

SUPPLEMENTARY PROSPECTUS DATED 10 JANUARY 2014

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 HBC HOLDINGS B.V.

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

and

3E (CYPRUS) Limited

(incorporated with limited liability under the laws of Cyprus)

€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 (“**CCHBC**”) and Coca-Cola HBC Holdings B.V. (the “**Existing Guarantors**”) and 3E (Cyprus) Limited (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, a supplementary prospectus to the Base Prospectus dated 11 September 2013 and a supplementary prospectus to the Base Prospectus dated 21 November 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 3E (Cyprus) Limited as an additional guarantor to the Programme.

Accession of Additional Guarantor

On 29 November 2013, CCHBC announced that the merger of Coca-Cola Hellenic Bottling Company S.A. (“CCH”) into the Additional Guarantor, both subsidiaries of CCHBC (the “Merger”), had become effective with the result that the Additional Guarantor is the surviving entity and has assumed all of the assets and liabilities, as well as the benefits and obligations, of CCH with effect from 29 November 2013. The Merger was entered into in connection with an internal reorganisation of the CCHBC group of companies (the “CCH Group”).

In connection with the Merger, the Additional Guarantor has entered into a supplemental trust deed dated 29 November 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 29 November 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.

Description of the Additional Guarantor

The Additional Guarantor was incorporated as a private company limited by shares under the laws of Cyprus on 16 November 1999. It is registered with the Ministry of Commerce, Industry and Tourism Department of Registrar of Companies and Official Receiver Nicosia under number 106445. The registered office of the Additional Guarantor is at Kyr. Matsis Ave, 2409 Engomi, Nicosia, Cyprus. The telephone number of the Additional Guarantor is + 357 (0)22885163.

The Additional Guarantor is a wholly-owned direct subsidiary of CCHBC and is an intermediate holding company of 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 26, 6300 Zug, Switzerland	-
Rafal Artur Wicinski	Regional Finance Director,	Pokorna, 2/1443 00-199, Warsaw, Poland	-

Director	Position	Business Address	Positions outside the CCH Group
	CCHBC		
Andreas Pelekanos	Cluster Manager, CCHBC	BSS Kyriakou Matsi, 66 Egkomi, 2409, Nicosia, Cyprus	-
Rona Petri	Country Counsel, CCHBC	Legal Cyprus, Kyriakou Matsi, 66 Egkomi, 2409, Nicosia, Cyprus	-
Christodoulos Christodoulakis	Country Manager, CCHBC	Cyprus, Kyriakou Matsi, 66 Egkomi, 2409, Nicosia, Cyprus	-

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 this 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 Merger, pursuant to which the Additional Guarantor assumed all the assets and liabilities, as well as the benefits and obligations, of CCH with effect from 29 November 2013, there has been no significant change in the financial or trading position of the Additional Guarantor since 27 September 2013, being the date of the CCH Group's financial results for the nine months ended 27 September 2013.

There has been no material adverse change in the prospects of the Additional Guarantor since 31 December 2012, being the date of the CCH Group's financial statements in respect of the year ended 31 December 2012.

Auditors

The independent public auditors of the Additional Guarantor are PricewaterhouseCoopers Cyprus Limited, whose address is 3 Themistocles Dervis Street, CY 1066, Nicosia, Cyprus.

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 2 August 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.