

10 April 2018

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

Dear Sir/Madam

In accordance with Listing Rule 4.7.3, 4.7.4 and 4.10.3, I **attach** a copy of Coca-Cola Amatil Limited's:

1. Corporate Governance Statement 2017; and
2. Appendix 4G.

Yours faithfully



Jane Bowd
Group Company Secretary

CORPORATE GOVERNANCE

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APPROACH TO CORPORATE GOVERNANCE

We are pleased to present our Corporate Governance Statement 2017, which outlines the corporate governance framework and practices of Coca-Cola Amatil Limited (**Coca-Cola Amatil** or the **Company**).

Coca-Cola Amatil's approach to corporate governance goes beyond compliance. The Board of Directors (**Board**) and all levels of management are fully committed to achieving the highest standards of corporate governance and business conduct. We see this commitment as fundamental to contributing to Coca-Cola Amatil's vision of creating millions of moments of happiness and possibilities every day:

FOR OUR CONSUMERS

we delight with an exceptional portfolio of brands, always within arm's reach.

WITH OUR CUSTOMERS

we build unrivalled shared value and generate growth.

IN OUR COMMUNITY

we make a distinctive and positive contribution to the world we live in.

WE CREATE VALUE

with our Partners, built on common purpose.

WE DRIVE

productivity and a lean agile cost structure.

FOR OUR SHAREHOLDERS

we deliver attractive sustainable returns.

Compliance with ASX Governance Recommendations

Under ASX Listing Rule 4.10.3, Coca-Cola Amatil is required to benchmark our corporate governance practices against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 3rd edition (**ASX Governance Recommendations**). Coca-Cola Amatil confirms that it has complied with the ASX Governance Recommendations for the period 1 January 2017 to 31 December 2017 (**FY2017**).

This Corporate Governance Statement is current as at 26 March 2018, and has been approved by the Board and lodged with the ASX, together with its accompanying Appendix 4G.

Website

Details of Coca-Cola Amatil's governance framework are located at www.ccamatil.com/en/our-company/corporate-governance (**Website**), and include:

- this Corporate Governance Statement, together with its accompanying Appendix 4G;
- the Charters of the Board and each Committee; and
- the core governance documents referred to in this Corporate Governance Statement, and other policies/documents of interest to shareholders.

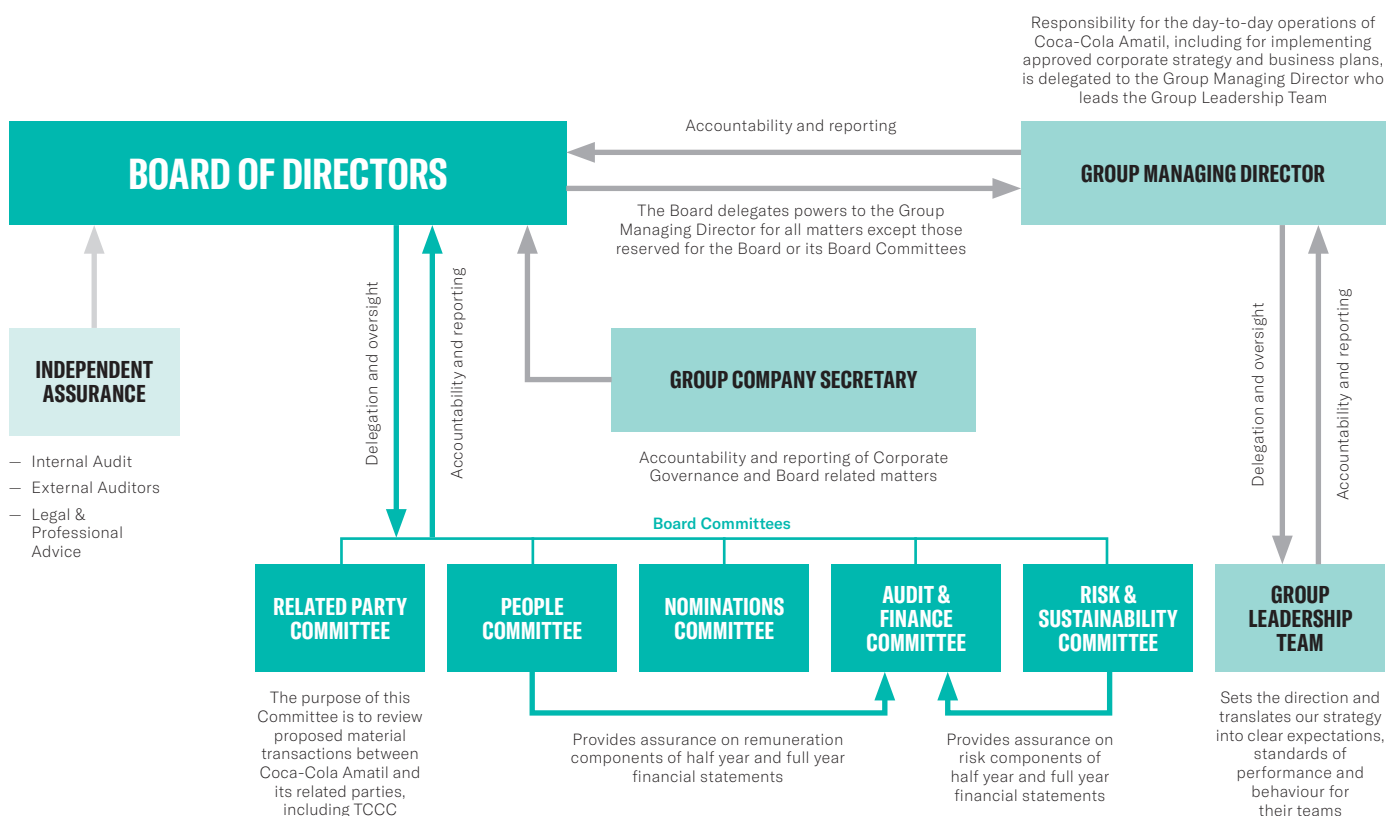


CORPORATE GOVERNANCE FRAMEWORK

The diagram below illustrates Coca-Cola Amatil's corporate governance framework (**Corporate Governance Framework**). It shows the relationship between the Board, its Committees, the Group Managing Director and the Group Leadership Team (GLT), and various independent assurance functions.

The Board has delegated responsibility to the Group Managing Director for the day-to-day management and performance of the Company. The Company has a comprehensive delegations of authority framework from the Group Managing Director to the GLT and then through the respective layers of management.

The Group Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.



Whilst the Board is responsible for establishing and maintaining the Corporate Governance Framework, good corporate governance practices are also the responsibility of the Group Managing Director, the GLT and the Company Secretariat Team. All work together to embed a culture aligned with the following Coca-Cola Amatil values:

WE ARE STRAIGHTFORWARD AND OPEN

WE TAKE INITIATIVE AND OWN THE OUTCOME

WE FOCUS ON TODAY AND TOMORROW

Below is a list of the Company's publicly available core governance framework documents, set out against the relevant principles of the ASX Governance Recommendations. These documents are located on the Company's Website.

ASX GOVERNANCE PRINCIPLES

RELEVANT DOCUMENT/INFORMATION

Principle 1: Lay solid foundations for management and oversight	Board Charter Nominations Committee Charter
Principle 2: Structure the Board to add value	Board Charter Nominations Committee Charter
Principle 3: Act ethically and responsibly	Our Code of Conduct – How We Do Business Policy on Trading in Amatil Securities Anti-Bribery & Corruption Policy Human Rights Policy Advertising & Promotion to Children Policy Responsible Sourcing Guidelines Gender Diversity Policy Whistleblower Policy
Principle 4: Safeguard integrity in corporate reporting	Audit & Finance Committee Charter
Principle 5: Make timely and balanced disclosure	Disclosure & Communications Policy
Principle 6: Respect the rights of security-holders	Constitution Disclosure & Communications Policy Coca-Cola Amatil's corporate governance and investor relations web pages
Principle 7: Recognise and manage risk	Risk & Sustainability Committee Charter Audit & Finance Committee Charter Risk Management Policy Environment Policy Water Policy Health Safety & Wellbeing Policy
Principle 8: Remunerate fairly and responsibly	People Committee Charter

THE BOARD

ROLE AND RESPONSIBILITIES OF THE BOARD

The role and responsibilities of the Board, including the matters that are reserved to the Board or its Committees, are set out in Coca-Cola Amatil's Board Charter and Committee Charters on our Website. The Board's responsibilities include:

Shareholder interests	<ul style="list-style-type: none"> – building sustainable value for shareholders – ensuring shareholders are kept informed of Coca-Cola Amatil's performance and major developments affecting its affairs
Corporate Strategy	<ul style="list-style-type: none"> – contributing to and approving Coca-Cola Amatil's corporate strategy and overseeing its implementation, including setting performance objectives, approving operating budgets and monitoring corporate performance
Financial Reporting	<ul style="list-style-type: none"> – approving financial reports, profit forecasts and other reports required at law or under the ASX Listing Rules
Capital Expenditure	<ul style="list-style-type: none"> – approving major capital expenditure, acquisitions, divestitures, and capital management, including approving dividend payments
Culture and Conduct	<ul style="list-style-type: none"> – monitoring and influencing corporate culture and setting Coca-Cola Amatil's values
Risk Management, Controls & Compliance	<ul style="list-style-type: none"> – approving the risk management framework (including the risk appetite, risk management strategy, and control and compliance systems) and monitoring its effectiveness – monitoring compliance with laws including work, health and safety, environmental protection, and product safety
People	<ul style="list-style-type: none"> – appointing, evaluating the performance of, determining the remuneration of, and succession planning for, the Group Managing Director's role, and their direct reports – approving the annual Remuneration Report



ILANA ATLAS
CHAIRMAN, NON-EXECUTIVE DIRECTOR (INDEPENDENT)



ALISON WATKINS
GROUP MANAGING DIRECTOR, EXECUTIVE DIRECTOR



JOHN BORGHETTI, AO
NON-EXECUTIVE DIRECTOR (INDEPENDENT)



CATHERINE BRENNER
NON-EXECUTIVE DIRECTOR (INDEPENDENT)



JULIE COATES
NON-EXECUTIVE DIRECTOR (INDEPENDENT)



MARTIN JANSEN
NON-EXECUTIVE DIRECTOR (NOMINEE OF TCCC)



MARK JOHNSON
NON-EXECUTIVE DIRECTOR (INDEPENDENT)



PAUL O'SULLIVAN
NON-EXECUTIVE DIRECTOR (INDEPENDENT)



KRISHNAKUMAR THIRUMALAI
NON-EXECUTIVE DIRECTOR (NOMINEE OF TCCC)

BOARD & COMMITTEE FORWARD PLANS

At the beginning of each year, the Board settles a forward plan for the Board and Committees' normal schedule of meetings – these outline the key items to be considered by the Board or Committees during that calendar year in order for them to discharge their respective responsibilities. They ensure prioritisation of the Company's strategic, operational and governance priorities, and allow adequate time for additional issues as they arise throughout the year.

COMPOSITION OF THE BOARD

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

- the majority of the Board is comprised of Independent Non-Executive Directors (**INEDs**);
- the Board Chairman must be an INED – this includes being independent from The Coca-Cola Company, and not being the Group Managing Director;
- the only Executive Director on the Board is the Group Managing Director; and
- The Coca-Cola Company has a right to nominate two Non-Executive Directors (**The Coca-Cola Company Nominee Directors**).

In terms of election:

- one-third of the Board is required to retire at each Annual General Meeting (**AGM**) and may stand for re-election. The Directors to retire shall be those who have been longest in office since their last election, noting that Directors must retire at the third AGM, or three years since their last election (whichever is longer); and
- a Director who has been appointed by the Board to fill a casual vacancy is required to retire and stand for election by the shareholders at the next AGM.
- As the Group Managing Director's position as a Director is linked to an executive office, the Group Managing Director is not required to stand for election/re-election.

BOARD MEMBERSHIP

The below table sets out the details of the current Directors of the Board. Each of these Directors served during FY2017, except for Ms Julie Coates who was appointed as an INED, effective 1 March 2018.

Name	Position	Independent	Appointed
Current Non-Executive Directors:			
Ilana Atlas ¹	Chairman, Non-Executive Director	Yes	2011
John Borghetti, AO	Non-Executive Director	Yes	2015
Catherine Brenner	Non-Executive Director	Yes	2008
Julie Coates ²	Non-Executive Director	Yes	2018
Martin Jansen ³	Non-Executive Director	No	2009
Mark Johnson	Non-Executive Director	Yes	2016
Paul O'Sullivan ⁴	Non-Executive Director	Yes	2017
Krishnakumar Thirumalai ⁵	Non-Executive Director	No	2014
Current Executive Director			
Alison Watkins	Group Managing Director	No	2014

1 Ilana Atlas was appointed Board Chairman, effective from the conclusion of the 2017 AGM.

2 Julie Coates was appointed to the Board as an INED, effective from 1 March 2018 and will stand for election at the 2018 AGM.

3 Martin Jansen will retire as a The Coca-Cola Company Nominee Director, effective from the conclusion of the 2018 AGM and will not stand for re-election.

Jorge Garduño has been nominated by The Coca-Cola Company to replace Mr Jansen and will stand for election at the 2018 AGM.

4 Paul O'Sullivan was appointed to the Board as an INED, effective from 1 March 2017.

5 Krishnakumar Thirumalai is The Coca-Cola Company Nominee Director.

The following Directors also held office during FY2017, and retired at the conclusion of the 2017 AGM:

Name	Position	Independent	Appointed
Retired Non-Executive Directors			
David Gonski, AC	Chairman, Non-Executive Director	Yes	1997
Anthony (Tony) Froggatt	Non-Executive Director	Yes	2010
Wal King, AO	Non-Executive Director	Yes	2002
David Meiklejohn, AM	Non-Executive Director	Yes	2005

Details of the qualifications and experience of each current Director, and those Directors who held office but retired during FY2017, are set out on pages 10–11 and 50–51 respectively of Coca-Cola Amatil's 2017 Annual Report.

BOARD SKILLS

The Nominations Committee is responsible for ensuring that the Board is comprised of Directors who collectively have the skills, experience, knowledge and diversity needed to support the Company in achieving its strategic objectives and fulfilling its legal and regulatory requirements. The Board's Skills Matrix is an important tool in this process.

The Skills Matrix sets out the key skills and experience that the Board is looking to have in its membership, together with the details of those skills that each Director brings to the Board. As is shown below, all areas in the Skills Matrix are currently well represented by the nine Directors on the Board.

Each year, the Skills Matrix is reviewed and amended as appropriate, and each Director then undertakes a self-assessment against that Skills Matrix to identify their skill level against each skill.

These self-assessments are consolidated and reviewed by the Board, with the Board determining its position on each Directors' self-assessment, and identifying any skill gaps and/or opportunities to be targeted in future appointments to the Board and professional development initiatives for Directors.

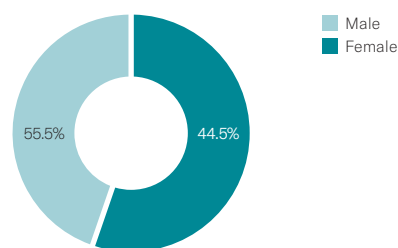
The result of the FY2017 Skills Matrix review and assessment process led to the identification of the need for additional experience in the fast-moving consumer goods (FMCG) sector and also experience in working with our customers. Based on these competencies, Julie Coates was appointed by the Board effective 1 March 2018, and will stand for election at the 2018 AGM.

The proposed election by shareholders at the 2018 AGM of Jorge Garduño, a nominee of The Coca-Cola Company, will further strengthen the Board's capabilities across several skills – including marketing, strategy development, FMCG and brand partnership, particularly with The Coca-Cola Company.

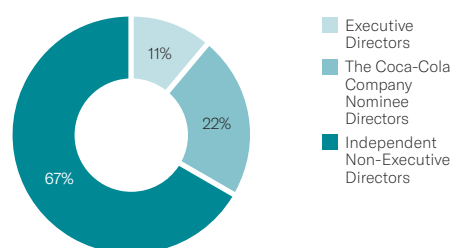
BOARD DIVERSITY

The diversity of the Board, as at the date of this document, in relation to gender, tenure, age and independence is as follows:

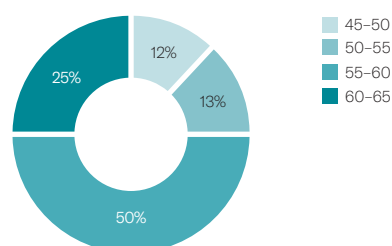
Gender Diversity



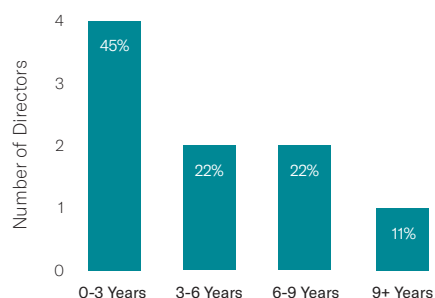
Board Independence



Age Diversity



Length of Time on the Board (Tenure)



BOARD SKILLS MATRIX	
STRATEGIC THEMES	GENERAL SKILLS & EXPERIENCE
<p>LEAD</p> <ul style="list-style-type: none"> Marketing: 9 Innovation: 7 Media: 7 Regulatory: 9 	<ul style="list-style-type: none"> Financial: 9 Risk: 9 Governance: 9 Strategy Development: 9 FMCG (incl. Beverages & Alcohol): 8 Legal: 6 Human Resources: 9 Leadership (part. CEO): 9 Work Health Safety: 8 International & ASEAN Bus Exp: 9 Corporate Sustainability: 9 ASX Top 50: 7 Retail: 9
<p>PARTNER</p> <ul style="list-style-type: none"> Joint Ventures: 9 Brand Partners: 8 	
<p>EXECUTE</p> <ul style="list-style-type: none"> Digital Technology: 8 Productivity Improvements: 9 	

BOARD INDEPENDENCE & TENURE

The Board has adopted the independence definition set out in the ASX Governance Recommendations. The majority of Directors, including the Chairman, are INEDs. The ratio of INEDs to non-independent Directors is 6:3. The three non-independent Directors are (1) the Group Managing Director (i.e. an executive officer), and (2) the two Non-Executive Directors nominated by The Coca-Cola Company (i.e. a substantial shareholder and key partner of Coca-Cola Amatil).

The tenure of a Director is a factor taken into account by the 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 INED 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.

OUTSIDE INTERESTS & CONFLICTS OF INTEREST

Prior to accepting any non-Coca-Cola Amatil Board or executive appointments, Directors must discuss the proposed appointment with the Chairman to ensure that it will permit them to continue to act at all times in the best interests of Coca-Cola Amatil, exercise independent judgement and devote sufficient time to fulfill their obligations to the Company. The Chairman will review the proposed appointment, particularly in the context of conflicts of interest, on a case by case basis.

Several Directors hold appointments with companies that are either customers of or suppliers to Coca-Cola Amatil. Except for The Coca-Cola Company, none of these customer or supplier relationships are material to Coca-Cola Amatil as a whole, nor are they considered to affect the independence of those Directors as they are not involved in and do not receive a benefit from these arrangements.

All Directors must immediately disclose any perceived, potential or actual conflicts of interest that could impact their independence. When such a 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 such a conflict of interest exists.

The Board manages conflicts with respect to its substantial shareholder and key partner, The Coca-Cola Company, and The Coca-Cola Company Nominee Directors via the Related Party Committee. The Company's material related party transactions in FY2017 are disclosed in Note 16 of the Financial Report in Coca-Cola Amatil's 2017 Annual Report.

OTHER BOARD INFORMATION

BOARD SELECTION AND APPOINTMENT

The Nominations Committee uses a range of tools (including the Skills Matrix) to make recommendations to the Board in respect of the:

- mix currently represented on the Board;
- skills, knowledge, experience, independence and diversity the Board is looking to achieve in its membership; and
- desirable qualities and capabilities that should be targeted in the Board's succession planning.

The Board reviews the candidates and the most suitable person is either appointed by the Board and is elected at the next AGM, or is recommended to shareholders for election at a shareholders' meeting. Prior to the appointment of any new Director, appropriate checks are conducted to determine if they have the capabilities needed and are fit and proper to undertake the responsibilities of the role. As is required by the ASX Governance Recommendations, all material information in the Company's possession relevant to a Director's election or re-election is provided to shareholders in the relevant Notice of Meeting.

If the Board determines that a candidate should be appointed to the Board, they receive a formal letter of appointment outlining the key terms, conditions and expectations of their appointment. Before accepting the position, the candidate must confirm that they have sufficient time to fulfill their obligations to the Company, and provide details of their other commitments and interests.

Further information regarding the role and responsibilities of the Nominations Committee can be found on page 12 of this Corporate Governance Statement.

DIRECTOR INDUCTION

Upon appointment, Non-Executive Directors are provided with a comprehensive induction program that ensures they are able to maximise their contribution to the governance and strategic oversight of the Company. The induction program is split into the following two stages:

<p>STAGE 1 Upon Appointment</p>	<p>Induction Pack Immediately following their appointment to the Board, new Directors are provided with a comprehensive induction pack of written materials that cover core governance documents (such as the Constitution, Charters, Group policies, and the previous Annual Report, Corporate Governance Statement and Sustainability Report), Group strategy documents, core financial and risk documents, and other Board materials; and</p>
<p>STAGE 2 First 1-2 Months</p>	<p>1:1 Meetings & Site Tours/Market Visits In this period, new Directors have 1:1 meetings scheduled with Directors, the GLT, key senior management roles in finance, investor relations, risk, audit and governance, the external auditor and other appropriate external stakeholders. In addition, they attend site tours of some of the Company's assets, and market visits.</p>

DIRECTOR ONGOING TRAINING

As part of their ongoing training and development, the Board receive regular briefings from the external auditor, management and external experts in respect of work, health, environment and safety duties, directors' duties, financial reporting and economic issues in the countries and markets in which Coca-Cola Amatil operates. They are also provided with a resource portal of written materials on regulatory developments, legislative reform, directors' duties and best practice governance, and FMCG industry issues etc.

The Board participates in site visits, market visits and engagement opportunities with strategic partners and customers throughout the year as part of the planned Board calendar, and as part of each individual Director's induction. As an example, the planned Board-level activities included the following in FY2017:

- **Site Visits:** Cikedokan Manufacturing Plant and the Cibitung Manufacturing Plant in Indonesia, and the Eastern Creek Pre-Form Manufacturing Facility and Northmead Manufacturing Plant in Australia;
- **Market Visits:** Several market visits in Indonesia, Australia and the United States of America were undertaken to meet with customers, understand market conditions and operations;
- **Strategic Partner Engagement:** The Board and the GLT visited The Coca-Cola Company in Atlanta to continue its alignment with this strategic partner; and
- **Innovation:** The Board and the GLT visited San Francisco and Silicon Valley to engage with leading technology companies, start-ups and venture capital firms.

PERFORMANCE REVIEW OF BOARD, COMMITTEES AND DIRECTORS

The performance of the Board, the Committees and individual Directors is reviewed annually either through an internal review process or by an external consultant. In FY2017, the performance of the Board, the Committees and individual Directors were each reviewed.

In December 2017, the Board revised its Board Charter to stipulate the process for the annual review of the performance of the Chairman – this will be facilitated by the longest serving INED who will seek input from each Director individually.

An external consultant was retained to undertake an independent review of the performance of the Board, the Committees and individual Directors (including the Chairman) in early 2018. Following this review, the consultant prepared a report of findings and recommendations, and the Board has used this report to identify opportunities to enhance its efficiencies and effectiveness.

Performance objectives and performance appraisals for key management personnel (which include the Group Managing Director) are reviewed annually by the People Committee. Further information on the evaluation of key management personnel performance in FY2017 is set out on page 54 of Coca-Cola Amatil's 2017 Annual Report

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 Coca-Cola Amatil's expense, subject to the prior written consent of the Chairman, or if the Director is the Chairman, the prior written approval of the majority of the Non-Executive Directors.

MINIMUM SHAREHOLDING REQUIREMENTS FOR DIRECTORS

In 2016, the Board revised its Director Shareholding Policy which sets out requirements for INEDs to hold a minimum value of shares in Coca-Cola Amatil to ensure alignment with shareholders' interests. The policy is tiered in such a way that it requires the INEDs to hold 50% of their base fee within 3 years of appointment, and 100% of their base fee within 5 years of appointment.

Details of the shareholdings of Directors are set out in the Directors' Report on page 49 of Coca-Cola Amatil's 2017 Annual Report.

“

THE BOARD USES ITS ANNUAL EVALUATION PROCESS TO IDENTIFY OPPORTUNITIES TO ENHANCE ITS EFFICIENCIES AND EFFECTIVENESS

”

COMMITTEES

ESTABLISHMENT OF COMMITTEES

The Board has five standing Committees to assist in the discharge of its responsibilities. These are the:

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

Separate to these Committees, the Board delegated business to a Board Sub-Committee on three separate occasions in FY2017. This is reflected in the Board Attendance table on page 49 of Coca-Cola Amatil's 2017 Annual Report.

PURPOSE & RESPONSIBILITIES OF COMMITTEES

Each Committee has a Charter, detailing its purpose and responsibilities and membership criteria. A summary is set out below. Each Charter is reviewed annually to ensure it aligns with regulatory requirements, best practice and the expectations of the Board. Each Committee has its own forward plan, and meets at least four times per year (except for the Nominations Committee which meets as required).

CHANGES TO COMMITTEES IN FY2017

In May 2017, a review was undertaken of the Audit and Finance Committee (previously the "Audit and Risk Committee") and the Risk and Sustainability Committee (previously the "Sustainability Committee"). The purpose of the review was to improve efficiencies, synergies and to enhance good governance practices.

AUDIT AND FINANCE COMMITTEE

Composition	Membership in FY2017	Purpose and Responsibilities
<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 INED who is not the Board Chairman.</p>	<p>Current Members</p> <ol style="list-style-type: none"> 1 Mark Johnson (Chairman) 2 Ilana Atlas 3 Catherine Brenner 4 Martin Jansen 5 Paul O'Sullivan <p>Former Members</p> <p>David Gonski David Meiklejohn Anthony (Tony) Froggatt</p>	<p>The purpose of the Committee is to oversee financial risk management and internal controls across Coca-Cola Amatil. Specifically, the Committee is responsible for:</p> <ul style="list-style-type: none"> – financial reporting: to ensure the balance, transparency and integrity of published financial information; – internal controls: to confirm the effectiveness of Coca-Cola Amatil's internal controls; – 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; – 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 – compliance with laws, regulations and internal policies and industry standards with detailed oversight of financial risk.

RISK AND SUSTAINABILITY COMMITTEE

Composition	Membership in FY2017	Purpose and Responsibilities
<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 INED who is not the Board Chairman.</p>	<p>Current Members</p> <ol style="list-style-type: none"> 1 Catherine Brenner (Chairman) 2 Ilana Atlas 3 Mark Johnson 4 John Borghetti 5 Mark Johnson 6 Martin Jansen 7 Krishnakumar Thirumalai <p>Former Members</p> <p>David Gonski Wal King David Meiklejohn</p>	<p>The purpose of the Committee is to assess the effectiveness of Coca-Cola Amatil's risk and compliance management framework. Specifically the Committee is responsible for:</p> <ul style="list-style-type: none"> – reviewing all of Coca-Cola Amatil's key risks to confirm the effectiveness of Coca-Cola Amatil's risk management system, including the review of: <ul style="list-style-type: none"> – Coca-Cola Amatil's overall risk profile; and – strategies to mitigate material risks across Coca-Cola Amatil; – reviewing and monitoring compliance with Coca-Cola Amatil's legal and regulatory responsibilities, internal policies and industry standards; – approving Coca-Cola Amatil's policies and standards which reflect on Coca-Cola Amatil's reputation; and – reviewing and monitoring social and reputational issues that may have an impact on Coca-Cola Amatil

NOMINATIONS COMMITTEE

Composition	Membership in FY2017	Purpose and Responsibilities
Comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are independent. Chaired by an INED.	<p>Current Members</p> <ol style="list-style-type: none"> Ilana Atlas (Chairman) John Borghetti Catherine Brenner Krishnakumar Thirumalai Paul O'Sullivan Martin Jansen Mark Johnson <p>Former Members</p> <p>David Gonski Anthony (Tony) Froggatt Wal King David Meiklejohn</p>	<p>The purpose of the Committee is to review and recommend to the Board matters relating to:</p> <ul style="list-style-type: none"> the composition of the Board, including the criteria for Board membership; succession planning for the Board (excluding the Group Managing Director); performance evaluation of the Board, its Committees and individual Directors (including the Group Managing Director); and induction and continuing professional development training for Directors.

PEOPLE COMMITTEE

Composition	Membership in FY2017	Purpose and Responsibilities
Comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are independent. Chaired by an INED who is not the Board Chairman.	<p>Current Members</p> <ol style="list-style-type: none"> John Borghetti (Chairman) Ilana Atlas Catherine Brenner Krishnakumar Thirumalai Paul O'Sullivan <p>Former Members</p> <p>David Gonski Anthony (Tony) Froggatt</p>	<p>The purpose of the Committee is to review, approve and in specific cases make recommendations to the Board regarding Coca-Cola Amatil's people strategy, frameworks and practices. Specifically, the Committee is responsible for:</p> <ul style="list-style-type: none"> reviewing the leadership capability, development and succession for our senior leaders; approving the Group's overall diversity strategy, policy and measurable objectives; overseeing the Group's culture and engagement initiatives; recommending the appointment of the Group Managing Director to the Board and approving the appointment of the direct reports to the Group Managing Director; 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 reports¹; 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 Coca-Cola Amatil; overseeing the performance and reward strategies for employees across Coca-Cola Amatil; reviewing and approving the design of all Coca-Cola Amatil equity plans; and reviewing and making recommendations to the Board regarding the structure and amount of Non-Executive Director remuneration.

¹ All senior executives are provided with formal letters setting out the terms of their appointment.

RELATED PARTY COMMITTEE

Composition	Membership in FY2017	Purpose and Responsibilities
Comprises only INEDs who have not been associated with a related party (and in particular, are not associated with The Coca-Cola Company and not executives of the Coca-Cola Amatil Group)	<p>Current Members</p> <ol style="list-style-type: none"> Ilana Atlas (Chairman) John Borghetti Catherine Brenner Paul O'Sullivan Mark Johnson <p>Former Members</p> <p>David Gonski Anthony (Tony) Froggatt Wal King David Meiklejohn</p>	<p>The purpose of this Committee is to review proposed material transactions between Coca-Cola Amatil and its related parties to:</p> <ul style="list-style-type: none"> assess whether the transactions are in the best interests of Coca-Cola Amatil and its shareholders as a whole; evaluate whether the transactions fall within the ambit of a normal business relationship; 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 form a view as to whether shareholder approval of the transaction is necessary or appropriate.

DIVERSITY AND INCLUSION

At Coca-Cola Amatil, we believe that the diversity of our business, markets, customers and people is a critical factor for our growth and ongoing success. Our strategy is built on the foundation of a strong organisation – and that is one where we celebrate the possibilities that a vibrant, diverse and inclusive workforce creates. Our commitment to our people is to create an inclusive workplace, recognising them when they live our values. In return, we expect our people to role model our values in their decisions, actions and behaviours. With this mutual commitment, we know that together we will continue to create a business and a culture where our people deliver their best performance every day.

In this context, an inclusive workforce encompasses gender, ethnicity, age, disability, religious beliefs, sexual orientation, family and relationship status, socio-economic background, and education. Diversity also encompasses the many ways our people work, their life experience, location, ways of thinking and work experiences. Through taking this broad approach, we build a team of people with different backgrounds, opinions and experiences who bring their differences to work every day to deliver growth and build a stronger organisation.

Our Diversity and Inclusion strategy and principles aim to leverage our diversity and scale to deliver business outcomes and ensure our people feel engaged and valued. Our objectives are aligned to the needs of our business, both at a Group level and for individual businesses, allowing us to adapt our objectives to the needs of our people, customers, consumers, partners, community, and shareholders. This strategy includes our approach to attraction, development, inclusion and retention and is underpinned by our Leadership Capability Framework and Values.

Coca-Cola Amatil's Board currently consists of nine Directors, four of whom are women. In 2017, Ilana Atlas was appointed as Chairman of the Board, making Coca-Cola Amatil one of only a few ASX listed organisations to have both a female Chairman and Group Managing Director. The Board is committed to maintaining a diverse range of skills and attributes in its membership, including gender, and has set an objective of maintaining a minimum of 30% of Board positions being held by women. The Board has progressively improved on this objective throughout 2017 and 2018, with currently 44.45% of the Board positions being held by women.

The Company has a Gender Diversity Policy that formalises Coca-Cola Amatil's commitment to gender diversity and inclusion. The People Committee has an important role to play in relation to Coca-Cola Amatil's diversity and inclusion objectives. In accordance with the People Committee's Charter, the Committee approves measurable objectives for diversity and inclusion and reviews progress on gender balance (including women in leadership and pay equity), other diversity priorities and succession planning.

In December 2017, the People Committee approved new measurable objectives for achieving appropriate gender balance across all of our geographies and businesses, through to 2020. These measurable objectives were set taking into consideration relevant benchmarking and the current status in our operations. The achievement of these objectives will enable our female workforce and create a sustainable pipeline of talent to fill leadership roles and fulfil our long-term aspirations. These new measurable objectives are set out below, as well as the actual results for each objective for 2017. Progress against these measurable objectives will be reported annually.

“
**OUR
COMMITMENT
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WORKPLACE,
RECOGNISING
THEM WHEN
THEY LIVE OUR
VALUES**
”

OBJECTIVES TO 2020

OBJECTIVES TO 2020	Results as at 31 Dec 2017	How we will measure success
At least 30% of Board positions to be held by Women	<p>In 2017, the representation increased throughout the year:</p> <p>Pre-2017 AGM there were 25% women (3 out of 12)</p> <p>Post-2017 AGM and as at 31 December 2017 there were 37.5% women (3 out of 8)</p> <p>This has increased again in 2018¹</p>	<ul style="list-style-type: none"> percentage of women on Board
At least 30% of Senior Executive positions to be held by Women (Senior Executive is defined as the Group Leadership Team and those leaders directly reporting to the Group Leadership Team (i.e. the top two leadership layers).	30%	<ul style="list-style-type: none"> percentage of Senior Executive roles held by women number of vacancies at Senior Executive level filled by women percentage of roles with identified successors that include women
At least 30% of management positions to be held by women	A consistent definition of 'management' across all of our geographies and businesses will be established in 2018, with this objective thereafter being measured and reported.	<ul style="list-style-type: none"> percentage of management roles held by women
Achieve gender balance in leadership and talent development	<p>Graduates Australia 2018 – 42%</p> <p>Indonesia 2017 – 42% 2018 in plan</p> <p>Group Talent Programs 57%</p>	<ul style="list-style-type: none"> Gender split in graduate intake percentage of women in leadership development programs percentage of women validated as future and emerging leaders <p>Number of changes in roles (including promotions) for alumni of targeted emerging female talent programs</p>
No statistically significant gaps between the levels of engagement for women and men across the Group	There are no statistical differences in engagement for women and men, except for in Indonesia and Group Office, which are being focused on as priorities in 2018.	Engagement survey results
Mainstream flexibility across Australia and NZ, and extend to other geographies to enable our people to balance lifestyle goals and commitments	Engagement Survey: <i>"The balance between my work and personal commitments is right for me"</i> - 61%	<ul style="list-style-type: none"> Engagement survey feedback on appropriate work/life balance Utilisation of flexible work arrangements Number of stories shared via communication channels
Maintain equality in pay and conditions	Annual Review conducted and no anomalies found	Any identified anomalies are investigated and addressed as appropriate
Increase representation of women in operational and sales roles	The progress against these new measurable objectives will be reported from 2018 onwards	<ul style="list-style-type: none"> Increase the percentage of available vacancies filled by women – measured on an individual business basis
Provide an inclusive workplace that allows our people to be the best they can be everyday		<ul style="list-style-type: none"> Engagement survey results specific to inclusion

1 Post the appointment of Julie Coates to the Board effective 1 March 2018, the percentage of women on the Board is now 44.45% (i.e. 4 out of 9 Directors).

GENDER BALANCE AT THE BOARD LEVEL, SENIOR EXECUTIVE LEVEL AND ACROSS ALL COCA-COLA AMATIL EMPLOYEES

Representation of women has remained steady for both Senior Executives and all employees. As per the ASX Governance Recommendations, the respective proportion of men and women in Board, Senior Executive and across the Coca-Cola Amatil Group is as set out below:

	2016 Baseline (Female %)	2017 Actual (Female %)
Directors	27	37.5
Senior Executives ¹	30	30
All Employees	18	19

¹ Senior Executive is defined as the Group Leadership Team and those leaders directly reporting to the Group Leadership Team (ie the top two leadership layers).

Progress on the percentage of women at Senior Executive levels and as a percentage of all employees is monitored on a quarterly basis. In 2018, we will develop a consistent definition of management for all of our businesses and geographies which will also be monitored quarterly.

Coca-Cola Amatil is a 'relevant employer' under the Workplace Gender Equality Act, 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/.

Detailed information regarding the Group's Diversity and Inclusion Strategy, activities and plans can be found in the Coca-Cola Amatil 2017 Sustainability 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 Risk and Sustainability Committee reviews reports by management (and independent advisers, where appropriate) during the year and, where appropriate, makes recommendations to the Board in respect of the material risks that Coca-Cola Amatil faces in the markets in which it operates.

Other Committees (such as the Related Party Committee, the Audit and Finance 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 Coca-Cola Amatil's risk assessment and risk management. In order to preserve this independence, the General Manager – Risk, who is the head of the internal audit function, has a direct reporting line to the Chairman of the Audit and Finance Committee.

RISK MANAGEMENT POLICY

The Board has established a Risk Management Policy that formalises Coca-Cola Amatil's approach to the oversight and management of material business risks. The Risk Management Policy is implemented through a top down and bottom up approach to identifying, assessing, monitoring and managing key risks across Coca-Cola Amatil's business units. Coca-Cola Amatil's principles for assessing risk and the effectiveness of controls are based on the International Standard ISO 31000:2009 Risk Management – Principles and guidelines.

The Risk and Sustainability Committee reviews the Risk Management Policy and the enterprise risk framework at least annually. The Risk and Sustainability Committee conducted this review during FY2017 and was satisfied that Coca-Cola Amatil's risk management framework continues to be sound.

MATERIAL RISKS

Coca-Cola Amatil is exposed to a range of market, financial, operational, and socio-political risks which could have an adverse effect on Coca-Cola Amatil's future. The nature and potential impact of these risks can change over time and vary in degree with what the Company can control.

Some of Coca-Cola Amatil's material risks and risk mitigations include, but are not limited to:

- **Beverage Industry headwinds:** Shifts in the Non-Alcoholic Ready to Drink beverage landscape, which have impacted the beverage profit pool in Australia, New Zealand and Indonesia, are a risk to Coca-Cola Amatil's earnings. In response to this risk, Coca-Cola Amatil is working closely with The Coca-Cola Company to grow its share of categories through up-weighted marketing investment, product innovation and extending customer reach.
- **Economic factors impacting demand:** Despite solid macro-economic growth forecasts in Coca-Cola Amatil's markets, the retail environment in these markets remains challenging as consumer spending remains subdued, particularly in relation to food and beverage retailing. The constant lack of liquidity in the local Papua New Guinea currency market remains a risk for the Group. To continue to become more cost-competitive, Coca-Cola Amatil will implement a range of strategic cost-out initiatives over 2018, build scale and relevance in the markets in which it operates, and continue to manage its foreign exchange risks.
- **Cyber risk:** Cyber security and information privacy is an increasing challenge given the dynamic nature of these threats, and the shift away from safeguarding of financial assets to that of intellectual property, supply chain systems, contractual agreements, operational technology and staff / customer information. Coca-Cola Amatil has a cyber security strategy and a framework that adequately identifies and addresses threats.
- **Relationship with The Coca-Cola Company and other brand partners:** Coca-Cola Amatil's relationships with its partners is key to its success and forms a fundamental part of the core strategy.

- **Occupational Health and Safety (OH&S):** While Coca-Cola Amatil has historically experienced low injury rates, the risk of serious injury through industrial and traffic accidents are inherent in all Coca-Cola Amatil markets. Coca-Cola Amatil has a robust OH&S framework that is reviewed on a regular basis by management and audited externally. Additionally, management continue to invest in several initiatives to reduce OH&S related risks.
- **Climate change risk:** Climate change effects that may have the potential to impact Coca-Cola Amatil include changes in weather patterns such as increased temperatures, altered rainfall patterns, and more frequent or intense extreme events such as heatwaves, drought, storms, floods and increased frequency of natural disasters, which may cause major business interruption and/or key input scarcity. Business continuity frameworks are in place and are tested regularly to reduce the impact of any major disruption. In addition, Coca-Cola Amatil has water optimisation strategies, alternate supply arrangements and strong supplier relationships.
- **Capital and financial risk management:** Information concerning Coca-Cola Amatil's capital and financial risk management can be found in Note 14 to the Financial Statements of Coca-Cola Amatil's 2017 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. The External Auditor also provides an independent opinion that Coca-Cola's Statutory Accounts are true and fair.

POLICIES AND PRACTICES

FY2017 marked a milestone year for Coca-Cola Amatil in the refresh and development of policies and practices that are aligned with the highest standards of corporate practice and business conduct. Given the importance of these policies to ethical behaviour and business conduct, the Board reviews and approves these policies every one to two years (as applicable).

CODE OF CONDUCT

The Coca-Cola Amatil Code of Conduct – “How We Do Business” was updated by the Board in FY2017. It sets out the way in which our Directors, employees, contractors, consultants and third parties are required to conduct themselves every day. The document articulates our high standards of business conduct, built on our commitment to act fairly, morally and lawfully with all stakeholders.

The main Group level policies relevant to conduct are set out below and also available on our Website.



**FY2017 MARKED
A MILESTONE YEAR
FOR COCA-COLA
AMATIL IN THE
REFRESH AND
DEVELOPMENT
OF POLICIES AND
PRACTICES**



ANTI-BRIBERY AND CORRUPTION POLICY

The Board approved a standalone Anti-Bribery and Corruption Policy (**ABC Policy**) in December 2017. The ABC Policy sets out Coca-Cola Amatil's zero tolerance for any bribery or corruption in our business dealings and operations anywhere in the world, including in respect of facilitation payments that may be customary or in fact legal in certain countries. It is about “doing business the right way”.

POLITICAL DONATIONS

Coca-Cola Amatil made no political donations or other contributions in FY2017 across all its operations. In all of our countries of operation our focus is on community partnerships and participation in public policy development.

In New South Wales, we are prohibited from making any political contributions under the *Election Funding, Expenditure and Disclosures Act 1981 (NSW)* and the Board has extended this to a policy of no political contributions across Australia.

HUMAN RIGHTS POLICY

The Board approved a Human Rights Policy which outlines our commitment to supporting human rights. Coca-Cola Amatil is committed to ensuring our workplace, our supply chain and our community is safe, lawful and diverse.

WHISTLEBLOWING

Coca-Cola Amatil has a Whistleblowing Policy which provides an avenue for reporting of suspected unethical, illegal or improper behaviour. Coca-Cola Amatil has an objective, independent and confidential process for reporting and investigating actual, suspected or anticipated improprieties. All disclosures are treated confidentially and can be made anonymously.

COMMUNICATIONS WITH SHAREHOLDERS

The rights of Coca-Cola Amatil's shareholders are detailed in Coca-Cola 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 Coca-Cola 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, Coca-Cola Amatil gives shareholders the option to receive communications from, and send communications to, Coca-Cola Amatil and its Share Registry, Link Market Services Limited, electronically.

Coca-Cola Amatil's shareholders are encouraged to make their views known to Coca-Cola Amatil and to directly raise matters of concern. 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 Coca-Cola Amatil's AGM 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 AGM (including the Chairman's and Group Managing Director's addresses) and video presentations made from time to time on Coca-Cola Amatil's Website.

The AGM 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 AGM and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

CONTINUOUS DISCLOSURE

Coca-Cola Amatil has a Disclosure and Communications Policy which includes the following principles, consistent with the continuous disclosure obligations under ASX Listing Rules that govern Coca-Cola Amatil's communications:

- Coca-Cola 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 Coca-Cola Amatil's securities;
- Coca-Cola 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 Coca-Cola Amatil's Disclosure and Communications 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 Coca-Cola Amatil's Website.

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 Coca-Cola Amatil with shareholders, the media or the investment community.

TRADING IN COCA-COLA AMATIL SECURITIES

Directors, like all Coca-Cola Amatil employees, are subject to the *Corporations Act 2001* (Cth) which restricts their buying, selling or trading securities in Coca-Cola 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 2017. Under the policy, trading of Coca-Cola Amatil's securities by Directors, senior management and certain other employees is prohibited at all times except (a) in the four weeks commencing on the day after the release of the full year and half year results and the holding of the AGM, and any other period the Board determines, unless exceptional circumstances apply, and (b) with the Group Managing Director or Chairman approval (as appropriate).

The policy prohibits speculative transactions involving Coca-Cola Amatil securities, the granting of security over Coca-Cola Amatil's securities or entering into margin lending arrangements involving Coca-Cola Amatil securities, 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



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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 2017

Our corporate governance statement² for the above period above can be found at:³

- 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 26 March 2018 and has been approved by the Board.

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

Date: 10 April 2018

Name of Director or Secretary authorising lodgement: Jane Bowd, Group Company Secretary



¹ 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.

² "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.

³ 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 ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 3 and 5 and in our Board Charter, which is available at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/ ... 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): <input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 3 and 5 and in our Board Charter, which is available at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 9 and 12
1.4	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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3

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 ...
<p>1.5 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 13</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-contribution/our-people-1</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 14</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 15; and</p> <p><input checked="" type="checkbox"/> at https://www.wgea.gov.au</p>
<p>1.6 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</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 10</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 Coca-Cola Amatil's 2017 Annual Report, commencing on page 53, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</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 Coca-Cola Amatil's 2017 Annual Report, commencing on page 53, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p>

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 ...
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE	
<p>2.1 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 12</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</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 12 and in Coca-Cola Amatil's 2017 Annual Report on page 49, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable</p>
<p>2.2 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 7</p>
<p>2.3 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 6</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 8</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 5 to 8</p>

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 ...
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 17; and <input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/

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 ...
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING	
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 11</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in Coca-Cola Amatil's 2017 Annual Report on pages 10 to 11 and 49 to 51, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable.</p>
<p>4.2 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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 16</p>
<p>4.3 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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 17</p>

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 ...
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 18; and <input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 17 and in our Disclosure and Communication Policy available at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/
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.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 17
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 17

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 ...
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK	
<p>7.1 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 11</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</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 11 and in Coca-Cola Amatil's 2017 Annual Report on page 49, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable.</p>
<p>7.2 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 16</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 16</p>
<p>7.3 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>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 3, 11 and 16</p> <p>Paragraph (b) is not applicable.</p>
<p>7.4 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 our Corporate Governance Statement on page 16</p>

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 ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY	
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration 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 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 12</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</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 12 and in Coca-Cola Amatil's 2017 Annual Report on page 49, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable.</p>
<p>8.2 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 53 of Coca-Cola Amatil's 2017 Annual Report, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p>
<p>8.3 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 18; and</p> <p><input checked="" type="checkbox"/> in our Policy on Trading in Amatil Securities, which is available at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p>