

Supplementary Prospectus number 4 dated 30 November 2012 to the Base Prospectus dated 10
April 2012



COCA-COLA HBC FINANCE B.V.

(the "Issuer")

(a private limited liability company incorporated under the laws of The Netherlands)

Guaranteed by

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

(the "Guarantor")

(incorporated with limited liability in the Hellenic Republic)

€3,000,000,000

Euro Medium Term Note Programme

Supplementary Prospectus incorporating by reference the press release of the Guarantor dated 8 November 2012 relating to its financial results for the nine months ended 28 September 2012 (the "**Guarantor Results**").

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

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 €3,000,000,000 Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €3,000,000,000 in aggregate principal amount of notes (the "**Notes**") issued by the Issuer and guaranteed by the Guarantor. A base prospectus dated 10 April 2012 (the "**Base Prospectus**") has been prepared by the Issuer and approved as a base prospectus for the purposes of Directive 2003/71/EC, as amended and currently in force, (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 a supplementary prospectus to the Base Prospectus approved by the FSA on 11 May 2012, a supplementary prospectus to the Base Prospectus approved by the FSA on 13 July 2012 and a supplementary prospectus to the Base Prospectus approved by the FSA on 24 August 2012. 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.

The purpose of this Supplementary Prospectus is to:

- (a) incorporate by reference the Guarantor Results; and
- (b) update the description of the Guarantor.

Guarantor Results

The Guarantor Results have been previously published or are published simultaneously with this Supplementary Prospectus, and have been filed with the FSA. With effect from the date of this Supplementary Prospectus, the Guarantor Results shall be deemed to be incorporated in, and to form part of, the Base Prospectus, save that:

- 1 The last sentence contained in the sixth bullet point on page one of the Guarantor Results shall not be deemed to be incorporated in and shall not be deemed to form part of the Base Prospectus.

- 2 The last three sentences contained in the fifth paragraph on page nine of the Guarantor Results shall not be deemed to be incorporated in and shall not be deemed to form part of the Base Prospectus.
- 3 The seventh paragraph on page nine of the Guarantor Results shall not be deemed to be incorporated in and shall not be deemed to form part of the Base Prospectus.
- 4 The last sentence contained in the eighth paragraph on page nine of the Guarantor Results shall not be deemed to be incorporated in and shall not be deemed to form part of the Base Prospectus.

The non-incorporated parts of the Guarantor Results are not relevant to investors.

Copies of the Guarantor Results are available for viewing at www.morningstar.co.uk and the Guarantor and the Issuer will, at the specified offices of the Paying Agents, provide, free of charge, upon request, copies of this Supplementary Prospectus (together with the Guarantor Results incorporated by reference herein) 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.

Guarantor

The description of the Guarantor in the Base Prospectus is updated with the following information:

Voluntary share exchange

On 11 October 2012 the Board of Directors of the Guarantor announced its support for a voluntary share exchange offer (the "**Exchange Offer**"), the initiation of which pursuant to Greek law was announced on the same date by Coca-Cola HBC AG, a newly formed Swiss company ("**Coca-Cola HBC AG**"), to acquire all outstanding ordinary shares of the Guarantor (each, a "**Coca-Cola Hellenic Share**") and all American depositary shares of the Guarantor, each representing one ordinary share of the Guarantor (each, a "**Coca-Cola Hellenic ADS**"), which Coca-Cola HBC AG does not hold directly or indirectly, for new ordinary shares of Coca-Cola HBC AG (each, a "**Coca-Cola HBC AG Share**") or new American depositary shares, each representing one Coca-Cola HBC AG Share (each, a "**Coca-Cola HBC AG ADS**").

Coca-Cola HBC AG has announced that the purpose of the Exchange Offer is to facilitate (i) a premium listing of the Hellenic Group on the London Stock Exchange and the potential inclusion of the Hellenic Group in the FTSE 100 and (ii) a listing on the New York Stock Exchange under a new Swiss holding company, Coca-Cola HBC AG. Coca-Cola HBC AG will at the same time apply for a parallel listing of the Coca-Cola HBC AG Shares on the Athens Exchange, subject to the necessary approvals.

The Guarantor does not expect the Exchange Offer to have any impact on the Hellenic Group's business, strategy and operations and the Hellenic Group intends to maintain production and distribution of its products in Greece and to operate its Group Corporate Service Centre in Athens, which supports operations in 28 countries. TCCC has informed the Guarantor that it will extend the terms of the Hellenic Group's bottlers' agreements with TCCC through to 2023.

There can be no guarantee that the Exchange Offer will fully achieve the objectives and benefits described above. The circumstances which could result in this include, among other things, the possibility that holders of Coca-Cola Hellenic Shares and Coca-Cola Hellenic ADSs may opt for cash rather than share consideration in any subsequent Greek compulsory buy-out or sell-out procedure, thus increasing the leverage of Coca-Cola HBC AG and the Hellenic Group.

The summary of the Base Prospectus is updated in line with the update above of the description of the Guarantor and is as set out in Schedule 1 to this Supplementary Prospectus.

Each of the Issuer and the Guarantor accepts 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.

Schedule 1

SUMMARY OF THE PROGRAMME

This summary must be read as an introduction to this Base Prospectus and any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference. Following the implementation of the relevant provisions of the Prospectus Directive (Directive 2003/71/EC) in each Member State of the European Economic Area, no civil liability will attach to the Responsible Persons in any such Member State solely on the basis of this summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus. Where a claim relating to the information contained in this Base Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.

Words and expressions defined in "Forms of the Notes" or "Terms and Conditions of the Notes" below or elsewhere in this Base Prospectus have the same meanings in this summary.

Issuer: Coca-Cola HBC Finance B.V.

Guarantor: Coca-Cola Hellenic Bottling Company S.A.

Description of the Issuer: Coca-Cola HBC Finance B.V. was incorporated as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of The Netherlands on 13 April 2001. It is registered with the Chambers of Commerce in The Netherlands under registration number 34154633. The registered office of Coca-Cola HBC Finance B.V. is at Naritaweg 165, 1043 BW Amsterdam, The Netherlands. The telephone number of Coca-Cola HBC Finance B.V. is +31 205 722 461. Coca-Cola HBC Finance B.V. is a wholly owned indirect subsidiary of Coca-Cola Hellenic Bottling Company S.A, the parent company of the Coca-Cola Hellenic Bottling group of companies (the "**Hellenic Group**"). Coca-Cola HBC Finance B.V. was incorporated for the sole purpose of acting as a financing subsidiary for the Hellenic Group. As the principal finance company within the Hellenic Group, Coca-Cola HBC Finance B.V. acts as a financing company for borrowing and lending between companies in the Hellenic Group and on-lends the proceeds of any borrowing (including those derived pursuant to the issue of any Notes).

Description of the Guarantor:

Coca-Cola Hellenic Bottling Company S.A. was incorporated as a company limited by shares (*société anonyme*) in the Hellenic Republic (hereinafter referred to as "**Greece**") in 1969 and is the continuing company following the merger of Hellenic Bottling Company S.A. and Coca-Cola Beverages plc, which took effect on 9 August 2000. Coca-Cola Hellenic Bottling Company S.A. is registered in the Greek Registry of Sociétés Anonymes under registration number 13630/06/B/86/49. The registered office of Coca-Cola Hellenic Bottling Company S.A. is at 9 Fragoklissias Street, 151 25 Maroussi, Athens, Greece. The telephone number of Coca-Cola Hellenic Bottling Company S.A. is +30 210 618 3100.

The Hellenic Group's business is principally engaged in producing, selling and distributing non-alcoholic ready-to-drink beverages under franchise from The Coca-Cola Company ("**TCCC**").

On 28 March 2012, the Board of Directors of the Guarantor announced a proposed group reorganisation, pursuant to which the Guarantor's Greek operating assets and liabilities will be transferred to a wholly-owned subsidiary of the Guarantor. Such reorganisation is expected to take place in the third calendar quarter of 2012.

On 11 October 2012, the Board of Directors of the Guarantor announced its support for a voluntary share exchange offer, the initiation of which pursuant to Greek law was announced on the same date by Coca-Cola HBC AG, a newly formed Swiss company ("**Coca-Cola HBC AG**"), to acquire all outstanding registered shares and all American depository shares of the Guarantor, each representing one ordinary share of the Guarantor, for new ordinary shares of Coca-Cola HBC AG and American depository shares of Coca-Cola HBC AG. Coca-Cola HBC AG has announced that the purpose of the exchange offer is to facilitate (i) a premium listing of the Hellenic Group on the London Stock Exchange and the potential inclusion of the Hellenic Group in the FTSE 100 and (ii) a listing on the New York Stock Exchange under a new Swiss holding company, Coca-Cola HBC AG. Coca-Cola HBC AG will at the same time apply for a parallel listing of the Coca-Cola HBC AG Shares on the Athens Exchange, subject to the necessary approvals.¹

¹ This paragraph has been inserted pursuant to supplementary prospectus number 4 dated 30 November 2012.

Risk Factors:

Investing in the Notes involves certain risks, some of which have been identified by the Issuer and the Guarantor and are set out in more detail below in "*Risk Factors*". Risk factors identified include general business risk factors which may affect the ability of the Issuer and the Guarantor to fulfil their respective obligations under the Notes and the Trust Deed. These general business risk factors include but are not limited to: (i) the Hellenic Group's relationship with TCCC; (ii) adverse developments in the non-alcoholic beverages industry; (iii) operations in emerging and developing markets; (iv) competition and competition law enforcement; (v) contamination or deterioration of the Hellenic Group's products; (vi) price increases and shortages of raw materials and packaging materials; (vii) increased taxation on the Hellenic Group's business; and (viii) the ongoing Greek public debt crisis and adverse economic conditions.

Other risk factors identified by the Issuer and Guarantor are specific to the Notes, including, but not limited to: (i) that the rights attached to a series of Notes may be inferior to the rights attached to another series of Notes; (ii) that the Notes may be redeemed prior to maturity; (iii) that the Notes may be issued at a substantial discount or premium; and (iv) that the Notes and Guarantee are unsecured.

Arranger:

Deutsche Bank AG, London Branch

Dealers:

Banca IMI S.p.A., Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, ING Bank N.V., Merrill Lynch International, Société Générale, The Royal Bank of Scotland plc, and any other Dealer appointed from time to time by the Issuer and the Guarantor either generally in respect of the Programme or in relation to a particular Tranche of Notes.

Principal Paying Agent:

Citibank, N.A.

Trustee:

Citicorp Trustee Company Limited pursuant to an amended and restated trust deed dated 10 April 2012, (the "**Trust Deed**") a copy of which will be available for inspection (during normal office hours) at the Specified Office of the Principal Paying Agent and at the registered office of the Trustee.

Listing and Admission to trading:

Application has been made for the Notes issued under the Programme to be listed on the Official List of the FSA and admitted to trading on the Regulated Market of the London Stock Exchange. Each Series may be

admitted to trading on the Regulated Market of the London Stock Exchange and/or admitted to listing, trading and/or quotation by any other listing authority, stock exchange and/or quotation system as may be agreed between the Issuer and the relevant Dealer and specified in the relevant Final Terms or may be issued on the basis that they will not be admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system.

- Clearing Systems:** Euroclear Bank S.A./N.V. ("**Euroclear**") and/or Clearstream Banking, *société anonyme* ("**Clearstream, Luxembourg**") and/or, in relation to any Tranche of Notes, any other clearing system as may be specified in the relevant Final Terms.
- Initial Programme Amount:** Up to €3,000,000,000 (or its equivalent in other currencies) aggregate principal amount of Notes outstanding at any one time.
- Use of Proceeds:** The net proceeds of the issue of each Tranche of Notes will be applied by the Issuer to meet part of its general financing requirements.
- Issuance in Series:** Notes will be issued in Series. Each Series may comprise one or more Tranches issued on different issue dates. The Notes of each Tranche will all be subject to identical terms, except that the issue date and the amount of the first payment of interest may be different in respect of different Tranches. The Notes of each Tranche will all be subject to identical terms in all respects save that a Tranche may comprise Notes of different denominations (see paragraph "*Denominations*" below).
- Final Terms:** Each Tranche will be the subject of Final Terms which, for the purposes of that Tranche only, supplement the Terms and Conditions of the Notes and this Base Prospectus and must be read in conjunction with this Base Prospectus. The terms and conditions applicable to any particular Tranche of Notes are the Terms and Conditions of the Notes as supplemented, amended and/or replaced by the relevant Final Terms.
- Forms of Notes:** Notes may only be issued in bearer form. Each Tranche of Notes will initially be in the form of either a Temporary Global Note or a Permanent Global Note, in each case as specified in the relevant Final Terms. Each Global Note which is not intended to be issued in new global note form (a "**Classic Global Note**" or "**CGN**"), as specified in the relevant Final

Terms, will be deposited on or around the relevant issue date with a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and each Global Note which is intended to be issued in new global note form (a "**New Global Note**" or "NGN"), as specified in the relevant Final Terms, will be deposited on or around the relevant issue date with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Each Temporary Global Note will be exchangeable for a Permanent Global Note or, if so specified in the relevant Final Terms, for Definitive Notes. If the TEFRA D Rules are specified in the relevant Final Terms as applicable, certification as to non-U.S. beneficial ownership will be a condition precedent to any exchange of an interest in a Temporary Global Note or receipt of any payment of interest in respect of a Temporary Global Note. Each Permanent Global Note will be exchangeable for Definitive Notes in accordance with its terms. Definitive Notes will, if interest-bearing, have Coupons attached and, if appropriate, a Talon for further Coupons.

Currencies:

Notes may be denominated in any currency or currencies, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. Payments in respect of Index Linked Notes or Dual Currency Notes may, subject to such compliance, be made in and/or linked to, any currency or currencies other than the currency in which such Notes are denominated.

Status of the Notes:

Notes will be issued on an unsubordinated basis and (subject to Condition 5 (*Negative Pledge*)) constitute unsecured obligations of the Issuer and shall at all times rank *pari passu* and without preference amongst themselves.

Status of the Guarantee:

Notes will be unconditionally and irrevocably guaranteed by the Guarantor on an unsubordinated basis and (subject to Condition 5 (*Negative Pledge*)) constitute unsecured obligations of the Guarantor and shall at all times rank *pari passu* and without preference amongst themselves.

Issue Price:

Notes may be issued at any price and either on a fully or partly paid basis, as specified in the relevant Final Terms. The price and amount of Notes to be issued under the Programme will be determined by the Issuer, the Guarantor and the relevant Dealer(s) at the time of issue in accordance with prevailing market conditions.

Terms and Conditions:	The Notes of each Series are subject to the terms and conditions agreed between the Issuer and the relevant Dealer or other purchaser at or prior to the time of the issue of such Series, and will be specified in the relevant Final Terms. The terms and conditions applicable to the Notes of each Series will therefore be those set out on the face of the Notes and in the " <i>Terms and Conditions of the Notes</i> " below, as supplemented, modified or replaced by the relevant Final Terms.
Maturities:	Any maturity shall be subject, in relation to specific currencies, to compliance with all applicable legal and/or regulatory and/or central bank requirements.
	Any Notes having a maturity of less than one year and either (a) the issue proceeds are received by the Issuer in the United Kingdom or (b) the activity of issuing the Notes is carried on from an establishment maintained by the Issuer in the United Kingdom, such Notes must: (i) have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be issued only to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses; or (ii) be issued in other circumstances which do not constitute a contravention of section 19 of the Financial Services and Markets Act 2000 (" FSMA ") by the Issuer.
Redemption:	Subject to the minimum redemption value referred to above, Notes may be redeemable at par or at such other Redemption Amount (detailed in a formula, index or otherwise) as may be specified in the relevant Final Terms. Notes may also be redeemable in two or more instalments on such dates and in such manner as may be specified in the relevant Final Terms.
Optional Redemption:	Notes may be redeemed before their stated maturity at the option of the Issuer (either in whole or in part) and/or the Noteholders to the extent (if at all) specified in the relevant Final Terms.
Tax Redemption:	Except as described in " <i>Optional Redemption</i> " above, early redemption will only be permitted for tax reasons. See Condition 10(b) (<i>Redemption and Purchase — Redemption for tax reasons</i>) for further information.

Interest:	Notes may be interest-bearing or non-interest bearing. Interest (if any) may accrue at a fixed rate or a floating rate or other variable rate or be index-linked and the method of calculating interest may vary between the issue date and the maturity date of the relevant Series.
Denominations:	No Notes may be issued under the Programme which (a) have a minimum denomination of less than EUR1,000 (or nearly equivalent in another currency), or (b) carry the right to acquire shares (or transferable securities equivalent to shares) issued by the Issuer or by any entity to whose group the Issuer belongs. Subject thereto, Notes will be issued in such denominations as may be specified in the relevant Final Terms, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.
Negative Pledge:	The Notes will have the benefit of a negative pledge. See Condition 5 (<i>Negative Pledge</i>) for further information.
Cross Default:	The Notes will have the benefit of a cross default provision. See Condition 13 (<i>Events of Default</i>) for further information.
Taxation:	All payments in respect of Notes will be made free and clear of withholding taxes of The Netherlands or Greece, as the case may be, unless the withholding is required by law. In that event, the Issuer will (subject as provided in Condition 12 (<i>Taxation</i>)) pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of such Notes had no such withholding been required.
Redenomination:	In respect of any Tranche of Notes, if the country of the Specified Currency becomes or, announces its intention to become, a Participating Member State, the Notes may be redenominated in euro if so specified in the relevant Final Terms.
Governing Law:	The Notes and any non-contractual obligations arising out of or in connection with them are governed by English law.

Ratings:

Tranches of Notes issued under the Programme will be rated or unrated. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the rating(s) described below or the rating(s) assigned to Notes already issued. Where a Tranche of Notes is rated, the applicable rating(s) will be specified in the relevant Final Terms. Whether or not each credit rating applied for in relation to a relevant Tranche of Notes will be (1) issued by a credit rating agency established in the EEA and registered (or which has applied for registration and not been refused) under the CRA Regulation, or (2) issued by a credit rating agency which is not established in the EEA but will be endorsed by a CRA which is established in the EEA and registered under the CRA Regulation or (3) issued by a credit rating agency which is not established in the EEA but which is certified under the CRA Regulation will be disclosed in the Final Terms.

The Hellenic Group has been assigned long term credit ratings of Baa1 and BBB+, respectively by Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited. The Hellenic Group has been assigned short term credit ratings of P2 and A2, respectively by Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited. The unsecured, unsubordinated long term debt securities of the Hellenic Group have been rated (P)Baa1 and BBB, respectively by Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited. Each of Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited is established in the EEA and registered under the CRA Regulation.²

Selling Restrictions:

There are restrictions on the sale of Notes and the distribution of offering material in the United States, the European Economic Area, the United Kingdom, The Netherlands, Denmark, Greece, Italy, France, Luxembourg, Norway and Japan. Further restrictions, including restrictions on transfer, may be required in connection with any particular Tranche of Notes and will be set out in the relevant Final Terms.

Enforcement of Notes:

In the case of Notes in global form held in a clearing system, investors will have certain direct rights of enforcement against the Issuer in the event of a default in payment on the Notes, These direct rights are set out in the Trust Deed, a copy of which is available for inspection during normal business hours

² This paragraph has been amended pursuant to supplementary prospectus number 2 dated 13 July 2012.

at the office of the Trustee in Global Form.