



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

(the "Issuer")

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

Guaranteed by

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

(the "Guarantor")

*(incorporated with limited liability in the Hellenic Republic)*

**€3,000,000,000**

**Euro Medium Term Note Programme**

Terms defined in the Base Prospectus (as defined below) 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 €3,000,000,000 Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €3,000,000,000 in aggregate principal amount of notes (the "**Notes**") issued by the Issuer and guaranteed by the Guarantor. A base prospectus dated 10 April 2012

(the "**Base Prospectus**") has been prepared by the Issuer and approved as a base prospectus for the purposes of Directive 2003/71/EC, as amended (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 a supplementary prospectus to the Base Prospectus issued by the Issuer on 11 May 2012. 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 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.

The purpose of this Supplementary Prospectus is to provide disclosure on recent ratings downgrades relevant to the Issuer and the Guarantor and to Notes issued under the Programme as set out in the Base Prospectus and as described in further detail below.

On 7 June 2012, the long-term and short-term corporate credit ratings of the Hellenic Group were downgraded by Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**") to BBB+ and A2 respectively from A and A1 respectively. Standard & Poor's also placed the Hellenic Group on credit watch with negative implications in respect of both the newly downgraded long-term corporate credit rating of BBB+ and the newly downgraded short-term corporate credit rating of A2 assigned by Standard & Poor's to the Hellenic Group.

In addition, Standard & Poor's lowered the rating of the Hellenic Group's senior unsecured long-term debt to BBB from A-. Standard & Poor's also placed the Hellenic Group on credit watch with negative implications in respect of the newly downgraded senior unsecured long-term debt rating.

On 15 June 2012, the long-term senior unsecured and medium-term note ratings of the Issuer guaranteed by the Guarantor were downgraded by Moody's France S.A.S. ("**Moody's**") to Baa1 and (P)Baa1 respectively from A3 and (P)A3 respectively. The short-term commercial paper rating by Moody's was unchanged at P2. Moody's outlook on the ratings remains negative.

Each of Standard & Poor's and Moody's is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended.

The "Ratings" section of the summary in the Base Prospectus is updated as follows:

The Hellenic Group has been assigned long term credit ratings of Baa1 and BBB+, respectively by Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited. The Hellenic Group has been assigned short term credit ratings of P2 and A2, respectively by Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited. The unsecured, unsubordinated long term debt securities of the Hellenic Group have been rated (P)Baa1 and BBB, respectively by Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited. Each of Moody's France S.A.S. and Standard & Poor's Credit Market Services Europe Limited is established in the EEA and registered under the CRA Regulation.

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.