

NOMINATIONS COMMITTEE CHARTER

Coca-Cola Amatil Limited

Charter

Approval Date
Approved By
Owner
Version
Amendments
Previous Version
Previous Approval Date

NOMINATIONS COMMITTEE CHARTER

11 April 2019
Coca-Cola Amatil Board of Directors
Group Company Secretary
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5/12/2017

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COCA-COLA
AMATIL

1 INTRODUCTION

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

2 PURPOSE

- 2.1 The purpose of the Committee is to review and recommend to the Board matters relating to:
- 2.1.1 the composition of the Board, including the criteria for Board membership;
 - 2.1.2 succession planning for the Board (excluding the Group Managing Director);
 - 2.1.3 performance evaluation of the Board, its committees and individual Directors (including the Group Managing Director); and
 - 2.1.4 induction and continuing professional development training for Directors.

3 RESPONSIBILITIES

3.1 Board membership and succession

- 3.1.1 The Committee will review and recommend to the Board the size and composition of the Board, and the criteria for Board membership, including the necessary and desirable competencies of Board members and the time expected to be devoted by Non-Executive Directors in relation to Amatil's affairs.
- 3.1.2 The Committee will also review and make recommendations to the Board on the following matters concerning the membership of the Board:
- 3.1.2.1 the re-election of Directors, subject to the principle that a Committee member must not be involved in deliberations in respect of themselves;
 - 3.1.2.2 the balance of skills, knowledge, experience, independence and diversity on the Board and the desirable qualities and capabilities for a new Director appointment. The Committee will ensure that this is documented in the form of a Board skills matrix which sets out the mix of skills and diversity the Board has or is looking to achieve in its membership; and
 - 3.1.2.3 identifying individuals who are qualified to become Board members, with the assistance of external consultants as required, having regard to the skills that the candidate would bring to the Board, and the balance of skills that the existing Directors hold
- 3.1.3 The Committee will procure appropriate background checks (with the consent of the candidate) before a new Director is appointed including checks in relation to the candidate's character, experience, education, criminal record and bankruptcy history, and will report to the Board in relation to checks undertaken and any adverse results.

3.2 Nominees of The Coca-Cola Company

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

3.3 Performance Evaluation

3.3.1 The Committee will assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors (including the Group Managing Director), and in developing and implementing plans for identifying, assessing and enhancing Director competencies.

3.4 Induction and continuing professional development training

3.4.1 The Committee will oversee the operation of:

3.4.1.1 an effective induction process for new Directors; and

3.4.1.2 ongoing professional development opportunities for all Directors to enable them to develop and maintain the skills and knowledge needed to perform their role as Directors effectively, and will review the effectiveness of both programs annually.

4 INDEPENDENCE AND MEMBERSHIP

4.1 The membership of the Committee must consist of:

4.1.1 at least three Non-Executive Directors, a majority of whom are independent Directors; and

4.1.2 an independent Director as the Committee Chairman.

4.2 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.

5 MEETINGS

5.1 The Committee will meet a minimum of once per annum. The Committee can also meet on such other occasions as deemed necessary by the Chairman of the Committee.

5.2 The quorum for Meetings will be two members of which one must at all times be an independent Director. If a quorum is not present, the Meeting is adjourned to such place and time as the Chairman decides.

5.3 Should the Chairman be absent from any Meeting of the Committee, the members of the Committee present at that Meeting shall appoint one of their number to be Chairman of that meeting, provided that the acting Chairman is not the Chairman of the Board.

5.4 The Company Secretary of the Board (or his or her nominee) will be Company Secretary of the Committee. The Company 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.

5.5 Directors who are not Committee members may attend all or part of a Committee Meeting.

6 BOARD REPORTING

- 6.1 The Chairman of the Committee will report the findings, approvals and recommendations of the Committee to the Board at its next Meeting. The Minutes of all Committee Meetings will be circulated to the Board.

7 EXTERNAL ADVICE

- 7.1 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.

8 REVIEW OF COMMITTEE PERFORMANCE & CHARTER

- 8.1 The performance of the Committee is evaluated every two years and in accordance with the process set out in the Board Charter.
- 8.2 The Committee reviews and assesses the adequacy of the Committee Charter annually and makes recommendations to the Board for consideration and approval.