

**AMCOR HOLDING**  
**(Registered number 04227446)**  
**(the “Company”)**

**WRITTEN RESOLUTIONS OF THE DIRECTORS OF THE COMPANY**

**1. BACKGROUND TO AND PURPOSE OF THE RESOLUTIONS**

**1.1 IT IS NOTED** that:

- (a) article 6.1 of the articles of association of the Company permits a decision of the directors of the Company to be taken in the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing;
- (b) the Company proposes to reduce its share capital from EUR 635,481,521.60 to EUR 465,481,521.60 by cancelling and extinguishing:
  - i 263,574,674 of the issued A ordinary shares of EUR 0.60 each in the Company (each of which is fully paid up); and
  - ii 19,758,659 of the issued B ordinary shares of EUR 0.60 each in the Company (each of which is fully paid up)

i and ii together the “**Reduction**”;
- (c) the Company further proposes that the amount by which the Company’s capital is reduced be credited to a reserve.

**1.2 IT IS FURTHER NOTED** that the rationale for the Reduction is that the Company has assets in excess of its needs.

**1.3 IT IS NOTED** that in approving these matters and all other matters considered below, the directors have previously considered their statutory duty to promote the success of the Company for the benefit of its sole shareholder and their statutory duties generally.

**2. DIRECTORS’ INTERESTS**

**IT IS NOTED** that each director has declared the nature and extent of their interests to the directors in accordance with the duty imposed by sections 177 and 182 of the Companies Act 2006, or which they are required to disclose in accordance with the Company’s articles of association and that accordingly all directors are able to participate in approving these written resolutions.

**3. DOCUMENTS RECEIVED AND CONSIDERATION OF DOCUMENTS**

**3.1 IT IS NOTED** that the directors of the Company have received and reviewed:

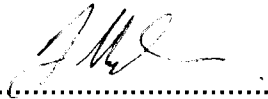
- (a) the Company’s audited Directors’ Report and Financial Statements for the period ended 30 June 2022 and the latest financial position for the period to 31 May 2023 (“**Accounts**”); and
- (b) a draft copy of a written resolution of the sole shareholder of the Company to approve the Reduction (“**Written Resolution**”) such resolution to be sent to the eligible member (within the meaning of section 289(1) of the CA 2006).

#### 4. RESOLUTIONS

- 4.1 After careful consideration of the Accounts, the Company's financial position, the documents and the effect that the Reduction would have on the Company, **IT IS HEREBY RESOLVED:**
- (a) that the Reduction is in the best interests of the Company and would promote the success of the Company for the benefit of its sole shareholder;
  - (b) to approve the proposed Reduction;
  - (c) to approve the Written Resolution in the form produced to the meeting; and
  - (d) that the Written Resolution be sent to the Company's sole shareholder for signature.
- 4.2 Subject to and following the Written Resolution being registered by the Registrar of Companies, **IT IS RESOLVED** to:
- (a) carry out the Reduction and to take all steps necessary to cancel and extinguish the relevant shares; and
  - (b) arrange for the amounts so reduced to be credited to a reserve and be distributed to the Company's sole shareholder, Amcor plc, in due course.
- 4.3 Subject to and following the Reduction becoming effective, **IT IS RESOLVED** to make all necessary and appropriate entries in the books and registers of the Company and make any necessary filings.
- 4.4 **IT IS FURTHER RESOLVED** that any director be authorised and instructed to take, on behalf of the Company, such action as they consider necessary or desirable to give effect to the above resolutions, such authority to include (without limitation) the signing or execution of all ancillary documents (whether as deeds or otherwise) and making of all confirmations and filings on behalf of the Company.

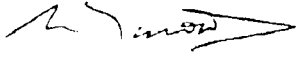
*[signature page overleaf]*

**DIRECTORS:**



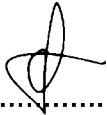
**Damien Clayton**

Dated: 30 June 2023



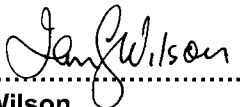
**Matthew Burrows**

Dated: 30 June 2023



**Christopher Cheetham**

Dated: 30 June 2023



**Ian Wilson**

Dated: 30 June 2023