

RELATED PARTY COMMITTEE CHARTER

Coca-Cola Amatil Limited

Charter

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

RELATED PARTY COMMITTEE CHARTER

11 April 2019
Coca-Cola Amatil Board of Directors
Group Company Secretary
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21/02/2017

CCA
COCA-COLA
AMATIL

1 INTRODUCTION

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

2 PURPOSE

- 2.1 The Committee is responsible for reviewing material transactions or issues between Amatil and its Related Parties, except transactions which arise in the context of remuneration arrangements for Directors or other Key Management Personnel of Amatil (which will be considered by the People Committee).
- 2.2 In addition, the Committee will consider, from time to time, the quality of Amatil's relationship with its Related Parties.
- 2.3 Having regard to the current activities and shareholding of the Amatil Group, it is expected that the majority of transactions or matters to come before the Committee will involve The Coca-Cola Company (**TCCC**).

3 DEFINITIONS

- 3.1 For the purposes of this Charter, Key Management Personnel, Related Party and Related Party Transaction have the meanings given under the Accounting Standard AASB 124 issued by the Australian Accounting Standards Board.

4 RESPONSIBILITIES

- 4.1.1 The Committee, in reviewing each proposed material transaction between Amatil and Related Parties, will, amongst other things:
- 4.1.1.1 assess whether the transactions are in the best interests of Amatil and its shareholders as a whole;
 - 4.1.1.2 evaluate whether the transactions fall within the ambit of a normal business relationship;
 - 4.1.1.3 confirm whether the terms of such transactions are no more favourable than would reasonably be expected of transactions negotiated on an arm's length basis; and
 - 4.1.1.4 form a view as to whether shareholder approval of the transaction is necessary or appropriate.
 - 4.1.1.5 Based on its review, the Committee will recommend to the Board entry into the agreement or transaction as appropriate, including whether an independent expert report is required.

5 INDEPENDENCE AND MEMBERSHIP

- 5.1 The Committee must consist of only independent Non-Executive Directors who have not been associated with a Related Party (and in particular, are not associated with TCCC and are not executives of Amatil).

- 5.2 The Chairman and the 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.
- 5.3 If a Related Party Transaction or matter arises which involves directly or indirectly one of the members of this Committee, the conflicted Director must inform the Committee immediately and exclude themselves from discussion on the transaction at the request of the Chairman.

6 MEETINGS

- 6.1 The Committee will meet prior to each scheduled Board Meeting, unless deemed unnecessary. The Committee can also meet on such other occasions as deemed necessary by the Chairman.
- 6.2 The quorum for Meetings will be two members. If a quorum is not present the Meeting is adjourned to such place and time as the Chairman decides.
- 6.3 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.
- 6.4 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.
- 6.5 Only members of the Committee may attend Committee Meetings.

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.