$546 million in 1998 and \$588 million in 1997. We also participate in various marketing, promotional and other activities with Coca-Cola Amatil.

In July 1999, we acquired from Fraser and Neave Limited its 75 percent ownership interest in F&N Coca-Cola in exchange for approximately 57 million shares of Coca-Cola Amatil and the assumption of debt. The transaction reduced our ownership in Coca-Cola Amatil from approximately 43 percent to approximately 37 percent. In August 1998, we exchanged our Korean bottling operations with Coca-Cola Amatil for an additional ownership interest in Coca-Cola Amatil.

If valued at the December 31, 1999, quoted closing price of publicly traded Coca-Cola Amatil shares, the calculated value of our investment in Coca-Cola Amatil would have been below its carrying value by approximately \$114 million.

OTHER EQUITY INVESTMENTS

Operating results include our proportionate share of income (loss) from our equity investments. A summary of financial information for our equity investments in the aggregate, other than Coca-Cola Enterprises and Coca-Cola Amatil, is as follows (in millions):

| December 31, | 1999 | 1998 |
|---------------------------|------------------|------------------|
| Current assets | \$ 5,393 | \$ 4,453 |
| Noncurrent assets | 17,394 | 16,825 |
| Total assets | \$ 22,787 | \$ 21,278 |
| Current liabilities | \$ 4,827 | \$ 4,968 |
| Noncurrent liabilities | 7,007 | 6,731 |
| Total liabilities | \$ 11,834 | \$ 11,699 |
| Share-owners' equity | \$ 10,953 | \$ 9,579 |
| Company equity investment | \$ 4,581 | \$ 4,452 |

| Year Ended December 31, | 1999 | 1998 | 1997 |
|--------------------------|-----------------|-----------------|-----------------|
| Net operating revenues | \$ 17,358 | \$ 15,244 | \$ 13,688 |
| Cost of goods sold | 10,659 | 9,555 | 8,645 |
| Gross profit | \$ 6,699 | \$ 5,689 | \$ 5,043 |
| Operating income | \$ 647 | \$ 668 | \$ 869 |
| Cash operating profit{1} | \$ 2,087 | \$ 1,563 | \$ 1,794 |
| Net income (loss) | \$ (163) | \$ 152 | \$ 405 |

Equity investments include certain nonbottling investees.

{1} Cash operating profit is defined as operating income plus depreciation expense, amortization expense and other noncash operating expenses.

Net sales to equity investees other than Coca-Cola Enterprises and Coca-Cola Amatil were \$2.8 billion in 1999, \$2.1 billion in 1998 and \$1.5 billion in 1997. Our direct support for certain marketing activities with equity investees other than Coca-Cola Enterprises, the majority of which are located outside the United States, was approximately \$685 million, \$640 million and \$528 million for 1999, 1998 and 1997, respectively.

In June 1998, we sold our previously consolidated Italian bottling and canning operations to Coca-Cola Beverages plc (Coca-Cola Beverages). This transaction resulted in proceeds valued at approximately \$1 billion and an after-tax gain of approximately \$.03 per share (basic and diluted).

If valued at the December 31, 1999, quoted closing prices of shares actively traded on stock markets, the calculated value of our equity investments in publicly traded bottlers other than Coca-Cola Enterprises and Coca-Cola Amatil would have exceeded our carrying value by approximately \$844 million.

NOTE 3: ISSUANCES OF STOCK BY EQUITY INVESTEES

In the first quarter of 1999, Coca-Cola Enterprises completed its acquisition of various bottlers. These transactions were funded primarily with shares of Coca-Cola Enterprises common stock. The Coca-Cola Enterprises common stock issued was valued in an amount greater than the book value per share of our investment in Coca-Cola Enterprises. As a result of these transactions, our equity in the underlying net assets of Coca-Cola Enterprises increased, and we recorded a \$241 million increase to our Company's investment basis in Coca-Cola Enterprises. Due to Coca-Cola Enterprises' share repurchase programs, the increase in our investment in Coca-Cola Enterprises was recorded as an equity transaction, and no gain was recognized. We recorded a deferred tax liability of approximately \$95 million on this increase to our investment in Coca-Cola Enterprises. The transactions reduced our ownership in Coca-Cola Enterprises from approximately 42 percent to approximately 40 percent.

In December 1998, Coca-Cola Enterprises completed its acquisition of certain independent bottling operations operating in parts of Texas, New Mexico and Arizona (collectively known as the Wolslager Group). The transactions were funded primarily with the issuance of shares of Coca-Cola Enterprises common stock. The Coca-Cola Enterprises common stock issued in exchange for these bottlers was valued at an amount greater than the book value per share of our investment in Coca-Cola Enterprises. As a result of this transaction, our equity in the underlying net assets of Coca-Cola Enterprises increased, and we recorded a \$116 million increase to our Company's investment basis in Coca-Cola Enterprises. Due to Coca-Cola Enterprises' share repurchase program, the increase in our investment in Coca-Cola Enterprises was recorded as an equity transaction, and no gain was recognized. We recorded a deferred tax liability of

approximately \$46 million on this increase to our investment in Coca-Cola Enterprises. At the completion of this transaction, our ownership in Coca-Cola Enterprises was approximately 42 percent.

In September 1998, Coca-Cola Erfrischungsgetranke AG (CCEAG), our anchor bottler in Germany, issued new shares valued at approximately \$275 million to affect a merger with Nordwest Getranke GmbH & Co. KG, another German bottler. Approximately 7.5 million shares were issued, resulting in a one-time noncash pretax gain for our Company of approximately \$27 million. We provided deferred taxes of approximately \$10 million on this gain. This issuance reduced our ownership in CCEAG from approximately 45 percent to approximately 40 percent.

In June 1998, Coca-Cola Enterprises completed its acquisition of CCBG Corporation and Texas Bottling Group, Inc. (collectively known as Coke Southwest). The transaction was valued at approximately \$1.1 billion. Approximately 55 percent of the transaction was funded with the issuance of approximately 17.7 million shares

of Coca-Cola Enterprises common stock, and the remaining portion was funded through debt and assumed debt. The Coca-Cola Enterprises common stock issued in exchange for Coke Southwest was valued at an amount greater than the book value per share of our investment in Coca-Cola Enterprises. As a result of this transaction, our equity in the underlying net assets of Coca-Cola Enterprises increased and we recorded a \$257 million increase to our Company's investment basis in Coca-Cola Enterprises. Due to Coca-Cola Enterprises' share repurchase program, the increase in our investment in Coca-Cola Enterprises was recorded as an equity transaction, and no gain was recognized. We recorded a deferred tax liability of approximately \$101 million on this increase to our investment in Coca-Cola Enterprises. At the completion of this transaction, our ownership in Coca-Cola Enterprises was approximately 42 percent.

In the second quarter of 1997, our Company and San Miguel Corporation sold our respective interests in Coca-Cola Bottlers Philippines, Inc., to Coca-Cola Amatil in exchange for approximately 293 million shares of Coca-Cola Amatil stock. In connection with this transaction, Coca-Cola Amatil issued approximately 210 million shares to San Miguel valued at approximately \$2.4 billion. The issuance to San Miguel resulted in a one-time noncash pretax gain for our Company of approximately \$343 million. We provided deferred taxes of approximately \$141.5 million on this gain. This transaction resulted in a dilution of our Company's approximately 36 percent interest in Coca-Cola Amatil to approximately 33 percent.

Also in the second quarter of 1997, our Company and the Cisneros Group sold our respective interests in Coca-Cola y Hit de Venezuela, S.A., to Panamerican Beverages, Inc. (Panamco), in exchange for approximately 30.6 million shares of Panamco stock. In connection with this transaction, Panamco issued approximately 13.6 million shares to the Cisneros Group valued at approximately \$402 million. The issuance to the Cisneros Group resulted in a one-time noncash pretax gain for our Company of approximately \$20 million. We provided deferred taxes of approximately \$7.2 million on this gain. At the completion of this transaction, our ownership in Panamco was approximately 23 percent.

NOTE 4: ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following (in millions):

| December 31, | 1999 | 1998 |
|--|----------|----------|
| ----- | | |
| Accrued marketing | \$ 1,056 | \$ 967 |
| Container deposits | 53 | 14 |
| Accrued compensation | 164 | 166 |
| Sales, payroll and other taxes | 297 | 183 |
| Accounts payable and other accrued expenses | 2,144 | 1,811 |
| ----- | | |
| | \$ 3,714 | \$ 3,141 |
| ===== | | |

NOTE 5: SHORT-TERM BORROWINGS AND CREDIT ARRANGEMENTS

Loans and notes payable consist primarily of commercial paper issued in the United States. On December 31, 1999, we had \$4.9 billion outstanding in commercial paper borrowings. In addition, we had \$3.1 billion in lines of credit and other short-term credit facilities available, of which approximately \$167 million was outstanding. Our weighted-average interest rates for commercial paper outstanding were approximately 6.0 and 5.2 percent at December 31, 1999 and 1998, respectively.

These facilities are subject to normal banking terms and conditions. Some of the financial arrangements require compensating balances, none of which is presently significant to our Company.

NOTE 6: LONG-TERM DEBT

Long-term debt consists of the following (in millions):

| December 31, | 1999 | 1998 |
|-----------------------------------|--------|--------|
| 6% U.S. dollar notes due 2000 | \$ 250 | \$ 251 |
| 6 5/8% U.S. dollar notes due 2002 | 150 | 150 |
| 6% U.S. dollar notes due 2003 | 150 | 150 |
| 5 3/4% U.S. dollar notes due 2009 | 399 | - |
| 7 3/8% U.S. dollar notes due 2093 | 116 | 116 |
| Other, due 2000 to 2013 | 50 | 23 |
| | 1,115 | 690 |
| Less current portion | 261 | 3 |
| | \$ 854 | \$ 687 |

After giving effect to interest rate management instruments, the principal amount of our long-term debt that had fixed and variable interest rates, respectively, was \$690 million and \$425 million on December 31, 1999, and \$190 million and \$500 million on December 31, 1998. The weighted-average interest rate on our Company's long-term debt was 5.6 percent and 6.2 percent for the years ended December 31, 1999 and 1998, respectively. Total interest paid was approximately \$314 million, \$298 million and \$264 million in 1999, 1998 and 1997, respectively. For a more complete discussion of interest rate management, refer to Note 9.

Maturities of long-term debt for the five years succeeding December 31, 1999, are as follows (in millions):

| 2000 | 2001 | 2002 | 2003 | 2004 |
|--------|-------|--------|--------|------|
| \$ 261 | \$ 22 | \$ 154 | \$ 153 | \$ 1 |

The above notes include various restrictions, none of which is presently significant to our Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THE COCA-COLA COMPANY AND SUBSIDIARIES

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NOTE 7: COMPREHENSIVE INCOME

Accumulated other comprehensive income consists of the following (in millions):

| December 31, | 1999 | 1998 |
|--|------------|------------|
| Foreign currency translation adjustment | \$ (1,510) | \$ (1,320) |
| Unrealized gain on available-for-sale securities | 34 | 11 |
| Minimum pension liability | (16) | (41) |
| | \$ (1,492) | \$ (1,350) |

A summary of the components of other comprehensive income for the years ended December 31, 1999, 1998 and 1997, is as follows (in millions):

| December 31, | Before-Tax Amount | Income Tax | After-Tax Amount |
|---|-------------------|------------|------------------|
| 1999 | | | |
| Net foreign currency translation | \$ (249) | \$ 59 | \$ (190) |
| Net change in unrealized gain (loss) on available-for-sale securities | 37 | (14) | 23 |
| Minimum pension liability | 38 | (13) | 25 |
| Other comprehensive income (loss) | \$ (174) | \$ 32 | \$ (142) |

| December 31, | Before-Tax Amount | Income Tax | After-Tax Amount |
|--|-------------------|------------|------------------|
| 1998 | | | |
| Net foreign currency translation | \$ 52 | \$ - | \$ 52 |
| Net change in unrealized gain (loss) on available- | | | |

| | | | |
|-----------------------------------|---------|-------|------|
| for-sale securities | (70) | 23 | (47) |
| Minimum pension liability | (5) | 1 | (4) |
| ----- | | | |
| Other comprehensive income (loss) | \$ (23) | \$ 24 | \$ 1 |
| ===== | | | |

| December 31, | Before-Tax Amount | Income Tax | After-Tax Amount |
|---|-------------------|------------|------------------|
| ----- | | | |
| 1997 | | | |
| Net foreign currency translation | \$ (710) | \$ - | \$ (710) |
| Net change in unrealized gain (loss) on available-for-sale securities | (163) | 65 | (98) |
| Minimum pension liability | (10) | 4 | (6) |
| ----- | | | |
| Other comprehensive income (loss) | \$ (883) | \$ 69 | \$ (814) |
| ===== | | | |

NOTE 8: FINANCIAL INSTRUMENTS

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts reflected in our consolidated balance sheets for cash, cash equivalents, marketable equity securities, marketable cost method investments, receivables, loans and notes payable and long-term debt approximate their respective fair values. Fair values are based primarily on quoted prices for those or similar instruments. A comparison of the carrying value and fair value of our hedging instruments is included in Note 9.

CERTAIN DEBT AND MARKETABLE EQUITY SECURITIES

Investments in debt and marketable equity securities, other than investments accounted for by the equity method, are categorized as either trading, available for sale or held to maturity. On December 31, 1999 and 1998, we had no trading securities. Securities categorized as available for sale are stated at fair value, with unrealized gains and losses, net of deferred income taxes, reported as a component of accumulated other comprehensive income. Debt securities categorized as held to maturity are stated at amortized cost.

On December 31, 1999 and 1998, available-for-sale and held-to-maturity securities consisted of the following (in millions):

| December 31, | Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|-------------------------------------|----------|------------------------|-------------------------|----------------------|
| ----- | | | | |
| 1999 | | | | |
| Available-for-sale securities | | | | |
| Equity securities | \$ 246 | \$ 69 | \$ (13) | \$ 302 |
| Collateralized mortgage obligations | 45 | - | (1) | 44 |
| Other debt securities | 8 | - | - | 8 |
| ----- | | | | |
| | \$ 299 | \$ 69 | \$ (14) | \$ 354 |
| ===== | | | | |
| Held-to-maturity securities | | | | |
| Bank and corporate debt | \$ 1,137 | \$ - | \$ - | \$ 1,137 |
| Other debt securities | 49 | - | - | 49 |
| ----- | | | | |
| | \$ 1,186 | \$ - | \$ - | \$ 1,186 |
| ===== | | | | |

| December 31, | Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|-------------------------------------|--------|------------------------|-------------------------|----------------------|
| ----- | | | | |
| 1998 | | | | |
| Available-for-sale securities | | | | |
| Equity securities | \$ 304 | \$ 67 | \$ (48) | \$ 323 |
| Collateralized mortgage obligations | 89 | - | (1) | 88 |
| Other debt securities | | | | |
| ----- | | | | |

| | | | | |
|------------|--------|-------|---------|--------|
| securities | 11 | - | - | 11 |
| | \$ 404 | \$ 67 | \$ (49) | \$ 422 |

| | | | | |
|-----------------------------|----------|------|------|----------|
| Held-to-maturity securities | | | | |
| Bank and corporate debt | \$ 1,339 | \$ - | \$ - | \$ 1,339 |
| Other debt securities | 92 | - | - | 92 |
| | \$ 1,431 | \$ - | \$ - | \$ 1,431 |

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On December 31, 1999 and 1998, these investments were included in the following captions in our consolidated balance sheets (in millions):

| December 31, | Available-for-Sale Securities | Held-to-Maturity Securities |
|---|-------------------------------|-----------------------------|
| 1999 | | |
| Cash and cash equivalents | \$ - | \$ 1,061 |
| Current marketable securities | 76 | 125 |
| Cost method investments, principally bottling companies | 227 | - |
| Marketable securities and other assets | 51 | - |
| | \$ 354 | \$ 1,186 |
| 1998 | | |
| Cash and cash equivalents | \$ - | \$ 1,227 |
| Current marketable securities | 79 | 80 |
| Cost method investments, principally bottling companies | 251 | - |
| Marketable securities and other assets | 92 | 124 |
| | \$ 422 | \$ 1,431 |

The contractual maturities of these investments as of December 31, 1999, were as follows (in millions):

| | Available-for-Sale Securities | | Held-to-Maturity Securities | |
|-------------------------------------|-------------------------------|------------|-----------------------------|------------|
| | Cost | Fair Value | Amortized Cost | Fair Value |
| 2000 | \$ - | \$ - | \$ 1,186 | \$ 1,186 |
| 2001- 2004 | 8 | 8 | - | - |
| Collateralized mortgage obligations | 45 | 44 | - | - |
| Equity securities | 246 | 302 | - | - |
| | \$ 299 | \$ 354 | \$ 1,186 | \$ 1,186 |

For the years ended December 31, 1999 and 1998, gross realized gains and losses on sales of available-for-sale securities were not material. The cost of securities sold is based on the specific identification method.

NOTE 9: HEDGING TRANSACTIONS AND DERIVATIVE FINANCIAL INSTRUMENTS

Our Company uses derivative financial instruments primarily to reduce our exposure to adverse fluctuations in interest rates and foreign exchange rates and, to a lesser extent, to reduce our exposure to adverse fluctuations in commodity prices and other market risks. When entered into, these financial instruments are designated as hedges of underlying exposures. Because of the high correlation between the hedging instrument and the underlying exposure being hedged, fluctuations in the value of the instruments are generally offset by changes in the value of the underlying exposures. Virtually all our

derivatives are "over-the-counter" instruments. Our Company does not enter into derivative financial instruments for trading purposes.

The estimated fair values of derivatives used to hedge or modify our risks fluctuate over time. These fair value amounts should not be viewed in isolation, but rather in relation to the fair values of the underlying hedging transactions and investments and to the overall reduction in our exposure to adverse fluctuations in interest rates, foreign exchange rates, commodity prices and other market risks.

The notional amounts of the derivative financial instruments do not necessarily represent amounts exchanged by the parties and, therefore, are not a direct measure of our exposure from our use of derivatives. The amounts exchanged are calculated by reference to the notional amounts and by other terms of the derivatives, such as interest rates, exchange rates or other financial indices.

We have established strict counterparty credit guidelines and enter into transactions only with financial institutions of investment grade or better. We monitor counterparty exposures daily and review any downgrade in credit rating immediately. If a downgrade in the credit rating of a counterparty were to occur, we have provisions requiring collateral in the form of U.S. government securities for substantially all of our transactions. To mitigate presettlement risk, minimum credit standards become more stringent as the duration of the derivative financial instrument increases. To minimize the concentration of credit risk, we enter into derivative transactions with a portfolio of financial institutions. As a result, we consider the risk of counterparty default to be minimal.

INTEREST RATE MANAGEMENT

Our Company maintains a percentage of fixed and variable rate debt within defined parameters. We enter into interest rate swap agreements that maintain the fixed/variable mix within these parameters. These contracts had maturities ranging from one to four years on December 31, 1999. Variable rates are predominantly linked to the London Interbank Offered Rate. Any differences paid or received on interest rate swap agreements are recognized as adjustments to interest expense over the life of each swap, thereby adjusting the effective interest rate on the underlying obligation.

FOREIGN CURRENCY MANAGEMENT

The purpose of our foreign currency hedging activities is to reduce the risk that our eventual dollar net cash inflows resulting from sales outside the United States will be adversely affected by changes in exchange rates.

We enter into forward exchange contracts and purchase currency options (principally European currencies and Japanese yen) to hedge firm sale commitments denominated in foreign currencies. We also purchase currency options (principally European currencies and Japanese yen) to hedge certain anticipated sales. Premiums paid and realized gains and losses, including those on any terminated contracts, are included in prepaid expenses and other assets. These are recognized in income, along with unrealized gains and losses in the same period the hedging transactions

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are realized. Approximately \$85 million and \$43 million of realized losses on settled contracts entered into as hedges of firmly committed transactions that have not yet occurred were deferred on December 31, 1999 and 1998, respectively. Deferred gains/losses from hedging anticipated transactions were not material on December 31, 1999 or 1998. In the unlikely event that the underlying transaction terminates or becomes improbable, the deferred gains or losses on the associated derivative will be recorded in our income statement.

Gains and losses on derivative financial instruments that are designated and effective as hedges of net investments in international operations are included in share-owners' equity as a foreign currency translation adjustment, a component of accumulated other comprehensive income.

The following table presents the aggregate notional principal amounts, carrying values, fair values and maturities of our derivative financial instruments outstanding on December 31, 1999 and 1998 (in millions):

| December 31, | Notional Principal Amounts | Carrying Values | Fair Values | Maturity |
|-----------------------------|----------------------------------|--------------------|----------------|-----------|
| ----- | | | | |
| 1999 | | | | |
| Interest rate management | | | | |
| Swap agreements | | | | |
| Assets | \$ 250 | \$ 2 | \$ 6 | 2000-2003 |
| Liabilities | 200 | (1) | (8) | 2000-2003 |
| Foreign currency management | | | | |

| | | | | |
|-------------------|----------|--------|-------|-----------|
| Forward contracts | | | | |
| Assets | 1,108 | 57 | 71 | 2000-2001 |
| Liabilities | 344 | (6) | (3) | 2000-2001 |
| Swap agreements | | | | |
| Assets | 102 | 9 | 16 | 2000 |
| Liabilities | 412 | - | (77) | 2000-2002 |
| Purchased options | | | | |
| Assets | 1,770 | 47 | 18 | 2000 |
| Other | | | | |
| Assets | 185 | - | 2 | 2000 |
| Liabilities | 126 | (8) | (8) | 2000 |
| | \$ 4,497 | \$ 100 | \$ 17 | |

| December 31, | Notional Principal Amounts | Carrying Values | Fair Values | Maturity |
|--------------------------------|----------------------------------|--------------------|----------------|-----------|
| ----- | | | | |
| 1998 | | | | |
| Interest rate management | | | | |
| Swap agreements | | | | |
| Assets | \$ 325 | \$ 2 | \$ 19 | 1999-2003 |
| Liabilities | 200 | (2) | (13) | 2000-2003 |
| Foreign currency management | | | | |
| Forward contracts | | | | |
| Assets | 809 | 6 | (54) | 1999-2000 |
| Liabilities | 1,325 | (6) | (73) | 1999-2000 |
| Swap agreements | | | | |
| Assets | 344 | 4 | 6 | 1999-2000 |
| Liabilities | 704 | - | (51) | 1999-2002 |
| Purchased options | | | | |
| Assets | 232 | 5 | 3 | 1999 |
| Other | | | | |
| Liabilities | 243 | (25) | (26) | 1999-2000 |
| | \$ 4,182 | \$ (16) | \$ (189) | |

Maturities of derivative financial instruments held on December 31, 1999, are as follows (in millions):

| | | | | |
|--|---------|--------|--------|-------|
| | 2000 | 2001 | 2002 | 2003 |
| | \$4,018 | \$ 268 | \$ 136 | \$ 75 |

NOTE 10: COMMITMENTS AND CONTINGENCIES

On December 31, 1999, we were contingently liable for guarantees of indebtedness owed by third parties in the amount of \$409 million, of which \$7 million related to independent bottling licensees. We do not consider it probable that we will be required to satisfy these guarantees.

We believe our exposure to concentrations of credit risk is limited, due to the diverse geographic areas covered by our operations.

We have committed to make future marketing expenditures of \$760 million, of which the majority is payable over the next 12 years. Additionally, under certain circumstances, we have committed to make future investments in bottling companies. However, we do not consider any of these commitments to be individually significant.

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NOTE 11: NET CHANGE IN OPERATING ASSETS AND LIABILITIES

The changes in operating assets and liabilities, net of effects of acquisitions and divestitures of businesses and unrealized exchange gains/losses, are as follows (in millions):

| | | | |
|----------------------------|------|------|------|
| | 1999 | 1998 | 1997 |
| Increase in trade accounts | | | |

| | | | |
|--|----------|----------|----------|
| receivable | \$ (96) | \$ (237) | \$ (164) |
| Increase in inventories | (163) | (12) | (43) |
| Increase in prepaid expenses and other assets | (547) | (318) | (145) |
| Increase (decrease) in accounts payable and accrued expenses | 281 | (70) | 299 |
| Increase (decrease) in accrued taxes | (36) | 120 | 393 |
| Increase (decrease) in other liabilities | 4 | (33) | (387) |
| ----- | | | |
| | \$ (557) | \$ (550) | \$ (47) |
| ===== | | | |

NOTE 12: RESTRICTED STOCK, STOCK OPTIONS AND OTHER STOCK PLANS

Our Company currently sponsors restricted stock award plans and stock option plans. Our Company applies Accounting Principles Board Opinion No. 25 and related Interpretations in accounting for our plans. Accordingly, no compensation cost has been recognized for our stock option plans. The compensation cost charged against income for our restricted stock award plans was \$39 million in 1999, \$14 million in 1998 and \$56 million in 1997. For our Incentive Unit Agreements and Performance Unit Agreements, which were both paid off in 1997, the charge against income was \$31 million in 1997. Had compensation cost for the stock option plans been determined based on the fair value at the grant dates for awards under the plans, our Company's net income and net income per share (basic and diluted) would have been as presented in the following table.

The pro forma amounts are indicated below (in millions, except per share amounts):

| Year Ended December 31, | 1999 | 1998 | 1997 |
|------------------------------|----------|----------|----------|
| ----- | | | |
| Net income | | | |
| As reported | \$ 2,431 | \$ 3,533 | \$ 4,129 |
| Pro forma | \$ 2,271 | \$ 3,405 | \$ 4,026 |
| Basic net income per share | | | |
| As reported | \$.98 | \$ 1.43 | \$ 1.67 |
| Pro forma | \$.92 | \$ 1.38 | \$ 1.63 |
| Diluted net income per share | | | |
| As reported | \$.98 | \$ 1.42 | \$ 1.64 |
| Pro forma | \$.91 | \$ 1.36 | \$ 1.60 |
| ===== | | | |

Under the amended 1989 Restricted Stock Award Plan and the amended 1983 Restricted Stock Award Plan (the Restricted Stock Award Plans), 40 million and 24 million shares of restricted common stock, respectively, may be granted to certain officers and key employees of our Company.

On December 31, 1999, 33 million shares were available for grant under the Restricted Stock Award Plans. In 1999, there were 32,100 shares of restricted stock granted at an average price of \$53.86. In 1998, there were 707,300 shares of restricted stock granted at an average price of \$67.03. In 1997, 162,000 shares of restricted stock were granted at \$59.75. Participants are entitled to vote and receive dividends on the shares and, under the 1983 Restricted Stock Award Plan, participants are reimbursed by our Company for income taxes imposed on the award, but not for taxes generated by the reimbursement payment. The shares are subject to certain transfer restrictions and may be forfeited if a participant leaves our Company for reasons other than retirement, disability or death, absent a change in control of our Company.

Under our 1991 Stock Option Plan (the 1991 Option Plan), a maximum of 120 million shares of our common stock was approved to be issued or transferred to certain officers and employees pursuant to stock options and stock appreciation rights granted under the 1991 Option Plan. The stock appreciation rights permit the holder, upon surrendering all or part of the related stock option, to receive cash, common stock or a combination thereof, in an amount up to 100 percent of the difference between the market price and the option price. Options to purchase common stock under the 1991 Option Plan have been granted to Company employees at fair market value at the date of grant.

A new stock option plan (the 1999 Option Plan) was approved by share owners in April of 1999. Following the approval of the 1999 Option Plan, no grants were made from the 1991 Option Plan and shares available under the 1991 Option Plan were no longer available to be granted. Under the 1999 Option Plan, a maximum of 120 million shares of our common stock was approved to be issued or transferred to certain officers and employees pursuant to stock options granted under the 1999 Option Plan. Options to purchase common stock under the 1999 Option Plan have been granted to Company employees at fair market value at the date of grant.

Generally, stock options become exercisable over a four-year vesting period and expire 15 years from the date of grant. Prior to 1999, generally, stock options became exercisable over a three-year vesting period and expired 10 years from the date of grant.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in 1999, 1998 and 1997, respectively: dividend

yields of 1.2, 0.9 and 1.0 percent; expected volatility of 27.1, 24.1 and 20.1 percent; risk-free interest rates of 6.2, 4.0 and 6.0 percent; and expected lives of four years for all years. The weighted-average fair value of options granted was \$15.77, \$15.41 and \$13.92 for the years ended December 31, 1999, 1998 and 1997, respectively.

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<TABLE>

A summary of stock option activity under all plans is as follows (shares in millions):

<CAPTION>

| | 1999 | | 1998 | | 1997 | |
|--|--------|---------------------------------|--------|---------------------------------|--------|---------------------------------|
| | Shares | Weighted-Average Exercise Price | Shares | Weighted-Average Exercise Price | Shares | Weighted-Average Exercise Price |
| Outstanding on January 1, | 80 | \$ 42.77 | 80 | \$ 33.22 | 78 | \$ 26.50 |
| Granted {1} | 28 | 53.53 | 17 | 65.91 | 13 | 59.79 |
| Exercised | (6) | 26.12 | (16) | 18.93 | (10) | 14.46 |
| Forfeited/Expired {2} | (1) | 60.40 | (1) | 55.48 | (1) | 44.85 |
| Outstanding on December 31, | 101 | \$ 46.66 | 80 | \$ 42.77 | 80 | \$ 33.22 |
| Exercisable on December 31, | 59 | \$ 39.40 | 52 | \$ 32.41 | 55 | \$ 24.62 |
| Shares available on December 31, for options that may be granted | 92 | | 18 | | 34 | |

<FN>

{1} No grants were made from the 1991 Option Plan during 1999.

{2} Shares Forfeited/Expired relate to the 1991 Option Plan.

</FN>

</TABLE>

The following table summarizes information about stock options at December 31, 1999 (shares in millions):

<TABLE>

<CAPTION>

| Range of Exercise Prices | Outstanding Stock Options | | | Exercisable Stock Options | |
|--------------------------|---------------------------|---|---------------------------------|---------------------------|---------------------------------|
| | Shares | Weighted-Average Remaining Contractual Life | Weighted-Average Exercise Price | Shares | Weighted-Average Exercise Price |
| \$ 5.00 to \$ 10.00 | 3 | 0.3 years | \$ 9.74 | 3 | \$ 9.74 |
| \$ 10.01 to \$ 20.00 | 3 | 1.6 years | \$ 14.78 | 3 | \$ 14.78 |
| \$ 20.01 to \$ 30.00 | 16 | 4.0 years | \$ 23.28 | 16 | \$ 23.28 |
| \$ 30.01 to \$ 40.00 | 12 | 5.8 years | \$ 35.63 | 12 | \$ 35.63 |
| \$ 40.01 to \$ 50.00 | 11 | 6.8 years | \$ 48.86 | 11 | \$ 48.86 |
| \$ 50.01 to \$ 60.00 | 40 | 12.8 years | \$ 55.33 | 8 | \$ 59.75 |
| \$ 60.01 to \$ 86.75 | 16 | 8.8 years | \$ 65.87 | 6 | \$ 65.92 |
| \$ 5.00 to \$ 86.75 | 101 | 8.6 years | \$ 46.66 | 59 | \$ 39.40 |

</TABLE>

In 1988, our Company entered into Incentive Unit Agreements whereby, subject to certain conditions, certain officers were given the right to receive cash awards based on the market value of 2.4 million shares of our common stock at the measurement dates. Under the Incentive Unit Agreements, an employee is reimbursed by our Company for income taxes imposed when the value of the units is paid, but not for taxes generated by the reimbursement payment. In 1997, all

outstanding units were paid at a price of \$58.50 per unit.

In 1985, we entered into Performance Unit Agreements whereby certain officers were given the right to receive cash awards based on the difference in the market value of approximately 4.4 million shares of our common stock at the measurement dates and the base price of \$2.58, the market value as of January 2, 1985. In 1997, all outstanding units were paid based on a market price of \$58.50 per unit.

NOTE 13: PENSION AND OTHER POSTRETIREMENT
BENEFIT PLANS

Our Company sponsors and/or contributes to pension and postretirement health care and life insurance benefit plans covering substantially all U.S. employees and certain employees in international locations. We also sponsor nonqualified, unfunded defined benefit pension plans for certain officers and other employees. In addition, our Company and its subsidiaries have various pension plans and other forms of postretirement arrangements outside the United States.

Total expense for all benefit plans, including defined benefit pension plans and postretirement health care and life insurance benefit plans, amounted to approximately \$108 million in 1999, \$119 million in 1998 and \$109 million in 1997. Net periodic cost for our pension and other benefit plans consists of the following (in millions):

| Year Ended December 31, | Pension Benefits | | |
|------------------------------------|------------------|-------|-------|
| | 1999 | 1998 | 1997 |
| Service cost | \$ 67 | \$ 56 | \$ 49 |
| Interest cost | 111 | 105 | 93 |
| Expected return on plan assets | (119) | (105) | (95) |
| Amortization of prior service cost | 6 | 3 | 7 |
| Recognized net actuarial loss | 7 | 9 | 14 |
| Net periodic pension cost | \$ 72 | \$ 68 | \$ 68 |

| Year Ended December 31, | Other Benefits | | |
|--------------------------------|----------------|-------|-------|
| | 1999 | 1998 | 1997 |
| Service cost | \$ 14 | \$ 14 | \$ 11 |
| Interest cost | 22 | 25 | 23 |
| Expected return on plan assets | (1) | (1) | (1) |
| Recognized net actuarial gain | - | - | (1) |
| Net periodic cost | \$ 35 | \$ 38 | \$ 32 |

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The following table sets forth the change in benefit obligation for our benefit plans (in millions):

| December 31, | Pension Benefits | | Other Benefits | |
|---|------------------|----------|----------------|--------|
| | 1999 | 1998 | 1999 | 1998 |
| Benefit obligation at beginning of year | \$ 1,717 | \$ 1,488 | \$ 381 | \$ 327 |
| Service cost | 67 | 56 | 14 | 14 |
| Interest cost | 111 | 105 | 22 | 25 |
| Foreign currency exchange rate changes | (13) | 25 | - | - |
| Amendments | 4 | 8 | - | - |
| Actuarial (gain) loss | (137) | 124 | (101) | 31 |
| Benefits paid | (84) | (86) | (14) | (16) |
| Other | 5 | (3) | 1 | - |
| Benefit obligation at end of year | \$ 1,670 | \$ 1,717 | \$ 303 | \$ 381 |

The following table sets forth the change in plan assets for our benefit plans (in millions):

| Pension Benefits | Other Benefits |
|------------------|----------------|
|------------------|----------------|

| December 31, | ----- | | ----- | |
|--|----------|----------|-------|-------|
| | 1999 | 1998 | 1999 | 1998 |
| Fair value of plan assets | | | | |
| at beginning of year {1} | \$ 1,516 | \$ 1,408 | \$ 36 | \$ 40 |
| Actual return on plan assets | 259 | 129 | 1 | 2 |
| Employer contribution | 34 | 25 | 5 | 10 |
| Foreign currency exchange rate changes | (20) | 18 | - | - |
| Benefits paid | (69) | (68) | (14) | (16) |
| Other | 2 | 4 | 1 | - |
| Fair value of plan assets at end of year {1} | \$ 1,722 | \$ 1,516 | \$ 29 | \$ 36 |

{1} Pension benefit plan assets primarily consist of listed stocks (including 1,584,000 shares of common stock of our Company with a fair value of \$92 million and \$106 million as of December 31, 1999 and 1998, respectively), bonds and government securities. Other benefit plan assets consist of corporate bonds, government securities and short-term investments.

The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets were \$556 million, \$434 million and \$161 million, respectively, as of December 31, 1999, and \$536 million, \$418 million and \$149 million, respectively, as of December 31, 1998.

The accrued pension and other benefit costs recognized in our accompanying consolidated balance sheets is computed as follows (in millions):

| December 31, | Pension Benefits | | Other Benefits | |
|--|------------------|----------|----------------|----------|
| | 1999 | 1998 | 1999 | 1998 |
| Funded status | \$ 52 | \$ (201) | \$ (274) | \$ (345) |
| Unrecognized net (asset) liability at transition | 4 | - | - | - |
| Unrecognized prior service cost | 54 | 43 | 4 | 4 |
| Unrecognized net (gain) loss | (285) | (10) | (91) | 10 |
| Net liability recognized | \$ (175) | \$ (168) | \$ (361) | \$ (331) |
| Prepaid benefit cost | \$ 73 | \$ 54 | \$ - | \$ - |
| Accrued benefit liability | (305) | (303) | (361) | (331) |
| Accumulated other comprehensive income | 26 | 64 | - | - |
| Intangible asset | 31 | 17 | - | - |
| Net liability recognized | \$ (175) | \$ (168) | \$ (361) | \$ (331) |

The weighted-average assumptions used in computing the preceding information are as follows:

| December 31, | Pension Benefits | | |
|--|------------------|--------|--------|
| | 1999 | 1998 | 1997 |
| Discount rates | 7% | 6 1/2% | 7% |
| Rates of increase in compensation levels | 4 1/2% | 4 1/2% | 4 3/4% |
| Expected long-term rates of return on assets | 8 1/2% | 8 3/4% | 9% |
| December 31, | Other Benefits | | |
| | 1999 | 1998 | 1997 |
| Discount rates | 8% | 6 3/4% | 7 1/4% |
| Rates of increase in compensation levels | 5% | 4 1/2% | 4 3/4% |
| Expected long-term rates of return on assets | 3% | 3% | 3% |

The rate of increase in per capita costs of covered health care benefits is assumed to be 7 1/2 percent in 2000, decreasing gradually to 5 1/4 percent by

the year 2005.

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A one percentage point change in the assumed health care cost trend rate would have the following effects (in millions):

| | One Percentage Point Increase | One Percentage Point Decrease |
|---|----------------------------------|----------------------------------|
| Effect on accumulated postretirement benefit obligation as of December 31, 1999 | \$ 42 | \$ (34) |
| Effect on net periodic postretirement benefit cost in 1999 | \$ 6 | \$ (5) |

NOTE 14: INCOME TAXES

Income before income taxes consists of the following (in millions):

| Year Ended December 31, | 1999 | 1998 | 1997 |
|-------------------------|----------|----------|----------|
| United States | \$ 1,504 | \$ 1,979 | \$ 1,515 |
| International | 2,315 | 3,219 | 4,540 |
| | \$ 3,819 | \$ 5,198 | \$ 6,055 |

Income tax expense (benefit) consists of the following (in millions):

| Year Ended December 31, | United States | State & Local | International | Total |
|-------------------------|---------------|---------------|---------------|----------|
| 1999 | | | | |
| Current | \$ 395 | \$ 67 | \$ 829 | \$ 1,291 |
| Deferred | 182 | 11 | (96) | 97 |
| 1998 | | | | |
| Current | \$ 683 | \$ 91 | \$ 929 | \$ 1,703 |
| Deferred | (73) | 28 | 7 | (38) |
| 1997 | | | | |
| Current | \$ 240 | \$ 45 | \$ 1,261 | \$ 1,546 |
| Deferred | 180 | 21 | 179 | 380 |

We made income tax payments of approximately \$1,404 million, \$1,559 million and \$982 million in 1999, 1998 and 1997, respectively.

A reconciliation of the statutory U.S. federal rate and effective rates is as follows:

| Year Ended December 31, | 1999 | 1998 | 1997 |
|---|-------|-------|-------|
| Statutory U.S. federal rate | 35.0% | 35.0% | 35.0% |
| State income taxes-net of federal benefit | 1.0 | 1.0 | 1.0 |
| Earnings in jurisdictions taxed at rates different from the statutory U.S. federal rate | (6.0) | (4.3) | (2.6) |
| Equity income or loss | 1.6 | - | (.6) |
| Other operating charges | 5.3 | - | - |
| Other-net | (.6) | .3 | (1.0) |
| | 36.3% | 32.0% | 31.8% |

Our effective tax rate reflects the tax benefit derived from having significant operations outside the United States that are taxed at rates lower than the U.S. statutory rate of 35 percent, partially offset by the tax impact of certain gains recognized from previously discussed bottling transactions. These transactions are generally taxed at rates higher than our Company's effective tax rate on operations.

In 1999, the Company recorded a charge of \$813 million, primarily reflecting the impairment of certain bottling, manufacturing and intangible assets. For some locations with impaired assets, management concluded that it was more

likely than not that no local tax benefit would be realized. Accordingly, a valuation allowance was recorded offsetting the future tax benefits for such locations. This resulted in an increase in our effective tax rate for 1999. Excluding the impact, the Company's effective tax rate for 1999 would have been 31.0 percent.

We have provided appropriate U.S. and international taxes for earnings of subsidiary companies that are expected to be remitted to the parent company. Exclusive of amounts that would result in little or no tax if remitted, the cumulative amount of unremitted earnings from our international subsidiaries that is expected to be indefinitely reinvested was approximately \$3.4 billion on December 31, 1999. The taxes that would be paid upon remittance of these indefinitely reinvested earnings are approximately \$1.2 billion, based on current tax laws.

The tax effects of temporary differences and carryforwards that give rise to deferred tax assets and liabilities consist of the following (in millions):

| December 31, | 1999 | 1998 |
|---------------------------------------|----------|----------|
| ----- | | |
| Deferred tax assets: | | |
| Benefit plans | \$ 311 | \$ 309 |
| Liabilities and reserves | 169 | 166 |
| Net operating loss carryforwards | 196 | 49 |
| Other operating charges | 254 | - |
| Other | 272 | 176 |
| ----- | | |
| Gross deferred tax assets | 1,202 | 700 |
| Valuation allowance | (443) | (18) |
| ----- | | |
| | \$ 759 | \$ 682 |
| ===== | | |
| Deferred tax liabilities: | | |
| Property, plant and equipment | \$ 320 | \$ 244 |
| Equity investments | 397 | 219 |
| Intangible assets | 197 | 139 |
| Other | 99 | 320 |
| ----- | | |
| | \$ 1,013 | \$ 922 |
| ===== | | |
| Net deferred tax asset (liability){1} | \$ (254) | \$ (240) |
| ----- | | |

{1} Deferred tax assets of \$244 million and \$184 million have been included in the consolidated balance sheet caption "Marketable securities and other assets" at December 31, 1999 and 1998, respectively.

On December 31, 1999 and 1998, we had approximately \$233 million and \$171 million, respectively, of gross deferred tax assets, net of valuation allowances, located in countries outside the United States.

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On December 31, 1999, we had \$608 million of operating loss carryforwards available to reduce future taxable income of certain international subsidiaries. Loss carryforwards of \$320 million must be utilized within the next five years; \$288 million can be utilized over an indefinite period. A valuation allowance has been provided for a portion of the deferred tax assets related to these loss carryforwards.

NOTE 15: NONRECURRING ITEMS

In the fourth quarter of 1999, we recorded charges of approximately \$813 million. Of this \$813 million, approximately \$543 million related to the impairment of certain bottling, manufacturing and intangible assets, primarily within our Russian and Caribbean bottlers and in the Middle and Far East and North America. These impairment charges were recorded to reduce the carrying value of the identified assets to fair value. Fair values were derived using a variety of methodologies, including cash flow analysis, estimates of sales proceeds and independent appraisals. The charges were primarily the result of our revised outlook in certain markets due to the prolonged severe economic downturns. The remaining carrying value of long-lived assets within these operations as of December 31, 1999, was approximately \$140 million.

Of the remainder, approximately \$196 million related to charges associated with the impairment of the distribution and bottling assets of our vending operations in Japan and our bottling operations in the Baltics. The charges reduced the carrying value of these assets to their fair value less the cost to sell. Consistent with our long-term bottling investment strategy, management has committed to a plan to sell our ownership interest in these operations to one of our strategic business partners. It is management's intention that this plan will be completed within approximately the next 12 months. The remaining

carrying value of long-lived assets within these operations and the loss from operations on an after-tax basis as of and for the 12-month period ending December 31, 1999, were approximately \$152 million and \$5 million, respectively.

The remainder of the \$813 million charges, approximately \$74 million, primarily related to the change in senior management and charges related to organizational changes within the Greater Europe, Latin America and Corporate segments. These charges were incurred during the fourth quarter of 1999.

In the second quarter of 1998, we recorded a nonrecurring charge primarily related to the impairment of certain assets in North America of \$25 million and Corporate of \$48 million.

In the second quarter of 1997, we recorded a nonrecurring charge of \$60 million related to enhancing manufacturing efficiencies in North America. Substantially all of the charges required as a result of these provisions have been realized as of December 31, 1999.

NOTE 16: OPERATING SEGMENTS

During the three years ended December 31, 1999, our Company's operating structure included the following operating segments: the North America Group (including The Minute Maid Company); the Africa Group; the Greater Europe Group; the Latin America Group; the Middle & Far East Group; and Corporate. The North America Group includes the United States and Canada.

SEGMENT PRODUCTS AND SERVICES

The business of our Company is nonalcoholic ready-to-drink beverages, principally soft drinks, but also a variety of noncarbonated beverages. Our operating segments derive substantially all their revenues from the manufacture and sale of beverage concentrates and syrups with the exception of Corporate, which derives its revenues primarily from the licensing of our brands in connection with merchandise.

METHOD OF DETERMINING SEGMENT PROFIT OR LOSS

Management evaluates the performance of its operating segments separately to individually monitor the different factors affecting financial performance. Segment profit or loss includes substantially all of the segment's costs of production, distribution and administration. Our Company manages income taxes on a global basis. Thus, we evaluate segment performance based on profit or loss before income taxes, exclusive of any significant gains or losses on the disposition of investments or other assets. Our Company typically manages and evaluates equity investments and related income on a segment level. However, we manage certain significant investments, such as our equity interests in Coca-Cola Enterprises, at the corporate level. We manage financial costs, such as exchange gains and losses and interest income and expense, on a global basis at the Corporate segment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS THE COCA-COLA COMPANY AND SUBSIDIARIES

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<TABLE>

Information about our Company's operations by operating segment is as follows (in millions):

<CAPTION>

| | North America | Africa | Greater Europe | Latin America | Middle & Far East | Corporate | Consolidated |
|----------------------------------|------------------|--------|-------------------|------------------|----------------------|-----------|--------------|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| 1999 | | | | | | | |
| Net operating revenues | \$ 7,521 | \$ 595 | \$ 4,550 | \$ 1,952 | \$ 5,027{1} | \$ 160 | \$ 19,805 |
| Operating income{2} | 1,399 | 162 | 1,011 | 789 | 1,027 | (406) | 3,982 |
| Interest income | | | | | | 260 | 260 |
| Interest expense | | | | | | 337 | 337 |
| Equity income (loss) | (5) | 2 | (97) | (6) | (68) | (10) | (184) |
| Identifiable operating assets | 4,100 | 396 | 2,034 | 1,937 | 3,062 | 3,302{3} | 14,831 |
| Investments{4} | 138 | 75 | 1,870 | 1,833 | 2,096 | 780 | 6,792 |
| Capital expenditures | 269 | 18 | 218 | 67 | 321 | 176 | 1,069 |
| Depreciation and amortization | 263 | 26 | 80 | 96 | 205 | 122 | 792 |
| Income before income taxes | 1,395 | 149 | 927 | 795 | 946 | (393) | 3,819 |
| 1998 | | | | | | | |
| Net operating revenues | \$ 6,915 | \$ 603 | \$ 4,834 | \$ 2,244 | \$ 4,040{1} | \$ 177 | \$ 18,813 |
| Operating income | 1,336{5} | 216 | 1,581 | 1,008 | 1,280 | (454){5} | 4,967 |
| Interest income | | | | | | 219 | 219 |
| Interest expense | | | | | | 277 | 277 |
| Equity income (loss) | (1) | 3 | (40) | 68 | (70) | 72 | 32 |
| Identifiable operating | | | | | | | |

| | | | | | | | |
|-------------------------------|-------|-----|-------|-------|-------|----------|--------|
| assets | 4,099 | 381 | 2,060 | 1,779 | 2,041 | 2,099{3} | 12,459 |
| Investments{4} | 141 | 73 | 2,010 | 1,629 | 2,218 | 615 | 6,686 |
| Capital expenditures | 274 | 19 | 216 | 72 | 107 | 175 | 863 |
| Depreciation and amortization | 231 | 23 | 92 | 93 | 118 | 88 | 645 |
| Income before income taxes | 1,344 | 209 | 1,498 | 1,085 | 1,214 | (152) | 5,198 |

| | | | | | | | |
|-------------------------------|----------|--------|----------|----------|----------|----------|-----------|
| 1997 | | | | | | | |
| Net operating revenues | \$ 6,443 | \$ 582 | \$ 5,395 | \$ 2,124 | \$ 4,110 | \$ 214 | \$ 18,868 |
| Operating income | 1,195{6} | 185 | 1,742 | 1,035 | 1,396 | (552) | 5,001 |
| Interest income | | | | | | 211 | 211 |
| Interest expense | | | | | | 258 | 258 |
| Equity income (loss) | (6) | 2 | (16) | 96 | 22 | 57 | 155 |
| Identifiable operating assets | 3,758 | 418 | 2,806 | 1,593 | 1,578 | 1,834{3} | 11,987 |
| Investments{4} | 138 | 48 | 1,041 | 1,461 | 2,006 | 200 | 4,894 |
| Capital expenditures | 261 | 17 | 327 | 78 | 196 | 214 | 1,093 |
| Depreciation and amortization | 197 | 22 | 123 | 99 | 106 | 79 | 626 |
| Income before income taxes | 1,193 | 178 | 1,725 | 1,137 | 1,398 | 424 | 6,055 |

Intercompany transfers between operating segments are not material. Certain prior year amounts have been reclassified to conform to the current year presentation.

<FN>

- {1} Japan revenues represent approximately 76 percent of total Middle & Far East operating segment revenues related to 1999 and 1998.
- {2} Operating income was reduced by \$34 million for North America, \$3 million for Africa, \$430 million for Greater Europe, \$35 million for Latin America, \$252 million for Middle & Far East and \$59 million for Corporate related to the other operating charges recorded in the fourth quarter of 1999.
- {3} Corporate identifiable operating assets are composed principally of marketable securities, finance subsidiary receivables, goodwill and other intangible assets and fixed assets.
- {4} Principally equity investments in bottling companies.
- {5} Operating income was reduced by \$25 million for North America and \$48 million for Corporate for provisions related to the impairment of certain assets.
- {6} Operating income for North America was reduced by \$60 million for provisions related to enhancing manufacturing efficiencies.

</FN>

</TABLE>

<TABLE>

<CAPTION>

| | | | | | | |
|-----------------------------------|---------------|--------|----------------|---------------|-------------------|--------------|
| Compound Growth Rates Ending 1999 | North America | Africa | Greater Europe | Latin America | Middle & Far East | Consolidated |
|-----------------------------------|---------------|--------|----------------|---------------|-------------------|--------------|

| | | | | | | |
|------------------------|-------|-------|--------|-------|--------|------|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| Net operating revenues | | | | | | |
| 5 years | 7.1% | 2.5% | (2.0)% | - | 8.2% | 4.0% |
| 10 years | 6.7% | 14.0% | 8.1% | 11.2% | 11.3% | 8.7% |
| Operating income | | | | | | |
| 5 years | 11.4% | (.4)% | (3.2)% | 1.9% | (1.5)% | 1.8% |
| 10 years | 11.2% | 7.2% | 4.5% | 13.4% | 6.5% | 8.6% |

</TABLE>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THE COCA-COLA COMPANY AND SUBSIDIARIES

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NET OPERATING REVENUES BY OPERATING SEGMENT {1}

[pie charts]

| | | | |
|-------------------------|------|------|------|
| Year Ended December 31, | 1999 | 1998 | 1997 |
| North America | 38% | 37% | 35% |
| Greater Europe | 23% | 26% | 29% |
| Latin America | 10% | 12% | 11% |
| Middle and Far East | 26% | 22% | 22% |
| Africa | 3% | 3% | 3% |

OPERATING INCOME BY OPERATING SEGMENT {1}

| Year Ended December 31, | 1999 | 1998 | 1997 |
|-------------------------|------|------|------|
| North America | 32% | 25% | 22% |
| Greater Europe | 23% | 29% | 31% |
| Latin America | 18% | 18% | 19% |
| Middle and Far East | 23% | 24% | 25% |
| Africa | 4% | 4% | 3% |

{1} Charts and percentages are calculated excluding Corporate

[pie charts]

NOTE 17: ACQUISITIONS AND INVESTMENTS

During 1999, the Company's acquisition and investment activity, which included the acquisition of beverage brands from Cadbury Schweppes plc in more than 160 countries around the world and investments in the bottling operations of Embotelladora Arica S.A., F&N Coca-Cola Pte Limited, and Coca-Cola West Japan Company, Ltd., totaled \$1.9 billion. During 1998 and 1997, the Company's acquisition and investment activity totaled \$1.4 billion and \$1.1 billion, respectively. None of the acquisitions and investment activity in 1998 and 1997 was individually significant.

The acquisitions and investments have been accounted for by the purchase method of accounting and, accordingly, their results have been included in the consolidated financial statements from their respective dates of acquisition. Had the results of these businesses been included in operations commencing with 1997, the reported results would not have been materially affected.

NOTE 18: SUBSEQUENT EVENTS

In the second half of 1999, we undertook a detailed review of each of our business functions. The purpose of this review was to determine the optimal organizational structure to serve the needs of our customers and consumers at the local level.

As a result of this review, in January 2000 we announced a major organizational realignment (the Realignment). The Realignment will reduce our workforce around the world while transferring responsibilities from our corporate headquarters to revenue-generating operating units. The intent of the Realignment is to effectively align our corporate resources, support systems and business culture to fully leverage the local capabilities of our system. Under the Realignment, approximately 6,000 positions worldwide, including employees of the Company, open positions and contract labor, will be eliminated. Of these identified positions, approximately 3,300 are based within the United States and approximately 2,700 are based outside of the United States. The entire reduction will take place during calendar year 2000.

Employees separating from our Company as a result of the Realignment will be offered severance packages which include both financial and nonfinancial components. Charges related to the Realignment will be recognized during calendar year 2000.

REPORT OF INDEPENDENT AUDITORS
THE COCA-COLA COMPANY AND SUBSIDIARIES

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BOARD OF DIRECTORS AND SHARE OWNERS
THE COCA-COLA COMPANY

We have audited the accompanying consolidated balance sheets of The Coca-Cola Company and subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of income, share-owners' equity, and cash flows for each of the three years in the period ended December 31, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Coca-Cola Company and subsidiaries at December 31, 1999 and 1998, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States.

Atlanta, Georgia
January 25, 2000

THE COCA-COLA COMPANY AND SUBSIDIARIES

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<TABLE>

QUARTERLY DATA (UNAUDITED)

(In millions except per share data)

<CAPTION>

| Year Ended December 31, | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | Full Year |
|--|------------------|-------------------|------------------|-------------------|--------------|
| <S> | <C> | <C> | <C> | <C> | <C> |
| 1999 | | | | | |
| Net operating revenues | \$ 4,400 | \$ 5,335 | \$ 5,139 | \$ 4,931 | \$ 19,805 |
| Gross profit | 3,097 | 3,743 | 3,489 | 3,467 | 13,796 |
| Net income (loss) | 747 | 942 | 787 | (45) | 2,431 |
| Basic net income (loss) per share | .30 | .38 | .32 | (.02) | .98 |
| Diluted net income (loss) per share | .30 | .38 | .32 | (.02) | .98 |
| 1998 | | | | | |
| Net operating revenues | \$ 4,457 | \$ 5,151 | \$ 4,747 | \$ 4,458 | \$ 18,813 |
| Gross profit | 3,139 | 3,652 | 3,301 | 3,159 | 13,251 |
| Net income | 857 | 1,191 | 888 | 597 | 3,533 |
| Basic net income per share | .35 | .48 | .36 | .24 | 1.43 |
| Diluted net income per share | .34 | .48 | .36 | .24 | 1.42 |

</TABLE>

The fourth quarter of 1999 includes provisions of \$813 million (\$.31 per share after income taxes, basic and diluted) recorded in other operating charges, primarily relating to the impairment of certain bottling, manufacturing and intangible assets. For a more complete discussion of these provisions, refer to Note 15 in our Consolidated Financial Statements.

The second quarter of 1998 includes a gain of approximately \$191 million (\$.03 per share after income taxes, basic and diluted) on the sale of our previously consolidated bottling and canning operations in Italy in June 1998. The second quarter of 1998 also includes provisions of \$73 million (\$.02 per share after income taxes, basic and diluted) related to the impairment of certain assets in North America and Corporate.

The third quarter of 1998 includes a noncash gain on the issuance of stock by CCEAG of approximately \$27 million (\$.01 per share after income taxes, basic and diluted).

STOCK PRICES

Below are the New York Stock Exchange high, low and closing prices of The Coca-Cola Company's stock for each quarter of 1999 and 1998.

<TABLE>

<CAPTION>

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|-------|------------------|-------------------|------------------|-------------------|
| <S> | <C> | <C> | <C> | <C> |
| 1999 | | | | |
| High | \$ 70.38 | \$ 70.88 | \$ 65.50 | \$ 69.00 |
| Low | 59.56 | 57.63 | 47.94 | 47.31 |
| Close | 61.38 | 62.00 | 48.25 | 58.25 |
| 1998 | | | | |
| High | \$ 79.31 | \$ 86.81 | \$ 88.94 | \$ 75.44 |
| Low | 62.25 | 71.88 | 53.63 | 55.38 |
| Close | 77.44 | 85.50 | 57.63 | 67.00 |

</TABLE>

SHARE-OWNER INFORMATION

COMMON STOCK

Ticker symbol: KO

The Coca-Cola Company is one of 30 companies in the Dow Jones Industrial Average.

Share owners of record at year end: 394,603

Shares outstanding at year end: 2.47 billion

STOCK EXCHANGES

INSIDE THE UNITED STATES:

Common stock listed and traded: New York Stock Exchange, the principal market for our common stock.

Common stock traded: Boston, Chicago, Cincinnati, Pacific and Philadelphia stock exchanges.

OUTSIDE THE UNITED STATES:

Common stock listed and traded: The German exchange in Frankfurt and the Swiss exchange in Zurich.

DIVIDENDS

At its February 2000 meeting, our Board increased our quarterly dividend to 17 cents per share, equivalent to an annual dividend of 68 cents per share. The Company has increased dividends each of the last 38 years.

The Coca-Cola Company normally pays dividends four times a year, usually on April 1, July 1, October 1 and December 15. The Company has paid 315 consecutive quarterly dividends, beginning in 1920.

SHARE-OWNER ACCOUNT ASSISTANCE

For address changes, dividend checks, direct deposit of dividends, account consolidation, registration changes, lost stock certificates, stock holdings and the Dividend and Cash Investment Plan, please contact:

Registrar and Transfer Agent

First Chicago Trust Company, a division of EquiServe

P.O. Box 2500

Jersey City, NJ 07303-2500

Toll-free: (888) COKESHR (265-3747)

For hearing impaired: (201) 222-4955

E-mail: fctc_cocacola@equiserve.com

Internet: www.equiserve.com

DIVIDEND AND CASH INVESTMENT PLAN

The Dividend and Cash Investment plan permits share owners of record to reinvest dividends from Company stock in shares of The Coca-Cola Company. The Plan provides a convenient, economical and systematic method of acquiring additional shares of our common stock. All share owners of record are eligible to participate. Share owners also may purchase Company stock through voluntary cash investments of up to \$125,000 per year.

At year end, 74 percent of the Company's share owners of record were participants in the Plan. In 1999, share owners invested \$40 million in dividends and \$78 million in cash in the Plan.

If your shares are held in street name by your broker and you are interested in participating in the Dividend and Cash Investment Plan, you may have your broker transfer the shares to First Chicago Trust Company, a division of EquiServe, electronically through the Direct Registration System.

For more details on the Dividend and Cash Investment Plan, please contact the Plan Administrator, First Chicago Trust Company, a division of EquiServe, or visit the investor section of our Company's Web site, www.thecoca-colacompany.com, for more information.

SHARE-OWNER INTERNET ACCOUNT ACCESS

Share owners of record may access their accounts via the Internet to obtain share balance, current market price of shares, historical stock prices and the total value of their investment. In addition, they may sell or request issuance of Dividend and Cash Investment Plan shares.

For information on how to access this secure site, please call First Chicago Trust Company, a division of EquiServe, toll-free at (877) 843-9327. For share owners of record outside North America, please call (201) 536-8071.

ANNUAL MEETING OF SHARE OWNERS

April 19, 2000 at 9 a.m. local time

The Playhouse Theatre

DuPont Building

10th and Market Streets

Wilmington, Delaware

CORPORATE OFFICES

The Coca-Cola Company

One Coca-Cola Plaza
Atlanta, Georgia 30313

INSTITUTIONAL INVESTOR INQUIRIES
(404) 676-5766

INFORMATION RESOURCES
INTERNET SITE
You can find our stock price, news and earnings releases, and more financial information about our Company on our Web site, www.thecoca-colacompany.com.

PUBLICATIONS
The Company's Annual Report, Proxy Statement, Form 10-K and Form 10-Q reports are available free of charge upon request from our Industry & Consumer Affairs Department at the Company's corporate address, listed above.

HOTLINE
The Company's hotline (800) INVSTKO (468-7856), offers taped highlights from the most recent quarter and may be used to request the most recent quarterly results news release.

AUDIO ANNUAL REPORT
An audiocassette version of this report is available without charge as a service to the visually impaired. To receive a copy, please contact our Industry & Consumer Affairs Department at (800) 571-2653.

DUPLICATE MAILINGS
If you are receiving duplicate or unwanted copies of our publications, please contact First Chicago Trust Company, a division of EquiServe, at (888) COKESHR (265-3747).

GLOSSARY

[Following are certain definitions extracted from page 69.]

DIVIDEND PAYOUT RATIO: Calculated by dividing cash dividends on common stock by net income available to common share owners.

ECONOMIC PROFIT: Income from continuing operations, after giving effect to taxes and excluding the effects of interest, in excess of a computed capital charge for average operating capital employed.

FREE CASH FLOW: Cash provided by operations less cash used in business reinvestment. The Company uses free cash flow along with borrowings to pay dividends, make share repurchases and make acquisitions.

INTEREST COVERAGE RATIO: Income before taxes, excluding unusual items, plus interest expense divided by the sum of interest expense and capitalized interest.

NET CAPITAL: Calculated by adding share-owners' equity to net debt.

NET DEBT: Calculated by subtracting from debt the sum of cash, cash equivalents, marketable securities and certain temporary bottling investments, less the amount of cash determined to be necessary for operations.

RETURN ON CAPITAL: Calculated by dividing income from continuing operations -- before changes in accounting principles, adding back interest expense -- by average total capital.

RETURN ON COMMON EQUITY: Calculated by dividing income from continuing operations -- before changes in accounting principles, less preferred stock dividends -- by average common share-owners' equity.

TOTAL CAPITAL: Equals share-owners' equity plus interest-bearing debt.

TOTAL MARKET VALUE OF COMMON STOCK: Stock price at year end multiplied by the number of shares outstanding at year end.

EXHIBIT 21.1

<TABLE>

SUBSIDIARIES OF THE COCA-COLA COMPANY
AS OF DECEMBER 31, 1999

<CAPTION>

| | ORGANIZED UNDER LAWS OF: | PERCENTAGES OF VOTING POWER |
|---|--------------------------------|-----------------------------------|
| | ----- | ----- |
| <S> | <C> | <C> |
| The Coca-Cola Company Subsidiaries: | Delaware | |
| Barq's, Inc. | Mississippi | 100 |
| Bottling Investments Corporation | Delaware | 100 |
| ACCBC Holding Company | Georgia | 100 |
| Caribbean International Sales Corporation, Inc. | Nevada | 100 |
| Caribbean Refrescos, Inc. | Delaware | 100 |
| CRI Financial Corporation, Inc. | Delaware | 100 |
| F&N Coca-Cola PTE Ltd. | Singapore | 100 |
| Coca-Cola Indochina Pte. Ltd. | Singapore | 100 |
| Coca-Cola Oasis | Delaware | 100 |
| Carolina Coca-Cola Bottling Investments, Inc. | Delaware | 100 |
| Coca-Cola Financial Corporation | Delaware | 100 |
| Coca-Cola Interamerican Corporation | Delaware | 100 |
| Montevideo Refrescos, S.A. | Uruguay | 64.59 |
| Coca-Cola Refreshment Products Ltd. | Japan | 100 |
| Coca-Cola South Asia Holdings, Inc. | Delaware | 100 |
| Coca-Cola (China) Beverages Limited | China | 100 |
| Coca-Cola India Limited | India | 100 |
| Coca-Cola (Thailand) Limited | Thailand | 100 |
| Coca-Cola Tea Products | Japan | 100 |
| CTI Holdings, Inc. | Delaware | 100 |
| 55th & 5th Avenue Corporation | New York | 100 |
| The Coca-Cola Export Corporation | Delaware | 100 |
| Atlantic Industries | Cayman Islands | 100 |
| Coca-Cola Holdings (Middle East and North Africa) E.C. | Bahrain | 100 |
| Coca-Cola National Vending Company, Limited | Japan | 100 |
| Schweppes Namibia (Prop) Ltd. | Namibia | 100 |
| Barlan, Inc. | Delaware | 100 |
| Varoise de Concentres S.A. | France | 100 |
| Coca-Cola G.m.b.H. | Germany | 100 |
| Hindustan Coca-Cola Beverages Pvt. Ltd. | India | 100 |
| Hindustan Coca-Cola Holding Pvt. Ltd. | India | 100 |
| Coca-Cola St. Petersburg Management S.A. Coca-Cola Financial Services N.V. | Russia | 100 |
| Belgium | Belgium | 99.20 |
| Beverage Brands, S.A. | Peru | 100 |
| Corporacion Inca Kola | Peru | 99.99 |
| Beverage Products, Ltd. | Delaware | 100 |
| Coca-Cola Cannery of Southern Africa (Pty) Limited | South Africa | 51.55 |
| Coca-Cola China Limited | Hong Kong | 100 |
| Coca-Cola de Argentina S.A. | Argentina | 100 |
| Coca-Cola de Chile S.A. | Chile | 100 |
| Coca-Cola de Colombia, S.A. | Colombia | 100 |
| Coca-Cola Ges.m.b.H. | Austria | 100 |
| Coca-Cola Industrias Ltda. | Brazil | 100 |
| Recofarma Industria do Amazonas Ltda. | Brazil | 100 |
| Coca-Cola Ltd. | Canada | 100 |
| The Minute Maid Company Canada Inc. | Canada | 100 |

</TABLE>

EXHIBIT 21.1

<TABLE>

SUBSIDIARIES OF THE COCA-COLA COMPANY
AS OF DECEMBER 31, 1999

<CAPTION>

| | ORGANIZED UNDER LAWS OF: | PERCENTAGES OF VOTING POWER |
|------------------------------------|--------------------------------|-----------------------------------|
| | ----- | ----- |
| <S> | <C> | <C> |
| continued from page 1 | | |
| ----- | | |
| Coca-Cola (Japan) Company, Limited | Japan | 100 |
| Coca-Cola Korea Company, Limited | Korea | 100 |

| | | |
|---|-------------------------|-------|
| Coca-Cola Nigeria Limited | Nigeria | 100 |
| Coca-Cola Overseas Parent Limited | Delaware | 100 |
| Coca-Cola Holdings (Overseas) Limited | Delaware & Australia | 100 |
| Coca-Cola Beverages plc | Great Britain | 50.52 |
| Coca-Cola Southern Africa (Pty) Limited | South Africa | 100 |
| Conco Limited | Cayman Islands | 100 |
| Coca-Cola Refreshments Moscow | Russia | 100 |
| International Beverages | Ireland | 100 |
| Minute Maid SA | Switzerland | 100 |
| Refreshment Product Services, Inc. | Delaware | 100 |
| Coca-Cola Holdings (Nederland) B.V. | Netherlands | 100 |
| Coca-Cola Holdings (United Kingdom) Limited | England and Wales | 100 |
| Beverage Services Ltd. | England and Wales | 100 |
| Coca-Cola Italia SRL | Italy | 100 |
| Coca-Cola Hungary Services, Ltd. | Hungary | 90 |
| Coca-Cola Norge A/S | Norway | 100 |
| Coca-Cola NNED Branch - CC Norge | Norway | 100 |
| Coca-Cola Mesrubat Pazarlama ve Danismanlik Hizmetleri A.S. | Turkey | 100 |
| Coca-Cola South Pacific Pty. Limited | Australia | 100 |
| LLC Star Service | Russia | 100 |
| Refrescos Envasados S.A. | Spain | 100 |
| Compania de Servicios de Bebidas Refreshcantes SLR | Spain | 99.99 |
| The Inmex Corporation | Florida | 100 |
| Servicios Integrados de Administracion y Alta Gerencia, S.A. de C.V. | Mexico | 100 |
| Star Bottling Limited | United Kingdom | 100 |
| SA Coca-Cola Services NV | Belgium | 100 |

</TABLE>

Other subsidiaries whose combined size is not significant:

11 domestic wholly owned subsidiaries consolidated
101 foreign wholly owned subsidiaries consolidated
10 foreign majority-owned subsidiaries consolidated

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Annual Report on Form 10-K of The Coca-Cola Company of our report dated January 25, 2000, included in the 1999 Annual Report to Share Owners of The Coca-Cola Company.

Our audits also included the financial statement schedule of The Coca-Cola Company listed in Item 14(a). This schedule is the responsibility of The Coca-Cola Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, with respect to which the date is January 25, 2000, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also consent to the incorporation by reference in the registration statements and related prospectuses of The Coca-Cola Company listed below of our report dated January 25, 2000 with respect to the consolidated financial statements of The Coca-Cola Company incorporated herein by reference, and our report included in the preceding paragraph with respect to the financial statement schedule included in this Annual Report on Form 10-K for the year ended December 31, 1999:

1. Registration Statement Number 2-58584 on Form S-8
2. Registration Statement Number 2-79973 on Form S-3
3. Registration Statement Number 2-88085 on Form S-8
4. Registration Statement Number 2-98787 on Form S-3
5. Registration Statement Number 33-21529 on Form S-8
6. Registration Statement Number 33-21530 on Form S-3
7. Registration Statement Number 33-26251 on Form S-8
8. Registration Statement Number 33-39840 on Form S-8
9. Registration Statement Number 33-45763 on Form S-3
10. Registration Statement Number 33-50743 on Form S-3
11. Registration Statement Number 33-61531 on Form S-3
12. Registration Statement Number 333-27607 on Form S-8
13. Registration Statement Number 333-78763 on Form S-8

ERNST & YOUNG LLP

Atlanta, Georgia
March 6, 2000

EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of The Coca-Cola Company (the "Company"), do hereby appoint JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Douglas N. Daft
Chairman of the Board,
Chief Executive Officer and Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Gary P. Fayard
Senior Vice President
and Chief Financial Officer
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, CONNIE D. MCDANIEL, Vice President and Controller of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Connie D. McDaniel
Vice President and Controller
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, HERBERT A. ALLEN, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Herbert A. Allen
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, RONALD W. ALLEN, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Ronald W. Allen
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, CATHLEEN P. BLACK, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Cathleen P. Black
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, WARREN E. BUFFETT, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Warren E. Buffett
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, SUSAN B. KING, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Susan B. King
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, DONALD F. MCHENRY, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be

filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Donald F. McHenry
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, SAM NUNN, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Sam Nunn
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, PAUL F. OREFFICE, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ Paul F. Oreffice
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, JAMES D. ROBINSON III, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year

ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ James D. Robinson III
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, PETER V. UEBERROTH, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/Peter V. Ueberroth
Director
The Coca-Cola Company

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS THAT I, JAMES B. WILLIAMS, a Director of The Coca-Cola Company (the "Company"), do hereby appoint DOUGLAS N. DAFT, Chairman of the Board, Chief Executive Officer and a Director of the Company, JACK L. STAHL, President and Chief Operating Officer of the Company, GARY P. FAYARD, Senior Vice President and Chief Financial Officer of the Company, JOSEPH R. GLADDEN, JR., Executive Vice President and General Counsel of the Company, SUSAN E. SHAW, Secretary of the Company, and CAROL C. HAYES, Assistant Secretary of the Company, or any one of them, my true and lawful attorneys-in-fact for me and in my name for the purpose of executing on my behalf in any and all capacities the Company's Annual Report for the year ended December 31, 1999 on Form 10-K, or any amendment or supplement thereto, and causing such Annual Report or any such amendment or supplement to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February 2000.

/s/ James B. Williams
Director
The Coca-Cola Company

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THIS FINANCIAL DATA SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF THE COCA-COLA COMPANY FOR THE YEAR ENDED DECEMBER 31, 1999, AS SET FORTH IN ITS FORM 10-K FOR SUCH YEAR, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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CAUTIONARY STATEMENT RELATIVE TO FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of the Company. The Company and its representatives may from time to time make written or verbal forward-looking statements, including statements contained in the Company's filings with the Securities and Exchange Commission and in its reports to share owners. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "will" and similar expressions identify forward-looking statements. All statements which address operating performance, events or developments that the Company expects or anticipates will occur in the future, including statements relating to volume growth, share of sales and earnings per share growth, statements expressing general optimism about future operating results and non-historical Year 2000 information, are forward-looking statements within the meaning of the Act. The forward-looking statements are and will be based on management's then current views and assumptions regarding future events and operating performance, and speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following are some of the factors that could affect the Company's financial performance or could cause actual results to differ materially from estimates contained in or underlying the Company's forward-looking statements:

- -- The Company's ability to generate sufficient cash flows to support capital expansion plans, share repurchase programs and general operating activities.
- -- Competitive product and pricing pressures and the Company's ability to gain or maintain share of sales in the global market as a result of actions by competitors. While the Company believes its opportunities for sustained, profitable growth are considerable, unanticipated actions of competitors could impact its earnings, share of sales and volume growth.
- -- Changes in laws and regulations, including changes in accounting standards, taxation requirements (including tax rate changes, new tax laws and revised tax law interpretations) and environmental laws in domestic or foreign jurisdictions.
- -- Fluctuations in the cost and availability of raw materials and the ability to maintain favorable supplier arrangements and relationships.
- -- The Company's ability to achieve earnings forecasts, which are generated based on projected volumes and sales of many product types, some of which are more profitable than others. There can be no assurance that the Company will achieve the projected level or mix of product sales.
- -- Interest rate fluctuations and other capital market conditions, including foreign currency rate fluctuations. Most of the Company's exposures to capital markets, including interest and foreign currency, are managed on a consolidated basis, which allows the Company to net certain exposures and, thus, take advantage of any natural offsets. The Company uses derivative financial instruments to reduce its net exposure to financial risks. There can be no assurance, however, that the Company's financial risk management program will be successful in reducing foreign currency exposures.
- -- Economic and political conditions in international markets, including civil unrest, governmental changes and restrictions on the ability to transfer capital across borders.
- -- The Company's ability to penetrate developing and emerging markets, which also depends on economic and political conditions, and how well the Company is able to acquire or form strategic business alliances with local bottlers and make necessary infrastructure enhancements to production facilities, distribution networks, sales

equipment and technology. Moreover, the supply of products in developing markets must match the customers' demand for those products, and due to product price and cultural differences, there can be no assurance of product acceptance in any particular market.

- -- The effectiveness of the Company's advertising, marketing and promotional programs.
- -- The uncertainties of litigation, as well as other risks and uncertainties detailed from time to time in the Company's Securities and Exchange Commission filings.
- -- Adverse weather conditions, which could reduce demand for Company products.
- -- The Company's ability and the ability of its key business partners (critically important bottlers, customers, suppliers, vendors and public entities such as government regulatory agencies, utilities, financial entities and others) and other third parties to replace, modify or upgrade computer systems in ways that adequately address the Year 2000 problem. Given the numerous and significant uncertainties involved, there can be no assurance that Year 2000 related estimates and anticipated results will be achieved, and actual results could differ materially. Specific factors that might cause such material differences include, but are not limited to, the ability to identify and correct all relevant computer codes and embedded chips, unanticipated difficulties or delays in the implementation of Year 2000 project plans and the ability of third parties to adequately address their own Year 2000 issues.
- -- The Company's ability to resolve issues relating to introduction of the European Union's common currency (the Euro) in a timely fashion.

The foregoing list of important factors is not exclusive.