

Base Prospectus Supplement dated 15 February 2024 to the Base Prospectus dated 19 December 2023

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/société anonyme) under the laws of Switzerland)

€5,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) to the base prospectus dated 19 December 2023 (the “**Base Prospectus**”) constitutes a supplementary prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK Prospectus Regulation**”) 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 (the “**Guarantor**”). This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the UK Financial Conduct Authority (the “**FCA**”) as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the Guarantor nor as an endorsement of the quality of any Notes that are the subject of the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor 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:

- a. incorporate by reference into the Base Prospectus the CCH Group’s financial results for the year ended 31 December 2023;
- b. incorporate by reference into the Base Prospectus the section entitled “*Alternative Performance Measures*” in the Guarantor IAR 2022 (as defined below);
- c. update the “*Information Incorporated by Reference*” section of the Base Prospectus;
- d. include a section entitled “*Recent Developments*” in the Base Prospectus;
- e. update the “*Senior Management*” section of the Base Prospectus; and
- f. update the “*No significant and material adverse change*” statement in the Base Prospectus.

Results Announcement

On 14 February 2024, the CCH Group published a press release containing its unaudited condensed consolidated financial statements for the six months and the year ended 31 December 2023 (the “**Results Announcement**”).

A copy of the Results Announcement has been filed with the FCA and is available on the Guarantor’s website at: <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/results-reports-and-presentations/2024/fy-2023/coca-cola-hbc-2023-fy-press-release-eng-14feb2024.pdf.downloadasset.pdf>. By virtue of this Supplement, the Results Announcement is incorporated in, and forms part of, the Base Prospectus, save that the three bullet points in the section under the heading “*Business Outlook*” on page 2 thereof and the third paragraph under the heading “*Technical 2024 Guidance—Tax*” on page 3 thereof shall not be deemed to be incorporated in and shall not be deemed to form part of this Supplement.

Any information contained in the Results Announcement which is not expressly incorporated by reference in this Supplement does not form part of this Supplement and is either not relevant to investors or is covered elsewhere in the Base Prospectus.

Copies of this Supplement, the Base Prospectus and any documents which are incorporated by reference in the Base Prospectus may be inspected, free of charge, on the website of the Guarantor (<https://coca-colahellenic.com/>). Neither the Guarantor's website nor its contents (except for the Results Announcement) form part of this Supplement. In addition, this Supplement, the Base Prospectus and the documents incorporated by reference in the Base Prospectus are available for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Amendments to the Base Prospectus

The following amendments are made to the Base Prospectus:

- The section headed “*Information Incorporated by Reference*” on pages 32 to 33 of the Base Prospectus shall be deleted in its entirety and replaced by the following:

“The following information shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (i) the audited financial statements (including the auditor's report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2022, as set out on pages 7 to 51 of the document entitled "*Coca-Cola HBC Finance B.V. – Amsterdam, The Netherlands – Annual Report 2022*", which are available at: <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/results-reports-and-presentations/2023/COCA-COLA%20HBC%20FINANCE%20B.V.%20Annual%20Report%202022.pdf.downloadasset.pdf>;
- (ii) the audited financial statements (including the auditor's report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2021, as set out on pages 7 to 51 of the document entitled "*Coca-Cola HBC Finance B.V. – Amsterdam, The Netherlands – Annual Report 2021*", which are available at: [https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/results-reports-and-presentations/2022/CCHBC%20Finance%20BV%20Annual%20Report%202021%20\(incl%20auditors%20report\).pdf.downloadasset.pdf](https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/results-reports-and-presentations/2022/CCHBC%20Finance%20BV%20Annual%20Report%202021%20(incl%20auditors%20report).pdf.downloadasset.pdf);
- (iii) the audited financial statements (including the auditor's report thereon and notes thereto) of the Guarantor in respect of the year ended 31 December 2022, as set out on pages 157 to 221 of the document entitled "*Coca-Cola HBC AG – Integrated Annual Report 2022*" (the “**Guarantor IAR 2022**”), which are available at: <https://www.coca-colahellenic.com/content/dam/cch/us/documents/oar-2022/Coca-Cola-HBC-2022-IAR.pdf.downloadasset.pdf>;
- (iv) the section entitled “*Alternative Performance Measures*” as set out on pages 245 to 249 of the Guarantor IAR 2022, which is available at: <https://www.coca-colahellenic.com/content/dam/cch/us/documents/oar-2022/Coca-Cola-HBC-2022-IAR.pdf.downloadasset.pdf>;
- (v) the audited financial statements (including the auditor's report thereon and notes thereto) of the Guarantor in respect of the year ended 31 December 2021, as set out on pages 145 to 210 of the document entitled "*Coca-Cola HBC AG – 2021 Integrated Annual Report*", which are available at: <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/results-reports-and-presentations/2022/FY2021/integrated-annual-report-2021.pdf.downloadasset.pdf>;
- (vi) the consolidated unaudited financial report of the CCH Group for the six months ended 30 June 2023, save that the penultimate point in the bullet point entitled “*Investor Day 2023: Strategic priorities and medium-term financial targets*” on page 1, the three bullet points in the section under the heading “*Business Outlook*” on page 2, the third paragraph under the heading “*Technical Guidance—Tax*” on page 3 thereof, the second paragraph in the section under the heading “*Net profit and free cash flow*” on page 4 and the third paragraph of page 11 thereof, which are not relevant to investors, shall not be incorporated by reference, which is available at: [-2-](https://www.coca-</div><div data-bbox=)

[colahellenic.com/content/dam/cch/us/documents/investors-and-financial/2023-half-year-results/Coca-Cola%20HBC%2023%20HY%20Press%20Release%209Aug2023.pdf.downloadasset.pdf](https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/2023-half-year-results/Coca-Cola%20HBC%2023%20HY%20Press%20Release%209Aug2023.pdf.downloadasset.pdf);

- (vii) the press release containing the unaudited condensed consolidated financial statements of the CCH Group for the six months and the year ended 31 December 2023, save that the three bullet points in the section under the heading “*Business Outlook*” on page 2 thereof and the third paragraph under the heading “*Technical 2024 Guidance—Tax*” on page 3 thereof shall not be incorporated by reference, which is available at: <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/results-reports-and-presentations/2024/fy-2023/coca-cola-hbc-2023-fy-press-release-eng-14feb2024.pdf.downloadasset.pdf>;
- (viii) the terms and conditions of the notes as contained in the base prospectus dated 30 September 2015, at pages 33 to 60, which can be found at <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/debt-investors/financing-strategy/2015/emtn-2015-update-prospectus.pdf>;
- (ix) the terms and conditions of the notes as contained in the base prospectus dated 24 April 2019, at pages 29 to 60, which can be found at <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/debt-investors/financing-strategy/2019/coca-cola-hbc-finance-emtn-update-2019-base-prospectus-24-april-final.pdf>; and
- (x) the terms and conditions of the notes as contained in the base prospectus dated 6 September 2022 at pages 36 to 78, which can be found at <https://www.coca-colahellenic.com/content/dam/cch/us/documents/investors-and-financial/debt-investors/emtn/2022/Coca-Cola%20HBC%20Finance%20BV%20-%20%20EMTN%20Update%202022%20-%20Base%20Prospectus-approved%20by%20FCA%2006.09.2022.pdf>,

save that any statement contained in this Base Prospectus or in any of the documents incorporated by reference in, and forming part of, this Base Prospectus shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in any document incorporated by reference herein by way of publication of a supplement to this Base Prospectus prepared in accordance with Article 23 of the UK Prospectus Regulation or otherwise modifies or supersedes such earlier statement.

Any information contained in the documents listed at (i) to (vii) (inclusive) above which is not incorporated by reference in this Base Prospectus is either not relevant to investors or is covered elsewhere in this Base Prospectus.

Copies of this Base Prospectus and the documents specified above as containing information incorporated by reference in this Base Prospectus may be inspected, free of charge, on the website of the Guarantor: <https://coca-colahellenic.com>

To the extent that any document or information incorporated by reference in this Base Prospectus, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus for the purposes of the UK Prospectus Regulation, except where such information or documents are stated within this Base Prospectus as specifically being incorporated by reference or where this Base Prospectus is specifically defined as including such information. For the avoidance of doubt, unless specifically incorporated by reference into this Base Prospectus, information contained on any website referred to in this Base Prospectus does not form part of this Base Prospectus.”

- A new section headed “*Recent Developments*” shall be inserted immediately following the section headed “*Legal Proceedings*” on page 109 of the Base Prospectus, as follows:

“*Recent Developments*”

On 1 November 2023, CCHBC acquired, through its wholly owned subsidiary CC Beverages Holdings II BV, 100 per cent. of the issued shares of Brown-Forman Finland Oy (“**BFF**”), established in Finland, owner of the Finlandia Vodka brand (the “**Finlandia Acquisition**”) from Brown-Forman Netherlands BV (the “**Seller**”). The fair value of the consideration for the Finlandia Acquisition consists of US\$ 193.8 million (€183.9 million), which has already

been paid, and an additional payment, based on BFF's net financial position and working capital movement, of US\$0.6 million (€0.5 million) which is expected to be transferred within the first quarter of 2024. This additional payment is still under discussion with the Seller, in accordance with the terms of the sale and purchase agreement."

- The table headed "*Senior Management*" on pages 111 to 112 of the Base Prospectus shall be amended by the inclusion of a footnote immediately following the words "*Chief Financial Officer*", as follows:

"⁽¹⁾ Anastasis Stamoulis will be appointed Chief Financial Officer with effect from 1 May 2024."

- The no significant change statement in the first paragraph under the section headed "*No significant and material adverse change*" on page 123 of the Base Prospectus shall be deleted in its entirety and replaced by the following:

"There has been no significant change in the financial position or financial performance of each of the Issuer, the Guarantor and the CCH Group since 31 December 2023, being the date to which the historical financial information on these entities has been prepared."

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 UK Prospectus Regulation, 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 no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme, has arisen or been noted, as the case may be, since the publication of the Base Prospectus.