



4 March 2022

## For announcement to the ASX

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Amcor (NYSE: AMCR; ASX: AMC) filed the attached Interim Written Affirmation with the New York Stock Exchange (NYSE) on Thursday 3 March 2022. A copy of the filing is attached

Authorised for release by:

Damien Clayton  
Company Secretary

**ENDS**

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### About Amcor

Amcor is a global leader in developing and producing responsible packaging for food, beverage, pharmaceutical, medical, home- and personal-care, and other products. Amcor works with leading companies around the world to protect their products and the people who rely on them, differentiate brands, and improve value chains through a range of flexible and rigid packaging, specialty cartons, closures, and services. The company is focused on making packaging that is increasingly light-weighted, recyclable and reusable, and made using a rising amount of recycled content. Around 46,000 Amcor people generate US\$13 billion in sales from operations that span about 225 locations in 40-plus countries. NYSE: AMCR; ASX: AMC

[www.amcor.com](http://www.amcor.com) | [LinkedIn](#) | [Facebook](#) | [Twitter](#) | [YouTube](#)

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Jersey Registered Company Number: 126984 | Australian Registered Body Number (ARBN): 630 385 278



## NYSE Domestic Section 303A Written Affirmation

<b>Issuer</b> Amcor plc	<b>Exchange</b> NYSE	<b>WA Year</b> 2022	<b>WA Type</b> Interim
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### Notice of Non-compliance:

- Yes<sup>1</sup>  
 No

### Part I

**INSTRUCTIONS:** Companies listed on the New York Stock Exchange (the “Exchange” or “NYSE”) must comply with the applicable corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the “Manual”). Please provide the information for each director currently serving on the Company’s board of directors and on the Company’s audit committee, compensation committee or nominating/corporate governance committee.

### Board Members

Director Name	Board Class	Term End	Board Independent <sup>2</sup>	10A-3 Ind. <sup>6</sup>	CC Ind. <sup>7</sup>	AC <sup>3</sup>	CC <sup>4</sup>	NC <sup>5</sup>	Financial Literacy
Graeme Liebelt	None	2022	Yes	Yes	—	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Financially Literate
Armin Meyer	None	2022	Yes	—	Yes	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	—
Ronald Delia	None	2022	No	—	—	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	—
Karen Guerra	None	2022	Yes	—	—	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	—
Nicholas (Tom) Long	None	2022	Yes	—	Yes	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	—
Jeremy Sutcliffe	None	2022	Yes	—	—	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	—
Arun Nayar	None	2022	Yes	Yes	—	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	SEC Audit Committee Financial Expert
David T. Szczupak	None	2022	Yes	Yes	—	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Financially Literate
Andrea Bertone	None	2022	Yes	—	Yes	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	—
Susan K. Carter	None	2022	Yes	Yes	—	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Financially Literate
Achal Agarwal	None	2022	Yes	—	Yes	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	—

**Please provide the following information, if applicable, for each newly added independent director and/or each newly deemed independent director identified in the chart above. Alternatively, a reference to the location of the disclosure in the Company’s public U.S. Securities and Exchange Commission (“SEC”) filings can be provided.**

- Brief biography.
- Brief description of any relationship that would be required to be disclosed pursuant to Item 404 of Regulation S-K.
- **New Compensation Committee member only:** Brief description of any source of compensation, including consulting, advisory, or other compensatory fee paid by the Company to a compensation committee member as specified in Section 303A.02(a)(ii). Indication of whether the compensation committee member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company as specified in Section 303A.02(a)(ii).
- **New Audit Committee member only:** Share ownership in the company. Brief description of any direct or indirect consulting, advisory, or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(ii)(A). Indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(ii)(B).



## Part II

**INSTRUCTIONS: Please check only one box that best describes the Company:**

- Lists common equity securities on the NYSE and does not fit any of the other categories listed below
- Qualifies as a controlled company and relies on the exemption
- Is a limited partnership
- Is in bankruptcy
- Is a business development company
- Is a smaller reporting company and relies on the compensation committee exemption
- Is a smaller reporting company that is a business development company and relies on the compensation committee exemption

## Part III

**INSTRUCTIONS: Please check the box next to the appropriate event(s) applicable to the Company and include a detailed description of each event checked below:**

**The Company hereby notifies the Exchange that, as of the date provided below, the following event has occurred:**

2022-02-17

- A director who was deemed independent is no longer independent.
- A director who was not deemed independent is now deemed independent.
- A director has been added to the Company's board.
- A director has left the Company's board.
- The composition of the Company's nominating/corporate governance committee (or of any other committee to which the prescribed duties of the nominating/corporate governance committee have been reallocated) has changed.
- The composition of the Company's compensation committee (or any other committee to which the prescribed duties of the compensation committee have been reallocated) has changed.

**Explanation**

Achal Agarwal was appointed as a member to the Compensation Committee by the Board of Directors effective February 17, 2022.

- A member of the compensation committee is relying on the cure period for compensation committee independence non-compliance provided for in Section 303A.00.
- The composition of the Company's audit committee has changed.
- The Company or a member of its audit committee is no longer eligible to rely on or is choosing to no longer rely on a previously applicable Rule 10A-3 exemption.
- The Company is no longer a controlled company for purposes of Section 303A.
- The Company has become a controlled company for purposes of Section 303A.
- The Company is no longer qualifies as a foreign private issuer and has become a domestic company for purposes of Section 303A.
- The Company determined on the "Determination Date" that it no longer qualifies as a smaller reporting company under Section 303A to be effective on the "Effective Date." Please provide the "Determination Date" and "Effective Date" below.
- The Company has become a smaller reporting company for purposes of Section 303A and relies on the smaller reporting company compensation committee exemption.
- The Company no longer qualifies as a smaller reporting company and is subject to all of the applicable requirements of 303.02(a)(ii) and 303A.05(c)(iv)<sup>10</sup>. If the Company is utilizing the transition afforded under 303A.05(c)(iv), please explain.

## Part IV

## Non-Compliance

If the Company is non-compliant as a result of one of the affirmations in Part III or is non-compliant with Section 303A of the Manual for any other reason, please check this box and include the reason below.

1. If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.
2. NYSE Section 303A.02 Independent
3. Serves on the Audit Committee
4. Serves on the Compensation Committee
5. Serves on the Nominating/Corporate Governance Committee
6. Independent for purposes of Rule 10A-3 of the Securities Exchange Act of 1934 ("Rule 10A-3")
7. Section 303A.02(a)(ii) Independent
8. The Smaller Reporting Company Determination Date is defined for purposes of Section 303A.00 to be the date at the end of the Company's most recently completed second fiscal quarter when it tested its status as a smaller reporting company under Securities Exchange Act Rule 12b-2.
9. Such company is required to comply with applicable standards of Section 303A commencing six months from the date it ceases to be a smaller reporting company.

## Authorized Company Officer Signature

I am an authorized officer at the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

Damien Clayton  
\_\_\_\_\_  
**By (name)**

Corporate Secretary  
\_\_\_\_\_  
**Title**

2022-03-03 - 4:07 PM  
\_\_\_\_\_  
**Submitted Date**