



**COCA-COLA HBC FINANCE B.V.**  
*(a private limited liability company incorporated in The Netherlands)*

Guaranteed by  
**COCA-COLA HELLENIC BOTTLING  
COMPANY S.A.**  
*(incorporated with limited liability in the Hellenic Republic)*

**€2,000,000,000**  
**Euro Medium Term Note Programme**

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Supplementary prospectus incorporating by reference (a) the annual financial statements of Coca-Cola HBC Finance PLC ("**Finance PLC**") for the year ended 31 December 2009 (the "**Finance PLC Annual Financial Statements**"), (b) the interim financial statements of Coca-Cola HBC Finance BV (the "**Issuer**") for the six months ended 2 July 2010 (the "**Issuer Interim Financial Statements**"), and (c) the Press Release dated 27 October 2010 of Coca-Cola Hellenic Bottling Company S.A. (the "**Guarantor**") relating to its financial results for the nine month period ended 1 October 2010 (the "**Guarantor Nine Month Results**").

Terms defined in the Base Prospectus 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 €2,000,000,000 Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €2,000,000,000 in aggregate principal amount of notes (the "**Notes**") issued by the Issuer and guaranteed by the Guarantor. A base prospectus dated 28 May 2010 (the "**Base Prospectus**") has been prepared by the Issuer and approved as a base prospectus for the purposes of Directive 2003/71/EC (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 any other supplement to

the Base Prospectus issued by the Issuer. 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.

**As of 28 May 2010 (the date of the Base Prospectus and the date on which the Programme was most recently updated), Finance PLC ceased to be an Issuer under the Programme in respect of Notes issued on or after that date. However, as of 28 May 2010 Finance PLC continued to be a guarantor of Notes for the purposes of the Programme insofar as any Notes previously issued under the Programme by Finance BV and guaranteed by Finance PLC remain outstanding.**

The Finance PLC Annual Financial Statements, Issuer Interim Financial Statements, and Guarantor Nine Month Results have been previously published or are published simultaneously with this Supplementary Prospectus, and have been approved by or filed with the FSA. With effect from the date of this Supplementary Prospectus, the Finance PLC Annual Financial Statements, Issuer Interim Financial Statements, and Guarantor Nine Month Results shall each be deemed to be incorporated in, and to form part of, this Supplementary Prospectus and the Base Prospectus, save that:

- 1 the following words contained in the third paragraph of the quote on page one of the Guarantor Nine Month Results shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"However, our investment in the marketplace and advancement of our customer-centric vision will enable us to further strengthen our market positions and drive near-term cash flow."

- 2 the following words contained in the first paragraph of the section entitled "Business Outlook" on page 7 of the Guarantor Nine Month Results shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"We expect that the timing and degree of economic recovery will differ across our markets. While consensus estimates indicate that economic growth may return to many European countries in 2010, we expect growth in the non-alcoholic ready-to-drink category to lag GDP growth."

- 3 the second paragraph (beginning with the words "Our expectation is for a slight increase...") of the section entitled "Business Outlook" on page 7 of the Guarantor Nine Month Results shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus.

- 4 the following words contained in the third paragraph of the section entitled "Business Outlook" on page 7 of the Guarantor Nine Month Results shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"Such initiatives are expected to result in approximate pre-tax charges of between €25-30 million in 2010."

- 5 the following words contained in the fourth paragraph of the section entitled "Business Outlook" on page 7 of the Guarantor Nine Month Results shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"Our ongoing focus on working capital management and our well invested production capacity is expected to support continued strong cash flow generation over the current three-year business planning cycle, with EBITDA growth continuing to outpace operating profit growth. In the three-year period ending 2012, cumulative net capital expenditure is expected to be approximately €1.4 billion and we expect to meet our free cash flow (operating cash flow net of capital expenditure) target of €1.5 billion."

- 6 the following words contained in the third paragraph of the section entitled "Outlook" on page 3 of the Issuer Interim Financial Statements shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

"Finally, the implementation of SAP "Wave 2" platform by the end of 2010 is expected to improve the efficiency of our entire business, by increasing the speed and accuracy of our treasury transactions. Through SAP "Wave 2", we are introducing best practices across our entire organisation. SAP will enable us to standardise work processes and deliver operational synergies across the organisation."

- 7 the following words contained in the second paragraph of the section entitled "Finance Costs (continued)" on page 12 of the Issuer Interim Financial Statements shall not be deemed to be incorporated in and shall not be deemed to form part of, the Supplementary Prospectus or the Base Prospectus:

", however, we expect a stabilizing effect to our future interest expense, as, in its majority, it will not depend upon the fluctuations of Euribor."

Copies of the Finance PLC Annual Financial Statements, Issuer Interim Financial Statements, and Guarantor Nine Month Results are available for viewing at <http://www.hemscott.com/nsm.do> and Finance PLC, Finance BV and CCHBC S.A. will, at the specified offices of the Paying Agents, provide, free of charge, upon request, copies of this Supplementary Prospectus (together with the Finance PLC Annual Financial Statements, Issuer Interim Financial Statements, and Guarantor Nine Month 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.

Finance PLC, the Issuer and the Guarantor accept responsibility for the information contained in this Supplementary Prospectus. Each of Finance PLC, 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.

**There are certain risks related to any issue of Notes under the Programme, which investors should ensure that they fully understand (see "*Risk Factors*" beginning on page 7 of the Base Prospectus).**