



8 May 2025

For announcement to the ASX

Amcor (NYSE: AMCR; ASX: AMC) filed the attached Form S-8 with the US Securities and Exchange Commission ("SEC") on Wednesday 7 May 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 S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMCOR PLC

(Exact name of registrant as specified in its charter)

Jersey
(State or other jurisdiction
of incorporation)

98-1455367
(IRS Employer Identification No.)

**83 Tower Road North
Warmley, Bristol
United Kingdom**
(Address of Principal Executive Offices)

BS30 8XP
(Zip Code)

Berry Global Group, Inc. 2015 Long-Term Incentive Plan
(Full title of the plan)

**Deborah Rasin
Executive Vice President and General Counsel
Amcors plc
3 Parkway North, Suite 300
Deerfield, IL 60015
(920) 527-7300**
(Name, address and telephone number, including area code, of agent for service)

Copies to:
**Sophia Hudson, P.C.
Katherine Shaia
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

On April 30, 2025, pursuant to the Agreement and Plan of Merger, dated as of November 19, 2024 (the “**Merger Agreement**”), by and among Amcor plc (the “**Registrant**”), Aurora Spirit, Inc., a wholly-owned subsidiary of the Registrant (“**Merger Sub**”), and Berry Global Group, Inc. (“**Berry**”), Merger Sub merged with and into Berry, with Berry surviving as a wholly-owned subsidiary of the Registrant (such merger, the “**Merger**”). Capitalized terms used herein and not otherwise defined herein have the meanings set forth in the Merger Agreement, which is filed as Exhibit 2.1 to the Current Report on Form 8-K/A filed by Amcor with the Securities and Exchange Commission (the “**Commission**”) on November 19, 2024. This Registration Statement on Form S-8 (the “**Registration Statement**”) registers the offer and sale of (i) up to 20,572,561 ordinary shares, par value \$0.01 per share, of the Registrant (“**Amcor Ordinary Shares**”) issuable to holders of Berry RSU Awards, Berry PSU Awards and Berry Options granted under the Berry Global Group, Inc. 2015 Long-Term Incentive Plan, as amended (the “**Plan**”), that were unvested immediately prior to the effective time of the Merger (the “**Effective Time**”) and were converted into Amcor RSU Awards (in the case of Berry RSU Awards and Berry PSU Awards) and Amcor Converted Option Awards (in the case of Berry Options) at the Effective Time pursuant to the Merger Agreement, and (ii) up to 11,084,626 Amcor Ordinary Shares issuable from time to time under the Plan, which Plan was assumed by the Registrant at the Effective Time in connection with the consummation of the Merger.

Pursuant to an exemption provided by Rule 303A.08 of the New York Stock Exchange Listed Company Manual and interpretative guidance thereunder, shares that are available for grant under a pre-existing shareholder approved plan of an issuer that is acquired in an acquisition or merger may be used by the listed acquiring company for certain post-transaction grants, either under the pre-existing plan or another plan, without further shareholder approval by shareholders of the listed acquiring company, provided that (i) the number of shares available for grants after such transaction is appropriately adjusted to reflect the transaction, (ii) the time during which those shares are available is not extended beyond the period when they would have been available under the pre-existing plan, absent the transaction, and (iii) such awards are not granted to individuals who were employed by the granting company or its subsidiaries immediately prior to the time that the merger or acquisition was consummated.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Commission, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 of Part I is included in documents delivered to participants in the Plan covered by this Registration Statement pursuant to Rule 428(b) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission, are incorporated in this Registration Statement by reference:

- (a) [the Registrant’s Annual Report on Form 10-K for the fiscal year ended June 30, 2024, as filed with the Commission on August 16, 2024 \(the “Annual Report”\)](#);
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- (b) the Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2024, December 31, 2024 and March 31, 2025, as filed with the Commission on [November 1, 2024](#), [February 5, 2025](#) and [May 1, 2025](#), respectively;
- (c) the Registrant's Current Reports on Form 8-K as filed with the Commission on [September 4, 2024](#), [September 5, 2024](#), [November 8, 2024](#), [November 19, 2024](#) (as amended by the Registrant's Current Report on Form 8-K/A filed with the Commission on November 19, 2024), [January 6, 2025](#), [February 14, 2025](#), [February 26, 2025](#), [March 6, 2025](#), [March 10, 2025](#), [March 11, 2025](#), [March 13, 2025](#), [March 17, 2025](#), [April 29, 2025](#) and [April 30, 2025](#);
- (d) the information specifically incorporated by reference into the Annual Report for the fiscal year ended June 30, 2024 from the Registrant's [Definitive Proxy Statement on Schedule 14A, filed on September 24, 2024](#);
- (e) [the description of Amcor Ordinary Shares set forth in Exhibit 4.26 to the Annual Report](#).

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed with the Commission pursuant to Item 2.02 or Item 7.01 of Form 8-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Except as hereinafter set forth, there is no charter provision, bylaw, contract, arrangement or statute under which any director or officer of the Registrant is insured or indemnified in any manner against any liability which he or she may incur in his or her capacity as such.

Pursuant to article 11.2 of the Amcor Articles of Association, the Registrant must indemnify each director and officer on a full indemnity basis and to the full extent permitted by law.

The Articles of Association of the Registrant provide in relevant part: “The Company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (“**Liabilities**”) incurred by the Officer as a present or former director or officer of the Company or of a related body corporate.” As used in the foregoing sentence, the term “Officer” includes each person who is or has been a director or executive officer of the Registrant and such other officers or former officers of the Registrant or of its related bodies corporate as the Registrant’s board of directors in each case determines.

The relevant provision of the Companies (Jersey) Law 1991 is Article 77, which provides:

“(1) Subject to paragraphs (2) and (3), any provision, whether contained in the articles of, or in a contract with, a company or otherwise, whereby the company or any of its subsidiaries or any other person, for some benefit conferred or detriment suffered directly or indirectly by the company, agrees to exempt any person from, or indemnify any person against, any liability which by law would otherwise attach to the person by reason of the fact that the person is or was an officer of the company shall be void.

(2) Paragraph (1) does not apply to a provision for exempting a person from or indemnifying the person against —

a. any liabilities incurred in defending any proceedings (whether civil or criminal) —

(i) in which judgment is given in the person’s favour or the person is acquitted,

(ii) which are discontinued otherwise than for some benefit conferred by the person or on the person’s behalf or some detriment suffered by the person, or

(iii) which are settled on terms which include such benefit or detriment and, in the opinion of a majority of the directors of the company (excluding any director who conferred such benefit or on whose behalf such benefit was conferred or who suffered such detriment), the person was substantially successful on the merits in the person’s resistance to the proceedings;

b. any liability incurred otherwise than to the company if the person acted in good faith with a view to the best interests of the company;

c. any liability incurred in connection with an application made under Article 212 in which relief is granted to the person by the court; or

d. any liability against which the company normally maintains insurance for persons other than directors.

(3) Nothing in this Article shall deprive a person of any exemption or indemnity to which the person was lawfully entitled in respect of anything done or omitted by the person before the coming into force of this Article.

(4) This Article does not prevent a company from purchasing and maintaining for any such officer insurance against any such liability.”

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

Exhibit Numbers	Description
<u>4.1</u>	<u>Articles of Association of Amcor plc (incorporated by reference to Exhibit 3.1 to Amcor plc’s Current Report on Form 8-K filed on June 13, 2019).</u>
<u>5.1*</u>	<u>Opinion of Ogier.</u>
<u>10.1</u>	<u>Berry Global Group, Inc. 2015 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to Berry Global Group, Inc.’s Current Report on Form 8-K filed on March 10, 2015).</u>
<u>10.2</u>	<u>First Amendment to Berry Global Group, Inc. 2015 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Berry Global Group, Inc.’s Current Report on Form 8-K filed on March 6, 2018).</u>
<u>10.3*</u>	<u>Second Amendment to Berry Global Group, Inc. 2015 Long-Term Incentive Plan.</u>
<u>23.1*</u>	<u>Consent of PricewaterhouseCoopers AG, independent registered public accounting firm to Amcor plc.</u>

23.2*	Consent of Ernst & Young LLP, independent registered public accounting firm to Berry Global Group, Inc.
23.3*	Consent of Ogier (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page of this Registration Statement).
107*	Filing Fee Table.

* Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bristol, United Kingdom, on May 7, 2025.

AMCOR PLC

By: /s/ Peter Konieczny

Name: Peter Konieczny

Title: Chief Executive Officer and Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints Peter Konieczny, Michael Casamento, Damien Clayton, Deborah Rasin and Michael Rumley, and each of them individually, with full power of substitution and resubstitution, his or her true and lawful attorney-in fact and agent, with full powers to each of them to sign for us, in our names and in the capacities indicated below, the Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any and all amendments to said Registration Statement (including post-effective amendments), granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney. This power of attorney may be executed in counterparts and all capacities to sign any and all amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 7, 2025.

Name	Title
<u>/s/ Peter Konieczny</u> Peter Konieczny	Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Michael Casamento</u> Michael Casamento	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Julie Sorrells</u> Julie Sorrells	Vice President and Corporate Controller (Principal Accounting Officer)
<u>/s/ Graeme Liebelt</u> Graeme Liebelt	Director and Chairman
<u>/s/ Achal Agarwal</u> Achal Agarwal	Director
<u>/s/ Susan Carter</u> Susan Carter	Director

<div><div>/s/ Graham Chipchase</div><div>Graham Chipchase</div></div>	Director
<div><div>/s/ Nicholas (Tom) Long</div><div>Nicholas (Tom) Long</div></div>	Director
<div><div>/s/ Lucrèce Foufopoulos-De Ridder</div><div>Lucrèce Foufopoulos-De Ridder</div></div>	Director
<div><div>/s/ Jill A. Rahman</div><div>Jill A. Rahman</div></div>	Director
<div><div>/s/ Stephen Sterrett</div><div>Stephen Sterrett</div></div>	Director
<div><div>/s/ Jonathan F. Foster</div><div>Jonathan F. Foster</div></div>	Director
<div><div>/s/ James T. Glerum, Jr.</div><div>James T. Glerum, Jr.</div></div>	Director
<div><div>/s/ Michael J. Rumley</div><div>Michael J. Rumley</div></div>	Authorized Representative in the United States
<div></div>	



Amcor plc
44 Esplanade
St Helier
JERSEY
JE4 9WG

D +44 1534 514251
E simon.dinning@ogier.com

Reference: SDD/NHO/178119.00008

7 May 2025

Dear Sirs

Amcor plc (the Company)

1 Request for opinion

We have been requested to provide you with a legal opinion on matters of Jersey law in relation to the Company.

2 Documents examined

- 2.1 For the purposes of giving this opinion, we have examined copies of the corporate and other documents and conducted the searches listed in Schedule 1.
- 2.2 We have not made any searches or enquiries concerning, and have not examined any documents entered into by or affecting the Company or any other person, save for the searches, enquiries and examinations expressly referred to in Schedule 1.

3 Assumptions

In giving this opinion we have relied upon the assumptions set out in Schedule 2 without having carried out any independent investigation or verification in respect of such assumptions.

4 Opinions

On the basis of the examinations and assumptions referred to above and subject to the qualifications set forth in Schedule 3 and the limitations set forth below, we are of the opinion that:

Ogier (Jersey) LLP
44 Esplanade
St Helier
Jersey JE4 9WG

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ogier.com

Partners

Raulin Amy
James Angus
James Campbell
Alexander Curry
Richard Daggett
Simon Dinning
Katrina Edge
Damian Evans
James Fox

Amy Garrod
Josephine Howe
Jonathan Hughes
Niamh Lalor
Kate McCaffrey
Edward Mackereth
Bruce MacNeil
Katharine Marshall
Matt McManus

Rebecca McNulty
Steven Meiklejohn
Oliver Passmore
Nathan Powell
Sophie Reguengo
Oliver Richardson
Bruce Scott
Henry Wickham
Nicholas Williams

Registered as a limited liability partnership in Jersey. Registered number 99.

Corporate existence and capacity

Upon the issuance and delivery of any Plan Shares in the settlement of the Awards or otherwise in accordance with the terms of the Plan (and, in the case of options, upon receipt by the Company of the consideration for such Plan Shares determined in accordance with the terms of the Plan), such Plan Shares will be validly issued, fully paid and non-assessable.

5 Limitations

We offer no opinion:

- (a) in relation to the laws of any jurisdiction other than Jersey (and we have not made any investigation into such laws);
- (b) as to the enforceability of any documents entered into or to be entered into by the Company; or
- (c) as to the rights, title or interest of the Company to or in, or the existence of, any property or assets which are the subject of any documents entered into or to be entered into by the Company.

6 Governing law and reliance

6.1 This opinion is:

- (a) governed by and shall be construed in accordance with the laws of Jersey;
- (b) limited to the matters expressly stated herein; and
- (c) confined to and given on the basis of the laws and practice in Jersey at the date hereof.

6.2 Unless otherwise indicated, all references in this opinion to specific Jersey legislation shall be to such legislation as amended to, and as in force at, the date hereof.

7 Who can rely on this opinion

This opinion is given for your benefit and, with the exception of your professional advisers (acting only in that capacity), it may not be disclosed to or relied upon by any person or used for any other purpose or referred to or made public in any way without our prior written consent.

Yours faithfully

Ogier (Jersey) LLP

SCHEDULE 1

Part A

The Documents

- 1 The registration statement on Form S-8 filed with the US Securities and Exchange Commission (the **Commission**) relating to the registration under the Securities Act of 1933 of the offer and sale of (i) up to 20,572,561 ordinary shares of the Company, issuable to holders of unvested restricted stock unit awards, performance stock unit awards and stock option awards of Berry Global Group, Inc. (**Berry**) granted under the Plan and converted into restricted stock unit awards and stock option awards of the Company upon the consummation of the transactions contemplated by the Merger Agreement, and (ii) up to 11,084,626 ordinary shares of the Company issuable from time to time under the Plan, which Plan was assumed by the Company upon the consummation of the transactions contemplated by the Merger Agreement (collectively, the **Plan Shares**) (the **Registration Statement**).
- 2 The agreement and plan of merger dated 19 November 2024 between the Company, Aurora Spirit, Inc. and Berry Global Group, Inc. (the **Merger Agreement**).
- 3 The Berry Global Group, Inc. 2015 Long-Term Incentive Plan, as amended (the **Plan**).

Part B

Corporate and other documents

- 1 A certificate signed by the secretary of the Company dated on the date hereof (the **Secretary's Certificate**) relating to certain questions of fact, together with true and complete copies of the documents referred to therein including a copy of an extract of board resolutions of the Company passed at a meeting of the board of directors of the Company (the **Directors**) held on 25 April 2025.
- 2 The certificate of incorporation and any certificates of incorporation upon change of name of the Company appearing on the Public Records on the date of this opinion.
- 3 The memorandum and articles of association of the Company (including any special resolutions amending the memorandum and articles of association of the Company appearing on the Public Records on the date of this opinion).

Part C

Searches

- 1 The public records of the Company on file and available for inspection at the Companies Registry of the Jersey Financial Services Commission (the **JFSC**) on the date hereof (the **Public Records**).

- 2 The results received on the date hereof of our written enquiry in respect of the Company made to the Viscount's Department (the **Désastre Search**) which is akin to a bankruptcy search in England and Wales.
- 3 The results received on the date hereof of our written enquiry in respect of applications for a creditors' winding up made in respect of the Company made to the Judicial Greffe (the **Creditors' Winding Up Search**).
- 4 A printed search result of the Jersey register of security interests (the **SIR**) established pursuant to Part 8 of the Security Interests (Jersey) Law 2012 (the **SIJL**) in respect of a search against the registration number of the Company made on the date hereof (the **SIR Search**).

SCHEDULE 2

Assumptions

- 1 All original documents examined by us are authentic and complete.
- 2 All copy documents and counterparts of documents provided to us (whether in facsimile, electronic or other form) conform to the originals of such documents and those originals are authentic and complete.
- 3 None of the opinions expressed in this opinion will be adversely affected by the laws or public policies of any jurisdiction other than Jersey.
- 4 All documents provided to us with an electronic signature are authentic and complete.
- 5 The Secretary's Certificate and the documents referred to therein, and any factual statements made therein, are accurate and complete as at the date hereof.
- 6 The information disclosed by our searches of the Public Records is accurate as at the date hereof and any documents disclosed by our searches of the Public Records are true and complete, in full force and effect and have not been amended, varied, supplemented or revoked in any respect and there is no information or document which has been delivered for registration, or which is required by the law of Jersey to be delivered for registration, which was not included in the Public Records.
- 7 A meeting of the Company's board of directors (or a duly authorised committee thereof) has been, or will be, duly convened and held at which it was, or will be, resolved to allot and issue the Plan Shares.
- 8 All Plan Shares will be allotted in accordance with the Company's memorandum and articles of association and the Plan.
- 9 The written confirmation provided by the Viscount's Department in response to the Désastre Search is accurate and complete as at the date hereof.
- 10 The written confirmation provided by the Judicial Greffe in response to the Creditors' Winding Up Search is accurate and complete as at the date hereof.
- 11 No application for the property of the Company to be declared en désastre or for the property of the Company to be placed under the control of the Court has been made by the Company.
- 12 No resolution has been passed by the Company nor notice received by the Company in relation to the following matters:
 - (a) an application, order or resolution for the appointment of a liquidator, provisional liquidator or receiver of the Company or any of its assets or of a winding-up or dissolution of the Company; or
 - (b) a statutory demand requiring payment of a debt by the Company; or

- (c) an application by a third party for the property of the Company to be declared en désastre; or
 - (d) a decision of the Royal Court of Jersey adjudging the property of the Company to be renounced; or (e) any judgments, orders, or judicial decisions applicable to the Company or its property.
- 13 The information disclosed by the SIR Search is true, accurate and complete as of the date hereof and there is no information which has been delivered to the SIR for registration which was not disclosed by the SIR Search.

SCHEDULE 3

Qualifications

- 1 The search of the Public Records or the Creditors' Winding Up Search referred to in this opinion is not conclusively capable of revealing whether or not an order has been made or a resolution passed for the winding up or dissolution of the Company or for the appointment of a liquidator in respect of the Company, as notice of these matters might not be filed with the JFSC or the Judicial Greffe immediately and, when filed, might not be entered on the public record of the Company immediately.
- 2 The written confirmation provided by the Viscount's Department in response to the Désastre Search relates only to the property of either Company being declared to be "en désastre". There is no formal procedure for determining whether either Company has otherwise become "bankrupt", as defined in the Interpretation (Jersey) Law 1954.
- 3 The search of the Public Records or the Creditors' Winding Up Search referred to in this opinion is not conclusively capable of revealing whether or not an order has been made or a resolution passed for the winding up or dissolution of the Company or for the appointment of a liquidator in respect of the Company, as notice of these matters might not be filed with the JFSC or the Judicial Greffe immediately and, when filed, might not be entered on the public record of the Company immediately
- 4 The SIR Search will not reveal all security interests created under the laws of Jersey or by the Companies and, in particular, will not reveal those created:
 - (a) under the Security Interests (Jersey) Law 1983;
 - (b) by possession or control in accordance with the SIJL (unless they are also registered in the SIR);
 - (c) under the laws of a jurisdiction other than Jersey;
 - (d) by trustees of a trust (other than a prescribed unit trust (as defined in the Security Interests (Registration and Miscellaneous Provisions) (Jersey) Order 2013)) in respect of trust property of that trust; or
 - (e) under the SIJL where the relevant financing statements have been removed from the SIR for whatsoever reason, or have not yet been registered.

SECOND AMENDMENT TO THE
BERRY GLOBAL GROUP, INC.
2015 LONG-TERM INCENTIVE PLAN

This SECOND AMENDMENT is made this 30th day of April, 2025, by Amcor plc (hereinafter called the “Company”).

WITNESSETH:

WHEREAS, in accordance with the Agreement and Plan of Merger, dated as of November 19, 2024, by and among the Company, Berry Global Group, Inc. (“Berry”) and other parties thereto (the “Merger Agreement”), the Company assumed the Berry Plastics Group, Inc. 2015 Long-Term Incentive Plan, as amended from time to time (the “Plan”);

WHEREAS, the Board reserved the right to amend the terms of the Plan under Section 5.9 of the Plan, subject to the Stockholders’ approval, if applicable; and

WHEREAS, the Board desires to amend the Plan to reflect the Company’s assumption of the Plan;

NOW, THEREFORE, IT IS RESOLVED, that the Plan is hereby amended as follows:

1. By deleting every instance of “Berry Global Group, Inc.”, including in the Plan’s name, and substituting therefor “Amcor plc”.
2. By amending and restating the following definitions of the Plan as follows:

(a) “Board of Directors” means the Board of Directors of Amcor plc, a public limited company incorporated under the Laws of the Bailiwick of Jersey (and any successor thereto) (“Amcor”).

(b) “Change in Control” has the definition given to such term in the Amcor Plc 2019 Omnibus Management Share Plan, effective as of June 11, 2019 (the “Amcor Omnibus Plan”).

(c) “Committee” means means the Compensation Committee of the Board of Directors or such other committee as the Board of Directors shall appoint from time to time to administer the Plan and to otherwise exercise and perform the authority and functions assigned to the Committee under the terms of the Plan.

(d) “Fair Market Value” has the definition given to such term in the Amcor Omnibus Plan.

(e) “Stock” means an ordinary share, par value \$0.01 per share, of Amcor.

3. By adjusting the maximum number of shares of Stock available for the use in granting awards under the plan (to reflect the effect of the Merger on the shares of Berry common stock) to equal (i) the number of shares of Berry common stock available for issuance under the Plan as of immediately prior to the Effective Time (as defined in the Merger Agreement) *multiplied by* (ii) 7.25, rounded down to the nearest whole share (all or any of which may be pursuant to any one or more Award, including without limitation, Incentive Stock Options), subject to Section 2.2 of the Plan and subject to adjustment in accordance with Section 5.2 of the Plan.

[The balance of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Company has caused this Second Amendment to be executed as of the day and year first above written.

AMCOR PLC

By: /s/ Damien Clayton

Name: Damien Clayton

Title: Company Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Amcor plc of our report dated August 16, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Amcor plc's Annual Report on Form 10-K for the year ended June 30, 2024.

/s/ PricewaterhouseCoopers AG
Zurich, Switzerland
May 6, 2025

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Berry Global Group, Inc. 2015 Long-Term Incentive Plan of Amcor plc of our report dated November 26, 2024 (except for Note 2, as to which the date is April 29, 2025), with respect to the consolidated financial statements of Berry Global Group, Inc. included in Amcor plc's Current Report on Form 8-K dated April 29, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Indianapolis, Indiana
May 7, 2025

Calculation of Filing Fee Tables

S-8

Amcor plc

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Ordinary shares, par value \$0.01 per share	Other	31,657,187	\$ 9.19	\$ 290,929,548.53	0.0001531	\$ 44,541.31
Total Offering Amounts:						\$ 290,929,548.53		\$ 44,541.31
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 44,541.31

Offering Note

1

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional ordinary shares, par value \$0.01 per share, of Amcor plc ("Ordinary Shares") that become issuable under the Berry Global Group, Inc. 2015 Long-Term Incentive Plan by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of Ordinary Shares.

(2) Maximum aggregate offering price has been estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of the average of the high and low prices of the Ordinary Shares as reported on the New York Stock Exchange on May 1, 2025, which date is within five business days prior to the filing of this Registration Statement.
