Coca-Cola Amatil Limited

2009 Annual General Meeting

22 May 2009

COMPENSATION COMMITTEE ADDRESS

EXECUTIVE REMUNERATION

Catherine Brenner

SLIDE 39 – CATHERINE BRENNER HOLDING SLIDE

Thankyou Chairman….ladies and gentlemen….

As the Chairman has noted, I am the Chair of the Compensation Committee. The other members of the Committee are David Gonski, Jillian Broadbent and Geoffrey Kelly.

The Compensation Committee reviews matters relating to the remuneration of the Executive Director and senior management as well as senior management succession planning, and the Committee spends considerable time each year on these important matters

First, we approve policies for the Company on all executive remuneration issues including CCA's long-term incentive share plans.

Secondly, we review proposals on the remuneration packages of the Executive Director and the senior management team and make recommendations to the Board.

Our remuneration policies are structured to enable us to attract and retain the best executive talent from Australia and around the world. The motivation and retention of the Executive Director and CCA's senior management team has been a major factor in CCA's strong performance over the last few years.

SLIDE 40 – CCA TOTAL SHAREHOLDER RETURN GRAPH

Between 2003 and the end of 2008, CCA's total shareholder return, which includes the dividends paid to shareholders, was approximately 139% while the total shareholder return from the S&P/ASX 200 was 68%.

This strong performance over a long period demonstrates the qualities and commitment of the senior management team to execute CCA's strategy and deliver strong returns to shareholders – even in the current difficult economic circumstances.

CCA's senior management team is highly regarded – not only by the Board, but by our competitors, our peers, and by the investment community and market commentators who regularly assess our performance.

Our focus is on creating and developing a business that delivers strong and sustainable returns to shareholders over time, and our short and long-term performance targets reflect that.

If we encourage and reward operating performance and the successful execution of the business strategy, shareholders will be rewarded over time by superior share market performance.

SLIDE 41 – CATHERINE BRENNER HOLDING SLIDE

There has been recent commentary as to why CCA senior executives are paid above the median remuneration levels of comparable companies. Our response to this is that CCA has demonstrably out-performed the median and as a result, our senior executives have been compensated accordingly.

On an annual basis, the Compensation Committee reviews data from external remuneration sources to ensure that the Company's remuneration practices are in line with market conditions. The Committee reviews the remuneration of the Group Managing Director and senior management and, where appropriate, makes recommendations to the Board.

The fixed and at-risk components are benchmarked each year to companies that are comparable to CCA and take into account current market remuneration rates and the performance of the Company.

We have been very successful in attracting the top talent and we have been able to retain their services over a long period. The average age of our Senior Executive Team is around 47 and the average length of service is approximately 9 years. We believe executive continuity is very important to our business and our remuneration policies have enabled us to achieve this.

By adopting a standard remuneration package which incorporates an appropriate fixed remuneration with additional “at risk” rewards which are earned based on both personal performance and Company performance, the Committee believes that we properly motivate our senior executives to achieve operating targets that are aligned with sustainable growth in shareholder wealth.

At risk remuneration comprises both short term and long term incentives that are intended to ensure that an appropriate proportion of the remuneration is linked to the achievement of key operational targets and growth in shareholder value.

The Committee closely considers the appropriate balance between fixed and at-risk, with the at-risk component allocated between short term performance criteria and the ongoing, long-term sustainable earnings growth of the Company.

One of the two performance targets that must be achieved for half of the 2009 – 2011 long term incentive share plan component to be awarded is for CCA to achieve a minimum average EPS growth of 7% per annum for the next three years during very difficult economic times.

Some criticism has been made of our reduction of the EPS hurdle from 8.2% to 7.0% for the current Plan. This is surprising to us as the 7% per annum three-year EPS growth hurdle is not, in this climate, an easy target. In fact, some peer group companies in 2009 will report flat or negative EPS growth.

If average growth in EPS is less than on average 7% per annum for the three year period, no shares will be awarded. Should CCA only achieve the minimum average EPS growth of 7% for the next three years, only half of the maximum EPS component is awarded. The growth in EPS must be significantly higher, at 16% average annual growth per annum, in order for the maximum EPS component to be awarded.

Just as in prior years, the second performance target that must be achieved for the remaining half of the long term incentive share plan component to be awarded is based on the total shareholder return for CCA shares relative to the total shareholder return of two peer groups of companies over the three year testing period. Only if CCA is at or above the 51st% percentile of companies in the respective peer groups over the testing period, are any CCA shares awarded.

If CCA is not in the top half of both peer groups, no shares are awarded. If the total shareholder return, or TSR, is achieved at the end of year three, there is no further re-testing.

The Plan does allow for very limited re-testing in the event that the TSR measure is not achieved against either peer group at the end of the three year period. In this case, that peer group is re-tested at the end of each quarter up to the end of year 4 or until the TSR hurdle vests.

We know that some people do not like re-testing. However, we believe that it helps to guard against events in the extremes of the three-year period, in particular during the first few and last few months of the Plan period. It is important to note that the earnings hurdle is not re-tested.

We also create a proper alignment between the Senior Executive Team and shareholders by requiring that executives remain with the Group for up to 2 years before receiving the full value of shares awarded under the plans. We do note that the changes announced in the Federal Budget may mean that we need to amend our share plans.

Remuneration issues involve difficult judgements and policy making. I hope that what I have been able to convey is that CCA has a sound remuneration process, an appropriate governance structure for dealing with these issues and a willingness to adjust to market circumstances as required.

I also note the recent executive remuneration policy releases by the Australian Shareholders' Association and the Australian Institute of Company Directors. Although these new guidelines were not released prior to CCA formulating its 2009 remuneration policy, we will certainly consider the points raised by the ASA and AICD in future reviews.

We believe there is a high level of shareholder support for a remuneration philosophy which focuses on the long term and on pay for performance.

I will now hand back to the Chairman…..thankyou.