



6 October 2009

Company Announcements Office
Australian Securities Exchange
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20 Bridge Street
SYDNEY NSW 2000

Coca-Cola Amatil Limited
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71 Circular Quay East
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Sydney NSW 2000
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Dear Sirs

Further to my letter dated 2 October 2009, and in accordance with Listing Rule 3.17, attached are copies of the following documents which will be sent to shareholders today with their interim dividend statements:

1. A letter providing Plan Participants with one month's notice of the modification to CCA's Dividend Reinvestment Plan, together with attachments.
2. CCA's Shareholder News October 2009.

Yours faithfully

George Forster
General Counsel and Company Secretary



6 October 2009

Dear Shareholder

Interim Dividend for the Half Year to 30 June 2009

On 13 August 2009, your Directors announced a record net profit after tax of \$189.8 million for the first half of 2009, representing a 10.4% increase over the same period last year.

An interim dividend of 18.5c per share fully franked has been declared, representing a dividend payout ratio of 72.4%. CCA expects to maintain dividend payments within the 70% to 80% range for the foreseeable future.

Enclosed is your Dividend Statement.

Notice of Modification to CCA's Dividend Reinvestment Plan (DRP) Rules

Your Directors have resolved to modify the Rules of the DRP. Under the current Plan Rules, one month's notice must be given to all DRP participants of any modification to the DRP. For those shareholders who are participants in the DRP, kindly treat this letter as notice of the changes, which will be effective on the expiration of the notice period.

The modifications reflect the CCA Board's decision to reduce the Plan Discount from 3% to 2%. The 2% discount is proposed to apply to the 2009 final dividend which is expected to be paid in April 2010.

The other changes update Rules 1, 5.3C and 8 to better reflect market practice and provide greater flexibility in providing notice to participants of changes to the Plan. In the future, notification of modifications to the Plan will be given by way of an announcement to the ASX and placed on CCA's website. Changes will be effective on the date of the announcement.

Also, Rule 5.4 has been amended and a new Rule 5.4A inserted so that residual positive cash balances remaining when a Participant terminates participation in the Plan will be paid, on an annual basis, to ShareGift Australia, or other like organisation, for on distribution to Australian charities, unless the former Participant notifies the Company's Share Registry in accordance with the Plan Rules that the payment should be made to them.

A copy of the modified DRP Rules is attached and is also available on CCA's website at www.ccamatil.com. Shareholders who would like to commence participation in the DRP or vary their existing participation, should contact CCA's Share Registry on +61 2 8280 7121.

ShareGift Australia

CCA is pleased to support ShareGift by giving our shareholders the opportunity to donate small parcels of shares to charity. ShareGift is a not-for-profit organisation that allows shareholders to sell shares and donate the proceeds to charity without the need to appoint a stockbroker or pay brokerage fees.

Donating shares to ShareGift

ShareGift provides shareholders in listed companies with an easy way to sell and donate small parcels of shares that might otherwise be difficult or expensive to trade. If you wish to participate in ShareGift, please complete the enclosed Share Sale Donation form and return it in the Reply Paid envelope provided.

Please note that this is a voluntary initiative for those who wish to sell small parcels of shares and donate the proceeds to charity. It is not a recommendation to sell shares. If you do not wish to participate in the sale of shares, you do not need to do anything.

Tax Benefits

ShareGift only makes donations to Australian charitable organisations with deductible gift recipient (DGR) status and therefore donations over \$2 to ShareGift are tax deductible.

Please contact ShareGift Australia if you have any queries on: 1300 731 632 or by email to info@sharegiftaustralia.org.au.

Your CCA Shareholding

If you have any queries relating to your CCA Shareholding, please contact our Share Registrar:

Link Market Services Limited:
Level 12, 680 George Street,
Sydney NSW 2000
Phone: +61 2 8280 7121
Fax +61 2 9287 0303
Email: registrars@linkmarketservices.com.au

Yours faithfully



George Forster
General Counsel and Company Secretary



COCA-COLA AMATIL LIMITED
ABN 26 004 139 397

CCA DIVIDEND REINVESTMENT PLAN RULES

1. Definitions and Interpretations

In these Rules, the following words and expressions have the meanings indicated unless the contrary intention appears:

"ASX" means Australian Securities Exchange;

"ASX Market Rules" means the market rules that form part of the operating rules of the ASX (as amended from time to time);

"Company" means Coca-Cola Amatil Limited;

"Directors" means the Directors of the Company acting as a board or any duly appointed committee of the board;

"Dividends" means cash dividends or cash components of dividends paid by the Company;

"Dividend Election Advice" means the application to participate in the Plan in the form that the Directors from time to time approve;

"Eligible Member" means a person registered as the holder of Shares other than a person with a registered address in any place in which, in the opinion of the Directors, participation or the making of an offer or invitation to participate in the Plan is or would be illegal or impracticable;

"Listing Rules" means the official listing rules of the ASX as modified or waived from time to time;

"Notice of Variation" means a notice in the form that the Directors from time to time approve for a Participant to increase or decrease the number of Plan Shares;

"Ordinary Shares" means fully paid ordinary shares in the capital of the Company;

"Participant" means an Eligible Member whose application to participate in the Plan has been accepted by the Directors;

"Plan" means the CCA Dividend Reinvestment Plan, the terms of which are set out in these Rules;

"Plan Discount" means 2, or such other number (if any) determined by the Directors in accordance with Rule 5.3A;

"Plan Shares" means Shares which are participating in the Plan as a consequence of an election made by a Participant pursuant to Rule 3.1;

"Shares" means shares in the capital of the Company;

"Trading Day" mean a trading day as specified in the Listing Rules;

"VWAP" means the daily volume weighted average market price for all Shares sold on the ASX automated trading system, excluding Shares which are sold otherwise than in the ordinary course of trading (which include but are not limited to transactions defined in the ASX Market Rules as special crossings, crossings prior to the commencement of the open session state, crossings during the closing phase and the after hours adjust phase, portfolio special crossings, equity combinations, crossings during overnight trading, overseas trades or trades pursuant to the exercise of options over Shares) and any other sales that the Directors determine should be excluded on the basis that they are not fairly reflective of genuine supply and demand calculated to two decimal places.

A reference to a person includes a corporation and the singular includes the plural and vice versa.

2. Application to Participate in the Plan

2.1 No person other than an Eligible Member may apply to participate in the Plan.

2.2 Participation in the Plan is optional and not transferable.

2.3 Every Eligible Member who wishes to participate in the Plan must complete, sign and lodge a Dividend Election Advice with the Company.

2.4 All joint holders of Shares must sign a Dividend Election Advice for it to be valid.

2.5 A Dividend Election Advice must be lodged for each separate shareholding account.

3. Degree of Participation

3.1 An Eligible Member must specify on the Dividend Election Advice the degree to which the shareholder wishes to participate in the Plan. Participation may be:

- (a) full participation for all the Participant's shareholding from time to time however acquired (including Ordinary Shares allotted or transferred under the Plan); or

- (b) partial participation for a specific number and class of Shares nominated by the Participant together with the Ordinary Shares allotted or transferred under the Plan and any bonus shares allotted in respect of Plan Shares. However, if at the record date for a dividend the number of the Shares held by the Participant is fewer than the nominated number, then the Plan will apply only to that lesser number for that Dividend.

3.2 Dividend Election Advices received by the Company which do not indicate the degree of participation in the Plan will, without notice to the applicant, be deemed to be an application for full participation in the Plan.

4. Acceptance of Applications

4.1 The Directors may in their absolute discretion accept or refuse any Dividend Election Advice.

4.2 Each Dividend Election Advice accepted by the Directors will be effective in respect of the first Dividend payment after receipt of the Dividend Election Advice, provided it is received on or before the record date for the Dividend.

4.3 The Company will record for each Participant particulars of:

- (a) the name and address of the Participant; and
- (b) the number of Plan Shares held by the Participant from time to time, and the Company's records will be conclusive evidence of the matters so recorded.

5. Reinvestment of Dividends

5.1 With respect to the operation of the Plan the Directors in their complete discretion will determine whether Dividends on Plan Shares will be applied by the Directors on the Participant's behalf to subscribe for Ordinary Shares or to cause the transfer of Ordinary Shares to a Participant or to apply a combination of the above, to satisfy the obligations of the Company under these Rules. If the Directors determine to cause the transfer of Ordinary Shares to Participants, the Ordinary Shares may be acquired on ASX in such manner as the Directors consider appropriate. Any Dividends on Plan Shares which the Company is entitled to retain under its Constitution or otherwise will not be available for subscribing for or acquiring Ordinary Shares. If withholding tax is payable in respect of a Dividend that tax will be deducted and only the balance will be applied in subscribing for or acquiring Ordinary Shares.

5.2 The Directors will establish and maintain a Plan account for each Participant. At the time of each Dividend payment, the Directors will for each Participant:

- (a) determine the Dividend payable in respect of the Plan Shares;
- (b) determine (where applicable) the Australian withholding tax deductible by the Company in respect of the Dividend, and any other sum the Company is entitled to retain in respect of the Plan Shares;
- (c) credit the amount in (a) above and debit any amount in (b) above to the Participant's Plan account;
- (d) determine the maximum whole number of Ordinary Shares which can be acquired under these Rules using the amount in the Participant's Plan account;
- (e) subscribe for or acquire Ordinary Shares in the name of the Participant and debit the subscription amount or the acquisition amount (as the case may be) against the balance in the Participant's Plan account; and
- (f) carry forward any residual positive balance.

5.3 The number of Ordinary Shares issued or transferred to each Participant will be the whole number equal to, or when not a whole number, the nearest whole number below the number calculated by the formula:

$$\frac{D - T + R}{C}$$

Where:

D is the Dividend payable on the Participant's Plan Shares as at the record date for that Dividend;

T is any withholding tax or other sum the Company is entitled to retain in relation to the Dividend or the Plan Shares;

R is the residual positive balance carried forward in the Plan account; and

C is the amount which is (100 - Plan Discount)% of the arithmetic average (rounded down to the nearest cent), of the daily VWAP, during the 10 Trading Days commencing on the second Trading Day after the record date for the dividend (or such other period as is determined by the Directors in their absolute discretion). The arithmetic average of the daily volume weighted average price to be used for the purposes of this calculation shall be calculated by the Directors or a suitably qualified person nominated by the Directors and, in the absence of manifest error, is binding on Participants.

5.3A The Directors shall from time to time determine the Plan Discount and notify Participants of any change to the Plan Discount in accordance with these Rules. For the avoidance of doubt, the Directors shall have the discretion to determine in respect of any or all Dividends that the Plan Discount shall be zero.

5.4 If the number of Ordinary Shares allotted or transferred under the Plan to any Participant is the nearest whole number below the number determined in accordance with the formula in Rule 5.3, then the difference between the positive balance of the Participant's Plan account (before allotment or transfer) and the total subscription or acquisition price for those Ordinary Shares will be recorded as a residual positive balance in the Plan account and will be carried forward to the next Dividend payment. No interest will accrue in respect of residual positive balances.

5.4A If a Participant's participation in the Plan terminates, any residual positive balance applicable to that Participant will automatically be donated, on an annual basis, to ShareGift Australia (or other like organisation approved by the Board), unless the participant has, prior to the date of termination, directed the Company's Share Registry, that payment be made to the Participant.

- 5.5** As soon as practicable after each allotment or transfer of Ordinary Shares under the Plan, the Company will send to each Participant to whom Ordinary Shares have been allotted or transferred a statement setting out:
- (a) the number and class of the Participant's Plan Shares on the record date for the relevant Dividend;
 - (b) the Dividend payable in respect of that Participant's Plan Shares which has been applied towards subscription for or acquisition of additional Ordinary Shares;
 - (c) the number of additional Ordinary Shares allotted or transferred to that Participant under the Plan;
 - (d) the number and class of Shares (including Plan Shares) in respect of which that Participant is the registered holder after the allotment or transfer; and
 - (e) the amount of the Participant's residual positive balance, if any.
- 5.6** All Ordinary Shares allotted under the Plan will from the date of allotment rank equally in all respects with existing Ordinary Shares.
- 5.7** Ordinary Shares to be allotted under the Plan will be allotted within the time required by the Australian Securities Exchange.
- 5.8** Ordinary Shares allotted or transferred to a Participant under the Plan will be registered:
- (a) if the Shares already held by the Participant are registered on one register - on that register; or
 - (b) if the Shares already held by that Participant are registered on more than one register - on the register designated by that Participant or, in the absence of a designation, on the register on which the greatest number of Ordinary Shares of that Participant are registered, and if no Ordinary Shares are held, on the register on which the greatest number of Shares are registered.
- 5.9** The Company will make application promptly after each allotment of Ordinary Shares under the Plan for quotation of those Ordinary Shares on the Australian Securities Exchange.

6. Variation or Termination of Participation

- 6.1** A Participant may, by completing, signing and lodging with the Company a Notice of Variation, increase or decrease the number of its Plan Shares or terminate participation in the Plan. To be effective for a forthcoming Dividend payment, the Notice of Variation must be received by the Company on or before the record date for that Dividend.
- 6.2** If a Participant disposes of all the Participant's Shares without giving the Company a Notice of Variation and is not registered as a holder of any Shares when the Company's share register is next closed for payment of a Dividend, the Participant will be deemed to have terminated participation on the last date when the Company registered a transfer of the Participant's Shares.
- 6.3** When a Participant disposes of part of the holding of Shares of that Participant, and does not notify the Company otherwise, the Shares disposed of will, to the extent possible, be taken to be:
- (a) first, Shares which are not Plan Shares; and
 - (b) secondly, Plan Shares.

7. Limitations on Participation

- 7.1** The Directors may at any time limit the amount of Dividend which may be reinvested in subscription for or acquisition of Ordinary Shares under the Plan. If the Directors do so, the Company must notify Participants accordingly.

8. Modification, Suspension and Termination of the Plan

The Directors may vary the Rules of the Plan as and when they consider it appropriate and may suspend or terminate the Plan when they consider it expedient. The Directors may give notice of a variation, suspension or termination as they consider appropriate by way of announcement to the ASX and on the Coca-Cola Amatil website, with such variation, suspension or termination to take effect from the date of the announcement.

9. Administration of the Plan

This plan will be administered by the Directors who have the power to:

- (a) determine procedures for administration of the Plan consistent with the Rules;
- (b) settle in such manner as they think expedient any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Plan, whether generally or in relation to any Participant or any Shares and the determination of the Directors shall be conclusive and binding on all Participants and other persons to whom the determination relates; and
- (c) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of any of their powers or discretions arising under the Plan.

10. Participants to be Bound

Participants are at all times bound by the Rules of the Plan as modified from time to time.

11. Costs to Participants

No brokerage, commission or other transaction costs will be payable by Participants in respect of Ordinary Shares allotted or transferred under the Plan. However the Company does not assume liability for any taxes or other imposts assessed against or imposed on a Participant.

ShareGift Australia – Share sale donation form



Please complete the following form to sell your shares and donate the proceeds to ShareGift Australia.

ABN 27 086 590 485

Name of company being sold **COCA-COLA AMATIL LIMITED** ASX company code (optional) **CCL**
 Number of shares to donate Class of share (e.g. ordinary shares, converting preference etc.)

Optional: please suggest a charity or charities to benefit from ShareGift Australia distributions

Shareholders name(s)

Shareholder 1

Title First name Middle name
 Surname

Shareholder 2

Title First name Middle name
 Surname

Shareholder 3

Title First name Middle name
 Surname

Address shown on register

Street address State Postcode

Address for receipt to be sent (if different from above)

Postal address State Postcode
 Work phone Facsimile

Please tick if your holding is:

☐ Issuer sponsored If **issuer sponsored**, please provide your Securityholder Reference Number (SRN):

OR

☐ CHESS Sponsored If **CHESS Sponsored**, please provide your Holder Identification Number (HIN): Please provide sponsoring broker's name:

X

Shareholder signatures

The instruction to sell the shares is irrevocable as at the time the donation form is signed by the donor/s. The timing of the actual sale is at the discretion of ShareGift Australia. If your shareholding is issuer sponsored or sponsored by Goldman Sachs JBVere Pty Ltd or Macquarie Equities Limited, please sign and date your agreement with the following statement:

☐ I/We authorise any person nominated by ShareGift Australia in my/our name and/or my/our behalf to confirm my/our holding of the above shares with the relevant registry and to direct Goldman Sachs JBVere Pty Ltd or Macquarie Equities Limited to sell those shares and to pay the proceeds of sale to ShareGift Australia. I/We confirm that I am/we are entitled or authorised to transfer such shares free from liens, charges or other third party rights.

OR

If your shareholding is sponsored by a broker other than Goldman Sachs JBVere Pty Ltd or Macquarie Equities Limited, please sign and date your agreement with the following statement:

☐ I/We authorise my/our broker, details I/we have provided above, to convert the shares indicated above to issuer sponsored, in order for me/us to sell these shares and pay the proceeds of sale to ShareGift Australia. On receipt of the issuer sponsored statement from the Share Registry, I/we will forward the statement to ShareGift Australia and I/we authorise any person nominated by ShareGift Australia in my/our name and on my/our behalf to direct Goldman Sachs JBVere Pty Ltd or Macquarie Equities Limited to sell those shares and to pay the proceeds of sale to ShareGift Australia.

Shareholder 1 signature

Shareholder 2 signature

Shareholder 3 signature

Date signed

Date signed

Date signed

Please return your completed form to ShareGift Australia, C/- Link Market Services in the enclosed Reply Paid envelope.

Office use only – ASX fees claim form				
ITS trade details	Date	Price	ITS Reference	Amount claimed
	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
164 CHESS message details		Transaction ID		Amount claimed
		<input type="text"/>		<input type="text"/>
CHESS transfer (015/017/001) message details		Transaction ID		Amount claimed
(refer separate form for transaction details)		<input type="text"/>		<input type="text"/>

ASX FORM 1004 (10/01/04)

First Half 2009 Major Highlights

- ✓ Record first half result
- ✓ Double-digit EBIT, NPAT and EPS growth
- ✓ Organic growth strategy delivering strong returns
- ✓ Successful new product launches
- ✓ Interim dividend up 8.8% to 18.5 cents, fully-franked
- ✓ Return on capital employed up 0.9 pts to a record 23.3%

COCA-COLA  AMATIL

Shareholder News

October 2009

CCA delivered another record profit result for the first half of 2009. Earnings before interest and tax (EBIT) increased by \$30.9 million, or 10.0%, to \$339.8 million, while net profit after tax (NPAT) increased by \$17.9 million, or 10.4%, to \$189.8 million.

Earnings per share (EPS) increased by 10.3% to 25.7 cents per share and the interim dividend, fully-franked, has been increased from 17.0 cents to 18.5 cents per share.

CCA's record result was achieved by strong performances by the Australian and Indonesia & PNG beverage businesses and a much improved result from the Food & Services Division.

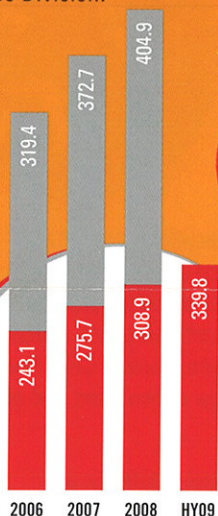
Return on capital employed increased from 22.4% at 31 December 2008 to a record 23.3%, due to the double-digit earnings growth and strong capital management.

CCA remains in a strong financial position with EBIT interest cover of 5.2 times as at 30 June 2009, a strong balance sheet, and no re-financing requirements until June 2010.

The ratings agencies, Moody's and Standard & Poors, have recently reaffirmed CCA's credit ratings at A3 and A- respectively.

CCA expects to be able to deliver high single digit growth in both earnings before interest and tax and net profit after tax for the second half of 2009.

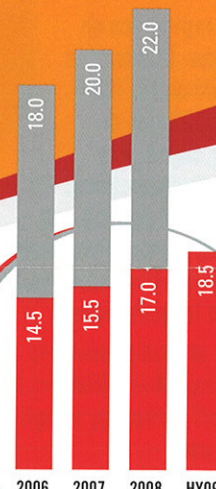
EBIT¹
up 10.0%



Earnings
per share²
up 10.3%



Dividends
per share
up 8.8%



■ H1
■ H2



First Half 2009 Business Highlights

Australia delivered a record first half result with EBIT increasing by 10.1% to \$248.4 million. Improved demand, particularly for immediate consumption single-serve products, drove solid volume growth of 2.7%. CCA's alcoholic beverages business, together with efficiency gains from Project Zero, contributed approximately 35% of Australia's earnings growth. Glaceau vitaminwater and the re-launched Mother energy drink continued to achieve very strong growth, while Goulburn Valley fresh flavoured milk was successfully launched on the East Coast during September.

Indonesia & PNG achieved a record first half result with EBIT growth of 44.2% to \$15.0 million on strong volume growth of 10.8%. Indonesia continued to target more affluent consumers with a wider range of higher value beverage products in one-way-packs (cans and PET bottles), while also continuing to invest in its returnable glass bottle business for less affluent consumers.

Significant capital investment has also been undertaken in new cold drink coolers and increased beverage production capacity due to the increase in demand for one-way packs.

In PNG, the placement of new cold drink coolers and increased consumer demand drove strong volume and revenue growth.

New Zealand & Fiji delivered modest local currency earnings growth in very challenging macroeconomic conditions. In New Zealand, continued growth in multi-pack cans in the grocery channel, success with new products such as Glaceau and the launch of Mother energy drink in April, helped to offset softer consumer demand. Fiji delivered solid growth in both volume and earnings as a result of increased availability and improved in-market execution.

Food & Services achieved an excellent result with EBIT growth of 20.6%. SPC Ardmona (SPCA) delivered solid revenue growth in all major categories – fruit, fruit snacks, baked beans & spaghetti – due to successful new product launches, increased advertising and winning new supply contracts with its key grocery customers.

The restructure of SPCA's Australian manufacturing operations delivered approximately \$3 million in savings and cost benefits in the first half and is on track to deliver full year savings of approximately \$8 million.

The Grinders premium coffee business delivered solid volume, revenue and earnings growth as a result of increased penetration in its customer base of restaurants, cafes and corporate accounts.

Pacific Beverages, CCA's alcoholic beverages joint venture with SABMiller, delivered strong premium beer volume growth of over 50% as a result of increased availability and the successful launch in March of Peroni Leggera, Australia's first premium international low-carb beer. Pacific Beverages' beer brands now account for over 8% of the Australian premium beer market by both volume and value and Peroni Nastro Azzurro and Miller Chill are now firmly positioned in the Top 15 premium beers in Australia.

Project Zero, CCA's major infrastructure capital investment program, continued to deliver cost savings and customer service improvement. Major initiatives in the half included various manufacturing efficiency projects in Australia and the completion of the Eastern Creek distribution centre in NSW.

Latest News

Bluetongue Brewery

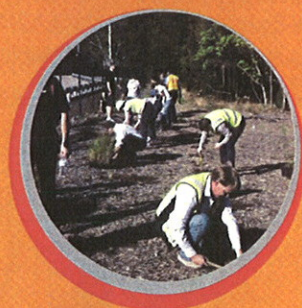
Work continues at a rapid pace on Pacific Beverages' new Bluetongue Brewery at Warnervale on the NSW Central Coast. This \$120 million project is generating significant local employment in the Newcastle, Central Coast and Hunter regions and is on track to be completed by May 2010. The Brewery will have an initial annual capacity of 50 million litres, expandable to 100 million litres, and will be NSW's second largest brewery.



Pacific Beverages is also implementing global best practice in environmentally sustainable initiatives in relation to water and energy consumption, product packaging usage, waste generation, atmospheric emissions and land use.

Sustainability @ CCA

Recognising that care for our environment and community should not only start at home but also at work, CCA recently commenced an education program for all CCA staff on environmental, workplace and community sustainability issues, with staff learning more about healthy food, recycling, energy and water savings, e-waste disposal and workplace diversity. At CCA's Northmead manufacturing site in Sydney, staff recently participated in a tree-planting day beside the CCA-sponsored boardwalk alongside Toongabbie Creek, and also launched the "Green Thumbs Coke Nursery" onsite which gives staff the opportunity to grow native trees and plants to then be planted in local parks or at home.



Find out more about CCA's commitment to sustainability in our 2008 Sustainability Report, now available at www.ccamatil.com

SHARE REGISTRY & OTHER ENQUIRIES

For enquiries about CCA shares:
Link Market Services Ltd
Locked Bag A14
Sydney South NSW 1235
Ph: 61 2 8280 7121
Fx: 61 2 9287 0303
Email: registrars@linkmarketservices.com.au

For enquiries about the operations of the Company:
Investor Relations
71 Macquarie Street
Sydney NSW 2000
Ph: 61 2 9259 6159
Fx: 61 2 9259 6614
Email: aus_investor_relations@anz.ccamatil.com

For enquiries about American Depositary Receipts (ADR):
The Bank of New York Mellon
Shareowner Services
P.O. Box 358016
Pittsburgh, PA 15252-8016
Toll Free (domestic): 1 888 BNYADRS
International: 1 201 680 6825
Email: shrrelations@bnymellon.com

