

Code of Business Conduct
ACTING WITH
INTEGRITY

Our Guide to Behaviour Expectations
January 2009



A MESSAGE FROM THE GROUP MANAGING DIRECTOR



At CCA, we share common values with these values focusing on our responsibilities to our stakeholders and to each other. Our Company has a reputation for integrity and ethical conduct and our business is built on trust and our reputation.

Good corporate governance requires people to always act with integrity, honesty and trustworthiness. No matter where we work, we require these attributes, together with respect and cooperation, as these are the basis for our enduring reputation.

It is through our behaviour in the workplace that we demonstrate our commitment to these values and the acceptance of our responsibilities.

A fundamental principle at CCA is that we protect our business and brand reputation. This Code sets the standard for how we are all expected to conduct business. Core to the principle of the Code is that employees, lead by senior management direction and behaviours, at all times act ethically and with integrity.

Together with our operational policies, this document sets standards to ensure we all do the right thing. It applies to everyone who works for CCA whether they are Board members, employees or direct individual contractors.

As our business environment changes, it is important for all of us to maintain commitment to the principles in the Code. Actively applying the principles of the Code is integral to the ongoing success of our business and it is the responsibility of each employee to maintain the highest standards of ethical behaviour.

CCA's Board and senior management are committed to make sure that behaviours are consistent with this Code of Conduct and with your help we will show our stakeholders, both internal and external, how proud we are of the way CCA and its people do business.

Finally, should there be any element of the Code which you do not understand you should contact your immediate manager for guidance.

A handwritten signature in black ink, appearing to read 'Terry Davis', written in a cursive style.

Terry Davis
Group Managing Director

OUR COMPANY VALUES

OUR CORE VALUES ARE:

PEOPLE

DEVELOPING PEOPLE, RECOGNISING PERFORMANCE AND ENJOYING WHAT WE DO

CUSTOMER

WINNING FOR OUR CUSTOMERS AND OURSELVES

PASSION

PASSION TO ACT, TAKE RESPONSIBILITY AND SUCCEED

INNOVATION

ALWAYS FINDING A BETTER WAY

EXCELLENCE

DOING A GREAT JOB EVERY TIME

CITIZENSHIP

DOING THE RIGHT THING BY THE COMPANY, THE COMMUNITY AND EACH OTHER

WE LIVE OUR CORE VALUES THROUGH MAINTAINING STANDARDS IN OUR BEHAVIOUR

WHAT IS EXPECTED OF EVERYONE

Integrity

Integrity is fundamental to our ability to live our core values. Integrity means doing what is right. By acting with integrity we reflect positively on the image and reputation of our Company and its brands.

We all want to do what is right for ourselves and the Company and the Code helps guide us as it defines how employees conduct themselves as representatives of CCA. It addresses our responsibilities to the Company, each other, and to customers, suppliers, consumers and governments.

CONSIDER YOUR ACTIONS AND ASK FOR GUIDANCE

If you are ever in doubt about a course of conduct, ask yourself the following:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect positively on me and the Company?
- Would I want to read about this as a negative story in the newspaper?

If your answer is “No” to any of these questions – don’t do it.

If you are still uncertain ask for guidance. The Code tries to capture many of the situations that employees will encounter, but it cannot address every circumstance. In the first instance always check with your manager. If in doubt seek guidance from:

- Your strategic business unit’s Human Resources Manager or Legal Counsel
- CCA’s Group General Counsel and Company Secretary
- CCA’s General Manager—Audit and Risk
- CCA’s Group General Manager—Risk Services

Performing your Duties

Remember you must:

- Comply with the Code, CCA’s policies, procedures, the law and reasonable instructions;
- Act honestly, fairly and show respect to your colleagues;
- Perform your role diligently;
- Act in the best interests of CCA;
- Use CCA’s resources appropriately;
- Take care for the health and safety of others and yourself at work; and
- Comply with relevant statutory requirements and industry guides.

WHAT IS EXPECTED OF MANAGERS

Promote a Culture of Ethics and Compliance

Managers are responsible for ensuring that employees behave appropriately and you must at all times model appropriate conduct. As a manager you should:

- Ensure that the people you supervise understand their responsibilities under the Code and other Company policies;
- Take opportunities to discuss the Code and reinforce the importance of ethics and compliance with employees;
- Create an environment where employees feel comfortable raising concerns;
- Consider your conduct in relation to the Code and other Company policies when evaluating employees;
- At no time encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law; and
- Always act to stop violations of the Code or the law.

FREQUENTLY ASKED QUESTIONS

Must I follow CCA Policies, Procedures and Instructions?

Yes – you must follow these even if you do not agree with them. If you cannot follow any policy, procedure or instruction you must discuss the matter immediately with your manager.

If your manager cannot solve a problem it must be referred to a more senior manager or to CCA’s Group Managing Director.

How must I behave towards others?

CCA values diversity in the workplace and aspires to treat all colleagues and other stakeholders equally, fairly, openly and honestly. This means that we all have the right to state our case and receive unbiased and fair treatment.

You should respect your colleagues and other stakeholders ensuring that you do not harass, defame, or discriminate against any person.

For further information refer to your business unit’s *Working Together Policy*.

OUR COMPANY STANDARDS

FRAUD, CORRUPTION AND IRREGULAR TRANSACTIONS

Fraud is a risk to our business and impacts on CCA in terms of financial loss, reputation damage, diversion of management focus and lowering of organisational morale.

Fraud is defined as “the use of one's position for personal enrichment, or the enrichment of others through the deliberate misuse or misapplication of the Company's resources or assets”.

Employees must not engage in any fraudulent, unethical or unlawful activities, or carry out improper payment practices either to obtain business or for personal gain.

In particular you must not:

- Engage in commercial bribery;
- Be party to the bribery of public officials; or
- In any way facilitate bribery or other improper or questionable practices.

Must I report incidents of fraud, corrupt conduct or inappropriate behaviour?

Yes – If you know about or have a good reason to suspect fraud, corrupt conduct, criminal, unethical conduct, discrimination, harassment or behaviour in contradiction of this Code you are

required to report it immediately to your manager or a more senior line manager. They in turn must escalate accordingly.

Failure to do so constitutes a breach of this Code.

What if I feel uncomfortable approaching my line management?

You may speak in the utmost confidence to the:

- Strategic Business Unit HR Director or Legal Counsel
- CCA's Group General Counsel and Company Secretary
- CCA's General Manager—Audit and Risk
- CCA's Group General Manager—Risk Services

Alternatively submit your concern via the CCA Ethics contact lines which are monitored by the contacts listed in this document.

CCA ETHICS LINE CONTACT DETAILS

Email: CCAethicsLine@anz.ccamatil.com

Phone: +61 1300-442-003

Further information on managing fraud in the workplace can be obtained from your National Security and Fraud teams or through referencing your business unit's **Fraud Control Policy**

THE CODE IN PRACTICE

THE ACTION: A General Manager entertained a government official in charge of issuing special permits to allow route trucks into a designated area. During the meeting the General Manager gave a television and DVD player to the official as “a token of respect for the minister”.

THE DECISION: This was a bribe. It was a violation of both the Code and the law.

THE ACTION: A production team member was temporarily assigned to HO and issued a Company credit card. Using the card he charged \$15,000 of personal expenses and entertained his manager on multiple occasions. The transactions were approved by the manager without question.

THE DECISION: Personal expenditure is not allowed on a Company credit card except in an emergency. When entertaining, the **senior person present must pay**. The employee and manager were terminated for breaching the Code and procedures.

THE ACTION: A customer asks a sales person to give credit for stock and mark it as out of date but the product would be left in the store in exchange for free lunches. The sales person is uncomfortable with this and reports it to his supervisor.

THE DECISION: This was the correct thing to do. Employees must not engage in any unethical or unlawful activities. The customer was advised that the practice would be unacceptable.

CONFLICTS OF INTEREST OR DUTIES

A conflict arises when your private or professional interests or duties conflict directly with your obligations to CCA. In all business relationships with outside parties or organisations and in all personal business undertakings you are required to:

- Avoid personal transactions, situations or activities in which your personal interests actually or potentially conflict with those of CCA;
- Act in accordance with applicable laws and CCA standards and policies including those contained in this Code;
- Protect the property, rights, interests, responsibilities, confidential information and reputation of CCA; and
- Avoid investments that could affect, or appear to affect, your decision making on behalf of the Company.

What must I do if in doubt?

If you have a conflict, or think you may have a conflict, you must immediately report it in writing to your manager who will discuss (with you) ways of resolving the conflict.

Gifts and Entertainment

You must not receive a gift if such acceptance has any possibility of compromising, or appearing to compromise, either you or CCA.

You must not offer, give, or receive from any government official or employee, or any actual or prospective CCA customer or supplier any lavish gifts or entertainment (refer to business unit Gifting Policy).

If returning a gift would offend the giver, or the circumstances of receipt preclude its return, you are to accept the gift and notify a senior line manager. A strategy to donate the item to charity or raffle the item to a large group of employees with the funds raised donated to charity will be agreed.

If you are invited by a customer or supplier to an event involving out of town travel or overnight stay, or to a premium event such as the Olympic Games, you must consult your Managing Director to determine if there is adequate business rationale for your attendance.

Remember, gifts, meals and entertainment for customers and suppliers must support our legitimate business interests and should be reasonable and appropriate. Always be sensitive to our customers' and suppliers' own rules on receiving gifts, meals and entertainment.

REMEMBER

*If you are not sure what is appropriate in any business circumstance, you **must** ask your manager*

THE CODE IN PRACTICE

THE ACTION: An administrative assistant's husband owns an office supply firm with lower prices than anyone else. Her duties include ordering office supplies, but without seeking management approval to deal with a family member, ordered supplies from her husband's business.

THE DECISION: The employee violated the Code. A Senior Manager must approve in advance any transaction in which an employee has a financial interest. The employee was disciplined.

THE ACTION: A purchasing coordinator receives a diamond watch from a supplier who does a lot of business with CCA. The purchasing coordinator reported the incident to her manager and graciously returns the watch, explaining that CCA does not allow lavish gifts.

THE DECISION: The employee made the right call. She knew the watch could influence her buying decisions – or that it might appear that way to others.

THE ACTION: A manager was seeking a supplier to provide construction work for CCA and received three sealed bids for the job. The manager gave his favourite firm the details of the competing bids so that the firm could win the business.

THE DECISION: That was wrong. The manager disclosed non-public Company information and circumvented the bidding process. The decision was overturned and he was terminated.

OUR COMPANY STANDARDS CONTINUED.

USING CCA RESOURCES

You must follow CCA's policies, procedures and instructions for using and looking after CCA's resources. These resources include CCA's equipment, materials, facilities, information, money and the time of employees and contractors.

Generally, you cannot use any CCA resources for personal gain or to compete with CCA. You can also not allow anyone else to do so without first obtaining approval in writing from your manager.

DOING OTHER WORK

CCA allows our employees to perform voluntary or other paid work, however you must make sure that you do not:

- Allow it to affect the quality of your work at CCA;
- Use any confidential CCA information;
- Use CCA resources without approval; and
- Have or create a conflict of interest or duties.

Written approval from CCA's Group Managing Director must be obtained before an employee can accept a position as an executive or director of, or consultant to, an outside business concern including charitable organisations or family businesses irrespective of the relationship with CCA.

Approvals shall be reviewed annually and you must supply all relevant information as requested to assist in expediting a decision. If a change occurs which might adversely affect CCA, you must advise the Group Managing Director immediately.

MEDIA INQUIRIES AND MAKING PUBLIC COMMENT

Media Inquiries

CCA employees must not comment to the media. All media inquiries must be referred to your manager and escalated to the Director of Media and Public Affairs.

Public Comment

You must receive prior written approval from your local Corporate Affairs Manager before making public comment if:

- You are giving the speech or presentation as part of your job with CCA;
- The speech or presentation describes your work with CCA; or
- You are formally identified at the speech or presentation as an employee of CCA.

Employees wishing to speak at public functions, or write articles in their own right, but not as a representative of CCA, can do so provided:

- Confidential material is not divulged;
- Logos are not used without permission; and
- Where necessary you indicate that you are not speaking as a representative of CCA.

THE CODE IN PRACTICE

THE ACTION: A plant manager used her Company phone and cell phone for excessive personal calls.

THE DECISION: It may not sound like much, but the Company's losses in work time and phone charges totalled thousands of dollars. She was disciplined.

A review of the current policy on the use of mobile phones should be used as a guide to this issue.

THE ACTION: A manager is approached to speak at a conference on the IT approach of CCA and how change is managed. The conference is hosted by an IT supplier that offers to pay all associated costs. The employee asks his manager for approval.

THE DECISION: The matter is referred to senior management and Corporate Affairs. Approval is granted due to a perceived benefit to the business. CCA however, pay for airfares and accommodation to ensure that the manager is not compromised, actually or perceived, in future dealings with the supplier.

THE ACTION: A senior manager is offered a position as a non-executive Board member on a business with no ties to CCA. She asks her manager if this is permissible.

THE DECISION: Good move. Before accepting a position, approval must be obtained in writing from CCA's Group Managing Director in respect of all businesses. Approval is contingent on ensuring that the role does not impact on quality of work, does not use CCA's information or resources, or in any other way conflict with her duties.

SOCIAL MEDIA

Social Media is the term commonly given to websites, online tools and other Interactive Communication Technologies (ICT) which allow users to interact by sharing information, opinions, knowledge and interests.

The term covers podcasts, 'wikis', message boards, social bookmarking websites, social networking websites (e.g. Facebook), instant messaging services (e.g. Messenger and Twitter) and content sharing websites (e.g. YouTube).

It is important that all employees:

- Know and follow our *Social Media Policy* and *Privacy Policy* when interacting in social media or online spaces. Keep in mind that what you publish will be public for a long time;
- Remember that you are responsible for the content you publish and you are required to respect our brands, trademark, copyright, and confidentiality of our information;
- Remember that if you represent yourself as a CCA employee, make it clear that you are speaking for yourself and not on behalf of CCA, any of our subsidiaries or partners, or any of the brands we distribute;
- Do not cite or reference clients, partners or suppliers without their approval;
- Do not use ethnic slurs, personal insults, obscenity, or engage in any conduct that would not be acceptable in any CCA workplace.

FINANCIAL AND BUSINESS RECORDS AND REPORTING

CCA's financial and accounting records are relied on to produce reports to management, shareholders, creditors, regulatory authorities and others.

All CCA financial, business records and reports produced from this information must be kept and presented according to the applicable laws of the country of operation.

Ensuring the accuracy of all Company business and financial records is everyone's responsibility. These include not only our financial accounts but other records such as quality reports, time records and expense reports.

Remember accurate recording and reporting reflects on CCA's reputation and credibility and ensures that we meet our legal and regulatory obligations. Some general guidelines include:

- Records and reports must accurately reflect CCA's assets, liabilities, revenues and expenses;
- Ensure that all transactions are supported by appropriate documentation;
- At no time falsify any document;
- Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals;
- Estimates and accruals must be supported by appropriate documentation and be based on your best judgement; and
- Do not distort the nature of any transaction.

THE CODE IN PRACTICE

THE ACTION: As the financial year was coming to a close, a General Manager realised that his operation had already exceeded the profit target in its core business plan.

The manager asked Finance if he should hold any further income received for that year off the books in order to get a head start on the next year.

THE DECISION: "Don't even think about it" he was told. All income and expenses must be recorded in the period in which it is actually realised.

THE ACTION: A senior manager takes his team out to dinner and then directs a junior team member to place the expense on his Company Credit Card and modify the records enabling the manager to approve the expense.

THE DECISION: This was identified during a routine audit of expenses. The Company policy is that the senior manager attending the function from the team is to process the expense. The employees were disciplined for breaching policy.

OUR COMPANY STANDARDS CONTINUED.

GENERAL LAWS AND REGULATIONS

You must endeavour at all times to understand the laws, regulations and industry practices of your country of operation that are relevant to your work, and keep up to date with changes.

When operating in an offshore environment you must ensure that your actions in dealing with Governments are in compliance with the requirements of the *Bribery of Foreign Officials Act 1999*.

Your manager can provide you with advice as to what you need to know and/or direct you to the relevant source of the information.

Political Contributions

No political contribution shall be made by, or on behalf of the Company, without the approval of the Group Managing Director.

REMEMBER - Always Refer to Operational Policies applying to your Business Unit. These may include:

- *Travel and Entertainment Policy*
- *Working Together Policy*
- *Credit Card Policy*
- *Fraud Control Policy*
- *Occupational Health and Safety Policy*
- *Environmental Policy*
- *Whistleblower Protection Policy*
- *Trading of CCA Shares Policy*
- *Drug and Alcohol Policy*

A full list of policies relevant to your business unit can be found on your local Intranet Site.

USING CCA'S INFORMATION

Information is a valuable asset to our business and you have a responsibility to maintain confidentiality at all times.

If you are unsure as to whether information is confidential, you should presume that it is confidential until clarified with your manager. Some guiding principles are:

- Always follow CCA's *Information Protection Guidelines* and classify material according to its sensitivity;
- Do not disclose non-public information to anyone outside the Company, including family and friends, except when it is required to do so for business purposes;
- Take appropriate steps to protect information when dealing with outside bodies including execution of confidentiality agreements;
- Retain or discard records in accordance with the retention requirements of the country in which you operate; and
- CCA's legal counsel may issue notices regarding retention of records in the case of actual or threatened litigation or government investigation. You must abide by the directions in these notices as failure to do so could subject CCA and our employees to serious legal risk.

Privacy

At CCA we respect the privacy of our employees, business partners, customers and consumers and you must handle all personal information in accordance with the privacy laws of your country of operations. Always take steps to prevent unauthorised disclosure of information.

Refer to CCA's *Privacy Policy* for guidance on the handling of personal data.

REMEMBER

You must not deliberately give false or misleading information to CCA or any of its stakeholders.

*If you are not sure what is appropriate in any business circumstance, you **must** ask your manager for advice*

THE CODE IN PRACTICE

THE ACTION: A financial accountant had a friend who wanted to obtain a list of Company e-mail addresses. The friend wanted to send e-mail solicitations for his business to Company employees.

THE DECISION: The financial accountant knew that would be a misuse of Company assets. He explained this to his friend and declined the request. That was the right thing to do.

THE ACTION: A trade marketer was preparing for a promotion. As she was on a tight time frame she gave Company templates, that must only be completed by employees, to an external marketing agency to complete.

THE DECISION: The provision of proprietary templates to a third party to complete is inappropriate use of Company information. All marketing companies are made aware that the completion of this material is the responsibility of the employee. The trade marketer was counselled.

THE ACTION: A sales person leaves CCA to work for a competitor and before leaving takes customer records which are then used in his new employment. A customer complained after receiving a presentation from the competitor including figures only available from CCA.

THE DECISION: Information remains the property of CCA and cannot be taken from the Company. In this case legal action was taken against the former employee.

LEAVING CCA

Generally, what you create and see at CCA stays with CCA when you leave. Should you leave the employment of CCA, or cease being a contractor, you must not disclose any confidential information about the Company including, but not limited to, information about CCA's procedures, trade secrets, customers and stakeholders of which you became aware while working for CCA. You must keep all information confidential unless:

- the information is part of your general knowledge and skill;
- you are required to disclose the information by law; or
- the information was public knowledge at the time you left the employment of CCA or became so at a later date.

Disclosure of confidential information may leave you liable to legal action. If you know you are going to work for an organisation that has a similar business, or is in competition with CCA, you must notify your manager immediately.

BREACHING THE CODE

The Code sets standards of behaviour expected from everyone who performs work for CCA - directors, employees and direct individual contractors. Compliance with the Code will be monitored by management and a breach of the Code will attract a penalty which can range from counselling to immediate termination of employment without any prior notice or payment in lieu. For contractors, it may lead to the immediate termination of a contract.

It is expected that suppliers will enforce a similar set of standards with their employees.

RAISING CONCERNS AND ADMINISTRATION OF THE CODE

If you observe behaviour that concerns you, or that may represent a violation of the Code, raise the issue promptly. Doing so will allow CCA an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law or a risk to employee health and safety, security, or the Company's reputation.

If you have any questions about the Code, its meaning or application, you should raise these initially with your manager or alternatively:

- Your strategic business unit's Human Resources Manager or Legal Counsel
- CCA's Group General Counsel and Company Secretary
- CCA's General Manager—Audit and Risk
- CCA's Group General Manager—Risk Services

If you observe any issues or potential breaches of the Code, in addition to the above personnel, you can contact a member of your local security management team to report cases of potential criminal conduct.

You can also use the CCA Ethics Line via email at CCAethicsLine@anz.ccamatil.com or by clicking the link on the CCA Intranet site. Alternatively reports can be made by contacting our international toll free voicemail reporting line on +61 1300 442 003.

WHISTLEBLOWER PROTECTION

CCA has a *Whistleblower Protection Policy* that outlines our strategies to ensure that employees reporting concerns are not disadvantaged. CCA will protect any employee who raises a concern honestly. An honest concern does not mean that you have to be right you just have to believe that the information provided is accurate. It is a violation of the Code to make a false accusation, lie to investigators, interfere or refuse to cooperate with a Code Investigation.

Please refer to the *Whistleblower Protection Policy* for further details.

KEY GROUP CONTACTS

ETHICS LINE: +61 1300-442-003

**GROUP GENERAL COUNSEL AND
COMPANY SECRETARY**

George Forster

Phone: +61-2-9259-6555

GENERAL MANAGER—AUDIT AND RISK

David Gate

Phone: +61 2 9259 6472

GROUP GENERAL MANAGER—RISK SERVICES

Gerold Knight

Phone: +61 2 9259 6224

To: _____ (your current manager)

SUBJECT: ACKNOWLEDGEMENT - CODE OF BUSINESS CONDUCT

I,

Last Name _____ First Name _____ Middle Name _____

an employee or individual contractor of Coca-Cola Amatil Limited, or a subsidiary or business unit of Coca-Cola Amatil Limited, acknowledge:

- That I have received a copy of the Code of Business Conduct of Coca-Cola Amatil Limited;
- That I have read and reviewed the Code of Business Conduct;
- That I understand its contents; and
- That employees under my direction and control, and direct contractors under my direct control are, subject to all of its provisions.

Signature

Date

Position _____

Company Name _____

Street Address (Business)

City _____ State _____ Postcode _____

Country _____

Please photocopy this page, complete, sign and return to your Manager.

The updated version of this policy is contained on the Company Intranet and should be referred to for the up to date list of Company contacts.



Code of Business Conduct
January 2009