

ASX Release

23 April 2020

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

Dear Sir/Madam,

In accordance with Listing Rule 3.17, I **attach** a copy of the following documents being sent to Shareholders today:

1. Chairman's Cover Letter to Notice of Meeting 2020;
2. Notice of Meeting 2020;
3. Voting Form;
4. Shareholders Questions Form; and
5. Virtual Annual General Meeting Online Guide.

Yours faithfully,



Jane Bowd

Group Company Secretary

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Authorised by the Group Company Secretary.

CHAIRMAN'S COVER LETTER TO NOTICE OF MEETING 2020

Dear Shareholders

On behalf of the Directors of Coca-Cola Amatil Limited (**Amatil**), I confirm that Amatil's 2020 Annual General Meeting (**AGM**) will be held on Tuesday 26 May 2020 commencing at 10:00am (AEST). Attached is our Notice of Meeting that sets out the business of the AGM.

In light of these unprecedented times and the escalating COVID-19 pandemic, including the progressive restrictions on physical gatherings, we will be managing our AGM very differently this year. The health and safety of our Shareholders, our employees, all of their families, and the broader community, is paramount. We are closely monitoring this ever-changing situation and will continue to do so.

The details of how we will be managing our AGM are below. We consider these measures vital for safety, whilst seeking to equally maximise the opportunities for shareholder participation:

- Our AGM will be held fully virtually this year for all Shareholders, save for those of the Board of Directors who are able to attend in person in a safe and permissible manner. This is an important health measure, given we have thousands of Shareholders on our share register.
- We encourage all Shareholders and proxyholders to participate in the AGM virtually via the online platform at <https://agmlive.link/CCL20>. To do this you will need a desktop or mobile / tablet device with internet access. When you log onto the AGM platform on the morning of the AGM, you will need to provide your details (including SRN) to be verified as a shareholder or proxyholder. Following this you will be given details as to how to vote and ask questions during the AGM.
- Once the AGM commences at 10.00am, you will see a split screen which shows (a) the live webcast of the Board of Directors and their speeches, and (b) the presentation slides. Both of these are live and in real-time.
- Shareholders and proxyholders will have the ability to ask questions during the AGM via the online platform, and to hear all of the discussion, subject to connectivity of your device.
- In addition to the above, Shareholder / proxyholder participation (as relevant) is possible by:
 - direct voting;
 - appointment of a proxy; and
 - submission of questions to Amatil's share registry provider in advance of the AGM,and these forms are enclosed for you. We strongly encourage the use of the question form in advance of the AGM.
- Our Board and Management team always enjoy the opportunity to meet with our Shareholders at our AGMs. Unfortunately, this will not be possible this year. We look forward to being able to connect with you next year in the usual way.

A detailed guide on how to participate virtually is set out in the Virtual Annual General Meeting Online Guide enclosed. This Guide explains how you ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the site. This Guide will be lodged with the ASX and is also available on our website at <https://www.cccamatil.com/agm>.

Thank you for your continued support of Amatil. We look forward to your virtual attendance and the opportunity to engage with you at our 2020 AGM.

Yours sincerely



ILANA R. ATLAS, AO
Chairman

This letter is current as at the date of issuance to our printers (ie 9 April 2020). Given how rapidly the COVID-19 situation is escalating, we encourage everyone to monitor the ASX Market Announcements Platform as well as Amatil's Corporate Website for the 2020 AGM for further updates on the AGM (if any).

2020 NOTICE OF MEETING

CCA
COCA-COLA AMATIL



2020 ANNUAL GENERAL MEETING

The 2020 Annual General Meeting (AGM or Meeting) of Coca-Cola Amatil Limited (Company or Amatil) will be held on Tuesday, 26 May 2020 commencing at 10.00am (AEST).

As noted in the accompanying letter from our Board Chairman, Shareholders are requested to participate in the AGM virtually via our online AGM platform at <https://agmlive.link/CCL20>, or via the use of a Direct Voting Form or the appointment of a proxy. Further information on how to participate virtually is set out in this Notice and the Online Platform Guide.

In light of the escalating COVID-19 pandemic, we encourage our Shareholders to monitor the ASX and Amatil's website for updates (if any) post the issuing of this Notice.

ANNUAL GENERAL MEETING AGENDA

- 9.00am: Registration opens – please log onto your electronic device and register your attendance (you will need your SRN/HIN Number (or Proxyholder login provided to you by Link) in order to login to the online AGM platform)
-
- 10.00am: AGM commences
- Chairman's welcome to Shareholders
 - Group Managing Director's presentation
 - Items of Business
-

DISCUSSION & SHAREHOLDER QUESTIONS

Discussion will take place on all items of business to be considered at the Meeting – refer to 'Ordinary Business and Special Business' and 'Explanatory Notes' below for further information relating to the items of business. All Shareholders will have a reasonable opportunity to ask questions during the AGM via the online AGM platform, including an opportunity to ask questions of the Company's External Auditor, Ernst & Young. To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following requests:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company's website: www.ccamatil.com/agm. We will attempt to address the more frequently asked questions in the Chairman's welcome and Group Managing Director's presentation to the Meeting. Written questions must be received by the Company or Link Market Services Limited by **5.00pm (AEST) on Tuesday, 19 May 2020**, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

VIRTUAL AGM & WEBCAST

The AGM will be webcast live for participation by Shareholders and proxyholders via the online AGM platform at <https://agmlive.link/CCL20>. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the AGM platform on the morning of the AGM, you will need to provide your details (including SRN or HIN) to be verified as a Shareholder or proxyholder. Proxyholders will need their login details which will be provided by Link Market Services no later than 24 hours before the Meeting. Following this you will be given details as to how to vote and ask questions during the AGM.

More information about how to use the AGM online platform (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide, which has been lodged with the ASX and is available at www.ccamatil.com/agm. If you intend to use the online AGM platform, we recommend that you test to see that it works on your device before the AGM commencement at 10.00am. Further instructions on device configurations are provided in the Online Platform Guide.

In addition to the above, Shareholders can also watch an archived recording of the webcast after the Meeting at www.ccamatil.com/agm.

Additional information about the proposed items of business is set out in the Explanatory Notes on pages 5 to 10 that accompany and form part of this Notice of Meeting.

NOTICE OF MEETING

ORDINARY BUSINESS

ITEM 1: ANNUAL REPORTS

To consider the Annual Report, the Financial Report and the Reports of the Directors and of the External Auditor for the year ended 31 December 2019. There is no vote on this item.

ITEM 2: ADOPTION OF FY19 REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“To adopt the Company’s Remuneration Report for the year ended 31 December 2019.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

An explanatory note to this item appears on page 5.

Voting Exclusion Statement

The Company will disregard any votes cast on item 2:

- in any capacity by or on behalf of a member of the Key Management Personnel (**KMP**) of the Company, details of whose remuneration are included in the Remuneration Report for the year ended 31 December 2019, or by any of their closely related parties (such as certain family members, dependents and companies they control) regardless of the capacity in which the vote is cast; or
- as a proxy, by a person who is a member of the KMP of the Company at the date of the Meeting, or by any of their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on item 2:
 - in accordance with a direction in the Voting Form; or
 - by the Chairman of the Meeting pursuant to an express authorisation in the Voting Form to vote an undirected proxy – see note on Undirected Proxies on page 5.

ITEM 3: RE-ELECTION AND ELECTION OF BOARD ENDORSED DIRECTORS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Item 3(a)

“To re-elect Mr Krishnakumar Thirumalai, being a Director who retires in accordance with Article 6.3(b) of the Company’s Constitution and, being eligible, offers himself for re-election as a Director of the Company.”

Item 3(b)

“To re-elect Mr Paul Dominic O’Sullivan, being a Director who retires in accordance with Article 6.3(b) of the Company’s Constitution and, being eligible, offers himself for re-election as a Director of the Company.”

Item 3(c)

“To elect Ms Penelope Ann Winn, being a Director who retires in accordance with Article 6.3(j) of the Company’s Constitution and, being eligible, offers herself for election as a Director of the Company.”

An explanatory note to this item appears on pages 6 to 7.

SPECIAL BUSINESS

ITEM 4: PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2020-2022 LONG-TERM INCENTIVE PLAN (LTIP)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of performance share rights to Ms Alison Mary Watkins, the Group Managing Director of the Company, under the Coca-Cola Amatil Limited 2020-2022 Long-Term Incentive Plan, as described in the Explanatory Notes that form part of this Notice of Meeting.”

If the above resolution is not passed, then, subject to the achievement of the performance measures and other conditions described in the Explanatory Notes, Ms Watkins will receive a cash payment at the end of the three-year performance period equivalent in value to the LTIP which would have been received had the resolution passed.

An explanatory note to this item appears on pages 8 to 10.

Voting Exclusion Statement

The Company will disregard any votes cast on this item:

- by or on behalf of Ms Watkins (being the only Director eligible to participate in the LTIP) and any of Ms Watkins’ associates, regardless of the capacity in which the vote is cast unless the vote is a vote cast in favour of a resolution by:
 - a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
 - the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
 - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board.



MS JANE BOWD

Group Company Secretary
Level 13, 40 Mount Street
North Sydney NSW 2060
Dated 23 April 2020

VOTING INFORMATION

ENTITLEMENT TO VOTE

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that for the purpose of the Meeting (including voting at the Meeting), 'Shareholders' are those persons who are the registered holders of the Company's shares at **7.00pm (AEST) on Sunday, 24 May 2020**. Share transfers registered after that time will be disregarded in determining voting entitlements at the AGM.

Shareholders of the Company's shares may vote on all items of business, subject to the voting restrictions described in this Notice.

ALL RESOLUTIONS WILL BE BY POLL

As Shareholders are asked to participate virtually in the Meeting, each resolution considered at the Meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting.

DIRECT VOTING

In accordance with clause 5.15 of the Company's Constitution (**Constitution**), the Directors:

- have determined that at the AGM, a Shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- have approved the use of either:
 - a. the direct Voting Form enclosed with this Notice for use prior to the AGM; or
 - b. the online AGM platform as the means by which Shareholders can deliver their direct vote in real time during the AGM.

DIRECT VOTING VIA THE VOTING FORM – PRIOR TO THE AGM

If a Shareholder is unable to participate in the online AGM platform, they are entitled to vote their shares directly by marking Section A 'Vote Directly' on the Voting Form that accompanies this Notice. They will then not need to appoint a proxy to act on their behalf. Such Shareholders should mark either the 'for' or 'against' boxes next to each item on the Voting Form. The 'abstain' box should not be marked – if a Shareholder does mark the abstain box, then their vote for that item will be invalid.

If a Shareholder does not give a direction on all of the items, or if they complete both Section A 'Vote Directly' and Section B 'Appoint a Proxy', their vote will be passed to the Chairman of the Meeting as their proxy.

In accordance with clause 5.15 of the Constitution, Shareholders will be able to vote directly on resolutions considered at the AGM at any time between the date of this Notice and **10.00am (AEST) on Sunday, 24 May 2020**.

DIRECT VOTING VIA ONLINE AGM PLATFORM – DURING THE AGM

Shareholders participating in the AGM via the online AGM platform will be able to vote directly at any time between the start of the AGM at 10.00am (AEST) and the closure of voting as announced by the Chairman during the Meeting.

VOTING BY PROXY

If a Shareholder is unable to participate virtually and vote at the AGM, and does not choose to use direct voting, they are entitled to appoint a proxy to attend virtually and vote on their behalf. To do so, they should mark Section B 'Appoint a Proxy' on the Voting Form to appoint the Chairman of the AGM as their proxy or insert the name of their alternative proxy in the space provided.

The following applies in terms of proxy appointments:

- a proxy need not be a Shareholder, and may be an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints an individual as its corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) to exercise its powers as proxy at the Meeting;
- a Shareholder entitled to cast two or more votes may appoint two proxies; and
- where two proxies are appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of that Shareholder's votes.

As noted above, Link will contact proxyholders at least 24 hours prior to the start of the AGM to provide them with the proxyholder login information that they will need to enter into the online AGM platform.

EXPLANATORY NOTES

UNDIRECTED PROXIES – CHAIRMAN’S VOTING INTENTIONS

The Chairman of the Meeting intends to vote undirected proxies in favour of the resolutions set out in this Notice of Meeting, to the extent permitted by law. If a Shareholder appoints the Chairman of the Meeting as their proxy, expressly or by default, and they do not direct the Chairman how to vote on a resolution, by completing and returning the Voting Form they will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

CORPORATE REPRESENTATIVES

A body corporate that is a Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed, unless it has been given previously to the Company.

HOW TO SUBMIT A VOTING FORM

Please lodge the Voting Form online at www.linkmarketservices.com.au or send it in the enclosed reply-paid envelope to the Company’s Share Registrar, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 or by fax on (02) 9287 0309.

To be effective, direct votes or proxy appointments must be received by **10.00am (AEST) on Sunday, 24 May 2020**.

For more information concerning the appointment of proxies and the ways to lodge the Voting Form, please refer to the Voting Form.

ITEM 1: ANNUAL REPORTS

Amatil’s 2019 Annual Report, which includes the Financial Report and the Reports of the Directors and of the External Auditor for the year ended 31 December 2019, is available at www.ccamatil.com/agm.

Printed copies of the 2019 Annual Report have only been mailed to those Shareholders who have elected to receive a printed copy. We encourage all Shareholders to reconsider the use of printed materials, and encourage you to change your election to receive these electronically. Please update your preferences regarding election communications at www.linkmarketservices.com.au.

There is no requirement under the *Corporations Act 2001* (Cth) or the Constitution for a formal resolution on this item and, as such, there will be no formal resolution put to the AGM. However, Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Company’s Financial Report, the Directors’ Report and Auditor’s Report, and the management of the Company.

As part of the written Shareholder question process prior to the AGM, Shareholders may submit written questions about the External Auditor’s Report and the conduct of the audit. The questions must be submitted as per the directions on the Shareholder Question Form by **5.00pm (AEST) on Tuesday, 19 May 2020**. The External Auditor will attend the AGM, and the Chairman of the AGM will provide a reasonable opportunity for Shareholders to ask questions relevant to the audit.

No Shareholder vote is required.

ITEM 2: ADOPTION OF FY19 REMUNERATION REPORT

The 2019 Remuneration Report, which is part of the Company’s 2019 Annual Report, is available at www.ccamatil.com/agm.

The Remuneration Report outlines the Company’s remuneration strategy and practices, together with details of the specific remuneration arrangements that apply to KMP in accordance with the requirements of the *Corporations Act 2001* (Cth).

As required by the *Corporations Act 2001* (Cth), the Board presents the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. While the vote is advisory, the Board will take the outcome of this vote and the discussion at the AGM into consideration when determining the Company’s approach to remuneration going forward.

Board recommendation

The Board unanimously recommends that Shareholders eligible to do so vote in favour of the adoption of the Remuneration Report.



ITEM 3: RE-ELECTION & ELECTION OF BOARD ENDORSED DIRECTORS

In accordance with Article 6.3(b) of the Constitution, a Director must retire from office no later than the longer of the third AGM or three years following that Director's last election or appointment. In accordance with Article 6.3(j) of the Constitution, unless a Director who has been appointed under Article 6.2(a) has retired in accordance with Article 6.3(i), that Director must retire at the next AGM. In accordance with ASX Listing Rule 14.4, a Director of an entity must not hold office (without re-election) past the third AGM following the Director's appointment of three years, whichever is longer, and a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the entity.

Accordingly:

- Mr Krishnakumar Thirumalai was last elected as a Director at the 2017 AGM. He will retire under Article 6.3(b) of the Constitution and, being eligible under Article 6.3(f) of the Constitution, offers himself for re-election as a Director of the Company.
- Mr Paul Dominic O'Sullivan was last elected as a Director at the 2017 AGM. He will retire under Article 6.3(b) of the Constitution and, being eligible under Article 6.3(f) of the Constitution, offers himself for re-election as a Director of the Company.
- Ms Penelope Ann Winn was appointed as a Director on 2 December 2019 by the Board. She will retire under Article 6.3(j) of the Constitution and, being eligible under Article 6.3(j) of the Constitution, offers herself for election as a Director of the Company.

As a nominee of The Coca-Cola Company, the Board considers Mr Thirumalai to be a Non-Executive Director and Mr O'Sullivan and Ms Winn to be Independent Non-Executive Directors.

Board recommendation

The Board endorses each of the candidates standing for re-election/election as Directors, and recommends, as set out below, that Shareholders vote in favour of the re-election/election of the Directors.

RE-ELECTION OF KRISHNAKUMAR THIRUMALAI

Mr Thirumalai joined the Board in March 2014. He is a member of the Risk & Sustainability Committee and People Committee.

Skills and Experience: Mr Thirumalai has significant experience across developing and emerging markets in marketing, sales, distribution and supply chain, and more than 30 years' experience in the FMCG sector, handling strategy, sales, marketing and general management. He was the Region Director for the India, Bangladesh, Sri Lanka and Nepal bottling operations of The Coca-Cola Company until April 2017.

Degrees/Qualifications: Bachelor of Engineering (Electronics and Communication, Madras University); MBA (Indian Institute of Management); and Advanced Management Program (Wharton Business School).

Appointment on Listed Company Boards in the past three years: Nil

Other Board Appointment(s): Chairman, Coca-Cola (India) Pvt Ltd.

Government & Community Involvement: Chairman, MNC Committee of the Confederation of Indian Industry.

Board recommendation

The Board, excluding Mr Thirumalai because of his conflict of interest, endorses the re-election of Mr Thirumalai as a Director.

The Board considers that Mr Thirumalai, if re-elected, will be a Non-Executive Director.



RE-ELECTION OF PAUL DOMINIC O'SULLIVAN

Mr O'Sullivan joined the Board in March 2017. He is the Chairman of the Risk and Sustainability Committee and a member of the Audit & Finance Committee, the People Committee and the Related Party Committee.

Skills and Experience: Mr O'Sullivan has experience in the telecommunications, banking and oil and gas sectors, both in Australia and overseas. He has held senior executive roles with Singapore Telecommunications (Singtel) and was previously the CEO of Optus. Mr O'Sullivan has also held management roles with the Colonial Group and the Royal Dutch Shell Group in Canada, the Middle East, Australia and the United Kingdom.

Degrees/Qualifications: Bachelor of Arts (Economics) (Trinity College, University of Dublin); and Graduate of the Advanced Management Program (Harvard University).

Appointment on Listed Company Boards in the past three years: Director, Australia and New Zealand Banking Group Limited; Director, Healthscope Limited (retired on 6 June 2019).

Other Board Appointment(s): Chairman, Singtel Optus Pty Limited; Chairman, Western Sydney Airport Corporation; and Board of Commissioners, Telkomsel (Indonesia).

Government & Community Involvement: Director, St George & Sutherland Medical Research Foundation; Member of the Board, National Disability Insurance Agency; and Director, St. Vincent's Health Australia.

Board recommendation

The Board, excluding Mr O'Sullivan because of his conflict of interest, endorses the re-election of Mr O'Sullivan as a Director.

The Board considers that Mr O'Sullivan, if re-elected, will be an Independent Non-Executive Director.



ELECTION OF PENELOPE ANN WINN

Ms Winn joined the Board in December 2019. She is a member of the Risk & Sustainability Committee and the Related Party Committee.

Skills and Experience: Ms Winn has over 30 years of experience in retail with a focus on supply chain, digital strategy and business transformation in senior management roles in Australia and overseas. These roles included Director Group Retail Services with Woolworths Limited where she was responsible for leading the Logistics and Information Technology divisions, Online Retailing and the Customer Engagement teams across the organisation; Executive Director of Merchandise and Logistics for Myer Limited; and Director of Strategy and Change for ASDA Walmart UK.

Degrees/Qualifications: Bachelor of Commerce degree (Australian National University), Masters of Business Administration (University of Technology Sydney) and Graduate of the Australian Institute of Company Directors.

Appointment on Listed Company Boards in the past three years: Director, Caltex Australia Limited; Director, CSR Limited; and Director, Goodman Limited.

Other Board Appointment(s): Director, Goodman Funds Management Limited.

Government & Community Involvement: Member, Chief Executive Women; Mentor, Many Rivers Microfinance; Mentor, Kilfinan Foundation; and Director, O'Connell Street Associates Proprietary Ltd.

Board recommendation

The Board, excluding Ms Winn because of her conflict of interest, endorses the election of Ms Winn as a Director.

The Board considers that Ms Winn, if elected, will be an Independent Non-Executive Director.

SPECIAL RESOLUTION

ITEM 4: PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2020-2022 LONG-TERM INCENTIVE PLAN (LTIP)

Pursuant to ASX Listing Rule 10.14, approval is being sought to allow Ms Watkins to participate, as an Executive Director of the Company, in the 2020-2022 LTIP.

COVID-19 considerations

At the date of this Notice of Meeting, the impact of COVID-19 on our business is unclear.

The Board has considered whether it is appropriate to proceed with seeking approval and making the grant to Ms Watkins under the 2020-2022 LTIP.

Given the long-term nature of this type of remuneration, the Board's view is that this award remains appropriate. Long-term incentives encourage a focus on the future success of the business and are aligned with the long-term interests of Shareholders.

Aligned to our normal practice, the Board will carefully monitor the grant, and use its available discretion to ensure the outcomes from the grant are aligned to Shareholder outcomes. If any discretion is applied this will be clearly disclosed to Shareholders.

What has changed compared to the 2019 LTIP grant?

Three changes have been made to this LTIP compared to previous LTIP awards.

- Amatil is reintroducing Earnings per Share (EPS) as a performance measure for the 2020-2022 LTIP.
- In response to Shareholder feedback, the EPS performance measure will use a compound annual growth rate (CAGR) target which will be measured at the end of the three-year performance period. This contrasts with our historic approach to EPS for LTIP purposes where a simple average was used.
- For the 2020-2022 LTIP, profit for the purposes of EPS will be measured on an underlying basis. This will support a primary focus on underlying trading performance. The Board will consider any one-off items that occur that impact earnings per share and, where appropriate, hold executives accountable with appropriate disclosure to Shareholders.

Annual review of Group Managing Director remuneration

In February 2020 the Board, with market information provided by PwC (the Board's independent executive remuneration advisor), undertook the annual review of the Group Managing Director's remuneration.

The market benchmark reference considered was the remuneration of CEO roles in companies of a similar size (companies in the ASX ranked from 21 to 100). The Board determined that the Group Managing Director's remuneration for 2020 should remain unchanged.

The value of the award and the number of share rights to be granted

The Board believes that the offer of share rights under the LTIP is an important part of the Group Managing Director's remuneration and provides alignment with the pursuit of our long-term Shareholder Value Proposition. The award of share rights means that the actual value (if any) of shares Ms Watkins will receive from this grant is not determined until the end of the three-year performance period and will depend on the extent to which the three different performance conditions are achieved, and the share price at the time of vesting.

The proposed 2020-2022 LTIP grant to Ms Watkins is a maximum amount of 311,388 share rights (if performance targets are met in full at the level required for maximum vesting).

The number of share rights was determined by reference to the grant face value of \$3.5 million and dividing this face value by the volume weighted average closing price for the 30 days prior to and including 31 December 2019 (being \$11.24).

Why is Shareholder approval being sought?

Under ASX Listing Rule 10.14, Shareholder approval is required in order for a Director to be issued securities in the Company under an employee equity incentive scheme. Ms Watkins is Director of the Company.

If Shareholder approval is obtained under ASX Listing Rule 10.14, the issue of share rights to Ms Watkins will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

Accordingly, approval is sought for the grant of 311,388 share rights (i.e. the maximum that could vest) to Ms Watkins under the LTIP. For the purposes of ASX Listing Rule 10.15, the key terms of the LTIP grant are detailed below. If approval is not provided, then, subject to the achievement of the performance measures and other conditions described below, Ms Watkins will receive a cash payment at the end of the three-year performance period equivalent in value to the LTIP which would have been received had Shareholder approval been granted.

Timing of grant

If approved, the share rights under the 2020-2022 LTIP will be granted to Ms Watkins no later than 12 months after Amatil's 2020 AGM.

Details of any share rights issued under the 2020-2022 LTIP will be detailed in the 2020 Remuneration Report along with a statement that prior approval for the issue of the share rights was obtained under ASX Listing Rule 10.14.

Performance measures

As noted earlier, the performance measures have been changed for the 2020-2022 LTIP grant, and will include Relative Total Shareholder Return (TSR), Absolute TSR and EPS (reintroduced for 2020-2022).

The three performance measures are each assessed independently as one-third of the award.

The use of both measures of Relative and Absolute TSR rewards for both relative and absolute Shareholder value creation, and the Board believes that the two measures complement each other. The absolute measure has the key benefit of providing executives with a clear known level of Shareholder return to attain through delivering on the business strategy and generating share price growth and dividends for Shareholders. The relative measure provides a direct link between the reward earned and the Shareholder return achieved relative to the Company's ASX peers.

EPS has been reintroduced as a performance measure with targets aligned to our Shareholder Value Proposition.

The proportion of share rights that can vest in the 2020-2022 LTIP subject to each separate performance measure is as follows:

Component	Number of share rights
A – EPS	103,796
B – Relative TSR	103,796
C – Absolute TSR	103,796
Total	311,388

Performance measure A – EPS

EPS has been reintroduced as a performance measure for the 2020-2022 LTIP. Vesting commences for an EPS of 5% compound annual growth per annum (consistent with our Shareholder Value Proposition) and 8% compound annual growth per annum and must be met to achieve maximum vesting. The table below summarises the percentage vesting and number of share rights vesting in the EPS component for different levels of EPS performance:

EPS CAGR	Percentage of award that vests	Number of share rights vesting
Less than 5%	0%	Nil vesting
5%	50%	51,898
Between 5% and 8%	Pro-rata vesting on a straight-line basis.	
8% and above	100%	103,796

Performance measure B – Relative TSR

The Company's TSR applicable to the 2020-2022 LTIP is measured from 1 January 2020 to 31 December 2022 and compared to the TSR performance of the companies in the peer group. Similar to last year's grant, the peer group for the 2020-2022 LTIP is the constituents of the ASX 100 (as at 1 January 2020) excluding financial and mining-related companies. The exclusions are to ensure relevance of the peer group and are determined prior to grant based on considering the sector and nature of each business, with the People Committee approving the list of excluded companies.

The table below summarises the percentage vesting and number of share rights vesting in the Relative TSR component for different levels of relative TSR performance:

TSR percentile vs peer group	Percentage of award that vests	Number of share rights vesting
Less than 51st percentile	0%	Nil vesting
51st percentile	50%	51,898
Between 51st percentile and 75th percentile	Pro-rata vesting on a straight-line basis.	
75th percentile and above	100%	103,796

Performance measure C – Absolute TSR

The Company's TSR is measured from 1 January 2020 to 31 December 2022. Consistent with last year's grant, vesting commences for a TSR of 8% CAGR, and a 12% CAGR is required for maximum vesting.

The table below summarises the percentage vesting and number of share rights vesting in the Absolute TSR component for different levels of TSR performance against the targets:

TSR CAGR	Percentage of award that vests	Number of share rights vesting
Less than 8%	0%	Nil vesting
8%	50%	51,898
Between 8% and 12%	Pro-rata vesting on a straight-line basis.	
12% and above	100%	103,796

OTHER TERMS

Current remuneration framework

The details of the remuneration framework applying to Ms Watkins and Ms Watkins' current remuneration are outlined in the Remuneration Report section (particularly pages 76 to 88) of the 2019 Annual Report. The 2019 Annual Report has been lodged with the ASX and is accessible from <https://www.ccomatil.com/investors-and-media/media-articles/asx-announcements>.

Cessation of employment

If Ms Watkins' employment is terminated for cause or because she resigns, she forfeits any entitlement to unvested share rights under the LTIP. If Ms Watkins' employment ends for any other reason, then the Board has discretion to lapse a pro-rata amount of any unvested share rights and the balance will remain on foot and may vest or lapse in the ordinary course subject to the achievement of the performance measures.

Change of control

In the event of a change of control prior to the end of the performance period, the Board has retained discretion to vest any unvested LTIP awards.

Sourcing of shares to satisfy awards

Shares will be acquired on the Australian Securities Exchange at the prevailing market price or by an issue of new shares by Coca-Cola Amatil.

The proposed issue to Ms Watkins of share rights under the LTIP is for no consideration and, to the extent that vesting occurs, would entitle Ms Watkins to receive the relevant fully-paid ordinary shares in the Company at no cost to her (or, at the Board's discretion, a cash equivalent payment).

Dividends

No participant in the LTIP is entitled to any dividends on share rights. It is only if the share rights vest and shares are allocated that there is an entitlement to receive dividends on the shares paid after the shares are allocated. Consequently, Ms Watkins will not receive dividends on the 2020-2022 LTIP unless and until the award vests following the end of 2022.

Dealing

Dealing in the shares that are allocated on vesting of the share rights is subject to the constraints of Australian insider trading laws and the Company's Policy on Trading in Amatil Securities.

No participation by other Directors

Ms Watkins is the only Director entitled to participate in the LTIP.

If any additional person(s) covered by ASX Listing Rule 10.14 become entitled to participate in the 2020-2022 LTIP, they will not participate until Shareholder approval is obtained.

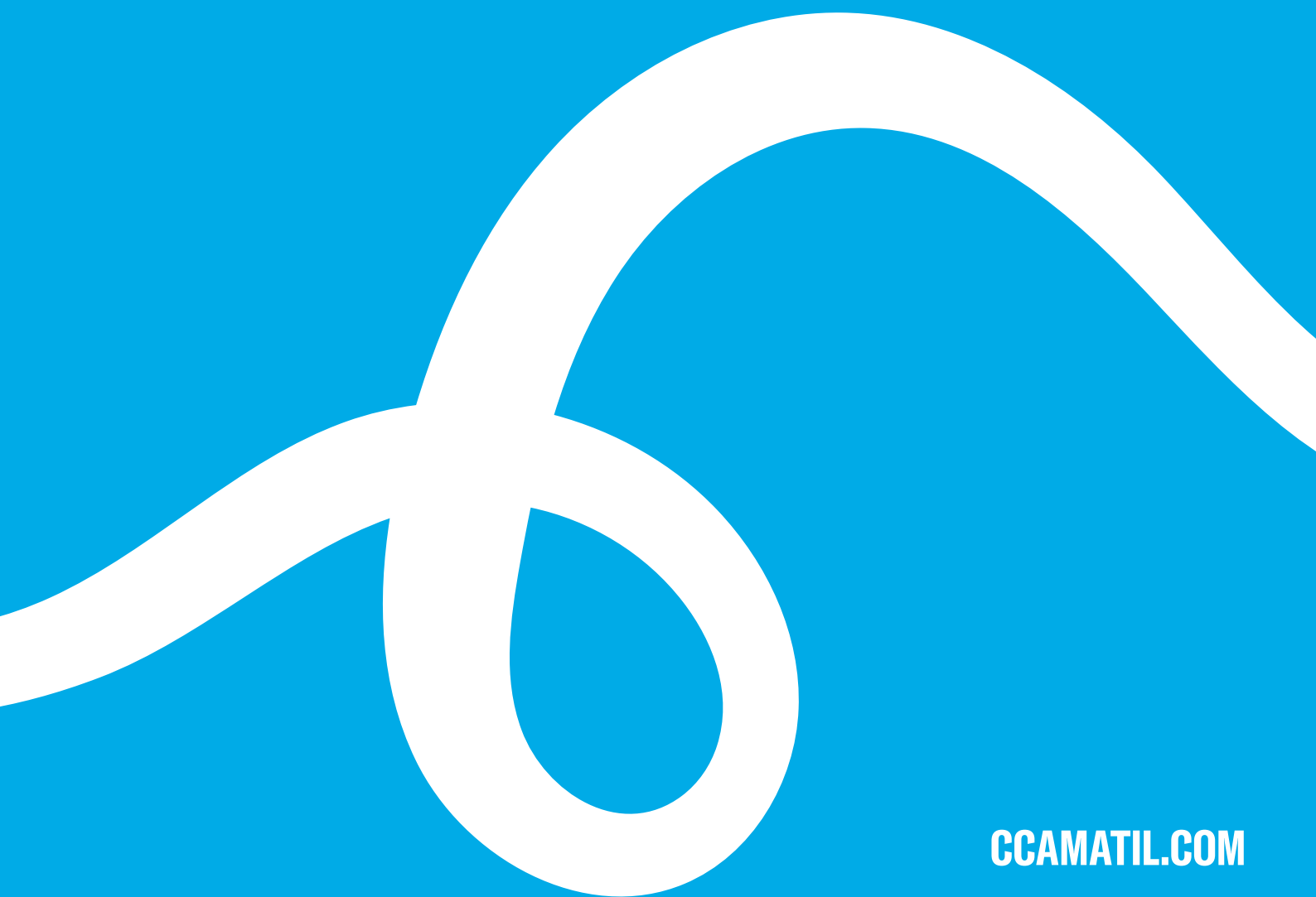
Other information

The ASX Listing Rules require this Notice of Meeting to state the number and price of securities received by Ms Watkins since the last Shareholder approval. 414,692 share rights were granted to Ms Watkins (at no cost) pursuant to the Shareholder approval obtained at the 2019 AGM. No loans have been made to Ms Watkins in relation to the LTIP.

Board recommendation

The Board, excluding Ms Watkins because of her conflict of interest, recommends that Shareholders eligible to do so vote in favour of this resolution.

CCA
COCA-COLA AMATIL



CCAMATIL.COM

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Coca-Cola Amatil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

Unique PIN:

(for telephone attendance)
Australia : 1800 572 288
New Zealand: 0800 448 986
Worldwide: +61 1800 572 288

VOTING FORM

I/We being a member(s) of Coca-Cola Amatil Limited and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

i in relation to the Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 26 May 2020**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

Note: If you mark Box A above and do not mark a voting box in Step 2 for all of the items, or if you complete both Box A and Box B in Step 1, you will be deemed to have appointed the Chairman of the Meeting as your proxy.

OR

B APPOINT A PROXY

appoint the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name
Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 26 May 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <http://agmlive.link/CCL20> (refer to details in the Virtual Annual General Meeting Online Guide and Notice of Meeting).

Important for Items 2 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below then by submitting this Voting Form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2 and 4, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item.

VOTING DIRECTIONS

Proxies and direct votes will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Items	For	Against	Abstain*	For	Against	Abstain*
2 Adoption of FY19 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Mr Krishnakumar Thirumalai as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Mr Paul Dominic O'Sullivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Election of Ms Penelope Ann Winn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Participation by Executive Director in the 2020-2022 Long-Term Incentive Plan (LTIP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If you are voting directly and mark the Abstain box, your vote for that item will be invalid.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A – VOTE DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting this Voting Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on items that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the item, your proxy may vote as he or she chooses subject to any voting restrictions that apply to the proxy. If you mark more than one box on a item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

PROXY VOTING BY KMP

The KMP of the Company (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Items 2 and 4 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions in this Voting Form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the shareholder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a

Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 24 May 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Coca-Cola Amatil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

Virtual Annual General Meeting Online Guide

Virtual Annual General Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the **'Register and Watch Annual General Meeting'** button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Step 1

Open your web browser and go to <https://agmlive.link/CCL20>



Navigating

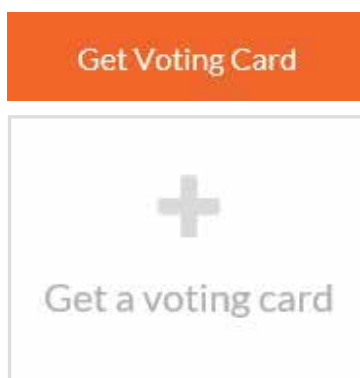
At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



This will bring up a box which looks like this.

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the '**SUBMIT DETAILS AND VOTE**' button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Annual General Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on '**Full Vote**' or '**Partial Vote**' at the top of the voting card.

Virtual Annual General Meeting Online Guide *continued*

The screenshot shows a voting card for COCA-COLA AMATIL LIMITED with ID X12345689. It features a 'Voting Card' header and instructions. Below are five resolutions, each with 'For', 'Against', and 'Abstain' buttons. The resolutions are: Resolution 2 (ADOPTION OF FY19 REMUNERATION REPORT), Resolution 3A (RE-ELECTION OF MR KRISHNAKUMAR THIRUMALAI AS A DIRECTOR), Resolution 3B (RE-ELECTION OF MR PAUL DOMINIC O'SULLIVAN AS A DIRECTOR), Resolution 3C (ELECTION OF MS PENELOPE ANN WINN AS A DIRECTOR), and Resolution 4 (PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2020-2022 LONG-TERM INCENTIVE PLAN (LTIP)). A 'SUBMIT VOTE' button is at the bottom.

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to Shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

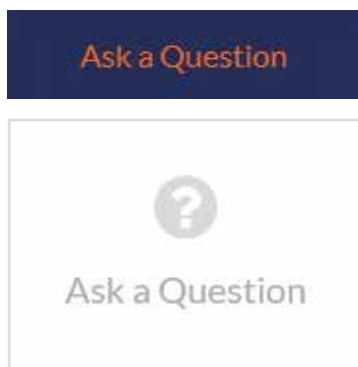
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

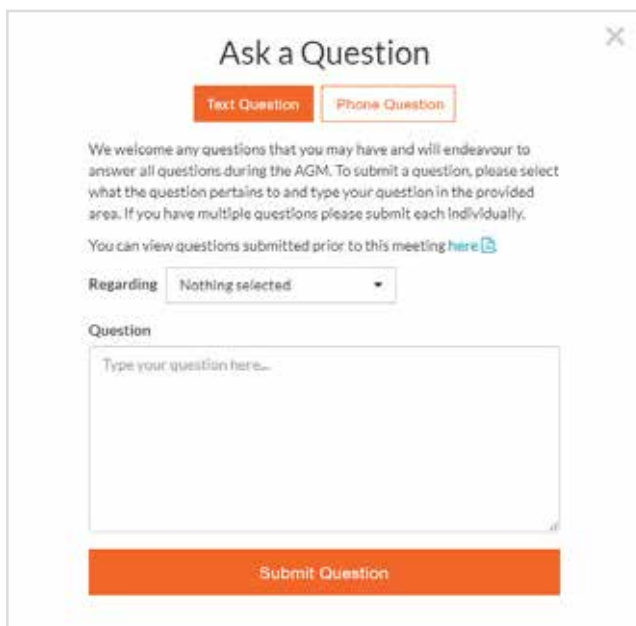
2. How to ask a question

Note: Only Shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.



Asking a question via text

To ask a question via text, select the 'Text Question' button.

In the 'Regarding' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the 'Question' section and type your question.

When you are ready to submit your question – click the 'Submit Question' button. This will send the question to the Management/Board.

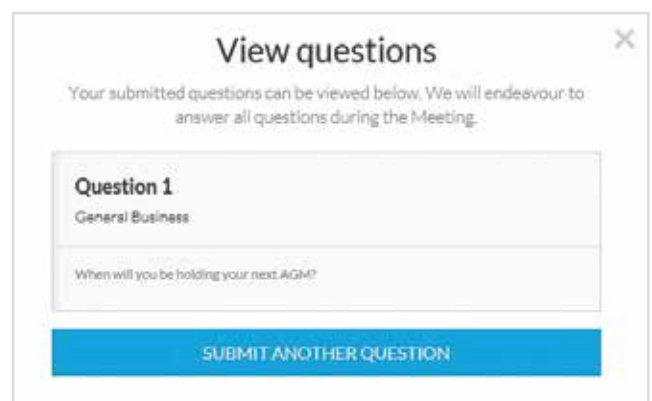
Note that not all questions are guaranteed to be answered during the Annual General Meeting, but we will do our best to address your concerns.

Once you have asked a question a 'View Questions' box will appear.

At any point you can click on 'View Questions' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.



Virtual Annual General Meeting Online Guide *continued*

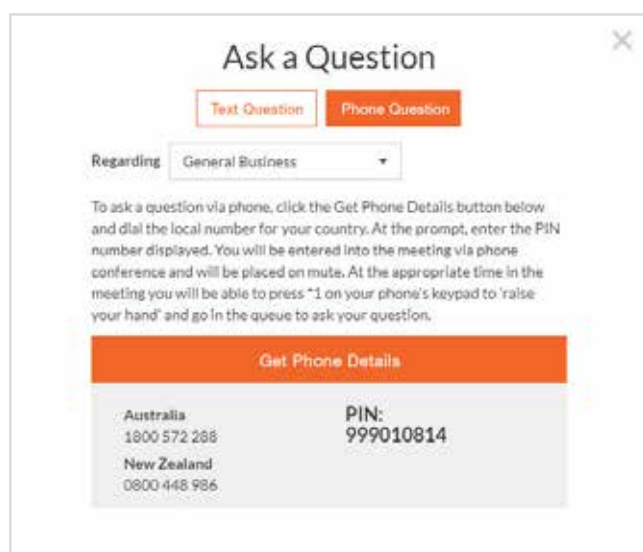
Asking a question via phone

To ask a question via phone, select the **'Phone Question'** button.

Select a resolution from the **'Regarding'** drop down box and then select **'Get Phone Details'**.

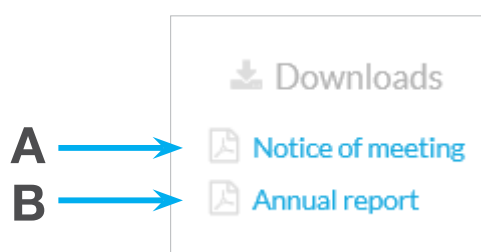


You will be given the phone numbers for the meeting. Dial the local number for your country. At the prompt, enter the PIN number displayed. You will be entered into the meeting via phone conference and will be placed on mute. At the appropriate time in the meeting you will be able to press **'1'** on your phone's keypad to **'raise your hand'** and go into the queue to ask your question.



3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

4. Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



Contact us

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T +61 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

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