

Supplementary prospectus number 3 dated 20 May 2010 to the Base Prospectus dated 2 June 2009



## **COCA-COLA HBC FINANCE B.V.**

*(a private limited liability company incorporated in The Netherlands)*

Guaranteed by

## **COCA-COLA HELLENIC BOTTLING COMPANY S.A.**

*(incorporated with limited liability in the Hellenic Republic)*

**€2,000,000,000**

## **Euro Medium Term Note Programme**

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Supplementary prospectus incorporating by reference the press release dated 29 April 2010 (the "Press Release") relating to the results of Coca-Cola Hellenic Bottling Company S.A. for the three months ended 2 April 2010.

This supplementary prospectus (the "**Supplementary Prospectus**", which definition shall also include all information incorporated by reference herein) has been prepared for use in connection with the €2,000,000,000 Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €2,000,000,000 in aggregate principal amount of notes (the "**Notes**") guaranteed by Coca-Cola Hellenic Bottling Company S.A. (the "**Guarantor**") established by Coca-Cola HBC Finance B.V. (the "**Issuer**"). A base prospectus dated 2 June 2009 (the "**Base Prospectus**") has been prepared by the Issuer and approved as a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") by the United Kingdom Financial Services Authority (the "**FSA**") which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom, for use in connection with the issue of Notes under the Programme. This Supplementary Prospectus supplements, updates and forms part of the Base Prospectus, and should be read and construed in conjunction therewith, together with any other supplement to the Base Prospectus issued by the Issuer. This Supplementary Prospectus has been approved by the FSA as a supplement to the Base Prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meanings when used in this Supplementary Prospectus.

The Press Release has been previously published or is published simultaneously with this Supplementary Prospectus, and has been approved by the FSA or filed with it. With effect from the date of this Supplementary Prospectus, the Press Release shall be deemed to be incorporated in, and to form part of, this Supplementary Prospectus and the Base Prospectus, except that:

- 1 the following wording contained in the third paragraph of the quote on page one of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"Our focus on cash flows continues to yield results for our business, while ongoing financial discipline is expected to support profitability over the balance of the year. While we expect the pace of recovery across our markets to be uneven, we remain confident in our ability to effectively execute our strategy in the market place for long-term growth."

- 2 the following wording contained in the fifth paragraph of page 2 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"...that we expect will support the long term competitiveness and efficiency of our operations."

- 3 the following wording contained in the sixth paragraph of page 2 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"The roll-out of SAP is a multi-year project and is expected to offer us enduring competitive advantages by facilitating closer functional integration, enhance our commercial capabilities and improve overall customer service levels."

- 4 the following wording contained in the second bullet point of page 3 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"We expect the trading environment in Greece to remain highly challenging throughout 2010 with declining real wages and high unemployment expected to impede spending in the non-alcoholic ready-to-drink category."

- 5 the following wording contained in the third bullet point of page 3 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"As a result of this predominately timing-related volume impact, we expect our performance in the country to normalise through the balance of year."

- 6 the following wording contained in the fourth bullet point of page 4 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"With economic forecasts for further GDP contraction in 2010 in Hungary and unemployment remaining at high levels, we expect trading conditions to remain challenging."

- 7 the following wording contained in the first paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"With the underlying health of economies across our country portfolio varying, we expect that the timing and degree of economic recovery will differ across our markets. While consensus estimates that indicate economic growth may return in many European countries in 2010, we expect growth in the non-alcoholic ready-to-drink category to lag this GDP growth. Although we are encouraged by some early signs of economic stabilisation in a few of our markets, we still expect our overall trading performance over the next few quarters to be impacted by high prevailing unemployment levels and low consumer confidence in some of our key countries".

- 8 the following wording contained in the first paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"As communicated previously, based on anticipated economic developments across our territory, we expect our volume and comparable operating profit results to be more weighted towards the second half of the year."

- 9 the following wording contained in the second paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"Our focus on effective brand marketing, promotional programmes and the quality outlet execution will continue to support our goal of achieving further share gains in the non-alcoholic ready-to-drink beverage category."

- 10 the following wording contained in the second paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"In particular, we plan to roll-out the SAP 'Wave 2' technology in other Group countries, which is expected to offer a significant competitive advantage for Coca-Cola Hellenic in the long-run."

- 11 the following wording contained in the third paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"As a result of the recent weakening of the euro versus the US dollar and higher oil prices, we now expect a slight increase in the cost of raw materials (price and currency impact combined) versus our earlier expectation for commodities to remain broadly stable."

- 12 the following wording contained in the fourth paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"The anticipated appreciation of local currencies (versus our euro reporting currency) across several of our developing and emerging markets in 2010 is now expected to provide a significant foreign exchange benefit to our operating results in 2010 (versus our earlier guidance for a slight positive benefit)."

- 13 the following wording contained in the fifth paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"We will continue to maintain a tight focus on driving productivity improvements and reducing operating costs. In addition, we expect an incremental benefit to our operating profit in 2010 and in future years of approximately €30 million from restructuring initiatives already undertaken in 2009. With an ongoing commitment to managing the business for growth, we plan to increase our level of marketing spend over the next three years."

- 14 the following wording contained in the sixth paragraph of page 6 of the Press Release shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"An ongoing Group-wide focus on better working capital management, the availability of sufficient production capacity over the medium-term and planned improvement in operating profit is expected to support continued strong cash flow generation over the current three-year business planning cycle. In the three-year period ending 2012, cumulative net capital expenditure is expected to be approximately €1.4 billion and free cash flow (operating cash flow net of capital expenditure) is expected to be approximately €1.5 billion."

Copies of the Press Release are available at [www.coca-colahellenic.com](http://www.coca-colahellenic.com) and the Issuer will, at the specified offices of the Paying Agents, provide, free of charge, upon request, copies of this Supplementary Prospectus (or any document incorporated by reference in this Supplementary Prospectus) and the Base Prospectus. Written or oral requests for such documents should be directed to the Specified Office of any Paying Agent or any successor thereto.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplementary Prospectus. Each of the Issuer and the Guarantor declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Supplementary Prospectus and the Base Prospectus are to be read and construed in conjunction with all documents which are incorporated herein and therein by reference.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Base Prospectus by this Supplementary Prospectus and (b) any other statement in, or incorporated by reference into, the Base Prospectus prior to the date of this Supplementary Prospectus, the statements in (a) will prevail.

To the extent that any document or information incorporated by reference or attached to this Supplementary Prospectus, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive, except where such information or documents are stated within this Supplementary Prospectus as specifically being incorporated by reference or where this Supplementary Prospectus is specifically defined as including such information.

Save as disclosed in this Supplementary Prospectus and the Base Prospectus, there has been no significant new factor, material mistake or inaccuracy relating to information contained in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000, as amended. An investor which has agreed, prior to the date of publication of this Supplementary Prospectus, to purchase or subscribe for Notes issued under the Programme

may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplementary Prospectus is published in accordance with the Prospectus Directive.

**There are certain risks related to any issue of Notes under the Programme, which investors should ensure that they fully understand (see "*Risk Factors*" on page 7 of the Base Prospectus).**