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18 December 2007

Australian Securities Exchange  
Company Announcements Office  
Exchange Centre  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

**OFF-MARKET SHARE BUY-BACK**

In accordance with the Listing Rule 3.17, attached are copies of the Buy-Back Booklet and Buy-Back Tender forms in respect of the Off-Market Share Buy-Back announced on 5 December 2007.

These documents are being mailed to Eligible Shareholders.

Yours sincerely



George Forster  
General Counsel and Company Secretary

**Tender Form – Issuer Sponsored Holders**

(500 Shares or less)

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

Securityholder Reference Number (SRN):

Shares you can tender as at 14 December 2007:

As you hold 500 Shares or less, you must tender **all** your Shares if you wish to participate in the Buy-Back.

**A**

I/We offer to sell **all** my/our Shares to Coca-Cola Amatil at the Tender Discount specified or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents:

**B** Shares as a **FINAL PRICE TENDER**

**OR**

Shares at a **TENDER DISCOUNT**

If you wish to tender **all** your Shares as a Final Price Tender, please indicate with a tick.

If you wish to tender **all** your Shares at one of the specified Tender Discounts, please tick **one** of the Tender Discounts.









at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

**C** **THIS PART C IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY – IF YOU COMPLETE PART C YOU MUST ALSO COMPLETE PART B:** You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than one of the following prices. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price.

\$7.50

\$8.00

\$8.50

\$9.00

**D** Please sign within the boxes below in accordance with instructions overleaf

Individual OR Sole Director and Sole Company Secretary

Joint Shareholder 2 OR Director/Company Secretary

Joint Shareholder 3 OR Director

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name (PRINT)

**TENDER FORMS MUST BE RECEIVED BY THE SHARE REGISTRY BY 7:00PM (SYDNEY TIME) ON FRIDAY, 25 JANUARY 2008**

**CCL BBT001**

# Tender Form Instructions – Issuer Sponsored Holders

## (500 Shares or less)

### How to complete this Tender Form

The instructions below are cross-referenced to each section of the Tender Form. Please complete the form in black ink.

- A** This is the number of Shares you can tender into the Buy-Back. As you hold 500 Shares or less, if you wish to participate in the Buy-Back, you must tender all your Shares.
- B** Part B allows you to choose whether you Tender your Shares as a Final Price Tender **OR** at one of the specified Tender Discounts. As you hold 500 Shares or less you cannot split your holding and tender different parcels of Shares at different Tender Discounts.
- C** Part C is optional, and allows you to specify a Minimum Price. You should tick one (and only one) of the Minimum Price options if you wish to make your Tender conditional on the Buy-Back Price being no less than the Minimum Price you select. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price, none of your Shares will be bought back. If you specify a Minimum Price you must also complete Part B. **You must not tick more than one box – if you choose more than one Minimum Price, your Tender will be deemed to be conditional on the lowest Minimum Price that you have chosen.**
- D** Sign and date the Tender Form at Part D. By signing and returning this Tender Form you acknowledge that you have read and understood the Buy-Back Documents and that the Tender specified on this Tender Form is an offer to sell the tendered shares to Coca-Cola Amatil at the Tender Discount specified or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents.

**Joint shareholders** – all holders must sign.

**Under power of attorney** – where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry.

**Deceased estate** – all executors should sign. If not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.

**Company** – this form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

### Submitting your Tender Form

If you require further information on how to complete this form please contact the Buy-Back Information Line on 1800 187 991 (within Australia) or +61 2 8280 7476 (from outside Australia).

Use the enclosed envelope to send or deliver your completed and signed Tender Form to the following address so that it is received no later than 7:00pm (Sydney time) on Friday, 25 January 2008.

**Mailing Address**  
Coca-Cola Amatil Limited  
C/- Link Market Services Limited  
Reply Paid 1511  
SYDNEY SOUTH NSW 1234

**Delivery Address**  
Coca-Cola Amatil Limited  
C/- Link Market Services Limited  
Level 12, 680 George Street  
SYDNEY NSW 2000

THIS TENDER FORM RELATES TO THE COCA-COLA AMATIL LIMITED BUY-BACK BOOKLET DATED 7 DECEMBER 2007 AND SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING A TENDER, ARE SET OUT IN THE BUY-BACK BOOKLET.

**Tender Form – Issuer Sponsored Holders**

*(more than 500 Shares)*

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

**Securityholder Reference Number (SRN):**

Shares you can tender as at 14 December 2007:

**A**

I/We offer to sell the following Shares to Coca-Cola Amatil at the Tender Discount(s) specified and/or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents:

**B**

Insert the **number** of Shares (if any) you wish to tender as a Final Price Tender.

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as a **FINAL PRICE TENDER**

Insert the **number** of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares.

**AND/OR**

--	--	--	--	--	--	--	--	--	--

at a  Tender Discount

--	--	--	--	--	--	--	--	--	--

at a  Tender Discount

--	--	--	--	--	--	--	--	--	--

at a  Tender Discount

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at a  Tender Discount

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at a  Tender Discount

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at a  Tender Discount

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at a  Tender Discount

*(Add up rows in Part B)*

**=**

**C**

**TOTAL NUMBER OF SHARES TENDERED**

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The number of Shares in Part C must not be more than the number in Part A, but must be greater than or equal to 500 Shares.

**D**

**THIS PART D IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY – IF YOU COMPLETE PART D YOU MUST ALSO COMPLETE PARTS B AND C:** You should only tick a Minimum Price if you wish to make your Tender(s) conditional on the Buy-Back Price being no less than one of the following prices. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price.

\$7.50

\$8.00

\$8.50

\$9.00

**E**

Please sign within the boxes below in accordance with instructions overleaf

Individual OR Sole Director and Sole Company Secretary

Telephone Number – Business Hours



Joint Shareholder 2 OR Director/Company Secretary

Telephone Number – After Hours



Joint Shareholder 3 OR Director

Contact Name (PRINT)

**TENDER FORMS MUST BE RECEIVED BY THE SHARE REGISTRY BY 7:00PM (SYDNEY TIME) ON FRIDAY, 25 JANUARY 2008**

**CCL BBT002**



# Tender Form Instructions – Issuer Sponsored Holders

## (more than 500 Shares)

### How to complete this Tender Form

The instructions below are cross-referenced to each section of the Tender Form. Please complete the form in black ink.

- A** This is the maximum number of Shares you can tender into the Buy-Back. You must tender at least 500 Shares if you wish to participate in the Buy-Back.
- B** Part B allows you to choose whether you Tender your Shares as a Final Price Tender and/or at one or more of the specified Tender Discounts. You may tender different parcels of Shares at different Tender Discounts. For example, you may tender some Shares shown in Part A as a Final Price Tender, some Shares at the specified Tender Discount of say, 8 percent, and some Shares at the specified Tender Discount of say, 12 percent. Each parcel of Shares tendered at a different Tender Discount is a separate Tender.
- C** You must add up the number of Shares inserted in Part B and write the total number in Part C. This total number must not exceed the number of Shares shown in Part A, but must be greater than or equal to 500 Shares.
- D** Part D is optional, and allows you to specify a Minimum Price. You should tick one (and only one) of the Minimum Price options if you wish to make your Tender(s) conditional on the Buy-Back Price being no less than the Minimum Price you select. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price, none of your Shares will be bought back. If you specify a Minimum Price you must also complete Parts B and C. **You must not tick more than one box – if you choose more than one Minimum Price, your Tender(s) will be deemed to be conditional on the lowest Minimum Price that you have chosen.**
- E** Sign and date the Tender Form at Part E. By signing and returning this Tender Form you acknowledge that you have read and understood the Buy-Back Documents and that the Tender(s) specified on this Tender Form are offers to sell the tendered Shares to Coca-Cola Amatil at the Tender Discount(s) specified and/or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents.

**Joint shareholders** – all holders must sign.

**Under power of attorney** – where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry.

**Deceased estate** – all executors should sign. If not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.

**Company** – this form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

### Submitting your Tender Form

If you require further information on how to complete this form please contact the Buy-Back Information Line on 1800 187 991 (within Australia) or +61 2 8280 7476 (from outside Australia).

Use the enclosed envelope to send or deliver your completed and signed Tender Form to the following address so that it is received no later than 7:00pm (Sydney time) on Friday, 25 January 2008.

#### Mailing Address

Coca-Cola Amatil Limited  
C/- Link Market Services Limited  
Reply Paid 1511  
SYDNEY SOUTH NSW 1234

#### Delivery Address

Coca-Cola Amatil Limited  
C/- Link Market Services Limited  
Level 12, 680 George Street  
SYDNEY NSW 2000

THIS TENDER FORM RELATES TO THE COCA-COLA AMATIL LIMITED BUY-BACK BOOKLET DATED 7 DECEMBER 2007 AND SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING A TENDER, ARE SET OUT IN THE BUY-BACK BOOKLET.

**Tender Form – CHESs Sponsored Holders**

**(500 Shares or less)**

**THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.**

**Do NOT send your Tender Form to Coca-Cola Amatil Share Registry. Send this form to your controlling CHESs participant.**

Controlling CHESs participant as at 14 December 2007:

**Holder Identification Number (HIN):**

Shares you can tender as at 14 December 2007:

As you hold 500 Shares or less, you must tender **all** your Shares if you wish to participate in the Buy-Back.

**A**

I/We offer to sell **all** my/our Shares to Coca-Cola Amatil at the Tender Discount specified or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents:

**B** Shares as a **FINAL PRICE TENDER**

If you wish to tender **all** your Shares as a Final Price Tender, please indicate with a tick.

**OR**

Shares at a **TENDER DISCOUNT**

If you wish to tender **all** your Shares at one of the specified Tender Discounts, please tick **one** of the Tender Discounts.

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

**C THIS PART C IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY – IF YOU COMPLETE PART C YOU MUST ALSO COMPLETE PART B:** You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than one of the following prices. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price.

\$7.50

\$8.00

\$8.50

\$9.00

**D Please sign within the boxes below in accordance with instructions overleaf**

Individual OR Sole Director and Sole Company Secretary

Joint Shareholder 2 OR Director/Company Secretary

Joint Shareholder 3 OR Director

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name (PRINT)

**TENDER FORMS MUST BE RECEIVED BY YOUR CONTROLLING PARTICIPANT SO THAT YOUR CONTROLLING PARTICIPANT CAN PROCESS BY 7:00PM (SYDNEY TIME) ON FRIDAY, 25 JANUARY 2008**

**CCL BBT003**

# Tender Form Instructions – CHESSE Holders

## (500 Shares or less)

### How to complete this Tender Form

The instructions below are cross-referenced to each section of the Tender Form. Please complete the form in black ink.

- A** This is the number of Shares you can tender into the Buy-Back. As you hold 500 Shares or less, if you wish to participate in the Buy-Back, you must tender all your Shares.
- B** Part B allows you to choose whether you Tender your Shares as a Final Price Tender **OR** at one of the specified Tender Discounts. As you hold 500 Shares or less you cannot split your holding and tender different parcels of Shares at different Tender Discounts.
- C** Part C is optional, and allows you to specify a Minimum Price. You should tick one (and only one) of the Minimum Price options if you wish to make your Tender conditional on the Buy-Back Price being no less than the Minimum Price you select. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price, none of your Shares will be bought back. If you specify a Minimum Price you must also complete Part B. **You must not tick more than one box – if you choose more than one Minimum Price, your Tender will be deemed to be conditional on the lowest Minimum Price that you have chosen.**
- D** Sign and date the Tender Form at Part D. By signing and returning this Tender Form you acknowledge that you have read and understood the Buy-Back Documents and that the Tender specified on this Tender Form is an offer to sell the tendered shares to Coca-Cola Amatil at the Tender Discount specified or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents.

**Joint shareholders** – all holders must sign.

**Under power of attorney** – where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. Contact your controlling participant for any additional documentation required by them.

**Deceased estate** – all executors should sign. Contact your controlling participant for any additional documentation required by them.

**Company** – this form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

### Submitting your Tender Form

**Do not send your Tender Form to the Coca-Cola Amatil Share Registry.**

You need to ensure that your Controlling Participant (normally your stockbroker) receives your Tender instructions in sufficient time for them to process your Tender no later than 7:00 pm (Sydney time) on Friday, 25 January 2008. The name of the Controlling Participant who manages your CHESSE holding as at Friday, 14 December 2007 is pre-printed on the front of this Tender Form.

If you require further information on how to complete this form please contact the Buy-Back Information Line on 1800 187 991 (within Australia) or +61 2 8280 7476 (from outside Australia).

THIS TENDER FORM RELATES TO THE COCA-COLA AMATIL LIMITED BUY-BACK BOOKLET DATED 7 DECEMBER 2007 AND SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING A TENDER, ARE SET OUT IN THE BUY-BACK BOOKLET.

**Tender Form – CHESs Sponsored Holders**

(more than 500 Shares)

**THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.**

**Do NOT send your Tender Form to Coca-Cola Amatil Share Registry. Send this form to your controlling CHESs participant.**

Controlling CHESs participant as at 14 December 2007:

**Holder Identification Number (HIN):**

Shares you can tender as at 14 December 2007:

**A**

I/We offer to sell the following Shares to Coca-Cola Amatil at the Tender Discount(s) specified and/or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents:

**B** Insert the **number** of Shares (if any) you wish to tender as a Final Price Tender.

as a **FINAL PRICE TENDER**

Insert the **number** of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares.

**AND/OR**

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

at a  Tender Discount

(Add up rows in Part B)

**=**

**C** **TOTAL NUMBER OF SHARES TENDERED**

The number of Shares in Part C must not be more than the number in Part A, but must be greater than or equal to 500 Shares.

**D** **THIS PART D IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY – IF YOU COMPLETE PART D YOU MUST ALSO COMPLETE PARTS B AND C:** You should only tick a Minimum Price if you wish to make your Tender(s) conditional on the Buy-Back Price being no less than one of the following prices. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price.

\$7.50

\$8.00

\$8.50

\$9.00

**E** Please sign within the boxes below in accordance with instructions overleaf

Individual OR Sole Director and Sole Company Secretary

Telephone Number – Business Hours

(  )

Joint Shareholder 2 OR Director/Company Secretary

Telephone Number – After Hours

(  )

Joint Shareholder 3 OR Director

Contact Name (PRINT)

**TENDER FORMS MUST BE RECEIVED BY YOUR CONTROLLING PARTICIPANT SO THAT YOUR CONTROLLING PARTICIPANT CAN PROCESS BY 7:00PM (SYDNEY TIME) ON FRIDAY, 25 JANUARY 2008**

**CCL BBT004**





# Tender Form Instructions – CHESSE Holders

## (more than 500 Shares)

### How to complete this Tender Form

The instructions below are cross-referenced to each section of the Tender Form. Please complete the form in black ink.

- A** This is the maximum number of Shares you can tender into the Buy-Back. You must tender at least 500 Shares if you wish to participate in the Buy-Back.
- B** Part B allows you to choose whether you Tender your Shares as a Final Price Tender and/or at one or more of the specified Tender Discounts. You may tender different parcels of Shares at different Tender Discounts. For example, you may tender some Shares shown in Part A as a Final Price Tender, some Shares at the specified Tender Discount of say, 8 percent, and some Shares at the specified Tender Discount of say, 12 percent. Each parcel of Shares tendered at a different Tender Discount is a separate Tender.
- C** You must add up the number of Shares inserted in Part B and write the total number in Part C. This total number must not exceed the number of Shares shown in Part A, but must be greater than or equal to 500 Shares.
- D** Part D is optional, and allows you to specify a Minimum Price. You should tick one (and only one) of the Minimum Price options if you wish to make your Tender(s) conditional on the Buy-Back Price being no less than the Minimum Price you select. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price, none of your Shares will be bought back. If you specify a Minimum Price you must also complete Parts B and C. **You must not tick more than one box – if you choose more than one Minimum Price, your Tender(s) will be deemed to be conditional on the lowest Minimum Price that you have chosen.**
- E** Sign and date the Tender Form at Part E. By signing and returning this Tender Form you acknowledge that you have read and understood the Buy-Back Documents and that the Tender(s) specified on this Tender Form are offers to sell the tendered Shares to Coca-Cola Amatil at the Tender Discount(s) specified and/or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents.

**Joint shareholders** – all holders must sign.

**Under power of attorney** – where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. Contact your controlling participant for any additional documentation required by them.

**Deceased estate** – all executors should sign. Contact your controlling participant for any additional documentation required by them.

**Company** – this form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

### Submitting your Tender Form

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You need to ensure that your Controlling Participant (normally your stockbroker) receives your Tender instructions in sufficient time for them to process your Tender no later than 7:00 pm (Sydney time) on Friday, 25 January 2008. The name of the Controlling Participant who manages your CHESSE holding as at Friday, 14 December 2007 is pre-printed on the front of this Tender Form.

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