

Nominating and Corporate Governance Committee Charter

I. Purpose

This charter establishes the responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board” and each member a “Director”) of Amcor plc (the “Company”). The Committee shall review and reassess this charter at least annually and, when considered necessary, make recommendations to the Board to modify it.

The Company has a primary listing on the New York Stock Exchange 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).

II. Composition

The Committee shall consist of a minimum of three (3) Directors. The Committee’s membership shall satisfy the applicable independence requirements of the New York Stock Exchange listing requirements, as in effect from time to time. The members and the chairperson of the Committee (the “Chair”) shall be appointed by the Board and shall continue to act until their successors are elected, but shall be subject to removal at any time by a majority of the Board. Any resulting vacancy may be filled by the Board.

III. Statement of Policy Meetings and Reporting

The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders, the investment community and others relating to the proper governance of the Company.

The Committee shall meet at such times as determined by the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of the Committee, upon approval of a majority of its member, at a meeting at which a quorum is present shall be the act of the Committee. The Committee may delegate one or more of its functions to subcommittees established from time to time by the Committee, but the Committee remains responsible for any function delegated to a subcommittee.

At each meeting of the Committee, the Chair shall designate an individual to act as secretary for the purpose of recording the minutes of the meeting. The Committee shall, through its Chair, provide reports of the Committee’s meetings and actions to the Board. The Committee may act in writing by the unanimous consent of its members.

IV. Duties and Responsibilities

The Committee’s primary responsibilities are to oversee recruitment of new Directors and provide a forum for all independent Directors to address issues of corporate governance. The Committee believes its policies and procedures should remain flexible, in order to best respond to changing conditions and to ensure the Board and shareholders that the Company has appropriate corporate governance practices.

In carrying out this purpose, the Committee will:

Nominating & Corporate Governance Committee Charter

- Adopt, monitor and recommend to the Board any modifications of the Corporate Governance Guidelines which may be necessary from time to time.
- Oversee annual evaluations of the full Board and individual Directors.
- Begin or conclude each regular Committee meeting with an executive session.
- Review nominations for new Directors from all sources against criteria established for selection of new Directors and nominees for vacancies on the Board.
- Identify and lead the recruitment of qualified candidates for Board membership.
- Make recommendations to the Board with respect to (i) the election of the Chairman and Committee Chairs, (ii) the assignment of individual Directors to serve on designated committees and (iii) the selection of Director nominees for election by the shareholders.
- Accept or decline any tendered resignation of a Director for reason of change of employment.
- Review any Director conflict of interest issues and determine how to handle such issues.
- Establish any special committee that may be necessary to properly govern ethical or extraordinary legal matters which might arise.
- Conduct an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively.
- Recommend to the full Board any guidelines concerning Director education.

The Committee shall have direct access to reasonable independent professional resources necessary to perform its functions including the ability to retain and compensate legal counsel and professionals to assist with Director recruitment and other functions of the Committee at the Company's expense.