



13 April 2016

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

2015 CORPORATE GOVERNANCE STATEMENT AND APPENDIX 4G

In accordance with Listing Rule 4.7.3, 4.7.4 and 4.10.3, attached is CCA's 2015 Corporate Governance Statement and Appendix 4G.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'K. Newton-John', is written over a faint, light blue circular watermark or background.

Katie Newton-John
Group Company Secretary

CORPORATE GOVERNANCE STATEMENT 2015

THE BOARD AND ITS ROLE

At Coca-Cola Amatil Limited (CCA or Company), the Board of Directors is committed to achieving the highest standards in the areas of corporate governance and business conduct. We see this commitment as fundamental to the sustainability and performance of our business and to protecting and enhancing shareholder value. This Corporate Governance Statement reports on the corporate governance principles and practices followed by CCA for the period from 1 January 2015 to 31 December 2015 (FY2015) as required by the Australian Securities Exchange (ASX) Listing Rules.

Throughout FY2015, the Company followed all of the recommendations established in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 3rd Edition (ASX Principles).

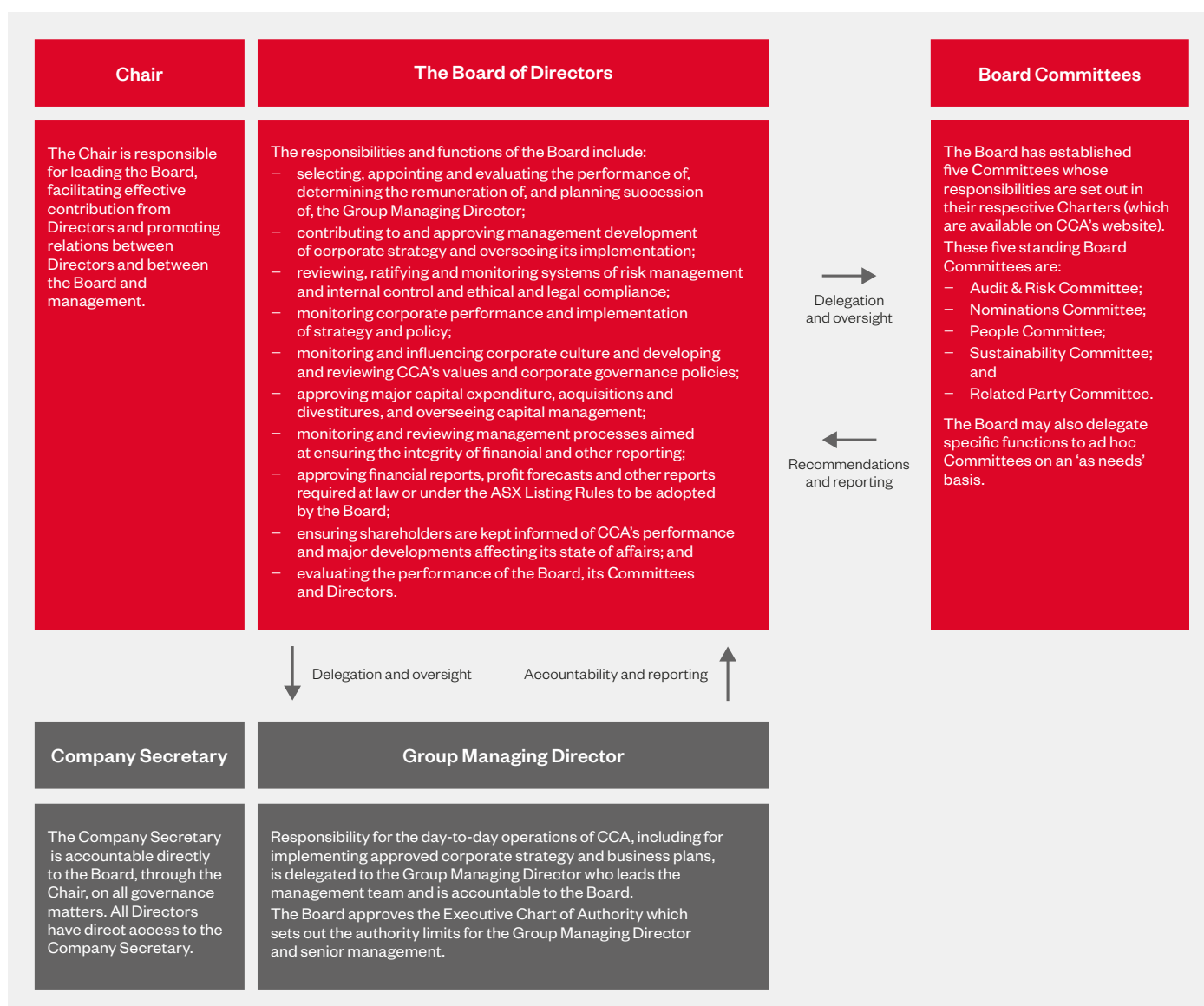
This Corporate Governance Statement is current as at 16 February 2016 and has been approved by the Board of Directors.

The policies and Board and Committee Charters referred to in this Corporate Governance Statement may be accessed on the Company's website at www.ccamatil.com.

Role of the Board

The Board represents and serves the interests of shareholders and has the ultimate responsibility for managing CCA's business and affairs to the highest standards of corporate governance and business conduct. The Board strives to protect and optimise CCA's performance and build sustainable value for shareholders in accordance with applicable duties and obligations and within a framework of prudent and effective controls that enable risk to be assessed and managed.

In FY2015, the Board adopted a Board Charter that sets out its purpose and responsibilities and the delegation of its duties and powers to Committees and management through the Group Managing Director. This division of roles and responsibilities is illustrated in the diagram below.



Composition of the Board

The composition of the Board is based on the following factors:

- the majority of the Board comprises independent Non-Executive Directors;
- the Chairman is an independent Non-Executive Director (which includes being independent from The Coca-Cola Company) and is not the same person as the Group Managing Director;
- the Group Managing Director is an Executive Director;
- The Coca-Cola Company may nominate two Non-Executive Directors (currently Martin Jansen and Krishnakumar Thirumalai);
- one-third of the Board (other than the Group Managing Director) is required to retire at each Annual General Meeting and may stand for re-election. The Directors to retire shall be those who have been longest in office since their last election; and
- a Director who has been appointed by the Board to fill a casual vacancy is required to be considered for re-election by the shareholders at the next Annual General Meeting.

Details of the qualifications, experience and expertise of each Director are set out on page 14-15 of the Company's Annual Report 2015. Attendance at Board and Committee meetings and the names of Committee members are included in the Directors' Report on page 29 of the Annual Report 2015.

Mix of Skills on the Board

CCA aims to have an appropriate mix of skills and experience on the Board and its Committees so that the Board can operate efficiently and effectively, and discharge its responsibilities. The Board's current 'skills matrix' incorporates expertise and experience across a wide range of areas, including: financial, risk management, corporate governance, strategy development, legal, human resources, leadership, work health safety, fast-moving consumer goods (FMCGs) and corporate sustainability. The Board has strong ASX top 50 expertise and business experience (including CEO, non-executive director and senior management roles) both in Australia and internationally (including Asia). Directors also have a breadth of community involvement, including non-executive director positions.

Skills, experience and expertise

- Financial acumen
- Human Resources
- Risk management
- Leadership
- Corporate governance
- Work health safety
- Strategy development
- International business experience
- Fast-moving consumer goods
- Corporate sustainability
- Legal
- ASX top 50
- Retail
- Community involvement

Directors' independence

The majority of Directors on the Board are independent Directors. A Director is considered independent provided he or she is free of any interest, position, association or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of CCA shareholders generally. For example, if the Director has a business or other relationship with a related party, this would affect his or her independence (depending on the nature of the relationship). A related party for this purpose would include The Coca-Cola Company.

In FY2015, the Board adopted a definition of independence based on that set out in Box 2.3 of the ASX Principles.

When a potential conflict of interest arises, the Director concerned withdraws from the Board meeting while the relevant matters are considered. Accordingly, the Director concerned neither takes part in discussions nor exercises any influence over the Board if a potential conflict of interest exists. Transactions with The Coca-Cola Company are reviewed by the Related Party Committee. Related party transactions in FY2015 are disclosed in Note 16 to the financial statements in the 2015 Annual Report.

The Board comprised the following members during FY2015:

Name	Position	Independent	Appointed
David Gonski, AC	Chairman, Non-Executive Director	Yes	1997
Alison Watkins	Executive Director and Group Managing Director	No	2014
Ilana Atlas	Non-Executive Director	Yes	2011
John Borghetti ¹	Non-Executive Director	Yes	2015
Catherine Brenner	Non-Executive Director	Yes	2008
Anthony (Tony) Froggatt	Non-Executive Director	Yes	2010
Martin Jansen ²	Non-Executive Director	No	2009
Wal King, AO	Non-Executive Director	Yes	2002
David Meiklejohn, AM	Non-Executive Director	Yes	2005
Krishnakumar Thirumalai ²	Non-Executive Director	No	2014

¹ Appointed to the Board with effect from 1 December 2015.

² Nominated by The Coca-Cola Company.

THE BOARD AND ITS ROLE (CONTINUED)

Tenure

The Board recognises that the independence of all Directors must be regularly assessed, and is cognisant of the need to monitor the effect of length of tenure on a Director's actual or perceived independence. However, the Board does not believe that it should establish an arbitrary limit on tenure. The Board believes that having Directors with a range of tenures is what is important so as to provide diversities of experience and relationships with the Company.

The Board has assessed the independence of each Director in light of their tenure. Based on its assessment, the Board determined that each independent Director remains able to bring an independent mind to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally. The Board regards the wealth of knowledge and experience in company and industry matters that each Director brings as a great asset of the Board, and which enables its continued effective operation.

Board selection

The Board's Nominations Committee regularly reviews and makes recommendations to the Board on the balance of skills, knowledge, experience, independence and diversity the Board is looking to achieve in its membership, the mix currently represented on the Board, and the desirable qualities and capabilities for a new Director appointment.

The process of appointing a Director is that when a vacancy exists, or is expected, the Nominations Committee identifies candidates with the appropriate expertise and experience having regard to the skills that the candidate would bring to the Board and the balance of skills that the existing Directors hold. A thorough background check is conducted in relation to all prospective Director candidates. The Board reviews the candidates and the most suitable person is either appointed by the Board and comes up for re-election at the next Annual General Meeting or is recommended to shareholders for election at a shareholders' meeting. All material information in CCA's possession relevant to a Director's election and subsequent re-election is provided to shareholders in the relevant Notice of Meeting.

Further information regarding the role and responsibilities of the Nominations Committee can be found on page 5 of this Corporate Governance Statement.

Induction and training

On appointment, each Non-Executive Director is required to acknowledge the terms of appointment as set out in their written letter of appointment. The appointment letter covers, amongst other things, the term of appointment, roles and responsibilities, remuneration including superannuation and expenses, dealing in CCA's shares, disclosure of the Director's interests, insurance and indemnity and termination. The Director is provided with the policies and other documents that are relevant to their role and will assist the Director in meeting their legal obligations and maintaining the Company's core values.

An induction program is made available to newly appointed Directors covering briefings on the culture and values of the Company, the roles and responsibilities of senior executives and the Company's financial, strategic, operational and risk management position. The program also includes such topics as the Board's role, Board composition and conduct, and the risks and responsibilities of company directors, to ensure that new Directors are fully informed on expectations placed on them and of current governance issues.

In addition, all Directors are provided with ongoing professional development opportunities that relate to matters pertinent to the Company, including regular briefings on legal, accounting and compliance issues that relate to the Company. During 2015, Directors were provided with education sessions with the external auditor, briefing sessions on developments in Work Health and Safety legislation and updates on the countries and markets in which CCA operates and site visits.

Access to information, independent advice and indemnification

For the purposes of the proper performance of their duties, Directors are entitled to seek independent professional advice at CCA's expense. Before doing so, a Director must notify the Chairman (or the Group Managing Director in the Chairman's absence) and must make a copy of the advice available to all Directors.

Share ownership and dealings

Details of the shareholdings of Directors in the Company are set out in the Directors' Report on page 29 of the 2015 Annual Report.

Non-Executive Directors are encouraged to hold CCA shares, with shareholding guidelines introduced during 2010, based on length of time served as a CCA Director. See page 65 of the Remuneration Report in the Annual Report 2015 for details.

AT COCA-COLA AMATIL LIMITED, THE BOARD OF DIRECTORS IS COMMITTED TO ACHIEVING THE HIGHEST STANDARDS IN THE AREAS OF CORPORATE GOVERNANCE AND BUSINESS CONDUCT

BOARD COMMITTEES

Audit & Risk Committee

The Audit & Risk Committee comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are independent. The Committee is chaired by an independent Director who is not the Chairman of the Board.

The purpose of the Committee is to oversee risk management and internal controls in relation to all risks across CCA, with detailed oversight of financial risks. Specifically, the Committee is responsible for:

- financial reporting: to ensure the balance, transparency and integrity of published financial information;
- internal controls and risk management: to confirm the effectiveness of CCA's internal control and risk management system;
- internal audit: to be satisfied with the effectiveness of the internal audit function and to approve the appointment and assess the performance of the internal auditor;
- external audit: to ensure an independent audit process, recommend the appointment of the external auditor to the Board and assess the performance of the external auditor; and
- compliance with laws, regulations and internal policies and industry standards generally: to oversee CCA's process for monitoring compliance.

People Committee

The People Committee (previously the Compensation Committee) comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are independent Directors. The Committee is chaired by an independent Director who is not the Chairman of the Board.

The purpose of the Committee is to review, approve and in specific cases make recommendations to the Board regarding CCA's people strategy, frameworks and practices. In particular, the Committee is responsible for:

- reviewing the leadership capability, development and succession planning for executives;

- approving the Group's overall diversity strategy, policy and measurable objectives;
- overseeing the Group's culture and engagement initiatives;
- approving the appointment of senior executives (excluding the Group Managing Director) and reviewing the remuneration arrangements and contracts terms of the Group Managing Directors and senior executives;
- reviewing and approving the performance and reward strategy and framework for senior executives and employees across the Group;
- overseeing the performance and reward strategies across the Group; and
- reviewing and making recommendations to the Board regarding the structure and amount of Non-Executive Director remuneration.

Nominations Committee

The Nominations Committee comprises at least three members, all of whom are Non-Executive Directors and the majority of whom are independent Directors. The Committee Chairman will be the Chairman of the Board.

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.

Sustainability Committee

The Sustainability Committee (previously the Compliance and Social Responsibility Committee) comprises at least three members, all of whom are Non-Executive Directors and a majority of whom are independent Directors. The Committee has an independent Chairman who is not the Chairman of the Board.

The purpose of the Committee is to review the effectiveness of CCA's controls and strategies to manage CCA's non-financial and operational risk and compliance matters, including:

- reviewing and monitoring compliance with CCA's legal and regulatory responsibilities and internal policies and industry standards with regards to operational matters;

- approving CCA's policies and standards which reflect on CCA's reputation;
- reviewing and monitoring social and reputational issues that may have an impact on CCA; and
- reviewing CCA's non-financial and operational risks and controls.

Related Party Committee

The Related Party Committee must consist of only independent Non-executive Directors who have not been associated with a related party (and in particular, are not associated with The Coca-Cola Company and are not executives of the CCA Group).

The Committee reviews proposed transactions between CCA and its related parties to:

- assess whether the transactions are in the best interests of CCA and its shareholders as a whole;
- evaluate whether the transactions fall within the ambit of a normal business relationship;
- confirm whether the terms of such transactions are no more favourable than would reasonably be expected of transactions negotiated on an arm's length basis; and
- form a view as to whether shareholder approval of the transaction is necessary or appropriate.



DIVERSITY AND INCLUSION

Diversity and Inclusion at CCA

At CCA, the importance of creating a culture that values inclusion, recognises the unique contributions of our people, and builds capability, is critical to our success, for today and tomorrow.

Our Diversity and Inclusion Strategy is regularly reviewed by the People Committee (previously by the Sustainability Committee). It is aligned with business strategy and enables us to adapt to the changing needs and expectations of our people, our customers, our consumers, our partners, the community and our shareholders. Our strategy encompasses sourcing, inclusion and retention, underpinned by leadership behaviours and values. Our Diversity and Inclusion Principles can be found at www.ccamatil.com.

CCA's Board currently consists of ten Directors, of whom three are women.

In accordance with the ASX Principles relating to diversity, the Group set measurable targets to increase the representation of women in senior leadership roles from 16%

to 22% by 2016. In addition, targets were set to increase our representation of women in management, and for the whole organisation.

Progress against these targets is set out below.

The Company is a 'relevant employer' under the Workplace Gender Equality Act 2012, and reports on behalf of our Australian businesses of Group Office, Australian Beverages, Alcohol and Coffee and SPC. The most recent 'Gender Equality Indicators' are set out in CCA's Workplace Gender Equality Report, which is available at www.wgea.gov.au.

Further detail on the Group's Diversity and Inclusion Strategy and activity will be released in CCA's Sustainability Report.

Targets and Measurement

Directors	Female %	Senior Executives	Female %
2011 Actual	25	2011 Actual	16
2012 Actual	25	2012 Actual	21
2013 Actual	25	2013 Actual	20
2014 Actual	33	2014 Actual	20
2015 Actual	30 ¹	2015 Actual	21
2016 Target	30 ²	2016 Target	22

1 Note that in 2015, CCA increased the size of its Board by one to 10 members, with the addition of John Borghetti as a Non-Executive Director.

2 CCA's objective to ensure that three of its nine Directors were women was achieved in 2014. The target of having three female Directors on the Board remains.

Gender Diversity Targets for the CCA Group

Female Managers	Total CCA Group %	Australia and NZ %	Indonesia, PNG and Fiji %	Female All Employees	Total CCA Group %	Australia and NZ %	Indonesia, PNG and Fiji %
2011 Actual	26	28	21	2011 Actual	17	29	8
2012 Actual	27	30	22	2012 Actual	17	29	9
2013 Actual	28	30	24	2013 Actual	18	30	9
2014 Actual	29	32	25	2014 Actual	17	31	8
2015 Actual	30	31	26	2015 Actual	18	31	9
2016 Target	32	34	24	2016 Target	19	34	8

1 The developing markets of Indonesia, PNG and Fiji have a large combined workforce which includes a high manual labour component, resulting in a strong orientation to male employees in these countries.

PERFORMANCE EVALUATION & REMUNERATION

Outcome of latest Board review

In FY2015, the Board undertook a performance evaluation in line with the process outlined above, led by an external facilitator. As part of this evaluation, some areas for improvement were identified and changes to the Board's systems, processes and governance practices were implemented.

Remuneration and terms of employment

The Directors have appointment letters and the Group Managing Director and other senior executives have written employment agreements setting out the terms of their appointment or employment with CCA.

The remuneration policies and practices for Non-Executive Directors differ from those that apply to the Group Managing Director and other senior executives, given the different roles and responsibilities of Non-Executive Directors. The detail of CCA's approach is described in the Remuneration Report commencing on page 64 of the 2015 Annual Report.



Performance evaluation process

Board

A review of the Board is conducted annually, including periodically with the assistance of an independent external third party. The results of the review are considered by the Board and to the extent that any areas for growth are identified, suggestions are considered and implemented. The Board undertook an evaluation of its performance in FY2015 facilitated by an external third party.

Directors

A review of Directors' performance is undertaken at least every two years or more frequently where a Director is standing for re-election at an Annual General Meeting. The outcomes of the review are taken in account when considering Board succession, including when determining whether to recommend a Director's re-election by shareholders. This evaluation process took place in FY2015.

Committees

Board Committees are subject to routine internal review as well as periodic external review from an independent external third party. The results of the review are considered by the relevant Committee and the Board if required, and areas for growth are identified and implemented. All Committees undertook an evaluation of their performance in FY2015.

Senior Executives

Detailed business plans are prepared and approved by the Board prior to the start of the year. The business plans are translated into performance objectives for each senior executive. Performance is measured against the achievement of these objectives which then impacts the incentive they each earn for the year. The detail of this process and how it applied during 2015 is described in the Remuneration Report commencing on page 47 of CCA's 2015 Annual Report.

RISK FRAMEWORK

Risk management and identification

The Board is responsible for ensuring that there are adequate systems and procedures in place to identify, assess, monitor and manage risks. The Audit & Risk Committee reviews reports by members of the management team (and independent advisers, where appropriate) during the year and, where appropriate, makes recommendations to the Board in respect of:

- overall business risk in CCA's countries of operation;
- treasury risk (including currency and borrowing risk);
- procurement;
- insurance;
- taxation;
- litigation;
- fraud and code of conduct violations; and
- other matters as it deems appropriate.

Other Committees (such as the Related Party Committee, the Sustainability Committee and the People Committee) review risk matters in more detail as required by their respective Charters.

The internal and external audit functions, which are separate and independent of each other, provide an independent and objective

review of CCA's risk assessment and risk management. In order to preserve this independence, the Chief Risk Officer has a direct reporting line to the Chairman of the Audit & Risk Committee.

The Board has established a Risk Management Policy which formalises CCA's approach to the oversight and management of material business risks. The Policy is implemented through a top down and bottom up approach to identifying, assessing, monitoring and managing key risks across CCA's business units. The Audit & Risk Committee reviews the Risk Management Policy and the broader risk framework at least annually in light of reports it receives from management on the Company's risk management and control systems. The Audit & Risk Committee conducted this review during FY2015 and was satisfied that CCA's risk management framework continues to be sound.

Further discussion of CCA's key risks (including sustainability risks) and how CCA manages or intends to manage those risks is included in the Operating and Financial Review on page 41 of the 2015 Annual Report.

Financial Reporting

In accordance with section 295A of the Corporations Act 2001, the Group Managing Director and Group Chief Financial Officer have provided a written Certificate to the Board in respect of the half year and full year Statutory Accounts of the Company that:

- in their opinion, the financial records of the Company have been properly maintained and the Statutory Accounts comply with the relevant Accounting Standards and other mandatory reporting requirements and give a true and fair view of the financial position and performance of the Company; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

THE BOARD IS RESPONSIBLE FOR ENSURING THAT THERE ARE ADEQUATE SYSTEMS AND PROCEDURES IN PLACE TO IDENTIFY, ASSESS, MONITOR AND MANAGE RISKS

CCA POLICIES AND PRACTICES

Code of Business Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. The Code of Business Conduct is reviewed regularly to ensure that the standards set in the Code reflect CCA's values, acknowledge CCA's responsibilities to its stakeholders and ensure that management and employees know what is expected of them and that they apply high ethical standards in all of CCA's activities.

The Audit & Risk Committee and Sustainability Committee are responsible for ensuring that effective compliance policies exist to ensure compliance with the requirements established in the Code of Business Conduct. The Code contains procedures for identifying and reporting any departures from the required standards. CCA has also established a system for distribution of the Code at appropriate intervals to employees and for them to acknowledge its receipt.

The Code sets standards of behaviour expected from everyone who performs work for CCA – Directors, employees and individual contractors. It is also expected that CCA's suppliers will enforce a similar set of standards with their employees. The Code is available on our website at www.ccamatil.com.

Communications with shareholders

The rights of CCA's shareholders are detailed in CCA's Constitution. Those rights include electing the members of the Board. In addition, shareholders have the right to vote on important matters that have an impact on CCA. To allow shareholders to effectively exercise these rights, the Board is committed to ensuring communication to shareholders is of high quality, the information is relevant and useful, and it is communicated in a timely manner. To this end, CCA gives shareholders the option to receive communications from, and send communications to, CCA and its Share Registry, Link Market Services Limited, electronically.

CCA's Disclosure & Communication Policy requires that shareholders be informed about strategic objectives and major developments. CCA is committed to keeping shareholders informed and improving accessibility to shareholders through:

- ASX announcements;
- company publications (including the Annual Report and Shareholder News);
- webcasting analyst and media briefings;
- the Annual General Meeting;
- the Company website (www.ccamatil.com); and
- the Investor Relations function.

CCA's shareholders are encouraged to make their views known to the Company and to directly raise matters of concern. From time to time, CCA requests meetings with its shareholders and shareholder interest groups to share views on matters of interest. The views of those parties are shared with the Board on a regular basis, both by the Chairman and management.

Shareholders are encouraged to attend CCA's Annual General Meeting and use this opportunity to ask questions. The Board encourages shareholders to participate by, amongst other things, allowing shareholders to 'direct vote', and making available a recording of the Annual General Meeting (including the Chairman's and Group Managing Director's addresses) and video presentations made from time to time on CCA's website (www.ccamatil.com).

The Annual General Meeting will remain the main opportunity each year for the majority of shareholders to make comments and to question the Board and management. The external auditor attends the Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Continuous disclosure

CCA has a Disclosure & Communication Policy that includes the following principles, consistent with the continuous disclosure obligations under ASX Listing Rules that govern CCA's communication:

- CCA will, in accordance with the requirements of the ASX Listing Rules, immediately issue to ASX any information that a reasonable person would expect to have a material effect on the price or value of CCA's securities;
- CCA's Disclosure Committee manages the day-to-day continuous disclosure issues and operates flexibly and informally. It is responsible for compliance, coordinating disclosure, and educating employees about CCA's communication policy; and
- all material information issued to the ASX, the Annual Reports, half year and full year results and presentation material given to analysts, is published on CCA's website (www.ccamatil.com).

The Group General Counsel and Company Secretary is the primary person responsible for communication with the ASX. In the absence of the Group General Counsel and Company Secretary, the Group Chief Financial Officer and Group Head of Investor Relations are the contacts. Only authorised spokespersons can communicate on behalf of the Company with shareholders, the media or the investment community.

Trading in CCA shares

Directors, like all CCA employees, are subject to the Corporations Act 2001 which restricts their buying, selling or trading securities in CCA if they are in possession of unpublished inside information.

The Board has adopted a formal policy for share dealings by Directors and employees, which was updated in December 2015. Under the policy, trading of CCA shares by Directors, senior management and certain other employees is prohibited at all times except for the four weeks commencing on the day after the release of the full year and half year results and the holding of the Annual General Meeting, and any other period the Board determines, unless exceptional circumstances apply. The policy prohibits speculative transactions involving CCA shares, the granting of security over CCA shares or entering into margin lending arrangements involving CCA shares, and reinforces the prohibition on insider trading contained in the Corporations Act 2001. It also expressly provides that transactions that operate to limit the economic risk are prohibited.



Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

COCA-COLA AMATIL LIMITED

ABN / ARBN

26 004 139 397

Financial year ended:

31 December 2015

Our corporate governance statement² for the above period above can be found at:³

These pages of our annual report:

This URL on our website: <https://www.ccamatil.com/our-company/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at *[insert effective date of statement]* and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 13 April 2016

Name of Secretary authorising
lodgement:

Katie Newton-John



¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "QR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "QR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 2-4 ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Board Charter, which is available at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 2

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6; and</p> <p><input checked="" type="checkbox"/> at www.wgea.gov.au</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 7</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE	
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in CCA's 2015 Annual Report on page 29, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) not applicable.</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p>
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9; and <input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING	
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at CCA's 2015 Annual Report on pages 14,15 and 29, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable.</p>
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 8</p>
<p>4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9; and <input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK	
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in CCA's 2015 Annual Report on pages 14, 15 and 29, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable.</p>
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 8</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 8</p>
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 8</p> <p>Paragraph (b) is not applicable.</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in the Operating and Financial Review in CCA's 2015 Annual Report</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY	
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this URL on our website: https://www.ccamatil.com/our-company/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at CCA's 2015 Annual Report on page 29, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p> <p>Paragraph (b) is not applicable.</p>
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in the Remuneration Report on page 65 of CCA's 2015 Annual Report, which is available at this URL on our website: https://www.ccamatil.com/investors-and-media/media-articles/annual-reports</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 9</p>