



## **Cautionary Statement**

### FORWARD-LOOKING STATEMENTS

This presentation contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934 as amended. These forward-looking statements relate to Coca-Cola FEMSA, S.A. de C.V. and subsidiaries ("KOF") and their businesses, and are based on KOF management's current expectations regarding KOF and its businesses. Recipients are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside KOF's control, that could cause actual results of KOF and its businesses to differ materially from such statements. KOF is under no obligation, and expressly disclaims any intention or obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise. The proposed transaction, the financial condition and results of the combined company will be subject to numerous risks and contingencies, including the receipt of financing and regulatory approvals, the ability to realize synergies and successfully integrate operations.

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### ADDITIONAL INFORMATION AND WHERE TO FIND IT

Documents filed by KOF are available at the Securities and Exchange Commission's public reference room located at 450 Fifth Street, N.W., Washington, D.C. 20594. Investors and security holders may call the Commission at 1-800-SEC-0330 for further information on the public reference room. Free copies of all of KOF's filings with the Commission may also be obtained by directing a request to:

### **COCA-COLA FEMSA**

Guillermo González Camarena No. 600, Col. Centro de Ciudad Santa Fé 01210, México D.F., México

Investor Relations

Alfredo Fernandez / (52) 55 5081 51 20 / alfredo.fernandez@kof.com.mx Julieta Naranjo / (52) 55 5081 51 48 / julieta.naranjo@kof.com.mx

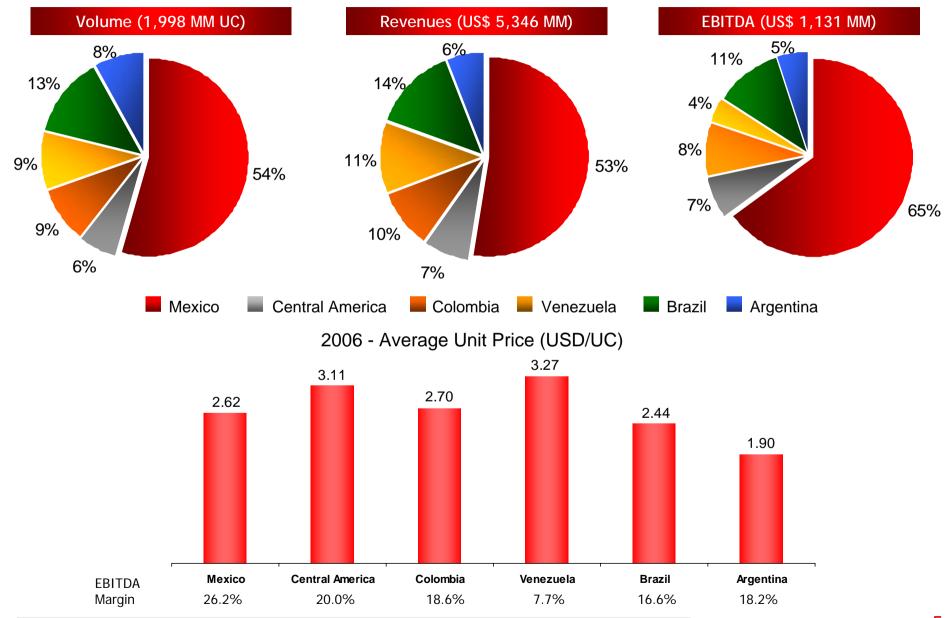
## **KOF Overview**



### **KOF – Evolution 2002 to 2006**

	2002	2006	<u>D 02-06</u>
Volume (MM CU)	620	1,998	+ 222%
Revenues (MM US\$)	1,685	5,346	+ 217%
Assets (MM US\$)	1,546	6,947	+ 349%
Plants (No.)	9	31	+ 22
Distribution Centers (No.)	56	206	+ 150
Population (MM)	41	184	+ 349%
Retailers (Thousands)	568	1,547	+ 172%
Employees <sup>(1)</sup> (Thousands)	14.5	56.7	+ 291%

### **KOF - 2006**



### **Strong EBITDA generation**

A clear sign of our superior track record is our EBITDA growth during the last 10 years.....

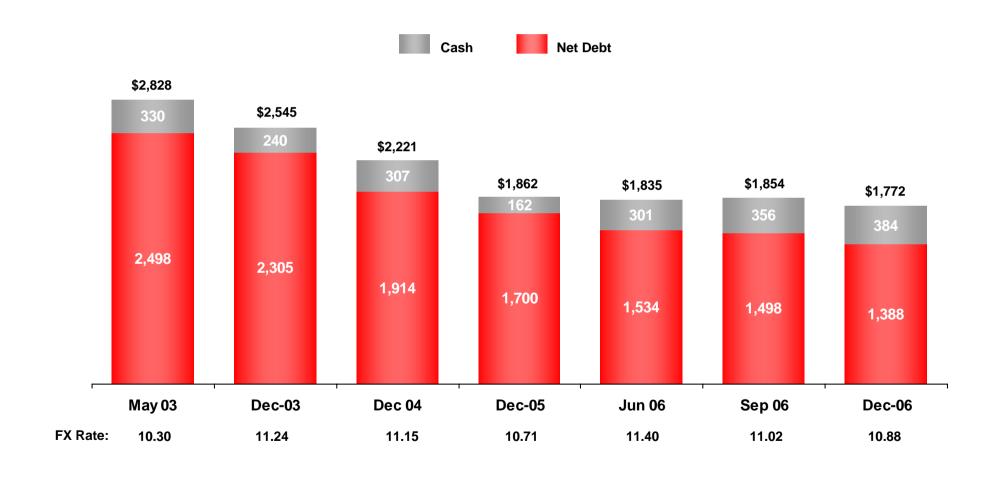


Financial information in nominal terms translated into US Dollars using the end of period exchange rate of each year.

1997 1998 1999 2000 2001 2002 2004 2005 2006 FX Rate 8.05 9.88 9.50 9.61 9.18 10.46 11.24 11.15 10.71 10.79

### **Significant Debt Reduction**

...allowing us to reduce US\$ 1.1 billion of net debt since the acquisition of Panamco.

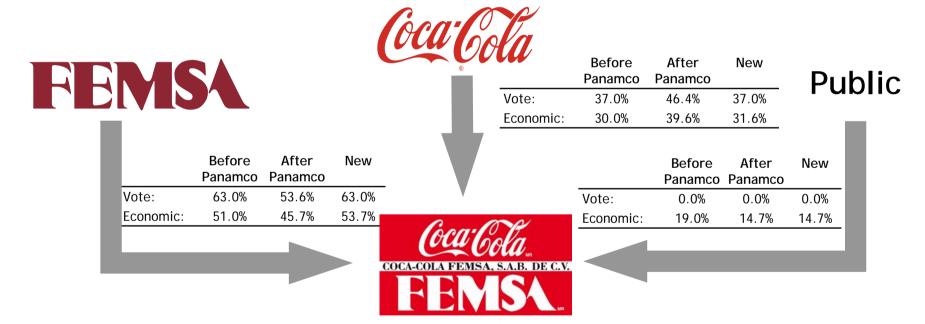


## **Recent Events**



### **Recent Events**

- On November third of 2006, FEMSA acquired a package of 148,000,000 series "D" stock of KOF that was owned by TCCC, this stock package represents 8.02% of KOF's Capital<sup>(1)</sup>
- KOF is strategically important for the Coca Cola System (the second largest bottler)



<sup>(1)</sup> Price of US\$2.88 per share giving an aggregate value of US\$427.4 million

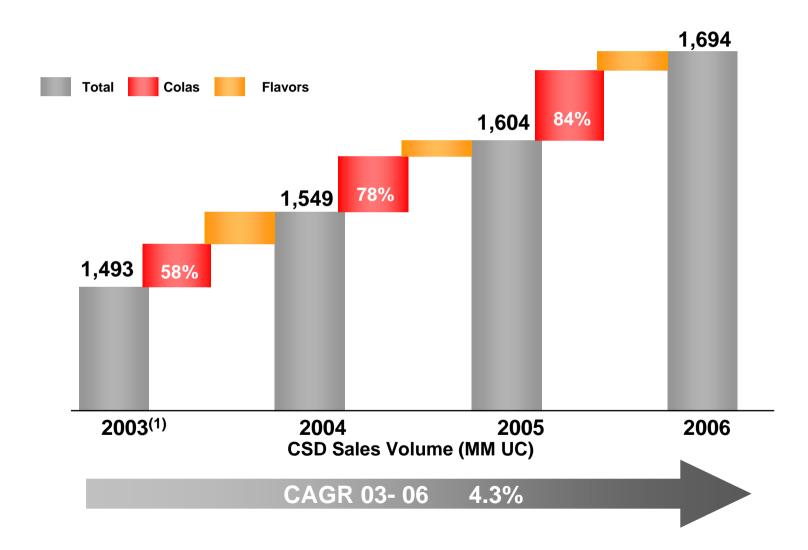
## **Providing Attractive Growth Opportunities...**

 The Coca-Cola Company will provide additional marketing support for the carbonated and non-carbonated beverage portfolio

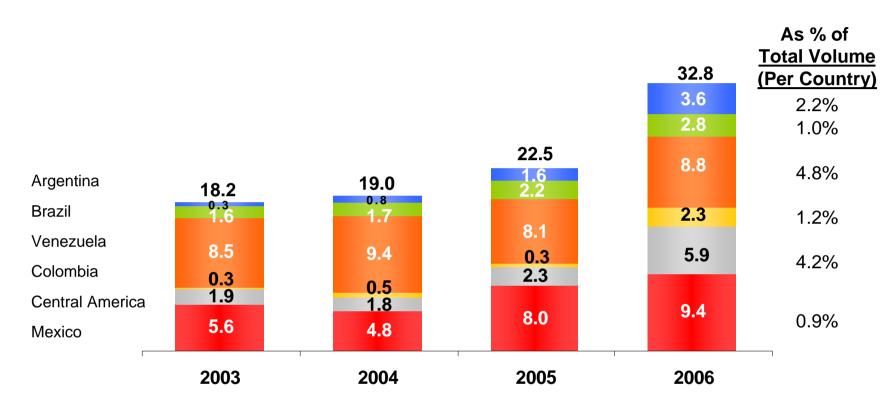
- A new business model in the noncarbonated beverages segment
- Potential expansion of our footprint within Latin America and in other markets



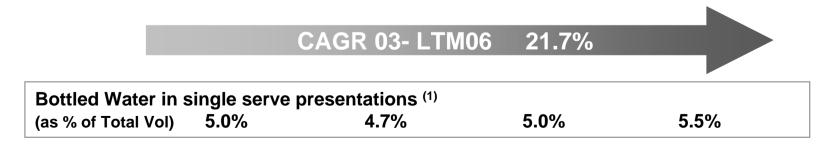
### ... with Strong Volume Growth in the CSD Beverage Segment...



# ... and with ample opportunities in the Non-carb Beverage Segment...



Non-carb Beverages Sales Volume (mm UC) (1)



# ...customizing our product portfolio of non-carbs to each market



# **Jugos del Valle Transaction**



## **Transaction Summary**

- Coca-Cola FEMSA ("KOF") and The Coca-Cola Company ("KO") will offer to acquire up to 100% shares of Jugos del Valle for 100% cash consideration
- Total transaction value: US\$ 470 MM
  - Equity Value: US\$ 380 MM
  - > Net Debt: US\$ 90 MM debt
- The final price to be paid will be based on the actual level of debt, net working capital and other liabilities on the date the tender offer is launched
- The transaction value implies multiples of:
  - ➤ LTM September 2006 Estimated Volume: US\$4.2 per unit case
  - > LTM September 2006 Revenues:1.1 X
- The acquisition is subject to customary regulatory approvals.

## **Initial Ownership Structure**

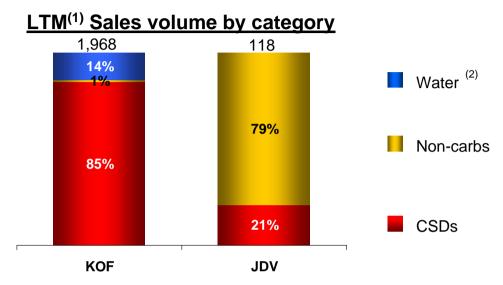


 Eventually, rest of Coca-Cola system in Mexico and Brazil will be invited to participate under the same basic terms and conditions, in each of joint venture's territories as shareholders of the JV, reducing KOF's ownership

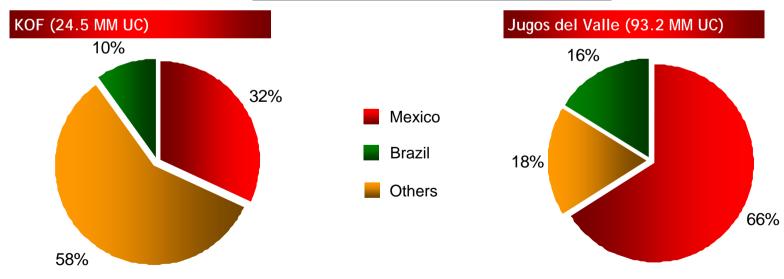
### **Transaction Rationale**

- Increases importantly the Coca-Cola system presence in the fast-growing non-carbonated beverage (NCB) segment in Mexico and Brazil; transaction will also allow KOF to consolidate presence as leader in NCB segment across its territories.
- Initially the acquisition price will be split between KOF and KO
- Leverages Coca-Cola system's distribution network in Mexico and Brazil
- Improves distribution coverage, potentially reaching 575,000 and 100,000 points of sale in Mexico and in Brazil, respectively, from 395,000 and 54,000 points of sale today
- Provides opportunity to increase current volumes by integrating KOF's product/package portfolio initiatives into joint venture
- Offers ability to increase top line and capture synergies across value chain

## **Jugos Del Valle - Volume Composition**



NCBs<sup>(3)</sup> LTM Sales volume by territory



<sup>(1)</sup> Source companies filings. Last twelve months information as of June 2006

Includes jug water volumes.

<sup>(3)</sup> Excludes bottled water volumes

# Jugos del Valle: an important player in the non-carbonated beverage segment in Latin America

Main markets: Mexico, Brazil and USA

LTM 06 Revenues<sup>(1)</sup>: US\$ 442.4 MM

LTM 06 Sales Volume<sup>(1)</sup>: 118 MM UC

 Main products: fruit juices and nectars, fruit flavor beverages, CSDs, fruit pulp-based beverages and fruit concentrates

### **Mexico**

Revenues LTM 06: US\$ 313.7 MM Sales Volume LTM 06: 86.4 MM UC Market Position: #2 in the package

juice segment

Plants: 7

Distribution Centers: 26 Points of sale: 395,000

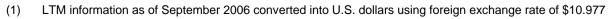
### <u>Brazil</u>

Revenues LTM 06: US\$ 64.5 MM Sales Volume LTM 06: 15.0 MM UC Market Position: #1 in the package

juice segment

Plants: 1

Distribution Centers: 2 Points of sale: 54,000



<sup>(2)</sup> Source: company filings

### **Backs**

### Coca-Cola FEMSA In Mexican constant pesos as of the end of each period 1997 1998 2002 2003 2004 1999 2000 2001 2005 2006 Operating Income 1,210 1,591 2,051 2,940 3,796 4,440 6,707 7,702 8,683 9,456 Depreciation 266 336 551 823 763 558 966 1,237 1,308 1,504 Amortization & others 375 483 474 532 449 417 663 1,081 1,219 1,259 **EBITDA** 11,211 12,219 1,958 3,133 4,212 4,933 5,415 2,401 8,336 10,020 Fx Rate (Pesos per US 8.050 9.881 9.495 9.610 9.180 10.459 11.235 11.146 10.711 10.800 In US\$ million 1997 1998 1999 2000 2001 2002 2003 2004 2005 2006 Operating Income 161 216 306 414 425 597 691 811 876 150 Depreciation 58 53 33 34 86 83 86 111 122 139 Amortization & others 60 48 56 47 40 59 97 114 41 117 **EBITDA** 243 243 330 438 537 518 742 899 1,047 1,131

## Backs (cont'd)

### Jugos del Valle

	LTM
In Million Constant Mexican Pesos as of	Sept06 <sup>(1)</sup>
Revenues	4,856
Operating Income	20.0
Depreciation & amort	149.3
Adjustments	67.9
EBITDA	237.2
	LTM
In US\$ million	SEPT06 <sup>(1)</sup>
Revenues	442.4
Operating Income	1.8
Depreciation & amort	13.6
Adjustments	6.2
EBITDA	21.6

