

Executive Committee Charter

1. Purpose

This charter establishes the responsibilities of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Amcor plc (the “Company”). The Committee is appointed by the Board to exercise the powers and authority of the Board to direct the business and affairs of the Company in intervals between meetings of the Board.

The Company has a primary listing on the New York Stock Exchange (“NYSE”) and a foreign exempt listing on the Australian Securities Exchange and recognizes it has obligations in both the United States and Australia (among other jurisdictions).

2. Composition

2.1 The Committee will be comprised of:

- a. the Chair of the Board;
- b. the Chief Executive Officer; and
- c. at least two independent, non-executive directors,

provided that a majority of the Committee are independent, non-executive directors (as defined under applicable rules of the NYSE).

2.2 Subject to Clause 2.1 above, all other independent, non-executive directors are encouraged to attend meetings of the Committee as available.

2.3 The Secretary of the Committee (the “Secretary”) will be the Company Secretary or such other person as nominated by the Board.

3. Responsibilities

3.1 Subject to Clause 3.2, the Board has delegated and authorized the Committee to exercise all or any powers of the Board at any time (except when a meeting of the Board is being held) and all decisions of the Committee will have full force and effect.

3.2 The Committee will only deal with matters relating to the Company that:

- d. are directly referred to it by the Board; or
- e. require urgent attention and that, in the reasonable opinion of the Committee, cannot be deferred until the next meeting of the Board.

4. Meetings

4.1 The Committee will meet as and when required to effectively fulfill its responsibilities as set out in Clause 3 of this Charter. All meetings of the Committee will be called by the Secretary as directed by the Board or at the request of the Chair of the Committee or the Chief Executive Officer.

4.2 Invitations to all meetings of the Committee as well as the meeting agenda and any papers to be considered by the Committee will be provided to all Board members.

5. Chair

- 5.1 The Chair of the Board will chair the meetings of the Committee or, in the absence of the Chair; an independent, non-executive director will be elected by the Committee members present.

6. Quorum

- 6.1 Three members of the Committee will form a quorum provided that no business shall be transacted unless:
- f. the Chief Executive Officer or his/her nominee is present; and
 - g. the majority of directors present are independent, non-executive directors.
- 6.2 For the purposes of Clause 6.1(a), the Chief Executive Officer's nominee is that person, being a member of the Corporate Executive Team or the Global Management Team, directly appointed by the Chief Executive Officer from time to time.

7. Minutes

- 7.1 Minutes of meetings of the Committee shall be kept by the Secretary and, once those minutes have been approved by the Chair of the Committee, shall be distributed to all members of the Board for confirmation at the next Board meeting.