



# NOTICE OF MEETING 2012





# 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 James Cook Ballroom, InterContinental Sydney, Cnr Bridge and Phillip Streets, Sydney NSW on Tuesday, 15 May 2012 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 2011 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 2011.

*Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.*

*Voting exclusions and an important note for this item appear on page 3.*

**3. Election of Directors**

Mr David Gonski, AC, Mr Geoffrey Kelly and Mr Martin Jansen will retire in accordance with Article 6.3(b) of the Constitution and offer themselves for re-election.

*An explanatory note to this item appears on page 3.*

### SPECIAL BUSINESS

**4. Participation by Executive Director in the 2012-2014 Long Term Incentive Share Rights 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 2012-2014 Long Term Incentive Share Rights 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.*

**5. Participation by Executive Director in Deferred Securities Awards under the Short Term Incentive Plan**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That Mr T J Davis' participation in Deferred Securities Awards under the Coca-Cola Amatil Limited Short Term Incentive Plan as set out in the Explanatory Notes to this Notice of Meeting be approved".*

*An explanatory note to the above resolution appears on page 6.*

Dated 13 April 2012

By order of the Board  
George Forster  
General Counsel and Company Secretary  
Level 14, 40 Mount Street  
North Sydney NSW 2060

**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 2012;
- b) a member entitled to attend and vote is entitled to vote directly (see note below) or appoint a proxy;
  - a proxy need not be a member;
  - a member entitled to cast 2 or more votes may appoint 2 proxies;
  - 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.
- c) You may lodge your direct vote or proxy appointment online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or it 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.
- d) To be effective, your direct vote or proxy appointment must be received by the Company by 10:00 am on 13 May 2012.
- e) The Chairman of the meeting intends to vote undirected proxies in favour of the resolutions set out in this Notice to the extent permitted by law.
- f) The **CCA 2011 Annual Report**, which includes the Accounts for the year ended 31 December 2011, the Reports of the Directors and Auditor and the Remuneration Report, is available at CCA's website [www.ccamatil.com](http://www.ccamatil.com). Printed copies of the 2011 Annual Report have been mailed only to those shareholders who have elected to receive a printed copy.

**DIRECT VOTING**

Shareholders are able to vote on resolutions directly by marking **Section A** of the Shareholder Voting Form.

If you mark **Section A** you are voting your shares directly and do not appoint a third party, such as a proxy, to act on your behalf.

Shareholders who wish to vote their shares directly should mark either the "for" or "against" boxes next to each item on the Voting Form. Do not mark the "abstain" box.

If no direction is given on all of the items, or if you complete both Section A and Section B, your vote may be passed to the Chairman of the meeting as your proxy. If you mark the "abstain" box for an item, no vote will be recorded for that item.

# EXPLANATORY NOTES

## ORDINARY BUSINESS

### RESOLUTION 2 – REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report set out on pages 16 to 38 in the 2011 Annual Report which is available on the Company's website: [www.ccamatil.com](http://www.ccamatil.com).

The Report outlines CCA's remuneration philosophy and practices together with details of the specific remuneration arrangements that apply to key management personnel of the Company and the Group in accordance with the requirements of the *Corporations Act 2001*.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

### Voting Exclusions

A vote on Resolution 2 (Remuneration Report) must not be cast (in any capacity) by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the Remuneration Report (KMPs), or by any of their closely related parties (such as certain of their family members, dependants and companies they control).

However, this does not prevent KMPs or any of their closely related parties from voting as a proxy for a person who is not a KMP or a closely related party and in accordance with a direction in the proxy form as to how the proxy is to vote on Resolution 2 (Remuneration Report).

Members of the key management personnel for the Company details of whose remuneration are not included in the Remuneration Report and their closely related parties must not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on this resolution.

### Important note:

**Shareholders who appoint the Chairman of the Meeting as their proxy direct the Chairman of the Meeting to vote in favour of this resolution unless they mark a box on the Shareholder Voting Form directing their vote on Resolution 2 (Remuneration Report).**

### DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that shareholders vote in favour of the adoption of the Remuneration Report.

### 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 an appropriate mix of business talents, outlooks, backgrounds and diversity. All Directors have extensive business experience both in their chosen fields of endeavour and in business generally. Seven Directors live in Australia, (6 in Sydney and 1 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 Group Managing Director.

Under the provisions in the Company's Constitution for the rotation of Directors, Mr David Gonski, Mr Geoffrey Kelly and Mr Martin Jansen will retire at this Annual General Meeting and will offer themselves for re-election.

Background information on each Director seeking re-election is provided below and a full Curriculum Vitae for each Director is set out in Appendix 2 to this Notice.

### David Michael Gonski, AC

Mr Gonski joined the Board in October 1997 and was appointed Chairman in 2001. He is Chairman of the Related Party Committee and Nominations Committee and a member of the Audit & Risk Committee, Compensation Committee and the Compliance & Social Responsibility Committee.

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

### Geoffrey Kelly

Mr Kelly joined the Board in April 2004 (previously having been a Director between 1996 and 2001) and is a member of the Compensation Committee.

The Board has determined that Mr Kelly, who is a Non-Executive Director, is not an independent Director as he is a nominee of a substantial shareholder, The Coca-Cola Company.

### Martin Jansen

Mr Jansen joined the Board in December 2009 and is a member of the Audit & Risk Committee.

The Board has determined that Mr Jansen, who is a Non-Executive Director, is not an independent Director as he is a nominee of a substantial shareholder, The Coca-Cola Company.

### DIRECTORS' RECOMMENDATION

The Directors unanimously support the re-election of each of the Directors and recommend that shareholders vote in favour of the resolutions.

## EXPLANATORY NOTES Continued

### SPECIAL BUSINESS

#### RESOLUTION 4 – PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2012-2014 LONG TERM INCENTIVE SHARE RIGHTS PLAN

Pursuant to ASX Listing Rule 10.14, approval is being sought to allow Mr Davis to participate, as an Executive Director of the Company, in the 2012-2014 Long Term Incentive Share Rights Plan ("LTISRP").

The LTISRP 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 LTISRP, including the performance of completed LTISRPs, are disclosed in the Remuneration Report within the Company's 2011 Annual Report.

Mr Davis' potential allocation of shares under the 2012-2014 LTISRP (as set out in the table below) is identical to the amount approved by shareholders for the prior year 2011-2013 LTISRP.

The dual performance hurdles in the 2012-2014 LTISRP continue to operate in the same way as the 2011-2013 LTISRP, being a Relative Total Shareholder Return ("TSR") hurdle and average annual growth in Earnings Per Share ("EPS") hurdle.

There has been no change to the hurdles that were set for the 2011-2013 LTISRP, including the minimum EPS hurdle, which continues to be set at 7.0% p.a. for the 2012-2014 LTISRP.

The two components in the 2012-2014 LTISRP 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 LTISRP is subject to measurement of the Company's TSR from 1 January 2012 to 31 December 2014. 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	Percentage of Maximum Awarded
51st percentile	100.0%	31,600	31,600	63,200	51.0%
55th percentile	127.5%	40,275	40,275	80,550	65.0%
60th percentile	156.9%	49,569	49,569	99,138	80.0%
65th percentile	176.5%	55,765	55,765	111,530	90.0%
70th percentile	186.3%	58,863	58,863	117,726	95.0%
75th percentile and above	196.1%	61,961	61,961	123,922	100.0%

(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.)

Due to the regular nature of the LTISRP awards, re-testing has not applied since the 2011-2013 LTISRP and accordingly will not apply for the 2012-2014 LTISRP. There has been no change to the number of shares awarded at the various TSR percentiles between the 51st and 75th percentile compared to the 2011-2013 LTISRP.

## Component B

Component B of Mr Davis' participation in the LTISRP is subject to measurement of the Company's average annual growth in EPS from 1 January 2012 to 31 December 2014.

If average growth in EPS is less than 7.0% per annum, no shares will be awarded to Mr Davis. If average growth in EPS is 7.0% per annum, Mr Davis will be awarded 63,200 shares. To the extent that average growth in EPS exceeds 7.0% 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.

There has been no change to the number of shares awarded at the various EPS growth percentages compared to the 2011-2013 LTISRP.

<b>Annual Average Growth in EPS</b>	<b>Percentage of Threshold Awarded</b>	<b>Shares Awarded</b>	<b>Percentage of Maximum Awarded</b>
7.0% growth	100.0%	63,200	51.0%
8.0% growth	117.6%	74,353	60.0%
8.5% growth	127.5%	80,549	65.0%
9.5% growth	147.1%	92,942	75.0%
13.5% growth	186.3%	117,726	95.0%
15.5% growth	195.1%	123,302	99.5%
16.0% growth and above	196.1%	123,922	100.0%

(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.)

In the event of a change of control of the Company prior to the end of a performance period, the Board has retained its discretion to remove the performance condition. If the Board exercises its discretion, any award will be made at the higher of:

- the number of threshold shares offered, or
- the number that would have been allocated under the actual performance condition, based on the most recent quarterly testing of the TSR and annual testing of the EPS hurdle respectively.

## SUMMARY

The approximate value of the 126,400 threshold number of shares using CCA's share price as at 31 December 2011 of \$11.51 = \$1.45 million (or if the 2011-2013 LTISRP fair value at grant date of \$9.11 was used, this would value the shares at \$1.15 million). The LTISRP component represents approximately 19% of Mr Davis' on-target remuneration package.

All shares to which Mr Davis may become entitled as a result of his participation in the 2012-2014 LTISRP will be allocated in respect of the 2012-2014 performance period by no later than 28 February 2015.

Where Mr Davis' employment ceases prior to the completion of the testing, (or retesting for plans prior to the 2011-2013 plan), of awards in the LTISRP, the Board will be able to allocate shares (or make a cash payment in lieu of such shares) in circumstances where it would otherwise be unfair not to do so. If his employment ceases during an uncompleted three year performance period, other than where a capital event has occurred, and provided that the Board considers it fair to do so, the Board may grant to Mr Davis the right to a pro rata award (or a cash payment in lieu of such award). Such an award will be made at the higher of:

- the number of threshold shares offered, or
- the number that would have been allocated under the actual performance condition, based on the most recent quarterly testing of the TSR and annual testing of the EPS hurdle respectively.

The shares will be acquired by the Trustee of the LTISRP on behalf of Mr Davis by purchase of shares at the prevailing market price.

Since the 2011 Annual General Meeting, 190,826 shares have been acquired on market in February 2012 to satisfy CCA's obligations to Mr Davis under the 2009-2011 LTISRP. The acquisition price for these shares was \$12.13 and, under the terms of the LTISRP, Mr Davis is not required to pay any monies.

No participant in this LTISRP or any LTISRP is entitled to any dividends on share rights. It is only if the LTISRP vests and shares are acquired that there is an entitlement to receive dividends on the shares. Consequently, Mr Davis will not receive dividends on the 2012-2014 LTISRP unless the plan vests at the end of 2014.

The proposal by the Board to offer share rights under the LTISRP 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 LTISRP will be published in each annual report of the Company relating to the performance period in which the shares have been awarded.

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 LTISRP. Should that change, no Director will be entitled to participate in the LTISRP unless their participation is approved by shareholders.

# EXPLANATORY NOTES Continued

## SPECIAL BUSINESS Continued

### **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 such 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.

Members of the key management personnel for the Company and their closely related parties must not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on this resolution. However, the Chairman of the Meeting may vote an undirected proxy if the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote any undirected proxies held by him in favour of this resolution.

### **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.

### **RESOLUTION 5 – PARTICIPATION BY EXECUTIVE DIRECTOR IN DEFERRED SECURITIES AWARDS UNDER THE SHORT TERM INCENTIVE PLAN**

As discussed in the Company's Remuneration Report, as part of its remuneration arrangements, the Company operates a short term incentive plan (STIP). Amendments were made to the STIP in 2012 in order to further align senior executives' interests with the performance of the Company. Under the revised STIP, approximately 30 of the most senior executives of the company effectively direct that a portion of their total actual earned STIP award be used to purchase fully paid ordinary shares in the Company. Those shares (or Deferred Securities) must then be held on trust for one year before they can be dealt with (and may be forfeited in certain circumstances).

As a result of the changes to the STIP, a portion of the STIP that would otherwise be paid in cash (without restrictions) will now be used to acquire ordinary shares in the Company which are subject to restrictions. These changes were implemented to the STIP to focus executives on the longer-term performance of the Company.

### **Reasons for seeking approval**

Shareholder approval is being sought for Mr Davis' participation in Deferred Securities Awards under the STIP for awards made in respect of 2012 and subsequent financial years. Deferred Securities Awards are the grants of the Deferred Securities (which are intended to be made at or around the time the financial results for the relevant financial year are released, that is, after the financial year has ended and once the STIP performance conditions have been assessed).

As the Deferred Securities will be purchased on-market, there is no requirement at law or under the Listing Rules for shareholders to approve the share allocation to Mr Davis. Accordingly, shareholder approval is not being sought under the Listing Rules, because the proposed grant is of a type for which shareholder approval is not required by the ASX. However, the Board considers it appropriate for corporate governance reasons alone to include the proposed grants as an item for shareholder approval so that shareholders will have an opportunity to consider and vote on this matter.

### **Summary of the terms of the Deferred Securities**

The amount awarded to Mr Davis in respect of each financial year will depend on the achievement of defined business and individual performance criteria. Whether a STIP award is due and payable for a performance period, and the amount of an award, will be determined following the end of the performance period. Once the amount has been determined, an amount equivalent to 15% of any pre-tax (i.e. gross) STIP award will be used to acquire Deferred Securities on-market. The amount payable for the Deferred Securities Component will be deducted from the net after tax STIP award. In other words, 15% of the total pre-tax award will be deducted from Mr Davis' post-tax award in order to purchase shares in the Company.

The actual number of Deferred Securities to be acquired will be determined by dividing the dollar value of the Deferred Securities Component by the average market price of Company shares purchased in the two trading days after the release of the full year results following the end of the financial year.

The trustee of the Company's Employees Share Plan will hold the Deferred Securities on trust for and on behalf of Mr Davis pursuant to the rules of the Company's Employees Share Plan Rules for a holding period of one year. During the holding period, Mr Davis may not trade or otherwise deal with the Deferred Securities. As the Deferred Securities are granted pursuant to a STIP award which will have been earned when the Deferred Securities are acquired, dividends are payable in respect of Deferred Securities to Mr Davis, and voting rights are subject to the share plan rules.



The Deferred Securities will be forfeited by Mr Davis if his employment is terminated for cause or if he commits any fraud, dishonesty, defalcation or serious misconduct in relation to the Company or the STIP. If Mr Davis' employment ceases during the holding period for any other reason, the Deferred Securities will continue to be held on trust until the end of the holding period, subject to an exercise of discretion by the Board and limited forfeiture conditions, including not taking up employment with a competitor, supplier or customer of the Company, again subject to an exercise of discretion by the Board. At the end of the holding period, the ownership of the Deferred Securities will be transferred to Mr Davis (unless a forfeiture circumstance has occurred).

**Cash replacement**

If shareholders do not approve the grant of these shares at this meeting, the whole of the STIP will be provided in cash.

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 STIP.

**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 such 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.

Members of the key management personnel for the Company and their closely related parties must not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on this resolution. However, the Chairman of the Meeting may vote an undirected proxy if the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote any undirected proxies held by him in favour of this resolution.

**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

## 2012–2014 LTISRP

Company Name	Peer 1	Peer 2	Company Name	Peer 1	Peer 2
AAQ Holdings		Yes	Little World Beverages Limited		Yes
AGL Energy Limited	Yes		MSF Sugar Limited		Yes
Ancor Limited	Yes		Metcash Limited		Yes
Ansell Limited	Yes		Monadelphous Group Limited	Yes	
APA Group	Yes		Myer Holdings Limited	Yes	
Asciano Group	Yes		News Corporation Inc ( CDI 'B')	Yes	
Australian Agricultural Company Limited		Yes	Onesteel Limited	Yes	
Australian Vintage Group Limited		Yes	Orica Limited	Yes	
Bega Cheese		Yes	Oz Brewing Limited		Yes
Bluescope Steel Limited	Yes		Patties Foods Ltd		Yes
Boart Longyear Limited	Yes		Primary Health Care Limited	Yes	
Boral Limited	Yes		Primeag Australia Limited		Yes
Brambles Limited	Yes		Qantas Airways Limited	Yes	
Buderim Ginger Limited		Yes	QR National Limited	Yes	
Caltex Australia Limited	Yes		Ramsay Health Care Limited	Yes	
Campbell Brothers Limited	Yes		Ridley Corporation Limited		Yes
Clean Seas Tuna Limited		Yes	Seek Limited	Yes	
Coca-Cola Amatil Limited	Yes	Yes	Select Harvests Limited		Yes
Cochlear Limited	Yes		Seven West Media Limited	Yes	
CSR Limited	Yes		Sims Metal Management Limited	Yes	
Computershare Limited	Yes		Sonic Healthcare Limited	Yes	
Crown Limited	Yes		Spark Infrastructure Group	Yes	
CSL Limited	Yes		Sydney Airport	Yes	
David Jones Limited	Yes		Tabcorp Holdings Limited	Yes	
Downer EDI Limited	Yes		Tandou Limited		Yes
Duet Group	Yes		Tassal Group Limited		Yes
Echo Entertainment Group	Yes		Tatts Group Limited	Yes	
Elders Limited		Yes	Telstra Corporation Limited	Yes	
Fairfax Media Limited	Yes		Toll Holdings Limited	Yes	
Farm Pride Foods Limited		Yes	Transfield Services Limited	Yes	
FFI Holdings Limited		Yes	Transurban Group	Yes	
Freedom Food Group Limited		Yes	Treasury Wine Estates Limited		Yes
Gage Roads Brewing Co Limited		Yes	TW Holdings Limited		Yes
Goodman Fielder Limited		Yes	United Group Limited	Yes	
GrainCorp Limited		Yes	Viterra CDI		Yes
Harvey Norman Holdings Limited	Yes		Warrnambool Cheese & Butter Factory Co. Holdings Ltd		Yes
Incitec Pivot Limited	Yes		Webster Limited		Yes
James Hardie Industries CDI	Yes		Wesfarmers Limited		Yes
JB Hi-Fi	Yes		Woolworths Limited		Yes
Leighton Holdings Limited	Yes		Worleyparsons Limited	Yes	

# APPENDIX 2

## RE-ELECTION OF DIRECTORS

The following Directors are standing for re-election at the meeting.

### **DAVID MICHAEL GONSKI, AC**

David Gonski was born in Cape Town, South Africa and emigrated to Australia as a child in 1961. He was educated in Sydney and graduated from The University of New South Wales in 1976 with a Bachelor of Commerce and in 1977 with a Bachelor of Laws.

Mr Gonski began his career as a solicitor with Freehill, Hollingdale & Page in 1977 (being admitted a solicitor in New South Wales in 1978) and became a partner in 1979 specialising in corporate law, mergers and acquisitions. Between 1978 and 1983, in addition to his duties at Freehills, he lectured part-time at The University of New South Wales Law School.

After a successful career in law, Mr Gonski left Freehills in 1986 and entered the commercial world. In 1987 Mr Gonski was one of the founders of the corporate advisory firm Wentworth Associates Pty Ltd which advised many of Australia's largest companies and which was acquired by Investec Bank in 2001.

Mr Gonski has in the past held a number of directorships including publicly listed companies:- Director of the ANZ Banking Group, Director of John Fairfax Holdings Limited, ING Australia Limited and Westfield Group and Chairman of Hoyts Limited.

In addition to his public directorships Mr Gonski has been very involved in the arts and other not for profit enterprises. He has previously been Chairman of the Australia Council for the Arts, the National Institute of Dramatic Art, the Trustees of Sydney Grammar School, the Bundanon Trust, Film Australia Pty Ltd and the Art Gallery of New South Wales.

Mr Gonski has also been a member of the Takeovers Panel, The Prime Minister's Community Business Partnership, and the Chairman's Panel of the Business Council of Australia and was the author of the Gonski Report into the Australian Film Industry; a member of the inquiry into the definition of Charities and Related Organisations, the inquiry into the Major Performing Arts in Australia and Chair of the Federal Government Review on the Funding of Schools in Australia.

Mr Gonski is currently, in addition to being the Chairman of Coca-Cola Amatil Limited, Chairman of ASX Limited and a Director of Singapore Airlines Ltd. He also Chairs Investec Bank (Australia) Ltd, the National E-Health Transition Authority, the Sydney Theatre Company and Ingeus Ltd. He is Chancellor of The University of New South Wales and a member of the Board of Infrastructure NSW.

On 14 March 2012, it was announced that Mr Gonski would be appointed Chairman of the Future Fund on 3 April 2012. In that announcement, Mr Gonski stated his intention to step down from the Board and as Chairman of ASX Limited by 30 June 2012 and noted that his position on the Board of Singapore Airlines would end in July 2012.

Mr Gonski joined the Board of Coca-Cola Amatil Limited in 1997 and was appointed Chairman in 2001.

### **GEOFFREY JAMES KELLY**

Geoff Kelly was born and educated in Sydney, Australia and graduated in law from the University of Sydney.

Mr Kelly joined The Coca-Cola Company in Sydney in 1970 and transferred to the international headquarters of the Company in New York in 1971. During his long career with the Company, he has worked and lived in Asia and Europe in addition to assignments with the corporate headquarters of the Company in Atlanta, Georgia. He was appointed Vice President and International Counsel in 2000, Deputy General Counsel in 2001 and Senior Vice President and Chief Deputy General Counsel in 2004.

In 2005, Mr Kelly was appointed General Counsel of The Coca-Cola Company and, in this capacity, had responsibility for the global legal affairs and shareholder relations of the Company. He retired as Senior Vice President and General Counsel of The Coca-Cola Company effective as of 1 March 2012, although he is continuing to provide consultancy services to this Company.

Mr Kelly has served on a number of joint venture and subsidiary boards of The Coca-Cola Company in Asia and also currently serves as an advisory board member of YKK Americas, as a Director of the University of Sydney USA Foundation and as a Director of the U.S. Leadership Council on Legal Diversity.

Mr Kelly served as a Director of CCA from 1996 until 2001 and re-joined the Board in 2004.

### **MARTIN JANSEN**

Martin Jansen was born in Epe, the Netherlands, and graduated from HEAO Groningen with a Bachelor of Commercial Economics Degree. He also is a Graduate of the Executive Development Program at Northwestern University Kellogg School of Management.

Mr Jansen started his career with Jacobs Suchard-Cote d'Or (now part of Kraft Foods) and 10 years with Bahlsen. He held positions in Sales, Marketing and General Management in the Netherlands and Germany and was CEO for Bahlsen Snacks Germany before he joined the Coca-Cola system. He was also Manager of a professional football club in the Netherlands.

Mr Jansen joined the Coca-Cola system in 1998 when he was appointed Chief Operating Officer for Coca-Cola Sabco (CCS). In 2001, he was appointed Chief Executive Officer leading an anchor bottler with operations in 12 countries in Africa and Asia. Mr Jansen led CCS' expansion from Africa into Asia via the acquisition of bottling operations in five Asian countries.

Mr Jansen joined The Coca-Cola Company in 2007 and currently is Chief Executive Officer for Coca-Cola China Industries Ltd (CCCIL) and as Regional Director is responsible for The Coca-Cola Company's Bottling Investment interests in China, Singapore and Malaysia.

In addition to his directorship with CCA, Mr Jansen also serves on the board of Haad Thip Public Company Limited (Thailand bottling company). He also serves as a non-executive director of The Coca-Cola Company African Foundation.

Mr Jansen joined the CCA Board in 2009.

