

SECURITIES AND EXCHANGE COMMISSION

FORM 425

Filing under Securities Act Rule 425 of certain prospectuses and communications in connection with business combination transactions

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SUBJECT COMPANY

Coca-Cola HBC AG

CIK: [1558633](#) | IRS No.: **000000000** | State of Incorporation: **V8** | Fiscal Year End: **1231**
Type: **425** | Act: **34** | File No.: [132-02769](#) | Film No.: **13520932**
SIC: **2086** Bottled & canned soft drinks & carbonated waters

Mailing Address
*BAARERSTRASSE 14
ZUG V8 CH-6300*

Business Address
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41415613243*

FILED BY

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Filed by Coca-Cola HBC AG and
Coca-Cola Hellenic Bottling Company S.A.
pursuant to Rule 425 under the Securities Act of 1933 and
deemed filed pursuant to Rules 14d-2 and 14d-9 under the Securities Exchange Act of 1934
Subject Company:
Coca-Cola Hellenic Bottling Company S.A.
Registration Statement File No. 333-184685

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This document is an advertisement and not a prospectus and investors should not subscribe for or purchase any transferable securities referred to in this document except on the basis of information contained in the Prospectus and the Greek Offer Documents proposed to be published by Coca Cola HBC AG in due course in connection with the proposed Greek exchange offer and the admission of the ordinary shares of Coca Cola HBC AG to the premium segment of the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities (the "Admission"). A copy of the Prospectus will, following publication, be available from Coca Cola HBC AG's website at <http://www.coca-colahbcag.com>.

ENGLISH

Q&A on Transaction Timeline

1. Why is there a delay?

This is a complex and innovative transaction subject, among other things, to approvals of several regulators, including the United Kingdom Listing Authority, the Hellenic Capital Markets Commission and the U.S. Securities and Exchange Commission. In light of the progress of the transaction to-date, we wanted to update investors on our current expectations regarding its timetable.

2. Are any of the outstanding issues serious enough to affect the structure of the transaction or even prevent it from moving forward?

It would not be appropriate to comment on particular aspects of the transaction at this time and pending regulatory review.

3. Is there a risk of further delay?

The revised timeline reflects our best estimate based on the progress we have made to date.

4. We note your financial statements have gone stale for the purposes of achieving a premium listing on the LSE. Was this expected? Are you disappointed you were not able to launch on the basis of your 1H results?

This revised timetable takes this fact into account and contemplates that our full year audited financial statements will be available before launch. The audit of our 1H results was important in order to achieve the progress we have made to date.

5. Will an ATHEX listing be part of the transaction? Is that what is causing the delay?

We have worked very well with ATHEX to date and the ATHEX listing is expected to be part of the transaction.

6. Are you reconsidering the transaction now that the Greek economy seems to be stabilizing?

We remain fully committed to the transaction, its rationale and purpose.

Only for Employees

7. What will happen with the ESPP and the SOP?

The ESPP will continue to be suspended. We will not withhold any contributions from employees' payroll during that suspension, but when the new plan is in place, the Company will make a catch-up contribution for the entire period that the plan was suspended.

Stock option holders will not be able to exercise their stock options following our annual earnings announcement. They may still trade on any CCH SA shares they currently hold. As a result of this additional delay to our original timetable, we will extend the term of all outstanding options by a quarter. The stock option grants for 2013 will be made shortly after completion of the transaction. The one-off replacement of the existing CCH SA options with CCHBC AG options will take place at the same time.

8. Will the date of the OpCo relocation now be postponed?

Yes, the OpCo will not relocate until shortly before the transaction is completed in early Q2.

Important Notices

General

The exchange offer described herein is addressed to the shareholders of Coca-Cola Hellenic Bottling Company S.A. ("**Coca-Cola Hellenic**") and only to persons to whom it may be lawfully addressed. The Greek exchange offer will be made in the territory of the Hellenic Republic and to the public in the United Kingdom and Austria. The making of the exchange offer to specific persons who are residents in or nationals or citizens of jurisdictions outside the Hellenic Republic, the United Kingdom, Austria or the United States or to custodians, nominees or trustees of such persons may be made only in accordance with the laws of the relevant jurisdiction. It is the responsibility of each person wishing to accept the Exchange Offer to inform themselves of and ensure compliance with the laws of their respective jurisdictions in relation to the Exchange Offer. If you have any doubts as to your status, you should consult with your professional advisor in the relevant jurisdiction.

The exchange offer is not being made, directly or indirectly, by mail or by any means in or into Australia, Canada, Japan or any jurisdiction within which, under its laws, rules and regulations, the submission, the making or the presentation of the exchange offer or the mailing or distribution of, the Greek information circular, the prospectus relating to the ordinary shares of Coca-Cola HBC AG approved by the United Kingdom Listing Authority (the "**Prospectus**"), a declaration of acceptance and any other document or material relevant thereto (together, the "**Greek Offer Documents**") is illegal or contravenes any applicable legislation, rule or regulation (together, the "**Excluded Territories**") except as set out below for the United States. Accordingly, copies of any such documents and materials will not be, and must not be, directly or indirectly, mailed, distributed or otherwise sent to anyone or from anyone in or into or from any Excluded Territory.

No person receiving a copy of this document or of any Greek Offer Document in any jurisdiction outside the Hellenic Republic, the United Kingdom or Austria (or any documents relating to the U.S. exchange offer other than in the United States or to holders of American depositary shares representing ordinary shares of Coca-Cola Hellenic (“**Coca-Cola Hellenic ADSs**”)) may treat any such document as if it constituted a solicitation or offer to such person and under no circumstances may such person use any Greek Offer Document if, in the relevant jurisdiction, such solicitation or offer may not be lawfully made to such person or if such Greek Offer Document may not be lawfully used without breaching any legal requirements. In those instances, any such Greek Offer Document is sent for information purposes only.

United States

Separate documentation for the U.S. exchange offer will be made available to holders of ordinary shares of Coca-Cola Hellenic located in the United States and holders of Coca-Cola Hellenic ADSs, wherever located. No offering of securities shall be made in the United States except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Coca-Cola HBC AG and Coca-Cola Hellenic may be required to file materials relevant to the U.S. exchange offer with the U.S. Securities and Exchange Commission (the “**SEC**”). Such documents, however, may not all be currently available. **INVESTORS ARE URGED TO READ ANY DOCUMENTS REGARDING THE POTENTIAL TRANSACTION FILED OR TO BE FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors will be able to obtain a free copy of such filings without charge, at the SEC’s website (<http://www.sec.gov>) once such documents are filed with the SEC. Copies of such documents may also be obtained from Coca-Cola HBC AG and Coca-Cola Hellenic, without charge, once they are filed with the SEC. No offering of securities shall be made in the United States except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

This document does not contain, constitute or form part of any offer or invitation to sell or subscribe or any solicitation of any offer to purchase or subscribe for any securities in any jurisdiction, and neither this document (nor any part of it) nor the fact of its distribution form the basis of, or may be relied upon in connection with, or act as any inducement to enter into, any contract or commitment whatsoever.

European Economic Area

In member states of the European Economic Area (“**EEA**”) other than Greece, the United Kingdom and Austria (from the time the Prospectus has been approved by the United Kingdom Listing Authority and published in accordance with the Prospectus Directive (2003/71/EC, as amended), as implemented in the United Kingdom; and in the case of Greece and Austria, passported), this document and any offer if made subsequently is directed only at persons who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC, as amended) (“**Qualified Investors**”). Any person in the EEA who acquires securities in the exchange offer (an “**investor**”) or to whom the exchange offer is made will be deemed to have represented and agreed that it is a Qualified Investor. Any investor will also be deemed to have represented and agreed that any securities acquired by it in the exchange offer have not been acquired on behalf of persons in the EEA other than Qualified Investors, nor have the securities been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by Coca-Cola HBC AG of a prospectus pursuant to Article 3 of the Prospectus Directive. Coca-Cola HBC AG and its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

Cautionary Statement Regarding Forward-Looking Statements

The information contained in this document is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this document or on its

completeness, accuracy or fairness. The information in this document is subject to change. The dates of the exchange offer and the Admission may change. There is no guarantee that the exchange offer and the Admission will occur and you should not base

your financial decisions on Coca-Cola HBC AG' s intentions at this stage in relation to the exchange offer and the Admission.

This document contains forward-looking statements that involve risks and uncertainties. These statements may generally, but not always, be identified by the use of words such as “believe,” “outlook,” “guidance,” “intend,” “expect,” “anticipate,” “plan,” “target” and similar expressions to identify forward-looking statements. All statements other than statements of historical facts, including, among others, statements regarding expected take-up of the exchange offer; plans for Coca-Cola Hellenic and for Coca-Cola HBC AG following completion of the exchange offer; planned times and places of listings of the ordinary shares and American depositary shares of Coca-Cola HBC AG; planned de-listings and U.S. de-registration of the ordinary shares and American depositary shares of Coca-Cola Hellenic; Coca-Cola Hellenic' s future financial position and results; Coca-Cola Hellenic' s outlook for 2013 and future years; business strategy; the effects of the global economic slowdown; the impact of the sovereign debt crisis, currency volatility, Coca-Cola Hellenic' s recent acquisitions, and restructuring initiatives on Coca-Cola Hellenic' s business and financial condition; Coca-Cola Hellenic' s future dealings with The Coca-Cola Company; budgets; projected levels of consumption and production; projected raw material and other costs; estimates of capital expenditure and plans and objectives of management for future operations, are forward-looking statements. You should not place undue reliance on such forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they reflect current expectations and assumptions as to future events and circumstances that may not prove accurate. Actual results and events could differ materially from those anticipated in the forward-looking statements for many reasons.

Although Coca-Cola HBC AG and Coca-Cola Hellenic believe that, as of the date of this document, the expectations reflected in the forward-looking statements are reasonable, Coca-Cola HBC AG and Coca-Cola Hellenic cannot assure you that future events will meet these expectations. Moreover, neither Coca-Cola HBC AG nor Coca-Cola Hellenic nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. After the date of this document, unless Coca-Cola Hellenic is required by law or the rules of the UK Financial Services Authority to update these forward-looking statements, Coca-Cola Hellenic will not necessarily update any of these forward-looking statements to conform them either to actual results or to changes in expectations.
