

Supplementary prospectus number 1 dated 20 August 2010 to the Base Prospectus dated 28 May 2010



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

Supplementary prospectus incorporating by reference the press release dated 29 July 2010 (the "Press Release") relating to the results of Coca-Cola Hellenic Bottling Company S.A. for the six months ended 2 July 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 28 May 2010 (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 second 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:

"In addition, we continue to focus successfully on identifying further efficiency improvements and cost savings which are expected to support future profitability."

2 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:

"...we remain on target to deliver our three-year cash flow guidance."

3 the following wording contained in the sixth paragraph 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 have also identified further cost saving opportunities that we expect will support the long-term competitiveness and efficiency of our operations."

4 the following wording contained in the second 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:

"The anticipated pressure on the tourism sector over the key summer selling period, as well as increasing liquidity constraints of some customers are expected to result in the current challenging trading conditions in Greece continuing over the full year."

5 the following wording contained in the fifth bullet point 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:

"Such measures are expected to further reduce consumer confidence and discretionary spending in 2010."

6 the following wording contained in the first paragraph of page 7 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 continue to expect that the timing and degree of economic recovery will differ across our markets. While consensus estimates indicate that 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."

7 the following wording contained in the second paragraph of page 7 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 continue to expect a slight increase in commodity costs in 2010 compared with the prior year. Based on the favourable year-to-date currency impact and hedge contracts in

place for the remainder of 2010, at current spot prices we continue to expect a significant currency benefit to our 2010 operating profit."

- 8 the following wording contained in the third paragraph of page 7 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 are expected to deliver a benefit of approximately €6 million to 2010 operating profit and an annualised benefit of approximately €20-25 million in future years. Such initiatives are expected to result in approximate pre-tax charges of between €25-30 million in 2010."

- 9 the following wording contained in the third paragraph of page 7 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 addition, prior year restructuring initiatives are expected to generate an incremental benefit to operating profit in 2010 of approximately €30 million, the majority of which was realised in the first six months of the year."

- 10 the following wording contained in the fourth paragraph of page 7 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 ongoing focus on working capital management, our well invested production capacity and our planned improvement in operating profit, are all expected to support continued strong cash flow generation over the current three-year business planning cycle, with EBITDA growth continuing to outpace operating profit growth. 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."

- 11 the following wording contained in the second paragraph of page 22 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 outlook is stable. The long-term rating of the Company's senior unsecured debt currently remains on CreditWatch negative."

- 12 the following wording contained in the final paragraph of page 23 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:

"This unwinding aims to stabilize future interest expense by causing the majority thereof to be unaffected by fluctuations in Euribor."

- 13 the following wording contained in the first paragraph of page 26 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 Company believes that it has substantial legal grounds for its appeal against the judgment of the Court of Appeals."

- 14 the following wording contained in the second paragraph of page 26 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:

"At present, it is not possible to predict the final outcome of this lawsuit or quantify the likelihood or materiality of any potential liability arising from it."

- 15 the following wording contained in the third paragraph of page 26 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:

"At present, it is not possible to predict the final outcome of this investigation or quantify the likelihood or materiality of any potential liability arising from it."

- 16 the following wording contained in the fourth paragraph of page 26 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:

"Management believes that any liability to the Company that may arise as a result of these pending legal proceedings will not have a material adverse effect on the results of operations, cash flows, or the financial condition of the Company taken as a whole."

Copies of the Press Release are available at 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).