



Nominations Committee Charter

Adopted December 2015

Revised December 2016

Introduction

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

Purpose

The purpose of the Committee is to review and recommend to the Board matters relating to:

- the composition of the Board, including the criteria for Board membership;
- succession planning for the Board (excluding the Group Managing Director);
- performance evaluation of the Board, its committees and individual Directors (including the Group Managing Director); and
- induction and continuing professional development training for Directors.

Responsibilities

Board membership and succession

The Committee will review and recommend to the Board 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 CCA's affairs.

The Committee will also review and make recommendations to the Board on the following matters concerning the membership of the Board:

- the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves;
- the desirable size of the Board;
- 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
- 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.

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.

Nominees of The Coca-Cola Company

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.

Performance evaluation

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.

Induction and continuing professional development training

The Committee will oversee the operation of:

- an effective induction process for new Directors; and
- 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.

Membership

The membership of the Committee must consist of:

- at least three members;
- solely CCA Non-executive Directors;
- a majority of independent Directors; and

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	<p>— an independent Director as Chair.</p> <p>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.</p>
Meetings	<p>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. 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.</p> <p>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.</p> <p>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.</p>
Authority	<p>The Committee will make recommendations to the Board for its consideration and approval.</p>
Reporting	<p>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.</p>
External advice	<p>The Committee has access to internal and external resources, and may seek the advice of CCA'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.</p>
Review	<p>The Committee Charter will be reviewed annually by the Committee. Any proposed changes are recommended to the Board for consideration and approval.</p> <p>The Committee will ensure this Charter is publicly available via the CCA website in accordance with ASX Corporate Governance Council recommendations.</p>
Self-Assessment	<p>The Committee will carry out a self-assessment and review of the Committee at least every two years.</p>