

**SUPPLEMENTARY PROSPECTUS DATED 11 SEPTEMBER 2013**

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

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

guaranteed by

**COCA-COLA HBC AG**

*(incorporated as a company limited by shares (Aktiengesellschaft) under the laws of Switzerland)*

and

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

*(incorporated with limited liability under the laws of Greece)*

and

**COCA-COLA HBC HOLDINGS B.V.**

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

**€3,000,000,000**

**Euro Medium Term Note Programme**

This supplement (the “**Supplement**”) to the base prospectus dated 3 June 2013 (the “**Base Prospectus**”) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the Euro Medium Term Note Programme (the “**Programme**”) established by Coca-Cola HBC Finance B.V. (the “**Issuer**”) and guaranteed by Coca-Cola HBC AG and Coca-Cola Hellenic Bottling Company S.A (the “**Existing Guarantors**”) and Coca-Cola HBC Holdings B.V. (the “**Additional Guarantor**”) and, together with the Existing Guarantors, the “**Guarantors**”). This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus, as supplemented by a supplementary prospectus to the Base Prospectus dated 15 August 2013. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The Issuer and the Guarantors accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantors (having taken reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Purpose of this Supplement**

The purpose of this Supplement is to update the Base Prospectus to reflect the accession of Coca-Cola HBC Holdings B.V. as an Additional Guarantor to the Programme.

**Accession of Additional Guarantor**

As announced by Coca-Cola HBC AG on 23 July 2013, the Additional Guarantor has entered into a supplemental trust deed dated 22 July 2013 (the “**Supplemental Trust Deed**”) to the trust deed dated 3 June 2013 made between the Issuer and the Guarantors and Citicorp Trustee Company Limited (the “**Trust Deed**”) with the parties thereto pursuant to which, with effect from 22 July 2013, the Additional Guarantor has become an additional guarantor of the Programme and has agreed to, jointly and severally with the other guarantors for the time being of the

Programme, unconditionally and irrevocably guarantee, on the same terms as the Existing Guarantors of the Programme, the payment of all sums expressed to be payable by the Issuer under the Trust Deed in respect of the Programme. With effect from such accession, all references in the Base Prospectus to the Guarantor(s) shall be deemed to include the Additional Guarantor.

This transaction was entered into in connection with an internal reorganisation of the CCH Group.

### Description of the Additional Guarantor

Coca-Cola HBC Holdings B.V. was incorporated as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of The Netherlands on 27 June 2013. It is registered with the Chambers of Commerce in The Netherlands under no. 58229906. The registered office of the Additional Guarantor is at Naritaweg 165, 1043 BW Amsterdam, The Netherlands. The telephone number of the Additional Guarantor is +31 (0)205 722300.

The Additional Guarantor is a wholly-owned direct subsidiary of Coca-Cola HBC AG and is an intermediate holding company of the Coca-Cola HBC group of companies (the “**CCH Group**”).

The Additional Guarantor does not know of any arrangements which may at a subsequent date result in a change of control of the Additional Guarantor.

The section of the Base Prospectus headed “Risk Factors” shall apply to the Additional Guarantor and there are no specific risk factors applicable to the Additional Guarantor.

### Directors

The directors of the Additional Guarantor and their principal activities within the CCH Group are set out below.

Director	Position	Business Address	Positions outside the CCH Group
Jan Gustavsson	General Counsel, Director of Strategic Development and Company Secretary, CCHBC	Turmstrasse 30, 6300 Zug, Switzerland	-
Bartholomeus Jansen	Managing Director B, the Issuer	Naritaweg 165 1043 BW Amsterdam The Netherlands	-
Sjors van de Meer	Managing Director A, the Issuer	Naritaweg 165 1043 BW Amsterdam The Netherlands	ERB New Europe Funding II B.V., BrewTech B.V., Petro-Canada Netherlands Investment B.V., ERB New Europe Funding B.V., ERB New Europe Holding B.V., Navistar Defense Europe B.V., Petro-Canada NANE Ventures B.V., Suncor Energy Libya Exploration B.V., Petro-Canada (International) Holdings B.V., Petro-Canada Cooperative Holding UA, Aspinall Holdings B.V., PBL Financial Services B.V., Cee Property Development Portfolio B.V. (Supervisory Board), Petro-Canada Palmyra, Molson Coors Netherlands B.V., Starbev Netherlands B.V.

<b>Director</b>	<b>Position</b>	<b>Business Address</b>	<b>Positions outside the CCH Group</b>
Gerard Meijssen	Managing Director A, the Issuer	Naritaweg 165 1043 BW Amsterdam The Netherlands	Administratiekantoor Strawinsky B.V., Aida RE B.V., Aitken Street Real Estate Netherlands B.V., Anna Real Estate Netherlands B.V., Appian Machinery (Netherlands) B.V., Arnhem Real Estate Netherlands B.V., BE Noah Holdco B.V., BrewTech B.V., Citco Nederland B.V., Coöperatie Bensell Real Estate Investment III B.A., Coöperatie Bensell Real Estate Investment U.A., Coöperatie TOR Co-Invest B.A., Coöperatie Windenergie Waterland U.A., CPI Asia Ten B.V., CPI NA Citrela B.V., CPI NA Coöperatieve U.A., CPI NA Loreto Debt B.V., CPI NA Loreto Equity B.V., CPI NA Parnassus B.V., CVI Global (Netherlands) B.V., EFG New Europe Funding II B.V., EFG New Europe Holding B.V., EFG New Europe Funding B.V., Europe Management Company B.V., Hay Street Real Estate Netherlands B.V., Itcon B.V., Jamesmail B.V., Karel Real Estate Netherlands B.V., Kingsfordweg Real Estate Netherlands B.V., Lakeside Network Investments Holding B.V., Management Company Strawinsky B.V., MediArena Real Estate Netherlands B.V., Nexen Nigerian Holdings Coöperatief U.A., Noah Asset 1 B.V., Noah Asset 2 B.V., Noah Asset 3 B.V., Northbourne Real Estate Netherlands B.V., Omicron RE B.V., Pitt Real Estate Netherlands B.V., Port City Global Real Estate B.V., Sigma RE B.V., Solaia Real Estate B.V., Spectrum Real Estate Netherlands B.V., St. Georges Terrace Real Estate Netherlands B.V., The Corner Real Estate Netherlands B.V., Theta RE B.V., Trust International Management (T.I.M.) B.V., WH13/Domessor Holding B.V., Zurich Real Estate Netherlands B.V., Zwinger Opco 6 B.V., Portugal Telecom International Finance B.V., Made International B.V.

There are no existing or potential conflicts of interest between any duties of the directors of the Additional Guarantor and their private interests and other duties.

## **Legal Proceedings**

Save as disclosed on pages 81 to 83 of the Base Prospectus, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Additional Guarantor is aware) during the 12 months before the date of the Prospectus Supplement which may have or have had in the recent past, a significant effect on the financial position or profitability of the Issuer or any Guarantor and its subsidiaries taken as a whole.

## **Significant and Material Adverse Change**

Other than the intragroup transfer of CC Beverages Holdings II B.V. (an indirect wholly owned subsidiary of the Existing Guarantors) to the Additional Guarantor, there has been no significant change in the financial or trading position of the Additional Guarantor since 27 June 2013, being the date of its incorporation.

There has been no material adverse change in the prospects of the Additional Guarantor since 27 June 2013, being the date of its incorporation.

## **Auditors**

The independent public auditors of the Additional Guarantor are PricewaterhouseCoopers N.V., whose address is Prins Bernhardplein 200, 1097 JB Amsterdam.

## **Authorisations**

The giving of the guarantee by the Additional Guarantor contained in the Supplemental Trust Deed was authorised by resolutions of the board of directors of the Additional Guarantor dated 28 June 2013.

## **Document available for inspection**

For so long as the Programme remains in effect or any Notes shall be outstanding, copies of the Supplemental Trust Deed and the constitutive documents of the Additional Guarantor may be inspected during normal business hours at the specified office of the Principal Paying Agent.

## **General Information**

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

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.