

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2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**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 PRIIPs Regulation.

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, "**MiFID II**"); 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 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.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 19 November 2019

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 500,000,000 0.625 per cent. Notes due 21 November 2029

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 Conditions (the "**Conditions**") set forth in the base prospectus dated 24 April 2019 and the supplemental base prospectuses dated 2 May 2019, 8 October 2019 and 13 November 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. 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 dated 24 April 2019 and the supplemental base prospectuses dated 2 May 2019, 8 October 2019 and 13 November 2019 are 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:	5
	(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:	EUR 500,000,000
5.		Issue Price:	99.096 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:	21 November 2019
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	21 November 2029
9.		Interest Basis:	0.625 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 (See paragraph 17 below)
13.		Date Board approval for issuance of Notes and Guarantees obtained:	13 November 2019 (in respect of the approval for the issuance of Notes by Coca-Cola HBC Finance B.V.) and 13 November 2019 (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:	0.625 per cent. per annum (payable annually) in arrear
	(ii)	Interest Payment Date(s):	21 November in each year from and including 21 November 2020 (the " First Interest Payment Date ") to and including the Maturity Date
	(iii)	Fixed Coupon Amount:	EUR 6.250 per Calculation Amount on each Interest Payment Date from and including 21 November 2020 to and including the Maturity Date
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Determination Date(s):	21 November 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): 21 August 2029
- (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: +0.200 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 Principal Paying 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 Principal Paying Agent to the Issuer and notified in accordance with Condition 18
- (iv) Reference Dealers: means each of the four (4) banks selected by the Principal Paying Agent which are primary European government security dealers, and their respective successors, or market makers in pricing corporate bond issues
- (v) Reference Security: DBR 0.000 per cent. due August 2029
- (vi) 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
- The Make-Whole Redemption Rate will be notified by the Issuer in accordance with Condition 18

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. 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
23.	New Global Note:	Yes
24.	Additional Financial Centre(s):	London
25.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
26.	U.S. Selling Restrictions	TEFRA D
27.	Prohibition of Sales to EEA Retail Investors:	Applicable

THIRD PARTY INFORMATION

Not Applicable

PART B – OTHER INFORMATION

1. LISTING

- (i) 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 Regulated Market and listed on the Official List of the Financial Conduct Authority with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: £4,725

2. RATINGS

- The Notes to be issued are expected to be rated:
- Ratings: Moody's Italia S.r.l.: Baa1
S&P Global Ratings: BBB+

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 Dealers 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: 0.719 per cent. per annum

5. OPERATIONAL INFORMATION

ISIN Code: XS2082345955

Common Code: 208234595

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

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. **DISTRIBUTION**

Method of distribution:

Syndicated

If syndicated, names of Managers:

Global Coordinators

Goldman Sachs International

UBS AG London Branch

UniCredit Bank AG

Joint Active Bookrunners

Banca IMI S.p.A.

BNP Paribas

J.P. Morgan Securities plc

Standard Chartered Bank

Stabilisation Manager(s) (if any):

UBS AG London Branch

If non-syndicated, name of relevant Dealer:

Not Applicable