

Notice of Annual General Meeting 2014

Notice is hereby given that the 78th Annual General Meeting of the Company will be held at the Park Hyatt, 1 Parliament Square, Melbourne at 10.30 am (Melbourne time) on Thursday 23 October 2014.

Notice of Annual General Meeting 2014

Business

1. Financial and Other Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2014.

2. Re-election of Directors

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

- (a) To elect as a Director Mr Paul Brasher who was appointed as a Director since the last Annual General Meeting and, being eligible, offers himself for election in accordance with Rule 50 of the Constitution.
- (b) To elect as a Director Mrs Eva Cheng who was appointed as a Director since the last Annual General Meeting and, being eligible offers herself for election in accordance with Rule 50 of the Constitution.
- (c) To re-elect as a Director Mr John Thorn who retires by rotation in accordance with Rule 63 of the Company's Constitution and, being eligible, offers himself for re-election.

3. Grant of Options and Performance Rights to Managing Director (Long Term Incentive Plan)

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

That approval is given for the grant of 917,900 Options and 246,300 Performance Rights to the Managing Director and Chief Executive Officer of the Company, Mr Ken MacKenzie, in accordance with the rules of the Company's Long Term Incentive Plan on the terms summarised in the Explanatory Notes.

Voting exclusion for Item 3

The Company will disregard any votes cast on Item 3 by Mr Ken MacKenzie or any of his associates, as well as any votes cast as a proxy on Item 3 by a person who, at the date of the meeting, is a member of the Company's Key Management Personnel (KMP) or that KMP's closely related party, unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- by the Chairman of the meeting as proxy for a person entitled to vote, pursuant to an express authority to vote undirected proxies as the Chairman sees fit.

4. Approval of potential termination benefits

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

That approval be given for all purposes, including sections 200B and 200E of the *Corporations Act 2001*, for the giving of benefits on the terms set out in the Explanatory Notes attached to the Notice of Meeting, to any current or future employee who holds a managerial or executive office in the Company or a related body corporate, in connection with their ceasing to hold that office.

Voting exclusion for Item 4

If any shareholder is an employee or director of the Company or a related body corporate, (or an associate of an employee or director), and wishes to preserve the benefit of this resolution for that person, they should not vote on this resolution.

In accordance with the Corporations Act 2001 (Act), the Company will disregard any votes cast on item 4 as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties unless the votes are cast as proxy for a person entitled to vote on item 4 either:

- in accordance with a direction on the proxy form as to how to vote; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

5. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
To adopt the Remuneration Report for the year ended 30 June 2014.

Voting exclusion for Item 5

The Company will disregard any votes cast on Item 5:

- by, or on behalf of, a member of the Company's KMP named in the Remuneration Report, or that KMP's closely related parties, in any capacity; or
- by a person who, at the date of the meeting, is a member of the Company's KMP, or that KMP's closely related party, acting as proxy,

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- by the Chairman of the meeting as proxy for a person entitled to vote, pursuant to an express authority to vote undirected proxies as the Chairman sees fit.

NOTES

Important note regarding proxies

The laws that apply to voting on resolutions relating to the remuneration of key management personnel have changed in recent years. Certain categories of persons (including Directors and the Chairman of the meeting) may be prohibited from voting on such resolutions, including as proxy in some circumstances.

If you are appointing a proxy, please read the following notes and the instructions on the Proxy Form carefully to ensure that your vote counts.

1. For the purposes of the meeting, shares will be taken to be held by the persons who are registered as shareholders at 7.00 pm (Melbourne time) on Tuesday, 21 October 2014.
2. A shareholder is entitled to attend and vote at the meeting.
3. A shareholder is also entitled to appoint not more than 2 proxies. The appointment of one or more proxies will not preclude a shareholder from attending and voting at the meeting.
4. A proxy need not be a shareholder of Amcor.
5. A proxy may be either an individual or a body corporate. 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 at the meeting.
6. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the shareholder. If more than one proxy attends the meeting, neither proxy is entitled to vote on a show of hands. If you wish to appoint 2 proxies, ensure you complete the relevant section on the proxy form.
7. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose to not vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
8. If you do not mark a box on the Proxy Form, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on items 3, 4 and 5.

Notice of Annual General Meeting 2014 (continued)

9. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to items 3 (Grant of Options and Performance Rights to Managing Director), 4 (Approval of potential termination benefits) and 5 (Adoption of the Remuneration Report) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the KMP for the Amcor consolidated group (Group).
10. Shareholders should note that Directors (other than the Managing Director and Chief Executive Officer, Mr MacKenzie), are not entitled to participate in any share plan operated by the Company. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
11. Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10.30 am (Melbourne time) on Tuesday, 21 October 2014 in one of the following 4 ways:

by mail:

Amcor Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

or

online at:

www.amcor.com – click on 'AGM Proxy Voting' and follow the instructions provided

or

by facsimile: +61 2 9287 0309

or

by hand:

Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PricewaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company for the past financial year.

Please submit any questions that you would like the Company to respond to at the meeting by email to amcor@linkmarketservices.com.au, online at www.amcor.com by clicking on 'AGM Proxy Voting' or by mail to Amcor Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235. Questions need to be received by no later than 5.00 pm (Melbourne time) on Thursday, 16 October 2014.

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

By order of the Board.



J F McPherson
Company Secretary
Amcor Limited
Melbourne

18 September 2014

Explanatory Notes

ITEM 2

ELECTION AND RE-ELECTION OF DIRECTORS

The following are the backgrounds of the Directors who are seeking election and re-election:



P V (Paul) Brasher

BEC (Hons), FCA

Independent Non-Executive Director

Mr Brasher brings to the Board his local and global experience as a senior executive and director, particularly in the areas of strategy, finance, audit and risk management and public company governance.

Mr Brasher is Chairman of Incitec Pivot Limited (since June 2012) and Director (since September 2010). Mr Brasher is also a Non-Executive Director of Perpetual Limited. From 1982 to 2009, Mr Brasher was a partner of PricewaterhouseCoopers (and its predecessor firm Price Waterhouse), one of the world's major chartered accounting and professional services firms, including four years as the Chairman of the Global Board of PricewaterhouseCoopers.

Member of the Audit & Compliance Committee and a Director since January 2014.



E (Eva) Cheng

BA (Hons), MBA

Independent Non-Executive Director

Mrs Cheng is a former Executive Vice President of Amway Corporation responsible for Greater China and Southeast Asia (2005-2011). She led Amway's market launch in China in 1991 and held its Executive Chairman position for 20 years. Mrs Cheng has extensive knowledge of fast moving consumer goods. Mrs Cheng is currently a Director of Trinity Limited (since November 2011), Nestle S.A. (since April 2013), Haier Electronics Group Company Limited (since June 2013) and The Link Management Limited (since February 2014). Mrs Cheng previously held positions with Amway (Malaysia) Holdings Berhad (June 2005 – June 2014) and Esprit Holdings Ltd (December 2012 – June 2014).

Mrs Cheng is based in Hong Kong.

Mrs Cheng was appointed a Director in June 2014.



J G (John) Thorn

(FCA)

Independent Non-Executive Director

Mr Thorn is a chartered accountant and brings expertise to the board in the areas of accounting, financial services, mergers & acquisitions, business advisory, risk management and general management. He has 38 years of professional experience with PricewaterhouseCoopers (PwC), where he was a partner from 1982 to 2003 advising major international and Australian companies. During this period, he served on the firm's Board, was the Managing Partner of PwC's Assurance and Business Advisory practice and was the National Managing Partner of PwC until 2003. He has experience in Asia having lived and worked in Singapore and Indonesia. His board committee experience includes Audit Committees (Chairman), Human Resources Committees, IT Committees, Nomination Committees and Risk Committees.

Currently a director of National Australia Bank Limited (since October 2003) and Salmat Limited (since September 2003). Former Director of Caltex Australia Limited (June 2004-May 2013).

Chairman of the Audit and Compliance Committee (since February 2005), Member of the Executive and Nomination Committees and Director since December 2004.

The Board considers each of Mr Paul Brasher, Mrs Eva Cheng and Mr John Thorn to be an Independent Director.

The Directors (other than the relevant Director in relation to his or her own election/re-election) unanimously recommend the election of Mr Paul Brasher and Mrs Eva Cheng and the re-election of Mr John Thorn.

Explanatory Notes (continued)

ITEM 3

GRANT OF OPTIONS AND PERFORMANCE RIGHTS TO MANAGING DIRECTOR (LONG TERM INCENTIVE PLAN)

Overview of grant

Item 3 relates to the proposed participation of the Managing Director and Chief Executive Officer, Mr Ken MacKenzie, in the Company's Long Term Incentive Plan (**LTIP**) during the 2014/2015 financial year.

The principles of Amcor's executive remuneration strategy, programs and frameworks are designed to:

- align remuneration to business outcomes that deliver value to shareholders;
- drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent.

The Company's remuneration structure includes a combination of fixed remuneration and variable or 'at risk' remuneration that is only paid if pre-determined performance conditions are achieved.

Why is shareholder approval required?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme. Accordingly, approval is sought for the grant to Mr MacKenzie of up to 917,900 Options and 246,300 Performance Rights under the LTIP. This grant is conditional on receiving shareholder approval.

An overview of the proposed grant is set out below. Further details of Mr MacKenzie's remuneration is set out in the Remuneration Report on pages 32 to 49 of the Annual Report.

Overview of the proposed grant

NUMBER TO BE ALLOCATED

The Board has invited Mr MacKenzie to apply for a grant of up to 917,900 Options and 246,300 Performance Rights over shares in the Company. Each Option and Performance Right is to acquire one share in the Company. Accordingly, the maximum number of shares that may be acquired by Mr MacKenzie is 917,900 shares (pursuant to an exercise of Options) and 246,300 shares (pursuant to the vesting of Performance Rights), subject to any adjustment made in accordance with the LTIP.

The Board aims to deliver a **target value** at grant taking into account what the grant may be worth at vesting, on average, over time. This target value is translated into a grant of Options and Performance Rights using a fair value calculation (Black Scholes option pricing formula within a Monte Carlo simulation model) performed by an independent actuary that allows for expected share price and dividend performance, and performance against the performance hurdles over the four year period. The methodology is widely used and accepted for the purposes of accounting disclosures. The inputs used for these valuations and the fair value outcomes are disclosed in our Annual Report and audited.

The **face value** at grant is also shown below. This is based on the volume weighted average price (VWAP) of Amcor's ordinary shares traded on the ASX over the 20 trading days including, and following, 1 July 2014 (reflecting the beginning of the performance period). The VWAP for this grant is \$10.28, which also represents the Option exercise price. As the Options require share price appreciation to acquire value, the Options have no face value at grant.

The **actual value** at vesting will depend on performance against the relevant performance conditions and the price of Amcor's ordinary shares. The maximum number of Options and Performance Rights will only be delivered to Mr MacKenzie if the highest performance levels for each performance condition are achieved (return on average funds employed at or above maximum; relative total shareholder return performance against both domestic and overseas comparator groups at upper quartile or above) and the share price has increased in absolute terms. The actual value on vesting may be zero if performance conditions are not met.

The value of the award and the number of Options and Performance rights awarded to Mr MacKenzie was calculated as follows:

1. Target value at grant (based on what the grant is targeted to be worth at vesting, on average, over time):	100% of total fixed remuneration or \$2,625,167
2. Proportion of target value attributable to:	Options = 50% or \$1,312,584 Performance Rights = 50% or \$1,312,584
3. Method for calculating number of units to be awarded:	Values above divided by the fair value of Options and Performance Rights
4. Number of Options and Performance Rights awarded:	Options = 917,900 Performance Rights = 246,300
5. Face value at grant:	96% of total fixed remuneration or \$2,531,964 <i>Options = (917,900 X (\$10.28 - \$10.28 exercise price))</i> <i>Performance Rights = (246,300 X \$10.28)</i>

DATE OF GRANT

If shareholder approval is obtained, the Options and Performance Rights will be granted to Mr MacKenzie shortly after the meeting but, in any event, within 12 months after the date of the meeting.

Explanatory Notes (continued)

	OPTIONS	PERFORMANCE RIGHTS
PERFORMANCE CONDITIONS	<p>The Options are subject to one performance condition – Return on Average Funds Employed (RoAFE) – and a separate Share Price Condition.</p> <p>For the purposes of calculating the vesting outcome for Options, RoAFE is calculated as the annualised profit before interest, tax and after significant items earned by Amcor during a reporting period, as a percentage of the average funds employed by Amcor during a reporting period.</p> <p>The Board may apply discretion to exclude significant items in the calculation of RoAFE 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.</p> <p>No Options will vest if the Company's RoAFE is less than 16.2%. 50% of the Options will vest if RoAFE is 16.2%. An additional 2.5% of Options will vest for each 0.1% that RoAFE is above 16.2% up to 18.2% at which 100% of the Options will vest.</p> <p>The Board will determine the final RoAFE hurdle, to be used for the purposes of determining the percentage of Options that may vest, by no later than 30 June 2017. This is to allow the Board flexibility to increase the RoAFE hurdle (e.g. in the event of a windfall following a divestment) or decrease the RoAFE hurdle (e.g. so as not to discourage management from pursuing acquisition opportunities in the event they have adverse consequences on RoAFE). The Board may also at its discretion change the structure of the RoAFE hurdle, in the event of any other material event or other strategic initiative that affects Amcor's capital structure and the relevance of the RoAFE hurdle as the performance condition.</p> <p>If the RoAFE performance condition is satisfied, the Share Price Condition is then tested. This condition is satisfied if the volume weighted average price of Amcor shares on the ASX during the five trading days prior to 30 June 2018 (the end of the relevant performance period) exceeds the exercise price of the Options.</p> <p>If the Share Price Condition is not satisfied, it will continue to be tested at the end of each calendar month following the satisfaction of the RoAFE performance condition using the volume weighted average price of Amcor shares on the ASX during the five trading days prior to the final day of the relevant calendar month. This will occur until the Options vest or expire in 2021.</p> <p>Options will vest and become exercisable only if both the RoAFE performance condition and the Share Price Condition are satisfied.</p>	<p>The Performance Rights are subject to a single performance condition of Total Shareholder Return (TSR) relative to companies in two peer groups.</p> <p>The first peer group comprises companies in the S&P/ASX 100 (excluding those companies in, or with heavy exposure to, the financial, resources, media, IT, gaming and property trust sectors).</p> <p>The second peer group comprises certain selected international industry peers, namely Ball Corp, Bemis Co Inc, Berry Plastics Group Inc, CCL Industries Inc, Crown Holdings Inc, Graphic Packaging, Huhtamaki, International Paper, Mayr-Melnhof Karton, MeadWestvaco Corp, Owens-Illinois Inc, Rexam Plc, RPC Group Plc, Sealed Air Corp, Silgan Holdings Inc, Sonoco Products Co, Winpak Ltd.</p> <p>These peer groups have been chosen because the Board believes that they represent two broad based comparator groups that appropriately reflect Amcor's current market positioning.</p> <p>Certain events may occur that could affect the structure of either peer group. The Board has, accordingly, retained discretion to determine how those events will be treated at the time they arise. This may result in the alteration of the composition of companies in either peer group from time to time.</p> <p>The Board also retains the discretion to deal with any other material event or strategic initiative that affects Amcor's capital structure and/or the relevance of a share in a peer group.</p> <p>Half of the Performance Rights granted will be tested against the first peer group, and half against the second peer group. No Performance Rights will vest if Amcor's TSR performance is less than the 50th percentile of the relevant peer group. If performance is at the 50th percentile, then 50% of Performance Rights will vest. An additional 2% of Performance Rights will vest for each 1 percentile increase above the 50th percentile up to the 75th percentile at which 100% of the Performance Rights will vest.</p>

OPTIONS		PERFORMANCE RIGHTS
PERFORMANCE PERIOD AND VESTING	<p>The performance period is four years commencing 1 July 2014. Accordingly, the RoAFE performance condition will be tested after 30 June 2018.</p> <p>Any Options that do not vest before the expiry of the Options (being October 2021) will lapse.</p>	<p>The performance period is four years commencing 1 July 2014. Accordingly, the TSR performance condition will be tested after 30 June 2018.</p> <p>Any Performance Rights that do not vest will lapse no later than 31 October 2018.</p>
TRADING RESTRICTIONS	<p>Shares allocated following the exercise of Options are not subject to any trading restrictions. However, Mr MacKenzie must observe the Company's policies (including the Minimum Shareholding Policy and the Share Trading Policy) when dealing with shares.</p>	<p>Shares allocated following the exercise of Performance Rights are not subject to any trading restrictions. However, Mr MacKenzie must observe the Company's policies (including the Minimum Shareholding Policy and the Share Trading Policy) when dealing with shares.</p>
PRICE PAYABLE ON GRANT OR EXERCISE	<p>No amount is payable in respect of the grant of the Options. However, vested Options will have an exercise price of \$10.28 which is based on the volume weighted average price of Amcor ordinary shares traded on the ASX over the 20 trading days including, and following, 1 July 2014. The Exercise Price, and the number of shares acquired upon exercise, are subject to adjustment in accordance with the ASX Listing Rules in the event of a reorganisation of the issued ordinary share capital of the Company, or as otherwise contemplated by the LTIP rules.</p>	<p>No amount is payable in respect of the grant, or on the vesting, of Performance Rights. If Mr MacKenzie wishes to exercise any Performance Rights granted to him, he will be entitled to receive one fully paid ordinary share in the Company in respect of each vested Performance Right (subject to adjustment in accordance with the ASX Listing Rules in the event of a reorganisation of the issued ordinary share capital of the Company, or as otherwise contemplated by the LTIP rules).</p>

CESSATION OF EMPLOYMENT

If Mr MacKenzie ceases employment with the Company before either of the Options or Performance Rights vest, then all unvested Options and Performance Rights will lapse.

However, in some circumstances, including retirement, retrenchment or expiry (and non-renewal) of contract, 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).

OTHER REQUIRED INFORMATION – ASX LISTING RULES

Mr MacKenzie is the only Director of the Company entitled to participate in the LTIP. No associate of any Director can participate in the LTIP.

In 2013, Mr MacKenzie was granted 923,700 Options and 229,700 Performance Rights (adjusted to 256,700 as a result of the Demerger of Orora) under the LTIP following shareholder approval at the 2013 AGM. No amount was payable on the grant of the Options. However, on exercise, Mr MacKenzie will be required to pay an amount of **\$9.31** per Option (on grant, the Options had an exercise price of \$10.53. This was adjusted as a result of the Demerger of Orora). No amount is payable on the grant, or vesting, of Performance Rights. Details of the adjustment to the Options and the Performance Rights as a result of the Demerger of Orora were included in the Demerger Booklet and approved by shareholders.

The Directors (other than Mr MacKenzie) unanimously recommend that shareholders vote in favour of resolution 3. Mr MacKenzie makes no recommendation.

Explanatory Notes (continued)

ITEM 4

APPROVAL OF POTENTIAL TERMINATION BENEFITS

Why is shareholder approval being sought?

The Act restricts the benefits (termination benefits) which can be given to certain employees on leaving their employment with the Group. The restrictions apply to a person who holds or held a managerial or executive office (as defined in the Act) in the Group (this includes individuals employed by our overseas subsidiaries). Under the Act, a termination benefit can only be given to these individuals if it is approved by shareholders or an exemption applies.

Amcor is a global business with subsidiaries and operations in many jurisdictions around the world. The Act has potentially wide application. Some employees who are covered by the scope of these provisions are employed outside Australia. Their employment terms have been designed to meet local laws, regulations and practice, and are not necessarily the same as the terms applying to Australian employment contracts.

The Company's policy in relation to termination benefits and entitlements is to treat ceasing employees fairly and consistently, as well as in accordance with the applicable laws and market practice. Amcor does not wish to disadvantage any individual who moves to a different role or jurisdiction within the Group. Having regard to this policy and to the uncertainties the operation of these provisions can cause, the directors believe it is appropriate and prudent to seek shareholder approval so that termination benefits are able to be provided without any risk of a breach of the Act.

Approval is being sought in respect of:

- any current or future employees who are (or become) members of the Company's KMP; and
- any current or future employees who hold (currently or in the future) a managerial or executive office in the Company or a related body corporate (this includes individuals who are directors of our subsidiaries),

and either hold that role at the time of their termination or were in the role within the three years prior to their termination (Relevant Persons).

This approval does not apply to non-executive directors. The Company's policy is that non-executive directors do not receive retirement benefits other than in accordance with the Company's superannuation obligations.

These are not new benefits

The Group's remuneration strategy and arrangements are described in the Remuneration Report. The Company's remuneration reports have received strong support from shareholders and other key stakeholders in the past.

Shareholders are not being asked to approve any increase or changes in the employment arrangements, remuneration, individual entitlements, benefits or incentive plans for Relevant Persons. Shareholders are also not being asked to approve any changes to the existing discretions of the Board and its Committees including those that have previously been disclosed and approved by shareholders as part of any incentive plan rules. Rather, shareholders are being asked to approve the Company's existing policy and practices to enable the Company to continue to operate its remuneration programs to support the Group's strategy.

What is the Company seeking approval for?

The Company is seeking shareholder approval for any potential termination benefits that may be provided to a Relevant Person (including as a result of the exercise of Board discretion) under:

- their employment or service agreement;
- the Company's various incentive plans;
- applicable laws and regulations; and
- Amcor's policies, as set out in the table below.

Approval by shareholders does not guarantee that a Relevant Person will receive termination benefits, but rather preserves the discretion of the Board and its Committees to determine the most appropriate termination package in accordance with the relevant employment agreement and plan rules.

In general, where the Board has power to exercise a discretion in relation to giving a benefit on termination, the Board's past practice has been to do so only in circumstances where it decides the employee is a 'good leaver'. The Board has previously decided that 'good leavers' are those employees who cease due to permanent disability, death, expiry (and non-renewal) of contract, retirement or redundancy or other appropriate circumstances at the Board's discretion (which could include circumstances of termination by mutual agreement) (Good Leavers).

Termination benefits and entitlements

The potential termination benefits or entitlements for which shareholder approval is sought (including the various discretions that may be exercised by the Board or its delegate) are summarised below. The treatment described in the table below applies to Good Leavers (as described above).

In the event that an individual resigns voluntarily or is terminated for cause or poor performance, then termination benefits or entitlements will generally not apply, aside from any obligations required under their contract, local laws, regulations and practice. In summary:

- where termination is for cause, no award is granted under the Management Incentive Plan (MIP) or the Equity Management Incentive Plan (EMIP), and all unvested and all vested but unexercised awards granted under any of the EMIP, Long Term Incentive Plan (LTIP) and Senior Executive Retention Plans (Retention Plans) lapse or are forfeited;
- where an individual voluntarily resigns, in general, no award is granted under the MIP or the EMIP and unvested LTIP and Retention Plans awards lapse or are forfeited. However, the Board retains limited discretion under the MIP and the LTIP to determine otherwise if it considers it appropriate in all the circumstances; and
- where termination is for performance, no award is granted under the MIP or the EMIP and all unvested awards under the LTIP, EMIP and Retention Plans lapse or are forfeited.

Further details regarding the relevant agreements and plans are set out in the Remuneration Report, which is available on the website at www.amcor.com.

Explanatory Notes (continued)

Agreement/Plan	Potential benefits / treatments
Employment agreements	<p>As described in the Remuneration Report, all members of KMP are employed under agreements which include 12 month notice periods.</p> <p>The Company may make a payment in lieu of some or all of the notice period in accordance with the terms of the relevant contract. This payment can include other allowances or entitlements as contemplated in the employment contract including but not limited to non-monetary benefits, relocation expenses and superannuation benefits.</p> <p>Executives do not receive any payment in lieu of notice if they are required to work out their notice period.</p> <p>Restraint payments may be paid to enforce post-employment restraint clauses if considered necessary and/ or appropriate to protect matters such as confidential information or intellectual property. In some jurisdictions, restraint clauses may be legally unenforceable without payment. These payments may be up to 12 months salary depending on the length of the restraint and the jurisdiction.</p>
<p>Management Incentive Plan (MIP)</p> <p>Under the MIP, participants are eligible to receive a cash bonus if they achieve certain performance standards during the relevant financial year.</p>	<p>In the event of a termination during the MIP performance period due to permanent disability, death, expiry (and non-renewal) of contract, retirement or redundancy, the Board may determine that a pro rata cash bonus will be payable based on performance to date or as prescribed in the relevant employment contract. If the MIP performance period has ended, the cash bonus may be paid in full subject to an assessment of performance against the relevant performance targets.</p> <p>The Board may determine to pay any cash bonus either on cessation of employment (or on a date after cessation of employment at the discretion of the Board), or on the scheduled payment date.</p> <p>Other circumstances may be dealt with at the Board's discretion which would be applied having regard to the general principles above. In some jurisdictions an employee may be entitled to a pro-rata MIP if they voluntarily resign.</p>
<p>Equity Management Incentive Plan (EMIP)</p> <p>If a participant earns a cash bonus under the MIP the participant may also be entitled to a grant of share rights or phantom rights under the EMIP. The EMIP grant will be equivalent to a nominated percentage of the MIP cash bonus as determined by the Board. EMIP awards vest two years after they are granted based upon the satisfaction of specified service conditions. There are no other performance conditions applicable.</p>	<p>In the event of a termination due to permanent disability, death, expiry (and non-renewal) of contract, retirement or redundancy, the Board may determine that the cash equivalent of the EMIP grant for that year will be payable based on any MIP cash bonus that is determined by the Board above.</p> <p>The Board may determine to pay any cash equivalent of the EMIP grant either on cessation of employment (or on a date after cessation of employment at the discretion of the Board), or on the scheduled MIP payment date.</p> <p>In the case of share rights that have previously been granted due to performance standards being met but which remain subject to the satisfaction of a service condition and which therefore have not vested as at the date of termination, the Board may lift the service condition and vest the share rights on cessation of employment (or on a date after cessation of employment at the discretion of the Board), or on the scheduled MIP payment date.</p> <p>Other circumstances may be dealt with at the Board's discretion, which would be applied having regard to the general principles above.</p>

Agreement/Plan	Potential benefits / treatments
<p>Long Term Incentive Plan</p> <p>Participants may be granted options, performance shares, performance rights, phantom shares or phantom options.</p> <p>LTIP awards vest upon the satisfaction of the applicable performance conditions.</p>	<p>In the event of a termination due to permanent disability or death, unvested awards lapse unless the Board determines otherwise. In the event of a termination due to retirement, retrenchment or expiry (and non-renewal) of contract, unvested awards do not lapse, but the Board has discretion to determine the treatment applying to some or all of the vesting conditions.</p> <p>In both of the above cases, the Board may determine that a pro-rata portion of the award vests based on time served as a percentage of the performance period, or the award may vest in full if the performance period is substantially complete.</p> <p>Any pro-rated vesting will be subject to meeting the existing performance hurdles but tested against the performance conditions at or near the time of termination. The Board may alternatively apply a varied performance condition (if appropriate to the circumstances), or it may determine that the award remain 'on foot' and will be tested and vest at the scheduled date.</p> <p>The Board may also settle awards by way of a cash payment using the methods determined above as a basis for determining the value of the cash payment.</p> <p>Other circumstances may be dealt with at the Board's discretion, which would be applied having regard to the general principles above.</p> <p>Any vested but unexercised awards are exercisable for 90 days following cessation and will lapse if not exercised within that period.</p>
<p>Senior Executive Retention Plans</p> <p>Under the Retention Plans, participants are given the opportunity to receive shares (or their cash equivalent) upon the satisfaction of specified service conditions.</p>	<p>In the event of a termination in certain Good Leaver circumstances, the Board may lift some or all of the vesting conditions and vest the shares (or their cash equivalent) on cessation of employment (or on a date after cessation of employment at the discretion of the Board), or on the scheduled date.</p> <p>Other Good Leaver circumstances may be dealt with at the Board's discretion, which would be applied having regard to the general principles above.</p>
<p>Other payments to Relevant Persons (including amounts payable at law)</p>	<p>Other benefits may be payable upon cessation in accordance with policies, market practice or local law. As Amcor is also an international company, it is not possible to succinctly describe each benefit and its treatment in advance for each Relevant Person that this may affect.</p> <p>Any other payments required to be made under an applicable law or statutory entitlement will also be paid by Amcor.</p>
<p>Incidental payments</p>	<p>Circumstances may arise where it will be appropriate for the Company to make small incidental payments to a ceasing Relevant Person. Such benefits could include allowing the Relevant Person to retain certain property following termination (such as phones or other electronic devices) or making retirement gifts to recognise the contribution they made to the Group. Approval is sought to grant such benefits provided that they are reasonable and not significant in all the circumstances.</p>

Explanatory Notes (continued)

The value of the termination benefits

The amount and value of the termination benefits for which the Company is seeking approval is the maximum potential benefit that could be provided under the relevant employment agreement and incentive and equity plans, as summarised above. The amount and value of the termination benefits and entitlements that may be provided cannot be ascertained in advance as they will depend on a number of factors, including:

- the circumstances in which the individual ceases to hold office;
- their base salary at the time of cessation of employment;
- the length of their service with the Group and the portion of any relevant performance or qualification periods that have expired at the time they cease employment;
- the number of equity entitlements held by the individual prior to cessation of employment and the number that the Board determines to vest, lapse, forfeit or leave on foot in accordance with the relevant plans;
- the Company's share price at the relevant time;
- any other factors that the Board determines to be relevant when exercising a discretion (such as its assessment of the individual's performance up to the termination date);
- the jurisdiction in which the individual is based at the time they cease employment, and the applicable laws in that jurisdiction; and
- any changes in law between the date the Group enters into an employment contract with the individual and the date they cease to hold office.

Approval is sought for a three year period

If approval is obtained, it will be effective for a period of approximately three years from the date the resolution is passed.

That is, shareholder approval will be effective:

- in relation to any termination benefit paid or granted; or
- if the Board (or its delegates) exercise certain discretions under the rules of the plans; or
- if a Relevant Person ceases employment,

during the period beginning at the conclusion of the Company's 2014 Annual General Meeting and expiring at the conclusion of the Company's 2017 Annual General Meeting. If considered appropriate, the Board will seek a new approval from shareholders at the Company's Annual General Meeting in 2017.

It can be reasonably anticipated that aspects of relevant employment agreements, the incentive and equity plans and Amcor's policies will be amended from time to time in line with market practice and changing governance standards. Where relevant, changes in relation to KMP will be reported in the Company's future remuneration reports. However, it is intended that this approval will remain valid for as long as these agreements, plans and policies provide for the treatment on cessation of employment set out in this Notice of Meeting.

The Directors unanimously recommend that shareholders vote in favour of resolution 4.

ITEM 5

ADOPTION OF REMUNERATION REPORT

The vote on Item 5 relates to Company's remuneration policy and outcomes for the 2014 financial year. The Remuneration Report is set out in the Directors' Report section of the 2014 Annual Report and is also available on Amcor's website at www.amcor.com.

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and Senior Executives. 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 resolution 5 is advisory only, and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

The Directors unanimously recommend that shareholders vote in favour of resolution 5.

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