



27 February 2025

For announcement to the ASX

Amcor (NYSE: AMCR; ASX: AMC) filed the attached Form 8-K with the US Securities and Exchange Commission ("SEC") on Wednesday 26 February 2025. A copy of the filing is attached.

Authorised for release by:

Damien Clayton
Company Secretary

ENDS

For further information please contact:

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About Amcor

Amcor is a global leader in developing and producing responsible packaging solutions across a variety of materials for food, beverage, pharmaceutical, medical, home and personal-care, and other products. Amcor works with leading companies around the world to protect products, differentiate brands, and improve supply chains. The company offers a range of innovative, differentiating flexible and rigid packaging, specialty cartons, closures and services. The company is focused on making packaging that is increasingly recyclable, reusable, lighter weight and made using an increasing amount of recycled content. In fiscal year 2024, 41,000 Amcor people generated \$13.6 billion in annual sales from operations that span 212 locations in 40 countries. NYSE: AMCR; ASX: AMC

www.amcor.com | [LinkedIn](#) | [YouTube](#)

Amcor plc

Head Office / UK Establishment Address: 83 Tower Road North, Warmley, Bristol, England, BS30 8XP, United Kingdom

UK Overseas Company Number: BR020803

Registered Office: 3rd Floor, 44 Esplanade, St Helier, JE4 9WG, Jersey

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 25, 2025**

AMCOR PLC

(Exact name of registrant as specified in its charter)

Jersey
(State or other jurisdiction
of incorporation)

001-38932
(Commission File Number)

98-1455367
(IRS Employer Identification No.)

83 Tower Road North
Warmley, Bristol
United Kingdom
(Address of principal executive offices)

BS30 8XP
(Zip Code)

+44 117 9753200
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Ordinary Shares, par value \$0.01 per share | AMCR | The New York Stock Exchange |
| 1.125% Guaranteed Senior Notes Due 2027 | AUKF/27 | The New York Stock Exchange |
| 5.450% Guaranteed Senior Notes Due 2029 | AMCR/29 | The New York Stock Exchange |
| 3.950% Guaranteed Senior Notes Due 2032 | AMCR/32 | The New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the extraordinary general meeting of shareholders (the “Extraordinary General Meeting”) held on February 25, 2025, the shareholders of Amcor plc (the “Company”) voted on the following proposal, which is described in more detail in the joint proxy statement/prospectus filed by the Company with the Securities and Exchange Commission on January 23, 2025 (the “Joint Proxy Statement/Prospectus”): a proposal (such proposal, the “Share Issuance Proposal”) to approve the issuance of shares of ordinary shares pursuant to the Agreement and Plan of Merger, dated as of November 19, 2024, by and among the Company, Aurora Spirit, Inc., a wholly-owned subsidiary of the Company, and Berry Global Group, Inc. (“Berry”). The final voting results for such proposal was as follows:

The Share Issuance Proposal was approved, with the following votes cast at the Extraordinary General Meeting:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,033,162,281 | 2,689,594 | 1,764,691 | 0 |

The proposal to approve one or more adjournments of the Extraordinary General Meeting, if necessary or appropriate, to permit solicitation of additional votes or proxies if there are not sufficient votes to approve the Share Issuance Proposal, which was described in the Joint Proxy Statement/Prospectus, was not voted on at the Extraordinary General Meeting because there were sufficient votes to approve the Share Issuance Proposal.

Item 7.01. Regulation FD Disclosure.

On February 26, 2025, the Company and Berry issued a joint press release announcing the results of the Extraordinary General Meeting and the special meeting of Berry’s stockholders. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

The information contained in this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|----------------------|--|
| 99.1 | Joint Press Release of Amcor plc and Berry Global Group, Inc., dated February 26, 2025 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain statements that are “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Some of these forward-looking statements can be identified by words like “anticipate,” “approximately,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “intend,” “may,” “outlook,” “plan,” “potential,” “possible,” “predict,” “project,” “target,” “seek,” “should,” “will,” or “would,” the negative of these words, other terms of similar meaning or the use of future dates. Such statements, including projections as to the anticipated benefits of the proposed transaction, the impact of the proposed transaction on Amcor’s or Berry’s business and future financial and operating results and prospects, the amount and timing of synergies from the proposed transaction, the terms and scope of the expected financing in connection with the proposed transaction, the aggregate amount of indebtedness of the combined company following the closing of the proposed transaction and the closing date for the proposed transaction, are based on the current estimates, assumptions and projections of the management of Amcor and Berry, and are qualified by the inherent risks and uncertainties surrounding future expectations generally, all of which are subject to change. Actual results could differ materially from those currently anticipated due to a number of risks and uncertainties, many of which are beyond Amcor’s and Berry’s control. None of Amcor, Berry or any of their respective directors, executive officers, or advisors, provide any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements will actually occur, or if any of them do occur, what impact they will have on the business, results of operations or financial condition of Amcor or Berry. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on Amcor’s and Berry’s businesses, the proposed transaction and the ability to successfully complete the proposed transaction and realize its expected benefits. Risks and uncertainties that could cause results to differ from expectations include, but are not limited to, the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; the risk that the conditions to the completion of the proposed transaction (including regulatory approvals) are not satisfied in a timely manner or at all; the risks arising from the integration of the Amcor and Berry businesses; the risk that the anticipated benefits of the proposed transaction may not be realized when expected or at all; the risk of unexpected costs or expenses resulting from the proposed transaction; the risk of litigation related to the proposed transaction; the risks related to disruption of management’s time from ongoing business operations as a result of the proposed transaction; the risk that the proposed transaction may have an adverse effect on the ability of Amcor and Berry to retain key personnel and customers; general economic, market and social developments and conditions; the evolving legal, regulatory and tax regimes under which Amcor and Berry operate; potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed transaction that could affect Amcor’s and/or Berry’s financial performance; and other risks and uncertainties identified from time to time in Amcor’s and Berry’s respective filings with the SEC, including the Joint Proxy Statement/Prospectus to be filed with the SEC in connection with the proposed transaction. While the list of risks presented here is, and the list of risks presented in the Joint Proxy Statement/Prospectus will be, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties, and other risks may present significant additional obstacles to the realization of forward-looking statements. Forward-looking statements included herein are made only as of the date hereof and neither Amcor nor Berry undertakes any obligation to update any forward-looking statements, or any other information in this communication, as a result of new information, future developments or otherwise, or to correct any inaccuracies or omissions in them which become apparent. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 26, 2025

AMCOR PLC

/s/ Damien Clayton

Name: Damien Clayton

Title: Company Secretary



AMCOR AND BERRY GLOBAL SHAREHOLDERS OVERWHELMINGLY APPROVE COMBINATION

Approval marks another significant milestone towards combining these highly complementary businesses

ZURICH, SWITZERLAND and EVANSVILLE, INDIANA – 26 February, 2025 – Amcor plc (“Amcor”) (NYSE: AMCR, ASX: AMC) and Berry Global Group, Inc. (“Berry”) (NYSE: BERY) today announce that at their respective shareholder meetings, held yesterday, shareholders of both companies overwhelmingly voted to approve the combination of these two companies. This approval satisfies the shareholder vote condition for the combination, originally announced in November 2024.

Together, Amcor and Berry will be among the global leaders in consumer and healthcare packaging solutions with the combined material science and innovation capabilities required to revolutionize product development and better solve customers’ needs and consumers’ sustainability aspirations. These two highly complementary businesses are expected to grow faster together in attractive categories and opportunities to further refine the portfolio. With faster growth and \$650 million of identified synergies, this combination is expected to drive significant near and long term value for all shareholders.

Amcor CEO Peter Konieczny commented, “The resounding support from both companies’ shareholders marks another important milestone in bringing Amcor and Berry together. Our combined company will be positioned to serve customers better, grow faster and operate globally in a way neither company could accomplish alone. Together, we have an exciting and unique opportunity to truly transform the future of packaging.”

Berry CEO Kevin Kwilinski added, “We are excited to take another important step toward finalizing this combination between Berry and Amcor and are pleased the shareholders of both companies clearly recognize the significant opportunities we will have as one company to deliver enhanced value for all stakeholders.”

More than 71% of Amcor’s outstanding shares were present or represented by proxy, and more than 99% of these shares were voted in favor of the relevant proposal. More than 83% of Berry’s outstanding shares were present or represented by proxy, and more than 98% of these shares were voted in favor of the relevant proposal. Amcor and Berry will each file the final voting results with the US SEC on Form 8-K.

The combination is well advanced and is expected to close in mid calendar year 2025, subject to closing conditions.



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About Amcor

Amcor plc is a global leader in developing and producing responsible packaging solutions across a variety of materials for food, beverage, pharmaceutical, medical, home and personal-care, and other products. Amcor works with leading companies around the world to protect products, differentiate brands, and improve supply chains. The Company offers a range of innovative, differentiating flexible and rigid packaging, specialty cartons, closures and services. The company is focused on making packaging that is increasingly recyclable, reusable, lighter weight and made using an increasing amount of recycled content. In fiscal year 2024, 41,000 Amcor people generated \$13.6 billion in annual sales from operations that span 212 locations in 40 countries. NYSE: AMCR; ASX: AMC

About Berry

Berry is a global leader in innovative packaging solutions that we believe make life better for people and the planet. We do this every day by leveraging our unmatched global capabilities, sustainability leadership, and deep innovation expertise to serve customers of all sizes around the world. Harnessing the strength in our diversity and industry-leading talent of over 34,000 global employees across more than 200 locations, we partner with customers to develop, design, and manufacture innovative products with an eye toward the circular economy. The challenges we solve and the innovations we pioneer benefit our customers at every stage of their journey.

Important Information for Investors and Shareholders

This communication does not constitute an offer to sell or the solicitation of an offer to buy or exchange any securities or a solicitation of any vote or approval in any jurisdiction. It does not constitute a prospectus or prospectus equivalent document. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.



In connection with the proposed transaction between Amcor plc ("Amcor") and Berry Global Group ("Berry"), on January 13, 2025, Amcor filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4, as amended on January 21, 2025, containing a joint proxy statement of Amcor and Berry that also constitutes a prospectus of Amcor. The registration statement was declared effective by the SEC on January 23, 2025 and Amcor and Berry commenced mailing the definitive joint proxy statement/prospectus to their respective shareholders on or about January 23, 2025. INVESTORS AND SECURITY HOLDERS OF AMCOR AND BERRY ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain free copies of the registration statement and the definitive joint proxy statement/prospectus and other documents filed with the SEC by Amcor or Berry through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Amcor are available free of charge on Amcor's website at amcor.com under the tab "Investors" and under the heading "Financial Information" and subheading "SEC Filings." Copies of the documents filed with the SEC by Berry are available free of charge on Berry's website at berryglobal.com under the tab "Investors" and under the heading "Financials" and subheading "SEC Filings."

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Note Regarding Use of Non-GAAP Financial Measures

Included in this communication are measures of financial performance that are not calculated in accordance with U.S. GAAP. These measures include annual cash flow, adjusted cash earnings per share and certain cost, growth and financial synergies of the combined company post consummation of the transaction.

In arriving at these non-GAAP measures, Amcor excludes items that either have a non-recurring impact on the income statement or which, in the judgment of our management, are items that, either as a result of their nature or size, could, were they not singled out, potentially cause investors to extrapolate future performance from an improper base. These non-GAAP measures are presented for illustrative purposes only, contain a variety of adjustments, assumptions and preliminary estimates and are not necessarily indicative of what the combined company's actual results of operations or financial condition would be upon completion of the merger.



In the view of Amcor's management, the estimated synergies included in this communication were prepared on a reasonable basis, reflecting the best available estimates and judgments of Amcor's management at the time of preparation and presented as of the time of preparation, to the best of Amcor's management's knowledge and belief, the expected course of action and the expected performance of the combined company. While presented with numerical specificity, the estimated synergies presented herein are subject to estimates and assumptions in many respects, inherently uncertain and, as a result, subject to interpretation. The estimates and assumptions used to prepare these estimated synergies may prove not to be appropriate for any number of reasons, including general economic conditions, trends in the packaging industry, including trends in capital spending, inventory and unit production, competition and the risks discussed under the sections entitled "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" in the Joint Proxy Statement. Such estimated synergies do not take into account any circumstances or events occurring after the date such information was prepared and also reflect assumptions as to certain business decisions that are subject to change.

These non-GAAP financial measures should not be construed in isolation or as a substitute for, or superior to, results determined in accordance with U.S. GAAP, are not reported by all of Amcor's or Berry's competitors and may not be directly comparable to similarly titled measures of Amcor's competitors given potential differences in the exact method of calculation.