

Risk and Sustainability Committee Charter

16 May 2017

Introduction	This Charter defines the purpose, authority and responsibility of Coca-Cola Amatil Limited's (Amatil's) Risk and Sustainability Committee (Committee).
Purpose	<p>The purpose of the Committee is to objectively assess the effectiveness of Amatil's risk and compliance management framework. Specifically the Committee is responsible for:</p> <ul style="list-style-type: none"> — reviewing all of Amatil's key risks to confirm the effectiveness of Amatil's risk management system, including the review of: <ul style="list-style-type: none"> ○ Amatil's overall risk profile; and ○ strategies to mitigate material risks across Amatil; — reviewing and monitoring compliance with Amatil's legal and regulatory responsibilities, internal policies and industry standards; — approving Amatil's policies and standards which reflect on Amatil's reputation; and — reviewing and monitoring social and reputational issues that may have an impact on Amatil.
Responsibilities	The Committee is responsible for the following:
Risk Management	<p>Overseeing the appropriateness of management's processes for identifying, assessing and responding to risks in a manner that is in accordance with Amatil's risk appetite, and that those processes are operating effectively.</p> <p>Reviewing the effectiveness of policies covering Amatil's risks and, where appropriate, make recommendations to the Board in respect to these policies. Reviewing Amatil's information security risk management framework, including cyber risk.</p> <p>Reviewing the adequacy of the Group's insurance program at least annually, having regard to the Group's business and the insurable risks associated with the Group's business.</p>
Statutory	<p>The Committee will monitor compliance with laws relating to:</p> <ul style="list-style-type: none"> — occupational health & safety; — environmental protection; — product safety; — competition and consumer law; — bribery, fraud and corruption; and — other legislation as the Committee or the Board sees fit.
Policies	<p>The Committee will review and approve Amatil's policies and standards which reflect on Amatil's reputation, including:</p> <ul style="list-style-type: none"> — Code of Business Conduct; — quality standards; — Whistleblower Protection Policy; — Policy on Trading in Amatil's Securities; and — Disclosure and Communications Policy.
Social	<p>The Committee will review and, where appropriate, make recommendations to the Board in respect of:</p> <ul style="list-style-type: none"> — community sponsorship and support; — health and well-being; — other social and reputational issues which may be relevant to Amatil;

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Compliance with laws, regulations, internal policies and industry standards

- whether Amatil has any material exposure to economic, environmental and social sustainability risks and, if so, how these risks are managed; and
- the annual Sustainability Report.

The Committee will review the effectiveness of the system for monitoring compliance with laws, regulations, internal policies and industry standards and the results of management's investigation and follow-up of non-compliance.

The Committee will receive regular updates from the Group General Counsel on material compliance matters affecting Amatil.

Membership

The membership of the Committee must:

- consist of at least three Non-executive Directors, a majority of whom are independent Directors;
- include an independent Chairman who is not the Chairman of the Board;
- include the Chairman of the Audit and Finance Committee; and
- not be identical to the membership of the Audit and Finance Committee.

The Chairman and members of the Committee will be appointed by the Board. A member may withdraw from membership by written notification to the Chairman of the Board.

Meetings

The Committee will meet a minimum of three times per annum. The Committee can also meet on such other occasions as deemed necessary by the Chairman. The quorum for meetings will be two members who must at all times be independent Directors. If a quorum is not present the meeting is adjourned to such place and time as the Chairman decides.

The Secretary of the Board (or his or her nominee) will be Secretary of the Committee. The Secretary, in conjunction with the Chairman of the Committee and other members of management (as appropriate), will prepare an agenda which will be circulated to the members prior to each meeting.

The Chief Risk Officer (or delegate) will attend Committee meetings and provide an update on key risks at each meeting. Other non-Committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chairman. Appropriate periods of time are set aside if required for only Committee members to be in attendance.

Authority

The Committee has the authority to approve the items noted as "approve" under the Responsibilities in this Charter.

Board Reporting

The Committee will report to the Board on material issues affecting Amatil. 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.

External advice

The Committee has access to internal and external resources, and may seek the advice of Amatil's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or responsibilities of the Committee, where the Committee considers such advice necessary or appropriate.

Review

The Committee Charter will be reviewed annually by the Committee. Any proposed changes are recommended to the Board for consideration and approval.

This Charter will be publicly available via the Amatil website in accordance with ASX Corporate Governance Council recommendations.

Self-Assessment

The Committee will carry out a self-assessment and review of the Committee at least every two years.