

12 April 2017

Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**2016 CORPORATE GOVERNANCE STATEMENT AND APPENDIX 4G**

In accordance with Listing Rules 4.7.3, 4.7.4 and 4.10.3, attached is Amatil's 2016 Corporate Governance Statement and Appendix 4G.

Yours faithfully

**Katie Newton-John**  
Group Company Secretary and Corporate Counsel



# CORPORATE GOVERNANCE AT AMATIL

We are pleased to present our Corporate Governance Statement 2016 (Statement), which outlines the corporate governance framework and practices of Coca-Cola Amatil Limited (Amatil or Company).

At Amatil, the Board of Directors is committed to achieving the highest standards in the areas of corporate governance and business conduct. We see this commitment as fundamental to the sustainability and performance of our business and to protecting and enhancing shareholder value. This Statement reports on the corporate governance principles and practices followed by Amatil for the period from 1 January 2016 to 31 December 2016 (FY2016) as required by the Australian Securities Exchange (ASX) Listing Rules.

Throughout FY2016, Amatil followed all of the recommendations established in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 3rd Edition (ASX Principles).

This Statement is current as at 22 February 2017 and has been approved by the Board of Directors.

The policies and Board and Committee Charters referred to in this Statement may be accessed on Amatil's website at [www.ccamatil.com](http://www.ccamatil.com).



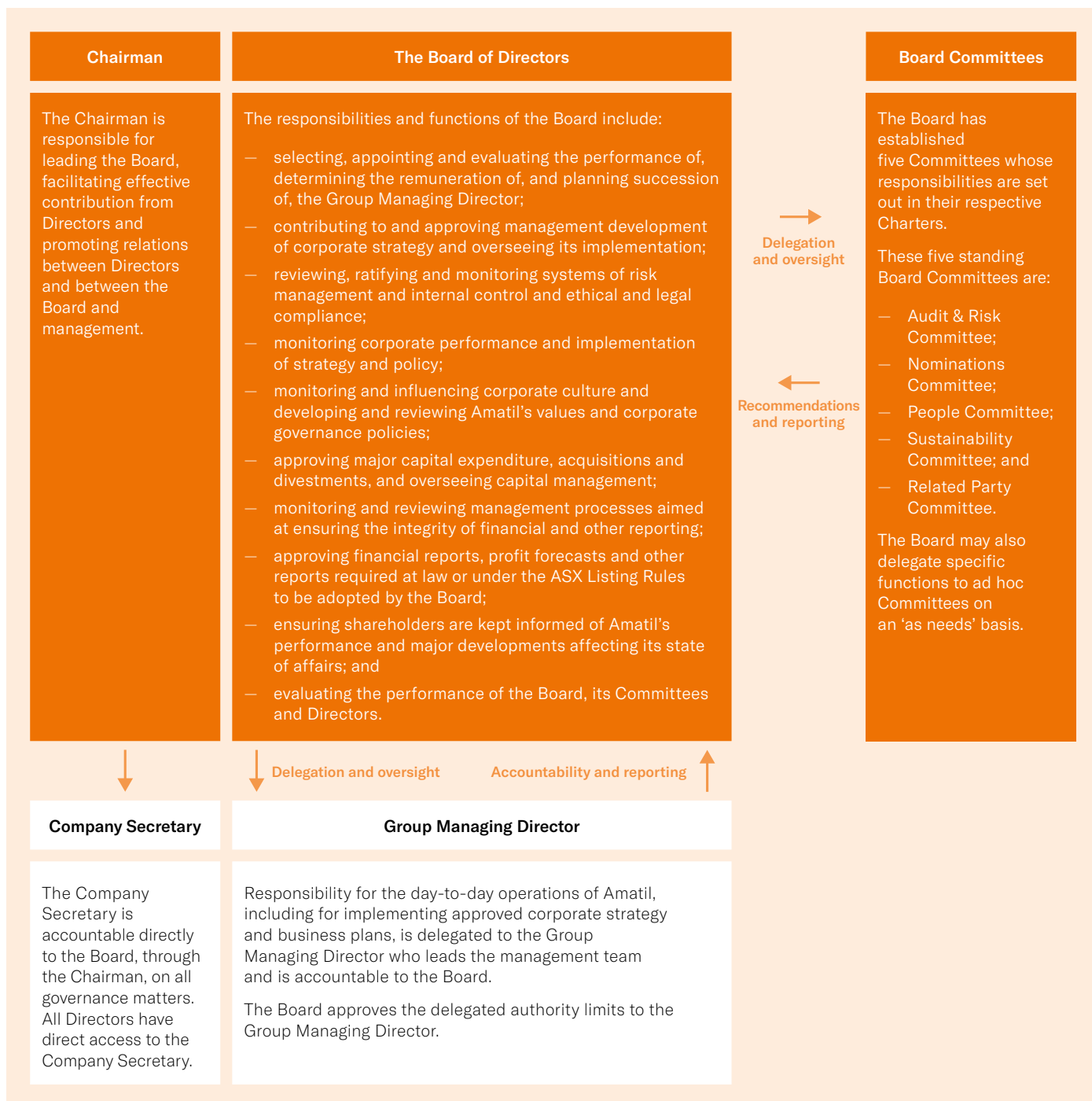
# THE BOARD AND ITS ROLE

## Role of the Board

The Board represents and serves the interests of shareholders and has the ultimate responsibility for managing Amatil's business and affairs to the highest standards of corporate governance and business conduct. The Board strives to protect and optimise Amatil's performance and build sustainable value for shareholders in accordance with applicable duties and obligations and within a framework of prudent and effective controls that enable risk to be assessed and managed.

The Board Charter sets out the Board's purpose and responsibilities and the delegation of its duties and powers to Committees and management through the Group Managing Director. This division of roles and responsibilities is illustrated in the below diagram:

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**THE BOARD STRIVES TO PROTECT AND OPTIMISE AMATIL'S PERFORMANCE**  
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### Composition of the Board

The composition of the Board is based on the following factors:

- the majority of the Board comprises independent Non-executive Directors;
- the Chairman is an independent Non-executive Director (which includes being independent from The Coca-Cola Company) and is not the same person as the Group Managing Director;
- the Group Managing Director is an Executive Director;
- The Coca-Cola Company may nominate two Non-executive Directors (currently Martin Jansen and Krishnakumar Thirumalai);
- one-third of the Board (other than the Group Managing Director) is required to retire at each Annual General Meeting and may stand for re-election. The Directors to retire shall be those who have been longest in office since their last election; and
- a Director who has been appointed by the Board to fill a casual vacancy is required to be considered for election by the shareholders at the next Annual General Meeting.

### Mix of Skills on the Board

Amatil aims to have an appropriate mix of skills and experience on the Board and its Committees so that the Board can operate efficiently and effectively, and discharge its responsibilities. The Board's current 'skills matrix' (set out below) incorporates expertise and experience across a wide range of areas, including: financial, risk management, corporate governance, strategy development, legal, human resources, leadership, work health safety, fast moving consumer goods (FMCG) and corporate sustainability. The matrix also reflects Amatil's strategic themes of *lead*, *execute* and *partner* as well as other skills and experience that are relevant to the composition of the Board. The Board has strong ASX top 50 expertise and business experience (including CEO, Non-executive Director and senior management roles) both in Australia and internationally (including Asia). Directors also have a breadth of community involvement, including not-for-profit director positions.

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**AMATIL AIMS TO HAVE AN APPROPRIATE MIX OF SKILLS AND EXPERIENCE ON THE BOARD AND ITS COMMITTEES**  
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Skills		
Amatil Strategic Themes	Lead	Marketing
		Innovation
		Media
		Regulatory
	Execute	Digital Technology
		Productivity Improvements
	Partner	Joint Ventures
		Brand Partners
General Director Experience	Financial	
	Risk	
	Governance	
	Strategy Development	
	FMCG	
	Legal	
	HR	
	Leadership	
	Work Health Safety	
	International and ASEAN Experience	
	Corporate Sustainability	
	ASX Top 50	
	Retail	

The Board comprised the following members as at 22 February 2017. All of these Directors served during FY2016, except Paul O'Sullivan, whose appointment took effect on 1 March 2017.



David Gonski, AC



Alison Watkins



Ilana Atlas



John Borghetti, AO



Catherine Brenner



Anthony (Tony) Froggatt



Martin Jansen



Mark Johnson



Wal King, AO



David Meiklejohn, AM



Krishnakumar Thirumalai



Paul O'Sullivan

Name	Position	Independent	Appointed
David Gonski, AC	Chairman, Non-executive Director	Yes	1997
Alison Watkins	Executive Director and Group Managing Director	No	2014
Ilana Atlas	Non-executive Director	Yes	2011
John Borghetti, AO	Non-executive Director	Yes	2015
Catherine Brenner	Non-executive Director	Yes	2008
Anthony (Tony) Froggatt	Non-executive Director	Yes	2010
Martin Jansen <sup>1</sup>	Non-executive Director	No	2009
Mark Johnson	Non-executive Director	Yes	2016
Wal King, AO	Non-executive Director	Yes	2002
David Meiklejohn, AM	Non-executive Director	Yes	2005
Paul O'Sullivan <sup>2</sup>	Non-executive Director	Yes	2017
Krishnakumar Thirumalai <sup>1</sup>	Non-executive Director	No	2014

1 Nominated by The Coca-Cola Company

2 Appointed to the Board with effect from 1 March 2017

Details of the qualifications, experience, expertise and terms of office of each Director are set out on pages 18 and 19 of Amatil's 2016 Annual Report.

Attendance at Board and Committee meetings and the names of Committee members are included in the Directors' Report on page 25 of the Amatil's 2016 Annual Report.

### Directors' Independence

The majority of Directors on the Amatil Board are independent Directors. A Director is considered independent provided he or she is free of any interest, position, association or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of Amatil shareholders generally. For example, if the Director has a business or other relationship with a related party, this would affect his or her independence (depending on the nature of the relationship). A related party for this purpose would include The Coca-Cola Company.

In 2015, the Board adopted a definition of independence based on that set out in Box 2.3 of the ASX Principles.

When a potential conflict of interest arises, the Director concerned withdraws from the Board meeting while the relevant matters are considered. Accordingly, the Director concerned neither takes part in discussions nor exercises any influence over the Board if a potential conflict of interest exists. Transactions with The Coca-Cola Company are reviewed by the Related Party Committee. Related party transactions in FY2016 are disclosed in Note 16 of the Financial Report in Amatil's 2016 Annual Report.

### Tenure of the Board

The tenure of a Director is a factor taken into account by the Amatil Board in assessing the independence of a Director but is not determinative. The Board has assessed the independence of each Director in light of their tenure. Based on its assessment, the Board determined that each independent Director remains able to bring an independent mind to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally.



**THE MAJORITY  
OF DIRECTORS  
ON THE AMATIL  
BOARD ARE  
INDEPENDENT  
DIRECTORS**



### Board Selection

The Board's Nominations Committee regularly reviews and makes recommendations to the Board on the balance of skills, knowledge, experience, independence and diversity the Board is looking to achieve in its membership, the mix currently represented on the Board and the desirable qualities and capabilities' for a new Director appointment.

The process of appointing a Director is that when a vacancy exists, or is expected, the Nominations Committee identifies candidates with the appropriate expertise and experience having regard to the skills that the candidate would bring to the Board and the balance of skills that the existing Directors hold. A thorough background check is conducted in relation to all prospective Director candidates. The Board reviews the candidates and the most suitable person is either appointed by the Board and comes up for re-election at the next Annual General Meeting or is recommended to shareholders for election at a shareholders' meeting. All material information in Amatil's possession relevant to a Director's election and subsequent re-election is provided to shareholders in the relevant Notice of Meeting.

Further information regarding the role and responsibilities of the Nominations Committee can be found on page 8 of this Statement.

### Induction and Training

On appointment, each Non-executive Director is required to acknowledge the terms of appointment as set out in their written letter of appointment. The appointment letter covers, amongst other things, the term of appointment, roles and responsibilities, remuneration including superannuation and expenses, dealing in Amatil's shares, disclosure of the Director's interests, insurance and indemnity, and termination. The Director is provided with the policies and other documents that are relevant to their role and will assist the Director in meeting their legal obligations and maintaining Amatil's core values.

An induction program is made available to newly appointed Directors covering briefings on the culture and values of Amatil, the roles and responsibilities of senior executives and Amatil's financial, strategic, operational and risk management position. The program also includes such topics as the Board's role, Board composition and conduct, and the risks and responsibilities of company Directors, to ensure that new Directors understand what's expected of them and current governance issues. Site visits are arranged, which incorporate safety and environmental briefings.

In addition, all Directors are provided with ongoing professional development opportunities that relate to matters pertinent to Amatil, including regular briefings on legal, accounting and compliance issues that relate to Amatil. During 2016, Directors were provided with education sessions with the external auditor, briefing sessions on developments in Work Health and Safety legislation, and updates on the countries and markets in which Amatil operates and site visits.

### Access to Information, Independent Advice and Indemnification

For the purposes of the proper performance of their duties, Directors are entitled to seek independent professional advice at Amatil's expense. Before doing so, a Director must notify the Chairman (or the Group Managing Director in the Chairman's absence) and must make a copy of the advice available to all Directors.

### Share Ownership and Dealings

Details of the shareholdings of Directors are set out in the Directors' Report on page 25 of Amatil's 2016 Annual Report.

Non-executive Directors are encouraged to hold Amatil shares, with shareholding guidelines that were revised in 2016, based on length of time served as a Company Director. See page 47 of the Remuneration Report in the Amatil's 2016 Annual Report for details.

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**DIRECTORS  
UNDERSTAND  
WHAT'S EXPECTED  
OF THEM  
AND CURRENT  
GOVERNANCE  
ISSUES**  
”



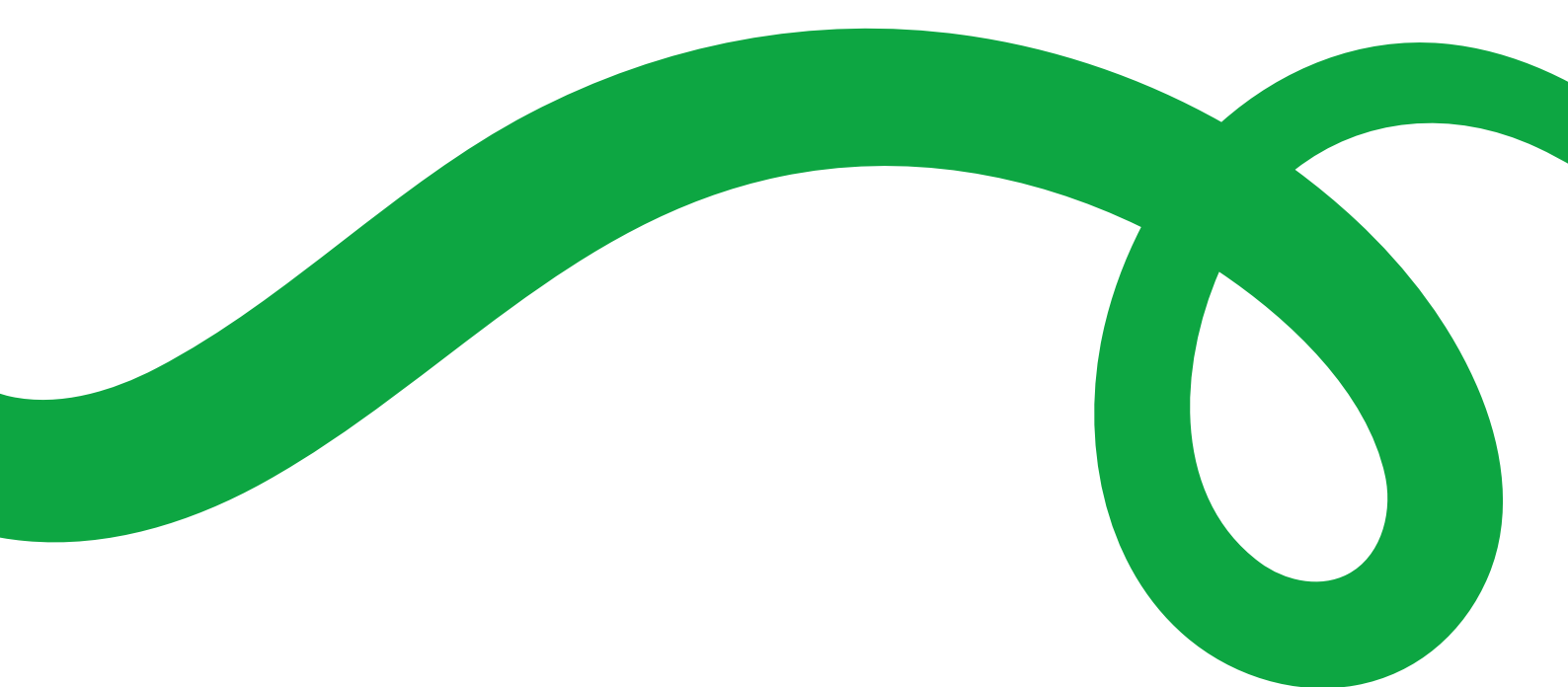
# BOARD COMMITTEES

During FY2016, the Board had the following five Committees:

- Audit and Risk Committee;
- People Committee;
- Nominations Committee;
- Sustainability Committee; and
- Related Party Committee.

Each of the Committees has a Charter approved by the Board, which is reviewed annually. The following table sets out the composition and membership of each Committee during FY2016, together with the Committee's purpose and responsibilities.

Composition	Members	Purpose and Responsibilities
<p><b>Audit and Risk Committee</b></p> <p>Comprises at least three members, all of whom are Non-executive Directors and the majority of whom are independent.</p> <p>Chaired by an independent Director who is not the Chairman of the Board.</p>	<p>David Meiklejohn (Chairman)</p> <p>Ilana Atlas</p> <p>Catherine Brenner</p> <p>Tony Froggatt</p> <p>David Gonski</p> <p>Martin Jansen</p> <p>Mark Johnson</p>	<p>The purpose of this Committee is to oversee risk management and internal controls in relation to all risks across Amatil, with detailed oversight of financial risks. Specifically, the Committee is responsible for:</p> <ul style="list-style-type: none"> <li>– financial reporting: to ensure the balance, transparency and integrity of published financial information;</li> <li>– internal controls and risk management: to confirm the effectiveness of Amatil's internal control and risk management system;</li> <li>– internal audit: to be satisfied with the effectiveness of the internal audit function and to approve the appointment and assess the performance of the internal auditor;</li> <li>– external audit: to ensure an independent audit process, recommend the appointment of the external auditor to the Board and assess the performance of the external auditor; and</li> <li>– compliance with laws, regulations and internal policies and industry standards generally: to oversee Amatil's process for monitoring compliance.</li> </ul>
<p><b>People Committee</b></p> <p>Comprises at least three members, all of whom are Non-executive Directors and the majority of whom are independent.</p> <p>Chaired by an independent Director who is not the Chairman of the Board.</p>	<p>Ilana Atlas (Chairman)</p> <p>Catherine Brenner</p> <p>Tony Froggatt</p> <p>David Gonski</p> <p>John Borghetti</p>	<p>The purpose of this Committee is to review, approve and in specific cases make recommendations to the Board regarding Amatil's people strategy, frameworks and practices. Specifically, the Committee is responsible for:</p> <ul style="list-style-type: none"> <li>– reviewing the leadership capability, development and succession planning for our senior leaders;</li> <li>– approving the Group's overall diversity strategy, policy and measurable objectives;</li> <li>– overseeing the Group's culture and engagement initiatives;</li> <li>– recommending the appointment of the Group Managing Director to the Board and approving the appointment of the direct reports to the Group Managing Director;</li> <li>– reviewing the remuneration arrangements and contracts terms of the Group Managing Director and direct reports. The Committee makes recommendations to the Board regarding the Group Managing Director, but has the authority to approve for the direct reports;</li> <li>– reviewing and approving the performance and reward strategy, framework and incentive plans for the direct reports to the Group Managing Director and their leadership teams across Amatil;</li> <li>– overseeing the performance and reward strategies for employees across Amatil;</li> <li>– reviewing and approving the design of all Amatil equity plans; and</li> <li>– reviewing and making recommendations to the Board regarding the structure and amount of Non-executive Director remuneration.</li> </ul>



Composition	Members	Purpose and Responsibilities
<p><b>Nominations Committee</b></p> <p>Comprises at least three members, all of whom are Non-executive Directors and the majority of whom are independent.</p> <p>Chaired by an independent Director.</p>	<p>David Gonski (Chairman)</p> <p>Ilana Atlas</p> <p>Catherine Brenner</p> <p>John Borghetti</p> <p>Tony Froggatt</p> <p>Martin Jansen</p> <p>Mark Johnson</p> <p>Wal King</p> <p>David Meiklejohn</p> <p>Krishnakumar Thirumalai</p>	<p>The purpose and responsibilities of this Committee are to review and recommend to the Board matters relating to: the composition of the Board, including the criteria for Board membership;</p> <ul style="list-style-type: none"> <li>– succession planning for the Board (excluding the Group Managing Director);</li> <li>– performance evaluation of the Board, its Committees and individual Directors (including the Group Managing Director); and</li> <li>– induction and continuing professional development training for Directors.</li> </ul>
<p><b>Sustainability Committee</b></p> <p>Comprises at least three members, all of whom are Non-executive Directors and the majority of whom are independent.</p> <p>Chaired by an independent Director who is not the Chairman of the Board.</p>	<p>Catherine Brenner (Chairman)</p> <p>David Gonski</p> <p>Martin Jansen</p> <p>Mark Johnson</p> <p>Wal King</p> <p>David Meiklejohn</p> <p>John Borghetti</p> <p>Krishnakumar Thirumalai</p>	<p>The purpose of this Committee is to review the effectiveness of Amatil's controls and strategies to manage Amatil's non-financial and operational risk and compliance matters, including:</p> <ul style="list-style-type: none"> <li>– reviewing and monitoring compliance with Amatil's legal and regulatory responsibilities and internal policies and industry standards with regards to operational matters;</li> <li>– approving Amatil's policies and standards that reflect on Amatil's reputation;</li> <li>– reviewing and monitoring social and reputational issues that may have an impact on Amatil; and</li> <li>– reviewing Amatil's non-financial and operational risks and controls.</li> </ul>
<p><b>Related Party Committee</b></p> <p>Comprises only independent Non-executive Directors who have not been associated with a related party (and in particular, are not associated with The Coca-Cola Company and are not executives of the Amatil Group).</p>	<p>David Gonski (Chairman)</p> <p>Ilana Atlas</p> <p>Catherine Brenner</p> <p>John Borghetti</p> <p>Tony Froggatt</p> <p>Mark Johnson</p> <p>Wal King</p> <p>David Meiklejohn</p>	<p>The purpose of this Committee is to review proposed transactions between Amatil and its related parties to:</p> <ul style="list-style-type: none"> <li>– assess whether the transactions are in the best interests of Amatil and its shareholders as a whole;</li> <li>– evaluate whether the transactions fall within the ambit of a normal business relationship;</li> <li>– confirm whether the terms of such transactions are no more favourable than would reasonably be expected of transactions negotiated on an arm's length basis; and</li> <li>– form a view as to whether shareholder approval of the transaction is necessary or appropriate.</li> </ul>

# DIVERSITY AND INCLUSION

Attracting, developing and retaining a diverse team of people who reflect the markets and communities within which we operate is critical to Amatil's sustainability. The importance of creating a culture that values inclusion, recognises the unique contributions of our people, and builds capability is essential for our success, both today and tomorrow.

For Amatil, diversity encompasses gender, ethnicity, age, disability, religious beliefs, sexual orientation, socio-economic background, and education. Through taking this approach, we are able to build a team of people with different backgrounds, opinions and experiences and by harnessing those differences we build a stronger organisation.

The Diversity and Inclusion Strategy and progress in the area of diversity is reviewed annually by the People Committee. Our goals are aligned to the requirements of the business and enable us to respond to the changing needs and expectations of our people, our customers, our consumers, our partners, the community and our shareholders. Our strategy encompasses sourcing, inclusion and retention, underpinned by our Leadership Capability Framework and Values. Our approach to Diversity and Inclusion can be found at [www.ccamatil.com.au](http://www.ccamatil.com.au).

For FY2016 Amatil's Board consisted of 11 Directors – one Executive Director and 10 Non-executive Directors, three of whom are women. While the number of females on the Board remained unchanged in FY2016, the appointment of an additional Director (Mr Mark Johnson) resulted in a change in

the proportion of females on the Board. Mr Johnson's appointment was made having regard to the Board skills matrix, further details of which are set out on page 3 of this Statement. The Board is committed to achieving a diverse range of skills and attributes in its membership, including gender.

The People Committee is responsible for approving Amatil's measurable objectives for achieving diversity and for assessing Amatil's progress in achieving these objectives. In accordance with the ASX Principles relating to diversity, in 2016 we set measurable goals to increase the representation of women in senior leadership roles. Amatil will define objectives for 2017 and beyond to ensure continued support and focus on providing equality of opportunity and achieving appropriate gender balance across all of our geographies and businesses.

Progress against these goals are set out below.

Amatil is a 'relevant employer' under the Workplace Gender Equality Act 2012, and reports on behalf of our Australian businesses of Group Team, Australian Beverages, Alcohol and Coffee and SPC. The most recent 'Gender Equality Indicators' are set out in Coca Cola Amatil's Workplace Gender Equality Report, which is available at [www.wgea.gov.au](http://www.wgea.gov.au).

Detailed information regarding the Group's Diversity and Inclusion Strategy, activities and plans will be released in Amatil's 2016 Sustainability Report.

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**ATTRACTING,  
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 REFLECT THE  
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 IS CRITICAL  
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 SUSTAINABILITY**  
 ”

	2015 Baseline (Female %)	2016 Target (Female %)	2016 Actual (Female %)
Directors	30	33	27 <sup>1</sup>
Senior Executives – Leadership Teams <sup>2</sup>	–	–	30
All employees	18	19	18
Senior Executives – historic definition <sup>2</sup>	21	22	22

1 Note that in December 2016, Amatil increased the size of its Board by one to 11 with the addition of Mark Johnson as a Non-executive Director. It is intended that the Board will reduce to eight Directors when four of the long serving Non-executive Directors retire at the 2017 Annual General Meeting (AGM). It is anticipated that an additional Non-executive Director will be appointed during 2017 and will seek re-election at the 2018 AGM. At nine Directors it is expected that the percentage of females on the Board will increase to at least 33%.

2 The historical definition of Senior Executive and associated targets, which were set in 2011, were based on a grading system no longer in use which results in female representation of 22% in 2016. A more meaningful definition of Senior Executives which reflects our current structure includes the Group Leadership Team and those leaders directly reporting to the Group Leadership Team (i.e. the top two leadership layers). Using this definition female representation was 30% in 2016.

# PERFORMANCE EVALUATION AND REMUNERATION

## Remuneration and Terms of Employment

The Non-executive Directors have appointment letters and the Group Managing Director and other senior leaders have written employment agreements setting out the terms of their appointment or employment with Amatil.

The remuneration policies and practices for Non-executive Directors differ from those that apply to the Group Managing Director and other KMP Senior Executives<sup>1</sup>, given the different roles and responsibilities of Non-executive Directors. The detail of Amatil's approach is described in the Remuneration Report commencing on page 47 of Amatil's 2016 Annual Report.

### Performance Evaluation Process

#### Board

A self-assessment of the Board's performance is conducted annually. Periodically, an independent reviewer will also undertake an assessment of the Board's operations. The results of the independent assessment are considered by the Board and, to the extent that any opportunities for change are identified, suggestions are considered and implemented. In 2015, an independent assessment of the Board's operations was undertaken. In FY2016, the Board undertook a self-assessment of its operations. With impending changes to the composition of the Board (which will take effect at the 2017 AGM), it is proposed that the next independent assessment will occur in 2018.

#### Directors

A self-assessment of the Directors' performance is undertaken annually or more frequently where a Director is standing for re-election at an Annual General Meeting. The results of the self-assessment are taken into account when considering Board succession, including when determining whether to recommend a Director's re-election by shareholders. This evaluation process took place in FY2016.

#### Committees

Each Committee carries out a self-assessment of its performance at least every two years. The results of the self-assessment are considered by the relevant Committee and, to the extent that any opportunities for change are identified, suggestions are considered and implemented. All Committees undertook a self-assessment of their performance in 2015, with the next assessment to occur in 2017.

#### KMP Senior Executives

Detailed business plans are prepared and approved by the Board prior to the start of the year. The business plans are translated into performance objectives for each KMP Senior Executive. Performance is measured against the achievement of these objectives which then impacts the incentive each KMP Senior Executives earns for the year. The detail of this process and how it applied during 2016 is described in the Remuneration Report commencing on page 47 of Amatil's 2016 Annual Report.

<sup>1</sup> KMP Senior Executives is defined in the Remuneration Report commencing on page 47 of Amatil's 2016 Annual Report.

# RISK FRAMEWORK

## **Risk Management and Identification**

The Board is responsible for ensuring that there are adequate systems and procedures in place to identify, assess, monitor and manage risks. The Audit and Risk Committee reviews reports by members of the management team (and independent advisers, where appropriate) during the year and, where appropriate, makes recommendations to the Board in respect of:

- overall business risk in Amatil's countries of operation;
- treasury risk (including currency and borrowing risk);
- procurement;
- insurance;
- taxation;
- litigation;
- fraud and code of conduct violations; and
- other matters as it deems appropriate.

Other Committees (such as the Related Party Committee, the Sustainability Committee and the People Committee) review risk matters in more detail as required by their respective Charters.

The internal and external audit functions, which are separate and independent of each other, provide an independent and objective review of Amatil's risk assessment and risk management. In order to preserve this independence, the Chief Risk Officer, who is the head of the internal audit function, has a direct reporting line to the Chairman of the Audit and Risk Committee.

The Board has established a Risk Management Policy that formalises Amatil's approach to the oversight and management of material business risks. The Policy is implemented through a top down and bottom up approach to identifying, assessing, monitoring and managing key risks across Amatil's business units.

The Audit and Risk Committee reviews the Risk Management Policy and the broader risk framework at least annually in light of reports it receives from management on Amatil's risk management and control systems. The Audit and Risk Committee conducted this review during FY2016 and was satisfied that Amatil's risk management framework continues to be sound.

Further discussion of Amatil's key risks (including sustainability risks) and how Amatil manages or intends to manage those risks is included in the Operating and Financial Review on page 45 of the 2016 Annual Report.

## **Financial Reporting**

The Group Managing Director and Group Chief Financial Officer have provided a written Certificate to the Board in respect of the half year and full year Statutory Accounts of the Company to the effect that in their opinion:

- the financial records of the Company have been properly maintained;
- the Statutory Accounts comply with the relevant Accounting Standards; and
- the Statutory Accounts give a true and fair view of the financial position and performance of the Company.

The Group Managing Director and Group Chief Financial Officer have also declared that this opinion has been formed on the basis of a sound system of risk management and internal control that is operating effectively.

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FOR ENSURING  
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”

# AMATIL POLICIES AND PRACTICES

## Code of Business Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. The Code of Business Conduct is reviewed regularly to ensure that the standards set in the Code reflect Amatil's values, acknowledge Amatil's responsibilities to its stakeholders and ensure that management and employees know what is expected of them and that they apply high ethical standards in all of Amatil's activities.

The Audit and Risk Committee and Sustainability Committee are responsible for ensuring effective policies exist to comply with the requirements established in the Code of Business Conduct. The Code contains procedures for identifying and reporting any departures from the required standards. Amatil has also established a system for distribution of the Code at appropriate intervals to employees and for them to acknowledge its receipt.

The Code sets standards of behaviour expected from everyone who performs work for Amatil – Directors, employees and individual contractors. It is also expected that Amatil's suppliers will enforce a similar set of standards with their employees. The Code is available on our website at [www.ccamatil.com](http://www.ccamatil.com).

## Communications with Shareholders

The rights of Amatil's shareholders are detailed in Amatil's Constitution. Those rights include electing the members of the Board. In addition, shareholders have the right to vote on important matters that have an impact on Amatil. To allow shareholders to effectively exercise these rights, the Board is committed to ensuring communication to shareholders is of high quality, the information is relevant and useful, and it is communicated in a timely manner. To this end, Amatil gives shareholders the option to receive communications from, and send communications to, Amatil and its Share Registry, Link Market Services Limited, electronically.

Amatil's Disclosure and Communication Policy requires that shareholders be informed about strategic objectives and major developments. Amatil is committed to keeping shareholders informed and improving accessibility to shareholders through:

- ASX announcements;
- Company publications (including the Annual Report);
- webcasting analyst and media briefings;
- the Annual General Meeting;
- Amatil's website ([www.ccamatil.com](http://www.ccamatil.com)); and
- the Investor Relations function.

Amatil's shareholders are encouraged to make their views known to Amatil and to directly raise matters of concern. From time to time, Amatil requests meetings with its shareholders and shareholder interest groups to share views on matters of interest. The views of those parties are shared with the Board on a regular basis, both by the Chairman and management.

Shareholders are encouraged to attend Amatil's Annual General Meeting and use this opportunity to ask questions. The Board encourages shareholders to participate by, amongst other things, allowing shareholders to 'direct vote' and making available a recording of the Annual General Meeting (including the Chairman's and Group Managing Director's addresses) and video presentations made from time to time on Amatil's website ([www.ccamatil.com](http://www.ccamatil.com)).

The Annual General Meeting will remain the main opportunity each year for the majority of shareholders to make comments and to question the Board and management. The external auditor attends the Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

In FY2016, Amatil also hosted a briefing with investors and analysts to provide a progress update on our strategy. A copy of the presentation slides can be found on Amatil's website ([www.ccamatil.com](http://www.ccamatil.com)).

## Continuous Disclosure

Amatil has a Disclosure and Communication Policy which includes the following principles, consistent with the continuous disclosure obligations under ASX Listing Rules that govern Amatil's communication:

- Amatil will, in accordance with the requirements of the ASX Listing Rules, immediately issue to ASX any information that a reasonable person would expect to have a material effect on the price or value of Amatil's securities;
- Amatil's Disclosure Committee manages the day-to-day continuous disclosure issues and operates flexibly and informally. It is responsible for compliance, coordinating disclosure and educating employees about Amatil's communication policy; and
- all material information issued to the ASX, the Annual Reports, half year and full year results and presentation material given to analysts, is published on Amatil's website ([www.ccamatil.com](http://www.ccamatil.com)).

The Group Company Secretary and Corporate Counsel is the primary person responsible for communication with the ASX. In the absence of the Group Company Secretary and Corporate Counsel, the Group General Counsel, Group Chief Financial Officer and Group Head of Investor Relations are the contacts. Only authorised spokespersons can communicate on behalf of Amatil with shareholders, the media or the investment community.

## Trading in Amatil Securities

Directors, like all Amatil employees, are subject to the *Corporations Act 2001 (Cth)* which restricts their buying, selling or trading securities in Amatil if they are in possession of unpublished inside information.

The Board has adopted a formal policy for share dealing by Directors and employees, which was updated in December 2016. Under the policy, trading of Amatil's securities by Directors, senior management and certain other employees is prohibited at all times except for the four weeks commencing on the day after the release of the full year and half year results and the holding of the Annual General Meeting, and any other period the Board determines, unless exceptional circumstances apply. The policy prohibits speculative transactions involving Amatil securities, the granting of security over Amatil's shares or entering into margin lending arrangements involving Amatil shares, and reinforces the prohibition on insider trading contained in the *Corporations Act 2001 (Cth)*. It also expressly provides that transactions which operate to limit economic risk are prohibited.

CCA  
COCA-COLA AMATIL



ccamatil.com

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

**Name of entity**

COCA-COLA AMATIL LIMITED

**ABN / ARBN**

26 004 139 397

**Financial year ended:**

31 December 2016

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

These pages of our annual report:

This URL on our website: <https://www.ccamatil.com/our-company/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 22 February 2017 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 12 April 2017

Name of Secretary authorising  
lodgement:

Katie Newton-John



<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.



**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 2</p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 2 and in our Board Charter, which is available at this URL on our website: <a href="https://www.ccamatil.com/our-company/corporate-governance/">https://www.ccamatil.com/our-company/corporate-governance/</a></p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 6 and 10</p>
1.4	<p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 2</p>

<b>Corporate Governance Council recommendation</b>		<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
<p>1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9 ... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamail.com/our-people-and-careers/diversity-inclusion">https://www.ccamail.com/our-people-and-careers/diversity-inclusion</a></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9 ... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9; and</p> <p><input checked="" type="checkbox"/> at <a href="http://www.wgea.gov.au">www.wgea.gov.au</a></p>	
<p>1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 10 ... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 10</p>	

**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

<p><b>Corporate Governance Council recommendation</b></p>	<p><b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b></p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 10 and in CCA's 2016 Annual Report, commencing on 47, which is available at this URL on our website: <a href="https://www.ccamail.com/investors-and-media/media-articles/annual-reports">https://www.ccamail.com/investors-and-media/media-articles/annual-reports</a></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 10 and in CCA's 2016 Annual Report, commencing on page 47, which is available at this URL on our website: <a href="https://www.ccamail.com/investors-and-media/media-articles/annual-reports">https://www.ccamail.com/investors-and-media/media-articles/annual-reports</a></p>

**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 8</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatil.com/our-company/corporate-governance/">https://www.ccamatil.com/our-company/corporate-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 8 and in CCA's 2016 Annual Report on page 25, which is available at this URL on our website: <a href="https://www.ccamatil.com/investors-and-media/media-articles/annual-reports">https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</a></p> <p>Paragraph (b) is not applicable.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4 and in CCA's 2016 Annual Report on pages 18 and 19, which is available at this URL on our website: <a href="https://www.ccamatil.com/investors-and-media/media-articles/annual-reports">https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</a></p>

**Appendix 4G  
Key to Disclosures Corporate Governance Council Principles and Recommendations**

<b>Corporate Governance Council recommendation</b>		<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 3 to 5</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 3 and 4</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6</p>
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>		
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>... our code of conduct or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12; and</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatili.com/our-company/corporate-governance/">https://www.ccamatili.com/our-company/corporate-governance/</a></p>

<b>Corporate Governance Council recommendation</b>		<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7 ... and a copy of the charter of the committee:</li> <li><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatill.com/our-company/corporate-governance/">https://www.ccamatill.com/our-company/corporate-governance/</a> ... and the information referred to in paragraphs (4) and (5):</li> <li><input checked="" type="checkbox"/> in CCA's 2016 Annual Report on pages 18, 19 and 25, which is available at this URL on our website: <a href="https://www.ccamatill.com/investors-and-media/media-articles/annual-reports">https://www.ccamatill.com/investors-and-media-media-articles/annual-reports</a></li> </ul> <p>Paragraph (b) is not applicable.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 11</li> </ul>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12</li> </ul>

**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

<b>Corporate Governance Council recommendation</b>		<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>		
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12; and</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatil.com/our-company/corporate-governance/">https://www.ccamatil.com/our-company/corporate-governance/</a></p>
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatil.com/">https://www.ccamatil.com/</a></p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12</p>
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12</p>

**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

<b>Corporate Governance Council recommendation</b>		<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatill.com/our-company/corporate-governance/">https://www.ccamatill.com/our-company/corporate-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7 and in CCA's 2016 Annual Report on page 25, which is available at this URL on our website: <a href="https://www.ccamatill.com/investors-and-media/media-articles/annual-reports">https://www.ccamatill.com/investors-and-media/media-articles/annual-reports</a></p> <p>Paragraph (b) is not applicable.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 11</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 11</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 11</p> <p>Paragraph (b) is not applicable.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in the Operating and Financial Review on page 45 in CCA's 2016 Annual Report</p>



**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

<b>Corporate Governance Council recommendation</b>		<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: <a href="https://www.ccamatli.com/our-company/corporate-governance/">https://www.ccamatli.com/our-company/corporate-governance/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7 and in CCA's 2016 Annual Report on page 25, which is available at this URL on our website: <a href="https://www.ccamatli.com/investors-and-media/media-articles/annual-reports">https://www.ccamatli.com/investors-and-media/media-articles/annual-reports</a></p> <p>Paragraph (b) is not applicable.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in the Remuneration Report commencing on page 47 of CCA's 2016 Annual Report, which is available at this URL on our website: <a href="https://www.ccamatli.com/investors-and-media/media-articles/annual-reports">https://www.ccamatli.com/investors-and-media/media-articles/annual-reports</a></p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 12; and</p> <p><input checked="" type="checkbox"/> in our Policy on Trading in CCA Securities, which is available at this URL on our website: <a href="https://www.ccamatli.com/our-company/corporate-governance/">https://www.ccamatli.com/our-company/corporate-governance/</a></p>