



Notice of Annual General Meeting 2018

Tuesday 16 October 2018
10.30am [Melbourne Time]

Hawthorn Arts Centre
360 Burwood Road, Hawthorn VIC Australia

ORORA LIMITED
ACN 004 275 165

Invitation from the Chairman



14 September 2018

Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to attend the fifth Annual General Meeting of Orora Limited, which will be held at 10.30am (Melbourne Time) on Tuesday 16 October 2018 at the Hawthorn Arts Centre, 360 Burwood Road, Hawthorn, Victoria. Directions to the venue can be found inside the back cover of this notice.

If you are unable to attend the meeting, you are encouraged to lodge your vote in advance by completing the Proxy Form enclosed with this Notice of Meeting and returning it in the envelope provided, or by fax to the number on the Proxy Form. Alternatively, the Proxy Form can be lodged electronically by visiting ororagroup.com and clicking on "AGM Proxy Voting" and following the instructions provided. To gain access to the voting site, you will need your holder identifier (SRN or HIN) and postcode.

Shareholders attending the AGM can register from 9.30am (Melbourne Time) at the venue. If you will be attending in person, please bring your Proxy Form to assist with your registration at the meeting.

Shareholders will have an opportunity to meet with Directors and senior executives prior to, and at the conclusion of, the meeting. Light refreshments will also be available.

If you wish to submit a question to me or Orora's Auditor in advance of the meeting, you can complete this online at ororagroup.com by clicking on "AGM Proxy Voting", or by sending your question to Orora Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Questions should be received by no later than 5.00pm (Melbourne Time) on Tuesday 9 October 2018. We will endeavor to respond to as many of the more frequently asked questions as possible at the meeting.

The Annual Report can be viewed online at ororagroup.com/annualreport

Orora's website also offers shareholders details of the latest share price, announcements made to the ASX, investor and analyst presentations and many other publications that may be of interest.

You can also keep up-to-date with Orora news and announcements by visiting ororagroup.com or by following Orora on Facebook, LinkedIn and Twitter.

On behalf of the Board, I thank you for your continued support as a shareholder of Orora Limited. I look forward to your attendance at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "CRoberts". The signature is written in a cursive, flowing style.

Chris Roberts
Chairman

Notice of Annual General Meeting 2018

Notice is hereby given that the fifth Annual General Meeting of Orora Limited ACN 004 275 165 (the "Company") will be held at the Hawthorn Arts Centre, 360 Burwood Road, Hawthorn, Victoria on Tuesday 16 October 2018 at 10.30am (Melbourne Time).

Business of the Meeting

1. Financial Statements and Reports

To receive and consider the Financial Statements of the Company and the Reports of the Directors and the Auditor of the Company for the financial year ended 30 June 2018.

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 Mr Chris Roberts, who retires by rotation in accordance with the Company's Constitution and the ASX Listing Rules and, being eligible, offers himself for re-election.*
- (b) *To re-elect as a Director Mr Jeremy Sutcliffe, who retires by rotation in accordance with the Company's Constitution and the ASX Listing Rules and, being eligible, offers himself for re-election.*

3. Incentive grants to Managing Director and Chief Executive Officer

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

- (a) *That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes for the grant of Deferred Performance Rights to the Managing Director and Chief Executive Officer of the Company, Mr Nigel Garrard, in accordance with the rules of the Company's short term incentive plan in respect of the financial year ending 30 June 2019, on the terms summarised in the Explanatory Notes.*
- (b) *That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes for the grant of 666,000 Options and 273,500 Performance Rights to the Managing Director and Chief Executive Officer of the Company, Mr Nigel Garrard, in accordance with the rules of the Company's long term incentive plan on the terms summarised in the Explanatory Notes.*

Voting exclusions

Under the ASX Listing Rules and the *Corporations Act 2001* (Cth) ("Corporations Act"), the Company will disregard any votes cast in favour of the resolutions in items 3(a) and 3(b) by or on behalf of Mr Garrard or any of his associates. However, Orora will not disregard a vote if it is cast by:

- Mr Garrard or any of his associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- The Chairman of the Annual General Meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, a vote must not be cast, and the Company will disregard any votes cast, on the resolutions in items 3(a) and 3(b) by any member of Orora's key management personnel ("KMP") as at the date of the Annual General Meeting (or any closely related party of a KMP) who is appointed as a proxy for a person who is entitled to vote, where the appointment does not specify how the proxy is to vote on items 3(a) and 3(b).

However, this exclusion will not apply where the vote is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to vote undirected proxies on the resolutions in items 3(a) and 3(b) as the Chairman decides.

4. Remuneration Report

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

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2018.

Please note that this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusions

Under the Corporations Act, the following persons may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the resolution in item 4:

- any of the Company's KMP whose remuneration details are included in the Remuneration Report; or
- any of that KMP's closely related parties, whether as shareholder or proxyholder.

However, these exclusions will not apply where the vote is cast by:

- a person as proxy for a person who is entitled to vote, provided that the vote is cast in accordance with a direction on the proxy form as to how the proxy is to vote on item 4; or
- the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to vote undirected proxies on the resolution in item 4 as the Chairman decides.

Dated: 14 September 2018

By order of the Board



Ann Stubbings
Company Secretary
Orora Limited

Explanatory Notes

1. Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Statements of the Company and the Directors' Report and Auditor's Report of the Company for the most recent financial year (namely the financial year ended 30 June 2018) will be laid before the Annual General Meeting.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the Annual General Meeting in respect of the Financial Statements of the Company and Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2018. However, shareholders will be given a reasonable opportunity at the Annual General Meeting to comment and raise questions on the Financial Statements of the Company and Directors' Report and Auditor's Report of the Company. Shareholders will also be able to ask the Company's Auditor questions.

2. Re-election of Directors

In accordance with Rule 64 of the Company's Constitution and ASX Listing Rules 14.4 and 14.5, two directors, Mr Chris Roberts and Mr Jeremy Sutcliffe, will retire by rotation and, being eligible, offer themselves for re-election.

Details of the Directors seeking re-election are set out below.

(a)



Chris Roberts
(BCom)

**Independent Non-Executive
Director and Chairman**

Chris Roberts has significant knowledge of fast-moving consumer products, where the packaging component is critical. He has gained this expertise through executive roles internationally and in Australia as CEO of Reckitt & Colman, Orlando Wyndham Wines and Arnotts Limited.

Previous directorships include Amcor Limited, Telstra Limited, MLC Life, Email Limited, Petaluma Wines Limited and Australian Agricultural Company Limited.

Director and Chairman of Orora Limited since December 2013.

Directorships of listed entities within the past three years, other directorships and offices (current and recent):

- Director, Control Risks Group – UK (September 2006 to April 2015)
- Deputy Chairman, The Centre for Independent Studies (since August 2004)

Board committee membership

- Chair, Executive Committee and Nomination Committee
- Member, Human Resources Committee and Audit & Compliance Committee

(b)



Jeremy Sutcliffe
(LLB (Hons))

**Independent Non-Executive
Director**

Jeremy Sutcliffe has broad international corporate experience as CEO of two ASX Top 100 companies and has extensive experience with businesses operating in North America and Europe with diverse trading relationships in Asia. A qualified lawyer in Australia and the UK, Jeremy previously held positions with Baker McKenzie, London and Sydney, Sims Metal Management Limited and associated companies (including Group CEO), and Interim Managing Director & CEO of CSR Limited.

Director of Orora Limited since December 2013.

Directorships of listed entities within the past three years, other directorships and offices (current and recent):

- Director, Amcor Limited (since October 2009)
- Chair, CSR Limited (July 2011 to May 2018) and Director (December 2008 to May 2018)
- Member, Advisory Board of Veolia Environmental Services Australia (since June 2010)
- Member, Australian Rugby League Commission Limited (February 2012 to March 2017)

Board committee membership

- Member, Human Resources Committee, Audit & Compliance Committee and Nomination Committee

The Directors (other than the relevant Director in relation to their own re-election) consider that each candidate qualifies as an Independent Non-Executive Director and unanimously recommend that shareholders vote in favour of resolutions 2(a) and 2(b). Mr Chris Roberts makes no recommendation in relation to resolution 2(a) due to his interest in the resolution. Mr Jeremy Sutcliffe makes no recommendation in relation to resolution 2(b) due to his interest in the resolution.

3. Incentive grants to Managing Director and Chief Executive Officer

The Company remunerates its Executive KMP (being all key management personnel other than the Non-Executive Directors) using a combination of fixed and variable plans, with a greater emphasis on variable (at-risk) plans designed to directly incentivise performance.

Under ASX Listing Rule 10.14, shareholder approval is required in order for a Director to acquire securities under an employee incentive scheme. As such, shareholders are asked to approve the following grants under the Company's short term incentive plan ("STI") and long term incentive plan ("LTI") to the Company's Managing Director and Chief Executive Officer, Mr Nigel Garrard, on the terms set out below.

(a) Short term incentive grant to Managing Director and Chief Executive Officer

The Company's STI is designed to reward Executive KMP for the achievement of the Company's key short-term (annual) performance measures, which typically include safety, strategic initiatives and a strong weighting towards financial growth and returns. Two-thirds of an award under the STI is made in the form of a cash payment following the release of the end of year results and the remaining one-third comprises time restricted rights to Orora shares ("Deferred Performance Rights").

Approval is being sought from shareholders for Mr Garrard to participate in the STI and receive Deferred Performance Rights on the terms below for the financial year ending 30 June 2019.

Overview of the proposed grant:

ENTITLEMENT UNDER THE STI OFFER

The number of Deferred Performance Rights to be granted to Mr Garrard will be calculated:

- a. as a percentage of the total STI award payable following the financial year ending 30 June 2019 (the relevant performance period); and
- b. by reference to the volume-weighted average price ("VWAP") of the Company's shares for the five trading days up to and including 30 June 2019.

The range of the STI award payable to Mr Garrard is 0-100% of his total fixed remuneration ("TFR") for the financial year ending 30 June 2019. As one-third of any STI award will consist of Deferred Performance Rights, the maximum value of the Deferred Performance Rights granted to Mr Garrard in respect of the financial year ending 30 June 2019 will be \$435,000.

Each Deferred Performance Right is a right to acquire one share in the Company, subject to meeting the vesting conditions.

As the VWAP of the Company's shares for the five trading days up to and including the end of the performance period is currently unknown, the maximum number of Deferred Performance Rights (if any) to be granted to Mr Garrard cannot be specified. The method for calculating the number of Deferred Performance Rights to be granted to Mr Garrard is set out below.

The Board has set performance targets for Mr Garrard for the financial year ending 30 June 2019 against which his entitlement to a grant under the STI will be measured. These targets range across financial, strategic and personal measures, with a safety overlay applied to any STI grant. The weighting attributed to each of these targets is as follows:

Target	% Weighting
Earnings per share ("EPS")	50% (with a stretch weighting of 100%)
Return on average funds employed ("RoAFE")	10%
Average working capital as a % of sales	10%
Individual objectives	30%

Safety overlay

Any STI grant to be made to Mr Garrard on satisfaction of the above targets is also subject to Orora's performance against a set of safety objectives, measured against key safety metrics. In the event that these safety objectives are not met, any STI grant to Mr Garrard may be reduced by up to 10%.

The Board has chosen the above targets to provide an appropriate balance of financial and non-financial metrics which incentivises performance against the Company's short-term objectives.

In conducting its assessment of Mr Garrard's performance against the above targets, the Board also considers:

- a. how Mr Garrard's performance aligned to the Company's values;
- b. how proactive Mr Garrard was in overcoming challenges in the delivery of the final outcome; and
- c. what Mr Garrard's individual contribution was to the collective outperformance of the Company.

Example

As an illustration only, set out below is an example of the calculation of the number of Deferred Performance Rights that may be granted to Mr Garrard under the STI in respect of the financial year ending 30 June 2019, on the basis that:

- a. Mr Garrard's TFR for the financial year ending 30 June 2019 is \$1,305,000; and assuming that:
- b. based on his performance during that financial year, the Board determines that Mr Garrard's STI award will be 70% of his TFR; and
- c. the VWAP of Orora shares on ASX during the 5 trading days up to and including 30 June 2019 is \$3.58, the number of Deferred Performance Rights to be granted to Mr Garrard would be calculated as follows:

$$([\$1,305,000 \times 70\%] \times 1/3) \div \$3.58$$

Based on the above assumptions, and the assumption that Mr Garrard's stipulated safety objectives under the safety overlay were achieved, Mr Garrard would be granted 85,055 Deferred Performance Rights.

This calculation is shown by way of example only and does not commit the Board to the figures above, including the STI award for Mr Garrard and the VWAP of Orora shares for the relevant period. It is also important to note that the relevant VWAP of Orora shares will directly affect the number of Deferred Performance Rights that may be granted to Mr Garrard.

The Board has overall discretion on the final STI outcome for Mr Garrard, mitigating the risk of unintended award outcomes.

The Company intends that where Deferred Performance Rights vest under the STI, the right to acquire a share in respect of each Deferred Performance Right will be satisfied by the Company arranging to acquire shares to satisfy the grant on-market; however the Company may instead issue new ordinary shares to Mr Garrard.

DATE OF GRANT	If shareholder approval is obtained, and assuming that Mr Garrard becomes eligible to receive a grant under the STI, the Deferred Performance Rights will be granted to Mr Garrard by no later than 30 September 2019.
VESTING PERIOD AND CONDITIONS	<p>The vesting period for the Deferred Performance Rights is two years from the date of the grant. The vesting of Deferred Performance Rights is conditional upon Mr Garrard's continued employment with the Company throughout this period.</p> <p>Any Deferred Performance Rights that do not vest will lapse.</p> <p>The Board retains discretion to alter the vesting conditions of Deferred Performance Rights where there is a material event (such as an acquisition, divestment or change of control) or other strategic initiative that affects the Company's capital structure and the relevance of the vesting conditions.</p>
TRADING RESTRICTIONS	Shares allocated following the vesting of Deferred Performance Rights are not subject to any specific trading restrictions other than the general restrictions set out in the Company's Share Trading and Minimum Shareholding Policies.
PRICE PAYABLE ON GRANT OR EXERCISE	No amount is payable in respect of any grant or on the vesting of Deferred Performance Rights.
CESSATION OF EMPLOYMENT	<p>If Mr Garrard ceases employment with the Company before the Deferred Performance Rights vest, then all unvested Deferred Performance Rights will lapse.</p> <p>However, in limited circumstances, including, for example, retirement, the Board may exercise its discretion to determine the treatment of unvested Deferred Performance Rights and, to the extent permitted by law, may elect to settle any Deferred Performance Rights by way of a cash payment (rather than ordinary shares).</p>
OTHER REQUIRED INFORMATION	<p>Mr Garrard is the only Director of the Company entitled to participate in the STI. Following approval by shareholders at the 2017 Annual General Meeting, Mr Garrard was granted 75,183 Deferred Performance Rights under the STI in respect of the financial year ended 30 June 2018. The number of Deferred Performance Rights was based on a VWAP of Orora shares for the five trading days up to and including 30 June 2018 of \$3.58.</p> <p>In accordance with the terms of the grant, as set out in the Notice of Meeting for the 2017 Annual General Meeting, no amount was paid on the grant and no amount will be payable by Mr Garrard on the vesting of the Deferred Performance Rights to Mr Garrard in respect of the financial year ended 30 June 2018.</p> <p>No other Director has received any securities in the Company under the STI during the financial year ended 30 June 2018.</p> <p>There is no loan scheme in relation to the acquisition of the Deferred Performance Rights issued under the STI.</p>

(b) Long term incentive grant to Managing Director and Chief Executive Officer

Approval is being sought from shareholders for Mr Garrard to participate in the LTI and receive Options and Performance Rights on the terms below for the financial year ending 30 June 2019.

# Options	# Performance Rights	Vesting (subject to relevant performance conditions being met)
666,000	273,500	Following the release of the full year results for the financial year ending 30 June 2022 (anticipated to be in August 2022)

Overview of the proposed grant:

ENTITLEMENT UNDER THE LTI OFFER	<p>The Board has invited Mr Garrard to apply for a grant of Performance Rights.</p> <p>Each Option and Performance Right is an option or right (respectively) to acquire one share in the Company. Therefore, the maximum number of shares that may be acquired by Mr Garrard under the grant is 666,000 shares (arising from the exercise of vested Options) and 273,500 shares (arising from the vesting of Performance Rights).</p> <p>The Company intends that where Options and Performance Rights vest under the LTI, the right to acquire a share in respect of each Option and Performance Right will be satisfied by the Company arranging to acquire shares to satisfy the grant on-market; however the Company may instead issue new ordinary shares to Mr Garrard.</p> <p>The number of Options to be granted to Mr Garrard is calculated by reference to fair value (using Black- Scholes methodology) as provided by an independent consultant. The Board (other than Mr Garrard) each year reviews the appropriateness of the grant and the Board has determined that no adjustment to the fair value calculation will be made this year in determining the number of options to be granted.</p> <p>The number of Performance Rights proposed to be awarded to Mr Garrard has been calculated by reference to market value, using the VWAP of the Company's ordinary shares traded on the ASX over the five trading days up to and including 30 June 2018. This is the same as the methodology used in the LTI grant that was made to Mr Garrard following approval by shareholders at the 2017 Annual General Meeting.</p> <p>The value of the grant represents 100% of Mr Garrard's total annual fixed remuneration of \$1,305,000 with the proportion of value attributable to Options and Performance Rights being 25% and 75% respectively. The Board considers that this represents a reasonable mix of remuneration which is typical and appropriate for someone in Mr Garrard's position.</p>
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DATE OF GRANT	If shareholder approval is obtained, the Options and Performance Rights will be granted to Mr Garrard shortly after the 2018 Annual General Meeting but, in any event, no later than 12 months after the date of the 2018 Annual General Meeting.
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PERFORMANCE CONDITIONS FOR THE GRANT	Three performance conditions apply to the LTI grant as detailed below:		
	EPS (with RoAFE gateway) 40% weighting	Relative TSR (with absolute TSR gateway) 40% weighting	Strategic objective 20% weighting
	100% Options	20% Performance Rights	80% Performance Rights

100% of Options and 20% of total Performance Rights to be granted to Mr Garrard are subject to the EPS performance condition (with RoAFE gateway). The remaining 80% of total Performance Rights will be split between the relative TSR performance condition (with absolute TSR gateway) (two-thirds) and the strategic objective performance condition (one-third).

EPS Condition [with RoAFE gateway]

40% of any LTI grant to Mr Garrard is subject to an earnings per share ("EPS") condition (based on the Company's compound annual growth rate in EPS over the Performance Period), with a separate minimum gateway based on return on average funds employed ("RoAFE").

RoAFE gateway

In order for any Options or Performance Rights subject to the EPS performance condition to vest, the Company will first need to meet a minimum RoAFE gateway of 12.5%.

RoAFE will be calculated as earnings before interest and tax (post significant items earned by the Company during the relevant reporting period, subject to Board discretion), divided by the average funds employed by the Company as at the 30 June testing date.

RoAFE will be calculated post significant items for the purpose of determining vesting outcomes. Such items may be those relating to strategic initiatives or material events that are outside of normal operational activities, subject to any adjustments that the Board, in its discretion, considers appropriate.

If the RoAFE gateway for the grant is not met in the Performance Period, all Options and Performance Rights subject to this condition will lapse. If the RoAFE gateway for the grant is met in the relevant Performance Period, the relevant Options and Performance Rights will vest in accordance with the EPS vesting schedule below.

EPS Condition

EPS measures the earnings generated by the Company attributable to each share on issue. EPS will be calculated based on the Company's net profit after tax excluding significant items, calculated on a constant currency basis (subject to Board discretion) for the relevant financial year, divided by the weighted average number of shares on issue during the year.

The EPS base starting point will be 17.4 cents, being the Company's normalised result for the full financial year ended 30 June 2018, excluding significant items and the one-off benefit from the restatement of the tax provision as a result of US tax reforms. The Board (excluding Mr Garrard) has reviewed EPS for the purpose of determining the percentage of Performance Rights and Options that will vest under the LTI grant, to reflect the underlying business performance.

The growth in the Company's EPS over the relevant Performance Period ("EPS Growth") will be calculated as the increase in EPS over the base of 17.4 cents on a constant currency basis. The compound growth in EPS will be expressed as a cumulative percentage.

The percentage of relevant Performance Rights and Options that will vest (subject to achievement of the RoAFE gateway) will be determined as follows, subject to any adjustments for abnormal or unusual profit items that the Board, in its discretion, considers appropriate:

EPS Growth	% of Performance Rights/Options that will vest
less than 4%	0%
at 4%	50%
between 4% and 8%	straight line vesting between 50% and 100%
at 8% and above	100%

Relative TSR condition (with absolute TSR gateway)

40% of any LTI grant to Mr Garrard is subject to a TSR performance condition. The TSR performance condition measures the growth in the Company's share price together with the value of dividends declared and other returns of capital paid during the Performance Period compared to companies ranked 30 to 130 (with no exceptions) on the S&P/ASX index (as at 1 July 2018) ("Comparator Group"). The Comparator Group has been selected because the Board considers that this group appropriately reflects Orora's current market position.

The percentage of Performance Rights subject to the TSR condition that vest under the grant, if any, will be determined by reference to the percentile ranking achieved by the Company over the relevant Performance Period compared to the other entities in the Comparator Group as follows:

TSR Performance	% of Performance Rights that will vest
less than 50th percentile	0%
at 50th percentile	50%
between 50th and 75th percentile	straight line vesting between 50% and 100%
at 75th percentile and above	100%

In addition, for any Performance Rights subject to this performance condition to vest, Orora's absolute TSR over the Performance Period must not be negative. If Orora's absolute TSR over the Performance Period is negative, no Performance Rights subject to this performance condition will vest, regardless of Orora's relative performance against the Comparator Group. If Orora's TSR over the Performance Period is not negative, the Performance Rights in the grant will vest in accordance with the TSR vesting schedule above.

The share prices used to calculate the TSR of the Company and each Comparator Group company for the Performance Period will be measured as follows:

- the opening share price will be the VWAP on the ASX of the Company's ordinary shares, or the applicable Comparator Group company, for the five trading days leading up to and ending on 30 June 2018; and
- to ensure the impact of share price volatility is minimised, the closing share price will be the VWAP on the ASX of the Company's ordinary shares, or the applicable Comparator Group company, for the 20 trading days ending on the last day of the Performance Period.

Strategic objectives condition

The remaining 20% of any LTI grant to Mr Garrard will be subject to a strategic objectives condition. The strategic objectives condition measures the Company's performance over the Performance Period against key aspects of the Company's strategy, as approved by the Board. The strategic objectives condition contains objectively-measurable targets which are designed to incentivise performance which is consistent with long term value creation for shareholders.

The specific quantitative targets under the strategic objectives condition, and the individual weightings given to those targets, are determined by the Board and notified to Mr Garrard. As these targets contain commercially sensitive information, full details are not set out in this Notice of Meeting.

The Board will determine the outcome for the strategic objectives condition having regard to the Company's performance against the quantitative targets following the end of the Performance Period.

PERFORMANCE PERIOD AND VESTING	<p>The Performance Period for the grant is from 1 July 2018 through to 30 June 2022.</p> <p>The EPS performance condition (and RoAFE gateway), TSR performance condition and strategic objectives performance condition for the Options and Performance Rights will be tested shortly after the end of the Performance Period for the grant. Any Options or Performance Rights that do not vest will lapse. No Options will vest unless the price of Orora shares at the time of vesting of Options is greater than the exercise price for those Options. Vested Options will lapse if they are not exercised within five years after vesting.</p> <p>The Board retains discretion to alter the vesting conditions of Options and Performance Rights where there is a material event (such as an acquisition, divestment or change of control) or other strategic initiative that affects the Company's capacity structure and the relevance of the vesting conditions.</p>						
TRADING RESTRICTIONS	<p>Shares allocated following the exercise of Options and/or the vesting of Performance Rights are not subject to any specific trading restrictions other than the general restrictions set out in the Company's Share Trading and Minimum Shareholding Policies.</p>						
PRICE PAYABLE ON GRANT OR EXERCISE	<p>Options</p> <p>No amount is payable by Mr Garrard in respect of the grant of Options. However, vested Options will have an exercise price of \$3.58, which is based on the VWAP of the Company's ordinary shares traded on the ASX over the five trading days up to and including 30 June 2018.</p> <p>Performance Rights</p> <p>No amount is payable by Mr Garrard in respect of the grant or on the vesting of Performance Rights.</p>						
CESSATION OF EMPLOYMENT	<p>If Mr Garrard ceases employment with the Company before either the Options or Performance Rights vest, then all unvested Options and Performance Rights will lapse.</p> <p>However, in limited circumstances, including, for example, retirement, the Board may exercise its discretion to determine the treatment of unvested Options and Performance Rights and, to the extent permitted by law, may elect to settle any Options and Performance Rights by way of a cash payment (rather than ordinary shares).</p>						
OTHER REQUIRED INFORMATION	<p>Mr Garrard is the only Director of the Company entitled to participate in the LTI.</p> <p>Following approval by shareholders at the 2017 Annual General Meeting, Mr Garrard received a grant under the LTI on 30 October 2017 ("2017 LTI Grant") on the terms set out below:</p> <table border="1"> <thead> <tr> <th># Options</th> <th># Performance Rights</th> <th>Vesting (subject to relevant performance conditions being met)</th> </tr> </thead> <tbody> <tr> <td>1,305,000</td> <td>342,000</td> <td>Following the release of the full year results for the financial year ending 30 June 2021 (anticipated to be in August 2021)</td> </tr> </tbody> </table> <p>Mr Garrard will be required to pay an exercise amount of \$2.86 per vested Option under the 2017 LTI Grant. No amount is payable by Mr Garrard on the grant or vesting of the Performance Rights.</p> <p>No other Director has received any securities in the Company under the LTI during the financial year ended 30 June 2018.</p> <p>There is no loan scheme in relation to the acquisition of the Options or Performance Rights issued under the LTI.</p>	# Options	# Performance Rights	Vesting (subject to relevant performance conditions being met)	1,305,000	342,000	Following the release of the full year results for the financial year ending 30 June 2021 (anticipated to be in August 2021)
# Options	# Performance Rights	Vesting (subject to relevant performance conditions being met)					
1,305,000	342,000	Following the release of the full year results for the financial year ending 30 June 2021 (anticipated to be in August 2021)					

The Directors (other than Mr Garrard) unanimously recommend that shareholders vote in favour of resolutions 3(a) and 3(b). Mr Garrard makes no recommendation due to his interest in the resolutions.

4. Remuneration Report

The Remuneration Report for the financial year ended 30 June 2018 is set out in the Directors' Report section of the 2018 Annual Report, which is available on the Company's website at ororagroup.com.

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and other KMP. 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 item 4 is advisory only, and does not bind the Directors or the Company. However, shareholders will be given a reasonable opportunity to comment on and ask questions about the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Directors unanimously recommend that shareholders vote in favour of resolution 4.

Information for Shareholders

1. Eligibility to vote

Shareholders will be eligible to vote at the Annual General Meeting if they are registered holders of ordinary shares in the Company as at 7.00pm (Melbourne Time) on 14 October 2018.

2. Voting methods

Shareholders can vote in either of two ways:

- by attending the Annual General Meeting and voting in person or by attorney or, in the case of body corporate shareholders, by corporate representative; or
- by appointing a proxy to attend and vote at the Annual General Meeting on their behalf.

Further information regarding each of these voting methods is set out below.

3. Voting in person

Shareholders

If possible, shareholders should arrive at the Annual General Meeting venue 30 minutes before the time designated for the Annual General Meeting, so that their shareholding can be checked against the Company's Share Register and attendances noted.

Attorneys

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or by the Company's Share Registry by no later than 10.30am (Melbourne Time) on 14 October 2018.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will attend the Annual General Meeting.

Representatives should bring with them satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to the Company).

4. Voting by proxy

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. A proxy need not be a shareholder of the Company.

The appointment of one or more proxies will not preclude a shareholder from attending and voting at the Annual General Meeting.

A shareholder entitled to cast more than one vote on a resolution may appoint two proxies, in which case the shareholder should specify the proportion or number of votes that each proxy is appointed to exercise. If no proportions or numbers are specified, each proxy may exercise half of the shareholder's votes. Neither proxy is entitled to vote on a show of hands if both proxies attend the Annual General Meeting.

Shareholders are encouraged to direct their proxies how to vote on each resolution by selecting the 'for', 'against' or 'abstain' box for each item on the proxy form. If a proxy chooses to vote, then he/she must vote in accordance with the directions set out in the proxy appointment form.

If the Chairman of the Annual General Meeting is appointed, or taken to be appointed, as a proxy but the appointment does not direct the proxy how to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of these notes, including the voting exclusions set out in this notice).

In order for the proxy appointment to be valid, completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10.30am (Melbourne Time) on 14 October 2018 in one of the following four ways:

by mail:

Locked Bag A14, SYDNEY SOUTH, NSW 1235, Australia, or

online at:

www.linkmarketservices.com.au or

by facsimile:

(+612) 9287 0309 or

by hand (within business hours):

1A Homebush Bay Drive, Rhodes NSW 2138; or

Level 12, 680 George Street, SYDNEY, NSW 2000

5. Asking questions at the Annual General Meeting

The Annual General Meeting is intended to give shareholders the opportunity to hear both the Chairman and the Managing Director and Chief Executive Officer talk about the year that has just passed and also give some insight into the Company's prospects for the year ahead.

Shareholders' questions are welcome at the Annual General Meeting. In the interests of all present, shareholders are asked to confine questions to matters before the Annual General Meeting that are relevant to shareholders as a whole.

Questions for the Company or the Auditor to respond to at the Annual General Meeting should be submitted online at ororagroup.com by clicking on "AGM Proxy Voting", or by sending questions to Orora Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, Australia. Submitting questions in advance will not stop any shareholder from asking questions at the Annual General Meeting should they wish to do so, but will facilitate a considered reply.

Questions should be received by no later than 5.00pm (Melbourne Time) on Tuesday 9 October 2018.

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

Registered Office

ABN: 55 004 275 165

109 – 133 Burwood Road
Hawthorn, Victoria 3122, Australia

Telephone: +61 3 9811 7111

Facsimile: +61 3 9811 7171

Website: ororagroup.com

Orora Share Registry

Link Market Services Limited

Street address:

Tower 4, 727 Collins Street
Melbourne, Victoria 3008, Australia

Postal address:

Locked Bag A14
Sydney South, NSW 1235, Australia

Telephone: +61 1800 207 622

Facsimile: +61 2 9287 0303

Email: orora@linkmarketservices.com.au

Website: www.linkmarketservices.com.au

Directions to Hawthorn Arts Centre

Travelling by Tram

Catch tram number 16 (Melbourne University to Kew) and alight at stop 73 (Burwood Road/Glenferrie Road) or tram number 70 (Docklands to Wattle Park) or 75 (City to Vermont South) and alight at stop 32).

Travelling by Train

Take any train on the Lilydale, Belgrave or Alamein lines that stop at Glenferrie Railway Station. The Centre is a short walk from Glenferrie Railway Station, alternatively take tram number 16 from Glenferrie Railway Station towards Melbourne University.

The Centre is on the corner of Burwood Road and Glenferrie Road.

Parking

Parking is available behind the Centre, accessible from Kent Street or Oxley Road. Additional parking is also available a short walk from the Centre on Serpells Lane and Swinburne Avenue. Please note that restrictions apply.



About Orora Limited

Orora Limited produces an extensive range of packaging and visual communication solutions. The company generates revenues in excess of A\$4 billion annually and employs more than 6,800 people across 43 manufacturing plants and 91 distribution sites in seven countries.

Learn more at www.ororagroup.com