

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**EU MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

EU MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); or (ii) all channels for distribution of the Note to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 23 February 2024

COCA-COLA HBC FINANCE B.V.

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

Legal Entity Identifier Code: 549300BXVNOCYQ83FU09

Issue of EUR 600,000,000 3.375 per cent. Notes due 27 February 2028

Guaranteed by

COCA-COLA HBC AG

(incorporated as a company limited by shares (Aktiengesellschaft/société anonyme) under the laws of Switzerland)

under the €5,000,000,000 Euro Medium Term Note

Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 19 December 2023 and the supplemental base prospectus dated 15 February 2024 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom ("**UK**") by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

Full information on the Issuer, the Guarantor and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and during normal business hours at Citibank, N.A., London Branch, Canada Square, Canary Wharf, London E14 5LB, England.

1.	(i)	Issuer:	Coca-Cola HBC Finance B.V.
	(ii)	Guarantor:	Coca-Cola HBC AG
2.	(i)	Series Number:	7
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be audited and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	Euro (" EUR ")
4.		Aggregate Principal Amount:	
	(i)	Series:	EUR 600,000,000
	(ii)	Tranche:	EUR 600,000,000
5.		Issue Price:	99.904 per cent. of the Aggregate Principal Amount
6.	(i)	Specified Denomination(s):	EUR 100,000 and integral amounts of EUR 1,000 in excess thereof up to and including EUR 199,000
	(ii)	Calculation Amount:	EUR 1,000
7.	(i)	Issue Date:	27 February 2024
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	27 February 2028

9. Interest Basis: 3.375 per cent. Fixed Rate
(See paragraph 14 below)
10. Redemption / Payment Basis: Subject to any purchase or cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount.
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Issuer Call
Make-Whole Redemption by the Issuer
Issuer Residual Call
(See paragraphs 17, 21 and 22 below)
13. Date of Board approval for issuance of Notes and Guarantees obtained: 15 February 2024 (in respect of the approval for the issuance of Notes by Coca-Cola HBC Finance B.V.) and 20 February 2024 (in respect of the approval for the guarantee by Coca-Cola HBC AG)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 3.375 per cent. per annum (payable annually) in arrear
- (ii) Interest Payment Date(s): 27 February in each year from and including 27 February 2025 up to and including the Maturity Date
- (iii) Fixed Coupon Amount: EUR 33.75 per Calculation Amount on each Interest Payment Date from and including 27 February 2025 to and including the Maturity Date
- (iv) Broken Amount: Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Date(s): 27 February in each year
15. **Floating Rate Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Call Option Applicable
- (i) Optional Redemption Date(s): 27 January 2028 (the "**Par Call Date**")
- (ii) Optional Redemption Amount(s): EUR 1,000 per Calculation Amount
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: Not Applicable
- (b) Maximum Redemption Amount: Not Applicable
18. Put Option Not Applicable
19. Final Redemption Amount: EUR 1,000 per Calculation Amount
20. Early Redemption Amount: Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: EUR 1,000 per Calculation Amount

21.	Make-whole Redemption	Applicable
	(i) Notice period:	Not less than 30 days nor more than 60 days.
	(ii) Make Whole Redemption Margin:	0.15 per cent.
	(iii) Make Whole Redemption Rate:	Means the average of the four (4) quotations given by the Reference Dealers of the mid-market annual yield to maturity of the Reference Security on the fourth (4th) Business Day preceding the Make Whole Redemption Date at 11.00 a.m. (Central European time ("CET")). If the Reference Security is no longer outstanding, a Similar Security will be chosen by the Calculation Agent at 11.00 a.m. (CET) on the third (3rd) business day in London preceding the Make-Whole Redemption Date, quoted in writing by the Calculation Agent to the Issuer and notified in accordance with Condition 18.
		"Reference Dealers" means each of the four (4) banks selected by the Issuer which are primary European government security dealers, and their respective successors, or market makers in pricing corporate bond issues.
		"Reference Security" means DBR 0.500% due 15 February 2028.
		"Similar Security" means a reference bond or reference bonds having an actual or interpolated maturity comparable with the remaining term of the Notes that would be used, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.
22.	Issuer Residual Call	
	(i) Minimum Percentage:	80 per cent.
	(ii) Optional Redemption Amount (Residual Call):	EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
24.	New Global Note:	Yes
25.	Additional Financial Centre(s):	London
26.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
27.	U.S. Selling Restrictions	TEFRA D
28.	Prohibition of Sales to EEA Retail Investors:	Applicable
29.	Prohibition of Sales to UK Retail Investors:	Applicable

THIRD PARTY INFORMATION

Not Applicable.

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing/Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's Main Market and listed on the Official List of the Financial Conduct Authority ("FCA") with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 6,050

2. RATINGS

- The Notes to be issued are expected to be rated:
- Ratings: S&P: BBB+
- Moody's Italia: Baa1
- S&P Global Ratings Europe Limited ("**S&P**") and Moody's Italia S.r.l. ("**Moody's Italia**") are established in the European Union and are registered under Regulation (EC) No. 1060/2009/EC (as amended, the "**EU CRA Regulation**"), and are included in the list of registered and certified credit ratings agencies published on the website of the European Securities and Markets Authority ("**ESMA**") in accordance with the EU CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Global Coordinators, the Joint Bookrunners and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.

4. YIELD

Indication of yield: EUR 3.401 per cent. per annum

5. OPERATIONAL INFORMATION

ISIN Code: XS2757515882

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively source from the responsible National Numbering Agency that assigned the ISIN

CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively source from the responsible National Numbering Agency that assigned the ISIN

Common Code: 275751588

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch
Canada Square
Canary Wharf

London E14 5LB

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Relevant Benchmark: Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

Reason for the offer: General corporate purposes.

Estimated net proceeds: EUR 597,624,000

7. DISTRIBUTION

Method of distribution: Syndicated

If syndicated, names of Managers:

Global Coordinators

Citigroup Global Markets Europe AG
Goldman Sachs Bank Europe SE
J.P. Morgan SE
Standard Chartered Bank AG

Joint Bookrunners

BNP Paribas
ING Bank N.V.
Société Générale
UBS AG London Branch
UniCredit Bank GmbH

Stabilisation Manager(s) (if any): Citigroup Global Markets Europe AG

If non-syndicated, name of relevant Dealer: Not Applicable