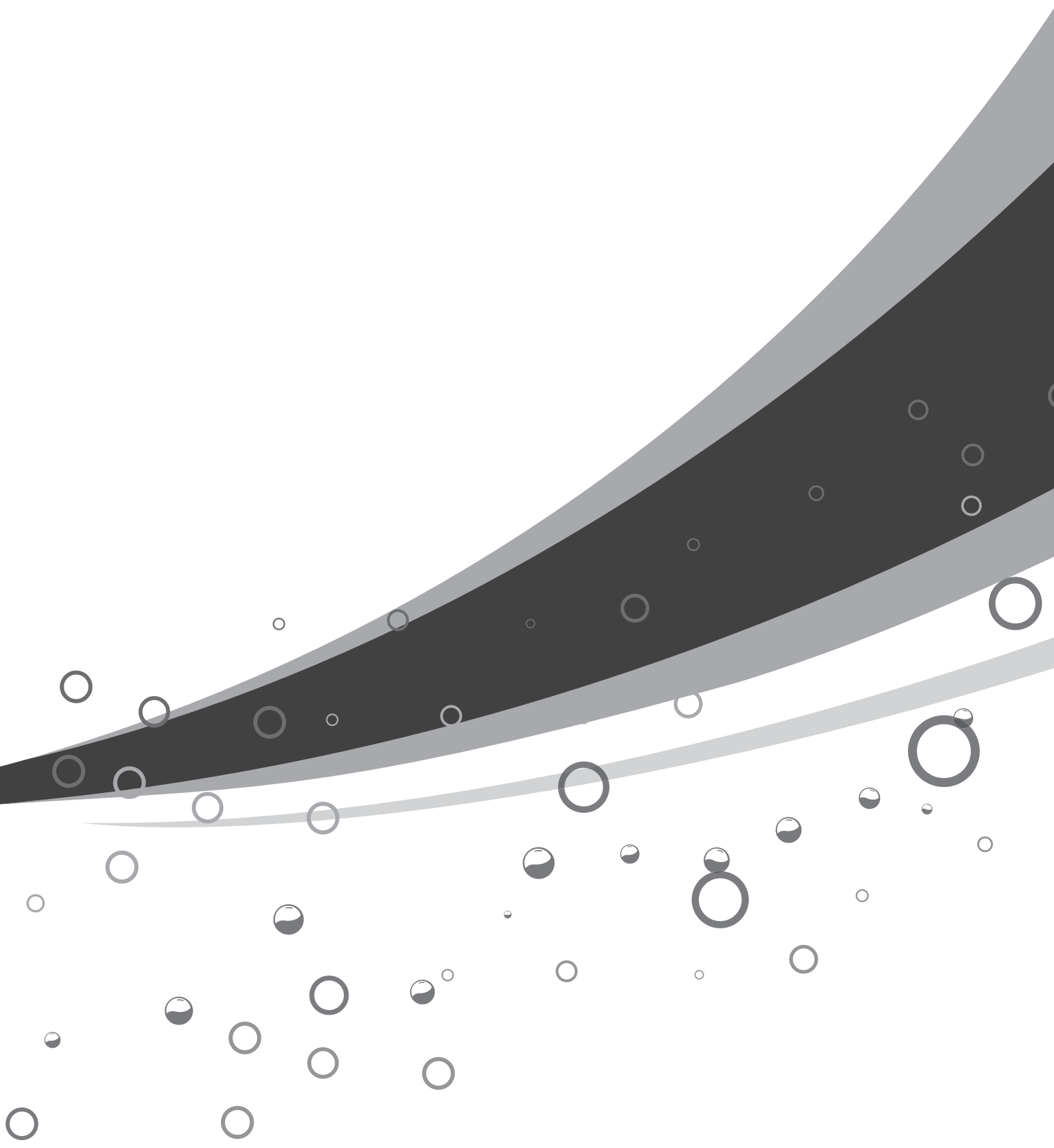




Notice of Meeting

Coca-Cola Amatil Limited ABN 26 004 139 397





Notice of Meeting

Coca-Cola Amatil Limited ABN 26 004 139 397

Notice is hereby given that the Annual General Meeting of Coca-Cola Amatil Limited will be held in the City Recital Hall, Angel Place, Sydney NSW on Thursday, 15 May 2008 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 2007 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 2007.

The Remuneration Report is set out on pages 18 to 41 of the 2007 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

Mr W M King, AO and Mr D E Meiklejohn will retire in accordance with Article 6.3(b) of the Constitution and offer themselves for re-election.

Ms C M Brenner will retire in accordance with Article 6.3(i) of the Constitution and offers herself 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 \$1,500,000 per annum in aggregate to a limit of \$2,000,000 per annum in aggregate."

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

5. Participation by Executive Director in the 2008-2010 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 2008-2010 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 15 April 2008.

By order of the Board
George Forster
General Counsel and Company Secretary
71 Macquarie Street
Sydney

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 13 May 2008;
- b) a member entitled to attend and vote is entitled to appoint a proxy;
- c) a proxy need not be a member;
- d) a member entitled to cast 2 or more votes may appoint 2 proxies;
- e) 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;
- f) appointments of proxies must be received by the Company by 10.00am on 13 May 2008. Appointments 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 or lodged online at www.linkmarketservices.com.au.
- g) The CCL 2007 Annual Report, which includes the Accounts for the year ended 31 December 2007, the Reports of the Directors and Auditor and the Remuneration Report, is available at CCL's website www.ccamatil.com.au. Printed copies of the 2007 Annual Report have been mailed only to those shareholders who have elected to receive a printed copy.

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 a broad mix of business talents, outlooks and backgrounds. All Directors have extensive business experience both in their chosen fields of endeavour and in business generally. Seven Directors live in Australia (5 in Sydney and 2 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 Managing Director.

Under the provisions in the Company's Constitution for the rotation of Directors, Mr King and Mr Meiklejohn will retire at this Annual General Meeting and will offer themselves for re-election. Ms Brenner was appointed to the Board on 2 April 2008 and in accordance with the Constitution will offer herself for re-election.

Background information on each Director who is seeking re-election is provided below.

Wallace (Wal) Macarthur King, AO

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

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

A full Curriculum Vitae of Mr King is set out in Appendix 2 to this Notice.

David Edward Meiklejohn

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

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

A full Curriculum Vitae of Mr Meiklejohn is set out in Appendix 2 to this Notice.

Catherine Michelle Brenner

Ms Brenner was appointed a Director on 2 April 2008 and is a member of the Related Party Committee and the Nominations Committee.

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

A full Curriculum Vitae of Ms Brenner is set out in Appendix 2 to this Notice.

Resolution 4 – Increase in Directors’ Fees

The current maximum amount available for payment of Non-Executive Directors’ fees in aggregate each year is \$1,500,000. This amount was established at the Annual General Meeting held in May 2005.

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 2009.

The number of Directors has increased from 7 Non-Executive Directors to 8 and, although this number may change from time to time, the proposed increase 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.

Resolution 5 – Participation by Executive Director in the 2008-2010 Long Term Incentive Share Plan

Approval is being sought to allow Mr Davis to participate, as an Executive Director of the Company, in the 2008-2010 Long Term Incentive Share Plan (“LTISP”).

The LTISP 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 four most recent plans (2004-2006 LTISP, 2005-2007 LTISP, 2006-2008 LTISP and 2007-2009 LTISP), including the performance of each of these Plans as at 31 December 2007, are disclosed in the Remuneration Report within the Company’s 2007 Annual Report.

Mr Davis’ potential allocation of shares under the 2008-2010 LTISP (as set out in the table below) increases from a maximum of 205,200 shares for the 2007-2009 LTISP to a maximum of 247,844 shares for the 2008-2010 LTISP (an increase of 42,644 shares or an increase of approximately 21%). However the maximum for the 2008-2010 LTISP is still 72,156 shares less than the maximum of 320,000 shares granted for the 2006-2008 LTISP.

The dual performance hurdles in the 2008-2010 LTISP continue unchanged to that of the 2007-2009 LTISP, being a Total Shareholder Return (“TSR”) hurdle (and since 2006 with two Peer Groups) and average annual growth in Earnings Per Share (“EPS”).

The two components in the 2008-2010 LTISP 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 LTISP is subject to measurement of the Company's TSR from 1 January 2008 to 31 December 2010. 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	100.00%	31,600	31,600	63,200
55th percentile	117.60%	37,176	37,176	74,352
60th percentile	137.30%	43,372	43,372	86,744
65th percentile	156.90%	49,569	49,569	99,138
70th percentile	176.50%	55,765	55,765	111,530
75th percentile	196.10%	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.)

If the TSR measure is not achieved against either one or both of the Peer Groups at the end of the 3 year period, then that part or parts of this Component A will be re-tested at the end of each subsequent quarter up to the end of year 4 (ie: one further year of testing up to 31 December 2011). The re-testing for each Peer Group ceases at the earlier of one year after the initial test or when the TSR hurdle first vests.

Component B

Component B of Mr Davis' participation in the LTISP is subject to measurement of the Company's average annual growth in EPS from 1 January 2008 to 31 December 2010. If average growth in EPS is less than 8.2% per annum, no shares will be awarded to Mr Davis. If average growth in EPS is 8.2% per annum, Mr Davis will be awarded 63,200 shares. To the extent that average growth in EPS exceeds 8.2% 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.

Annual Average Growth in EPS	Percentage of Threshold Awarded	Shares Awarded
8.2% growth	100.00%	63,200
9.0% growth	117.60%	74,352
10.0% growth	137.30%	86,744
15.0% growth	166.70%	105,334
16.0% growth	196.10%	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.)

Summary

The approximate value of the 126,400 threshold number of shares using CCA's share price as at 31 December 2007 of \$9.48 = \$1.2 million (or if the 2007-2009 LTISP fair value at grant date of \$7.70 was used, this would value the shares at \$0.97 million). The LTISP component represents approximately 20% of Mr Davis' on-target remuneration package of \$5.9 million.

All shares to which Mr Davis may become entitled as a result of his participation in the 2008-2010 LTISP will be allocated in respect of the 2008-2010 performance period by no later than 28 February 2012.

The shares will be acquired by the Trustee of the LTISP on behalf of Mr Davis either by purchase of shares at the prevailing market price or by subscription for new shares in the Company at no cost to Mr Davis.

Since the 2007 Annual General Meeting, 193,429 shares have been acquired on behalf of Mr Davis under the 2005-2007 LTISP, at no cost to him.

The proposal by the Board to offer shares under the LTISP 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 LTISP will be published in each annual report of the Company relating to the performance period in which the shares have been awarded together with a statement that approval for the award of the shares was obtained from shareholders.

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 LTISP. Should that change, no Director will be entitled to participate in the LTISP 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

2008-2010 LTISP

Company Name	Peer 1	Peer 2	Company Name	Peer 1	Peer 2
ABB Grain Limited		Yes	James Hardie Industries N.V.	Yes	
ABC Learning Centres	Yes		Leighton Holdings Limited	Yes	
AGL Energy Limited	Yes		Lion Nathan Limited		Yes
Altria Group Inc		Yes	Little World Beverages Limited		Yes
Amtcor Limited	Yes		Macquarie Airports	Yes	
Aristocrat Leisure Limited	Yes		Macquarie Communications Infrastructure Group	Yes	
Asciano Group	Yes		Macquarie Infrastructure Group	Yes	
Australian Agricultural Company Limited		Yes	Maryborough Sugar Factory Limited		Yes
Australis Aquaculture Limited		Yes	McGuigan Simeon Wines Limited		Yes
AWB Limited		Yes	Metcash Limited		Yes
Babcock & Brown Infrastructure Group	Yes		Namoi Cotton Co-operative Limited		Yes
Billabong International Limited	Yes		News Corporation Inc (Voting CDI)	Yes	
BlueScope Steel Limited	Yes		OneSteel Limited	Yes	
Boart Longyear Limited	Yes		Orica Limited	Yes	
Boral Limited	Yes		Patties Foods Ltd		Yes
Brambles Industries Limited	Yes		Primeag Australia Limited		Yes
Caltex Australia Limited	Yes		Qantas Airways Limited	Yes	
Clean Seas Tuna Limited		Yes	Ridley Corporation Limited		Yes
Cochlear Limited	Yes		Select Harvests Limited		Yes
Cockatoo Ridge Wines Limited		Yes	Sigma Pharmaceuticals Limited	Yes	
Computershare Limited	Yes		Sims Group Limited	Yes	
Connecteast Group	Yes		Sonic Healthcare Limited	Yes	
Consolidated Media Holdings Limited	Yes		Symbion Health Limited	Yes	
Constellation Brands, Inc		Yes	Tabcorp Holdings Limited	Yes	
Costaexchange Ltd		Yes	Tandou Limited		Yes
Crown Limited	Yes		Tassal Group Limited		Yes
CSL Limited	Yes		Tatts Group Limited	Yes	
CSR Limited	Yes		Telecom Corporation of New Zealand Limited	Yes	
David Jones Limited	Yes		Telstra Corporation Limited	Yes	
Downer EDI Limited	Yes		Toll Holdings Limited	Yes	
Dyno Nobel	Yes		Transurban Group	Yes	
Fairfax Media Limited	Yes		United Group Limited	Yes	
FFI Holdings Limited		Yes	Warrnambool Cheese & Butter Factory Company Holdings Limited		Yes
Foster's Group Limited		Yes	Wesfarmers Limited	Yes	
Futuris Corporation Limited		Yes	West Australian Newspapers Holdings Limited	Yes	
GrainCorp Limited		Yes	Woolworths Limited		Yes
GSF Corporation Limited		Yes	Worleyparsons Limited	Yes	
Harvey Norman Holdings Limited	Yes				
Incitec Pivot Limited	Yes				

Appendix 2

RE-ELECTION OF DIRECTORS

Following is a Curriculum Vitae for each of the Directors standing for re-election at the meeting.

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 began his career with Leighton in 1968 working on major construction projects all over Australia and quickly moved into management, becoming a Director of Leighton Holdings Limited in 1975 and being appointed CEO of Leighton Holdings in February 1987. He is also a Director of all major operating subsidiaries.

Under his leadership, the Leighton Group has grown from an organisation with a market capitalisation of around \$100 million and revenue of around \$1 billion to one with a market capitalisation of \$15 billion and annual revenue of more than \$12 billion. The organisation now has a very diversified base of construction, property and services businesses in Australia, Asia and the Gulf region, and is the largest contract miner in the world. The Group directly employs over 27,000 staff and has some 60,000 people employed on its projects globally.

Mr King participates in various business groups and is President of the Australian Constructors Association. He is also a Director of the University of New South Wales Foundation Limited; a Council Member of the University of New South Wales and the Business Council of Australia; a Foundation Member of The Committee for Sydney Inc and the New South Wales Infrastructure Council; and a Founding Councillor of the Australia Business Arts Foundation.

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.

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.

He joined the Board of Coca-Cola Amatil Limited in February 2002.

David Edward Meiklejohn

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 has served on the Committee of the Melbourne Cricket Club since 1987 and during this time has been Treasurer (for 9 years) and a Vice President (for 6 years). He was elected President of this famous club in February 2007. He was also a member of the Finance Committee for the Murdoch Institute for some years and is currently involved 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.

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 has recently left ABN AMRO to focus on her non-executive directorships.

As an investment banker, she has provided advice to a range of clients including the Federal Government, various State Governments, Lend Lease, Westfield, SingTel Optus, AGL and BHP Billiton. She has worked on over \$250 billion of corporate restructurings, takeovers, capital raisings, capital structuring, divestments and acquisitions of businesses and privatisations.

In addition to her directorship of Coca-Cola Amatil, she is a non executive independent director of Centennial Coal Company Limited and Cryosite Limited. She is the Chairman of the Remuneration and Safety Committees at Centennial Coal Company Limited. Her prior directorships include Trafalgar Corporate Group Limited (2003 – 2008).

Ms Brenner has been a director of the Australian Brandenburg Orchestra since 2006. She is the Chairman of its Finance, Audit and Risk Committee. She is also a Member of the Takeovers Panel.

She joined the Coca-Cola Amatil Board in April this year.



Coca-Cola Amatil Limited

