



COMPANY NO: 07014876

Solvency Statement Board Memorandum AMCOR POLSKA HOLDING LIMITED (the "Company")

At the Board of Directors duly convened and held on June 2018, the resolutions set out below were duly passed:

1 Proposal

Memorandum in connection with the proposal that the Company:

That the Company reduce its ordinary share capital of €122,105,782 divided into 122,105,782 ordinary shares of €1.00 by cancelling the paid-up share capital to the extent of €15,000,000 with proceeds from these reductions being appropriated to reserves.

2 Object

The amount of capital proposed to be reduced is in excess of the wants of the Company and in the opinion of the Company's Directors can no longer be usefully employed in its business. The object of the proposed reduction is to create a distributable reserve that the Company can distribute by way of dividend to its members in due course.

3 Solvency Statement

In connection with the proposal set out in paragraph 1 of this memorandum, pursuant to section 643 of the Companies Act 2006 (the "Act"), each Director of the Company must enter into the solvency statement in the form attached. In forming the opinions within the Solvency Statement, the Directors must take into account all of the Company's liabilities (including any contingent or prospective liabilities).

The Directors are not aware of any intention to wind up the Company within the next 12 months.

Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities) that it is aware of:

- (a) the Board has formed the opinion, as regards the Company's situation at today's date, that there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) the Board has also formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following today's date.

The attention of the Directors is drawn to the fact that it is criminal offence under section 643(4) of the Act if the Directors make a solvency statement without having reasonable grounds for the opinions expressed in it and the statement is filed with the Registrar of Companies. Failure to exercise reasonable care, skill and diligence



in making the statement and carrying out the proposals could also be a breach of a director's general duties to the Company. Failure to comply with the requisite procedures for the proposed reduction of capital could also result in the reduction (and the transactions that flow from it) being ineffective.

Signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'Richard Dixon', written over a dotted line.

Richard Dixon

26 June 2018