

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

AMCOR LTD	62 000 017 372
-----------	----------------

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On Market
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	AMC – Ordinary Shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	1,206,684,923
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Directors considered forecast cash requirements in the context of strong operating cash flows and determined that a share buy-back was appropriate for capital management efficiency.

<sup>+</sup> See chapter 19 for defined terms.

- |   |   |   |
|---|---|---|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> ) | None apart from any information publicly disclosed by the Company through the ASX on or prior to the date of this notice. |
|---|---|---|

## On-market buy-back

- |    |   |  |
|----|---|--|
| 9  | Name of broker who will act on the company's behalf   | Citigroup Global Markets Australia Pty Limited                         |
| 10 | Deleted 30/9/2001.  |  |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number<br><br><small>Note: This requires a figure to be included, not a percentage.</small>                        | The company proposes to buy back up to USD500 million worth of shares. |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | Within 12 months of the date of this announcement.                     |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions  | N/A  |

## Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
----	---	-----

15	Price to be offered for shares	N/A
----	--------------------------------	-----

## Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	N/A
----	--	-----

17	Number of shares proposed to be bought back	N/A
----	---	-----

18	Price to be offered for shares	N/A
----	--------------------------------	-----

## Equal access scheme

19	Percentage of shares proposed to be bought back	N/A
----	---	-----

20	Total number of shares proposed to be bought back if all offers are accepted	N/A
----	--	-----

21	Price to be offered for shares	N/A
----	--------------------------------	-----

22	<sup>+</sup> Record date for participation in offer <small>Cross reference: Appendix 7A, clause 9.</small>	N/A
----	---	-----

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.


*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

---

<sup>+</sup> See chapter 19 for defined terms.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:   
(Company secretary)

Date: 17 February 2015

Print name: Julie McPherson