

Company No: 04227446

WRITTEN RESOLUTION

of

AMCOR HOLDING
(the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006

Circulation date: 30 November 2016

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the following resolution be and is hereby passed as a special resolution of the Company.

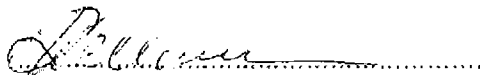
SPECIAL RESOLUTION

- 1 THAT the new articles of association, in the form attached in the Annex to this written shareholders' resolution ("**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
- 2 THAT:
 - (a) the 433,012,999 Ordinary Shares of €0.60 each held by Amcor European Holdings Pty Ltd in the capital of the Company be re-classified as 433,012,999 A Ordinary shares of €0.60 each having the rights set out in the New Articles; and
 - (b) the 232,043,907 Ordinary Shares of €0.60 each held by AFP (Europe) in the capital of the Company be re-classified as 232,043,907 B Ordinary shares of €0.60 each having the rights set out in the New Articles.

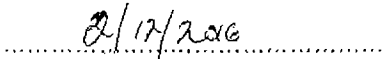
Please read the notes set out below before signing or taking any action on this resolution.

AGREEMENT OF MEMBERS

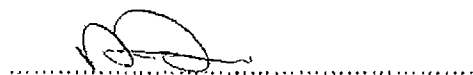
We, the undersigned, each being a member of the Company who at the date of circulation of this written resolution would have been entitled to vote on the resolution, agree to the above resolution.



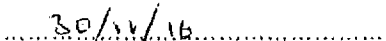
Amcor European Holdings Pty Ltd



Date



AFP (Europe)



Date

Notes:

- (1) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the directors of the Company.
- (2) A member's agreement to a written resolution, once signified, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) Pursuant to section 297(1) of the Companies Act 2006 the resolution set out above will lapse if it is not passed within 28 days beginning with the circulation date.
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- (6) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.