

Pricing Supplement dated 21 April 2017

Coca-Cola Amatil Limited
ABN 26 004 139 397

Issue of
AUD100,000,000
3.50 per cent. Instruments due 26 April 2024

Guaranteed by
Coca-Cola Amatil (Aust) Pty Ltd
ABN 68 076 594 119

under the U.S.\$2,000,000,000 Programme for the Issuance of Debt Instruments

This document constitutes the Pricing Supplement relating to the issue of Instruments described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Information Memorandum dated 10 July 2015. This Pricing Supplement contains the final terms of the Instruments and must be read in conjunction with such Information Memorandum.

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| 1. | (i) Issuer: | Coca-Cola Amatil Limited |
| | (ii) Guarantor: | Coca-Cola Amatil (Aust) Pty Ltd |
| 2. | (i) Series Number: | 58 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies:
(Condition 1.10) | Australian dollars ("AUD") |
| 4. | Aggregate Nominal Amount of Instruments: | |
| | (i) Series: | AUD100,000,000 |
| | (ii) Tranche: | AUD100,000,000 |
| 5. | (i) Issue Price: | 99.288 per cent. of the Aggregate Nominal Amount |
| | (ii) Net proceeds: | AUD99,288,000 |
| 6. | Specified Denominations: (Condition 1.12 or Condition 1.13) | AUD2,000 |
| 7. | (i) Issue Date: | 26 April 2017 |
| | (ii) Interest Commencement Date: | 26 April 2017 |
| 8. | Maturity Date: (Condition 6.01) | 26 April 2024 |
| 9. | Interest Basis: | 3.50 per cent. fixed rate (further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |

11. Change of Interest Basis or Redemption/ Payment Basis:	Not Applicable
12. Put/Call Options:	Not Applicable
13. (i) Status of the Instruments:	Unsubordinated
(ii) Status of the Guarantee:	Unsubordinated
14. Method of distribution:	Syndicated
15. Listing:	The Singapore Exchange Securities Trading Limited

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Instrument Provisions	Applicable
(i) Interest Rate: (Condition 5.02)	3.50 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	26 April in each year, commencing 26 April 2018 and ending on the Maturity Date
(iii) Fixed Coupon Amount(s):	AUD70.00 per Instrument of AUD2,000 Specified Denomination
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction: (Condition 5.09)	Actual / Actual ICMA (following unadjusted)
(vi) Other terms relating to the method of calculating interest for Fixed Rate Instruments:	Not Applicable
17. Floating Rate Instrument Provisions	Not Applicable
18. Zero Coupon Instrument Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. Optional Early Redemption (Call) (Condition 6.03)	Not Applicable
20. Optional Early Redemption (Put) (Condition 6.06)	Not Applicable
21. Maturity Redemption Amount (Condition 6.01)	AUD2,000 per Instrument of AUD2,000 Specified Denomination
22. Early Redemption Amount (Tax) (Condition 6.02)	
(i) Early Redemption Amount (Tax):	AUD2,000 per Instrument of AUD2,000 Specified Denomination
(ii) Date after which changes in law, etc. entitle Issuer to redeem:	21 April 2017

23. Events of Default (Condition 7.01)

(i) Early Redemption Amount: AUD2,000 per Instrument of AUD2,000 Specified Denomination

(ii) Any additional (or modifications to) Events of Default: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

24. Form of Instruments: (Condition 1.02)

Bearer Instruments:

Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument.

25. Financial Centre(s) or other special provisions relating to Payment Dates

Sydney, London

26. Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature):

No

27. Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including to forfeit the Instruments and interest due on late payment:

Not Applicable

28. Details relating to Instalment Instruments: amount of each instalment, date on which each payment is to be made:

Not Applicable

29. Other terms or special conditions:

Not Applicable

DISTRIBUTION

30. (i) If syndicated, names of Managers:

The Toronto-Dominion Bank
Westpac Banking Corporation (ABN 33 007 457 141)

(ii) Date of Subscription Agreement

21 April 2017

(iii) Stabilising Manager (if any):

Not Applicable

31. If non-syndicated, name of Dealer:

Not Applicable

32. U.S. Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D

33. Additional selling restrictions:

European Economic Area – Offers of Instruments in the EEA may only be made to investors who acquire Instruments for a total consideration of at least AUD200,000, and investors in the EEA will be required to subscribe for Instruments for a total consideration of at least AUD200,000.

Australia – The minimum aggregate consideration payable to the Issuer by the

relevant investor must be at least AUD500,000 (or its equivalent in an alternative currency, in each case, disregarding moneys lent by the offeror or its associates) or the offer otherwise does not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act 2001.

OPERATIONAL INFORMATION

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|---|--------------------------|
| 34. ISIN Code: | XS1602259985 |
| 35. Common Code: | 160225998 |
| 36. Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| 37. Delivery: | Delivery against payment |
| 38. Additional Paying Agent(s) (if any): | Not Applicable |

GENERAL

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| 39. The aggregate principal amount of Instruments issued has been translated into U.S.\$ at the rate of AUD1.00 to U.S.\$0.75, producing a sum of (for Instruments not denominated in U.S.\$): | U.S.\$75,000,000 |
| 40. In the case of Registered Instruments, specify the location of the office of the Registrar if other than New York: | Not Applicable |
| 41. In the case of Bearer Instruments, specify the location of the office of the Fiscal Agent if other than London: | Not Applicable |
| 42. Ratings: | S&P: BBB+ (Stable)

Moody's: A3 (Stable) |

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for listing and quotation on the Singapore Exchange Securities Trading Limited of the Instruments described herein pursuant to the U.S.\$2,000,000,000 Programme for the Issuance of Debt Instruments of Coca-Cola Amatil Limited, Coca-Cola Amatil (Aust) Pty Ltd, Coca-Cola Amatil (N.Z.) Limited, PT Coca-Cola Bottling Indonesia and PT Coca-Cola Distribution Indonesia.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed for the Issuer under power of attorney in the presence of:

P. Uisenbacher

Signature of witness

Philipp Uisenbacher

Name

Karl Allen

Signature of attorney

Karl Allen

Name

4 May 2015

Date of power of attorney

P. Uisenbacher

Signature of witness

Philipp Uisenbacher

Name

P.J. Cooke

Signature of attorney

Paul Cooke

Name

4 May 2015

Date of power of attorney

Signed for the Guarantor under power of attorney in the presence of:

P. Uisenbacher

Signature of witness

Philipp Uisenbacher

Name

Karl Allen

Signature of attorney

Karl Allen

Name

4 May 2015

Date of power of attorney

P. Uisenbacher

Signature of witness

Philipp Uisenbacher

Name

P.J. Cooke

Signature of attorney

Paul Cooke

Name

4 May 2015

Date of power of attorney

