

Company No. 04450695

**The Companies Act 2006**

**Private unlimited company**

**Written resolutions of**

**AMCOR INVESTMENTS GERMANY (the "Company")**

**6 December 2018 (the "Circulation Date")**

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

**Ordinary Resolution:**

- 1 **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 Resolutions:**

2. **THAT** the articles of association of the Company (the "**Articles**") be and they are amended so that the following be added to the Articles, as an additional article 2.1:  
  
*The company may by special resolution reduce its share capital and any share premium account in any way*
3. **THAT** following the amendment to the Articles at resolution 2 the share capital of the Company be and it is reduced by 1 ordinary share of €1.00 each in the capital of the Company held by Amcor European Investments Ltd.

**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.

WEDNESDAY



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COMPANIES HOUSE



For and on behalf of Amcor UK  
Group Management Ltd

Date: 6 December 2018



For and on behalf of Amcor  
European Investments Ltd

Date: 6 December 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 Damien Clayton, Amcor Group, 83 Tower Road North, Warmley, Bristol, BS30 8XP, United Kingdom or by email, marked "Amcor" to [damien.clayton@amcor.com](mailto:damien.clayton@amcor.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.