

2008

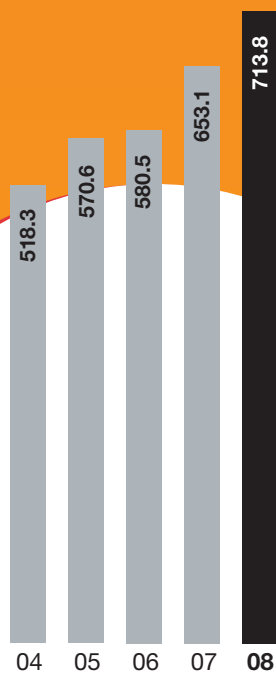
Shareholder Review



Financial Highlights

9.3%

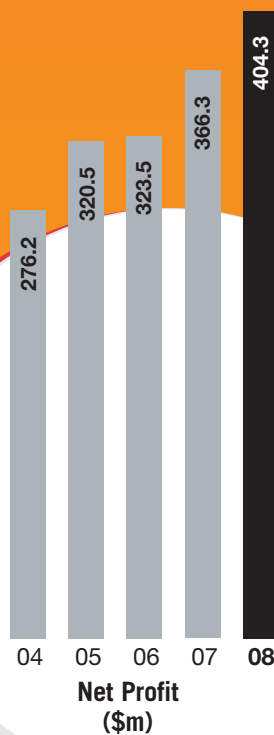
increase in earnings



Earnings before interest & tax¹ (\$m)

10.4%

increase in net profit



Net Profit (\$m)



¹ Reported, before significant items



Dear Shareholder,

2008 was a very successful year for Coca-Cola Amatil (CCA) in which the Company achieved a record profit result and delivered on its core business priorities in the most challenging economic and trading environment experienced for many years.

The result was achieved through the continued strong performance of the Australian and New Zealand beverage businesses, a record result from Indonesia & PNG and an increasingly important contribution from our premium alcoholic beverages business.

I am also pleased to report that CCA's share price was remarkably resilient in 2008 in volatile market conditions, and over a longer time period from 1 January 2003 to 31 December 2008, CCA's share price increased by approximately 74% relative to an increase in the S&P/ASX 200 index of only 24%. Including the dividends paid to shareholders over this period, CCA's total shareholder return was approximately 139% while the total shareholder return from the S&P/ASX 200 was 68%.

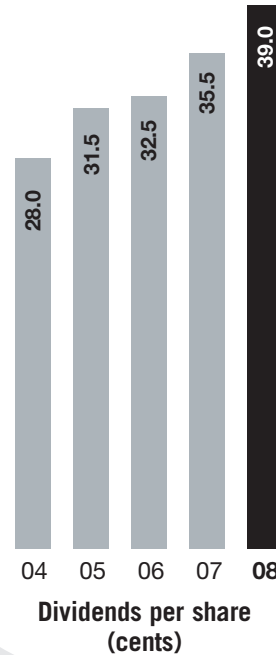
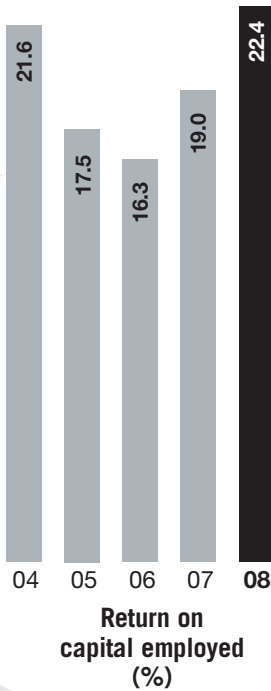
This share price performance is strong confirmation that the Company's strategy is on track and demand for our products remains robust.

We will continue to innovate and expand our premium brand portfolio and to increase product availability, even in the tougher trading conditions. In doing so, CCA will further extend its market-leading position and will continue to refresh, hydrate and energise its consumers – all day, every day.

Terry Davis
Group Managing Director

ROCE increased 3.4 points to
22.4%

9.9%
increase in dividends per share



Year in Review

In 2008, CCA delivered a record net profit after tax of \$404.3 million, before significant items, an increase of \$38.0 million or 10.4% on 2007.

This success was achieved through the continued strong performance of the Australian and New Zealand beverage businesses, an excellent result from Indonesia & PNG and an increasingly important contribution from our premium alcoholic beverages business.

Improved pricing and product mix, a number of outstanding new product launches including Glacéau vitaminwater and Mother energy drink in Australia and Coke Zero in Indonesia, and the earnings contribution from "Project Zero", CCA's major infrastructure and supply chain cost reduction program, all contributed to the result.

The strong operating performance has enabled the Board to increase the final dividend from 20.0 cents to 22.0 cents per share fully franked. For the full year, the total fully franked dividend was 39.0 cents a share, a 9.9% increase on 2007, representing a payout ratio of 71.0% of net profit before significant items.



In 2008, CCA successfully delivered on its core business priorities.

These were as follows

1. To grow CCA's share of non-alcoholic beverages in each of its markets by selective expansion of the product portfolio and the increased placement of cold drink coolers

In 2008, CCA introduced a number of innovative new non-alcoholic beverage brands to the Australian market, including Glacéau vitaminwater and the re-launched Mother energy drink in a 500ml can.

Glacéau, launched in Australia in February, was the largest non-carbonated beverage launch in CCA's history and almost 25 million bottles were sold. Coke Zero was also successfully launched in Indonesia. Innovation in new products remains a fundamental part of CCA's business model and further extends CCA's market leadership position in non-alcoholic beverages and strengthens its relationship with its customers.

2. To grow CCA's premium alcoholic beverages business in Australia and New Zealand through the increased availability of its premium beer brands

Pacific Beverages, CCA's premium alcoholic beverages Joint Venture with

SABMiller, continued to grow its share of the Australian premium beer market delivering excellent volume growth for the year. New products such as Miller Chill, the benefits of the acquisition of Bluetongue Brewery in December 2007 and the Grolsch distribution rights for Australia in May 2008, all contributed to an outstanding result. The construction of the new 500,000 hectolitre Bluetongue Brewery at Warnervale on the NSW Central Coast commenced in December 2008 and is on track for completion in March 2010.

3. To maintain the strong momentum in product expansion and new customer growth in Indonesia & PNG

CCA's investment in new one-way pack beverage production capacity in Indonesia enabled the business to meet increased consumer demand and rapidly grow market share in the important modern food-store channel. The business placed approximately 21,000 new glass door coolers and more than 80,000 ice chests to further increase cold drink availability.

4. To drive material efficiency gains from "Project Zero"

Project Zero continued to deliver on its cost savings and customer service targets in 2008. Major projects completed included the fully-automated warehouse at Northmead, the automated distribution centre in Auckland, and new beverage production capacity in WA, Queensland and Indonesia. The first phase of the SAP systems solution was also successfully commissioned in Australia. These initiatives enabled CCA to again deliver higher levels of customer service and new product innovation that was consistently recognised by its customers.



Year in Review (continued)

Operations Review

CCA's continuing operations delivered earnings before interest and tax (EBIT), before significant items of \$713.8 million, an increase of \$65.4 million, or 10.1%, on 2007, while return on average capital employed (ROCE) materially improved, increasing from 19.0% in 2007 to 22.4%.

Australia delivered a record result with EBIT growth of 9.5% to \$488.4 million. Despite a small decline in volume of 1.1% for the full year, improved demand for single-serve products drove positive volume growth in the second half. Project Zero delivered material efficiency and operational savings, while CCA's premium alcoholic beverages business also made a solid contribution to 2008 profit growth.

New Zealand & Fiji also delivered a record result, with EBIT growth of 7.2% on volume growth of 1.0% that was driven by the continued growth of Brand Coke and Powerade, the successful launch of 'Relentless' energy drink and increased sales of multi-pack cans in the food-store channel.

Indonesia & PNG recorded the highest earnings growth of the Group, achieving a record EBIT result of \$50.6 million, an increase of 37.5% on 2007. Revenue growth of 17.5% and volume growth of 8.0% was underpinned by the successful execution of the one-way pack strategy in Indonesia in both the modern and traditional channels.

Food & Services achieved EBIT growth of 4.4%, which was a commendable result given the continued impact on SPC Ardmona of the severe drought in the Goulburn Valley, increased import competition in Australia for packaged fruit and vegetable products, and higher commodity input costs.

Pacific Beverages achieved excellent volume growth in Australia of more than 100% for its premium beer brands as a result of successful innovation in new products such as Miller Chill, increased availability of the brands through CCA's large customer network, and the full-year impact of the acquisition of Bluetongue in December 2007. Pacific Beverages' premium beer brands now account for more than 7% of the Australian premium packaged beer market by value.



Merger Proposal by Lion Nathan Limited

On 7 November 2008, CCA received an incomplete and non-binding proposal (the proposal) from Lion Nathan Limited (Lion) to acquire CCA by way of a scheme of arrangement. The proposal was supported by Lion's major shareholder, the Japanese beverage company Kirin Holdings Company, Limited (Kirin).

The support of CCA's major shareholder and supplier, The Coca-Cola Company (TCCC), was a condition of the proposal and the CCA Board sought TCCC's view on the proposal. TCCC subsequently confirmed to CCA that it had informed Kirin that the proposal was not attractive and that a number of conditions would need to be satisfied for the proposal to receive TCCC's support. As a consequence of this and a number of

deficiencies in the proposal, the CCA Board decided at that point not to progress any further review of the proposal.

Subsequently, CCA was advised by TCCC that it had provided to Kirin a list of conditions that would need to be satisfied before TCCC would re-consider the proposal, and that discussions between TCCC and Kirin were continuing. Upon receipt of this advice, CCA then updated the market in relation to the proposal on 4 February 2009.

On 7 February 2009, CCA updated the market immediately after it had received a copy of a letter sent by TCCC to Kirin advising it that TCCC had terminated discussions with Kirin in respect of the proposal. As a consequence, on 9 February 2009 Lion advised the market that it had withdrawn its proposal to merge with CCA.

Net Debt and Interest Cover

At 31 December 2008, CCA's net debt was approximately \$1.9 billion and the Company had total committed debt facilities of approximately \$2.4 billion with an average maturity of 5.5 years. There is \$50 million of debt maturing in 2009 and this is fully covered by cash deposits and undrawn committed facilities.

The Company remains in a very strong financial position with EBIT interest cover of 4.7 times at 31 December 2008.

Moody's and Standard & Poors Ratings Agencies' have reaffirmed CCA's credit ratings at 'A3' and 'A-' respectively.



Year in Review (continued)

Outlook for 2009

In 2005, CCA decided to focus on organic growth opportunities rather than compete against private equity and other trade buyers for high-priced food and beverage assets. This decision and the actions taken subsequently has allowed CCA to further strengthen its customer service and innovation leadership in each of its markets and to maintain a strong balance sheet.

The priorities for 2009 are a continuation of the initiatives commenced in 2008 and include:

- Further expansion of CCA's non-alcoholic beverage portfolio in each of its markets through organic growth and new product and package innovation;
- Further expansion in Australia and New Zealand of CCA's premium alcoholic beverages business; and
- The successful delivery of Project Zero initiatives, including the completion of the automated distribution centre at Eastern Creek, NSW, and further beverage production and distribution capability in Indonesia.

CCA has a strong new product and package innovation pipeline in non-alcoholic beverages across a range of categories including the roll-out of Goulburn Valley fresh flavoured milk in NSW, Victoria and Queensland.

For Project Zero, CCA currently has approximately three years of new projects in the pipeline that will materially improve customer service levels and lower its cost of doing business.

The Company has had a strong start to the year with good growth in volume and revenue. There has been some change in channel growth with a softening in demand in restaurants and cafes. However, this has been more than balanced by an increase in demand in quick-service restaurants and the grocery channel for take-home products. Whilst the majority of CCA's products are considered to be consumer staples, the Company cannot be totally immune to a slow-down in overall consumer demand. However, an increase in at-home consumption does provide a buffer for reduced consumer activity.



Five Year Financial Summary

		2008	2007	2006	2005	2004
Income Statement¹						
Trading Revenue	\$ million	4,091.4	4,393.2	4,353.1	4,021.4	3,450.1
EBIT – before significant items	\$ million	713.8	653.1	580.5	570.6	518.3
Net Profit – before significant items	\$ million	404.3	366.3	323.5	320.5	274.3
Significant items (net of tax)	\$ million	(18.7)	(55.6)	(41.1)	–	2.3
Net Profit	\$ million	385.6	310.7	282.4	320.5	276.6

Balance Sheet¹						
Net Debt	\$ million	1,939.4	1,607.3	2,074.6	2,132.7	1,536.8
Equity	\$ million	1,372.0	1,440.7	1,470.7	1,424.8	932.5
Capital Employed	\$ million	3,311.4	3,048.0	3,545.3	3,557.5	2,469.3

Key ratios						
Capital expenditure to revenue	%	6.8%	6.8%	6.5%	7.5%	6.1%
Return on Average Capital Employed ²	%	22.4%	19.0%	16.3%	17.5%	21.6%
EBIT Interest Cover ²	times	4.7	4.7	4.0	4.1	4.7
Net Debt to Equity	%	141.4%	111.6%	141.1%	149.7%	164.8%

Per Share Information						
Earnings per Share - before significant items	cents	54.9	48.6	43.2	43.3	39.0
Earnings per Share	cents	52.4	41.3	37.7	43.3	39.3
Dividends per Share	cents	39.0	35.5	32.5	31.5	28.0
Level of Franking - Final	%	100	100	100	100	100
- Interim	%	100	100	100	100	100

1 2004 - 2007 includes results from the South Korean business, which was sold on 24 October 2007.

2 Before significant items.



Sustainability@CCA

The success of CCA's business is due in part to the way in which social and environmental considerations have been integrated into the core business.

In 2008, these considerations included:

- The provision of mosquito nets to all of CCA's employees in Papua New Guinea which reduced absenteeism from malaria by 23%;
- The construction of huge underground rainwater harvesting tanks in CCA's largest production facility in NSW to increase water efficiency; and
- Engaging local Indonesian communities in an ongoing clean-up project, "Coca-Cola For Bali Coastal Clean Up Day", on Bali's iconic beaches, Kuta and Sanur.

These and other initiatives serve to further embed sustainability principles across CCA. The Company also continues to educate and inform its

employees about sustainability through "SustainabilitySeptember@CCA", an event that encourages sustainability, stimulates innovation, and looks at ways to reduce CCA's environmental impact.

Environment

A long term commitment to water savings strategies under CCA's National Environmental Policy and significant investment in new technology resulted in CCA maintaining its position in 2008 as one of the most water efficient beverage bottlers in the global Coca-Cola System. "Dry-lube" (waterless lubrication) has now been installed on all Australian production lines, saving 95 million litres of water annually.

CCA's manufacturing operations are relatively low emitters of carbon. However, the Company measures and reports its energy use and greenhouse gas emissions and continually looks for ways to reduce these emissions. CCA's new distribution centre at Eastern Creek, NSW, has rain-water tanks and solar power, and is seeking Australia's first "green-star" rating for an industrial building.

The new \$120 million Bluetongue brewery under construction on the NSW Central Coast will use bio-gas from the waste water plant for steam generation, recover heat from the brewing process to save energy and also target maximum water efficiency ratios.



CCA continues to initiate recycling projects with its major customers and continues to install public place recycling stations at key areas in Australia's major cities.

Marketplace

In 2008, CCA further expanded its "Remote Communities" strategy in indigenous communities in the Northern Territory, Queensland and Western Australia to increase the availability and variety of low-kilojoule beverages and water. Initial results are encouraging with an increase in the proportion of water, diet soft drinks and flavoured milk now sold in remote communities.

During the year, CCA also launched 200ml "mini" cans with an energy content of 360 kilojoules, and further expanded its range of sugar-free, low kilojoule beverage options.

Community

CCA continues to be a generous donor to emergency services and victims of natural disasters. In 2009, the Company donated \$1 million worth of beverages, food and long-term funding programs to Victorian communities devastated by the bushfires in February.

Through its great brands including Mount Franklin, Kirks, Neverfail, Kiwi Blue, Nature's Own, L&P and SPC Ardmona, CCA contributed funding for research into HIV/AIDS, prostate and breast cancer and kidney health. For example, Mount Franklin's "pink lids" campaign has contributed to the support of the National Breast Cancer Foundation with around \$800,000 for breast cancer research in just three years.

The Coca-Cola Foundations in Australia, Indonesia and Papua New Guinea are the centrepieces of CCA's commitment

to corporate social responsibility and through them the Company continues to fund a range of valuable community, environment and health programs.

CCA staff also contributed to many charities in 2008 and through the Company's workplace giving program, "Thirst For Giving", employees' donations were matched by the Company.

CCA's commitment to local communities in 2008 included the development of a multi-language library at the Darcy Road public school in Northmead and a film animation project with the local Sudanese community in the school.

CCA's ongoing commitment to the Northmead neighbourhood includes the irrigation of a local park using rainwater harvested in underground tanks at the Company's Northmead manufacturing plant.



For more information you can download "Sustainability@CCA" at www.ccamatil.com





Shareholder Information

Shareholder enquiries

Investors seeking information about their shareholding should contact the Company's Share Registry. Shareholders should have their Security holder Reference Number (SRN) or Holder Identification Number (HIN) available when contacting the Share Registry.

Share Registry contact details

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Ph: 61 2 8280 7121

Fx: 61 2 9287 0303

Email:

registrars@linkmarketservices.com.au

Website: www.linkmarketservices.com.au

For enquiries about American Depositary Receipts (ADR)

BNY Mellon Shareowner Services
P.O. Box 358016
Pittsburgh, PA 15252-8016
Toll Free (domestic): 1 888 BNY ADRS
International: 1 201 680 6825
Email: shrrelations@bnymellon.com
Website: www.adrbnymellon.com

Voting rights

Ordinary shares – entitle the holder to one vote, except on a poll where each share is entitled to one vote.

Website

The Annual Report and Shareholder Review are available on the website: www.ccamatil.com

How to contact us

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Sydney NSW 2000
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Shareholder Review

The Shareholder Review has been prepared as a general business overview and does not, and should not be expected to, provide a detailed understanding of Coca-Cola Amatil's financial performance, financial position or financing or investing activities. Financial commentary within this review has been derived from the Coca-Cola Amatil Annual Report for the year ended 31 December 2008.

You may obtain a copy of the Annual Report from CCA's website.

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a copy of the
Annual Report
from CCA's website
www.ccamatil.com



COCA-COLA  AMATIL

Coca-Cola Amatil Limited
ABN 26 004 139 397