

10 April 2018

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. Notice of Meeting 2018;
2. Voting Form; and
3. Shareholders Questions Form.

Yours faithfully

*Jane Bowd.*

**Jane Bowd**  
Group Company Secretary

For personal use only

# NOTICE OF MEETING

# 2018 ANNUAL GENERAL MEETING

## HOW TO GET THERE

The 2018 Annual General Meeting (AGM or Meeting) of Coca-Cola Amatil Limited (Company or Coca-Cola Amatil) will be held on **Wednesday, 16 May 2018 commencing at 10.00am (AEST)** at the Isabel Menton Theatre, Mary MacKillop Place, 11 Mount Street (near the corner of William and Mount Streets), North Sydney NSW 2060.

A map is set out to the right. This venue is easily accessible by public transport and is only a 5-minute walk from North Sydney Train Station. Timetables and further transport information are available at [www.transportnsw.info](http://www.transportnsw.info).

For those with mobility aids, there is ramp access to the venue at the entrance on 80 William Street.

Three secure car-parking stations are also conveniently located within a 5-minute walk of the venue – more information is available at [www.secureparking.com.au](http://www.secureparking.com.au).

Shareholders are encouraged to arrive early, and will be given priority access to the Meeting.

## ANNUAL GENERAL MEETING AGENDA

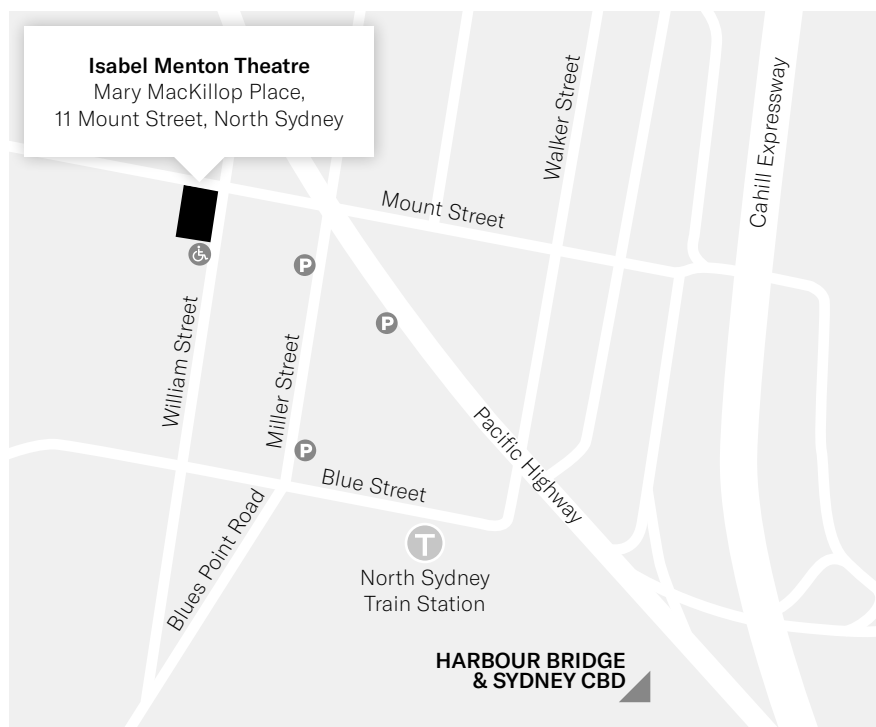
- 9.00am** — Registration opens
- 9.15am** — Morning tea
- 10.00am** — AGM commences
  - Chairman's welcome to Shareholders
  - Group Managing Director's presentation
  - Items of Business

Please join the Chairman, Ms Ilana Atlas, the Directors and the senior management team of Coca-Cola Amatil for refreshments after the AGM.

## HOW BUSINESS WILL BE CONDUCTED AT THE MEETING

The AGM is an important event and we encourage Shareholders to actively participate by sharing their views directly with the Coca-Cola Amatil Board and senior management team, and hearing from them about the Company's progress and plans for the future.

Important information about the conduct of the Meeting is set out below.



## 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.

Shareholders will have a reasonable opportunity to ask questions at the AGM, including an opportunity to ask questions of the Company's External Auditor. 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 Coca-Cola Amatil;
- if a Shareholder has more than one question, 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. These questions should be taken up with Coca-Cola Amatil representatives outside the Meeting.

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. A Shareholder Question Form has been included in the AGM materials, and is also available on the Company's website: [www.ccamatil.com/agm](http://www.ccamatil.com/agm). We will attempt to address the more frequently-asked questions in the Chairman's and Group Managing Director's presentations to the Meeting.

Written questions must be received by the Company or Link Market Services Limited by **5.00pm (AEST) on Wednesday 9 May 2018**, and can be submitted online, by mail, by fax or in person as set out on the top of the Shareholder Question Form.

## WEBCAST & PHOTOGRAPHY

The AGM will be filmed and broadcast via a webcast which can be viewed on the Company's website: [www.ccamatil.com/agm](http://www.ccamatil.com/agm). After the Meeting, Shareholders can also watch an archived recording on this website.

For the safety and security of all those present at the Meeting, other cameras and recording devices are not permitted.

# NOTICE OF MEETING

The 2018 Annual General Meeting (AGM or Meeting) of Coca-Cola Amatil Limited (Company or Coca-Cola Amatil) will be held at the Isabel Menton Theatre, Mary MacKillop Place, 11 Mount Street (near the corner of William and Mount Streets), North Sydney NSW 2060 on **Wednesday, 16 May 2018 at 10.00am (AEST)** for the purpose of transacting the business set out in this Notice of Meeting.

Additional information about the proposed items of business is set out in the Explanatory Notes on pages 4-7 that accompany and form part of this 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 2017.

*There is no vote on this item.*

### ITEM 2: ADOPTION OF FY17 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 2017."

*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 4.*

### 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 2017, 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 3.

### ITEM 3: ELECTION AND RE-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 Ms Ilana Atlas, being a Director who retires in accordance with Article 6.3(b) of the Company's Constitution and, being eligible, offers herself for re-election as a Director of the Company."

#### Item 3(b)

"To elect Ms Julie Coates, being a Director who retires in accordance with Article 6.3(i) of the Company's Constitution and, being eligible, offers herself for election as a Director of the Company."

#### Item 3(c)

"To elect Mr Jorge Garduño as a Director of the Company in accordance with Article 6.2(b) of the Company's Constitution at the conclusion of the AGM."

*An explanatory note to this item appears on pages 4-5.*

## SPECIAL BUSINESS

### ITEM 4: PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2018-2020 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 Watkins, the Group Managing Director of the Company, under the Coca-Cola Amatil Limited 2018-2020 Long-Term Incentive Plan, as described in the Explanatory Notes that form part of this Notice of Meeting."

*An explanatory note to this item appears on pages 5-7.*

### 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; and
- 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 by a person as proxy for a person who is entitled to vote on item 4:

- in accordance with a direction on the Voting Form; or
- by the Chairman of the Meeting as proxy for a person who is entitled to vote on item 4, pursuant to an express authorisation in the Voting Form to vote an undirected proxy – see note on Undirected Proxies on page 3.

By order of the Board



**Ms Jane Bowd**  
Group Company Secretary

Level 14, 40 Mount Street  
North Sydney NSW 2060

Dated 10 April 2018

# 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 Monday 14 May 2018**. 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 of Meeting.

## DIRECT VOTING

If a Shareholder is unable to attend and vote at the AGM, they are entitled to vote their shares directly by marking Section A "Vote Directly" on the Voting Form that accompanies this Notice of Meeting. 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.

## VOTING BY PROXY

If a Shareholder is unable to attend and vote at the AGM, and does not choose to use direct voting, they are entitled to appoint a proxy to attend 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.

## 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

Shareholders may lodge their Voting Form online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by sending them 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 **10.00 am (AEST) on Monday, 14 May 2018**.

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

# EXPLANATORY NOTES

## ITEM 1: ANNUAL REPORTS

The Coca-Cola Amatil 2017 Annual Report, which includes the Financial Report and the Reports of the Directors and of the Auditor for the year ended 31 December 2017, is available at the Company's website [www.ccamatil.com/agm](http://www.ccamatil.com/agm).

Printed copies of the 2017 Annual Report have been mailed only to those Shareholders who have elected to receive a printed copy. If a Shareholder would like a printed copy, please contact the Company's Share Registrar, Link Market Services.

There is no requirement under the *Corporations Act 2001* (Cth) or the Company's 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 Wednesday, 9 May 2018**. Ernst & Young 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 FY17 REMUNERATION REPORT

The Remuneration Report, which is part of the Company's 2017 Annual Report, is available at the Company's website [www.ccamatil.com/agm](http://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 Board or Coca-Cola Amatil. 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: ELECTION AND RE-ELECTION OF BOARD ENDORSED DIRECTORS

In accordance with Articles 6.3(b) and 6.3(i)/(j) of the Company's Constitution, a Director must retire from office (a) no later than the longer of the third AGM or three years following that Director's last election or appointment, or (b) at the next AGM following their appointment by the Board under Article 6.2(a) of the Company's Constitution, respectively. Accordingly:

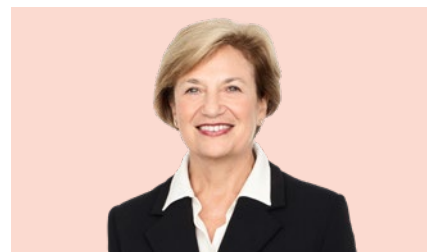
- Ms Ilana Atlas was last elected as a Director at the 2015 Annual General Meeting. She will retire under Article 6.3(b) of the Company's Constitution and, being eligible under Article 6.3(f) of the Company's Constitution, offers herself for re-election as a Director of the Company.
- Ms Julie Coates was appointed as a Director by the Board pursuant to Article 6.2(a) of the Company's Constitution effective on 1 March 2018, and will retire under Article 6.3(i) of the Company's Constitution and, being eligible under Article 6.3(i) of the Company's Constitution, offers herself for election as a Director of the Company.
- Mr Martin Jansen, a nominee of a substantial Shareholder, The Coca-Cola Company, was last elected at the 2015 Annual General Meeting. He will retire under Article 6.3(b) of the Company's Constitution at the conclusion of the 2018 AGM, and will not offer himself for re-election.
- Mr Jorge Garduño, a nominee of a substantial Shareholder, The Coca-Cola Company, offers himself for election as a Director of the Company pursuant to Article 6.2(b) of the Company's Constitution.

The Board considers that each of Ms Ilana Atlas and Ms Julie Coates are independent Non-Executive Directors, and that Mr Garduño, if elected would not be an independent Non-Executive Director as he is a nominee of a substantial Shareholder of the Company, The Coca-Cola Company.

### Board recommendation

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

## RE-ELECTION OF ILANA ATLAS



Ms Ilana Atlas joined the Board in February 2011 and was appointed as the Board Chairman at the conclusion of the 2017 AGM. She is also the Chairman of the Related Party Committee and Nominations Committee, and a Member of the Audit & Finance Committee, Risk & Sustainability Committee and People Committee.

Ms Atlas graduated from the University of Western Australia with a Bachelor of Jurisprudence in 1975 and a Bachelor of Laws in 1976. She moved to Sydney to begin her legal career in 1978 and became a partner at Stephen Jaques Stone James (now King & Wood Mallesons) in 1985. Ms Atlas graduated with a Master of Laws from the University of Sydney in 1987.

During her 15-year career as a partner at Mallesons, Ms Atlas held a number of roles in the firm. She practiced in the area of corporate law, principally mergers and acquisitions. She was Resident Partner of the firm's New York office between 1987 and 1989. Ms Atlas was also Managing Partner of the firm's Sydney, Brisbane and Canberra offices between 1996 and 1998.

After a successful career at King & Wood Mallesons, Ms Atlas became Group Secretary and General Counsel at Westpac in 2000. In this role she was responsible for advising the Board and management on legal issues and governance. She then became Group Executive, People and Performance in 2003. In this role she was responsible for human resources, corporate affairs and sustainability across the Westpac Group until she retired from Westpac in February 2010.

Ms Atlas is currently a Director of the Australia and New Zealand Banking Group Ltd and Westfield Corporation Ltd. She is also Chairman of Jawun Pty Limited, Director of the Paul Ramsay Foundation, Fellow, Senate of the University of Sydney, and Panel Member of Adara Partners.

### Board recommendation

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



# EXPLANATORY NOTES (CONTINUED)

## ELECTION OF JULIE COATES



Ms Coates was appointed as a Non-Executive Director of the Company, with effect from 1 March 2018.

Ms Coates is currently the Managing Director of Goodman Fielder Australia, a company that manufactures, distributes and sells a wide range of food products, and has operations across Australia, New Zealand and the Asia-Pacific region. Prior to this role, she held several senior roles at Woolworths Limited, including Managing Director of Big W, Chief Logistics Officer and Human Resources Director. She worked closely on business strategy and major transformational change programs, delivering strong results at both a divisional and group level. As a former member of Woolworths Limited's Management Board, she has extensive experience with financial and management accountability.

From January 2016 to July 2017, Ms Coates was a Director at Spotless Group Holdings Limited.

She holds a Bachelor of Arts and Diploma of Education from the University of Melbourne, and the Advanced Management Program from Harvard University.

### Board recommendation

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

## ELECTION OF JORGE GARDUÑO



Mr Jorge Garduño has been nominated for appointment as a Director by a substantial Shareholder of the Company, The Coca-Cola Company, as a replacement for Mr Martin Jansen who will retire at the conclusion of the 2018 AGM and is not seeking re-election.

Mr Jorge Garduño is currently the President and Representative Director of Coca-Cola Japan Limited, a subsidiary of The Coca-Cola Company, and has held that role since 1 July 2017. Since 1992, Mr Garduño has held a range of international leadership roles for The Coca-Cola Company across Latin America, Europe and Asia. These roles included responsibility for Franchise Leadership, Marketing, Key Accounts, Commercial Leadership, Planning and Revenue Growth Management for Coca-Cola de Mexico, and subsequently as General Manager of Coca-Cola Colombia, then General Manager of Coca-Cola Thailand and Laos, then General Manager Coca-Cola Chile, then President of Coca-Cola Iberia (with responsibility for operations in Spain, Portugal and Andorra), and now as President of Coca-Cola Japan.

Mr Garduño holds a Bachelor of Arts majoring in Business Administration and Masters in Management from Tecnológico de Monterrey Mexico, and a Masters in Business Management for Executives from the University of Texas, Austin, United States of America.

### Board recommendation

The Board, excluding Mr Martin Jansen and Mr Krishnakumar Thirumalai because of their conflicts of interest, endorses the election of Mr Jorge Garduño as a Director.

## ITEM 4: PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2018-2020 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 2018-2020 LTIP. The plan design and performance measures are consistent with recent prior year grants; however, the Board has amended the measurement approach for the one-third portion of the grant that is based on Earnings per Share to ensure alignment with Coca-Cola Amatil's business plan and targeted earnings performance.

### ANNUAL REVIEW OF GROUP MANAGING DIRECTOR REMUNERATION

In February 2018 the Board, with market information and advice 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 21-100). The Board determined that the target LTIP for 2018 should remain unchanged at \$1.75 million.

### THE VALUE OF THE AWARD AND THE NUMBER OF SHARE RIGHTS TO BE GRANTED

The actual value (if any) that Ms Watkins will receive from this grant cannot be 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 2018-2020 LTIP grant to Ms Watkins is a target amount of 207,102 share rights and a maximum amount of 414,204 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 target LTIP value of \$1.75m million, and dividing this target award value by the volume weighted average closing price for the 30 days prior to and including 31 December 2017 (being \$8.45). The maximum award is double this amount.

### 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. 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 Listing Rule 7.1.

Accordingly, approval is sought for the grant of up to 414,204 share rights (i.e. the maximum that could vest) to Ms Watkins under the LTIP. For the purposes of Listing Rule 10.15, the key terms of the LTIP grant are detailed below.

### TIMING OF GRANT

If approved, the share rights under the 2018-2020 LTIP will be granted to Ms Watkins no later than 12 months after Coca-Cola Amatil's 2018 AGM.

## PERFORMANCE MEASURES

The performance measures are unchanged for the 2018-2020 LTIP. Three performance measures continue to be used, being: a Relative Total Shareholder Return (TSR) measure, an Absolute TSR measure, and an Earnings per Share (EPS) measure. One third of the award will be assessed independently against each measure.

The use of both measures of Relative and Absolute TSR rewards for both absolute and relative shareholder value creation, and the Board believes that the two measures complement each other and provide a balanced assessment of performance. 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 continues to be an important performance measure and provides a clear focus on meeting the earnings expectations communicated to the market. We have amended the EPS measurement approach to ensure alignment with our business plan and targeted earnings performance.

The proportion of share rights that can vest in the 2018-2020 LTIP subject to each separate performance measure is as follows:

Component	Target vesting	Maximum vesting
A – Relative TSR	69,034	138,068
B – Absolute TSR	69,034	138,068
C – EPS	69,034	138,068
<b>TOTAL</b>	<b>207,102</b>	<b>414,204</b>

### Performance measure A – Relative TSR

The Company's TSR applicable to the 2018-2020 LTIP is measured from 1 January 2018 to 31 December 2020 and compared to the TSR performance of the companies in the peer group. Similar to last year's grant, the peer group for the 2018-2020 LTIP is the constituents of the ASX 100 (as at 1 January 2018) 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 Target that vests	Number of share rights vesting	Percentage of Maximum that vests
Less than 51st percentile		Nil vesting	
51st percentile	100%	69,034	50%
Between 51st percentile and 75th percentile	Pro-rata vesting on a straight line basis.		
75th percentile and above	200%	138,068	100%

### Performance measure B – Absolute TSR

The Company's TSR is measured from 1 January 2018 to 31 December 2020. Consistent with last year's grant and aligned to our shareholder value proposition, the target level of TSR is an 8% compound annual growth rate (CAGR). 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 – compound annual growth rate	Percentage of Target that vests	Number of share rights vesting	Percentage of Maximum that vests
Less than 8%		Nil vesting	
8%	100%	69,034	50%
Between 8% and 12%	Pro-rata vesting on a straight line basis.		
12% and above	200%	138,068	100%



# EXPLANATORY NOTES (CONTINUED)

## Performance measure C – EPS

EPS is assessed against a growth target for the financial year 2020 (i.e. 2019 to 2020) of 5%, which is consistent with our shareholder value proposition and delivering mid-single digit earnings per share growth in the medium term. The stretch target has been set at 8% and must be met to achieve maximum vesting.

In addition, the average EPS over the full performance period (i.e. the average over the financial years 2017-2018, 2018-2019 and 2019-2020) is required to exceed our three-year business plan EPS target. If this requirement is not met, none of the EPS rights will vest.

The table below summarises the percentage vesting and number of share rights vesting in the EPS component for different levels of EPS performance in the financial year 2020, assuming that the average EPS requirement is also met:

EPS Growth 2019-2020	Percentage of Target that vests	Number of share rights vesting	Percentage of Maximum that vests
Less than 5%		Nil vesting	
5%	100%	69,034	50%
Between 5% and 8%	Pro-rata vesting on a straight line basis.		
8% and above	200%	138,068	100%

## OTHER TERMS

### 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 of the Company prior to the end of a performance period, the Board has discretion to remove the performance condition. If the Board exercises its discretion, any award will be made at the higher of:

- the number of target share rights offered; or
- the number that would have been allocated under the actual performance condition, based on the most recent monthly testing of the Relative and Absolute TSR and annual testing of the EPS performance measure respectively.

### Sourcing of shares to satisfy awards

The shares will be acquired by the trustee of the LTIP on behalf of Ms Watkins by the purchase of shares 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 2018-2020 LTIP unless and until the award vests following the end of 2020.

### 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 Coca-Cola Amatil Securities.

### No participation by other Directors

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

### 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. 360,822 share rights were granted to Ms Watkins (at no cost) pursuant to the shareholder approval obtained at the 2017 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, recommend that Shareholders eligible to do so vote in favour of this resolution.


### LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://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

## VOTING FORM

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

### A VOTE DIRECTLY

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

 in relation to the Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 16 May 2018**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each resolution. 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 resolutions, 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 of the person or body corporate you are appointing as your proxy

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 Wednesday, 16 May 2018 at the Isabel Menton Theatre, Mary McKillop Place, 11 Mount Street, North Sydney, NSW 2060 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 and 3:** 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 Resolutions 1 and 3, even though the Resolutions 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 resolution.**

## 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 ☒.

### Resolutions

1 Adoption of Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Participation by Executive Director in the 2018-2020 Long Term Incentive Plan (LTIP)

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2a Re-election of Ms Ilana Atlas as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2b Election of Ms Julie Coates as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2c Election of Mr Jorge Garduño as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular resolution, 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).

## 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 of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. 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 resolutions 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 resolution. 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 resolution 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 resolution, 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 resolution 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 Resolutions 1, and 3 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" should 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](http://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 Monday, 14 May 2018**, 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](http://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](http://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)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

## LODGE YOUR QUESTIONS



### ONLINE

[www.linkmarketservices.com.au](http://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**

## SHAREHOLDERS QUESTIONS FORM

Please use this form to submit any questions about Coca-Cola Amatil Limited ("the Company") that you would like us to respond to at the Company's 2018 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEST) on Wednesday, 9 May 2018**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

### My question relates to *(please mark the most appropriate box)*

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

QUESTIONS

For personal use only