

Nominations Committee Charter

Introduction

This Charter defines the purpose, authority and responsibility of Coca-Cola Amatil Limited's Nominations Committee.

Functions

The Nominations Committee is a committee of the Board of Directors. Its functions are to:

- review the composition of the Board to ensure that the Board comprises Directors with the right mix of skills, experience, expertise and diversity to enable it to fulfill its responsibilities to shareholders;
- review Board succession plans;
- identify suitable candidates for appointment to the Board; and
- review general matters of corporate governance.

Responsibilities

Nominations

As positions on the Board become, or are expected to become, vacant, the Committee will review its own list of candidates and any other candidates put forward by any of the Directors having regard to:

- the skills that the nominee would bring to the Board, and
- the balance of skills that the existing Directors hold,

and will submit a recommendation to the Board.

Nominees of The Coca-Cola Company

In considering nominations and the structure of the Board, the Committee will recognise the right of The Coca-Cola Company to nominate 2 Directors for appointment to the Board.

Corporate Governance

On a regular basis, the Committee will consider:

- external trends and developments in relation to corporate governance issues;
- the position which the Company should take in respect of those issues;
- the adequacy of the Company's corporate governance policies and practices; and
- the Company's communications with respect to corporate governance issues.

Membership

The Committee will be comprised of all of the independent Non-Executive Directors of the Board.

The Chairman of the Committee will be the Chairman of the Board.

Meetings

The Committee will meet at least once a year and on such other occasions as deemed necessary by the Chairman.

A quorum for meetings will be 2 members.

The Secretary of the Board will be Secretary of the Committee. The Secretary will circulate an agenda to the members prior to each meeting.

The Chairman of the Committee will report the findings and recommendations of the Committee to the Board at its next meeting. The minutes of all Committee meetings will be circulated to the members of the Board.

Authority

With respect to nominations, recommendations will be referred to the Board.

With respect to matters of corporate governance, the Committee has the authority to approve policies, procedures and communications. Matters of significant importance will be referred to the Board.