

Company No. 03051270

The Companies Act 2006
Private unlimited company
Written resolutions of
AFP (Europe) (the "Company")

WEDNESDAY



27 November 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions of the Company (the "**Ordinary Resolutions**") and that resolution 3 is passed as a special resolution of the Company (the "**Special Resolution**") (the "**Resolutions**").

Ordinary Resolutions:

1. **THAT**, in addition and without prejudice to any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors of the Company be and are generally and unconditionally authorised and empowered for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company up to an aggregate nominal amount of EUR 120,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire no longer than five years from the date the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

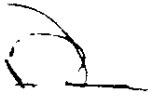
Special Resolution:

3. **THAT**, the capital of the Company be and is reduced by cancelling all of the cumulative redeemable preference shares of one USD in the capital of the Company, each of which is issued as fully paid.
4. **THAT**, subject to the passing of resolutions 1 and 2 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 and 2, as if section 561(1) of the Act did not apply to any such allotment and all other pre-emption rights, whether contained in the articles of association from time to time of the Company or otherwise shall be waived in relation to such allotment.

Important:

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

A handwritten signature in black ink, consisting of a stylized, cursive 'C' followed by a horizontal line.

**For and on behalf of Containers
Packaging (Europe)**

Date: 27 November 2018

Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it, by hand or by post, to Will Carlyle, Osborne Clarke LLP, One London Wall, London, EC2Y 5EB or by email, marked "Amcor" to will.carlyle@osborneclarke.com.
2. **The Resolutions will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.