

Supplementary prospectus number 3 dated 10 February 2011 to the Base Prospectus dated 28 May 2010



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

(the "Issuer")

*(a private limited liability company incorporated in The Netherlands)*

Guaranteed by

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

(the "Guarantor")

*(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 the Press Release dated 9 February 2011 of the Guarantor relating to its financial results for the year ended 31 December 2010 and including its condensed consolidated financial statements for the year ended 31 December 2010 (the "Guarantor 2010 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.

The Guarantor 2010 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 Guarantor 2010 Results shall 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 final paragraph on page one of the Guarantor 2010 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:

"As we manage the business for the long-term we will be increasing our net capital expenditure to €1.5 billion for 2011–2013. At the same time,";

- 2 the following words contained in the final paragraph on page one of the Guarantor 2010 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 are confident that we will continue to generate significant cash flow and are raising our three-year rolling free cash flow target to approximately €1.6 billion for 2011–2013.";

- 3 the following words contained in the penultimate paragraph on page three of the Guarantor 2010 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:

"which we expect will result in annualised benefits of €35-40 million from 2011 onwards.";

- 4 the following words contained in the second paragraph on page four of the Guarantor 2010 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 continue to expect a protracted recession in Greece, as the new austerity measures announced in December 2010 begin to impact further consumer purchasing power and demand.";

- 5 the following words contained in the third paragraph on page four of the Guarantor 2010 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:

"The successful implementation of SAP Wave 2 in Italy is expected to provide competitive advantages by facilitating closer functional integration, enhancing our commercial capabilities and improving overall customer service levels.";

- 6 the following words contained in the fourth paragraph on page four of the Guarantor 2010 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:

"and we expect that recently announced austerity measures will continue to have a negative impact on consumer demand in 2011.";

7 the following words contained in the second paragraph on page seven of the Guarantor 2010 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:

"As a result, we must adapt by using the right packages, the right brands and tailored outlet activation to cater to the needs of our customers and grow our business profitably.";

8 the following words contained in the third paragraph on page seven of the Guarantor 2010 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:

"Coca-Cola Hellenic is well positioned to continue to deliver long term share owner value.";

9 the following words contained in the third paragraph on page seven of the Guarantor 2010 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 plan to increase our marketing spending in line with the economic recovery across our territories.";

10 the fourth and fifth paragraphs on page seven of the Guarantor 2010 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;

11 the following words contained in the sixth paragraph on page seven of the Guarantor 2010 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 all our countries to run SAP by 2014.";

12 the final three paragraphs on page seven of the Guarantor 2010 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;

13 the following words contained in the final paragraph on page 25 of the Guarantor 2010 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:

"If approved, this transaction is expected to be completed during the second quarter of 2011, at which time NBC would be de-listed from the Nigerian Stock Exchange. The value of this transaction is approximately €4 million and it will result in cost savings, reduce complexity and allow NBC to fully leverage the financial strength and resources of the Group."; and

14 the following words contained in the first paragraph on page 27 of the Guarantor 2010 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:

"Management believes that any liability to the Company that may arise as a result of these pending legal proceedings will not have a material adverse effect on the results of operations, cash flows, or the financial condition of the Company taken as a whole."

Copies of the Guarantor 2010 Results are available for viewing at <http://www.hemscott.com/nsm.do> and the Guarantor will, at the specified offices of the Paying

Agents, provide, free of charge, upon request, copies of this Supplementary Prospectus (together with the Guarantor 2010 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.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplementary Prospectus. Each of 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).**