



amcor

Amcor Limited
ABN 62 000 017 372

Notice of Annual General Meeting 2016

Notice is hereby given that the 80th Annual General Meeting of Amcor Limited will be held at the Park Hyatt, 1 Parliament Square, Melbourne, Victoria at 10.30 am (Melbourne time) on Thursday, 20 October 2016.

Notice of Annual General Meeting 2016

BUSINESS

1. Financial and Other Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2016.

2. Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- (a) To re-elect as a Director Dr Armin Meyer who retires by rotation in accordance with Rule 63 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) To re-elect as a Director Mrs Karen Guerra who retires by rotation in accordance with Rule 63 of the Company's Constitution and, being eligible, offers herself for re-election.

3. Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To adopt the Remuneration Report for the year ended 30 June 2016.

Voting exclusion for Item 3

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's Key Management Personnel (**KMP**) named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast);
- as a proxy by a person who, at the date of the meeting, is a member of the Company's KMP or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form, or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though item 3 is connected with the remuneration of a member of the KMP.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PricewaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company for the past financial year.

Please submit any questions that you would like the Company to respond to at the meeting online at www.amcor.com by clicking on 'AGM Proxy Voting' or by email to amcor@linkmarketservices.com.au. Questions need to be received by no later than 5.00 pm (Melbourne time) on Thursday, 13 October 2016.

The Company will respond to as many of the more frequently asked questions as possible at the meeting. Please note that individual responses will not be sent.

By order of the Board.



J F McPherson
Company Secretary
Amcor Limited

15 September 2016

NOTES ON VOTING AND PROXIES

1. For the purposes of the meeting, shares will be taken to be held by the persons who are registered as shareholders at 7.00 pm (Melbourne time) on Tuesday, 18 October 2016.
2. A shareholder is entitled to attend and vote at the meeting.
3. A shareholder is also entitled to appoint not more than 2 proxies. The appointment of one or more proxies will not preclude a shareholder from attending and voting at the meeting.
4. A proxy need not be a shareholder of Amcor.
5. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the shareholder. If more than one proxy attends the meeting, neither proxy is entitled to vote on a show of hands. If you wish to appoint 2 proxies, ensure you complete the relevant section on the proxy form.
6. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose to not vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
7. If you do not mark a box on the Proxy Form, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on item 3.
8. If you appoint a member of the Company's KMP or one of their closely related parties as your proxy, they will not be able to cast your votes on item 3, unless you direct them how to vote or the Chairman of the meeting is your proxy.
9. If you appoint the Chairman of the meeting as your proxy (or he becomes your proxy by default), by completing and returning the proxy form you will be expressly authorising him to exercise your proxy in relation to item 3 (Adoption of the Remuneration Report) even though that item is connected directly or indirectly with the remuneration of a member of the Company's KMP.
10. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
11. Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10.30 am (Melbourne time) on Tuesday, 18 October 2016 in one of the following 4 ways:

by mail:

Amcor Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

or

online at www.amcor.com – click on 'AGM Proxy Voting' and follow the instructions provided

or

by facsimile: +61 2 9287 0309

or

by hand:

Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or
Level 12, 680 George Street, Sydney NSW 2000.

Explanatory Notes

ITEM 2 RE-ELECTION OF DIRECTORS

The following are the backgrounds of the Directors who are seeking re-election:



Dr A (Armin) Meyer
(Dr. sc. techn. Dipl. El. Ing. ETH)

Independent Non-Executive Director and Deputy Chairman

Dr Meyer has broad international corporate experience and is based in Switzerland.

Until 2009, Dr Meyer was the Chairman of the Board of Ciba Ltd, a position he had held since 2000. He was also Chief Executive Officer of that company between 2001 and 2007. From 1995 until 2000, Dr Meyer was Executive Vice President of ABB Ltd and a member of that group's executive committee. Until April 2013, Dr Meyer was a Director of Zurich Financial Services, a global insurance company and was, until the end of 2011, a member of the executive committee and the foundation Board of the International Institute for Management Development, IMD, in Lausanne, Switzerland. In June 2014, Dr Meyer was appointed a Director of Bracell Limited, a specialty cellulose producer listed on the Hong Kong Stock Exchange.

Dr Meyer is a qualified electrical engineer with a PhD from the Swiss Federal Institute of Technology.

Chairman of the Human Resources Committee and member of the Nomination Committee and Executive Committee. Director since April 2010 and Deputy Chairman since December 2013.



K J (Karen) Guerra
(BSc)

Independent Non-Executive Director

Mrs Guerra has held senior executive positions in Europe, including President and Director General of Colgate Palmolive France and Chairman and Managing Director of Colgate Palmolive UK Ltd. Mrs Guerra is currently a Director of Davide Campari-Milano S.p.A and Electrocomponents PLC. Mrs Guerra was formerly a Non-Executive Director of Inchcape plc, Samlerhuset BV and Swedish Match AB.

Mrs Guerra holds a degree in Management Sciences from the University of Manchester and is based in Switzerland.

Member of the Human Resources Committee and the Nomination Committee. Director since April 2010.

The Board considers each of Dr Armin Meyer and Mrs Karen Guerra to be an Independent Director.

The Directors (other than the relevant Director in relation to his or her own re-election) unanimously recommend the re-election of Dr Armin Meyer and Mrs Karen Guerra.

ITEM 3 ADOPTION OF REMUNERATION REPORT

The vote on Item 3 relates to Company's remuneration policy and outcomes for the 2016 financial year. The Remuneration Report is set out in the Directors' Report section of the 2016 Annual Report and is also available on Amcor's website at www.amcor.com.

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The vote on resolution 3 is advisory only, and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

The Directors unanimously recommend that shareholders vote in favour of resolution 3.