

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PUBLIC LIMITED COMPANY**

Company Number **15449042**

The Registrar of Companies for England and Wales, hereby certifies that

AMCOR GROUP FINANCE PLC

is this day incorporated under the Companies Act 2006 as a public company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **29th January 2024**



N15449042G



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **29/01/2024**

XCVQKNFV

Company Name in full: **AMCOR GROUP FINANCE PLC**

Company Type: **Public limited company**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **83 TOWER ROAD NORTH WARMLEY
BRISTOL
UNITED KINGDOM
UNITED KINGDOM BS30 8XP**

Sic Codes: **82990**

I wish to entirely adopt the following model articles: **Public**

Proposed Officers

Company Secretary *1*

Type: **Person**

Full Forename(s): **MR DAMIEN**

Surname: **CLAYTON**

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director *1*

Type: **Person**

Full Forename(s): **MR ANDREW JAMES**

Surname: **COWPER**

Service Address: **recorded as Company's registered office**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/09/1974** *Nationality:* **AUSTRALIAN**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director *2*

Type: **Person**

Full Forename(s): **MS LORNA ANN**

Surname: **CORBETT**

Service Address: **recorded as Company's registered office**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/11/1972** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type:	Person
Full Forename(s):	MR DAMIEN
Surname:	CLAYTON
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/06/1971** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 4

Type:	Person
Full Forename(s):	MR MICHAEL J.
Surname:	RUMLEY
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED STATES

Date of Birth: ****/05/1969** *Nationality:* **AMERICAN**
Occupation: **VICE PRESIDENT, TREASURY**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1070000
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	1070000
<i>Prescribed particulars</i>			

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	EUR	<i>Total number of shares:</i>	1070000
		<i>Total aggregate nominal value:</i>	1070000
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **AMCOR GROUP GMBH**

Address **THURGAUERSTRASSE 34
ZÜRICH
SWITZERLAND
8050**

Class of Shares: **ORDINARY**

Number of shares: **1070000**

Currency: **EUR**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **AMCOR HOLDING NO.1 LIMITED**

Service Address: **83 TOWER ROAD NORTH
BRISTOL
BS30 8XP**

Legal Form: **PRIVATE COMPANY LIMITED BY SHARES**

Governing Law: **UNITED KINGDOM**

Register Location: **UNITED KINGDOM**

Country/State: **UNITED KINGDOM**

Registration Number: **04227427**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **AMCOR GROUP GMBH**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

**Memorandum of Association of
AMCOR GROUP FINANCE PLC**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
AMCOR GROUP GMBH	Authenticated Electronically

Dated: 29/01/2024