



NOTICE OF MEETING 2011



COCA-COLA AMATIL LIMITED ABN 26 004 139 397



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Notice is hereby given that the Annual General Meeting of Coca-Cola Amatil Limited will be held in the James Cook Ballroom, InterContinental Sydney, Cnr Bridge and Phillip Streets, Sydney NSW on Wednesday, 4 May 2011 at 10.00 am for the purpose of transacting the business set out in this notice.

MEETING OF SHAREHOLDERS

ORDINARY BUSINESS

1. Accounts

Discussion of the accounts for the year ended 31 December 2010 and the reports of the Directors and Auditor.

There is no vote on this item.

2. Remuneration Report

To adopt the Remuneration Report contained within the accounts for the year ended 31 December 2010.

The Remuneration Report is set out on pages 15 to 32 of the 2010 Annual Report. Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

3. Election of Directors

Ms Catherine Brenner, Mr Wal King, AO and Mr David Meiklejohn AM will retire in accordance with Article 6.3(b) of the Constitution and offer themselves for re-election.

Mr Anthony (Tony) Froggatt and Ms Ilana Atlas will retire in accordance with Article 6.3(j) of the Constitution and offer themselves for re-election.

An explanatory note to this item appears on page 3.

SPECIAL BUSINESS

4. Increase in Directors' Fees

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That, pursuant to Article 6.5(a) of the Constitution, the maximum amount of Directors' fees for their services as Directors be increased from the present limit of \$2,000,000 per annum in aggregate to a limit of \$2,300,000 per annum in aggregate."

An explanatory note to the above resolution appears on page 3.

5. Participation by Executive Director in the 2011-2013 Long Term Incentive Share Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That the Directors be permitted to invite Mr T J Davis to participate in the Coca-Cola Amatil Limited 2011-2013 Long Term Incentive Share Plan by offering him rights to acquire up to 247,844 fully paid ordinary shares in the Company in the manner set out in the Explanatory Notes to this Notice of Meeting."

An explanatory note to the above resolution appears on page 4.

Dated 4 April 2011

By order of the Board

George Forster

General Counsel and Company Secretary

Level 14, 40 Mount Street

North Sydney NSW 2060

Notes:

- a) Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that for the purpose of the meeting all shares in the Company shall be taken to be held by the persons who were registered as shareholders at 10.00 am on 2 May 2011.
- b) A member entitled to attend and vote is entitled to vote directly (see note below) or appoint a proxy;
 - a proxy need not be a member;
 - a member entitled to cast 2 or more votes may appoint 2 proxies;
 - where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If a member appoints 2 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 the votes.
- c) You may lodge your direct vote or proxy appointment online at www.linkmarketservices.com.au or it may be returned 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.
- d) To be effective, your direct vote or proxy appointment must be received by the Company by 10.00am on Monday, 2 May 2011.
- e) The Chairman of the meeting intends to vote undirected proxies in favour of the resolutions set out in this Notice.
- f) The **CCA 2010 Annual Report**, which includes the Accounts for the year ended 31 December 2010, the Reports of the Directors and Auditor and the Remuneration Report, is available at CCA's website www.ccamatil.com. Printed copies of the 2010 Annual Report have been mailed only to those shareholders who have elected to receive a printed copy.

DIRECT VOTING

Shareholders are able to vote on resolutions directly by marking **Section A** of the Shareholder Voting Form.

If you mark **Section A** you are voting your shares directly and do not appoint a third party, such as a proxy, to act on your behalf.

Shareholders who wish to vote their shares directly should mark either the "for" or "against" boxes next to each item on the Voting Form. Do not mark the "abstain" box.

If no direction is given on all of the items, or if you complete both Section A and Section B, your vote may be passed to the Chairman of the meeting as your proxy. If you mark the "abstain" box for an item, no vote will be recorded for that item.

EXPLANATORY NOTES

ORDINARY BUSINESS

RESOLUTION 3 – ELECTION OF DIRECTORS

The Board is comprised of 8 Non-Executive Directors and 1 Executive Director. The Board regularly reviews its composition to ensure there is an appropriate range of skills and an appropriate mix of business talents, outlooks, backgrounds and diversity. All Directors have extensive business experience both in their chosen fields of endeavour and in business generally. Seven Directors live in Australia (6 in Sydney and 1 in Melbourne). Two Directors live overseas.

The Board considers that 6 of the 9 Directors (including the Chairman) are independent Directors. Of the other 3, 2 are nominees of the major shareholder and one is the Group Managing Director.

Under the provisions in the Company's Constitution for the rotation of Directors, Ms Brenner, Mr King and Mr Meiklejohn will retire at this Annual General Meeting and will offer themselves for re-election.

Mr Froggatt and Ms Atlas were appointed to the Board on 1 December 2010 and 23 February 2011, respectively, and in accordance with the Constitution will offer themselves for re-election.

Background information on each Director seeking re-election is provided below and a full Curriculum Vitae for each Director is set out in Appendix 2 to this Notice.

Catherine Michelle Brenner

Ms Brenner joined the Board in April 2008 and is Chairman of the Compensation Committee and a member of the Nominations Committee and Related Party Committee.

The Board has determined that Ms Brenner, a Non-Executive Director, is an independent Director.

Wallace (Wal) Macarthur King, AO

Mr King joined the Board in February 2002 and is a member of the Compliance & Social Responsibility Committee, Related Party Committee and Nominations Committee.

The Board has determined that Mr King, a Non-Executive Director, is an independent Director.

David Edward Meiklejohn, AM

Mr Meiklejohn joined the Board in February 2005 and is Chairman of the Audit & Risk Committee and a member of the Compliance & Social Responsibility Committee, Related Party Committee and Nominations Committee.

The Board has determined that Mr Meiklejohn, a Non-Executive Director, is an independent Director.

Anthony (Tony) Grant Froggatt

Mr Froggatt joined the Board on 1 December 2010 and is a member of the Related Party Committee and Nominations Committee.

The Board has determined that Mr Froggatt, who is a Non-Executive Director, is an independent Director.

Ilana Rachel Atlas

Ms Atlas joined the Board on 23 February 2011 and is a member of the Related Party Committee and Nominations Committee.

The Board has determined that Ms Atlas, who is a Non-Executive Director, is an independent Director.

DIRECTORS' RECOMMENDATION

The Directors unanimously support the re-election of each of the Directors and recommend that shareholders vote in favour of the resolutions.

RESOLUTION 4 – INCREASE IN DIRECTORS' FEES

The current maximum amount available for payment of Non-executive Directors' fees in aggregate each year is \$2,000,000. This amount was established at the Annual General Meeting held in May 2008.

Based on advice received from external remuneration consultants (via the Compensation Committee), Non-executive Directors fees are reviewed annually and set and approved by the Board with Non-executive Directors abstaining from voting on the matter. The next review is scheduled to be effective from 1 January 2012.

The number of Non-Executive Directors has increased from 7 to 8 and, although this number may change from time to time, the proposed increase in Directors' fees to \$2,300,000 is required for flexibility. It is emphasised that this is a maximum limit and does not indicate that fees will be increased immediately to that limit.

Voting Exclusions

The Company will disregard any votes cast on this resolution by:

- any Director; and
- any associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES Continued

ORDINARY BUSINESS Continued

RESOLUTION 5 – PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2011-2013 LONG TERM INCENTIVE SHARE RIGHTS PLAN

Pursuant to ASX Listing Rule 10.14, approval is being sought to allow Mr Davis to participate, as an Executive Director of the Company, in the 2011-2013 Long Term Incentive Share Rights Plan (“**LTISRP**”).

The LTISRP is a performance-based share plan that was established in 2002 replacing both a cash long term incentive plan and subsequently a non hurdle based option plan. Details of the LTISRP, including the performance of completed LTISRPs, are disclosed in the Remuneration Report within the Company’s 2010 Annual Report.

Mr Davis’ potential allocation of shares under the 2011-2013 LTISRP (as set out in the table below) is identical to the amount approved by shareholders for the 2010-2012 LTISRP.

The dual performance hurdles in the 2011-2013 LTISRP continue to operate in the same way as the 2010-2012 LTISRP, being a Relative Total Shareholder Return (“TSR”) hurdle and average annual growth in Earnings Per Share (“EPS”). The minimum EPS hurdle has changed to 7.0% p.a. for the 2011-2013 LTISRP, compared to 7.5% p.a. for the 2010-2012 LTISRP.

The two components in the 2011-2013 LTISRP are subject to separate performance measures as follows:

Component	Shares Threshold	Maximum
A – Peer Group 1	31,600	61,961
Peer Group 2	31,600	61,961
B	63,200	123,922
Total	126,400	247,844

Component A

Component A of Mr Davis’ participation in the LTISRP is subject to measurement of the Company’s TSR from 1 January 2011 to 31 December 2013. The TSR performance hurdle will be measured against two peer groups (which are identified in Appendix 1 to these Explanatory Notes). Half of the TSR performance will be measured against Peer Group 1 and half will be measured against Peer Group 2.

If the Company’s TSR ranking for the 3 year period against Peer Group 1 meets or exceeds the 51st percentile, Mr Davis will be awarded 31,600 shares. As TSR performance exceeds the 51st percentile, the number of shares to be awarded will be scaled up to a maximum of 61,961 shares (or 196.1% of the threshold award) which will be awarded if the Company’s TSR performance meets or exceeds the 75th percentile. The same tests will apply against Peer Group 2.

In summary:

TSR Percentile	Percentage of Threshold Awarded	Peer Group 1 (number of shares)	Peer Group 2 (number of shares)	Total TSR Shares Awarded
51st percentile	100.0%	31,600	31,600	63,200
55th percentile	127.5%	40,275	40,275	80,550
60th percentile	156.9%	49,569	49,569	99,138
65th percentile	176.5%	55,765	55,765	111,530
70th percentile	186.3%	58,863	58,863	117,726
75th percentile and above	196.1%	61,961	61,961	123,922

(If the TSR percentile achieved is between two of the percentiles detailed above, then the equivalent pro rata is applied to the applicable award of shares, on a straight line basis).

Due to the regular nature of the LTISRP awards, re-testing will not apply for the 2011-2013 LTISRP and all subsequent plans to the 2011-2013 plan. There has been a minor change to the number of shares awarded at the various TSR percentiles between the 51st and 75th percentile, but no change to the amount of shares awarded at the threshold or maximum.

Component B

Component B of Mr Davis’ participation in the LTISRP is subject to measurement of the Company’s average annual growth in EPS from 1 January 2011 to 31 December 2013.

If average growth in EPS is less than 7.0% per annum, no shares will be awarded to Mr Davis. If average growth in EPS is 7.0% per annum, Mr Davis will be awarded 63,200 shares. To the extent that average growth in EPS exceeds 7.0% per annum (up to 16% per annum), then the shares awarded to Mr Davis will be scaled up to a maximum of 123,922 (or 196.1% of the threshold award). No re-testing applies to this component. There has also been a minor change to the number of shares awarded at the various EPS growth percentages between 7.0% and 16.0%, but no change to the amount of shares awarded at the threshold or maximum.

Annual Average Growth in EPS	Percentage of Threshold Awarded	Shares Awarded
7.0% growth	100.0%	63,200
8.0% growth	117.6%	74,353
8.5% growth	127.5%	80,549
9.5% growth	147.1%	92,942
13.5% growth	186.3%	117,726
15.5% growth	195.1%	123,302
16.0% growth and above	196.1%	123,922

(If the Annual Average Growth in EPS achieved is between two of the percentages detailed above, then the equivalent pro rata is applied to the applicable award of shares, on a straight line basis).

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

- the number of threshold shares offered, or
- the number that would have been allocated under the actual performance condition, based on the most recent quarterly testing of the TSR and annual testing of the EPS hurdle respectively.

SUMMARY

The approximate value of the 126,400 threshold number of shares using CCA's share price as at 31 December 2010 of \$10.86 = \$1.37 million (or if the 2010-2012 LTISRP fair value at grant date of \$8.99 was used, this would value the shares at \$1.14 million). The LTISRP component represents approximately 19% of Mr Davis' on-target remuneration package.

All shares to which Mr Davis may become entitled as a result of his participation in the 2011-2013 LTISRP will be allocated in respect of the 2011-2013 performance period by no later than 28 February 2014.

Where Mr Davis' employment ceases prior to the completion of the testing (or retesting for plans prior to the current plan), of awards in the LTISRP, the Board will be able to allocate shares (or make a cash payment in lieu of such shares) in circumstances where it would otherwise be unfair not to do so. If his employment ceases during an uncompleted three year performance period, other than where a capital event has occurred, and provided that the Board considers it fair to do so, the Board may grant to Mr Davis the right to a pro rata award (or a cash payment in lieu of such award). Such an award will be made at the higher of:

- the number of threshold shares offered, or
- the number that would have been allocated under the actual performance condition, based on the most recent quarterly testing of the TSR and annual testing of the EPS hurdle respectively.

The shares will be acquired by the Trustee of the LTISRP on behalf of Mr Davis by purchase of shares at the prevailing market price.

Since the 2010 Annual General Meeting, 215,500 shares have been acquired on market, on behalf of Mr Davis, under the 2008-2010 LTISRP.

The proposal by the Board to offer shares under the LTISRP to Mr Davis has been recommended by the Compensation Committee following detailed reviews and advice from external remuneration consultants. The cost to the Company in relation to the acquisition of any shares by the Trustee on behalf of Mr Davis will be expensed in the financial statements over the vesting period in accordance with the relevant accounting standards.

Details of any shares awarded to Mr Davis under the LTISRP will be published in each annual report of the Company relating to the performance period in which the shares have been awarded.

There are no Executive Directors on the Board other than Mr Davis, and no other Directors on the Board who qualify for participation in the LTISRP. Should that change, no Director will be entitled to participate in the LTISRP unless their participation is approved by shareholders.

Voting Exclusions

The Company will disregard any votes cast on this resolution by:

- Mr Davis; and
- any associate of Mr Davis.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DIRECTORS' RECOMMENDATION

The Directors, other than Mr Davis, recommend that shareholders vote in favour of this resolution. Mr Davis makes no recommendation in light of his personal interest in this resolution.

APPENDIX 1

2011-2013 LTISP

Company Name	Peer 1	Peer 2	Company Name	Peer 1	Peer 2
AGL Energy Limited	Yes		Little World Beverages Limited		Yes
Ancor Limited	Yes		Map Group	Yes	
Ansell Limited	Yes		Maryborough Sugar Factory Limited		Yes
APA Group	Yes		Metcash Limited		Yes
Aristocrat Leisure Limited	Yes		Myer Holdings Limited	Yes	
Asciano Limited	Yes		Namoi Cotton Co-operative Limited		Yes
Australian Agricultural Company Limited		Yes	News Corporation CDI	Yes	
Australian Vintage Ltd		Yes	Onesteel Limited	Yes	
Billabong International Limited	Yes		Orica Limited	Yes	
Bluescope Steel Limited	Yes		Patties Foods Ltd		Yes
Boart Longyear Limited	Yes		Primary Health Care Limited	Yes	
Boral Limited	Yes		Primeag Australia Limited		Yes
Brambles Limited	Yes		Qantas Airways Limited	Yes	
Brand New Vintage Limited		Yes	Ramsay Health Care Limited	Yes	
Buderim Ginger Limited		Yes	Refresh Group Limited		Yes
Caltex Australia Limited	Yes		Resmed CDI	Yes	
Clean Seas Tuna Limited		Yes	Ridley Corporation Limited		Yes
Coca-Cola Amatil Limited	Yes	Yes	Seek Limited	Yes	
Cochlear Limited	Yes		Select Harvests Limited		Yes
Computershare Limited	Yes		Sims Metal Management Limited	Yes	
Connecteast Group	Yes		Sonic Healthcare Limited	Yes	
Crown Limited	Yes		Spark Infrastructure Group	Yes	
CSL Limited	Yes		Tabcorp Holdings Limited	Yes	
CSR Limited	Yes		Tandou Limited		Yes
David Jones Limited	Yes		Tassal Group Limited		Yes
Downer EDI Limited	Yes		Tatts Group Limited	Yes	
Duet Group	Yes		Telecom Corporation of New Zealand Limited	Yes	
Elders Limited		Yes	Telstra Corporation Limited	Yes	
Empire Beer Group		Yes	Ten Network Holdings Limited	Yes	
Fairfax Media Limited	Yes		Toll Holdings Limited	Yes	
Farm Pride Foods Limited		Yes	Transfield Services Limited	Yes	
FFI Holdings Limited		Yes	Transurban Group	Yes	
Foster's Group Limited		Yes	UGL Limited	Yes	
Freedom Foods Group Limited		Yes	Viterra Inc		Yes
Gage Roads Brewing Co Limited		Yes	Warrnambool Cheese & Butter Factory Co. Holdings Ltd		Yes
Goodman Fielder Limited		Yes	Webster Limited		Yes
GrainCorp Limited		Yes	Wesfarmers Limited		Yes
Harvey Norman Holdings Limited	Yes		West Australian Newspapers Holdings Limited	Yes	
Incitec Pivot Limited	Yes		Woolworths Limited		Yes
James Hardie Industries CDI	Yes		Worleyparsons Limited	Yes	
JB Hi-Fi Limited	Yes				
Leighton Holdings Limited	Yes				

APPENDIX 2

RE-ELECTION OF DIRECTORS

The following Directors are standing for re-election at the meeting.

CATHERINE MICHELLE BRENNER

Catherine Brenner was born in Gundagai and educated in New South Wales. She graduated from Macquarie University with an economics degree and a law degree. She completed her Masters of Business Administration at the Australian Graduate School of Management.

After completing the professional program at the New South Wales College of Law, she was admitted to practice as a Legal Practitioner in the Supreme Court of NSW. Ms Brenner joined Phillips Fox Solicitors following university where she practiced in the corporate division of the firm until early 1997.

In early 1997, she joined the investment bank, BZW (subsequently ABN AMRO). During her career in investment banking she worked her way up to Managing Director and also held senior roles in the mergers and acquisitions and equity capital markets divisions. She left ABN AMRO to focus on her non-executive directorships.

In addition to her directorship of Coca-Cola Amatil, she is a non-executive independent director of the ASX listed companies AMP Limited and Boral Limited. She is a director of AMP Life Limited and a member of the Boral Limited Audit Committee.

In the past three years she has also been a director of ASX listed companies Centennial Coal Company Limited (2005 – 2010) and Cryosite Limited (2006 – 2008).

Ms Brenner is a Trustee of the Sydney Opera House Trust and chairs its Audit and Risk Committee. She is also a director of the Australian Brandenburg Orchestra and is the Chairman of its Finance, Audit and Risk Committee. Ms Brenner is also a Member of the Takeovers Panel. She joined the Coca-Cola Amatil Board in 2008. Ms Brenner looks forward to continuing as a director and serving the shareholders for the period ahead.

WALLACE (WAL) MACARTHUR KING, AO

Wal King was born and educated in New South Wales and graduated from the University of New South Wales in 1966 with a Bachelor of Engineering Degree and a Master of Engineering Science Degree in 1968.

He has worked in the construction industry for over 40 years and was Chief Executive Officer of Leighton Holdings Limited, a company with substantial operations in Australia, Asia and the Middle East, from 1987 until his retirement on 31 December 2010. He remains as a Consultant.

Mr King is a Director of the University of New South Wales Foundation Limited; the Kimberley Foundation Australia Limited and the Garvan Research Foundation, and is a Member of the Council of The University of New South Wales.

Mr King is an Honorary Fellow of the Institution of Engineers Australia; a Foundation Fellow of the Australian Institute of Company Directors, and a Fellow of the Australian Institute of Management, the Australian Institute of Building and the Australian Academy of Technological Sciences and Engineering. He is also a Member of the American Society of Civil Engineers. He joined the Board of Coca-Cola Amatil Limited in February 2002.

Wal King was the 2001 winner of the ICAA/Zurich Business Leader of the Year Award. He was also awarded the 2001 Peter Nicol Russell Memorial Medal – The Institution of Engineers Australia's highest award, and was presented Life Membership by the Tourism and Transport Forum for his contribution to the development of Australian transport infrastructure.

In October 2002, Wal King was conferred an Honorary Doctorate of Science by the University of New South Wales for his distinguished eminence in the field of construction engineering.

DAVID EDWARD MEIKLEJOHN, AM

David Meiklejohn was born and educated in Queensland and graduated from The University of Queensland with a Commerce Degree and a Diploma in Education. After a short term as a high school teacher, he joined the pulp and paper manufacturer, APM Limited in Queensland in 1966 and transferred to the head office in Melbourne in 1967 as a Cost Accountant. He remained with APM (subsequently Amcor Limited) until his retirement from Amcor in June 2000.

During his career he progressively occupied all of the senior accounting positions in the head office moving from Chief Accountant of APM to Finance Manager and then Chief Financial Officer in 1981. In the period prior to 1981, he also managed the company's Fairfield Mill in Melbourne from 1979 to 1981 and attended the Stanford Executive Program in 1976.

APPENDIX 2 Continued

RE-ELECTION OF DIRECTORS Continued

He was appointed an Executive Director of Amcor Limited in 1985 and worked closely with the Board and the CEO as the company was transformed from a domestic pulp and paper manufacturer to a global packaging giant. He was directly involved in many major acquisitions, both in Australia and overseas and was responsible for all of the accounting, taxation and funding issues throughout the Group. He retired from Amcor in 2000 and accepted the position as Chairman of PaperlinX Limited which was spun out of Amcor in that year. Prior to his retirement from Amcor, he was also Chairman of Kimberly Clark Australia Limited and a director of Mayne Nickless Limited and Colonial Limited. Since retirement, he has served on the boards of other companies and was at different times Chairman of SPC Ardmona Limited, Deputy Chairman of GasNet Australia Limited and a director of WMC Resources Limited and Treasury Corporation of Victoria Limited.

Today besides being a director of this Company, he is Chairman of PaperlinX Limited and a director of Australia & New Zealand Banking Group Limited and Mirrabooka Investments Limited. Recognised as a financial expert because of his commercial and accounting experience, he is Chairman of the Audit Committees of ANZ and Mirrabooka.

He served on the Committee of the Melbourne Cricket Club from February 1987 until February 2011. During this time he was Treasurer (for 9 years), a Vice President (for 6 years) and President (for 4 years). He was also a member of the Finance Committee for the Murdoch Institute for some years and is currently in a group raising funds for research into prostate cancer.

He joined the Board of this Company after the acquisition of SPC Ardmona Limited in 2005 and looks forward to continuing as a director for the period ahead.

ANTHONY (TONY) GRANT FROGGATT

Tony Froggatt was born in Bangkok and educated in Australia and the UK, graduating from Queen Mary College, London University with an Honours degree in Law in 1969, followed by an MBA at Columbia Business School in New York in 1973 majoring in Marketing.

He joined the Gillette Company in 1973 at their headquarters in Boston and worked in sales and marketing roles with them in the USA, Indonesia, Hong Kong, Taiwan and Australia and from 1978 through to 1983 he worked with the HJ Heinz company based in Melbourne with responsibilities for both their SE Asian business and a division of their Australasian operation.

Mr Froggatt first joined the drinks industry when he became Managing Director of Swift and Moore Pty Ltd in 1983 and in 1987 was recruited by Grand Metropolitan Plc (now Diageo Plc) as CEO of the Cinzano Company based in Geneva. He then relocated to London to run the Asian and then European divisions of Grand Metropolitan's sizeable drinks business. In 1999, Mr Froggatt joined Seagram International based out of London and New York as President of their Europe, Middle East and Africa division.

In 2002, Mr Froggatt returned to Australia where he joined Rothschild as a consultant on their wine interests and in 2003 was invited to become CEO of Scottish and Newcastle Plc based in the UK.

During his tenure as CEO of Scottish and Newcastle the business underwent major global restructuring and included the acquisition of brewing interests in the emerging markets of India and China to add to the company's already strong positions in Western Europe and the former Soviet Union. He was also instrumental in the purchase of the Foster's brand in Europe and the former Soviet Union. Under his leadership from 2003 to the end of 2007 the company's share price rose from 3 to 8 GBP per share.

In addition to his directorship of Coca-Cola Amatil he is an independent Non-Executive director of Brambles Ltd, Billabong International Ltd and AXA Asia Pacific Holdings Ltd.

He joined the Board of Coca-Cola Amatil in December 2010.

ILANA RACHEL ATLAS

Ilana 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 Mallesons Stephen Jaques) 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 practised 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. In addition to her partnership at Mallesons, Ms Atlas was a Director of the Public Transport Corporation in Victoria (1996 to 1998) and a Governor of the Law Foundation of New South Wales (1997 to 2001).

After a successful career at 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. During this period she was a director of JDV Limited, a publicly listed company (2001 to 2005). She was also a member of the Takeovers Panel.

Ms Atlas is very involved in the not for profit sector. She is currently Chairman of the Bell Shakespeare Company. Previously she was Chairman of the Westpac Foundation and a director of the Business/Higher Education Round Table.

Ms Atlas retired from Westpac in 2010. She is currently a director of Suncorp Group Limited and a Councillor of the Australian National University. She was previously Chairman of Westpac Staff Superannuation Pty limited.

Ms Atlas joined the Board of Coca-Cola Amatil Limited in February 2011.

