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

# FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended June 30, 2020**

**or**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from __________ to __________**

**Commission File Number 001-36786**

# AMCOR PLC
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Jersey** | **98-1455367** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **83 Tower Road North**<br>**Warmley, Bristol**<br>**United Kingdom** | **BS30 8XP** |
| (Address of principal executive offices) | (Zip Code) |

Registrant’s telephone number, including area code: **+44 117 9753200**

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 |

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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 Exchange Act. (Check one):

| | | | |
|---|---|---|---|
| Large Accelerated Filer | ☒ | Smaller Reporting Company | ☐ |
| Accelerated Filer | ☐ | Emerging Growth Company | ☐ |
| Non-Accelerated Filer | ☐ | | |

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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the ordinary shares held by non-affiliates of the registrant, computed by reference to the closing price of such shares as of the last business day of the registrant’s most recently completed second quarter, was $17.4 billion

As of August 25, 2020, the Registrant had 1,568,481,519 shares issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information required for Part III of this Annual Report on Form 10-K is incorporated by reference to the Amcor plc definitive Proxy Statement for its 2020 Annual Shareholder Meeting, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, within 120 days of Amcor plc’s fiscal year end.

**Amcor plc**
**Annual Report on Form 10-K**
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**Forward-Looking Statements**

Unless otherwise indicated, references to "Amcor," the "Company," "we," "our," and "us" in this Annual Report on Form 10-K refer to Amcor plc and its consolidated subsidiaries.

This Annual Report on Form 10-K contains certain statements that are "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identified with words like "believe," "expect," "target", "project", "may," "could," "would," "approximately," "possible," "will," "should," "expect," "intend," "plan," "anticipate," "estimate," "potential," "outlook" or "continue," the negative of these words, other terms of similar meaning or the use of future dates. Such statements are based on the current expectations of the management of Amcor and are qualified by the inherent risks and uncertainties surrounding future expectations generally. Actual results could differ materially from those currently anticipated due to a number of risks and uncertainties. None of Amcor or any of its 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. Risks and uncertainties that could cause actual results to differ from expectations include, but are not limited to:

- The continued financial and operational impacts of the 2019 Novel Coronavirus ("COVID-19") pandemic on Amcor and its customers, suppliers, employees and the geographic markets in which it and its customers operate (see Part II, "Item 1A. - Risk Factors" for more information about the risks to the Company due to COVID-19);
- changes in consumer demand patterns and customer requirements in numerous industries;
- the loss of key customers, a reduction in their production requirements or consolidation among key customers;
- significant competition in the industries and regions in which we operate;
- the failure to successfully integrate acquisitions in the expected time frame;
- the inability to expand our current business effectively through either organic growth, including by product innovation, or acquisitions;
- challenges to or the loss of our intellectual property rights;
- challenging current and future global economic conditions;
- impact of operating internationally;
- price fluctuations or shortages in the availability of raw materials, energy and other inputs, which could adversely affect our business;
- production, supply and other commercial risks, including counterparty credit risks, which may be exacerbated in times of economic downturn;
- a failure in our information technology systems;
- an inability to attract and retain key personnel;
- costs and liabilities related to current and future environmental and health and safety laws and regulations;
- labor disputes;
- the possibility that the phase out of the London Interbank Offered Rate ("LIBOR") causes our interest expense to increase;
- foreign exchange rate risk;
- an increase in interest rates;
- a downgrade in our credit rating that could increase our borrowing costs and negatively affect our financial condition and results of operations;
- a failure to hedge effectively against adverse fluctuations in interest rates and foreign exchange rates;
- a significant write-down of goodwill and/or other intangible assets;
- our need to maintain an effective system of internal control over financial reporting in the future;
- an inability of our insurance policies, including our use of a captive insurance company, to provide adequate protection against all of the risks we face;
- litigation or regulatory developments;
- changing government regulations in environmental, health, and safety matters; and
- our ability to develop and successfully introduce new products and to develop, acquire and retain intellectual property rights.

Additional factors that could cause actual results to differ from those expected are discussed in this Annual Report on Form 10-K, including in the sections entitled "Item 1A - Risk Factors" and "Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations," and in Amcor’s subsequent filings with the Securities and Exchange Commission.

Forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. Amcor assumes no obligation, and disclaims any obligation, to update the information contained in this report. All forward-looking statements in this Annual Report on Form 10-K are qualified in their entirety by this cautionary statement.

## PART I

## Item 1. - Business

### The Company

Amcor plc (ARBN 630 385 278) is a holding company originally incorporated under the name Arctic Jersey Limited as a limited company under the Laws of the Bailiwick of Jersey in July 2018, in order to effect the Company's combination with Bemis Company, Inc. On October 10, 2018, Arctic Jersey Limited was renamed "Amcor plc" and became a public limited company incorporated under the Laws of the Bailiwick of Jersey.

### Bemis Company, Inc. Merger

On June 11, 2019, we completed the acquisition of Bemis Company, Inc. ("Bemis"), a global manufacturer of flexible packaging products, pursuant to the definitive merger agreement (the "Agreement") between Amcor Limited and Bemis dated August 6, 2018. Under the terms of the Agreement, Bemis shareholders received 5.1 Amcor shares for each share of Bemis stock and Amcor shareholders received one Amcor CHESS Depositary Instrument ("CDI") for each share of Amcor Limited stock issued and outstanding. Upon completion of the transaction, the Amcor shares were registered with the Securities and Exchange Commission ("SEC") and traded on the New York Stock Exchange ("NYSE") under the symbol "AMCR" and the CDI's representing our shares on the Australian Securities Exchange ("ASX") are traded under the symbol "AMC." In addition, Amcor Limited shares were delisted from the ASX and Bemis shares were delisted from the NYSE.

### Business Strategy

***Strategy***

Our strategy consists of three components: a focused portfolio, differentiated capabilities, and our aspiration to be THE leading global packaging company. To fulfill our aspiration, we are determined to win for our customers, employees, shareholders and the environment.

***Focused portfolio***

Our portfolio of businesses share some important characteristics:

- A focus on primary packaging for fast-moving consumer goods,
- good industry structure,
- attractive relative growth, and
- multiple paths for us to win from our leadership position, scale and other competitive advantages.

These criteria have led us to the focused portfolio of strong businesses we have today across: flexible and rigid packaging, specialty cartons, and closures.

***Differentiated capabilities***

"The Amcor Way" describes the capabilities deployed consistently across Amcor that enable us to get leverage across our portfolio: Talent, Commercial Excellence, Operational Leadership, Innovation, and Cash and Capital Discipline.

***Shareholder value creation***

Through our portfolio of focused business and differentiated capabilities we generate strong cash flow and redeploy cash to consistently create superior customer value. The defensive nature of our end markets mean that year-to-year volatility should be relatively low, measured on a constant currency basis. Over time value creation has been strong and consistent through paying dividends and growing the base business organically in a defensive set of end markets and pursuing targeted acquisitions or by returning cash to shareholders via share buybacks.

**Segment Information**

Accounting Standards Codification ("ASC") 280, "Segment Reporting," establishes the standards for reporting information about segments in financial statements. In applying the criteria set forth in ASC 280, the Company has determined it has two reporting segments, Flexibles and Rigid Packaging. The reporting segments produce flexible packaging, rigid packaging, specialty cartons, and closure products, which are sold to customers participating in a range of attractive end use areas throughout Europe, North America, Latin America, Africa and the Asia Pacific regions. Refer to Note 20, "Segments," of the notes to consolidated financial statements for financial information about reporting segments.

***Flexibles Segment***

The Flexibles Segment develops and supplies flexible packaging globally. With approximately 40,000 employees at 181 principal manufacturing facilities in 39 countries as of June 30, 2020, the Flexibles Segment is one of the world's largest suppliers of plastic, aluminum and fiber based flexible packaging. In fiscal year 2020, Flexibles accounted for approximately 78% of the Company's consolidated net sales.

***Rigid Packaging Segment***

The Rigid Packaging Segment manufacturers rigid packaging containers and related products in the Americas. As of June 30, 2020, the Rigid Packaging Segment employed approximately 6,000 employees at 50 principal manufacturing facilities in 11 countries. In fiscal year 2020, Rigid Packaging accounted for approximately 22% of the Company's consolidated net sales.

**Marketing, Distribution, and Competition**

Our sales are made through a variety of distribution channels, but primarily through our direct sales force. Sales offices and plants are located throughout Europe, North America, Latin America, Africa and Asia-Pacific regions to provide prompt and economical service to thousands of customers. Our technically trained sales force is supported by product development engineers, design technicians, field service technicians, and a customer service organization.

We did not have sales to a single customer that exceeded 10% of consolidated net sales for fiscal year 2020. Sales to PepsiCo, and its subsidiaries, accounted for approximately 11.1% and 11.0% of our sales in fiscal years 2019 and 2018, respectively. Business arrangements with PepsiCo are aggregated across a number of separate contracts in disparate locations and any change in these business arrangements would typically occur over a period of time.

The major markets in which we sell our products historically have been, and continue to be, highly competitive. Areas of competition include service, innovation, quality, and price. Competitors include AptarGroup, Inc., Ball Corporation, Berry Global Group, Inc, CCL Industries Inc., Crown Holdings, Inc., Graphic Packaging Holding Company, Huhtamaki Oyj, International Paper Company, Mayr-Melnhof Karton AG, O-I Glass, Inc., Sealed Air Corporation, Silgan Holdings Inc., Sonoco Products Company and WestRock Company, and a variety of privately held companies.

We consider ourselves to be a significant participant in the markets in which we serve; however, due to the diversity of our business, our precise competitive position in these markets is not reasonably determinable.

**Backlog**

Working capital fluctuates throughout the year in relation to business volume and other marketplace conditions. We maintain inventory levels that provide a reasonable balance between obtaining raw materials at favorable prices and maintaining adequate inventory levels to enable us to fulfill our commitment to promptly fill customer orders. Manufacturing backlogs are not a significant factor in the industries in which we operate.

**Raw Materials**

Polymer resins and films, paper, inks, adhesives, aluminum, and chemicals constitute the major raw materials we use. These are purchased from a variety of global industry sources, and we are not significantly dependent on any one supplier for our raw materials. While temporary industry-wide shortages of raw materials may occur, we expect to continue to successfully manage raw material supplies without significant supply interruptions. Currently, raw materials are readily available but pricing may fluctuate.

**Intellectual Property**

We are the owner or licensee of a number of United States and other country patents and patent applications that relate to our products, manufacturing processes, and equipment. We have a number of trademarks and trademark registrations in the United States and in other countries. We also keep certain technology and processes as trade secrets. Our patents, licenses, and trademarks collectively provide a competitive advantage. However, the loss of any single patent or license alone would not have a material adverse effect on our results of operations as a whole or those of our reporting segments. Patents, patent applications and license agreements will expire or terminate over time by operation of law, in accordance with their terms or otherwise.

**Sustainability, Innovation and Environmental Laws and Regulations**

We believe there will always be a role for the primary packages made by Amcor. Packaging protects and preserves food and healthcare products, and reduces the carbon footprint and waste of products. It extends shelf life and reduces food
and other product loss across a range of distribution channels. Consumers want cost effective, convenient and easy to use packaging which also has an end of life solution to reduce waste. We believe responsible packaging is the answer to achieve less waste through innovative packaging design, waste management infrastructure and consumer participation.

Amcor is committed to responsible packaging and we see this as being integral to our success. In January 2018, we became the first global packaging company pledging to develop all of our packaging to be recyclable or reusable by 2025, to significantly increase our use of recycled materials and to work with others to drive greater recycling of packaging around the world.

We are highly regarded for our innovation capabilities and we have thousands of active patents. We collaborate with customers, suppliers, and innovators to create industry-leading solutions, and with stakeholders to increase available infrastructure for waste collection, sorting and recycling and to inform consumers about the environmental implications of their packaging. We are uniquely positioned to lead the way in the development of more sustainable or environmentally friendly packaging. Addressing the need for and increasing the supply of responsible packaging is one of the most important growth opportunities for Amcor.

Our operations and the real property we own or lease are subject to broad environmental laws and regulations by multiple jurisdictions. These laws and regulations pertain to the discharge of certain materials into the environment, handling and disposition of waste, and cleanup of contaminated soil and ground water as well as various other protections of the environment. We believe that we are in substantial compliance with applicable environmental laws and regulations based on implementation of our Environmental, Health, and Safety Management System and regular audits of those processes and systems. However, we cannot predict with certainty that we will not in the future, incur liability, with respect to noncompliance with environmental laws and regulations due to contamination of sites formerly or currently owned or operated by us (including contamination caused by prior owners and operators of such sites) or the off-site disposal of regulated materials, which could be material. In addition, these laws and regulations are constantly changing, and we cannot always anticipate these changes. Refer to Note 19, "Contingencies and Legal Proceedings," of the notes to the consolidated financial statements for information about legal proceedings. For a more detailed description of the various laws and regulations that affect our business, see Item 1A. "Risk Factors".

**Employees**

As of June 30, 2020, we employed approximately 47,000 people worldwide, with approximately 42% of those employees being covered by collective bargaining agreements. Our relations with employees under collective bargaining agreements remain satisfactory and there have been no significant work stoppages or other labor disputes during the past three years. For more on collective bargaining and labor disputes, see "Item 1A - Risk Factors."

**Seasonal Factors**

The business of each of the reporting segments is not seasonal to any material extent.

**Research and Development**

Refer to Note 2, "Significant Accounting Policies," of the notes to consolidated financial statements for information about our research and development expenditures and policies.

**Information about our Executive Officers**

The following sets forth the name, age and business experience for at least the last five years of our principal executive officers. Unless otherwise indicated, positions shown are with Amcor.

| Name (Age) | Positions Held | Period the Position was Held |
|---|---|---|
| Ronald Delia (49) | Managing Director and Chief Executive Officer | 2015 to present |
| | Executive VP, Finance and Chief Financial Officer | 2011 to 2015 |
| | VP and General Manager, Amcor Rigid Packaging Latin America | 2008 to 2011 |
| Michael Casamento (49) | Executive VP, Finance and Chief Financial Officer | 2015 to present |
| | VP, Corporate Finance | 2014 to 2015 |
| Peter Konieczny (55) | President, Amcor Flexibles Europe, Middle East and Africa | 2015 to present |
| | President, Amcor Specialty Cartons | 2009 to 2015 |
| Eric Roegner (50) | President, Amcor Rigid Packaging | 2018 to present |
| | Executive Leadership Roles, Arconic, Inc. (f/k/a Alcoa Inc.) | 2006 to 2018 |
| Fred Stephan (55) | President, Amcor Flexibles North America | 2019 to present |
| | President, Bemis North America | 2017 to 2019 |
| | Senior VP and General Manager of the Insulation Systems - Johns Manville | 2011 to 2017 |
| Ian Wilson (62) | Executive VP, Strategy and Development | 2000 to present |

**Available Information**

We are a large accelerated filer (as defined in the Securities Exchange Act of 1934, as amended (the “Exchange Act”) Rule 12b-2) and are also an electronic filer. Electronically filed reports (Forms 4, 8-K, 10-K, 10-Q, S-3, S-8, etc.) can be accessed at the SEC's website (http://www.sec.gov). We make available free of charge (other than an investor’s own Internet access charges) through the Investor Relations section of the Company's website (http://www.amcor.com/investors), under "SEC Filings," our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and if applicable, amendments to those reports filed of furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. You may also obtain these reports by writing to the Company, Attention: Investor Relations, Amcor plc, Level 11, 60 City Road, Southbank, VIC, 3006, Australia. We are not including the information contained on our website as part of, or incorporating it by reference into, this Annual Report on Form 10-K.

**Item 1A. - Risk Factors**

The following factors, as well as factors described elsewhere in this Annual Report on Form 10-K, or in other filings by the Company with the Securities and Exchange Commission, could adversely affect the Company's consolidated financial position, results of operations or cash flows. Other factors not presently known to us or, that we presently believe are not material, could also affect our business operations and financial results.

**Strategic Risks**

***Changes in Consumer Demand — We are exposed to changes in consumer demand patterns and customer requirements in numerous industries.***

Sales of our products and services depend heavily on the volume of sales made by our customers to consumers. Consequently, changes in consumer preferences for products in the industries that we serve or the packaging formats in which such products are delivered, whether as a result of changes in cost, convenience or health, environmental and social concerns and perceptions, may result in a decline in the demand for certain of our products or the obsolescence of some of our existing products. Although we have adopted certain strategies designed to mitigate the impact of declining sales, there is no guarantee that such strategies will be successful or will offset a decline in demand. Furthermore, any new products that we produce may not meet sales or margin expectations due to many factors, including our inability to accurately predict customer demand, end user preferences or movements in industry standards or to develop products that meet consumer demand in a timely and cost-effective manner.

Changing preferences for products and packaging formats may result in increased demand for other products we produce. However, to the extent changing preferences are not offset by demand for new or alternative products, changes to consumer preferences could have an adverse effect on our business, cash flow, financial condition and results of operations.

***Key Customers and Customer Consolidation — The loss of key customers, a reduction in their production requirements or consolidation among key customers could have a significant adverse impact on our sales revenue and profitability.***

Relationships with our customers are fundamental to our success, particularly given the nature of the packaging industry and the other supply choices available to customers. From time to time, a single customer, depending on the current status and volumes of a number of separate contracts in disparate locations, may account for 10% or more of our revenue. Sales to our largest customer accounted for approximately 11% of our total net sales for fiscal years 2019 and 2018. We did not have sales to a single customer that exceeded 10% of our net sales in 2020 or sales to any other customer that accounted for more than 10% of net sales in these fiscal periods.

Customer concentration can be even more pronounced within certain business units. Consequently, the loss of any of our key customers or any significant reduction in their production requirements, or an adverse change in the terms of our supply agreements with them, could reduce our sales revenue and net profit.

There can be no guarantee that our key customers will not in the future seek to source some or all of their products or services from competitors, change to alternative forms of packaging, begin manufacturing their packaging products in-house or seek to renew their business with us on terms less favorable than before.

Any loss, change or other adverse event related to our key customer relationships could have an adverse effect on our business, cash flow, financial condition and results of operations, which effect may be material.

In addition, over recent years certain of our customers have acquired companies with similar or complementary product lines. This consolidation has increased the concentration of our business with these customers. Such consolidation may be accompanied by pressure from customers for lower prices, reflecting the increase in the total volume of products purchased or the elimination of a price differential between the acquiring customer and the company acquired. While we have generally been successful at managing customer consolidations, increased pricing pressures from our customers could have a material adverse effect on our results of operations.

***Competition — We face significant competition in the industries and regions in which we operate, which could adversely affect our business.***

We operate in highly competitive geographies and end use areas, each with varying barriers to entry, industry structures and competitive behavior. We regularly bid for new and continuing business in the industries and regions in which we operate and we continue to change in response to consumer demand. We cannot predict with certainty the changes that may affect our competitiveness.

The loss of business from our larger customers, or the renewal of business on less favorable terms, may have a significant impact on our operating results. In addition, our competitors may develop a disruptive technology or other technological innovations that could increase their ability to compete for our current or potential customers. No assurance can be given that the actions of established or potential competitors will not have an adverse effect on our ability to implement our plans and on our business, cash flow, financial condition and results of operations.

***Expanding Our Current Business — We may be unable to expand our current business effectively through either organic growth, including product innovation, or acquisitions.***

Our business strategy includes both organic expansion of our existing operations, particularly through efforts to strengthen and expand relationships with customers in emerging markets, product innovation, and expansion through acquisitions. However, we may not be able to execute our strategy effectively for reasons within and outside our control. Our ability to grow organically may be limited by, among other things, extensive saturation in the locations in which we operate or a change or reduction in our customers' growth plans due to changing economic conditions, strategic priorities or otherwise. For many of our businesses, organic growth depends on product innovation, new product development and timely responses to changing consumer demands and preferences. Consequently, failure to develop new or improved products in response to changing consumer preferences in a timely manner may hinder our growth potential, affect our competitive position and adversely affect our business and results of operations.

Additionally, over the past decade, we have pursued growth through acquisitions, including our acquisition of Bemis in 2019. There can be no assurance that we will be able to identify suitable acquisition targets in the right geographic regions and with the right participation strategy in the future, or to complete such acquisitions on acceptable terms or at all. Other companies in the industries and regions in which we operate have similar investment and acquisition strategies to us, resulting in competition for a limited pool of potential acquisition targets. Due in part to that competition, as well as the recent low interest rate environment, which has made debt funding more appealing and accessible, price multiples for potential targets are currently higher than their historical averages. If, as a result of these and other factors, we are unable to identify acquisition targets that meet our investment criteria and close such transactions on acceptable terms, our potential for growth by way of acquisition may be restricted, which could have an adverse effect on achievement of our strategy and the resulting expected financial benefits.

***Integration — We may face challenges with integrating acquisitions and achieving the financial and other results anticipated at the time of acquisition.***

We may face challenges in integrating our acquisitions with our existing operations. These challenges could include difficulty in integrating or consolidating business processes and systems and challenges with integrating the business cultures. In addition, the process of integrating operations could result in an interruption of normal business operations.

We generally expect that we will realize synergy cost savings and other financial and operating benefits from our acquisitions. For example, we expect the Bemis acquisition in 2019 will generate estimated pre-tax annual net cost synergies by the end of the third year of approximately $180 million from procurement, manufacturing and general and administrative efficiencies. While we are currently on track to achieve the targeted Bemis synergies, we cannot predict with certainty that the full savings will be realized or current savings will be sustained. If we are not able to successfully integrate our acquisitions and achieve the expected synergy cost savings, the anticipated benefits of the transaction may not be realized fully, or at all, or may take longer to realize than expected or involve more costs to do so.

***Intellectual Property — Challenges to or the loss of our intellectual property rights could have an adverse impact on our ability to compete effectively.***

Our ability to compete effectively depends, in part, on our ability to protect and maintain the proprietary nature of our owned and licensed intellectual property. We own a number of patents on our products, aspects of our products, methods of use and/or methods of manufacturing, and we own, or have licenses to use, the material trademark and trade name rights used in connection with the packaging, marketing and distribution of our major products. We also rely on trade secrets, know-how and other unpatented proprietary technology. We attempt to protect and restrict access to our intellectual property and proprietary information by relying on the patent, trademark, copyright and trade secret laws of the countries in which we operate, as well as non-disclosure agreements. However, it may be possible for a third party to obtain our information without our authorization, independently develop similar technologies, or breach a non-disclosure agreement entered into with us. Furthermore, many of the countries in which we operate, particularly the emerging markets, do not have intellectual property laws that protect proprietary rights as fully as the laws of the more developed jurisdictions in which we operate, such as the United States and the European Union. The use of our intellectual property by someone else without our authorization could reduce certain of our competitive advantages, cause us to lose sales or otherwise harm our business. The costs associated with protecting our intellectual property rights could also adversely impact our business. Similarly, while we have not received any significant claims from third parties suggesting that we may be infringing on their intellectual property rights, there can be no assurance that we will not receive such claims in the future. If we were held liable for a claim of infringement, we could be required to pay damages, obtain licenses or cease making or selling certain products. Intellectual property litigation, which could result in substantial cost to us and divert the attention of management, may be necessary to protect our trade secrets or proprietary technology or for us to defend against claimed infringement of the rights of others and to determine the scope and validity of others' proprietary rights. We may not prevail in any such litigation, and if we are unsuccessful, we may not be able to obtain any necessary licenses on reasonable terms or at all. Failure to protect our patents, trademarks and other intellectual property rights could have an adverse effect on our business, cash flow, financial condition and results of operations.

**Operational Risks**

***Global Health Outbreaks — Our business and operations may be adversely affected by the recent 2019 Novel Coronavirus ("COVID-19") outbreak or other similar outbreaks.***

Our business and financial results may be negatively impacted by outbreaks of contagious diseases, including the recent outbreak of the coronavirus that was first detected in Wuhan, China in December 2019. As a result of the COVID-19 outbreak, governmental authorities have implemented and are continuing to implement numerous and constantly evolving measures to try to contain the virus, such as travel bans and restrictions, limitations on gatherings, quarantines, shelter-in-place orders and business shutdowns. Measures providing for business shutdowns generally exclude essential services and the critical infrastructure supporting the essential services. We have experienced minimal disruptions to our operations to date as we have largely been deemed as providing essential services. However, we have experienced volatility in customer order patterns in the second half of our fiscal year 2020 and could continue to experience significant volatility in the demand for our products in the future. We have also impaired an equity method investment by $25.6 million in the fourth quarter, in part, partially due to general market declines associated with the pandemic. See Note 7, "Equity Method Investments" of the notes to consolidated financial statements for further information regarding the impairment.

The outbreak has in the past, and could in the future result in the temporary closure of our facilities, the facilities of our suppliers, or other vendors in our supply chain. In limited cases to date, certain customers have shut down their operations temporarily to deal with the outbreak within their facilities, which has impacted their demand, and we may continue to experience the volatility in demand from temporary customer shutdowns. In addition, the coronavirus has significantly impacted and may further impact the economies and financial markets of affected countries, including negatively impacting economic growth, the proper functioning of capital markets, foreign currency exchange rates and interest rates. The coronavirus may result in a prolonged economic downturn, such as increased unemployment, decreases in capital spending, business shutdowns, or economic recessions, which could negatively affect demand for our customers' products. Despite our efforts to manage these impacts, the extent to which the coronavirus or other outbreaks impact our business and operations, including our ability to secure financing at attractive rates, is unknown and the effect could be material.

***Global Operations — Challenging current and future global economic conditions have had, and may continue to have, a negative impact on our business operations and financial results.***

Demand for our products and services is dependent on consumer demand for our packaging products, including packaged food, beverage, healthcare, personal care, agribusiness, industrial, and other consumer goods. As a result, general economic downturns in our key geographic regions and globally can adversely affect our business operations and financial results. The current global economic challenges, including relatively high levels of unemployment in certain areas in which we operate, low economic growth and difficulties associated with managing rising debt levels and related economic volatility in certain economies, are likely to continue to put pressure on the global economy and our business. The COVID-19 pandemic has increased volatility in world economies.

When challenging economic conditions exist, our customers may delay, decrease or cancel purchases from us, and may also delay payment or fail to pay us altogether. Suppliers may have difficulty filling our orders and distributors may have difficulty getting our products to customers, which may affect our ability to meet customer demands, and result in a loss of business. Weakened global economic conditions may also result in unfavorable changes in our product prices and product mix and lower profit margins. All of these factors could have an adverse effect on our business, cash flow, financial condition and results of operations, which effect may be material.

Political uncertainty may also contribute to the general economic conditions in one or more markets in which we operate. For example, the United Kingdom's exit from the European Union has resulted in uncertainty regarding the long-term nature of the United Kingdom's relationship with the European Union, causing significant volatility in global financial markets and altering the conduct of market participants. Political developments such as this could potentially disrupt the markets we serve and the tax jurisdictions in which we operate, and may cause us to lose customers, suppliers and employees, and adversely impact profitability.

***International Operations — Our international operations subject us to various risks that could adversely affect our business operations and financial results.***

We have operations throughout the world, including facilities located in emerging markets. In fiscal year 2020, approximately 74% of our sales revenue came from developed markets and 26% came from emerging markets. We expect to continue to expand our operations in the future, particularly in the emerging markets.

Management of global operations is extremely complex, particularly given the often substantial differences in the cultural, political and regulatory environments of the countries in which we operate. In addition, many of the countries in which we operate, including Argentina, Brazil, China and India and other emerging markets, have underdeveloped or developing legal, regulatory or political systems, which are subject to dynamic change and civil unrest.

The profitability of our operations may be adversely impacted by, among other things:

- changes in applicable fiscal or regulatory regimes;
- changes in, or difficulties in interpreting and complying with, local laws and regulations, including tax, labor, foreign investment and foreign exchange control laws;
- nullification, modification or renegotiation of, or difficulties or delays in enforcing, contracts with clients or joint venture partners that are subject to local law;
- reversal of current political, judicial or administrative policies encouraging foreign investment or foreign trade, or relating to the use of local agents, representatives or partners in the relevant jurisdictions;
- pandemics, such as COVID-19, impacting various regions of the world unequally; or
- changes in exchange rates and inflation, including hyperinflation, which may be further exacerbated by the COVID-19 pandemic.

Further, sustained periods of legal, regulatory or political instability in the emerging markets in which we operate could have an adverse effect on our business, cash flow, financial condition and results of operations, which effect may be material.

The international scope of our operations, which includes limited sales of our products to entities located in countries subject to certain economic sanctions administered by the U.S. Office of Foreign Assets Control, the U.S. Department of State, the Australian Department of Foreign Affairs and Trade and other applicable national and supranational organizations (collectively, ‘‘Sanctions’’), and operations in certain countries that are from time to time subject to Sanctions, also requires us to maintain internal processes and control procedures. Failure to do so could result in breach by our employees of various laws and regulations, including those relating to money laundering, corruption, export control, fraud, bribery, insider trading, antitrust, competition and economic sanctions, whether due to a lack of integrity or awareness or otherwise. Any such breach could have an adverse effect on our financial condition and result in reputational damage to our business, which effect may be material.

***Raw Materials — Price fluctuations or shortages in the availability of raw materials, energy and other inputs could adversely affect our business.***

As a manufacturer of packaging products, our sales and profitability are dependent on the availability and cost of raw materials and labor and other inputs, including energy. All of the raw materials we use are purchased from third parties and our primary inputs include polymer resins and films, inks and solvents, aluminum and fiber-based carton board. Prices for these raw materials are subject to substantial fluctuations that are beyond our control due to factors such as changing economic conditions, pandemics (such as the COVID-19 pandemic), currency and commodity price fluctuations, resource availability, transportation costs, weather conditions and natural disasters, political unrest and instability, and other factors impacting supply and demand pressures. Increases in costs can have an adverse effect on our business and financial results. Although we seek to mitigate these risks through various strategies, including by entering into contracts with certain customers which permit certain price adjustments to reflect increased raw material costs or by otherwise seeking to increase our prices to offset increases in raw material costs, there is no guarantee that we will be able to anticipate or mitigate commodity and input price movements, there may be delays in adjusting prices to correspond with underlying raw material costs and any failure to anticipate or mitigate against such movements could have an adverse effect on our business, cash flow, financial condition and results of operations, which effect may be material.

***Commercial Risks — We are subject to production, supply and other commercial risks, including counterparty credit risks, which may be exacerbated in times of economic downturn.***

We face a number of commercial risks, including (i) operational disruption, such as mechanical or technology failures or forced closures due to pandemics (such as the COVID-19 pandemic), each of which could, in turn, lead to production loss and/or increased costs, (ii) shortages in manufacturing inputs due to the loss of key suppliers or their inability to supply inputs and (iii) risks associated with development projects (such as cost overruns and delays). In addition, many of the geographic areas where our production is located and where we conduct business may be affected by natural disasters, including earthquakes, snowstorms, hurricanes, forest fires and flooding. Any unplanned plant downtime at any of our facilities would likely result in unabsorbed fixed costs that could negatively impact our results of operations for the period in which it experienced the downtime.

Supply shortages or disruptions in our supply chain, including as a result of sourcing materials from a single supplier or those that may occur related to the COVID-19 pandemic or other natural disasters, could affect our ability to obtain timely delivery of raw materials, equipment and other supplies, and in turn, adversely impact our ability to supply products to our customers. Such disruptions could have an adverse effect on our business and financial results. In response to the COVID-19 pandemic, we have implemented employee safety measures across all our supply chain facilities, including proper hygiene, social distancing and temporary screening which at a minimum are in compliance with local government regulations. These measures may not be sufficient to prevent the spread of COVID-19 among our employees. Illness, travel restrictions, absenteeism, or other workforce disruptions could negatively impact our supply chain, manufacturing, distribution or other business activities.

Additionally, the insolvency of, or contractual default by, any of our customers, suppliers and financial institutions, such as banks and insurance providers, may have a significant adverse effect on our operations and financial condition. Such risks are exacerbated in times of economic volatility (such as economic volatility caused by the COVID-19 pandemic), either globally or in the geographies and industries in which our customers operate. If a counterparty defaults on a payment obligation to us, we may be unable to collect the amounts owed and some or all of these outstanding amounts may need to be written off. If a counterparty becomes insolvent or is otherwise unable to meet its obligations in connection with a particular project, we may need to find a replacement to fulfill that party’s obligations or, alternatively, fulfill those obligations ourself, which is likely to be more expensive. The occurrence of any of these risks, including any default by our counterparties, could have an adverse effect on our business, cash flow, financial condition and results of operations, which effect may be material and result in a competitive disadvantage.

***Information technology — A failure or disruption in our information technology systems could disrupt our operations, compromise customer, employee, vendor and other data and could negatively affect our business.***

We rely on the successful and uninterrupted functioning of our information technology and control systems to securely manage operations and various business functions, and on various technologies to process, store and report information about our business, and to interact with customers, vendors and employees around the world. In addition, our information systems increasingly rely on cloud solutions which require different security measures. These measures cover technical changes to our network security, organization and governance changes as well as alignment of third party vendors on market standards. As with all large systems, our information technology systems may be susceptible to damage, disruption, information loss or shutdown due to power outages, failures during the process of upgrading or replacing software, hardware failures, computer viruses, cyber-attacks, catastrophic events, telecommunications failures, user errors, unauthorized access and malicious or accidental destruction or theft of information or functionality.

We also maintain and have access to sensitive, confidential or personal data or information that is subject to privacy and security laws, regulations and customer controls. Despite our efforts to protect such information, our facilities and systems and those of our customers and third-party service providers may be vulnerable to security breaches, misplaced or lost data and programming and/or user errors that could lead to the compromising of sensitive, confidential or personal data or information. Information system damages, disruptions, shutdowns or compromises could result in production downtimes and operational disruptions, transaction errors, loss of customers and business opportunities, violation of privacy laws and legal liability, regulatory fines, penalties or intervention, negative publicity resulting in reputational damage, reimbursement or compensatory payments and other costs, any of which could have an adverse effect on our business, cash flow, financial condition and results of operations, which affect may be material and result in a competitive disadvantage. Although we attempt to mitigate these risks by employing a number of measures, our systems, networks, products, and services remain potentially vulnerable to advanced and persistent threats.

***Attracting and retaining key personnel — If we are unable to attract and retain key personnel, we may be adversely affected.***

Our continued success depends, in large part, on our ability to identify, attract, motivate, train and retain qualified personnel in key functions and geographic areas. Losing the services of key employees in any of our operations could make it difficult to meet our objectives. There can be no assurance we will be able to recruit, train, assimilate, motivate and retain employees in the future who actively promote and meet the standards of our culture.

***Operational hazards — We are subject to costs and liabilities related to current and future environmental and health and safety laws and regulations that could adversely affect our business.***

We are required to comply with environmental and health and safety laws, rules and regulations in each of the countries in which we do business. Many of our products come into contact with the food and beverages they package and therefore we are also subject to certain local and international standards related to such products. Compliance with these laws and regulations can require significant expenditure of financial and employee resources.

In addition, changes to such laws, regulations and standards are made or proposed regularly, and some of the proposals, if adopted, might, directly or indirectly, result in a material reduction in the operating results of one or more of our operating units. For instance, an increase in legislation with respect to litter related to plastic packaging or related recycling programs may cause legislators in some countries and regions in which our products are sold to consider banning or limiting certain packaging formats or materials. Additionally, increased regulation of emissions linked to climate change, including greenhouse gas (carbon) emissions and other climate-related regulations, could potentially increase the cost of our operations due to increased costs of compliance (which may not be recoverable through adjustment of prices), increased cost of fossil fuel inputs and increased cost of energy intensive raw material inputs. However, any such changes are uncertain, and we cannot predict the amount of additional capital expenses or operating expenses that would be necessary for compliance.

Federal, state, provincial, foreign and local environmental requirements relating to air, soil and water quality, handling, discharge, storage and disposal of a variety of substances and climate change are also significant factors in our business and changes to such requirements generally result in an increase to our costs of operations. We may be found to have environmental liability for the costs of remediating soil or water that is, or was, contaminated by us or a third party at various facilities we own, used or operate (including facilities that may be acquired by us in the future). Legal proceedings may result in the imposition of fines or penalties, as well as mandated remediation programs, that require substantial, and in some instances, unplanned capital expenditure.

The effects of climate change and greenhouse gas effects may adversely affect our business. A number of governmental bodies have introduced, or are contemplating introducing, regulatory change to address the impacts of climate change, which, where implemented, may have adverse impacts on our operations or financial results.

We have incurred in the past, and may incur in the future, fines, penalties and legal costs relating to environmental matters, and costs relating to the damage of natural resources, lost property values and toxic tort claims. Provisions are raised when it is considered probable that we have some liability. However, because the extent of potential environmental damage, and the extent of our liability for such damage, is usually difficult to assess and may only be ascertained over a long period of time, our actual liability in such cases may end up being substantially higher than the currently provisioned amount. Accordingly, additional charges could be incurred that would have an adverse effect on our operating results and financial position, which may be material.

***Labor disputes — We are subject to the risk of labor disputes, which could adversely affect our business.***

Although we have not experienced any significant labor disputes in recent years, there can be no assurance that we will not experience labor disputes in the future, including protests and strikes, which could disrupt our business operations and have an adverse effect on our business and results of operation. Although we consider our relations with our employees to be good, there can be no assurance that we will be able to maintain a satisfactory working relationship with our employees in the future.

**Financial Risks**

***LIBOR Indexed Borrowings — The expected phase out of LIBOR could impact the interest rates paid on our variable rate indebtedness and cause our interest expense to increase.***

A substantial portion of our borrowing capacity bears interest at a variable rate based on the London Interbank Offered Rate ("LIBOR"). In July 2017, the United Kingdom's Financial Conduct Authority ("FCA"), which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, is considering replacing LIBOR with the Secured Overnight Financing Rate ("SOFR"), a new index calculated by short-term repurchase agreements, backed by Treasury securities.

Certain of our financing agreements include language to determine a replacement rate for LIBOR, if necessary. However, if LIBOR ceases to exist, we may need to renegotiate some financing agreements extending beyond 2021 that utilize LIBOR as a factor in determining the interest rate. We are evaluating the potential impact of the eventual replacement of the LIBOR benchmark interest rate, however, we are not able to predict whether LIBOR will cease to be available after 2021, whether SOFR will become a widely accepted benchmark in place of LIBOR, or what the impact of such a possible transition to SOFR may be on our business, financial condition, and results of operations.

***Exchange Rates — We are exposed to foreign exchange rate risk.***

We are subject to foreign exchange rate risk, both transactional and translational, which may negatively affect our financial performance. Transactional foreign exchange exposures result from exchange rate fluctuations, including in respect of the U.S. dollar, the Euro, and other currencies, including in Latin America, in which our costs are denominated, which may affect our business input costs and proceeds from product sales. Translational foreign exchange exposures result from exchange rate fluctuations in the conversion of entity functional currencies to U.S. dollars, consistent with our reporting currency, and may affect the reported value of our assets and liabilities and our income and expenses. In particular, our translational exposure may be impacted by movements in the exchange rate between the Euro and the Brazilian Real against the U.S. dollar. The exchange rate has varied in recent years and is subject to further movement.

Exchange rates between transactional currencies may change rapidly. For instance, the Mexican peso and the Brazilian Real have experienced significant pressures as growth and other concerns, including those related to the COVID-19 pandemic, have weighed on the Mexican and Brazilian economies, respectively. In addition, we have recognized foreign exchange losses related to the currency devaluation in Argentina and its designation as a highly inflationary economy under U.S. GAAP. See Note 2, "Significant Accounting Policies" of the notes to consolidated financial statements for further information regarding highly inflationary accounting.

To the extent currency devaluation continues across our business, we are likely to experience a lag in the timing to pass through U.S. dollar-denominated input costs across our business, which would adversely impact our margins and profitability. As such, we may be exposed to future exchange rate fluctuations, and such fluctuations could have an adverse effect on our reported cash flow, financial condition and results of operations, which effect may be material.

***Interest rates — An increase in interest rates could reduce our reported results of operations.***

Fluctuations in interest rates can increase borrowing costs and have an adverse impact on results of operations. Accordingly, increases in short-term interest rates will directly impact the amount of interest we pay. Refer to Note 13, "Debt," of the notes to consolidated financial statements for information about our variable rate borrowings and interest rates.

***Credit rating — A downgrade in our credit rating could increase our borrowing costs and negatively affect our financial condition and results of operations.***

In addition to using cash provided by operations, we regularly issue commercial paper, drawdown bank loans and issue long-term bonds to meet our funding needs. Credit rating agencies rate our debt securities on many factors, including our financial results, their view of the general outlook for our industry, and their view of the general outlook for the global economy. Actions taken by the rating agencies include maintaining, upgrading or downgrading the current rating or placing us on a watch list for a possible future downgrade. If rating agencies downgrade our credit rating, or place us on a watch list, the impacts could include reduced access to the commercial paper market, an increase in the cost of our borrowings or the fees associated with our bank credit facility or an increase in the credit spread incurred when issuing debt in the capital markets.

Refer to "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations," "Liquidity and Capital Resources," for more information on our credit rating profile.

***Hedging — Failure to hedge effectively against adverse fluctuations in interest rates and foreign exchange rates could negatively impact our results of operations.***

We are subject to the risk of rising interest rates associated with borrowing on a floating-rate basis as well as unfavorable fluctuations in foreign exchange rates. Our board of directors has approved a hedging policy to manage the risk of rising interest rates. The level of hedging activity undertaken may change from time to time and we may elect to change our hedging policy at any time. If our hedges are not effective in mitigating our interest rate risk and foreign exchange rate risks, if we are under-hedged or if a hedge provider defaults on their obligations under hedging arrangements, it could have an adverse effect on our business, cash flow, financial condition and results of operations.

***Goodwill and other intangible assets — A significant write-down of goodwill and/or other intangible assets would have a material adverse effect on our reported results of operations and net worth.***

As of June 30, 2020, we had $7.3 billion of goodwill and other intangible assets. We review our goodwill balance for impairment at least once a year and whenever events or a change in circumstances indicate that impairment may have occurred using the business valuation methods allowed in accordance with current accounting standards. These methods include the use of a discount rate to calculate the present value of the expected future cash flows of our reporting units. Future changes in the cost of capital, expected cash flows, or other factors may cause our goodwill and/or other intangible assets to be impaired, resulting in a non-cash charge against results of operations to write down these assets for the amount of the impairment. In addition, if we make changes in our business strategy or if external conditions, such as the COVID-19 pandemic, adversely affect our business operations we may be required to record an impairment charge for goodwill or intangibles, which would lead to decreased assets and reduced net operating results. If a significant write down is required, the charge would have a material adverse effect on our reported results of operations and net worth. We have identified the valuation of intangible assets and goodwill as a critical accounting estimate. See "Item 7. - Management's Discussion and Analysis of Financial Condition and Results of Operations," "Critical Accounting Estimates and Judgments," of this Annual Report on Form 10-K.

***Internal Controls — If we fail to maintain an effective system of internal control over financial reporting in the future, we may not be able to accurately report our financial condition, results of operations or cash flows, which may adversely affect investor confidence in us and, as a result, the value of our common stock.***

As a newly listed NYSE public company in 2019, we elected the transition period for compliance with Section 404 of the Sarbanes-Oxley Act. Section 404 requires us to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment needs to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control that results in more than a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis. Section 404 of the Sarbanes-Oxley Act also generally requires an attestation from our independent registered public accounting firm on the effectiveness of our internal control over financial reporting. However, during our transition period, we were exempt from Section 404 compliance until we filed our second Annual Report on Form 10-K for the fiscal year ended June 30, 2020 (which is this Annual Report on Form 10-K).

Amcor Limited was required to comply with reporting obligations in Australia including the preparation of its financial statements under Australian Accounting Standards ("AAS") as adopted by the Australian Accounting Standards Board and other relevant companies law. Amcor Limited was not required to comply with U.S. GAAP. Following the consummation of the Bemis acquisition, we now prepare financial statements in accordance with U.S. GAAP. We identified two material weaknesses in our internal control over financial reporting during the conversion of our historical AAS financial statements to U.S. GAAP. The first material weakness was related to our lack of accounting staff and supervisory personnel with the appropriate level of experience in technical accounting in U.S. GAAP and disclosure and filing requirements of a U.S. domestic registrant. We have fully remediated this material weakness as of the end of fiscal year 2020, see "Item 9A, Controls and Procedures," for further information.

We also identified a second material weakness arising from deficiencies in the design and operating effectiveness of internal controls over the period end financial reporting process. Specifically, we did not design and maintain effective controls to verify that conflicting duties were appropriately segregated within key IT systems used in the preparation and reporting of financial information.

We are currently in the process of remediating the second material weakness through a process to (i) develop and implement additional controls and procedures to reduce the number of segregation of duties conflicts within key IT systems, which includes the implementation of new security roles and the automation of segregation of duties monitoring where practical, (ii) design and implement additional compensating controls where necessary and (iii) develop training on segregation of duties. Given that we operate many ERP systems globally, this effort has targeted the largest locations with standardized systems in fiscal 2020 and will be expanded to other locations in fiscal 2021. We believe that these enhanced resources and processes, including the implementation of new mitigating controls, will effectively remediate the second material weakness, but the material weakness will not be considered remediated until the revised controls operate for a sufficient period of time and we have concluded, through testing, that these controls are designed and operating effectively.

Failure to remediate the material weakness described above at all or within our expected timeframe, or any newly identified material weaknesses could limit our ability to prevent or detect a misstatement of our financial results, lead to a loss of investor confidence and have a negative impact on the trading price of our common stock.

***Insurance — Our insurance policies, including our use of a captive insurance company, may not provide adequate protection against all of the risks we face.***

We seek protection from a number of our key operational risk exposures through the purchase of insurance. A significant portion of our insurance is placed in the insurance market with third-party re-insurers. Our policies with such third-party re-insurers cover property damage and business interruption, public and products liability and directors' and officers' liability. Although we believe the coverage provided by such policies is consistent with industry practice, they may not adequately cover certain risks and there is no guarantee that any claims made under such policies will ultimately be paid.

Additionally, we retain a portion of our insurable risk through a captive insurance company, Amcor Insurances Pte Ltd, which is located in Singapore. Our captive insurance company collects annual premiums from our business groups, and assumes specific risks relating to property damage, business interruption and liability claims. The captive insurance company may be required to make payment for insurance claims which exceed the captive's reserves, which could have an adverse effect on our business, cash flow, financial condition and results of operations.

**Legal and Compliance Risks**

***Litigation — Litigation or regulatory developments could adversely affect our business operations and financial performance.***

We are, and in the future will likely become, involved in lawsuits, regulatory inquiries, and governmental and other legal proceedings arising out of the ordinary course of our business. Given our global footprint, we are exposed to more uncertainty regarding the regulatory environment. The timing of the final resolutions to lawsuits, regulatory inquiries, and governmental and other legal proceedings is typically uncertain. Additionally, the possible outcomes of, or resolutions to, these proceedings could include adverse judgments or settlements, either of which could require substantial payments. In addition, actions we have taken or may take, or decisions we have made or may make, as a consequence of the COVID-19 pandemic, may result in legal claims or litigation against us. Refer to "Item 3. - Legal Proceedings" of this Annual Report on Form 10-K.

***Environmental, health, and safety regulations — Changing government regulations in environmental, health, and safety matters may adversely affect our company.***

Numerous legislative and regulatory initiatives have been passed and anticipated in response to concerns about Greenhouse Gas emissions and climate change. We are a manufacturing entity that utilizes petrochemical-based raw materials to produce many of our products. Increased environmental legislation or regulation could result in higher costs for us in the form of higher raw material cost, as well as energy and freight costs. It is possible that certain materials might cease to be permitted to be used in our processes. We could also incur additional compliance costs for monitoring and reporting emissions and for maintaining permits. Additionally, a sizable portion of our business comes from healthcare packaging and food and beverage packaging, both highly regulated markets. If we fail to comply with these regulatory requirements, our results of operations could be adversely impacted.

***Patents and proprietary technology — Our success is dependent on our ability to develop and successfully introduce new products and to develop, acquire and retain intellectual property rights.***

Our success depends in large part on our proprietary technology. We rely on intellectual property rights, including patents, trademarks and trade secrets, as well as confidentiality provisions and licensing arrangements, to establish our proprietary rights. If we are unable to enforce our intellectual property rights, our competitive position may suffer. Our pending patent applications, and our pending trademark registration applications, may not be allowed or competitors may challenge the validity or scope of our patents or trademarks. In addition, our patents, trademarks and other intellectual property rights may not provide us a significant competitive advantage. We may need to spend significant resources monitoring our intellectual property rights. Our competitive position may be harmed if we cannot detect infringement and enforce our intellectual property rights quickly or at all. Competitors might avoid infringement by designing around our intellectual property rights or by developing non-infringing competing technologies. Intellectual property rights and our ability to enforce them may be unavailable or limited in some countries which could make it easier for competitors to capture market share and could result in lost revenues.

**Risks Relating to Being a Jersey, Channel Islands Company Listing Ordinary Shares**

***Our ordinary shares are issued under the laws of Jersey, Channel Islands, which may not provide the level of legal certainty and transparency afforded by incorporation in a U.S. jurisdiction and which differ in some respects to the laws applicable to other U.S. corporations.***

We are organized under the laws of Jersey, Channel Islands, a British crown dependency that is an island located off the coast of Normandy, France. Jersey is not a member of the European Union. Jersey, Channel Islands legislation regarding companies is largely based on English corporate law principles. The rights of holders of our ordinary shares are governed by Jersey law, including the Companies (Jersey) Law 1991, as amended, and by the Amcor Articles of Association, as may be amended from time to time. These rights differ in some respects from the rights of other shareholders in corporations incorporated in the United States. Further, there can be no assurance that the laws of Jersey, Channel Islands, will not change in the future or that they will serve to protect investors in a similar fashion afforded under corporate law principles in the U.S., which could adversely affect the rights of investors.

***U.S. shareholders may not be able to enforce civil liabilities against us.***

A significant portion of our assets are located outside of the United States and several of our directors and officers are citizens or residents of jurisdictions outside of the United States. As a result, it may be difficult for investors to successfully serve a claim within the United States upon those non-U.S. directors and officers, or to enforce judgments realized in the United States.

Judgments of U.S. courts may not be directly enforceable outside of the U.S. and the enforcement of judgments of U.S. courts outside of the U.S., including those in Australia and Jersey, may be subject to limitations. Investors may also have difficulties pursuing an original action brought in a court in a jurisdiction outside the U.S., including Australia and Jersey, for liabilities under the securities laws of the U.S. Additionally, our Articles of Association provide that while the Royal Court of Jersey will have non-exclusive jurisdiction over actions brought against us, the Royal Court of Jersey will be the sole and exclusive forum for derivative shareholder actions, actions for breach of fiduciary duty by our directors and officers, actions arising out of Companies (Jersey) Law 1991, as amended, or actions asserting a claim against our directors or officers governed by the internal affairs doctrine. The exclusive forum provision would not prevent derivative shareholder actions based on claims arising under U.S. federal securities laws from being raised in a U.S. court and would not prevent a U.S. court from asserting jurisdiction over such claims. However, there is uncertainty whether a U.S. or Jersey court would enforce the exclusive forum provision for actions claiming breach of fiduciary duty and other claims.

**Item 1B. - Unresolved Staff Comments**

None.

**Item 2. - Properties**

We consider our plants and other physical properties, whether owned or leased, to be suitable, adequate, and of sufficient productive capacity to meet the requirements of our business. The manufacturing plants operate at varying levels of utilization depending on the type of operation and market conditions. The breakdown of our principal manufacturing plants at June 30, 2020 were as follows:

**Flexibles Segment**

This segment has 181 principal manufacturing plants located in 39 countries, of which 130 are owned directly by us or our subsidiaries and 51 are leased from outside parties. Initial building lease terms typically provide for minimum terms in a range of two to 36 years and have one or more renewal options.

**Rigid Packaging Segment**

This segment has 50 principal manufacturing plants located in 11 countries, of which 12 are owned directly by us or our subsidiaries and 38 are leased from outside parties. Initial building lease terms typically provide for minimum terms in a range of two to 20 years and have one or more renewal options.

**Corporate and General**

Our principal executive offices are located in Zurich, Switzerland.

**Item 3. - Legal Proceedings**

Refer to Note 19, "Contingencies and Legal Proceedings," of the notes to consolidated financial statements for information about legal proceedings.

**Item 4. - Mine Safety Disclosures**

Not applicable.

**PART II**

**Item 5. - Market for Registrant's Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our ordinary shares are traded on the New York Stock Exchange (the "NYSE") under the symbol AMCR and our CHESS Depositary Instruments ("CDIs") are traded on the Australian Securities Exchange (the "ASX") under the symbol AMC. On June 30, 2020, there were 100,310 registered holders of record of our ordinary shares and CDIs.

**Share Repurchases**

Share repurchase activity during the three months ended June 30, 2020 were as follows (in millions, except number of shares, which are reflected in thousands, and per share amounts):

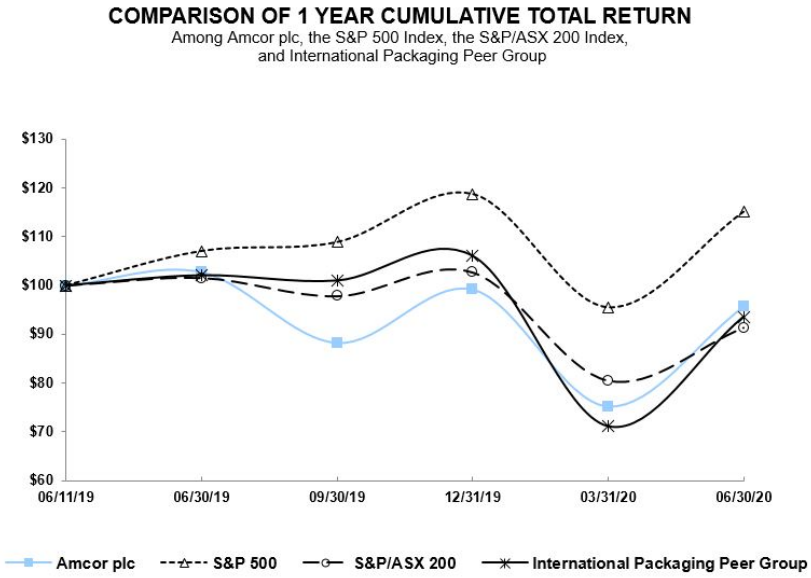
| Period | Total Number of Shares Purchased (2) | Average Price Paid Per Share (2)(3) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares That May Yet Be Purchased Under the Programs (1) |
|---|---|---|---|---|
| April 1 - 30, 2020 | — | $ — | — | $ 22.7 |
| May 1 - 31, 2020 | 2,393 | 9.47 | 2,393 | — |
| June 1 - 30, 2020 | 9,163 | 9.97 | — | — |
| **Total** | **11,556** | **$ 9.87** | **2,393** | |

(1) On August 20, 2019, our Board of Directors approved an on-market buy-back program of $500 million of ordinary shares and CDIs. The Board authorization did not provide for an expiration date; however, the on-market buyback program was completed during the fourth quarter of fiscal year 2020.
(2) Includes shares purchased on the open market to satisfy the vesting and exercises of share-based compensation awards and shares purchased for shareholder settlement.
(3) Includes shares purchased on the open market to satisfy the vesting and exercises of share-based compensation awards. Average price paid per share excludes costs associated with the repurchase.

**Shareholder Return Performance**

The information under this caption "Shareholder Return Performance" in this Item 5 of this Annual Report on Form 10-K is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C under the Exchange Act, or to the liabilities of Section 18 of the Exchange Act and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent we specifically incorporate it by reference into such a filing.

The line graph below compares the annual percentage change in Amcor plc's cumulative total shareholder return on its ordinary shares with the cumulative total return of its international packaging peer group, the S&P 500 Index and the ASX 200 Index for the period beginning June 11, 2019. The graph assumes $100 was invested on June 11, 2019, and that all dividends were reinvested.




| | June 11, 2019 | June 30, 2019 | September 30, 2019 | December 31, 2019 | March 31, 2020 | June 30, 2020 |
|---|---|---|---|---|---|---|
| Amcor plc | $ 100.00 | $ 102.77 | $ 88.25 | $ 99.23 | $ 75.22 | $ 95.68 |
| S&P 500 | $ 100.00 | $ 107.05 | $ 108.87 | $ 118.74 | $ 95.47 | $ 115.08 |
| S&P/ASX 200 | $ 100.00 | $ 101.55 | $ 97.80 | $ 102.68 | $ 80.47 | $ 91.32 |
| International packaging peer group | $ 100.00 | $ 102.08 | $ 101.00 | $ 106.06 | $ 71.13 | $ 93.59 |

The international packaging peer group consists of AptarGroup, Inc., Ball Corporation, Berry Global Group, Inc, CCL Industries Inc., Crown Holdings, Inc., Graphic Packaging Holding Company, Huhtamaki Oyj, International Paper Company, Mayr-Melnhof Karton AG, O-I Glass, Inc., Sealed Air Corporation, Silgan Holdings Inc., Sonoco Products Company and WestRock Company.

**Item 6. - Selected Financial Data**

**Five-Year Consolidated Review of Selected Financial Data (1)**

| (In millions, except per share amounts) | Years ended June 30, 2020 | 2019 | 2018 | 2017 | 2016 |
|---|---|---|---|---|---|
| **Selected Consolidated Income Statement Data** | | | | | |
| Net sales | $ 12,467.5 | $ 9,458.2 | $ 9,319.1 | $ 9,101.0 | $ 9,421.3 |
| Operating income | 994.0 | 791.7 | 993.9 | 916.1 | 589.1 |
| Income from continuing operations | 624.3 | 436.7 | 586.6 | 581.0 | 305.0 |
| Net income attributable to Amcor plc | 612.2 | 430.2 | 575.2 | 564.0 | 309.3 |
| | | | | | |
| **Selected Consolidated Balance Sheet Data** | | | | | |
| Cash and cash equivalents | 742.6 | 601.6 | 620.8 | 561.5 | 515.7 |
| Total assets | 16,442.1 | 17,165.0 | 9,057.5 | 9,087.0 | 8,531.8 |
| Total debt | 6,234.7 | 6,103.2 | 4,848.3 | 4,885.2 | 4,499.5 |
| Total shareholders' equity | 4,687.1 | 5,674.7 | 695.4 | 587.6 | 528.5 |
| | | | | | |
| **Selected Per Share Data** | | | | | |
| Basic earnings per share from continuing operations | 0.387 | 0.363 | 0.497 | 0.487 | 0.266 |
| Diluted earnings per share from continuing operations | 0.387 | 0.362 | 0.494 | 0.483 | 0.263 |
| Dividends per share (2) | 0.465 | 0.575 | 0.445 | 0.415 | 0.400 |
| | | | | | |
| **Other Operating Data** | | | | | |
| Capital expenditures | 399.5 | 332.2 | 365.0 | 379.3 | 346.7 |
| Depreciation and amortization | 607.2 | 349.7 | 352.7 | 351.8 | 351.0 |

(1) Fiscal year 2020 and 2019 reflects the results of Amcor plc, including Bemis results since the acquisition date of June 11, 2019. The historical periods solely reflect the results of Amcor Limited.

(2) Fiscal year 2019 dividends per share include dividends of $0.240 and $0.215 per share declared in August 2018 and February 2019, respectively, along with a pro-rata dividend of $0.120 per share declared in April 2019. The April 2019 dividend was declared to align the period over which dividends had been paid to Amcor and Bemis shareholders prior to completion of the acquisition.

**Item 7. - Management's Discussion and Analysis of Financial Condition and Results of Operations**

*Management's Discussion and Analysis should be read in conjunction with the Consolidated Financial Statements and related Notes included in Item 8 of this Annual Report on Form 10-K.*

**Two Year Review of Results**

| **(In millions, except per share amounts)** | **2020** | | **2019** | |
|---|---|---|---|---|
| Net sales | $ 12,467.5 | 100.0 % | $ 9,458.2 | 100.0 % |
| Cost of sales | (9,932.0) | (79.7) | (7,659.1) | (81.0) |
| Gross profit | 2,535.5 | 20.3 | 1,799.1 | 19.0 |
| Operating expenses: | | | | |
| Selling, general, and administrative expenses | (1,384.8) | (11.1) | (999.0) | (10.6) |
| Research and development expenses | (97.3) | (0.8) | (64.0) | (0.7) |
| Restructuring and related expenses | (115.1) | (0.9) | (130.8) | (1.4) |
| Other income, net | 55.7 | 0.4 | 186.4 | 2.0 |
| Operating income | 994.0 | 8.0 | 791.7 | 8.4 |
| Interest income | 22.2 | 0.2 | 16.8 | 0.2 |
| Interest expense | (206.9) | (1.7) | (207.9) | (2.2) |
| Other non-operating income (loss), net | 15.9 | 0.1 | 3.5 | — |
| Income from continuing operations before income taxes and equity in income (loss) of affiliated companies | 825.2 | 6.6 | 604.1 | 6.4 |
| Income tax expense | (186.9) | (1.5) | (171.5) | (1.8) |
| Equity in income (loss) of affiliated companies | (14.0) | (0.1) | 4.1 | — |
| Income from continuing operations | 624.3 | 5.0 | 436.7 | 4.6 |
| Income (loss) from discontinued operations, net of tax | (7.7) | (0.1) | 0.7 | — |
| **Net income** | $ 616.6 | 4.9 % | $ 437.4 | 4.6 % |
| Net (income) loss attributable to non-controlling interests | (4.4) | — | (7.2) | (0.1) |
| **Net income attributable to Amcor plc** | $ 612.2 | 4.9 % | $ 430.2 | 4.5 % |

**Overview**

Amcor is a global leader in developing and producing responsible packaging for food, beverage, pharmaceutical, medical, home and personal-care, and other products. Amcor works with leading companies around the world to protect their products and the people who rely on them, differentiate brands, and improve supply chains through a range of flexible and rigid packaging, specialty cartons, closures, and services. The company is focused on making packaging that is increasingly light-weighted, recyclable and reusable, and made using an increasing amount of recycled content. During fiscal year 2020, approximately 47,000 Amcor employees generated $12.5 billion in sales from operations that spanned approximately 231 locations in over 40 countries.

**Significant Items Affecting the Periods Presented**

***Impact of COVID-19***

The 2019 Novel Coronavirus ("COVID-19") has introduced a period of unprecedented uncertainty and challenge. Amcor's operations have been largely recognized as 'essential' by governments and authorities around the world given the role we play in the supply chains for critical food and healthcare products. Our scale and global footprint has enabled us to collaborate with customers and suppliers to meet volatile changes in demand and continue to service our customers. In dealing with the exceptional challenges posed by COVID-19, we have established three guiding principles focusing on the health and safety of our employees, keeping our operations running and contributing to relief efforts in our communities.

*Health and Safety*

Our commitment to the health and safety of its employees remains our first priority. Our rigorous precautionary measures include the formation of global and regional response teams that maintain contact with authorities and experts to actively manage the situation, restrictions on company travel, quarantine protocols for employees who may have had exposure or have symptoms, frequent disinfecting of Amcor locations and other measures designed to help protect employees, customers and suppliers. We expect to continue these measures until the COVID-19 pandemic is adequately contained for our business.

*Operations and Supply Chain*

To support our business partners, we have instituted business continuity plans in each of our operations and offices globally which address infection prevention measures, incident response, return to work protocols and supply chain risks. We have experienced minimal disruptions to our operations to date as we have largely been deemed as providing essential services. However, we have experienced volatility in customer order patterns in the second half of fiscal year 2020 and could continue to experience significant volatility in the demand for our products in the future. For instance, in April, our Rigid Packaging Segment sales volumes in North America and Latin America were adversely impacted as a result of a decrease in foot traffic in the convenience and on-the-go channels. Our facilities have largely been exempt from government mandated closure orders and while governmental measures may be modified, we expect that our operations will remain operational given the essential products we supply. However, despite our best efforts to contain the impact in our facilities, it remains possible that significant disruptions could occur as a result of the pandemic, including temporary closures of our facilities.

We have not experienced any significant disruptions in our supply chain to date and continue to monitor the risk of customer, raw material and other supply chain disruptions.

*Contributions to Our Communities*

To support our local communities, we launched a global program to help mitigate the impact of COVID-19 by donating food and healthcare packaging products and by funding local community initiatives to improve access to healthcare, education or food and other essential products.

*Looking Ahead*

We believe we are well-positioned to meet the challenges of the COVID-19 pandemic. However, we cannot reasonably estimate the duration and severity of this pandemic or its ultimate impact on the global economy and our operations and financial results. The ultimate near-term impact of the pandemic on our business will depend on the extent and nature of any future disruptions across the supply chain, the duration of social distancing measures and other government imposed restrictions and the nature and pace of macroeconomic recovery in key global economies.

***The Acquisition of Bemis Company, Inc.***

On June 11, 2019, we completed the acquisition of 100% of the outstanding shares of Bemis Company, Inc. ("Bemis"), a global manufacturer of flexible packaging products based in the United States, for the purchase price of $5.2 billion in an all-stock transaction. In connection with the Bemis transaction, we assumed $1.4 billion of debt.

***2019 Bemis Integration Plan***

In connection with the acquisition of Bemis, we initiated restructuring activities in the fourth quarter of 2019 aimed at integrating and optimizing the combined organization. As previously announced, we continue to target realizing approximately $180 million of pre-tax synergies driven by procurement, supply chain, and general and administrative savings by the end of fiscal year 2022.

Our total 2019 Bemis Integration Plan pre-tax integration costs are expected to be approximately $200 million. The total 2019 Bemis Integration Plan costs include $165 million of restructuring and related expenses and $35 million of general integration expenses. The restructuring and related expenses are comprised of approximately $90 million in employee related expenses, $25 million in fixed asset related expenses, $20 million in other restructuring and $30 million in restructuring related expenses. We estimate that approximately $150 million of the $200 million total integration costs will result in cash expenditures, of which $115 million relate to restructuring and related expenditures. Cash payments for the fiscal year 2020 were $80.2 million, of which $54.1 million were payments related to restructuring and related expenditures. The 2019 Bemis Integration Plan relates to the Flexibles segment and Corporate and is expected to be completed by the end of fiscal year 2022.

Restructuring related costs are directly attributable to restructuring activities; however, they do not qualify for special accounting treatment as exit or disposal activities. General integration costs are not linked to restructuring. We believe the disclosure of restructuring related costs provides more information on the total cost of our 2019 Bemis Integration Plan. The restructuring related costs relate primarily to the closure of facilities and include costs to replace graphics, train new employees on relocated equipment and anticipated loss on sale of closed facilities.

***Other Restructuring Plans***

On August 21, 2018, we announced a restructuring plan in Amcor Rigid Packaging ("2018 Rigid Packaging Restructuring Plan") aimed at reducing structural costs and optimizing the footprint. The Plan includes the closures of manufacturing facilities and headcount reductions to achieve manufacturing footprint optimization and productivity improvements as well as overhead cost reductions.

Our total 2018 Rigid Packaging Restructuring Plan pre-tax restructuring costs are expected to be approximately $110 million with the main component being the cost to exit manufacturing facilities and employee related costs. The total plan cost has been increased by approximately $15 million in the fourth quarter of fiscal year 2020 due primarily to additional non-cash impairments. We estimate that approximately $70 million of the $110 million total costs will result in cash expenditures. Cash payments for the fiscal year 2020 were $23.6 million. The 2018 Rigid Packaging Restructuring Plan is expected to be completed during fiscal year 2021.

On June 9, 2016, we announced a major initiative ("2016 Flexibles Restructuring Plan") to optimize the cost base and drive earnings growth in the Flexibles segment. This initiative was designed to accelerate the pace of adapting the organization within developed markets through footprint optimization to better align capacity with demand, increase utilization and improve the cost base and streamlining the organization and reducing complexity, particularly in Europe, to enable greater customer focus and speed to market.

As part of the 2016 Flexibles Restructuring Plan, we had closed eight manufacturing facilities and reduced headcount at certain facilities. Our total pre-tax restructuring costs were $230.8 million, with $166.7 million in employee termination costs, $31.4 million in fixed asset impairment costs and $32.7 million in other costs, which primarily represent the cost to dismantle equipment and terminate existing lease contracts. Approximately $166 million of the $230.8 million in total program costs resulted in cash expenditures. Cash payments for fiscal year 2019 were $14.4 million. The Plan was substantially completed by the end of fiscal year 2019.

***Impairment in Equity Method Investment***

Due to impairment indicators present for the years ended June 30, 2020, 2019 and 2018, we performed impairment tests by comparing the carrying value of its investment in AMVIG Holdings Limited ("AMVIG") at the end of each period, including interim periods, to the fair value of the investment, which was determined based on AMVIG's quoted share price. We recorded impairment charges in fiscal years 2020, 2019 and 2018 of $25.6 million, $14.0 million and $36.5 million, respectively, as the fair value of the investment was below its carrying value. Refer to Note 7, "Equity Method Investments" for more information about our equity method investments.

***Highly Inflationary Accounting***

We have subsidiaries in Argentina that historically had a functional currency of the Argentine Peso. As of June 30, 2018, the Argentine economy was designated as highly inflationary for accounting purposes. Accordingly, beginning July 1, 2018, we began reporting the financial results of our Argentinean subsidiaries with a functional currency of the Argentine Peso at the functional currency of the parent, which is the U.S. dollar. The transition to highly inflationary accounting resulted in a negative impact of $27.7 million and $30.2 million that was reflected on the consolidated statement of income for the year ended June 30, 2020 and 2019, respectively.

**Results of Operations**

*The following is a discussion and analysis of changes in the financial condition and results of operations for fiscal year 2020 compared to fiscal year 2019. A discussion and analysis regarding our results of operations for fiscal year 2019 compared to fiscal year 2018 that are not included in this Annual Report on Form 10-K can be found in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended June 30, 2019, filed with the SEC on September 3, 2019.*

***Consolidated Results of Operations***

| (in millions) | | 2020 | | 2019 |
|---|---|---|---|---|
| Net sales | $ | 12,467.5 | $ | 9,458.2 |
| Operating income | | 994.0 | | 791.7 |
| Operating profit as a percentage of net sales | | 8.0 % | | 8.4 % |
| | | | | |
| Net income attributable to Amcor plc | $ | 612.2 | $ | 430.2 |
| Diluted Earnings Per Share | $ | 0.382 | $ | 0.363 |

Net sales increased $3,009.3 million, or 31.8%, to $12,467.5 million for the fiscal year 2020, from $9,458.2 million for the fiscal year 2019. Excluding negative currency impacts of $274.0 million, or (2.9%), and pass-through of lower raw material costs of $205.6 million, or (2.2%), the increase in net sales, including intersegment sales, for the fiscal year 2020 was $3,488.9 million or 36.9%, driven by favorable volumes of 0.2% and unfavorable price/mix of (0.4%), with acquisition related impacts contributing 37.1%.

Net income attributable to Amcor plc increased by $182.0 million, or 42.3%, to $612.2 million for the fiscal year 2020, from $430.2 million for the fiscal year 2019 mainly as a result of the Bemis acquisition and related transaction and integration cost impacts.

Diluted earnings per shares ("Diluted EPS") increased to $0.382, or 5.2%, for the fiscal year 2020, from $0.363 for the fiscal year 2019, with net income attributable to ordinary shareholders increasing 42.3% and the diluted weighted average number of shares outstanding increased 35.3%. The increase in the diluted weighted average number of shares outstanding was due to the acquisition of Bemis.

***Segment Results of Operations***

**Flexibles Segment**

Our Flexibles reporting segment develops and supplies flexible packaging globally.

| (in millions) | | 2020 | | 2019 |
|---|---|---|---|---|
| Net sales including intersegment sales | $ | 9,754.7 | $ | 6,566.7 |
| Adjusted EBIT from continuing operations | | 1,335.1 | | 817.2 |
| Adjusted EBIT from continuing operations as a percentage of net sales | | 13.7 % | | 12.4 % |

Net sales including intersegment sales increased $3,188.0 million, or 48.5%, to $9,754.7 million for fiscal year 2020, from $6,566.7 million for fiscal year 2019. Excluding negative currency impacts of $235.2 million, or (3.6%), and pass-through of lower raw material costs of $87.9 million, or (1.4%), the increase in net sales including intersegment sales for the fiscal year 2020 was $3,511.1 million, or 53.5%, driven by favorable volumes of 0.1% and unfavorable price/mix of (0.1%) with acquisition related impacts contributing 53.5%.

Adjusted earnings before interest and tax from continuing operations ("Adjusted EBIT") for the fiscal year 2020 increased $517.9 million, or 63.4% to $1,335.1 million from $817.2 million for the fiscal year 2019. Excluding negative currency impacts of $25.4 million, or (3.0%), the increase in Adjusted EBIT for the fiscal year 2020 was $543.3 million, or 66.4%, driven by plant cost improvements of 8.7%, selling, general and administrative ("SG&A") and other cost improvements of 2.5%, favorable volumes of 0.1%, partially offset by unfavorable price/mix of (1.5%) with acquisition related impacts contributing 56.6%.

**Rigid Packaging Segment**

Our Rigid Packaging reporting segment manufactures rigid packaging containers and related products.

| (in millions) | 2020 | 2019 |
|---|---|---|
| Net sales including intersegment sales | $ 2,716.3 | $ 2,892.7 |
| Adjusted EBIT from continuing operations | 290.1 | 308.2 |
| Adjusted EBIT from continuing operations as a percentage of net sales | 10.7 % | 10.7 % |

Net sales decreased $176.4 million, or 6.1%, to $2,716.3 million for fiscal year 2020, from $2,892.7 million for fiscal year 2019. Excluding negative currency impacts of $39.0 million, or (1.3%) and pass-through of lower raw material costs of $117.7 million, or (4.1%), the decrease in net sales for the fiscal year 2020 was $19.7 million, or 0.7%, driven by favorable volumes of 0.5% and unfavorable price/mix of (1.2)%.

Adjusted EBIT for the fiscal year 2020 decreased $18.1 million or 5.9% to $290.1 million for the fiscal year 2020 from $308.2 million for the fiscal year 2019. Excluding negative currency impacts of $5.1 million, or (1.7%), the decrease in Adjusted EBIT for the fiscal year 2020 was $13.0 million, or 4.2%, driven by favorable plant costs of 2.2%, favorable SG&A and other costs at 0.9%, favorable volumes of 0.4%, and unfavorable price/mix of 7.7%.

***Consolidated Gross Profit***

| (in millions) | 2020 | 2019 |
|---|---|---|
| Gross profit | $ 2,535.5 | $ 1,799.1 |
| Gross profit as a percentage of net sales | 20.3 % | 19.0 % |

Gross profit increased by $736.4 million, or 40.9%, to $2,535.5 million for fiscal year 2020, from $1,799.1 million for fiscal year 2019. The increase was primarily in the Flexibles reporting segment driven by the Bemis acquisition.

***Consolidated Selling, General and Administrative ("SG&A") Expense***

| (in millions) | 2020 | 2019 |
|---|---|---|
| SG&A expenses | $ (1,384.8) | $ (999.0) |
| SG&A expenses as a percentage of net sales | (11.1)% | (10.6)% |

SG&A increased by $385.8 million, or 38.6%, to $1,384.8 million for fiscal year 2020, from $999.0 million for fiscal year 2019. The increase was primarily in the Flexibles reporting segment and Other driven by the Bemis acquisition, including related transaction and integration cost impacts.

***Consolidated Research and Development ("R&D") Expense***

| (in millions) | 2020 | 2019 |
|---|---|---|
| R&D expenses | $ (97.3) | $ (64.0) |
| R&D expenses as a percentage of net sales | (0.8)% | (0.7)% |

Research and development costs increased by $33.3 million, or 52.0%, to $97.3 million for fiscal year 2020, from $64.0 million for fiscal year 2019. The increase was primarily driven by the addition of the Bemis cost base and timing of project costs.

***Consolidated Restructuring and Related Expense***

| (in millions) | 2020 | 2019 |
|---|---|---|
| Restructuring and related expenses | $ (115.1) | $ (130.8) |
| Restructuring and related expenses as a percentage of net sales | (0.9)% | (1.4)% |

Restructuring and related costs decreased by $15.7 million to $115.1 million for fiscal year 2020, from $130.8 million for fiscal year 2019. The decrease was primarily driven by a reduction in restructuring activities in connection with the 2018 Rigid Packaging Restructuring Plan.

***Consolidated Other Income, Net***

| **(in millions)** | **2020** | **2019** |
|---|---|---|
| Other income, net | $ 55.7 | $ 186.4 |
| Other income, net, as a percentage of net sales | 0.4 % | 2.0 % |

Other income, net decreased by $130.7 million to $55.7 million for fiscal year 2020, from $186.4 million for fiscal year 2019. The decrease was mainly driven by nonrecurrence of remedy disposal related gains in the fiscal year 2019.

***Consolidated Interest Income***

| **(in millions)** | **2020** | **2019** |
|---|---|---|
| Interest income | $ 22.2 | $ 16.8 |
| Interest income as a percentage of net sales | 0.2 % | 0.2 % |

Interest income increased by $5.4 million, or 32.1%, to $22.2 million for fiscal year 2020, from $16.8 million for fiscal year 2019, mainly driven by higher cash balances during the period and negative interest rates on a portion of Euro denominated borrowings.

***Consolidated Interest Expense***

| **(in millions)** | **2020** | **2019** |
|---|---|---|
| Interest expense | $ (206.9) | $ (207.9) |
| Interest expense as a percentage of net sales | (1.7)% | (2.2)% |

Interest expense remained relatively stable at $206.9 million for fiscal year 2020 compared to $207.9 million for fiscal year 2019.

***Consolidated Other Non-Operating Income (Loss), Net***

| **(in millions)** | **2020** | **2019** |
|---|---|---|
| Other non-operating income (loss), net | $ 15.9 | $ 3.5 |
| Other non-operating income (loss), net, as a percentage of net sales | 0.1 | — % |

Other non-operating income, net increased by $12.4 million to $15.9 million for fiscal year 2020, from an other non-operating income, net of $3.5 million for fiscal year 2019, mainly driven by impacts relating to the acquired Bemis pension plans.

***Consolidated Income Tax Expense***

| **(in millions)** | **2020** | **2019** |
|---|---|---|
| Income tax expense | $ (186.9) | $ (171.5) |
| Effective tax rate | 22.6 % | 28.4 % |

Income tax expense increased by $15.4 million, or 9.0%, to $186.9 million for fiscal year 2020, from $171.5 million for fiscal year 2019. The increase was primarily driven by the higher overall profit of the total Company with a full year of Bemis' results having been included compared to three weeks in fiscal year 2019.

The effective tax rate for the fiscal year 2020 reduced relative to 2019 mainly due to the decrease in non-deductible transaction costs related to the acquisition of Bemis. The current year effective tax rate is reflective of a greater proportion of the business in the U.S. as a result of the Bemis acquisition.

**Presentation of Non-GAAP Information**

This Annual Report on Form 10-K refers to financial measures that have not been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"): adjusted earnings before interest and taxes ("Adjusted EBIT") from continuing operations, adjusted net income from continuing operations, and net debt. These non-GAAP financial measures adjust for factors that are unusual or unpredictable. These measures exclude the impact of significant tax reform, certain amounts related to the effect of changes in currency exchange rates, acquisitions, and restructuring, including employee-related costs, equipment relocation costs, accelerated depreciation and the write-down of equipment. These measures also exclude gains or losses on sales of significant property and divestitures, certain litigation matters, pension settlements and certain acquisition-related expenses, including transaction expenses, due diligence expenses, professional and legal fees, purchase accounting adjustments for inventory, order backlog, intangible amortization, and changes in the fair value of deferred acquisition payments.

This adjusted information should not be construed as an alternative to results determined under U.S. GAAP. Management of the Company uses the non-GAAP measures to evaluate operating performance and believes that these non-GAAP measures are useful to enable investors and other external parties to perform comparisons of current and historical performance of the Company.

A reconciliation of reported net income attributable to Amcor plc to Adjusted EBIT from continuing operations and adjusted net income for fiscal years 2020, 2019 and 2018 is as follows:

| | For the years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Net income attributable to Amcor plc, as reported | $ 612.2 | $ 430.2 | $ 575.2 |
| Add: Net income (loss) attributable to non-controlling interests | 4.4 | 7.2 | 11.4 |
| Less: (Income) loss from discontinued operations, net of tax | 7.7 | (0.7) | — |
| Income from continuing operations | 624.3 | 436.7 | 586.6 |
| Add: Income tax expense | 186.9 | 171.5 | 118.8 |
| Add: Interest expense | 206.9 | 207.9 | 210.0 |
| Less: Interest income | (22.2) | (16.8) | (13.1) |
| EBIT from continuing operations | 995.9 | 799.3 | 902.3 |
| Add: Material restructuring programs (1) | 105.7 | 64.1 | 14.4 |
| Add: Impairments in equity method investments (2) | 25.6 | 14.0 | 36.5 |
| Add: Material acquisition costs and other (3) | 145.6 | 143.1 | — |
| Add: Amortization of acquired intangible assets from business combinations (4) | 191.1 | 31.1 | 19.3 |
| Add/(Less): Economic net investment hedging activities not qualifying for hedge accounting (5) | — | (1.4) | 83.9 |
| Add: Impact of hyperinflation (6) | 27.7 | 30.2 | — |
| Less: Net legal settlements (7) | — | (5.0) | — |
| Add: Pension settlements (8) | 5.5 | — | — |
| **Adjusted EBIT from continuing operations** | **1,497.1** | **1,075.4** | **1,056.4** |
| Less: Income tax expense | (186.9) | (171.5) | (118.8) |
| Add: Adjustments to income tax expense (9) | (88.9) | 23.2 | (32.0) |
| Less: Interest expense | (206.9) | (207.9) | (210.0) |
| Add: Interest income | 22.2 | 16.8 | 13.1 |
| Less: Material restructuring programs attributable to non-controlling interest | (4.3) | — | — |
| Less: Net (income) loss attributable to non-controlling interests | (4.4) | (7.2) | (11.4) |
| **Adjusted net income from continuing operations** | **$ 1,027.9** | **$ 728.8** | **$ 697.3** |

(1) Material restructuring programs includes the 2018 Rigid Packaging Restructuring Plan and the 2019 Bemis Integration Plan for fiscal year 2020, the 2018 Rigid Packaging Restructuring Plan for the fiscal year 2019, and the 2016 Flexibles Restructuring Plan for fiscal year 2018. Refer to Note 6, "Restructuring Plans," for more information about the Company's restructuring plans.

(2) Impairments in equity method investments includes the impairment charges related to other-than-temporary impairments related to the investment in AMVIG. Refer to Note 7, "Equity Method Investments" for more information about the Company's equity method investments.
(3) During fiscal year 2020, material acquisition costs and other includes $57.8 million amortization of Bemis acquisition related inventory fair value step-up and $87.8 million of Bemis transaction related costs and integration costs not qualifying as exit costs, including certain advisory, legal, audit and audit related fees. During fiscal year 2019, material acquisition costs and other includes $47.9 million of costs related to the 2019 Bemis Integration Plan, $15.6 million of Bemis acquisition related inventory fair value step-up, $42.5 million of long-lived asset impairments, $133.7 million of Bemis transaction-related costs, partially offset by $96.5 million of gain related to the U.S. Remedy sale net of related and other costs.
(4) Amortization of acquired intangible assets from business combinations includes amortization expenses related to all acquired intangible assets from acquisitions impacting the periods presented, including $26.4 million and $4.5 million of sales backlog amortization for the fiscal year 2020 and 2019, respectively, from the Bemis acquisition.
(5) Economic net investment hedging activities not qualifying for hedge accounting includes the exchange rate movements on external loans not deemed to be effective net investment hedging instruments resulting from the Company's conversion to U.S. GAAP from Australian Accounting Standards ("AAS") recognized in other non-operating income (loss), net.
(6) Impact of hyperinflation includes the adverse impact of highly inflationary accounting for subsidiaries in Argentina where the functional currency was the Argentine Peso.
(7) Net legal settlements includes the impact of significant legal settlements after associated costs.
(8) Impact of pensions settlements includes the amount of actuarial losses recognized in the consolidated income statement related to the settlement of certain defined benefit plans, not including related tax effects.
(9) Net tax impact on items (1) through (8) above.

***Reconciliation of Net Debt***

A reconciliation of total debt to net debt at June 30, 2020 and 2019 is as follows:

| (in millions) | June 30, 2020 | June 30, 2019 |
|---|---|---|
| Current portion of long-term debt | $ 11.1 | $ 5.4 |
| Short-term borrowings | 195.2 | 788.8 |
| Long-term debt, less current portion | 6,028.4 | 5,309.0 |
| Total debt | 6,234.7 | 6,103.2 |
| Less cash and cash equivalents | 742.6 | 601.6 |
| **Net debt** | $ 5,492.1 | $ 5,501.6 |

**Supplemental Guarantor Information**

Amcor plc, along with certain wholly owned subsidiary guarantors, guarantee the following senior notes issued by the wholly owned subsidiaries, Amcor Finance (USA), Inc., Bemis Company, Inc. and Amcor UK Finance plc.

- 4.500% Guaranteed Senior Notes due 2021 of Bemis Company, Inc.
- 3.100% Guaranteed Senior Notes due 2026 of Bemis Company, Inc.
- 2.630% Guaranteed Senior Notes due 2030 of Bemis Company, Inc.
- 3.625% Guaranteed Senior Notes due 2026 of Amcor Finance (USA), Inc.
- 4.500% Guaranteed Senior Notes due 2028 of Amcor Finance (USA), Inc.
- 1.125% Guaranteed Senior Notes due 2027 of Amcor UK Finance plc

The three notes issued by Bemis Company, Inc. are guaranteed by its parent entity Amcor plc and the subsidiary guarantors Amcor Pty Ltd (formerly known as Amcor Limited), Amcor Finance (USA), Inc. and Amcor UK Finance plc. The two notes issued by Amcor Finance (USA), Inc. are guaranteed by its parent entity Amcor plc and the subsidiary guarantors Amcor Pty Ltd, Bemis Company, Inc. and Amcor UK Finance plc. The note issued by Amcor UK Finance plc is guaranteed by its parent entity, Amcor plc, and the subsidiary guarantors Amcor Pty Ltd, Bemis Company, Inc. and Amcor Finance (USA), Inc.

All guarantors fully, unconditionally and irrevocably guarantee, on a joint and several basis, to each holder of the notes the due and punctual payment of the principal of, and any premium and interest on, such note and all other amounts payable, when and as the same shall become due and payable, whether at stated maturity, by declaration of acceleration, call for redemption or otherwise, in accordance with the terms of the notes and related indenture. The obligations of the applicable guarantors under their guarantees will be limited as necessary to recognize certain defenses generally available to guarantors (including those that relate to fraudulent conveyance or transfer, voidable preference, financial assistance, corporate purpose or similar laws) under applicable law. The guarantees will be unsecured and unsubordinated obligations of the guarantors and will rank equally with all existing and future unsecured and unsubordinated debt of each guarantor. None of our other subsidiaries guarantee such notes. The issuers and guarantors conduct large parts of their operations through other subsidiaries of Amcor plc.

Bemis is incorporated in Missouri in the United States, Amcor Finance (USA) Inc. is incorporated in Delaware in the United States, Amcor UK Finance plc is incorporated in England and Wales, United Kingdom and the guarantors are incorporated under the laws of Jersey, Australia, the United States, and England and Wales and, therefore, insolvency proceedings with respect to the issuers and guarantors could proceed under, and be governed by, among others, Jersey, Australian, United States or English insolvency law, as the case may be, if either issuer or any guarantor defaults on its obligations under the applicable Notes or Guarantees, respectively.

Set forth below is the summarized financial information of the combined obligor group made up of Amcor plc (as parent guarantor), Bemis Company, Inc., Amcor Finance (USA), Inc. and Amcor UK Finance plc (as subsidiary issuers of the notes and guarantors of each other’s notes) and Amcor Pty Ltd (as the remaining subsidiary guarantor).

***Basis of Preparation***

Amcor has voluntarily adopted amendments to the financial disclosure requirements for guarantors and issuers of guaranteed securities registered or being registered as issued by the SEC [Release No. 33-10762; 34-88307; File No. S7-19-18] in March 2020. The following summarized financial information is presented for the parent, issuer, and guarantor subsidiaries ("Obligor Group") on a combined basis after elimination of intercompany transactions between entities in the combined group and amounts related to investments in any subsidiary that is a non-guarantor.

This information is not intended to present the financial position or results of operations of the combined group of companies in accordance with U.S. GAAP.

**Statement of Income for Obligor Group**
**(in millions)**

| **For the year ended June 30,** | | **2020** |
|---|---|---|
| Net sales - external | $ | 915.0 |
| Net sales - to subsidiaries outside the Obligor Group | | 4.9 |
| Total net sales | | 919.9 |
| Gross profit | | 174.4 |
| Income from continuing operations (1) | | 9,201.1 |
| Income (loss) from discontinued operations, net of tax | | 9.6 |
| **Net income** | **$** | **9,210.7** |
| Net (income) loss attributable to non-controlling interests | | — |
| **Net income attributable to Obligor Group** | **$** | **9,210.7** |

(1) Includes $9,516.3 net income from subsidiaries outside the Obligor Group mainly made up of intercompany dividend and interest income, partially offset by expenses related to a legal entity reorganization executed during the period and other expenses related to transactions with subsidiaries outside the Obligor Group.

**Balance Sheet for Obligor Group**
**(in millions)**

| **As of June 30,** | | **2020** |
|---|---|---|
| **Assets** | | |
| Current assets - external | $ | 899.3 |
| Current assets - due from subsidiaries outside the Obligor Group | | 136.1 |
| Total current assets | | 1,035.4 |
| Non-current assets - external | | 1,002.4 |
| Non-current assets - due from subsidiaries outside the Obligor Group | | 12,405.0 |
| Total non-current assets | | 13,407.4 |
| **Total assets** | **$** | **14,442.8** |
| **Liabilities** | | |
| Current liabilities - external | $ | 1,647.3 |
| Current liabilities - due from subsidiaries outside the Obligor Group | | 35.6 |
| Total current liabilities | | 1,682.9 |
| Non-current liabilities - external | | 6,073.6 |
| Non-current liabilities - due from subsidiaries outside the Obligor Group | | 11,200.8 |
| Total non-current liabilities | | 17,274.4 |
| **Total liabilities** | **$** | **18,957.3** |

**Liquidity and Capital Resources**

We finance our business primarily through cash flows provided by operating activities, commercial paper, borrowings from banks and proceeds from issuances of debt and equity. We periodically review our capital structure and liquidity position in light of market conditions, including the recent COVID-19 pandemic, expected future cash flows, potential funding requirements for debt refinancing, capital expenditures and acquisitions, the cost of capital, sensitivity analyses reflecting downside scenarios, the impact on our financial metrics and credit ratings, and our ease of access to funding sources.

Based on our current and expected cash flow from operating activities and available cash, we believe our cash flows provided by operating activities, together with borrowings available under our credit facilities, will continue to provide sufficient liquidity to fund our operations, capital expenditures and other commitments, including dividends, into the foreseeable future.

***Overview***

| | Year Ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **Change 2020 vs. 2019** |
| Cash flow from operating activities | $ 1,384.2 | $ 776.1 | 608.1 |
| Cash flow from investing activities | 37.9 | 10.2 | 27.7 |
| Cash flow from financing activities | (1,236.4) | (764.9) | (471.5) |

***Cash Flow Overview***

*Cash Flow from Operating Activities*

Net cash inflows provided by operating activities increased by $608.1 million, or 78.4%, to $1,384.2 million for fiscal year 2020, from $776.1 million for fiscal year 2019. This increase was primarily due to impacts from the Bemis acquisition.

*Cash Flow from Investing Activities*

Net cash inflows provided by investing activities increased by $27.7 million, or 271.6%, to $37.9 million for fiscal year 2020, from a $10.2 million inflow for fiscal year 2019. This increase was primarily due to higher disposal proceeds from the EC Remedy related to the Bemis acquisition as compared to the U.S. Remedy in the fiscal year 2019, partially offset by higher capital expenditures as a result of the Bemis acquisition.

Capital expenditures were $399.5 million for fiscal year 2020, an increase of $67.3 million compared to $332.2 million for fiscal year 2019. The increase in capital expenditures was primarily due to the increased capital spending following the Bemis acquisition.

*Cash Flow from Financing Activities*

Net cash flows used in financing activities increased by $471.5 million, or 61.6%, to $1,236.4 million for fiscal year 2020, from a $764.9 million outflow for fiscal year 2019. This increase was primarily due to the $500 million on-market share buy-back program, partially offset by net inflows from long and short-term debt sources.

***Net Debt***

We borrow money from financial institutions and debt investors in the form of bank overdrafts, bank loans, corporate bonds, unsecured notes and commercial paper. We have a mixture of fixed and floating interest rates and use interest rate swaps to provide further flexibility in managing the interest cost of borrowings.

Short-term debt consists of bank debt with a duration of less than 12 months and bank overdrafts which are classified as current due to the short-term nature of the borrowings, except where we have the ability and intent to refinance and as such extend the debt beyond 12 months. The current portion of the long-term debt consists of debt amounts repayable within a year after the balance sheet date.

Our primary bank debt facilities and notes are unsecured and subject to negative pledge arrangements limiting the amount of secured indebtedness we can incur to a range between 7.5% to 15.0% of our total tangible assets, subject to some exceptions and variations by facility. In addition, the bank debt facilities and U.S. private placement debt require us to comply with certain financial covenants, including leverage and interest coverage ratios. The negative pledge arrangements and the financial covenants are defined in the related debt agreements. As of June 30, 2020, we are in compliance with all applicable covenants under our bank debt facilities and U.S. private placement debt.

Our net debt as of both June 30, 2020 and June 30, 2019 was $5.5 billion.

***Available Financing***

As of June 30, 2020, we had undrawn credit facilities available in the amount of $1.8 billion. Our senior facilities are available to fund working capital, growth capital expenditures and refinancing obligations and are provided to us by five separate bank syndicates. On September 25, 2019 and December 15, 2019, we canceled $250.0 million and $100.0 million, respectively, of the $750.0 million term loan facility.

During the quarter ended March 31, 2020, the Company extended the maturity of a 364-day syndicated facility by an additional six months to October 2020 and reduced the facility size from $1,050.0 million to $840 million. This facility was canceled on June 29, 2020 following the issuance of a $500.0 million 10 year senior unsecured note on June 19, 2020 and a €500.0 million 7 year senior unsecured note on June 23, 2020.

As of June 30, 2020, the revolving senior bank debt facilities had an aggregate limit of $4.2 billion, of which $2.4 billion had been drawn (inclusive of amounts drawn under commercial paper programs reducing the overall balance of available senior facilities). Our senior facilities mature between fiscal years 2022 and 2024, with an option to extend.

***Dividend Payments***

In fiscal years 2020, 2019 and 2018, we paid $761.1 million, $679.7 million and $526.8 million, respectively, in dividends.

***Credit Rating***

Our capital structure and financial practices have earned us investment grade credit ratings from two internationally recognized credit rating agencies. These credit ratings are important to our ability to issue debt at favorable rates of interest, for various tenors and from a diverse range of markets that are highly liquid, including European and U.S. debt capital markets and from global financial institutions.

***Share Repurchases***

On August 21, 2019, our Board of Directors approved an on-market buy-back of $500 million of ordinary shares and Chess Depositary Instruments ("CDIs"). During the twelve months ended June 30, 2020, the Company repurchased approximately $500.0 million, excluding transaction costs, or 53.9 million shares. The shares repurchased as part of the program were canceled upon repurchase.

We had cash outflows of $67.0 million, $20.2 million and $35.7 million for the purchase of our shares in the open market during fiscal years 2020, 2019 and 2018, respectively, as treasury shares to satisfy the vesting and exercises of share-based compensation awards and shares purchased for shareholder settlement in the fourth quarter of fiscal year 2020. As of June 30, 2020, 2019 and 2018, we held treasury shares at cost of $67.0 million, $16.1 million and $10.7 million, representing 6.7 million, 1.4 million and 0.9 million shares, respectively.

***Contractual Obligations***

The following table provides a summary of contractual obligations including our debt payment obligations, operating lease obligations and certain other commitments as of June 30, 2020. These amounts do not reflect all planned spending under the various categories but rather that portion of spending to which we are contractually committed.

| **(in millions)** | **Less than 1 year** | **Within 1 to 3 years** | **Within 3 to 5 years** | **More than 5 years** |
|---|---|---|---|---|
| Short-term debt obligations (1) | $ 195.2 | $ — | $ — | $ — |
| Long-term debt obligations (1) | 409.6 | 1,814.6 | 1,292.1 | 2,485.7 |
| Interest expense on short- and long-term debt, fixed and floating rate (2) | 131.1 | 185.9 | 150.6 | 206.6 |
| Operating leases (3) | 99.7 | 166.3 | 116.1 | 280.1 |
| Finance leases | 2.9 | 5.4 | 4.8 | 32.6 |
| Purchase obligations (4) | 1,043.5 | 970.5 | 16.0 | 11.3 |
| Employee benefit plan obligations | 90.7 | 178.4 | 183.4 | 477.0 |
| **Total** | $ 1,972.7 | $ 3,321.1 | $ 1,763.0 | $ 3,493.3 |

(1) All debt obligations are based on their contractual face value, excluding interest rate swap fair value adjustments and unamortized discounts.
(2) Variable interest rate commitments are based on the current contractual maturity date of the underlying facility, calculated on the existing drawdown at June 30, 2020, after allowing for increases/(decreases) in projected bank reference rates.
(3) We lease certain manufacturing sites, office space, warehouses, land, vehicles and equipment under operating leases. The leases have varying terms, escalation clauses and renewal rights. Not included in the above commitments are contingent rental payments which may arise as part of the rental increase indexed to the consumer price index or in the event that units produced by certain leased assets exceed a predetermined production capacity.
(4) Purchase obligations represent contracts or commitments for the purchase of raw materials, utilities, capital equipment and various other goods and services.

***Off-Balance Sheet Arrangements***

Other than as described under "Contractual Obligations" as of June 30, 2020, we had no significant off-balance sheet contractual obligations or other commitments.

***Liquidity Risk and Outlook***

In 2020, the Company continued to have access to liquidity through the commercial paper market. However, our access was temporarily restricted in March both in the U.S. and Europe due to the impact from COVID-19 on financial markets. We refinanced these maturities with drawings under our committed bank facilities. As a precautionary measure to maximize liquidity, in March 2020, we also extended our 364-day syndicated facility by an additional six months to October 2020 while reducing the facility size from $1,050.0 million to $840.0 million. This facility was canceled on June 29, 2020 following the issuance of a $500.0 million 10-year senior unsecured note on June 19, 2020 and a €500.0 million 7-year senior unsecured note on June 23, 2020. The Company also filed a Form S-3 shelf registration statement on June 10, 2020, which enabled the Company to issue the two notes in June 2020 and will enable the Company to issue debt securities in the future when market conditions are favorable and on a timely basis.

Liquidity risk arises from the possibility that we might encounter difficulty in settling our debts or otherwise meeting our obligations related to financial liabilities. We manage our liquidity risk centrally and such management involves maintaining available funding and ensuring that we have access to an adequate amount of committed credit facilities. Due to the dynamic nature of our business, we aim to maintain flexibility within our funding structure through the use of bank overdrafts, bank loans, corporate bonds, unsecured notes, commercial paper and factoring. The following guidelines are used to manage our liquidity risk:

- maintaining minimum undrawn committed liquidity of at least $200 million that can be drawn at short notice;
- regularly performing a comprehensive analysis of all cash inflows and outflows in relation to operational, investing and financing activities;
- generally using tradable instruments only in highly liquid markets;
- maintaining a senior credit investment grade rating with a reputable independent rating agency;
- managing credit risk related to financial assets;

- monitoring the duration of long-term debt;
- only investing surplus cash with major financial institutions; and
- to the extent practicable, spreading the maturity dates of long-term debt facilities.

As of June 30, 2020 and 2019, an aggregate principal amount of $1,976.5 million and $221.2 million, respectively, was drawn under our commercial paper programs. However, such programs are backstopped by committed bank syndicated loan facilities with maturities in April 2022 ($750.0 million), April 2023 ($1.5 billion) and April 2024 ($1.5 billion), with an option to extend, under which we had $1.8 billion in unused capacity remaining as of June 30, 2020.

We expect long-term future funding needs to primarily relate to refinancing and servicing our outstanding financial liabilities maturing as outlined above and to finance our growth capital expenditure and payments for acquisitions that may be completed. We expect to continue to fund our long-term business needs on the same basis as in the past, i.e., partially through the cash flow provided by operating activities available to the business and management of the capital of the business, in particular through issuance of commercial paper and debt securities on a regular basis. We decide on discretionary growth capital expenditures and acquisitions individually based on, among other factors, the return on investment after related financing costs and the payback period of required upfront cash investments in light of our mid-term liquidity planning covering a period of four years post the current financial year. Our long-term access to liquidity depends on both our results of operations and on the availability of funding in financial markets.

**Critical Accounting Estimates and Judgments**

Our discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. On an ongoing basis, we evaluate our estimates and judgments, including those related to retirement benefits, intangible assets, goodwill, equity method investments and expected future performance of operations. Our estimates and judgments are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following are critical accounting estimates used in the preparation of our consolidated financial statements.

- the calculation of annual pension costs and related assets and liabilities;
- valuation of intangible assets and goodwill;
- calculation of deferred taxes and uncertain tax positions;
- calculation of equity method investments; and
- calculation of acquisition fair values.

**Considerations Related to the COVID-19 Pandemic**

The impact that the recent COVID-19 pandemic will have on our consolidated operations is uncertain. While the overall impact on our operations to date has not been material, we have experienced volatility in customer order patterns. We have considered the potential impacts of the COVID-19 pandemic in our critical accounting estimates and judgements as of June 30, 2020 and will continue to evaluate the nature and extent of the impact on our business and consolidated results of operations.

**Pension Costs**

Approximately 50% of our defined benefits plans are closed to new entrants and future accruals. The accounting for our pension plans requires us to recognize the overfunded or underfunded status of the pension plans on our balance sheet. A substantial portion of our pension amounts relate to our defined benefit plans in the United States, Germany, Switzerland and the United Kingdom. Net periodic pension cost recorded in fiscal year 2020 was $9.9 million, compared to pension cost of $12.5 million in fiscal year 2019 and $7.7 million in fiscal year 2018. We expect pension expense before the effect of income taxes for fiscal year 2021 to be approximately $12.7 million.

For our sponsored plans, the relevant accounting guidance requires that management make certain assumptions relating to the long-term rate of return on plan assets, discount rates used to determine the present value of future obligations and expenses, salary inflation rates, mortality rates and other assumptions. We believe that the accounting estimates related to our pension plans are critical accounting estimates because they are highly susceptible to change from period to period based on the performance of plan assets, actuarial valuations, market conditions and contracted benefit changes. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by our actuaries. However, actual results may differ substantially from the estimates that were based on the critical assumptions.

The amount by which the fair value of plan assets differs from the projected benefit obligation of a pension plan must be recorded on the consolidated balance sheet as an asset, in the case of an overfunded plan, or as a liability, in the case of an underfunded plan. The gains or losses and prior service costs or credits that arise but are not recognized as components of pension cost are recorded as a component of other comprehensive income. Pension plan liabilities are revalued annually, or when an event occurs that requires remeasurement, based on updated assumptions and information about the individuals covered by the plan. Accumulated actuarial gains and losses in excess of a 10 percent corridor and the prior service cost are amortized on a straight-line basis from the date recognized over the average remaining service period of active participants or over the average life expectancy for plans with significant inactive participants. The service costs related to defined benefits are included in operating income. The other components of net benefit cost are presented in the consolidated statement of income separately from the service cost component and outside operating income.

We review annually the discount rate used to calculate the present value of pension plan liabilities. The discount rate used at each measurement date is set based on a high-quality corporate bond yield curve, derived based on bond universe information sourced from reputable third-party indexes, data providers, and rating agencies. In countries where there is no deep market in corporate bonds, we have used a government bond approach to set the discount rate. For Mexico, Poland and Turkey, a corporate bond credit spread has been added to the government bond yields. Additionally, the expected long-term rate of return on plan assets is derived for each benefit plan by considering the expected future long-term return assumption for each individual asset class. A single long-term return assumption is then derived for each plan based upon the plan's target asset allocation.

***Pension Assumptions Sensitivity Analysis***

The following chart depicts the sensitivity of estimated fiscal year 2021 pension expense to incremental changes in the discount rate and the expected long-term rate of return on assets.

| **Discount Rate** | **Total Increase (Decrease) to Pension Expense from Current Assumption (in millions)** | **Rate of Return on Plan Assets** | **Total Increase (Decrease) to Pension Expense from Current Assumption (in millions)** |
|---|---|---|---|
| +25 basis points | 0.1 | +25 basis points | (4.2) |
| **1.96 percent (current assumption)** | — | **3.52 percent (current assumption)** | — |
| -25 basis points | (0.2) | -25 basis points | 4.2 |

**Intangible Assets and Goodwill**

Goodwill represents the excess of the aggregate purchase price over the fair value of net assets acquired, including intangible assets. Goodwill is not amortized but is instead tested annually or when events and circumstances indicate an impairment may have occurred. Our reporting units each contain goodwill that is assessed for potential impairment. All goodwill is assigned to a reporting unit, which is defined as an operating segment, at the time of each acquisition based on the relative fair value of the reporting unit. We have six reporting units, of which five are included in our Flexibles Segment. The other reporting unit that is also a reporting segment is Rigid Packaging.

Goodwill for our reporting units is reviewed for impairment annually in the fourth quarter of each year or whenever events and circumstances indicate an impairment may have occurred during the year. When the carrying value of a reporting unit exceeds its fair value, we recognize an impairment loss equal to the difference between the carrying value and estimated fair value of the reporting unit, adjusted for any tax benefits, limited to the amount of the carrying value of goodwill.

In performing our impairment analysis, we may elect to first assess qualitative factors to determine whether a quantitative test is necessary. If we determine that a quantitative test is necessary, or elect to perform a quantitative test instead of the qualitative test, we derive an estimate of fair values for each of our reporting units using income approaches. The most significant assumptions used in the determination of the estimated fair value of the reporting units are the estimated net sales and earnings before interest, tax, depreciation and amortization, discount rate and terminal values.

Our estimates associated with the goodwill impairment tests are considered critical due to the amount of goodwill recorded on our consolidated balance sheet and the judgment required in determining fair value amounts, including undiscounted projected future cash flows. Judgment is used in assessing whether goodwill should be tested more frequently for impairment than annually. Factors such as a significant decrease in expected net earnings, adverse equity market conditions, and other external events, such as the COVID-19 pandemic, may result in the need for more frequent assessments.

Intangible assets consist primarily of purchased customer relationships, technology, trademarks and software and are amortized using the straight-line method over their estimated useful lives, which range from one to 20 years. We review these intangible assets for impairment as changes in circumstances or the occurrence of events suggest that the remaining value is not recoverable. The test for impairment requires us to make estimates about fair value, most of which are based on projected future cash flows and discount rates. These estimates and projections require judgments as to future events, conditions, and amounts of future cash flows.

**Deferred Taxes and Uncertain Tax Positions**

We deal with uncertainties and judgments in the application of complex tax regulations in a multitude of jurisdictions. The determination of uncertain tax positions is based on an evaluation of whether the weight of available evidence indicates that it is more likely than not that the position taken or expected to be taken in the tax return will be sustained on tax audit, including resolution of related appeals or litigation processes, if any. The recognized tax benefits are measured as the largest benefit of having a more likely than not likelihood of being sustained upon settlement. Significant estimates are required in determining such uncertain tax positions and related income tax expense and benefit. Additionally, we are also required to assess the likelihood of recovering deferred tax assets against future sources of taxable income which might result in the need for a valuation allowance of deferred tax assets, including operating loss, capital loss and tax credit carryforwards if we do not reach the more likely than not threshold based on all available evidence. Significant judgments and estimates, including expected future performance of operations and taxable earnings and the feasibility of tax planning strategies, are required in determining the need for and amount of valuation allowances for deferred tax assets. If actual results differ from these estimates or there are future changes to tax laws or statutory tax rates, we may need to adjust valuation allowances or tax liabilities, which could have a material impact on our consolidated financial position and results of operations.

**Equity Accounted Investments**

Investments in ordinary shares of companies, in which we believe we exercise significant influence over operating and financial policies, are accounted for using the equity method of accounting. Under this method, the investment is carried at cost and is adjusted to recognize our share of earnings or losses of the investee after the date of acquisition and cash dividends paid. The assessment of whether a decline in fair value below the cost basis is other-than-temporary and the amount of such other-than-temporary decline requires significant estimates.

We review our investment in affiliated companies for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. For example, we tested our investment in AMVIG Holdings Limited ("AMVIG") for impairment at March 31, 2020 given that the quoted share price had experienced a significant decline in the month of March associated with general market declines due to the COVID-19 pandemic. At the end of March, we concluded that the decline was temporary, and the investment was not impaired given our intention to hold the investment. However, the quoted share price did not recover in our fiscal fourth quarter and we determined that the investment was impaired as of June 30, 2020 and recorded an impairment charge of $25.6 million. We also recorded impairment charges of our AMVIG investment of $14.0 million in fiscal year 2019 and $36.5 million in fiscal year 2018.

**Acquisitions**

We record acquisitions resulting in the consolidation of an enterprise using the purchase method of accounting. We recognize the identifiable assets acquired, the liabilities assumed, and any non-controlling interests in an acquired business at their fair values as of the date of acquisition. Goodwill is measured as the excess of the consideration transferred, also measured at fair value, over the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed. The acquisition method of accounting requires us to make significant estimates and assumptions, especially with respect to intangible assets.

We use all available information to estimate fair values and typically engage outside appraisal firms to assist in the fair value determination for significant acquisitions. The fair value measurements are based on available historical information and on expectations and assumptions about the future, considering the perspective of marketplace participants. Critical estimates in valuing intangible assets include, but are not limited to, expected cash flows from customer relationships, acquired developed technology, corporate trade name and brand names; the period of time we expect to use the acquired intangible asset; and discount rates.

In estimating the future cash flows, we consider demand, competition, other economic factors and actuarial assumptions for defined benefit plans. We utilize common valuation techniques such as discounted cash flows and market approaches, including the relief-from-royalty method to value acquired developed technology, trade names and brand names. Customer relationships are valued using the cost approach or an income approach such as the excess earnings method. We believe our estimates to be based on assumptions that are reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates, which could result in impairment charges in the future.

In connection with a given business acquisition, we may identify pre-acquisition contingencies as of the acquisition date and may extend our review and evaluation of these pre-acquisition contingencies throughout the measurement period in order to obtain sufficient information to assess whether we include these contingencies as part of the fair value estimates acquired and liabilities assumed and, if so, to determine the estimated amounts.

In addition, uncertain tax positions and tax related valuation allowances assumed in a business combination are initially estimated as of the acquisition date. We reevaluate these items quarterly based on facts and circumstances that existed as of the acquisition date with any adjustments to our preliminary estimates being recorded to goodwill if identified within the measurement period.

We account for costs to exit or restructure certain activities of an acquired company separately from the business acquisition. A liability for costs associated with an exit or disposal activity is recognized and measured at fair value in the consolidated statement of income in the period in which the liability is incurred. We reflect acquired operations that we intend to dispose of as discontinued operations in our consolidated statement of income and as assets held for sale in our consolidated balance sheet.

**New Accounting Pronouncements**

Refer to Note 3, "New Accounting Guidance" of the notes to consolidated financial statements for information about new accounting pronouncements.

## Item 7A. - Quantitative and Qualitative Disclosures About Market Risk

### *Overview*

Our activities expose us to a variety of market risks and financial risks. Our overall risk management program seeks to minimize potential adverse effects of these risks on Amcor's financial performance. From time to time, we enter into various derivative financial instruments such as foreign exchange contracts, commodity fixed price swaps (on behalf of customers) and interest rate swaps to manage these risks. Our hedging activities are conducted on a centralized basis through standard operating procedures and delegated authorities, which provide guidelines for control, counterparty risk and ongoing reporting. These derivative instruments are designed to reduce the economic risk associated with movements in foreign exchange rates, raw material prices and to fixed and variable interest rates, but may not have been designated or qualify for hedge accounting under U.S. GAAP and hence may increase income statement volatility. However, we do not trade in derivative financial instruments for speculative purposes. In addition, we may enter into loan agreements in currencies other than the respective legal entity's functional currency to economically hedge foreign exchange risk in net investments in our non U.S. subsidiaries, which do not qualify for hedge accounting under U.S. GAAP and hence may increase income statement volatility.

There have been no material changes in the risks described below, other than increased volatility in connection with the COVID-19 pandemic, for the fiscal years 2020 and 2019 related to interest rate risk, foreign exchange risk, raw material and commodity price risk and credit risk.

### *Interest Rate Risk*

Our policy is to manage exposure to interest rate risk by maintaining a mixture of fixed-rate and variable-rate debt, monitoring global interest rates and, where appropriate, hedging floating interest rate exposure or debt at fixed interest rates through the use of interest rate swaps.

A hypothetical but reasonably possible increase of 1% in the floating rate on the relevant interest rate yield curve applicable to both, derivative and non-derivative instruments denominated in U.S. dollars, the currency with the largest interest rate sensitivity, outstanding as of June 30, 2020, would have resulted in an adverse impact on income before income taxes and equity in income (loss) of affiliated companies of $17.1 million for the year ended June 30, 2020.

### *Foreign Exchange Risk*

We operate in over 40 countries across the world.

For the year ended June 30, 2020, a hypothetical but reasonably possible adverse change of 1% in the underlying average foreign currency exchange rate for the Euro would have resulted in an adverse impact on our net sales of $22.3 million.

During fiscal years 2020 and 2019, 49% and 36% of our net sales, respectively, were effectively generated in U.S. dollar functional currency entities. During fiscal years 2020 and 2019, 18% and 24% of net sales, respectively, were generated in Euro functional currency entities with the remaining 33% and 40% of net sales, respectively, being generated in entities with functional currencies other than U.S. dollars and Euros. The impact of translating Euro and other non-U.S. dollar net sales and operating expenses into U.S. dollar for reporting purposes will vary depending on the movement of those currencies from period to period.

### *Raw Material and Commodity Price Risk*

The primary raw materials for our products are resins, film, aluminum, and liquids. We have market risk primarily in connection with the pricing of our products and are exposed to commodity price risk from a number of commodities and certain other raw materials and energy price risk.

Changes in prices of our key raw materials and commodities, including resins, film, aluminum, inks, solvents, adhesives and liquids and other raw materials, may result in a temporary or permanent reduction in income before income taxes and equity in income (loss) of affiliated companies depending on the level of recovery by material type. The level of recovery depends both on the type of material and the market in which we operate. Across our business, we have a number of contractual provisions that allow for passing on of raw material price fluctuations to customers within predefined periods.

A hypothetical but reasonably possible 1% increase on average prices for resins, film, aluminum and liquids, not passed on to the customer by way of a price adjustment, would have resulted in an increase in cost of sales and hence an adverse impact on income before income taxes and equity in income (loss) of affiliated companies for fiscal years 2020 and 2019 of $56.9 million and $41.4 million, respectively.

***Credit Risk***

Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss. We are exposed to credit risk arising from financing activities including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments, as well as from over-the-counter raw material and commodity related derivative instruments.

We manage our credit risk from balances with financial institutions through our counterparty risk policy, which provide guidelines on setting limits to minimize the concentration of risks and therefore mitigating financial loss through potential counterparty failure and on dealing and settlement procedures. The investment of surplus funds is made only with approved counterparties and within credit limits assigned to each specific counterparty. Financial derivative instruments can only be entered into with high credit quality approved financial institutions. As of June 30, 2020 and 2019, we did not have a significant concentration of credit risk in relation to derivatives entered into in accordance with our hedging and risk management activities.

**Item 8. - Financial Statements and Supplementary Data**

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Amcor plc

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheet of Amcor plc and its subsidiaries (the "Company") as of June 30, 2020 and 2019, and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the two years in the period ended June 30, 2020, including the related notes and schedule of valuation and qualifying accounts and reserves for the years ended June 30, 2020 and June 30, 2019 listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2020 and 2019, and the results of its operations and its cash flows for each of the two years in the period ended June 30, 2020 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of June 30, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO because a material weakness in internal control over financial reporting existed as of that date related to the design and operating effectiveness of internal controls over the period end reporting process. Specifically, management did not design and maintain effective controls to verify that conflicting duties were appropriately segregated within key IT systems used in the preparation and reporting of financial information.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the June 30, 2020 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements.

*Change in Accounting Principle*

As discussed in Note 3 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2020.

***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in management's report referred to above. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Goodwill Impairment Assessment - Flexibles North America and Flexibles Latin America Reporting Units within the Flexibles Segment*

As described in Notes 2 and 9 to the consolidated financial statements, the Company's consolidated goodwill balance was $5,339.3 million at June 30, 2020, and the goodwill associated with the Flexibles Segment was $4,369.1 million, which includes goodwill associated with the Flexibles North America and Flexibles Latin America reporting units. Management conducts an impairment analysis in the fourth quarter of each year, or whenever events and circumstances indicate an impairment may have occurred during the year. Management performed a quantitative assessment for goodwill impairment, utilizing present value (discounted cash flow) methods to determine the fair value of the reporting units. If the carrying value of a reporting unit exceeds its fair value, management would recognize an impairment loss equal to the difference between the carrying value and estimated fair value of the reporting unit, adjusted for any tax benefits, limited to the amount of the carrying value of goodwill. Management's projected future cash flows for the Flexibles North America and Flexibles Latin America reporting units included significant judgments and assumptions relating to revenue growth, projected operating income growth, terminal values, and discount rates.

The principal considerations for our determination that performing procedures relating to the goodwill impairment assessment of the Flexibles North America and Flexibles Latin America reporting units within the Flexibles Segment is a critical audit matter are that there was significant judgment by management when developing the fair value measurement of the reporting units. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate management's projected future cash flows and significant assumptions, including revenue growth, projected operating income growth, terminal values, and discount rates. In addition, the audit effort involved the use of professionals with specialized skill and knowledge to assist in performing these procedures and evaluating the audit evidence obtained.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill impairment analysis, including controls over the valuation of the Flexibles North America and Flexibles Latin America reporting units. These procedures also included, among others, testing management's process for developing the fair value estimate; evaluating the appropriateness of the discounted cash flow models; testing the completeness, accuracy, and relevance of underlying data used in the models; and evaluating the significant assumptions used by management, including revenue growth, projected operating income growth, terminal values, and discount rates. Evaluating management’s assumptions related to revenue growth, projected operating income growth, and terminal values involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the reporting units, (ii) the consistency with external market and industry data, and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in the evaluation of the Company’s discounted cash flow models and certain significant assumptions, including the terminal values and discount rates.

/s/ PricewaterhouseCoopers AG

Zürich, Switzerland

August 27, 2020

We have served as the Company's auditor since 2019.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Amcor plc

***Opinion on the Financial Statements***

We have audited the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of equity and consolidated statement of cash flows of Amcor Plc (formerly known as Amcor Limited) and its subsidiaries (the “Company”) for the year ended June 30, 2018, including the related notes and schedule of valuation and qualifying accounts and reserves for the year ended June 30, 2018 listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended June 30, 2018 in conformity with accounting principles generally accepted in the United States of America.

***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers

Melbourne, Australia

December 14, 2018

We served as the Company's auditor from 2008 to 2018.

**Amcor plc and Subsidiaries**
**Consolidated Statement of Income**
**(in millions, except per share data)**

| For the years ended June 30, | 2020 | 2019 | 2018 |
|---|---|---|---|
| Net sales | $ 12,467.5 | $ 9,458.2 | $ 9,319.1 |
| Cost of sales | (9,932.0) | (7,659.1) | (7,462.3) |
| Gross profit | 2,535.5 | 1,799.1 | 1,856.8 |
| Operating expenses: | | | |
| Selling, general, and administrative expenses | (1,384.8) | (999.0) | (793.2) |
| Research and development expenses | (97.3) | (64.0) | (72.7) |
| Restructuring and related expenses | (115.1) | (130.8) | (40.2) |
| Other income, net | 55.7 | 186.4 | 43.2 |
| Operating income | 994.0 | 791.7 | 993.9 |
| Interest income | 22.2 | 16.8 | 13.1 |
| Interest expense | (206.9) | (207.9) | (210.0) |
| Other non-operating income (loss), net | 15.9 | 3.5 | (74.1) |
| Income from continuing operations before income taxes and equity in income (loss) of affiliated companies | 825.2 | 604.1 | 722.9 |
| Income tax expense | (186.9) | (171.5) | (118.8) |
| Equity in income (loss) of affiliated companies, net of tax | (14.0) | 4.1 | (17.5) |
| Income from continuing operations | 624.3 | 436.7 | 586.6 |
| Income (loss) from discontinued operations, net of tax | (7.7) | 0.7 | — |
| **Net income** | **$ 616.6** | **$ 437.4** | **$ 586.6** |
| Net (income) loss attributable to non-controlling interests | (4.4) | (7.2) | (11.4) |
| **Net income attributable to Amcor plc** | **$ 612.2** | **$ 430.2** | **$ 575.2** |
| **Basic earnings per share:** | | | |
| Income from continuing operations | $ 0.387 | $ 0.363 | $ 0.497 |
| Income (loss) from discontinued operations | $ (0.005) | $ 0.001 | $ — |
| Net income | $ 0.382 | $ 0.364 | $ 0.497 |
| **Diluted earnings per share:** | | | |
| Income from continuing operations | $ 0.387 | $ 0.362 | $ 0.494 |
| Income (loss) from discontinued operations | $ (0.005) | $ 0.001 | $ — |
| Net income | $ 0.382 | $ 0.363 | $ 0.494 |

*See accompanying notes to consolidated financial statements.*

**Amcor plc and Subsidiaries**
**Consolidated Statement of Comprehensive Income**
**(in millions)**

| **For the years ended June 30,** | **2020** | **2019** | **2018** |
|---|---|---|---|
| Net income | $ 616.6 | $ 437.4 | $ 586.6 |
| Other comprehensive income (loss): | | | |
| Net gains (losses) on cash flow hedges, net of tax (a) | (21.7) | (3.6) | (2.0) |
| Foreign currency translation adjustments, net of tax (b) | (286.5) | 60.5 | 43.2 |
| Net investment hedge of foreign operations, net of tax (c) | (2.3) | (11.2) | — |
| Pension, net of tax (d) | (16.4) | (59.0) | 27.6 |
| **Other comprehensive income (loss)** | (326.9) | (13.3) | 68.8 |
| **Total comprehensive income** | 289.7 | 424.1 | 655.4 |
| Comprehensive (income) loss attributable to non-controlling interest | (4.4) | (7.8) | (10.6) |
| **Comprehensive income attributable to Amcor plc** | **$ 285.3** | **$ 416.3** | **$ 644.8** |
| | | | |
| (a) Tax (expense) benefit related to cash flow hedges | $ 0.2 | $ 1.8 | $ 0.6 |
| (b) Tax (expense) benefit related to foreign currency translation adjustments | $ (1.7) | $ (2.8) | $ (15.3) |
| (c) Tax (expense) benefit related to net investment hedge of foreign operations | $ 0.8 | $ 5.4 | $ — |
| (d) Tax (expense) benefit related to pension adjustments | $ 11.8 | $ 13.3 | $ (6.9) |

*See accompanying notes to consolidated financial statements.*

**Amcor plc and Subsidiaries**
**Consolidated Balance Sheet**
**(in millions)**

| As of June 30, | 2020 | 2019 |
|---|---|---|
| **Assets** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 742.6 | $ 601.6 |
| Trade receivables, net | 1,615.9 | 1,864.3 |
| Inventories, net | 1,831.9 | 1,953.8 |
| Prepaid expenses and other current assets | 344.3 | 374.3 |
| Assets held for sale | — | 416.1 |
| Total current assets | 4,534.7 | 5,210.1 |
| **Non-current assets:** | | |
| Investments in affiliated companies | 77.7 | 98.9 |
| Property, plant and equipment, net | 3,614.8 | 3,975.0 |
| Operating lease assets | 525.3 | — |
| Deferred tax assets | 135.4 | 190.9 |
| Other intangible assets, net | 1,994.3 | 2,306.8 |
| Goodwill | 5,339.3 | 5,156.0 |
| Employee benefit assets | 43.4 | 40.2 |
| Other non-current assets | 177.2 | 187.1 |
| Total non-current assets | 11,907.4 | 11,954.9 |
| **Total assets** | **$ 16,442.1** | **$ 17,165.0** |
| **Liabilities** | | |
| **Current liabilities:** | | |
| Current portion of long-term debt | $ 11.1 | $ 5.4 |
| Short-term debt | 195.2 | 788.8 |
| Trade payables | 2,170.8 | 2,303.4 |
| Accrued employee costs | 476.5 | 378.4 |
| Other current liabilities | 1,120.0 | 1,044.9 |
| Liabilities held for sale | — | 20.9 |
| Total current liabilities | 3,973.6 | 4,541.8 |
| **Non-current liabilities:** | | |
| Long-term debt, less current portion | 6,028.4 | 5,309.0 |
| Operating lease liabilities | 465.7 | — |
| Deferred tax liabilities | 672.4 | 1,011.7 |
| Employee benefit obligations | 391.7 | 386.8 |
| Other non-current liabilities | 223.2 | 241.0 |
| Total non-current liabilities | **7,781.4** | **6,948.5** |
| **Total liabilities** | **11,755.0** | **11,490.3** |
| | | |
| Commitments and contingencies (See Note 19) | | |
| | | |
| **Shareholders' Equity** | | |
| **Amcor plc shareholders’ equity:** | | |
| Ordinary shares ($0.01 par value): | | |
| Authorized (9,000.0 shares) | | |
| Issued (1,568.5 and 1,625.9 shares, respectively) | 15.7 | 16.3 |
| Additional paid-in capital | 5,480.0 | 6,007.5 |
| Retained earnings | 246.5 | 323.7 |
| Accumulated other comprehensive income (loss) | (1,049.3) | (722.4) |
| Treasury shares (6.7 and 1.4 shares, respectively) | (67.0) | (16.1) |
| **Total Amcor plc shareholders' equity** | 4,625.9 | 5,609.0 |
| Non-controlling interest | 61.2 | 65.7 |
| **Total shareholders' equity** | **4,687.1** | **5,674.7** |
| **Total liabilities and shareholders' equity** | **$ 16,442.1** | **$ 17,165.0** |

*See accompanying notes to consolidated financial statements.*

**Amcor plc and Subsidiaries**
**Consolidated Statement of Cash Flows**
**(in millions)**

| For the years ended June 30, | 2020 | 2019 | 2018 |
|---|---|---|---|
| Cash flows from operating activities: | | | |
| Net income | $ 616.6 | $ 437.4 | $ 586.6 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation, amortization and impairment | 651.6 | 453.0 | 357.1 |
| Net periodic benefit cost | 9.1 | 12.5 | 7.7 |
| Amortization of debt discount and deferred financing costs | 8.1 | 5.8 | 5.1 |
| Amortization of deferred gain on sale and leasebacks | — | (7.0) | (4.4) |
| Net gain on disposal of property, plant and equipment | (3.6) | (16.0) | (18.2) |
| Gain on disposal of U.S. plants | — | (159.1) | — |
| Equity in (income) loss of affiliated companies | 14.0 | (4.1) | 17.5 |
| Net foreign exchange (gain) loss | (16.2) | (5.1) | 85.9 |
| Share-based compensation | 34.0 | 18.6 | 21.0 |
| Other, net | (0.2) | (77.9) | 0.4 |
| Loss from hyperinflationary accounting for Argentine subsidiaries | 37.9 | 30.2 | — |
| Deferred income taxes, net | (113.7) | 72.8 | (73.5) |
| Dividends received from affiliated companies | 7.0 | 8.3 | 8.7 |
| Changes in operating assets and liabilities, excluding effect of acquisitions, divestitures, and currency: | | | |
| Trade receivables | 133.3 | (83.7) | 0.7 |
| Inventories | 25.6 | 3.2 | (95.0) |
| Prepaid expenses and other current assets | (23.2) | (52.0) | (10.0) |
| Trade payables | (48.1) | 120.5 | 137.0 |
| Other current liabilities | 8.4 | 97.6 | (68.2) |
| Accrued employee costs | 81.3 | (32.4) | (53.9) |
| Employee benefit obligations | (32.5) | (25.1) | (36.4) |
| Other, net | (5.2) | (21.4) | 3.3 |
| **Net cash provided by operating activities** | **1,384.2** | **776.1** | **871.4** |
| Cash flows from investing activities: | | | |
| (Issuance)/repayment of loans to/from affiliated companies | (0.2) | (0.5) | (0.7) |
| Investments in affiliated companies | — | — | (13.2) |
| Business acquisitions, net of cash acquired | — | 41.9 | — |
| Purchase of property, plant and equipment and other intangible assets | (399.5) | (332.2) | (365.0) |
| Proceeds from divesture | 424.9 | 216.3 | — |
| Proceeds from sales of property, plant and equipment and other intangible assets | 12.7 | 84.7 | 137.0 |
| **Net cash (used in) provided by investing activities** | **37.9** | **10.2** | **(241.9)** |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of shares | 1.0 | 19.3 | 28.1 |
| Settlement of forward contracts | — | (28.2) | (39.0) |
| Purchase of treasury shares | (67.0) | (20.2) | (35.7) |
| Proceeds from (purchase of) non-controlling interest | 4.3 | 3.6 | (0.1) |
| Proceeds from issuance of long-term debt | 3,193.4 | 3,228.7 | 607.1 |
| Repayment of long-term debt | (4,225.1) | (3,108.1) | (744.5) |
| Net borrowing/(repayment) of commercial paper | 1,742.2 | (557.6) | 16.3 |
| Net borrowing/(repayment) of short-term debt | (585.9) | 379.2 | 155.4 |
| Repayment of lease liabilities | (1.6) | (1.9) | (3.5) |
| Share buyback/cancellations | (536.6) | — | — |
| Dividends paid | (761.1) | (679.7) | (526.8) |
| **Net cash used in financing activities** | **(1,236.4)** | **(764.9)** | **(542.7)** |
| Effect of exchange rates on cash and cash equivalents | (44.7) | 1.0 | (27.5) |
| Cash and cash equivalents classified as held for sale assets | — | (41.6) | — |
| Net increase (decrease) in cash and cash equivalents | 141.0 | (19.2) | 59.3 |
| Cash and cash equivalents balance at beginning of year | 601.6 | 620.8 | 561.5 |
| Cash and cash equivalents balance at end of year | **$ 742.6** | **$ 601.6** | **$ 620.8** |

*See accompanying notes to consolidated financial statements, including Note 22, "Supplemental Cash Flow Information."*

**Amcor plc and Subsidiaries**
**Consolidated Statement of Equity**
**(in millions)**

| | Ordinary Shares | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Shares | Non-controlling Interest | Total |
|---|---|---|---|---|---|---|---|
| **Balance as of June 30, 2017** | **$ —** | **$ 802.4** | **$ 501.8** | **$ (778.1)** | **$ (8.1)** | **$ 69.6** | **$ 587.6** |
| Net income (loss) | | | 575.2 | | | 11.4 | 586.6 |
| Other comprehensive income (loss) | | | | 69.6 | | (0.8) | 68.8 |
| Dividends declared ($0.445 per share) | | | (515.6) | | | (11.3) | (526.9) |
| Options exercised and shares vested | | (48.9) | | | 75.5 | | 26.6 |
| Forward contracts entered to purchase own equity to meet share base incentive plans, net of tax | | (26.5) | | | | | (26.5) |
| Settlement of forward contracts to purchase own equity to meet share-based incentive plans, net of tax | | 39.0 | | | (39.0) | | — |
| Purchase of treasury shares | | | | | (39.1) | | (39.1) |
| Share-based compensation expense | | 18.4 | | | | | 18.4 |
| Change in non-controlling interest | | | | | | (0.1) | (0.1) |
| **Balance as of June 30, 2018** | **—** | **784.4** | **561.4** | **(708.5)** | **(10.7)** | **68.8** | **695.4** |
| Net income (loss) | | | 430.2 | | | 7.2 | 437.4 |
| Other comprehensive income (loss) | | | | (13.9) | | 0.6 | (13.3) |
| Dividends declared ($0.575 per share) | | | (666.1) | | | (13.6) | (679.7) |
| Options exercised and shares vested | | (19.7) | | | 41.5 | | 21.8 |
| Net shares issued | 11.6 | (11.6) | | | | | — |
| Forward contracts entered to purchase own equity to meet share base incentive plans, net of tax | | (11.0) | | | | | (11.0) |
| Settlement of forward contracts to purchase own equity to meet share-based incentive plans, net of tax | | 25.1 | | | (25.1) | | — |
| Purchase of treasury shares | | | | | (21.8) | | (21.8) |
| Acquisition of Bemis Company, Inc. | 4.7 | 5,224.9 | | | | | 5,229.6 |
| Share-based compensation expense | | 15.4 | | | | | 15.4 |
| Change in non-controlling interest | | | (1.8) | | | 2.7 | 0.9 |
| **Balance as of June 30, 2019** | **16.3** | **6,007.5** | **323.7** | **(722.4)** | **(16.1)** | **65.7** | **5,674.7** |
| Net income (loss) | | | 612.2 | | | 4.4 | 616.6 |
| Other comprehensive income (loss) | | | | (326.9) | | | (326.9) |
| Share buyback/cancellations | (0.6) | (536.0) | | | | | (536.6) |
| Dividends declared ($0.465 per share) | | | (747.6) | | | (13.5) | (761.1) |
| Options exercised and shares vested | | (15.0) | | | 16.1 | | 1.1 |
| Forward contracts entered to purchase own equity to meet share base incentive plans, net of tax | | (10.5) | | | | | (10.5) |
| Purchase of treasury shares | | | | | (67.0) | | (67.0) |
| Share-based compensation expense | | 34.0 | | | | | 34.0 |
| Change in non-controlling interest | | | | | | 4.6 | 4.6 |
| Cumulative adjustment related to the adoption of ASC 842 (1) | | | 58.2 | | | | 58.2 |
| **Balance as of June 30, 2020** | **$ 15.7** | **$ 5,480.0** | **$ 246.5** | **$ (1,049.3)** | **$ (67.0)** | **$ 61.2** | **$ 4,687.1** |

(1) Refer to Note 3, "New Accounting Guidance" for more information.

*See accompanying notes to consolidated financial statements.*

## Notes to Consolidated Financial Statements

**Note 1 - Business Description**

Amcor plc ("Amcor" or the "Company") is a holding company originally incorporated under the name Arctic Jersey Limited as a limited company incorporated under the Laws of the Bailiwick of Jersey in July 2018, in order to effect the Company's combination with Bemis Company, Inc. On October 10, 2018, Arctic Jersey Limited was renamed "Amcor plc" and became a public limited company incorporated under the Laws of the Bailiwick of Jersey. On June 11, 2019, the Company completed its acquisition of Bemis Company, Inc ("Bemis"). The combination of Amcor and Bemis has created a global packaging leader. See Note 4, "Acquisitions and Divestitures," for more information on the Bemis acquisition.

The Company develops and produces a broad range of packaging products including flexible packaging, rigid packaging containers, specialty cartons, and closures. The Company employs approximately 47,000 individuals and has 231 principal manufacturing facilities in more than 40 countries.

The Company's business activities are organized around two reporting segments, Flexibles and Rigid Packaging. The Company has a globally diverse operating footprint, selling to customers in Europe, North America, Latin America, Africa and the Asia Pacific regions. The Company's sales are widely diversified, with the majority of sales made to the defensive food, beverage, pharmaceutical, medical device, home and personal care, and other consumer goods end markets. All markets are considered to be highly competitive as to price, innovation, quality and service.

**Note 2 - Significant Accounting Policies**

**Basis of Presentation and Principles of Consolidation:** The consolidated financial statements include the accounts of the Company and its majority owned subsidiaries. All intercompany transactions and balances have been eliminated. The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

**Business Combinations:** The Company uses the acquisition method of accounting, which requires separate recognition of assets acquired and liabilities assumed from goodwill, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the fair value of any non-controlling interests in the acquiree over the net of the acquisition date fair values of the assets acquired and liabilities assumed. During the measurement period, which may be up to one year from the acquisition date, the Company has the ability to record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in the consolidated statement of income.

**Discontinued Operations Presentation:** The consolidated financial statements and related notes reflect the three plants in Europe acquired as part of the Bemis acquisition as a discontinued operation in fiscal 2019 as the Company agreed to divest of these plants as a condition of approval from the European Commission. See Note 5, "Discontinued Operations," for more information on discontinued operations. The plants were divested in the first quarter of fiscal 2020.

**Estimates and Assumptions Required:** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods.

These estimates are based on historical experience and various assumptions believed to be reasonable under the circumstances. Management evaluates these estimates on an ongoing basis and adjusts or revises the estimates as circumstances change. As future events and their impacts cannot be determined with precision, actual results may differ from these estimates. In the opinion of management, the consolidated financial statements reflect all adjustments necessary to fairly present the results of the periods presented.

The impact that the 2019 Novel Coronavirus ("COVID-19") pandemic will have on the Company's consolidated operations is uncertain. The Company has considered the potential impacts of the COVID-19 pandemic when developing the Company's estimates and judgements as of June 30, 2020, and will continue to evaluate the extent of the impact on the Company's business and consolidated financial statements. The Company's accounting estimates and assumptions may change over time in response to COVID-19 and the change could be material in future periods.

**Translation of Foreign Currencies:** The reporting currency of the Company is the U.S. dollar. The functional currency of the Company’s subsidiaries is generally the local currency of such entity. Transactions in currencies other than the functional currency of the entity are recorded at the rates of exchange prevailing at the date of the transaction. Monetary assets and liabilities in currencies other than the entity’s functional currency are remeasured at the exchange rate as of the balance sheet date to the entity’s functional currency. Foreign currency transaction gains and losses related to short-term and long-term debt are recorded in other non-operating income (loss), net, in the consolidated statement of income. The Company recorded such foreign currency transaction net loss of $0.4 million, net gain of $1.1 million and net loss of $82.7 million during the fiscal years ended June 30, 2020, 2019 and 2018, respectively. All other foreign currency transaction gains and losses are recorded in other income, net in the consolidated statement of income. These foreign currency transaction net gains amounted to $21.4 million, $8.9 million and $1.0 million during the fiscal years ended June 30, 2020, 2019 and 2018, respectively.

Upon consolidation, the results of operations of subsidiaries whose functional currency is other than the reporting currency of the Company are translated using average exchange rates in effect during each year. Assets and liabilities of operations with a functional currency other than the U.S. dollar are translated at the exchange rate as of the balance sheet date, while equity balances are translated at historical rates. Translation gains and losses are reported in accumulated other comprehensive income (loss) as a component of shareholders’ equity.

**Highly Inflationary Accounting:** A highly inflationary economy is defined as an economy with a cumulative inflation rate of approximately 100 percent or more over a three-year period. If a country's economy is classified as highly inflationary, the financial statements of the foreign entity operating in that country must be remeasured to the functional currency of the parent. As of July 1, 2018, the Argentine economy was designated as highly inflationary for accounting purposes. Accordingly, the U.S. dollar replaced the Argentine peso as the functional currency for the Company's subsidiaries in Argentina. The impact of highly inflationary accounting was $27.7 million and $30.2 million for the fiscal years ended June 30, 2020 and 2019, respectively, in the consolidated statement of income.

**Revenue Recognition:** The Company generates revenue by providing its customers with flexible and rigid packaging serving a variety of markets including food, consumer products and healthcare end markets. The Company enters into a variety of agreements with customers, including quality agreements, pricing agreements and master supply agreements which outline the terms under which the Company does business with a specific customer. The Company also sells to some customers solely based on purchase orders. The Company has concluded for the vast majority of its revenues, that its contracts with customers are either a purchase order or the combination of a purchase order with a master supply agreement. All revenue recognized in the consolidated statement of income is considered to be revenue from contracts with customers.

The Company typically satisfies the obligation to provide packaging to customers at a point in time upon shipment when control is transferred to customers. Revenue is recognized net of allowances for returns and customer claims and any taxes collected from customers, which are subsequently remitted to governmental authorities. The Company does not have any material contract assets or contract liabilities. The Company disaggregates revenue based on geography. Disaggregation of revenue is presented in Note 20, "Segments".

***Significant Judgments***

Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. The Company identified potential performance obligations in its customer master supply agreements and determined that none of them are capable of being distinct as the customer can only benefit from the supplied packaging. Therefore, the Company has concluded that it has one performance obligation to supply packaging to customers.

The Company may provide variable consideration in several forms which are determined through its agreements with customers. The Company can offer prompt payment discounts, sales rebates or other incentive payments to customers. Sales rebates and other incentive payments are typically awarded upon achievement of certain performance metrics, including volume. The Company accounts for variable consideration using the most likely amount method. The Company utilizes forecasted sales data and rebate percentages specific to each customer agreement and updates its judgment of the amounts to which the customer is entitled each period.

The Company enters into long term agreements with certain customers, under which it is obligated to make various up-front payments for which it expects to receive a benefit in excess of the cost over the term of the contract. These up-front payments are deferred and reflected in prepaid expenses and other current assets or other non-current assets on its consolidated balance sheet. Contract incentives are typically recognized as a reduction to revenue over the term of the customer agreement.

***Practical Expedients***

The Company sells primarily through its direct sales force. Any external sales commissions are expensed when incurred because the amortization period would be one year or less. External sales commission expense is included in selling, general and administrative expense in the consolidated statement of income.

The Company accounts for shipping and handling activities as fulfillment costs. Accordingly, shipping and handling costs are classified as a component of cost of products sold while amounts billed to customers are classified as a component of net sales.

The Company excluded from the measurement of the transaction price all taxes assessed by a government authority that are both imposed on and concurrent with a specific revenue producing transaction and collected from the customer, including sales taxes, value added taxes, excise taxes and use taxes. Accordingly, the tax amounts are not included in net sales.

The Company does not adjust the promised consideration for the time value of money for contracts where the difference between the time of payment and performance is one year or less.

**Research and Development:** Research and development expenditures are expensed as incurred.

**Restructuring Costs:** Restructuring costs are recognized when the liability is incurred. The Company calculates severance obligations based on its standard customary practices. Accordingly, the Company records provisions for severance when probable and estimable and the Company has committed to the restructuring plan. In the absence of a standard customary practice or established local practice, liabilities for severance are recognized when incurred. If fixed assets are to be disposed of as a result of the Company's restructuring efforts, the assets are written off when the Company commits to dispose of them and they are no longer in use. Depreciation is accelerated on fixed assets for the period of time the asset continues to be used until the asset ceases to be used. Other restructuring costs, including costs to relocate equipment, are generally recorded as the cost is incurred or the service is provided. See Note 6, "Restructuring Plans," for more information on the Company's restructuring plans.

**Cash and Cash Equivalents:** The Company considers all highly liquid temporary investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents include certificates of deposit that can be readily liquidated without penalty at the Company's option. Cash equivalents are carried at cost which approximates fair market value.

**Trade Receivables, Net:** Trade accounts receivable, net, are stated at the amount the Company expects to collect, which is net of an allowance for sales returns and the estimated losses resulting from the inability of its customers to make required payments. When determining the collectability of specific customer accounts, a number of factors are evaluated, including: customer creditworthiness, past transaction history with the customer and changes in customer payment terms or practices. In addition, overall historical collection experience, current economic industry trends and a review of the current status of trade accounts receivable are considered when determining the required allowance for doubtful accounts. The Company has an allowance for doubtful accounts of $35.3 million and $34.4 million recorded at June 30, 2020 and 2019, respectively, in trade receivables, net, on the consolidated balance sheet. The current year expense to adjust the allowance for doubtful accounts is recorded within selling, general and administrative expenses in the consolidated statement of income.

The Company enters into factoring arrangements from time to time to sell trade receivables to third-party financial institutions. Sales of receivables are accounted for in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 860, Transfers and Servicing ("ASC 860"). Agreements which result in true sales of the transferred receivables, as defined in ASC 860, which occur when receivables are transferred without recourse to the Company, are reflected as a reduction of trade receivables, net on the consolidated balance sheets and the proceeds are included in the cash flows from operating activities in the consolidated statements of cash flows. Agreements that allow the Company to maintain effective control over the transferred receivables and which do not qualify as a true sale, as defined in ASC 860, are accounted for as secured borrowings and recorded in the consolidated balance sheets within trade receivables, net and short-term debt. The expenses associated with receivables factoring are recorded in the consolidated statement of income primarily as a reduction of net sales. Factored receivables not qualifying as a true sale were accounted for as secured borrowings. As of June 30, 2020 and 2019, amounts factored recorded under trade receivables, net and short-term debt, were zero and $152.7 million, respectively.

**Inventories:** Inventories are valued primarily at the lower of cost, as determined by the first-in, first-out ("FIFO") method, or net realizable value. Inventory values using the FIFO method of accounting approximate replacement cost.

Inventories are summarized at June 30, 2020 and 2019 as follows:

| **(in millions)** | **2020** | **2019** |
|---|---|---|
| Raw materials and supplies | $ 808.6 | $ 864.6 |
| Work in process and finished goods | 1,127.6 | 1,180.9 |
| Less: inventory reserves | (104.3) | (91.7) |
| **Inventory, net** | **$ 1,831.9** | **$ 1,953.8** |

**Property, Plant and Equipment, Net:** Property, plant and equipment ("PP&E"), net is carried at cost less accumulated depreciation and impairment and includes expenditures for new facilities and equipment and those costs which substantially increase the useful lives or capacity of existing PP&E. Cost of constructed assets includes capitalized interest incurred during the construction period. Maintenance and repairs that do not improve efficiency or extend economic life are expensed as incurred.

PP&E, including assets held under finance leases, is depreciated using the straight-line method over the estimated useful lives of assets or, in the case of leasehold improvements and leased assets, over the period of the lease or useful life of the asset, whichever is shorter, as described below. The Company periodically reviews these estimated useful lives and, when appropriate, changes are made prospectively.

| | |
|---|---|
| Leasehold land | Over lease term |
| Land improvements | Up to 30 years |
| Buildings | Up to 45 years |
| Plant and equipment | Up to 25 years |
| Finance leases | Shorter of lease term or 5 - 25 years |

For tax purposes, the Company generally uses accelerated methods of depreciation. The tax effect of the difference between book and tax depreciation has been provided for as deferred income taxes.

**Impairment of Long-lived Assets:** The Company reviews long-lived assets, primarily PP&E and certain identifiable intangible assets with finite lives, for impairment when facts or circumstances indicate the carrying amount of an asset or asset group may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the assets, the carrying values are reduced to the estimated fair value. Fair values are determined based on quoted market values, discounted cash flows or external appraisals, as applicable.

Impairment losses recognized in the consolidated statement of income were as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Selling, general and administrative ("SG&A") expenses | $ 0.7 | $ 47.7 | $ 0.4 |
| Restructuring and related expenses | 20.8 | 27.4 | 4.0 |
| **Total impairment losses recognized in the consolidated statement of income** | **$ 21.5** | **$ 75.1** | **$ 4.4** |

**Leasing:** The Company has operating leases for certain manufacturing sites, office space, warehouses, land, vehicles and equipment. Right-of-use lease assets and lease liabilities are recognized at the commencement date based on the present value of the remaining lease payments over the lease term, which includes renewal periods the Company is reasonably certain to exercise. The Company reevaluates its leases on a regular basis to consider the economic and strategic incentives of exercising lease renewal options. Short term leases with a term of twelve months or less, including reasonably certain holding periods, are not recorded on the consolidated balance sheet. As the Company's leases generally do not provide an implicit rate, the Company uses its incremental borrowing rate as of the commencement date to determine the present value of lease payments. The Company recognizes expense for operating leases on a straight-line basis over the lease term in the consolidated statement of income. Certain leasing arrangements require variable payments that are dependent on usage or output or may vary for other reasons. Variable lease payments that do not depend on an index or rate are excluded from lease payments in the measurement of the right-of-use asset and lease liability and recognized as expense in the period in which the obligation for the payments occur.

**Goodwill:** Goodwill represents the excess of cost over the fair value of net assets acquired in a business combination. Goodwill is not amortized, but instead tested annually or whenever events and circumstances indicate an impairment may have occurred during the year. Among the factors that could trigger an impairment review are a reporting unit's operating results significantly declining relative to its operating plan or historical performance, and competitive pressures and changes in the general markets in which it operates. In light of the COVID-19 pandemic and related global impacts, the Company considered the potential for goodwill impairment of its reporting units in the third fiscal quarter of 2020. The review did not indicate an impairment triggering event as of March 31, 2020.

All goodwill is assigned to a reporting unit, which is defined as the operating segment. In conjunction with the acquisition of Bemis, the Company reassessed its segment reporting structure in the first fiscal quarter of 2020 and elected to disaggregate the Flexibles Americas operating segment into Flexibles North America and Flexibles Latin America. With this change, the Company has six reporting units with goodwill that are assessed for potential impairment.

In performing the required impairment tests, the Company has the option to first assess qualitative factors to determine if it is necessary to perform a quantitative assessment for goodwill impairment. If the qualitative assessment concludes that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value, a quantitative assessment is performed. The Company's quantitative assessment utilizes present value (discounted cash flow) methods to determine the fair value of the reporting units with goodwill. Determining fair value using discounted cash flows requires considerable judgment and is sensitive to changes in underlying assumptions and market factors. Key assumptions relate to revenue growth, projected operating income growth, terminal values, and discount rates. If current expectations of future growth rates and margins are not met, or if market factors outside of Amcor’s control, such as factors impacting the applicable discount rate, or economic or political conditions in key markets, change significantly, then goodwill allocated to one or more reporting units may be impaired.

The Company performs its annual impairment analysis in the fourth quarter of each year.

A quantitative impairment analysis was performed in the fourth fiscal quarter for all reporting units for the fiscal years ended 2020 and 2018, while a qualitative analysis was performed for the fiscal year ended 2019. The Company’s annual impairment analysis for all three fiscal years concluded that goodwill was not impaired. The Company’s quantitative goodwill analysis in fiscal years 2020 and 2018 concluded that the fair values substantially exceeded the carrying amounts for each reporting unit.

Although no reporting units failed the assessments noted above in the annual impairment analysis for 2020, during the time subsequent to the annual evaluation, and at June 30, 2020, the Company considered whether any events and/or changes in circumstances, including the impact of the COVID-19 pandemic, had resulted in the likelihood that the goodwill of any of its reporting units may have been impaired. It is management's opinion that no such events have occurred.

**Other Intangible Assets, Net:** Contractual or separable intangible assets that have finite useful lives are amortized against income using the straight-line method over their estimated useful lives, with original periods ranging from one to 20 years. The straight-line method of amortization reflects an appropriate allocation of the costs of the intangible assets to earnings in proportion to the amount of economic benefits obtained by the Company in each reporting period. The Company tests finite-lived intangible assets for impairment when facts and circumstances indicate carrying value may not be recoverable from their undiscounted cash flows. If impaired, the assets are written down to fair value based on either discounted cash flows or appraised values.

Costs incurred to develop software programs to be used solely to meet the Company's internal needs have been capitalized as computer software within other intangible assets.

**Fair Value Measurements:** The fair values of the Company's financial assets and financial liabilities reflect the amounts that would be received to sell the assets or paid to transfer the liabilities in an orderly transaction between market participants at the measurement date (exit price). The Company determines fair value based on a three-tiered fair value hierarchy. The hierarchy consists of:

- Level 1: fair value measurements represent exchange-traded securities which are valued at quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date;
- Level 2: fair value measurements are determined using input prices that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data; and
- Level 3: fair value measurements are determined using unobservable inputs, such as internally developed pricing models for the asset or liability due to little or no market activity for the asset or liability.

**Financial Instruments:** The Company recognizes all derivative instruments on the consolidated balance sheet at fair value. The impact on earnings from recognizing the fair values of these instruments depends on their intended use, their hedge designation and their effectiveness in offsetting changes in the fair values of the exposures they are hedging. Derivatives not designated as hedging instruments are adjusted to fair value through income. Depending on the nature of derivatives designated as hedging instruments, changes in the fair value are either offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or recognized in shareholders’ equity through other comprehensive income until the hedged item is recognized. Gains or losses, if any, related to the ineffective portion of any hedge are recognized through earnings over the life of the hedging relationship.

See Note 11, "Derivative Instruments," for more information regarding specific derivative instruments included on the Company’s consolidated balance sheet, such as forward foreign currency exchange contracts, currency swap contracts, and interest rate swap arrangements, among other derivative instruments.

**Employee Benefit Plans:** The Company sponsors various defined contribution plans to which it makes contributions on behalf of employees. The expense under such plans was $63.5 million, $39.9 million and $39.8 million for the fiscal years ended June 30, 2020, 2019 and 2018, respectively.

The Company sponsors a number of defined benefit plans that provide benefits to current and former employees. For the company-sponsored plans, the relevant accounting guidance requires that management make certain assumptions relating to the long-term rate of return on plan assets, discount rates used to determine the present value of future obligations and expenses, salary inflation rates, mortality rates and other assumptions. The Company believes that the accounting estimates related to its pension plans are critical accounting estimates because they are highly susceptible to change from period to period based on the performance of plan assets, actuarial valuations, market conditions and contracted benefit changes. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by the Company's actuaries. However, actual results may differ substantially from the estimates that were based on the critical assumptions.

The Company recognizes the funded status of each defined benefit pension plan in the consolidated balance sheet. Each overfunded plan is recognized as an asset and each underfunded plan is recognized as a liability. Pension plan liabilities are revalued annually, or when an event occurs that requires remeasurement, based on updated assumptions and information about the individuals covered by the plan. Accumulated actuarial gains and losses in excess of a 10 percent corridor and the prior service cost are amortized on a straight-line basis from the date recognized over the average remaining service period of active participants or over the average life expectancy for plans with significant inactive participants. The service costs related to defined benefits are included in operating income. The other components of net benefit cost other than service cost are recorded within other non-operating income (loss), net in the consolidated statement of income

**Equity Method Investments:** Investments in ordinary shares of companies, in which the Company believes it exercises significant influence over operating and financial policies, are accounted for using the equity method of accounting. Under this method, the investment is carried at cost and is adjusted to recognize the investor's share of earnings or losses of the investee after the date of acquisition and is adjusted for impairment whenever it is determined that a decline in the fair value below the cost basis is other than temporary. The fair value of the investment then becomes the new cost basis of the investment and it is not adjusted for subsequent recoveries in fair value. Impairment losses have been recognized for the Company's equity investment in AMVIG Holdings Limited ("AMVIG") in the last three fiscal years. See Note 7, "Equity Method Investments," for more information regarding the Company's equity method investments.

**Share-based Compensation:** Amcor has a variety of equity incentive plans. For employee awards with a service or market condition, compensation expense is recognized over the vesting period on a straight-line basis using the grant date fair value of the award and the estimated number of awards that are expected to vest. For awards with a performance condition, the Company must reassess the probability of vesting at each reporting period and adjust compensation cost based on its probability assessment. The Company also has cash-settled share-based compensation plans which are accounted for as liabilities. Such share-based awards are remeasured to fair value at each reporting period. The Company estimates forfeitures based on employee level, economic conditions, time remaining to vest and historical forfeiture experience.

**Income Taxes:** The Company uses the asset and liability method to account for income taxes. Deferred income taxes reflect the future tax consequences of differences between the tax bases of assets and liabilities and their financial reporting amounts at each balance sheet date, based upon enacted income tax laws and tax rates. Income tax expense or benefit is provided based on earnings reported in the consolidated financial statements. The provision for income tax expense or benefit differs from the amounts of income taxes currently payable because certain items of income and expense included in the consolidated financial statements are recognized in different time periods by taxing authorities.

Deferred tax assets, including operating loss, capital loss and tax credit carryforwards, are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that any portion of these tax attributes will not be realized. In addition, from time to time, management must assess the need to accrue or disclose uncertain tax positions for proposed adjustments from various tax authorities who regularly audit the Company in the normal course of business. In making these assessments, management must often analyze complex tax laws of multiple jurisdictions. Accounting guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company records the related interest expense and penalties, if any, as tax expense in the tax provision. See Note 16, "Income Taxes," for more information on the Company's income taxes.

**Note 3 - New Accounting Guidance**

**Recently Adopted Accounting Standards**

In March 2020, the SEC issued Final Rule Release No. 33-10762, "*Financial Disclosures About Guarantors and Issuers of Guaranteed Securities and Affiliates Whose Securities Collateralize a Registrant's Securities*" that simplifies the disclosure requirements related to registered securities under Rule 3-10 of Regulation S-X. The rule replaces the requirement to provide condensed consolidating financial information with a requirement to present summarized financial information of the issuers and guarantors in either a note to the financial statements or in management's discussion and analysis. The effective date of the amendment is January 4, 2021 with earlier voluntary compliance permitted. The Company elected to adopt the amended rules effective with our third fiscal quarter of 2020 and has included the required disclosures as a component of "Part II, Item 7. - Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K.

In February 2018, the Financial Accounting Standards Board ("FASB") issued guidance that requires the Company to disclose a description of the Company's accounting policy for releasing income tax effects from accumulated other comprehensive income and whether the Company elects to reclassify the stranded income tax effects from the Tax Cuts and Jobs Act ("The Act"), along with information about other income tax effects that are reclassified. For all entities, the guidance was effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Entities can choose whether to apply the amendments retrospectively to each period in which the effect of the Act is recognized or to apply the amendments in the period of adoption. This guidance was effective for the Company on July 1, 2019. The Company adopted the new guidance effective July 1, 2019 and did not elect the optional reclassification as the impact was not material.

In August 2017, the FASB issued guidance which simplifies existing guidance in order to allow companies to more accurately present the economic effects of risk management activities in the financial statements. For public business entities, the amendments in Accounting Standards Update ("ASU") 2017-12 were effective for financial statements issued for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. This guidance was effective for the Company on July 1, 2019 using the modified retrospective approach, with the exception of presentation and disclosure guidance which is adopted prospectively. Implementation of the standard did not have a material impact on the Company's condensed consolidated financial statements.

In February 2016, the FASB issued guidance that required lessees to put most leases on their balance sheets but recognize expenses on their income statements in a manner similar to past accounting guidance. The guidance also eliminates the previous real estate-specific provisions and changes the guidance on sale-leaseback transactions, initial direct costs and lease executory costs for all entities. Lease classification will determine how to recognize lease-related revenue and expense. The Company adopted the new lease standard at July 1, 2019 using a simplified transition option that allows for a cumulative-effect adjustment in the period of adoption and therefore did not restate prior periods. The Company also elected to adopt the package of practical expedients which allows for existing operating leases to continue to be classified as operating leases under the new guidance without reassessing whether the contracts contain a lease under the new guidance or whether classification of the operating lease would be different under the new standard. The Company did not elect the use-of-hindsight practical expedient but did adopt the practical expedient pertaining to land easements which provides the option not to reassess whether land easements not previously accounted for as leases under prior leasing guidance would be leases under the new guidance.

Adoption of the new leasing standard resulted in the following impacts to the Company's condensed consolidated financial statements as of the adoption date: the establishment of a lease liability of $590.5 million, including current portion, a corresponding right-of-use asset of $569.8 million, and the reclassification of approximately $58.2 million (net of tax) of deferred gains on sale leaseback transactions.

The complete impact of the changes made to the Company's condensed consolidated balance sheet due to the adoption of the new leasing guidance were as follows:

| ($ in millions) | June 30, 2019 | Adjustments due to Adoption | At July 1, 2019 |
|---|---|---|---|
| Operating lease assets | — | 569.8 | 569.8 |
| Other current liabilities | 1,044.9 | 54.3 | 1,099.2 |
| Operating lease liabilities | — | 506.8 | 506.8 |
| Deferred tax liabilities | 1,011.7 | 18.7 | 1,030.4 |
| Other non-current liabilities | 241.0 | (68.2) | 172.8 |
| Retained earnings | 323.7 | 58.2 | 381.9 |

Due to the adoption of the guidance using the simplified transition option, there are no changes to the Company's previously reported results prior to July 1, 2019. Lease expense is not expected to change materially as a result of adoption of the new guidance. The Company changed its disclosures related to leasing beginning in fiscal year 2020. Refer to Note 14, "Leases".

**Accounting Standards Not Yet Adopted**

In June 2016, the FASB issued guidance which requires financial assets, or a group of financial assets measured at amortized cost basis to be presented at the net amount expected to be collected when finalized. The allowance for credit losses is a valuation account that will be deducted from the amortized cost basis of the financial asset to present the net carrying value at the amount expected to be collected on the financial asset. This guidance affects loans, debt securities, trade receivables, net investments in leases, off-balance-sheet credit exposures, reinsurance receivables and any other financial assets not excluded from the scope that have the contractual right to receive cash. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The guidance will be effective for the Company on July 1, 2020 and will be adopted using the modified retrospective approach. The Company does not expect the standard to have a material impact on its consolidated financial statements.

In December 2019, the FASB issued updated guidance to simplify the accounting for income taxes by removing certain exceptions and improving the consistent application of U.S. GAAP in other tax accounting areas. This guidance is effective for annual reporting periods, and any interim periods within those annual periods, that begin after December 15, 2020 with early adoption permitted. Accordingly, the guidance will be effective for the Company on July 1, 2021. The Company is currently evaluating the impact that this guidance will have on its financial statements and related disclosures.

In March 2020, the FASB issued optional expedients and exceptions to ease the potential burden in accounting for reference rate reform related to contract modifications, hedging relationships, and other transactions that reference the London Interbank Offered Rate ("LIBOR") or another reference rate expected to be discontinued, subject to meeting certain criteria. The Company is currently evaluating whether to elect the adoption of this optional guidance.

The Company considers the applicability and impact of all ASUs issued by the FASB and SEC. The Company determined that all other ASUs not yet adopted to be either not applicable or are expected to have minimal impact on the Company's consolidated financial statements at this time.

**Note 4 - Acquisitions and Divestitures**

**Year ended June 30, 2019**

***Bemis Company, Inc.***

On June 11, 2019, the Company completed the acquisition of 100% of the outstanding shares of Bemis Company, Inc ("Bemis"), a global manufacturer of flexible packaging products based in the United States. Pursuant to the Transaction Agreement, dated as of August 6, 2018, each outstanding share of Bemis common stock that was issued and outstanding upon completion of the transaction was converted into the right to receive 5.1 ordinary shares of the Company traded on the New York Stock Exchange ("NYSE").

The following table summarizes the fair value of consideration exchanged:

| | | |
|---|---|---|
| Bemis shares outstanding at June 11, 2019 (in millions) | | 91.7 |
| Share Exchange Ratio | | 5.1 |
| Price per Share (Based on Amcor's closing share price on June 11, 2019) | $ | 11.18 |
| Total Equity Consideration | $ | 5,229.6 |

The acquisition of Bemis positioned the Company as a global leader in consumer packaging with a comprehensive global footprint in flexible packaging and greater scale in key regions of North America, Latin America, Asia Pacific and Europe, along with industry-leading research and development capabilities.

The acquisition of Bemis was accounted for as a business combination in accordance with ASC 805, "Business Combinations," which required allocation of the purchase price to the estimated fair values of assets acquired and liabilities assumed in the transaction. The fair value of the assets acquired and liabilities assumed as of the acquisition date were finalized upon completion of the measurement period in the fourth fiscal quarter of 2020. The allocation was subject to change within the measurement period, up to one year from the acquisition date, as additional information concerning final asset and liability valuations was obtained. The measurement period adjustments resulted in a $229.9 million increase to goodwill, which includes a $210.6 million decrease to property, plant and equipment, a $99.0 million decrease to finite lived intangible assets, a $184.1 million decrease to deferred tax liabilities, a $97.9 million increase in other non-current liabilities, along with other adjustments to assets held for sale and working capital.

The following table summarizes the final allocation of the total purchase consideration to the fair values of the assets acquired and liabilities assumed at the acquisition date.

| (in millions) | | |
|---|---|---|
| Cash and cash equivalents | $ | 3.3 |
| Trade receivables | | 425.6 |
| Inventories | | 665.4 |
| Prepaid expenses and other current assets | | 80.5 |
| Assets held for sale | | 464.2 |
| Property, plant and equipment | | 1,180.1 |
| Deferred tax assets | | 42.8 |
| Other intangible assets | | 1,931.2 |
| Other non-current assets | | 52.8 |
| **Total identifiable assets acquired** | | **4,845.9** |
| | | |
| Current portion of long-term debt | | 1.7 |
| Short-term debt | | 8.6 |
| Trade payables | | 286.2 |
| Accrued employee costs | | 188.1 |
| Other current liabilities | | 314.1 |
| Liabilities held for sale | | 21.9 |
| Long-term debt, less current portion | | 1,365.3 |
| Deferred tax liabilities | | 598.5 |
| Employee benefit obligation | | 62.7 |
| Other non-current liabilities | | 136.8 |
| **Total liabilities assumed** | | **2,983.9** |
| **Net identifiable assets acquired** | | **1,862.0** |
| Goodwill | | 3,367.6 |
| **Net assets acquired** | **$** | **5,229.6** |

The following table details the identifiable intangible assets acquired from Bemis, their fair values and estimated useful lives:

| | | Fair Value (in millions) | Weighted-average Estimated Useful Life (Years) |
|---|---|---|---|
| Customer relationships | $ | 1,650.0 | 15 |
| Technology | | 110.0 | 7 |
| Other | | 171.2 | 7 |
| **Total other intangible assets** | **$** | **1,931.2** | |

The allocation of the purchase price resulted in $3,367.6 million of goodwill for the Flexibles Segment, which is not tax deductible. The goodwill on acquisition represents the future economic benefit expected to arise from other intangible assets acquired that do not qualify for separate recognition, including assembled workforce and non-contractual relationships, as well as expected future synergies.

The fair value measurement of tangible and intangible assets and liabilities was based on significant inputs not observable in the market and thus represent Level 3 measurements within the fair value measurement hierarchy. Level 3 fair market values were determined using a variety of information, including estimated future cash flows, appraisals and market comparables.

***Divestitures***

Closing of the Bemis acquisition was conditional upon the receipt of regulatory approvals, approval by both Amcor and Bemis shareholders, and satisfaction of other customary conditions. In order to satisfy certain regulatory approvals, the Company was required to divest three of Bemis' medical packaging facilities located in the United Kingdom and Ireland ("EC Remedy") and three Amcor medical packaging facilities in the United States ("U.S. Remedy"). The U.S. Remedy was completed during the fourth quarter of fiscal 2019 and the Company received $214.2 million resulting in a gain of $159.1 million. The EC Remedy was completed during the first quarter of fiscal 2020 and the Company received $397.1 million and recorded a loss on the sale of $8.8 million which is the result of the reclassification of accumulated foreign currency translation amounts from accumulated other comprehensive income to earnings from discontinued operations upon sale of the EC Remedy.

In addition, the Company sold an equity method investment acquired through the Bemis acquisition in the third quarter of fiscal 2020 for proceeds of $27.7 million. There was no gain on sale as the investment was recorded at fair value upon acquisition.

***Unaudited Pro Forma Information***

The following unaudited pro forma information has been prepared as if the acquisition of Bemis and the sale of the EC Remedy and U.S. Remedy had occurred as of July 1, 2017. The unaudited pro forma information combines the historical results of Amcor and Bemis.

| | Years ended June 30, | |
|---|---|---|
| **(in millions)** | **2019** | **2018** |
| Net sales | $ 12,972.4 | $ 13,146.3 |
| Income from continuing operations | $ 565.5 | $ 535.0 |

Pro forma adjustments to net sales are as follows:

- excludes net sales of the EC Remedy and U.S. Remedy.

Pro forma adjustments to income from continuing operations attributable to Amcor plc are as follows:

- excludes income from the EC Remedy which has been accounted for as a discontinued operation and the U.S. Remedy which has been reported in U.S. GAAP income from continuing operations;
- excludes acquisition related charges;
- includes acquisition accounting adjustments, including amortization and depreciation adjustments as a result of the fair value adjustment to property, plant and equipment; and
- excludes the impact on net income attributable to purchase accounting related inventory effects and sales backlog amortization given these charges do not have a continuing impact on the consolidated results.

The unaudited pro forma results are not necessarily indicative of the actual results that would have occurred had the acquisition been in effect for the periods presented, nor is it intended to be a projection of future results. For example, the unaudited pro forma results do not include the expected synergies from the transactions, nor the related costs to achieve.

**Note 5 - Discontinued Operations**

On February 11, 2019, the Company received approval from the European Commission ("EC") for the acquisition of Bemis. A condition of the approval was an agreement to divest three Bemis medical packaging facilities located in the United Kingdom and Ireland ("EC Remedy"). Upon completion of the Bemis acquisition on June 11, 2019, the Company determined that the EC Remedy met the criteria to be classified as a discontinued operation, in accordance with ASC 205-20, "Discontinued Operations." The sale of the EC Remedy closed on August 8, 2019. The Company recorded a loss on the sale of $8.8 million, which is the result of the reclassification of accumulated foreign currency translation amounts from accumulated other comprehensive income to earnings from discontinued operations upon sale of the EC Remedy.

The assets and liabilities of the EC Remedy, which is within the Company's Flexibles Segment, are reflected as held for sale in the consolidated balance sheet at June 30, 2019. Assets and liabilities classified as held for sale are required to be recorded at the lower of carrying value or fair value less costs to sell.

The following table summarizes the results of the EC Remedy, classified as discontinued operations, from June 11, 2019 until the sale of the EC Remedy on August 8, 2019:

| | Years ended June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| Net sales | $ 15.8 | $ 9.6 |
| | | |
| Income (loss) from discontinued operations | (7.1) | 0.9 |
| Tax expense on discontinued operations | (0.6) | (0.2) |
| **Income (loss) from discontinued operations, net of tax** | **$ (7.7)** | **$ 0.7** |

**Note 6 - Restructuring Plans**

**2019 Bemis Integration Plan**

In connection with the acquisition of Bemis, the Company initiated restructuring activities in the fourth quarter of 2019 aimed at integrating and optimizing the combined organization. As previously announced, the Company continues to target realizing approximately $180 million of pre-tax synergies driven by procurement, supply chain, and general and administrative savings by the end of fiscal year 2022.

The Company's total 2019 Bemis Integration Plan pre-tax integration costs are expected to be approximately $200 million. The total 2019 Bemis Integration Plan costs include $165 million of restructuring and related expenses and $35 million of general integration expenses. The restructuring and related expenses are comprised of approximately $90 million in employee related expenses, $25 million in fixed asset related expenses, $20 million in other restructuring and $30 million in restructuring related expenses. The Company estimates that approximately $150 million of the $200 million total integration costs will result in cash expenditures, of which $115 million relate to restructuring and related expenditures. Cash payments for the fiscal year 2020 were $80.2 million, of which $54.1 million were payments related to restructuring and related expenditures. The 2019 Bemis Integration Plan relates to the Flexibles segment and Corporate and is expected to be completed by the end of fiscal year 2022.

Restructuring related costs are directly attributable to restructuring activities; however, they do not qualify for special accounting treatment as exit or disposal activities. General integration costs are not linked to restructuring. The Company believes the disclosure of restructuring related costs provides more information on the total cost of our 2019 Bemis Integration Plan. The restructuring related costs relate primarily to the closure of facilities and include costs to replace graphics and train new employees on relocated equipment.

**2018 Rigid Packaging Restructuring Plan**

On August 21, 2018, the Company announced a restructuring plan in Amcor Rigid Packaging ("2018 Rigid Packaging Restructuring Plan") aimed at reducing structural costs and optimizing the footprint. The Plan includes the closures of manufacturing facilities and headcount reductions to achieve manufacturing footprint optimization and productivity improvements as well as overhead cost reductions.

The Company's total 2018 Rigid Packaging Restructuring Plan pre-tax restructuring costs are expected to be approximately $110 million with the main component being the cost to exit manufacturing facilities and employee related costs. The total plan cost has been increased by approximately $15 million in the fourth quarter of fiscal year 2020 due primarily to additional non-cash impairments. The Company estimates that approximately $65 to $70 million of the $110 million total costs will result in cash expenditures. Cash payments for the fiscal year 2020 were $23.6 million. The 2018 Rigid Packaging Restructuring Plan is expected to be completed during fiscal year 2021.

**2016 Flexibles Restructuring Plan**

On June 9, 2016, the Company announced a major initiative ("2016 Flexibles Restructuring Plan") to optimize the cost base and drive earnings growth in the Flexibles segment. This initiative was designed to accelerate the pace of adapting the organization within developed markets through footprint optimization to better align capacity with demand, increase utilization and improve the cost base and streamlining the organization and reducing complexity, particularly in Europe, to enable greater customer focus and speed to market.

As part of the 2016 Flexibles Restructuring Plan, the Company has closed eight manufacturing facilities and reduced headcount at certain facilities. The Company's total pre-tax restructuring costs were $230.8 million, with $166.7 million in employee termination costs, $31.4 million in fixed asset impairment costs and $32.7 million in other costs, which primarily represent the cost to dismantle equipment and terminate existing lease contracts. Approximately $166 million of the $230.8 million total costs resulted in cash expenditures. Cash payments for fiscal year 2019 were $14.4 million. The Plan was substantially completed by the end of fiscal year 2019.

**Other Restructuring Plans**

The Company entered into other individually immaterial restructuring plans ("Other Restructuring Plans"). The Company's restructuring charge related to these Plans was approximately $17.9 million, $18.8 million and $25.8 million for the years ended June 30, 2020, 2019 and 2018, respectively.

**Consolidated Amcor Restructuring Plans**

The total costs incurred from the beginning of the Company's material restructuring plans are as follows:

| (in millions) | 2016 Flexibles Restructuring Plan | 2018 Rigid Packaging Restructuring Plan | 2019 Bemis Integration Plan (1) | Other Restructuring Plans | Total Restructuring and Related Expenses (1) |
|---|---|---|---|---|---|
| Prior years | 216.4 | — | — | 19.8 | 236.2 |
| Fiscal year 2018 net charges to earnings | 14.4 | — | — | 25.8 | 40.2 |
| Fiscal year 2019 net charges to earnings | — | 64.1 | 47.9 | 18.8 | 130.8 |
| Fiscal year 2020 net charges to earnings | — | 37.5 | 59.7 | 17.9 | 115.1 |
| **Expense incurred to date** | **$ 230.8** | **$ 101.6** | **$ 107.6** | **$ 82.3** | **$ 522.3** |

(1) Total restructuring and related expenses includes restructuring related costs from the 2019 Bemis Integration Plan of $14.8 million and $1.8 million for the fiscal years 2020 and 2019, respectively.

An analysis of the Company's restructuring plan liability, not including restructuring-related liabilities, is as follows:

| (in millions) | Employee Costs | Fixed Asset Related Costs | Other Costs | Total Restructuring Costs |
|---|---|---|---|---|
| **Liability balance at June 30, 2017** | **$ 85.9** | **$ —** | **$ 1.6** | **$ 87.5** |
| Net charges to earnings | 20.5 | 4.0 | 15.7 | 40.2 |
| Cash paid | (74.1) | — | (17.3) | (91.4) |
| Non-cash and other | — | (4.0) | — | (4.0) |
| Foreign currency translation | 2.8 | — | — | 2.8 |
| **Liability balance at June 30, 2018** | **35.1** | **—** | **—** | **35.1** |
| Net charges to earnings | 83.9 | 34.1 | 12.8 | 130.8 |
| Additions through business acquisition | 4.7 | — | — | 4.7 |
| Cash paid | (48.5) | — | (4.4) | (52.9) |
| Non-cash and other | (2.0) | (27.4) | — | (29.4) |
| Foreign currency translation | (0.7) | — | — | (0.7) |
| **Liability balance at June 30, 2019** | **72.5** | **6.7** | **8.4** | **87.6** |
| Net charges to earnings | 45.4 | 23.7 | 28.5 | 97.6 |
| Cash paid | (47.9) | (5.2) | (24.8) | (77.9) |
| Non-cash and other | — | (22.1) | — | (22.1) |
| Foreign currency translation | (0.5) | (0.1) | (0.1) | (0.7) |
| **Liability balance at June 30, 2020** | **$ 69.5** | **$ 3.0** | **$ 12.0** | **84.5** |

The costs related to restructuring activities, including restructuring-related activities, have been presented on the consolidated statement of income as restructuring and related expenses. The accruals related to restructuring activities have been recorded on the consolidated balance sheet under other current liabilities.

**Note 7 - Equity Method Investments**

Investments accounted for under the equity method generally include all entities in which the Company or its subsidiaries have significant influence, with usually not more than 50% voting interest, and are recorded in the consolidated balance sheet in investments in affiliated companies. Investments in affiliated companies as of June 30, 2020 and 2019 include an interest in AMVIG Holdings Limited ("AMVIG") of 47.6% and other individually immaterial investments.

AMVIG is listed on the Hong Kong Stock Exchange. Its quoted share price as of June 30, 2020 and 2019 was $0.18 (HKD 1.40) and $0.24 (HKD 1.85), respectively. The value of Amcor's investment in AMVIG based on its quoted share price as of June 30, 2020 and 2019 was $77.7 million and $104.8 million, respectively.

During the years ended June 30, 2020, 2019 and 2018 the Company received dividends of $9.8 million, $8.2 million and $8.4 million, respectively, from AMVIG.

The Company reviews its investment in affiliated companies for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. Due to impairment indicators present in each of the years presented, the Company performed an impairment test by comparing the carrying value of its investment in AMVIG to its fair value, which was determined based on AMVIG's quoted share price. The fair value of the investment dropped below its carrying value during fiscal years 2020, 2019 and 2018, and therefore the Company recorded an other-than-temporary impairment of $25.6 million, $14.0 million and $36.5 million, respectively, to bring the value of its investment to fair value. The impairment charge was included in equity in income (loss) of affiliated companies, net of tax, in the consolidated statement of income.

## Note 8 - Property, Plant and Equipment, Net

The components of property, plant and equipment, net, were as follows:

| (in millions) | June 30, 2020 | June 30, 2019 |
|---|---|---|
| Land and land improvements | $ 197.4 | $ 184.3 |
| Buildings and improvements | 1,253.4 | 1,305.0 |
| Plant and equipment | 5,434.8 | 5,614.9 |
| Total property | 6,885.6 | 7,104.2 |
| | | |
| Accumulated depreciation | (3,223.8) | (3,100.3) |
| Accumulated impairment | (47.0) | (28.9) |
| | | |
| **Total property, plant and equipment, net** | **$ 3,614.8** | **$ 3,975.0** |

At June 30, 2019, property, plant and equipment, net, excluded amounts classified as held for sale.

Depreciation expense amounted to $402.8 million, $305.7 million and $320.8 million for the fiscal year 2020, 2019 and 2018, respectively. Amortization of assets under finance lease obligations is included in depreciation expense.

**Note 9 - Goodwill and Other Intangible Assets**

Changes in the carrying amount of goodwill attributable to each reportable segment were as follows:

| (in millions) | Flexibles Segment | Rigid Packaging Segment | Total |
|---|---|---|---|
| **Balance as of June 30, 2018** | **$ 1,082.0** | **$ 974.6** | **$ 2,056.6** |
| Acquisition and acquisition adjustments | 3,137.7 | — | 3,137.7 |
| Disposals | (24.2) | — | (24.2) |
| Currency translation | (14.7) | 0.6 | (14.1) |
| **Balance as of June 30, 2019** | **4,180.8** | **975.2** | **5,156.0** |
| Acquisition and acquisition adjustments | 229.9 | — | 229.9 |
| Currency translation | (41.6) | (5.0) | (46.6) |
| **Balance as of June 30, 2020** | **$ 4,369.1** | **$ 970.2** | **$ 5,339.3** |

The table above does not include goodwill attributable to the Company's discontinued operations of $282.0 million at June 30, 2019. There was no discontinued operations at June 30, 2020. There is a $4.0 million goodwill accumulated impairment loss in the Rigid Packaging reporting segment which occurred in fiscal year 2006.

**Other Intangible Assets**

Other intangible assets comprised:

| | June 30, 2020 | | |
|---|---|---|---|
| **(in millions)** | **Gross Carrying Amount** | **Accumulated Amortization and Impairment** | **Net Carrying Amount** |
| Customer relationships | $ 1,957.3 | $ (264.3) | $ 1,693.0 |
| Computer software | 218.4 | (130.8) | 87.6 |
| Other (1) | 320.7 | (107.0) | 213.7 |
| **Reported balance** | **$ 2,496.4** | **$ (502.1)** | **$ 1,994.3** |

| | June 30, 2019 | | |
|---|---|---|---|
| **(in millions)** | **Gross Carrying Amount** | **Accumulated Amortization and Impairment** | **Net Carrying Amount** |
| Customer relationships | $ 2,053.7 | $ (144.0) | $ 1,909.7 |
| Computer software | 221.3 | (127.0) | 94.3 |
| Other (1) | 350.6 | (47.8) | 302.8 |
| **Reported balance** | **$ 2,625.6** | **$ (318.8)** | **$ 2,306.8** |

(1) Other includes $15.5 million and $14.2 million for June 30, 2020 and 2019, respectively, of acquired intellectual property assets not yet being amortized as the related R&D projects have not yet been completed.

Amortization expense for intangible assets during the fiscal years 2020, 2019, and 2018 was $204.4 million, $44.0 million, and $31.9 million, respectively. In conjunction with a business review and the Company's annual review of intangibles, the Company performed a quantitative impairment test for a technology intangible and recognized non-cash impairment charges of $31.1 million for the fiscal year 2019 in the Company's other segment to reduce the carrying value of the asset to its fair value. The impairment charge was included in selling, general and administrative expenses in the consolidated statement of income. During fiscal years 2020 and 2018, there were no technology intangible impairment charges recorded.

Estimated future amortization expense for intangible assets follows:

| (in millions) | Amortization |
|---|---|
| 2021 | $ 180.2 |
| 2022 | 175.7 |
| 2023 | 171.9 |
| 2024 | 167.6 |
| 2025 | 147.7 |

**Note 10 - Fair Value Measurements**

The fair values of the Company's financial assets and financial liabilities listed below reflect the amounts that would be received to sell the assets or paid to transfer the liabilities in an orderly transaction between market participants at the measurement date (exit price).

The Company's non-derivative financial instruments primarily include cash and cash equivalents, trade receivables, trade payables, short-term debt and long-term debt. At June 30, 2020 and 2019, the carrying value of these financial instruments, excluding long-term debt, approximates fair value because of the short-term nature of these instruments.

Fair value disclosures are classified based on the fair value hierarchy. See Note 2, "Significant Accounting Policies," for information about the Company's fair value hierarchy.

The fair value of long-term debt with variable interest rates approximates its carrying value. The fair value of the Company's long-term debt with fixed interest rates is based on market prices, if available, or expected future cash flows discounted at the current interest rate for financial liabilities with similar risk profiles.

The carrying values and estimated fair values of long-term debt with fixed interest rates (excluding finance leases) were as follows:

| | June 30, 2020 | | June 30, 2019 | |
|---|---|---|---|---|
| **(in millions)** | **Carrying Value** | **Fair Value (Level 2)** | **Carrying Value** | **Fair Value (Level 2)** |
| Total long-term debt with fixed interest rates (excluding commercial paper and finance leases) | $ 3,599.3 | $ 3,793.1 | $ 2,955.6 | $ 3,041.3 |

**Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis**

Additionally, the Company measures and records certain assets and liabilities, including derivative instruments and contingent purchase consideration liabilities, at fair value.

The following table summarizes the fair value of these instruments, which are measured at fair value on a recurring basis, by level, within the fair value hierarchy:

| | June 30, 2020 | | | |
|---|---|---|---|---|
| **(in millions)** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets** | | | | |
| Commodity contracts | $ — | $ 0.4 | $ — | $ 0.4 |
| Forward exchange contracts | — | 7.4 | — | 7.4 |
| Interest rate swaps | — | 32.0 | — | 32.0 |
| **Total assets measured at fair value** | **$ —** | **$ 39.8** | **$ —** | **$ 39.8** |
| **Liabilities** | | | | |
| Contingent purchase consideration liabilities | $ — | $ — | $ 14.8 | $ 14.8 |
| Commodity contracts | — | 6.7 | — | 6.7 |
| Forward exchange contracts | — | 16.8 | — | 16.8 |
| Interest rate swaps | — | — | — | — |
| Cross currency interest rate swaps | — | 0.2 | — | 0.2 |
| **Total liabilities measured at fair value** | **$ —** | **$ 23.7** | **$ 14.8** | **$ 38.5** |

| | June 30, 2019 | | | |
|---|---|---|---|---|
| **(in millions)** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets** | | | | |
| Commodity contracts | $ — | $ — | $ — | $ — |
| Forward exchange contracts | — | 5.5 | — | 5.5 |
| Interest rate swaps | — | 32.8 | — | 32.8 |
| **Total assets measured at fair value** | **$ —** | **$ 38.3** | **$ —** | **$ 38.3** |
| | | | | |
| **Liabilities** | | | | |
| Contingent purchase consideration liabilities | $ — | $ — | $ 13.6 | $ 13.6 |
| Commodity contracts | — | 4.6 | — | 4.6 |
| Forward exchange contracts | — | 9.3 | — | 9.3 |
| Interest rate swaps | — | — | — | — |
| **Total liabilities measured at fair value** | **$ —** | **$ 13.9** | **$ 13.6** | **$ 27.5** |

The fair value of the commodity contracts was determined using a discounted cash flow analysis based on the terms of the contracts and observed market forward prices discounted at a currency-specific rate. Forward exchange contract fair values were determined based on quoted prices for similar assets and liabilities in active markets using inputs such as currency rates and forward points. The fair value of the interest rate swaps was determined using a discounted cash flow method based on market-based swap yield curves, considering current interest rates.

The fair value of the contingent purchase consideration liabilities was determined for each arrangement individually. The fair value was determined using the income approach with significant inputs that are not observable in the market. Key assumptions include the discount rates consistent with the level of risk of achievement and probability adjusted financial projections. The expected outcomes are recorded at net present value, which requires adjustment over the life for changes in risks and probabilities.

The following table sets forth a summary of changes in the value of the Company's Level 3 financial liabilities:

| | June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| **Fair value at the beginning of the year** | **$ 13.6** | **$ 14.6** | **$ 27.6** |
| Additions due to acquisitions | — | — | — |
| Changes in fair value of Level 3 liabilities | 1.1 | — | 0.8 |
| Payments | — | (1.0) | (13.0) |
| Foreign currency translation | 0.1 | — | (0.8) |
| **Fair value at the end of the year** | **$ 14.8** | **$ 13.6** | **$ 14.6** |

The fair value of contingent purchase consideration liabilities is included in other current liabilities and other non-current liabilities in the consolidated balance sheet. The change in fair value of the contingent purchase consideration liabilities, which was included in other income, net is due to the passage of time and changes in the probability of achievement used to develop the estimate.

**Assets and Liabilities Measured and Recorded at Fair Value on a Nonrecurring Basis**

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company records assets and liabilities at fair value on a nonrecurring basis as required by U.S. GAAP. The Company measures certain assets, including the Company’s equity method investments, technology intangible assets, other intangible assets and goodwill at fair value on a nonrecurring basis when they are deemed to be other than temporarily impaired. The fair values of these assets are determined, when applicable, based on valuation techniques using the best information available, and may include quoted market prices, market comparables and discounted cash flow projections.

The Company tests for impairment of its equity method investments when impairment indicators are present. Impairment tests were performed by comparing the carrying value of the Company’s investment in AMVIG at the end of each period, including interim periods, to the fair value of the investment, which was determined based on AMVIG's quoted share price which is classified in Level 1 of the fair value hierarchy.

Based on the Company’s evaluation of AMVIG’s current financial condition and the Company’s intent and ability to hold its investment in AMVIG to recover the carrying value, the Company concluded that the decline in fair value was temporary at March 31, 2020, and therefore no impairment was recorded. However, the quoted share price did not recover in the fiscal fourth quarter and the Company determined that the investment was impaired as of June 30, 2020 and recorded an impairment charge of $25.6 million. The Company also recorded impairment charges of our AMVIG investment of $14.0 million in fiscal year 2019 and $36.5 million in fiscal year 2018.

The Company tests indefinite-lived intangibles for impairment when facts and circumstances indicate the carrying value may not be recoverable from their undiscounted cash flows. The Company recognized non-cash impairment charges of $31.1 million in the fiscal year 2019 to reduce the carrying value of an indefinite-lived technology intangible asset to its fair value. During fiscal year 2020 and 2018, there were no indefinite-lived intangible impairment charges recorded.

**Note 11 - Derivative Instruments**

The Company periodically uses derivatives and other financial instruments to hedge exposures to interest rates, commodity and currency risks. The Company does not hold or issue financial instruments for speculative or trading purposes. For hedges that meet the hedge accounting criteria, the Company, at inception, formally designates and documents the instrument as a fair value hedge or a cash flow hedge of a specific underlying exposure. On an ongoing basis, the Company assesses and documents that its hedges have been and are expected to continue to be highly effective.

**Interest Rate Risk**

The Company's policy is to manage exposure to interest rate risk by maintaining a mixture of fixed-rate and variable-rate debt, monitoring global interest rates and, where appropriate, hedging floating interest rate exposure or debt at fixed interest rates through various interest rate derivative instruments including, but not limited to, interest rate swaps, cross-currency interest rate swaps, and interest rate locks.

For interest rate swaps that are accounted for as fair value hedges, changes in the fair value of both the hedging instruments and the underlying debt obligations are immediately recognized in interest expense. Changes in the fair value of interest rate swaps that have not been designated as hedging instruments are reported in the accompanying consolidated statement of income under other non-operating income (loss), net.

As of June 30, 2020 and 2019, the total notional amount of the Company's receive-fixed/pay-variable interest rate swaps was $837.1 million and $841.1 million, respectively.

At June 30, 2020, the Company had a notional amount of $100 million (equivalent to €89.0 million) cross-currency interest rate swaps outstanding. The Company did not designate the swaps as a hedging instrument and thus changes in fair value were immediately recognized in earnings.

During the third quarter of fiscal year 2020, the Company entered into six Treasury lock agreements to protect against unfavorable interest rate changes relating to the highly probable issuance of long-term debt. The total notional amount of the Treasury lock of $250.0 million was designated as a cash flow hedge of an anticipated transaction and deemed these agreements to be highly effective.

The associated unsecured senior note was issued on June 19, 2020, and the Company has settled these Treasury lock agreements with a $19.8 million cash payment to the counterparties. The loss associated with the settlement was recorded in accumulated other comprehensive loss and will be amortized to interest expense over the life of the unsecured senior notes, which is 10 years.

**Foreign Currency Risk**

The Company manufactures and sells its products and finances operations in a number of countries throughout the world and, as a result, is exposed to movements in foreign currency exchange rates. The purpose of the Company's foreign currency hedging program is to manage the volatility associated with the changes in exchange rates.

To manage this exchange rate risk, the Company utilizes forward contracts. Contracts that qualify for hedge accounting are designated as cash flow hedges of certain forecasted transactions denominated in foreign currencies. The effective portion of the changes in fair value of these instruments is reported in accumulated other comprehensive income (loss) ("AOCI") and reclassified into earnings in the same financial statement line item and in the same period or periods during which the related hedged transactions affect earnings. The ineffective portion is recognized in earnings over the life of the hedging relationship in the same consolidated statement of income line item as the underlying hedged item. Changes in the fair value of forward contracts that have not been designated as hedging instruments are reported in the accompanying consolidated statement of income.

As of June 30, 2020 and 2019, the notional amount of the outstanding forward contracts was $1.6 billion and $1.0 billion, respectively.

The Company manages its currency exposure related to the net assets of its foreign operations primarily through borrowings denominated in the relevant currency. Foreign currency gains and losses from the remeasurement of external borrowings designated as net investment hedges of a foreign operation are recognized in AOCI, to the extent that the hedge is effective. The ineffective portion is immediately recognized in other non-operating income (loss), net in the consolidated statement of income. When a hedged net investment is disposed of, a percentage of the cumulative amount recognized in AOCI in relation to the hedged net investment is recognized in the condensed consolidated statement of income as part of the profit or loss on disposal.

At the beginning of fiscal year 2020, the carrying value of commercial paper issued which is designated as a net investment hedge was $67.0 million. During the three months ended December 31, 2019, the Company settled $67.0 million of U.S. commercial paper issued by a non-U.S. entity, which was previously designated as a net investment hedge in its U.S. subsidiaries. The net investment hedges recorded through the point of settlement are included in AOCI and will be reclassified into earnings only upon the sale or liquidation of the related subsidiaries. The Company did not have any net investment hedges in place as of June 30, 2020.

**Commodity Risk**

Certain raw materials used in the Company's production processes are subject to price volatility caused by weather, supply conditions, political and economic variables and other unpredictable factors. The Company's policy is to minimize exposure to price volatility by passing through the commodity price risk to customers, including the use of fixed price swaps. The Company purchases on behalf of customers fixed price commodity swaps to offset the exposure of price volatility on the underlying sales contracts, these instruments are cash closed out on maturity and the related cost or benefit is passed through to customers. Information about commodity price exposure is derived from supply forecasts submitted by customers and these exposures are hedged by a central treasury unit. Changes in the fair value of commodity hedges are recognized in AOCI. The cumulative amount of the hedge is recognized in the consolidated statement of income when the forecast transaction is realized.

At June 30, 2020 and 2019, the Company had the following outstanding commodity contracts that were entered into to hedge forecasted purchases:

| | June 30, 2020 | June 30, 2019 |
|---|---|---|
| **Commodity** | **Volume** | **Volume** |
| Aluminum | 44,944 tons | 29,342 tons |
| PET resin | 26,006,000 lbs. | N/A |

The following tables provide the location of derivative instruments in the consolidated balance sheet:

| (in millions) | Balance Sheet Location | June 30, 2020 | June 30, 2019 |
|---|---|---|---|
| **Assets** | | | |
| Derivatives in cash flow hedging relationships: | | | |
| Commodity contracts | Other current assets | $ 0.4 | $ — |
| Forward exchange contracts | Other current assets | 2.2 | 2.4 |
| Derivatives not designated as hedging instruments: | | | |
| Forward exchange contracts | Other current assets | 5.2 | 2.7 |
| **Total current derivative contracts** | | 7.8 | 5.1 |
| Derivatives in fair value hedging relationships: | | | |
| Interest rate swaps | Other non-current assets | 32.0 | 32.8 |
| Derivatives not designated as hedging instruments: | | | |
| Forward exchange contracts | Other non-current assets | — | 0.4 |
| **Total non-current derivative contracts** | | 32.0 | 33.2 |
| **Total derivative asset contracts** | | **$ 39.8** | **$ 38.3** |
| | | | |
| **Liabilities** | | | |
| Derivatives in cash flow hedging relationships: | | | |
| Commodity contracts | Other current liabilities | $ 6.7 | $ 4.6 |
| Forward exchange contracts | Other current liabilities | 3.0 | 1.5 |
| Derivatives not designated as hedging instruments: | | | |
| Forward exchange contracts | Other current liabilities | 13.6 | 7.1 |
| Cross currency interest rate swaps | Other current liabilities | 0.2 | — |
| **Total current derivative contracts** | | 23.5 | 13.2 |
| Derivatives in cash flow hedging relationships: | | | |
| Forward exchange contracts | Other non-current liabilities | 0.2 | 0.3 |
| Derivatives not designated as hedging instruments: | | | |
| Forward exchange contracts | Other non-current liabilities | — | 0.4 |
| **Total non-current derivative contracts** | | 0.2 | 0.7 |
| **Total derivative liability contracts** | | **$ 23.7** | **$ 13.9** |

In addition to the fair value associated with derivative instruments noted in the table above, the Company had a carrying value of $67.0 million associated with non-derivative instruments designated as foreign currency net investment hedges as of June 30, 2019. The designated foreign currency-denominated debt was included in long-term debt in the consolidated balance sheet. There are no currency net investment hedges as of June 30, 2020.

Certain derivative financial instruments are subject to netting arrangements and are eligible for offset. The Company has made an accounting policy election not to offset the fair values of these instruments within the consolidated balance sheets.

The following tables provide the effects of derivative instruments on AOCI and in the consolidated statement of income:

| (in millions) | Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion) | Gain (Loss) Reclassified from AOCI into Income (Effective Portion) Years ended June 30, 2020 | 2019 | 2018 |
|---|---|---|---|---|
| **Derivatives in cash flow hedging relationships** | | | | |
| Commodity contracts | Cost of sales | $ (5.5) | $ (1.6) | $ 3.2 |
| Forward exchange contracts | Net sales | (1.1) | (0.2) | 0.1 |
| Forward exchange contracts | Cost of sales | (0.1) | (0.1) | 0.1 |
| Treasury locks | Interest expense | (0.2) | — | — |
| **Total** | | **$ (6.9)** | **$ (1.9)** | **$ 3.4** |

| (in millions) | Location of Gain (Loss) Recognized in the Consolidated Income Statements | Gain (Loss) Recognized in Income for Derivatives not Designated as Hedging Instruments Years ended June 30, 2020 | 2019 | 2018 |
|---|---|---|---|---|
| **Derivatives not designated as hedging instruments** | | | | |
| Forward exchange contracts | Other income, net | $ 5.8 | $ 0.8 | $ 1.7 |
| Cross currency interest rate swaps | Other income, net | (0.2) | — | — |
| **Total** | | **$ 5.6** | **$ 0.8** | **$ 1.7** |

| (in millions) | Location of Gain (Loss) Recognized in the Consolidated Income Statements | Gain (Loss) Recognized in Income for Derivatives in Fair Value Hedging Relationships Years ended June 30, 2020 | 2019 | 2018 |
|---|---|---|---|---|
| **Derivatives in fair value hedging relationships** | | | | |
| Interest rate swaps | Interest expense | $ (0.8) | $ 7.4 | $ (5.8) |
| **Total** | | **$ (0.8)** | **$ 7.4** | **$ (5.8)** |

The changes in AOCI for effective derivatives were as follows:

| (in millions) | Years ended June 30, 2020 | 2019 | 2018 |
|---|---|---|---|
| **Amounts reclassified into earnings** | | | |
| Commodity contracts | $ 5.5 | $ 1.6 | $ (3.2) |
| Forward exchange contracts | 1.2 | 0.3 | (0.2) |
| Treasury locks | 0.2 | — | — |
| **Change in fair value** | | | |
| Commodity contracts | (7.1) | (7.3) | 0.7 |
| Forward exchange contracts | (2.1) | — | 0.1 |
| Treasury locks | (19.6) | — | — |
| Tax effect | 0.2 | 1.8 | 0.6 |
| **Total** | **$ (21.7)** | **$ (3.6)** | **$ (2.0)** |

**Note 12 - Pension and Other Post-Retirement Plans**

The Company sponsors both funded and unfunded defined benefit pension plans that include statutory and mandated benefit provision in some countries as well as voluntary plans (generally closed to new joiners). During fiscal year 2020, the Company maintained 21 statutory and mandated defined benefit arrangements and 57 voluntary defined benefit plans.

The principal defined benefit plans are structured as follows:

| Country | Number of Funded Plans | Number of Unfunded Plans | Comment |
|---|---|---|---|
| United Kingdom | 2 | — | Closed to new entrants |
| Switzerland | 1 | — | Open to new entrants |
| France (1) | 3 | 2 | Three plans are closed to new entrants, two plans are open to new entrants; two plans are partially indemnified by Rio Tinto Limited |
| Germany (1) | 1 | 13 | 13 plans are closed to new entrants, one is open to new entrants; six plans are partially indemnified by Rio Tinto Limited |
| Canada | 6 | 1 | Closed to new entrants |
| United States of America | 3 | 2 | Closed to new entrants |

(1) Rio Tinto Limited assumes responsibility for its former employees' retirement entitlements as of February 1, 2010 when Amcor acquired Alcan Packaging from Rio Tinto Limited.

Net periodic benefit cost for benefit plans include the following components:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Service cost | $ 23.4 | $ 14.9 | $ 16.3 |
| Interest cost | 48.5 | 26.4 | 27.5 |
| Expected return on plan assets | (72.2) | (32.7) | (38.4) |
| Amortization of net loss | 5.4 | 3.4 | 5.2 |
| Amortization of prior service credit | (1.6) | (1.7) | (2.2) |
| Curtailment credit | 0.3 | (0.1) | (2.7) |
| Settlement costs | 5.3 | 2.3 | 2.0 |
| Other | 0.8 | — | — |
| **Net periodic benefit cost** | **$ 9.9** | **$ 12.5** | **$ 7.7** |

Amounts recognized in the consolidated income statements comprise the following:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Cost of sales | $ 16.1 | $ 10.3 | $ 11.3 |
| Selling, general and administrative expenses | 7.3 | 4.6 | 5.0 |
| Other non-operating (income) loss, net | (13.5) | (2.4) | (8.6) |
| **Net periodic benefit cost** | **$ 9.9** | **$ 12.5** | **$ 7.7** |

Changes in benefit obligations and plan assets were as follows:

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| **Change in benefit obligation:** | | |
| **Benefit obligation at the beginning of the year** | **$ 1,985.0** | **$ 1,179.9** |
| Service cost | 23.4 | 14.9 |
| Interest cost | 48.5 | 26.4 |
| Participant contributions | 6.1 | 6.1 |
| Actuarial loss (gain) | 127.4 | 101.5 |
| Plan curtailments | (0.1) | (0.1) |
| Settlements | (42.6) | (26.9) |
| Benefits paid | (76.8) | (37.6) |
| Administrative expenses | (5.0) | (1.8) |
| Plan amendments | (0.2) | 11.0 |
| Acquisitions | 0.1 | 723.8 |
| Other | 2.8 | — |
| Foreign currency translation | (17.7) | (12.2) |
| **Benefit obligation at the end of the year** | **$ 2,050.9** | **$ 1,985.0** |
| **Accumulated benefit obligation at the end of the year** | **$ 1,978.7** | **$ 1,917.0** |

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| **Change in plan assets:** | | |
| **Fair value of plan assets at the beginning of the year** | **$ 1,631.0** | **$ 939.3** |
| Actual return on plan assets | 158.8 | 65.8 |
| Employer contributions | 34.3 | 35.7 |
| Participant contributions | 6.1 | 6.1 |
| Benefits paid | (76.8) | (37.6) |
| Settlements | (42.6) | (27.1) |
| Administrative expenses | (5.0) | (1.8) |
| Acquisitions | — | 662.2 |
| Foreign currency translation | (14.7) | (11.6) |
| **Fair value of plan assets at the end of the year** | **$ 1,691.1** | **$ 1,631.0** |

The following table provides information for defined benefit plans with a projected benefit obligation in excess of plan assets:

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| Projected benefit obligation | $ 1,694.9 | $ 1,658.5 |
| Accumulated benefit obligation | 1,625.9 | 1,590.0 |
| Fair value of plan asset | 1,291.7 | 1,265.0 |

Amounts recognized in the consolidated balance sheets consist of the following:

| (in millions) | June 30, 2020 | June 30, 2019 |
|---|---|---|
| Employee benefit asset | $ 1,691.1 | $ 1,631.0 |
| Employee benefit obligation | (2,050.9) | (1,985.0) |
| **Unfunded status** | **$ (359.8)** | **$ (354.0)** |

The following table provides information as to how the funded / unfunded status is recognized in the consolidated balance sheets:

| (in millions) | June 30, 2020 | June 30, 2019 |
|---|---|---|
| Non-current assets - Employee benefit assets | **$ 43.4** | **$ 40.2** |
| Current liabilities - Other current liabilities | **(11.5)** | **(7.4)** |
| Non-current liabilities - Employee benefit obligations | **(391.7)** | **(386.8)** |
| **Unfunded status** | **$ (359.8)** | **$ (354.0)** |

The components of other comprehensive (income) loss are as follows:

| (in millions) | Years ended June 30, 2020 | 2019 | 2018 |
|---|---|---|---|
| **Changes in plan assets and benefit obligations recognized in other comprehensive (income) loss:** | | | |
| Net actuarial loss (gain) occurring during the year | $ 40.7 | $ 68.4 | $ (33.1) |
| Net prior service loss (gain) occurring during the year | (0.2) | 11.1 | — |
| Amortization of actuarial loss | (5.4) | (3.4) | (5.2) |
| Loss (gain) recognized due to settlement/curtailment | (5.6) | (2.2) | 0.7 |
| Amortization of prior service credit | 1.6 | 1.7 | 2.2 |
| Foreign currency translation | (2.9) | (3.3) | 0.9 |
| Tax effect | (11.8) | (13.3) | 6.9 |
| **Total recognized in other comprehensive (income) loss** | **$ 16.4** | **$ 59.0** | **$ (27.6)** |

| (in millions) | June 30, 2020 | 2019 | 2018 |
|---|---|---|---|
| Net prior service credit | $ (5.8) | $ (7.0) | $ (19.8) |
| Net actuarial loss | 236.9 | 209.9 | 150.3 |
| **Accumulated other comprehensive (income) loss at the end of the year** | **$ 231.1** | **$ 202.9** | **$ 130.5** |

The estimated net actuarial loss and net prior service credit for the defined benefit pension plans that will be amortized from accumulated other comprehensive income (loss) into net periodic benefit cost over the next fiscal year are a loss of $8.0 million and a credit of $1.7 million, respectively.

Weighted-average assumptions used to determine benefit obligations at year end were:

| | June 30, 2020 | 2019 | 2018 |
|---|---|---|---|
| Discount rate | 2.0 % | 2.5 % | 2.3 % |
| Rate of compensation increase | 1.9 % | 2.1 % | 1.9 % |

Weighted-average assumptions used to determine net periodic benefit cost at year end were:

| | June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | 2018 |
| Discount rate | 2.5 % | 2.3 % | 2.1 % |
| Rate of compensation increase | 2.1 % | 1.9 % | 1.8 % |
| Expected long-term rate of return on plan assets | 4.5 % | 3.6 % | 4.1 % |

Where funded, the Company and, in some countries, the employees make cash contributions into the pension fund. In the case of unfunded plans, the Company is responsible for benefit payments as they fall due. Plan funding requirements are generally determined by local regulation and/or best practice and differ between countries. The local statutory funding positions are not necessarily consistent with the funded status disclosed on the consolidated balance sheet. For any funded plans in deficit (as measured under local country guidelines), the Company agrees with the trustees and plan fiduciaries to undertake suitable funding programs to provide additional contributions over time in accordance with local country requirements. Contributions to the Company's defined benefit pension plans, not including unfunded plans, are expected to be $24.2 million over the next fiscal year.

The following benefit payments for the succeeding five fiscal years and thereafter, which reflect expected future service, as appropriate, are expected to be paid:

| (in millions) | |
|---|---|
| 2021 | $ 90.7 |
| 2022 | 88.7 |
| 2023 | 89.7 |
| 2024 | 92.0 |
| 2025 | 91.4 |
| 2026-2030 | 477.0 |

The ERISA Benefit Plan Committee in the United States, the Pension Plan Committee in Switzerland and the Trustees of the pension plans in Canada, Ireland and UK establish investment policies and strategies for the Company's pension plan assets and are required to consult with the Company on changes to their investment policy. In developing the expected long-term rate of return on plan assets at each measurement date, the Company considers the plan assets' historical returns, asset allocations, and the anticipated future economic environment and long-term performance of the asset classes. While appropriate consideration is given to recent and historical investment performance, the assumption represents management's best estimate of the long-term prospective return.

The pension plan assets measured at fair value were as follows:

| | June 30, 2020 | | | |
|---|---|---|---|---|
| (in millions) | Level 1 | Level 2 | Level 3 | Total |
| Equity securities | $ 114.3 | $ 182.8 | $ — | $ 297.1 |
| Government debt securities | 65.9 | 516.4 | — | 582.3 |
| Corporate debt securities | 59.9 | 162.0 | — | 221.9 |
| Real estate | 60.4 | — | 2.4 | 62.8 |
| Cash and cash equivalents | 41.8 | 6.8 | — | 48.6 |
| Other | 18.1 | 6.6 | 453.7 | 478.4 |
| **Total** | **$ 360.4** | **$ 874.6** | **$ 456.1** | **$ 1,691.1** |

| (in millions) | June 30, 2019 Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Equity securities | $ 150.1 | $ 137.3 | $ — | $ 287.4 |
| Government debt securities | 128.6 | 177.8 | — | 306.4 |
| Corporate debt securities | 69.6 | 410.7 | — | 480.3 |
| Real estate | 60.7 | — | 2.3 | 63.0 |
| Cash and cash equivalents | 12.1 | 31.4 | — | 43.5 |
| Other | 10.7 | 0.1 | 439.6 | 450.4 |
| **Total** | **$ 431.8** | **$ 757.3** | **$ 441.9** | **$ 1,631.0** |

**Equity securities:** Valued at the closing prices reported in the active market in which the individual securities are traded.

**Government debt securities:** Valued using the pricing of similar agency issues, live trading feeds from several vendors and benchmark yield.

**Corporate debt securities:** Valued using market inputs including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers and reference data including market research publications. Inputs may be prioritized differently at certain times based on market conditions.

**Real estate:** Valued at the closing prices reported in the active market in which the listed real estate funds are traded.

**Cash and cash equivalents:** Consist of cash on deposit with brokers and short-term money market funds and are shown net of receivables and payables for securities traded at period end but not yet settled. All cash and cash equivalents are stated at cost, which approximates fair value.

**Other:**

**Level 1:** Mutual funds. A daily asset value is available for these assets.

**Level 2:** Assets held in diversified growth funds, pooled funds, financing funds and derivatives, where the value of the assets are determined by the investment managers or an external valuer based on the probable value of the underlying assets.

**Level 3:** Indemnified plan assets and a buy-in policy, insurance contacts and pooled funds (equity, credit, macro-orientated, multi-strategy, cash and other). The value of indemnified plan assets and the buy-in policy are determined based on the value of the liabilities that the assets cover. The value of insurance contracts is determined by the insurer based on the value of the insurance policies. The value of the pooled funds is calculated by the investment managers based on the values of the underlying portfolios.

The following table sets forth a summary of changes in the value of the Company's Level 3 assets:

| (in millions) | |
|---|---|
| **Balance as of June 30, 2019** | **$ 441.9** |
| Actual return on plan assets | 15.8 |
| Purchases, sales and settlements | 10.4 |
| Transfer out of Level 3 | (0.4) |
| Foreign currency translation | (11.6) |
| **Balance as of June 30, 2020** | **$ 456.1** |

**Note 13 - Debt**

**Long-Term Debt**

The following table summarizes the carrying value of long-term debt at June 30, 2020 and 2019, respectively:

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| Bank loans | $ 416.7 | $ 2,116.4 |
| Commercial paper (1) | 1,976.5 | 221.2 |
| U.S. dollar notes due 2019, 2021, 2026, 2028 and 2030 (1) | 2,299.9 | 2,199.9 |
| U.S. private placement notes due 2021 (1) | 275.0 | 275.0 |
| Euro bonds due 2023 and 2027 | 899.4 | 341.5 |
| Euro private placement notes due 2020 (1) | 112.4 | 113.7 |
| Other loans | 22.1 | 33.1 |
| Finance lease obligations | 33.2 | 4.3 |
| Interest rate swap adjustment | 31.3 | 34.9 |
| Unamortized discounts and debt issuance costs | (27.0) | (25.6) |
| **Total debt** | **6,039.5** | **5,314.4** |
| Less: current portion | (11.1) | (5.4) |
| **Total long-term debt** | **$ 6,028.4** | **$ 5,309.0** |

(1) Indicates debt which has been classified as long-term liabilities in accordance with the Company’s ability and intent to refinance such obligations on a long-term basis.

At June 30, 2020 and 2019, land, plant and buildings with a carrying value of $30.5 million and $34.0 million, respectively, have been pledged as security for bank and other loans.

The following table summarizes the contractual maturities of the Company's long-term debt, including current maturities (excluding payments for finance leases) at June 30, 2020 for the succeeding five fiscal years and thereafter:

| **(in millions)** | |
|---|---|
| 2021 | $ 409.6 |
| 2022 (1) | 1,424.7 |
| 2023 (1) | 389.9 |
| 2024 (2) | 1,292.1 |
| 2025 | — |
| Thereafter | 2,485.7 |

(1) Commercial paper denominated in U.S. dollars is classified as maturing in 2022 and 2023, supported by the 3 year and 4 year syndicated facilities.
(2) Commercial paper denominated in Euros is classified as maturing in 2024, supported by the 5 year syndicated facility.

***Bank loans***

The Group has entered into syndicated and bilateral multi-currency credit facilities with financial institutions. The facilities' limits, maturities and interest rates are as follows:

| (in millions) | Original Facility Limit | Current Facility Limit | Maturity | | Interest Rate | |
|---|---|---|---|---|---|---|
| | | | 2019 | 2020 | 2019 | 2020 |
| 364 day syndicated facility (1) | $ 1,050.0 | $ — | April 5, 2020 | — | LIBOR + 1.125% | — |
| 3 year term syndicated facility | 750.0 | 400.0 | April 30, 2022 | April 30, 2022 | LIBOR + 1.125% | LIBOR + 1.125% |
| 3 year syndicated facility | 750.0 | 750.0 | April 30, 2022 | April 30, 2022 | LIBOR + 1.250% | LIBOR + 1.250% |
| 4 year syndicated facility | 1,500.0 | 1,500.0 | April 30, 2023 | April 30, 2023 | LIBOR + 1.250% | LIBOR + 1.250% |
| 5 year syndicated facility | 1,500.0 | 1,500.0 | April 30, 2024 | April 30, 2024 | LIBOR + 1.250% | LIBOR + 1.250% |

(1) The 364 day syndicated facility was canceled on June 29, 2020.

| (in millions) | June 30, 2020 | |
|---|---|---|
| | Facility Usage | Undrawn Commitments |
| 3 year term syndicated facility | 400.0 | — |
| 3 year syndicated facility (1) (2) | 750.0 | — |
| 4 year syndicated facility (1) (2) | 46.8 | 1,453.2 |
| 5 year syndicated facility (1) (2) | 1,179.8 | 320.2 |
| Secured bank loans | 11.0 | — |
| **Total** | **$ 2,387.6** | **$ 1,773.4** |

| (in millions) | June 30, 2019 | |
|---|---|---|
| | Facility Usage | Undrawn Commitments |
| 364 day syndicated facility | $ 511.6 | $ 538.4 |
| 3 year term syndicated facility | 750.0 | — |
| 3 year syndicated facility (1) (2) | 200.0 | 328.7 |
| 4 year syndicated facility (1) | 1,155.2 | 344.8 |
| 5 year syndicated facility (1) | — | 1,500.0 |
| Secured bank loans | 2.4 | 14.3 |
| **Total** | **$ 2,619.2** | **$ 2,726.2** |

(1) The 3, 4 and 5 year syndicated facilities support the Company's commercial paper borrowings.
(2) June 30, 2020 and 2019 commercial paper included in this syndicated facility.

Facility fees of approximately 0.10% to 0.15% are payable on the undrawn commitments.

The Company has access to a single, multi-tranche syndicated facility with a group of counterparty banks. The funding arrangements provide for $4.2 billion of facilities consisting of a 3 year term loan tranche expiring in 2022, as well as 3, 4 and 5 year revolver tranches expiring between 2022 and 2024, which may be used to support our commercial paper borrowings. The agreements include customary terms and conditions for a syndicated facility of this nature and the revolving tranches have two 12 month options available to management to extend the maturity date.

On September 25, 2019 and December 15, 2019, the Company canceled $250.0 million and $100.0 million, respectively, of the $750.0 million term loan facility.

In April 2020, the Company extended the maturity of a 364 day syndicated facility by an additional six months to October 2020 and reduced the facility size from $1,050.0 million to $840.0 million. This facility was canceled on June 29, 2020 following the issuance of $500.0 million 10 year senior unsecured notes on June 19, 2020 and €500.0 million 7 year senior unsecured notes on June 23, 2020.

***U.S. Dollar Notes due 2030***

On June 19, 2020, the Company completed an offering of $500.0 million aggregate principal amount of its Senior Unsecured Notes due 2030 (the "Notes due 2030") in a registered offering. The Notes due 2030 mature on June 19, 2030. The Company pays interest at 2.63% per annum, semi-annually in arrears on June 19 and December 19, commencing on December 19, 2020. The Company may redeem some or all the notes at any time at a redemption price equal to the greater of the principal amount and a make-whole amount plus accrued and unpaid interest to the redemption date. On or after March 19, 2030 (three months prior to the maturity date), the Company may redeem any note at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest to the redemption date.

***U.S. Dollar Notes due 2028***

On May 7, 2018, the Company completed an offering of $500.0 million aggregate principal amount of its Senior Unsecured Notes due 2028 (the "Notes due 2028") in a private offering. The Notes due 2028 mature on May 15, 2028. The Company pays interest at 4.5% per annum, semi-annually in arrears on May 15 and November 15, commencing on November 15, 2018. The Company may redeem some or all the notes at any time at a redemption price equal to the greater of the principal amount and a make-whole amount plus accrued and unpaid interest to the redemption date. On or after February 15, 2028 (three months prior to the maturity date), the Company may redeem any note at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest to the redemption date.

***U.S. Dollar Notes due 2026***

On April 19, 2016, the Company completed an offering of $600.0 million aggregate principal amount of its Senior Unsecured Notes due 2026 (the "Notes due 2026") in a private offering. The Notes due 2026 mature on April 28, 2026. The Company pays interest at 3.625% per annum, semi-annually in arrears on April 28 and October 28, commencing on October 28, 2016. The Company may redeem some or all the notes at any time at a redemption price equal to the greater of 100% of the principal amount and the sum of present value of the principal amount of the notes to be redeemed and the present value of the remaining scheduled payments of interest as determined by a quotation agent. On or after January 28, 2026 (three months prior to the maturity date), the redemption price will equal 100% of the principal amount plus accrued and unpaid interest to the redemption date.

***U.S. Dollar Notes due 2019, 2021 and 2026***

On June 11, 2019, the Company completed its acquisition of Bemis and assumed its Senior Unsecured Notes (the "Bemis Notes"). The Bemis Notes were issued on July 27, 2009, October 4, 2011 and September 15, 2016 and have an aggregate principal amount of $400.0 million, $399.9 million and $300.0 million and mature on August 1, 2019, October 15, 2021 and September 15, 2026. The Company pays interest at 6.80%, 4.50% and 3.10% per annum, semi-annually in arrears, on the Bemis Notes maturing in 2019, 2021 and 2026, respectively. The Company retired upon maturity the note due on August 1, 2019.

***U.S. Private Placement Notes due 2016, 2018 and 2021***

On December 15, 2009, the Company completed an offering of $850.0 million aggregate principal amount of its Senior Unsecured Notes with bullet maturities of December 15, 2016 ($275.0 million), December 15, 2018 ($300.0 million) and December 15, 2021 ($275.0 million). The Company pays interest at 5.38%, 5.69% and 5.95% per annum respectively, semi-annually in arrears on June 15 and December 15, commencing on June 15, 2010. In December 2016 and December 2018, $275.0 million and $300.0 million, respectively, of aggregate principal amount was fully repaid. The Company may, at its option, redeem all, or from time to time any part of, the notes, in an amount not less than 5.0% of the aggregate principal amount of the notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, plus the applicable make-whole amounts determined for the prepayment date with respect to such principal amount.

***Euro Bonds due 2027***

On June 23, 2020, the Company issued €500.0 million of unsecured Eurobond market borrowings with maturity June 23, 2027. The Company will pay interest at 1.125% per annum, annually in arrears, commencing on June 23, 2021. The Company may redeem some or all the notes at any time at a redemption price equal to the greater of the principal amount and a make-whole amount plus accrued and unpaid interest to the redemption date. On or after April 23, 2027 (two months prior to the maturity date), the Company may redeem any note at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest to the redemption date.

***Euro Bonds due 2023***

On March 22, 2013, the Company issued €300.0 million of unsecured Eurobond market borrowings with maturity March 22, 2023. The Company pays interest at 2.75% per annum, annually in arrears, commencing on March 22, 2014. A noteholder has the option to require the Company to redeem or, at the Company's option, purchase any notes held by it on the change of control put date (as defined in the agreement and conditional upon a credit rating downgrade to sub-investment grade) at the optional redemption amount together with interest accrued to (but excluding) the change of control put date.

***Euro Private Placement Notes due 2020***

On September 1, 2010, the Company completed an offering of €150.0 million (of which €100.0 million were outstanding as of June 30, 2019) aggregate principal amount of its Senior Unsecured Notes due 2020 (the "Notes due 2020") in a private offering. The Notes due 2020 mature on September 1, 2020. The Company pays interest on the Notes due 2020 at 5.0% per annum, semi-annually in arrears on March 1 and September 1, commencing on March 1, 2011. The Company may, at its option, redeem all, or from time to time any part of, the notes, in an amount not less than 5.0% of the aggregate principal amount of the notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, plus the applicable make-whole amounts determined for the prepayment date with respect to such principal amount.

***Exchange of Notes Related to Bemis Acquisition***

On June 13, 2019, pursuant to terms and conditions of the offering memorandum and consent solicitation statement, dated as of May 8, 2019, Amcor Finance (USA), Inc. and Bemis Company, Inc. settled the exchange of various Senior and Guaranteed Senior Notes for new Guaranteed Senior Notes issued by the Issuers.

Consent was received from Note holders who tendered approximately 91.7% of Notes across five notes (U.S. dollar notes due 2026 and 2028, and the Bemis Notes due 2019, 2021 and 2026). In return for the debt exchange, certain indenture terms and conditions were amended and/or removed relating to Bemis Company, Inc.

Subsequently on April 23, 2020, 99.9% of these Notes were tendered by Note holders and exchanged under a Form S-1 Statement filed March 9, 2020. These Notes have been registered under the Securities Act, as described in an Exchange Offer Prospectus of the Company dated March 23, 2020.

***Guarantees and Financial Covenants***

All the notes are general unsecured senior obligations of the Company and are fully and unconditionally guaranteed on a joint and several basis by certain existing subsidiaries that guarantee its other indebtedness.

The Company is required to satisfy certain financial covenants pursuant to its bank loans and notes, which are tested as of the last day of each quarterly and annual financial period, including: a) a leverage ratio, which is calculated as total net debt divided by Adjusted EBITDA and b) an interest coverage ratio, which is calculated as Adjusted EBITDA divided by net interest expense, as defined in the related debt agreements. As of June 30, 2020 and 2019, the Company was in compliance with all debt covenants.

**Short-Term Debt**

Short-term debt, which primarily consists of bank loans and bank overdrafts, is generally used to fund working capital requirements. The Company has classified commercial paper as long-term at June 30, 2020 in accordance with the Company’s ability and intent to refinance such obligations on a long-term basis.

The following table summarizes the carrying value of short-term debt at June 30, 2020 and 2019, respectively.

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| Bank loans | 184.2 | 533.6 |
| Secured borrowings | — | 152.7 |
| Bank overdrafts | 11.0 | 102.5 |
| **Total short-term debt** | **$ 195.2** | **$ 788.8** |

As of June 30, 2020, the Company paid a weighted-average interest rate of 2.97% per annum, payable at maturity. As of June 30, 2019, the Company paid a weighted-average interest rate of 1.61% per annum, payable at maturity.

The Company enters into factoring arrangements from time to time to sell trade receivables to third-party financial institutions. Agreements that do not qualify as true sales, as defined in ASC 860, are accounted for as secured borrowings and recorded in the consolidated balance sheet within short-term debt. The secured borrowings at June 30, 2019 reflect agreements that do not qualify as true sales.

**Note 14 - Leases**

The components of lease expense are as follows:

| (in millions) | Statement of Income Location | Year Ended June 30, 2020 | |
|---|---|---|---|
| **Operating leases** | | | |
| Cost of sales | | $ | 89.7 |
| Selling, general and administrative expenses | | | 22.4 |
| | | | |
| **Finance leases** | | | |
| Cost of sales (amortization of right-of-use assets) | | | 1.8 |
| Interest expense (interest on lease liabilities) | | | 0.8 |
| **Total lease cost (1)** | | **$** | **114.7** |

(1) Includes short-term leases and variable lease costs, which are immaterial.

The Company's leases do not contain any material residual value guarantees or material restrictive covenants. At June 30, 2020, the Company does not have material lease commitments that have not commenced.

Supplemental balance sheet information related to leases was as follows:

| (in millions) | Balance Sheet Location | June 30, 2020 | |
|---|---|---|---|
| **Assets** | | | |
| Operating lease right-of-use assets, net | Operating lease assets | $ | 525.3 |
| Finance lease assets (1) | Property, plant and equipment, net | | 31.2 |
| **Total lease assets** | | **$** | **556.5** |
| | | | |
| **Liabilities** | | | |
| Operating leases: | | | |
| Current operating lease liabilities | Other current liabilities | $ | 84.0 |
| Non-current operating lease liabilities | Operating lease liabilities | | 465.7 |
| Finance leases: | | | |
| Current finance lease liabilities | Current portion of long-term debt | | 1.6 |
| Non-current finance lease liabilities | Long-term debt, less current portion | | 31.6 |
| **Total lease liabilities** | | **$** | **582.9** |

(1) Finance lease assets are recorded net of accumulated amortization of $5.8 million at June 30, 2020.

Supplemental cash flow information related to leases was as follows:

| (in millions) | June 30, 2020 | |
|---|---|---|
| Cash paid for amounts included in the measurement of lease liabilities: | | |
| Operating cash flows from operating leases | $ | 107.9 |
| Operating cash flows from finance leases | $ | 0.7 |
| Financing cash flows from finance leases | $ | 1.6 |
| | | |
| Lease assets obtained in exchange for new lease obligations: | | |
| Operating leases | $ | 63.2 |
| Finance leases | $ | 31.3 |

Maturities of lease liabilities are as follows:

| (in millions) | Operating Leases | Finance Leases |
|---|---|---|
| Fiscal 2021 | 99.7 | 2.9 |
| Fiscal 2022 | 89.0 | 2.8 |
| Fiscal 2023 | 77.3 | 2.6 |
| Fiscal 2024 | 66.7 | 2.6 |
| Fiscal 2025 | 49.4 | 2.2 |
| Thereafter | 280.1 | 32.6 |
| Total lease payments | 662.2 | 45.7 |
| Less: imputed interest | 112.5 | 12.5 |
| **Present value of lease liabilities** | **$ 549.7** | **$ 33.2** |

The Company's future minimum lease commitments as of June 30, 2019, under Accounting Standard Codification Topic 840, the predecessor to Topic 842, are as follows:

| (in millions) | Operating Leases |
|---|---|
| Fiscal 2020 | $ 97.6 |
| Fiscal 2021 | 90.4 |
| Fiscal 2022 | 77.7 |
| Fiscal 2023 | 67.3 |
| Fiscal 2024 | 55.9 |
| Thereafter | 301.8 |
| **Total minimum obligations** | **$ 690.7** |

The weighted average remaining lease term and discount rate are as follows:

| | June 30, 2020 |
|---|---|
| Weighted average remaining lease term (in years): | |
| Operating leases | 9.6 |
| Finance leases | 18.2 |
| | |
| Weighted average discount rate: | |
| Operating Leases | 3.8 % |
| Finance leases | 3.9 % |

**Note 15 - Shareholders' Equity**

The changes in ordinary and treasury shares during fiscal years 2020, 2019 and 2018 were as follows:

| | Ordinary Shares | | Treasury Shares | |
|---|---|---|---|---|
| **(shares and dollars in millions)** | **Number of Shares** | **Amount** | **Number of Shares** | **Amount** |
| **Balance as of June 30, 2017** | **1,158.1** | **—** | **0.7** | **(8.1)** |
| Options exercised and shares vested | — | — | (6.0) | 75.5 |
| Settlement of forward contracts to purchase own equity to meet share base incentive plans, net of tax | — | — | 3.0 | (39.0) |
| Purchase of treasury shares | — | — | 3.2 | (39.1) |
| **Balance as of June 30, 2018** | **1,158.1** | **—** | **0.9** | **(10.7)** |
| Net shares issued | — | 11.6 | — | — |
| Options exercised and shares vested | — | — | (4.0) | 41.5 |
| Settlement of forward contracts to purchase own equity to meet share base incentive plans, net of tax | — | — | 2.5 | (25.1) |
| Purchase of treasury shares | — | — | 2.0 | (21.8) |
| Acquisition of Bemis | 467.8 | 4.7 | — | — |
| **Balance as of June 30, 2019** | **1,625.9** | **16.3** | **1.4** | **(16.1)** |
| Share buy-back/cancellations | (57.4) | (0.6) | — | — |
| Options exercised and shares vested | — | — | (1.4) | 16.1 |
| Purchase of treasury shares | — | — | 6.7 | (67.0) |
| **Balance as of June 30, 2020** | **1,568.5** | **15.7** | **6.7** | **(67.0)** |

The changes in the components of accumulated other comprehensive income (loss) during the years ended June 30, 2020, 2019 and 2018 were as follows:

| (in millions) | Foreign Currency Translation (Net of Tax) | Net Investment Hedge (Net of Tax) | Pension (Net of Tax) | Effective Derivatives (Net of Tax) | Total Accumulated Other Comprehensive Income (Loss) |
|---|---|---|---|---|---|
| **Balance as of June 30, 2017** | **$ (713.3)** | **$ —** | **$ (58.2)** | **$ (6.6)** | **$ (778.1)** |
| Other comprehensive income (loss) before reclassifications | 44.0 | — | 25.8 | 1.4 | 71.2 |
| Amounts reclassified from accumulated other comprehensive income (loss) | — | — | 1.8 | (3.4) | (1.6) |
| Net current period other comprehensive income (loss) | 44.0 | — | 27.6 | (2.0) | 69.6 |
| **Balance as of June 30, 2018** | **(669.3)** | **—** | **(30.6)** | **(8.6)** | **(708.5)** |
| Other comprehensive income (loss) before reclassifications | 59.9 | (11.2) | (62.0) | (5.4) | (18.7) |
| Amounts reclassified from accumulated other comprehensive income (loss) | — | — | 3.0 | 1.8 | 4.8 |
| Net current period other comprehensive income (loss) | 59.9 | (11.2) | (59.0) | (3.6) | (13.9) |
| **Balance as of June 30, 2019** | **(609.4)** | **(11.2)** | **(89.6)** | **(12.2)** | **(722.4)** |
| Other comprehensive income (loss) before reclassifications | (297.6) | (2.3) | (24.9) | (27.6) | (352.4) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 11.1 | — | 8.5 | 5.9 | 25.5 |
| Net current period other comprehensive income (loss) | (286.5) | (2.3) | (16.4) | (21.7) | (326.9) |
| **Balance as of June 30, 2020** | **$ (895.9)** | **$ (13.5)** | **$ (106.0)** | **$ (33.9)** | **$ (1,049.3)** |

The following tables provide details of amounts reclassified from Accumulated other comprehensive income (loss):

| | For the years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Amortization of pension: | | | |
| Amortization of prior service credit | $ (1.6) | $ (1.7) | $ (2.2) |
| Amortization of actuarial loss | 5.4 | 3.4 | 5.2 |
| Effect of pension settlement/curtailment | 5.6 | 2.2 | (0.7) |
| Total before tax effect | 9.4 | 3.9 | 2.3 |
| Tax benefit on amounts reclassified into earnings | (0.9) | (0.9) | (0.5) |
| **Total net of tax** | **$ 8.5** | **$ 3.0** | **$ 1.8** |
| | | | |
| (Gains) losses on cash flow hedges: | | | |
| Commodity contracts | $ 5.5 | $ 1.6 | $ (3.2) |
| Forward exchange contracts | 1.2 | 0.2 | (0.2) |
| Treasury locks | 0.2 | — | — |
| Total before tax effect | 6.9 | 1.8 | (3.4) |
| Tax benefit on amounts reclassified into earnings | (1.0) | — | — |
| **Total net of tax** | **$ 5.9** | **$ 1.8** | **$ (3.4)** |
| | | | |
| (Gains) losses on foreign currency translation: | | | |
| Foreign currency translation adjustment (1) | $ 11.1 | $ — | $ — |
| Total before tax effect | 11.1 | — | — |
| Tax benefit on amounts reclassified into earnings | — | — | — |
| **Total net of tax** | **$ 11.1** | **$ —** | **$ —** |

(1) Includes the loss on sale of the EC Remedy of $8.8 million, which is the result of the reclassification of accumulated foreign currency translation amounts from accumulated other comprehensive income to earnings. Refer to Note 5, "Discontinued Operations" for more information.

**Forward contracts to purchase own shares**

The Company's employee share plans require the delivery of shares to employees in the future when rights vest or vested options are exercised. The Company currently acquires shares on the open market to deliver shares to employees to satisfy vesting or exercising commitments. This exposes the Company to market price risk.

To manage the market price risk, the Company has entered into forward contracts for the purchase of its ordinary shares. As of June 30, 2020, the Company has entered into forward contracts that mature in June 2021 to purchase 2.0 million shares at an average price of $10.68. As of June 30, 2019, the Company had outstanding forward contracts for 1.0 million shares at a price of $11.00 that matured in June 2020.

The forward contracts to purchase the Company's own shares are classified as a current liability. Equity is reduced by an amount equal to the fair value of the shares at inception. The carrying value of the forward contracts at each reporting period was determined based on the present value of the cost required to settle the contract.

**Note 16 - Income Taxes**

Amcor plc is a tax resident of the United Kingdom of Great Britain and Northern Ireland ("UK"). Prior to the acquisition of Bemis, the ultimate parent of the Company at June 30, 2018 was Amcor Limited, which was a tax resident of Australia.

The components of income before income taxes and equity in income (loss) of affiliated companies were as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Domestic | (35.6) | $ 31.7 | $ (206.6) |
| Foreign | 860.8 | 572.4 | 929.5 |
| **Total income before income taxes and equity in income (loss) of affiliated companies** | **$ 825.2** | **$ 604.1** | **$ 722.9** |

Income tax expense consisted of the following:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| **Current tax** | | | |
| Domestic | 0.5 | $ 7.2 | $ 0.2 |
| Foreign | 300.1 | 91.5 | 192.1 |
| **Total current tax** | 300.6 | 98.7 | 192.3 |
| **Deferred tax** | | | |
| Domestic | 1.0 | (3.2) | (21.3) |
| Foreign | (114.7) | 76.0 | (52.2) |
| **Total deferred tax** | **(113.7)** | **72.8** | **(73.5)** |
| **Income tax expense** | **$ 186.9** | **$ 171.5** | **$ 118.8** |

The following is a reconciliation of income tax computed at the UK statutory tax rate of 18.5%, 19% and 30% (Australian) for fiscal years 2020, 2019 and 2018, respectively, to income tax expense.

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Income tax expense at statutory rate | $ 152.7 | $ 114.8 | $ 216.9 |
| Foreign tax rate differential | 70.2 | 59.5 | (40.8) |
| Tax-exempt income | — | — | 5.7 |
| Non-deductible expenses | 13.2 | 5.6 | (7.7) |
| Tax law changes | (30.5) | (2.3) | (52.9) |
| Change in valuation allowance | (16.5) | (5.9) | 5.3 |
| Other | (2.2) | (0.2) | (7.7) |
| **Income tax expense** | **$ 186.9** | **$ 171.5** | **$ 118.8** |

Amcor operates in over forty different jurisdictions with a wide range of statutory tax rates. The tax expense from operating in non-UK jurisdictions in excess of the UK statutory tax rate is included in the line "Foreign tax rate differential" in the above tax rate reconciliation table. For fiscal year 2020, the Company's effective tax rate was 22.6% as compared to the effective tax rates of 28.4% and 16.4% for fiscal years 2019 and 2018, respectively. The fiscal year 2020 foreign tax rate differential reflects a benefit related to Swiss tax law changes, which was mostly offset by current period tax charges related to true-up adjustments. Refer to the section "Swiss Tax Reform" in this footnote for a discussion of the benefit realized for Swiss tax law changes which the Company recognized in fiscal year 2020.

For fiscal year 2020, the Company's effective tax rate for the year was higher than its UK statutory tax rate primarily due to pretax income being earned in jurisdictions outside of the UK where the applicable tax rates are higher than the UK statutory tax rate.

Significant components of deferred tax assets and liabilities are as follows:

| (in millions) | June 30, 2020 | 2019 |
|---|---|---|
| **Deferred tax assets** | | |
| Inventories | 23.3 | 6.3 |
| Accrued employee benefits | 126.3 | 103.1 |
| Provisions | 5.1 | 14.1 |
| Net operating loss carryforwards | 252.8 | 275.0 |
| Tax credit carryforwards | 49.0 | 49.9 |
| Accruals and other | 65.9 | 122.7 |
| **Total deferred tax assets** | **522.4** | **571.1** |
| Valuation allowance | (363.8) | (290.9) |
| **Net deferred tax assets** | **158.6** | **280.2** |
| **Deferred tax liabilities** | | |
| Property, plant and equipment | (306.6) | (329.2) |
| Other intangible assets, including impacts from Swiss tax reform | (349.5) | (638.5) |
| Trade receivables | (7.2) | (6.7) |
| Derivatives | (5.4) | (20.4) |
| Undistributed foreign earnings | (26.9) | (106.2) |
| **Total deferred tax liabilities** | **(695.6)** | **(1,101.0)** |
| **Net deferred tax liability** | **(537.0)** | **(820.8)** |
| Deferred tax assets | 135.4 | 190.9 |
| Deferred tax liabilities | (672.4) | (1,011.7) |
| **Net deferred tax liability** | **$ (537.0)** | **$ (820.8)** |

Deferred tax liabilities relating to other intangible assets is shown net of a deferred tax asset arising from Swiss tax reform which was recorded in the fourth quarter of fiscal year 2020 and reflected in the balance as at June 30, 2020. A valuation allowance is recorded against the deferred tax asset to bring the net amount recorded to the amount more likely than not to be realized. Refer to the section titled "Swiss Tax Reform" for more information.

The Company maintains a valuation allowance on net operating losses and other deferred tax assets in jurisdictions for which it does not believe it is more likely than not to realize those deferred tax assets based upon all available positive and negative evidence, including historical operating performance, carry-back periods, reversal of taxable temporary differences, tax planning strategies and earnings expectations. The Company's valuation allowance increased by $72.9 million, increased by $20.4 million and increased by $5.3 million for fiscal year 2020, 2019 and 2018, respectively. The increase of the Company’s valuation allowance for the fiscal year ended June 30, 2020 is primarily attributed to the valuation allowance on the deferred tax asset arising from Swiss tax reform.

The decrease in deferred tax liability related to undistributed foreign earnings in fiscal year 2020 includes the tax impact of the EC Remedy sale of $82.5 million.

As of June 30, 2020, the Company has UK net operating losses (tax effected) and tax credits of approximately $2.9 million that do not expire. The Company has non-UK net operating losses (tax effected) and other tax attribute carryforwards of $50.9 million, the majority of which do not expire. The Company recorded valuation allowances against deferred tax assets associated with these net operating losses and tax credits. The benefits of these carryforwards are dependent upon the generation of taxable income in the jurisdictions in which they arose.

The Company considers the following factors, among others, in evaluating its plans for indefinite reinvestment of its subsidiaries' earnings: (i) the forecasts, budgets and financial requirements of the Company and its subsidiaries, both for the long term and for the short term; and (ii) the tax consequences of any decision to reinvest earnings of any subsidiary. The Company has not provided deferred taxes on approximately $968.2 million of earnings in certain foreign subsidiaries because such earnings are indefinitely reinvested in its international operations. Upon distribution of such earnings in the form of dividends or otherwise, the Company may be subject to incremental foreign tax. It is not practicable to estimate the amount of foreign tax that might be payable. A cumulative deferred tax liability of $26.9 million has been recorded attributable to undistributed earnings that the Company has deemed are no longer indefinitely reinvested. The remaining undistributed earnings of the Company's subsidiaries are not deemed to be indefinitely reinvested and can be repatriated at no tax cost. Accordingly, there is no provision for income or withholding taxes on these earnings.

The Company accounts for its uncertain tax positions in accordance with ASC 740, "Income Taxes." At June 30, 2020 and 2019, unrecognized tax benefits totaled $101.1 million and $102.6 million, respectively, all of which would favorably impact the effective tax rate if recognized.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense. During the fiscal years ended June 30, 2020, 2019 and 2018, the Company's accrual for interest and penalties for these uncertain tax positions was $7.1 million, $13.8 million, and $2.9 million, respectively. The Company does not currently anticipate that the total amount of unrecognized tax benefits will result in material changes to its financial position within the next 12 months.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years presented is as follows:

| | June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| **Balance at the beginning of the year** | **$ 102.6** | **$ 74.5** | **$ 65.1** |
| Additions based on tax positions related to the current year | 18.7 | 12.5 | 6.6 |
| Additions for tax positions of prior years | 2.3 | 8.2 | 8.9 |
| Reductions for tax positions from prior years | (13.2) | (3.7) | (5.3) |
| Reductions for settlements | (7.0) | (5.8) | — |
| Reductions due to lapse of statute of limitations | (2.3) | (12.8) | (0.8) |
| Additions related to acquisitions | — | 29.7 | — |
| **Balance at the end of the year** | **$ 101.1** | **$ 102.6** | **$ 74.5** |

The Company conducts business in a number of tax jurisdictions and, as such, is required to file income tax returns in multiple jurisdictions globally. The years 2016 through 2019 remain open for examination by the United States Internal Revenue Service ("IRS"), the year 2019 remains open for examination by Her Majesty’s Revenue & Customs ("HMRC") and the years 2011 through 2019 are currently subject to audit or remain open for examination in various U.S. states and non-U.S. tax jurisdictions.

The Company believes that its income tax reserves are adequately maintained taking into consideration both the technical merits of its tax return positions and ongoing developments in its income tax audits. However, the final determination of the Company's tax return positions, if audited, is uncertain and therefore there is a possibility that final resolution of these matters could have a material impact on the Company's results of operations or cash flows.

***Swiss Tax Reform***

During the fiscal year ended June 30, 2020, Swiss tax laws were changed in order to remove certain tax regimes and replace these with new measures that are hereafter referred to as "Swiss Tax Reform." In the fourth quarter of fiscal year 2020, the Company obtained confirmation from local authorities as to the methodology to calculate the future benefits and recorded the impact. The net impact was a benefit of $21.7 million, which consisted of a reduction in deferred tax expense from an allowed step-up of intangible assets for tax purposes.

**Note 17 - Share-based Compensation**

The Company's equity incentive plans include grants of share options, restricted shares/units, performance shares, performance rights and share rights to directors, officers and employees. In certain countries and in selected cases, cash equivalent awards are provided in the event that the issuance of equity awards is not compliant with local legislation and tax laws.

**Cash-Settled Awards**

Cash-settled awards may be granted to directors, officers and employees of the Company in lieu of, or in addition to, participation in other programs.

Such awards are accounted for as liabilities and are remeasured to fair value at each balance sheet date.

Liabilities for cash-settled share-based compensation are as follows:

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| Total carrying amount of liabilities for cash settled arrangements | $ 1.1 | $ 2.7 |

During fiscal years 2020, 2019 and 2018, the Company paid $1.6 million, $2.3 million and $1.6 million in cash, respectively, to settle these plans.

**Equity-Settled Awards**

***Share Options***

In fiscal year 2020, share options were granted to officers and employees. The exercise price for shares options was set at the time of grant. There were no share options granted in fiscal year 2019 as they were deferred due to the transaction with Bemis.

The requisite service period for outstanding share options in fiscal year 2020 ranges from two to four years. The awards are also subject to performance and market conditions. At vesting, share options can be exercised and converted to ordinary shares on a one-for-one basis, subject to payment of the exercise price. The maximum contractual term of the share options in fiscal year 2020 ranges from five to seven years from the grant date.

The fair value of the share options granted in fiscal year 2020 was estimated using the Black-Scholes option pricing model that uses the assumptions noted in the following table to produce a Monte Carlo simulation. The fair value of share options granted was estimated using the following assumptions:

| | June 30, | |
|---|---|---|
| | **2020** | **2019** |
| Expected dividend yield (%) (1) | 4.6 % | N/A |
| Expected share price volatility (%) (2) | 18.0 % | N/A |
| Risk-free interest rate (%) (3) | 1.8 % | N/A |
| Expected life of options (in years) (4) | 5.7 | N/A |

(1) Determined assuming no change in dividend payout during the expected term of the option.
(2) Determined based on the observed historical volatility for the Company's ordinary share price.
(3) Determined based on the yields on U.S. Treasury Bonds in effect at the time of grant with maturities approximately equal to the share options' expected term.
(4) Determined considering the options' contractual terms, historical exercise and post-vesting termination patterns.

The Company reassesses the probability of vesting at each reporting period and adjusts compensation expense based on its probability assessment.

Changes in outstanding share options for the year were as follows:

| | Share Options (in millions) | Weighted-average Exercise Price | Weighted-average Contractual Life (in years) |
|---|---|---|---|
| **Share options outstanding at June 30, 2019** | **10.8** | **$ 10.32** | **3.6** |
| Granted | 49.6 | 10.33 | 5.7 |
| Exercised | (0.2) | 6.08 | 6.9 |
| Forfeited | (4.2) | 10.63 | 6.0 |
| **Share options outstanding at June 30, 2020** | **56.0** | **$ 10.32** | **5.3** |
| **Vested and exercisable at June 30, 2020** | **2.5** | **$ 8.78** | **1.6** |

The aggregate intrinsic value (difference in exercise price and closing price at that date) for all share options outstanding at June 30, 2020 was zero. The aggregate intrinsic value for share options vested and exercisable at June 30, 2020 was $3.6 million. The Company received $1.1 million, $19.3 million and $28.1 million and realized a tax benefit of $0.2 million, $5.5 million and $12.3 million on the exercise of stock options during the fiscal years ended June 30, 2020, 2019 and 2018, respectively. During the fiscal years ended June 30, 2020, 2019 and 2018, the intrinsic value associated with the exercise of share options was $0.7 million, $8.3 million and $20.6 million, respectively.

The weighted-average grant date fair value of share options granted and the fair value of share options vested was as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | 2018 |
| Weighted average grant date fair value of share options granted | $ 0.7 | N/A | $ 1.1 |
| Fair value of share options vested (in millions) | $ 0.3 | $ 3.8 | $ 5.3 |

***Restricted Shares/Units***

Restricted shares/units may be granted to directors, officers and employees of the Company and vest on terms as described in the award. The restrictions prevent the participant from disposing of the restricted shares/units during the vesting period.

The fair value of restricted shares/units is determined based on the closing price of the Company's shares on the grant date. Changes in the restricted shares/units for the year were as follows:

| | Restricted Shares/Units (in millions) | Weighted-average Grant Date Fair Value |
|---|---|---|
| **Non-vested restricted shares/units at June 30, 2019** | **0.5** | $ 11.4 |
| Granted | 0.4 | 10.1 |
| Exercised | (0.2) | 12.1 |
| Forfeited | — | — |
| **Non-vested restricted shares/units at June 30, 2020** | **0.7** | $ 10.4 |

The weighted-average grant date fair value of restricted shares granted and the fair value of restricted shares/units vested was as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | 2018 |
| Weighted-average grant date fair value of restricted shares granted | $ 10.1 | N/A | $ 11.5 |
| Fair value of restricted shares/units vested (in millions) | $ 2.1 | $ 0.2 | $ 1.8 |

***Performance Rights and Performance Shares***

In fiscal year 2020, performance rights or performance shares (awarded to U.S. participants in place of performance rights) were granted to officers and employees. There were no performance rights or performance shares granted in fiscal year 2019 as they were deferred due to the transaction with Bemis.

The requisite service period for outstanding performance rights or performance shares in fiscal year 2020 ranges from two to four years. The awards are also subject to performance and market conditions. At vesting, performance rights can be exercised and converted to ordinary shares on a one-for-one basis. Performance shares vest automatically and convert to ordinary shares on a one-for-one basis. There is no amount payable by the participant.

The fair value of the performance rights and performance shares granted in fiscal year 2020 was estimated using the Black-Scholes option pricing model that uses the assumptions noted in the following table to produce a Monte Carlo simulation. The fair value of the performance rights and performance shares was estimated using the following assumptions:

| | June 30, | |
|---|---|---|
| | **2020** | **2019** |
| Expected dividend yield (%) (1) | 4.6 % | N/A |
| Expected share price volatility (%) (2) | 18.0 % | N/A |
| Risk-free interest rate (%) (3) | 1.8 % | N/A |

(1) Determined assuming no change in dividend payout during the expected term of the performance rights/performance shares.
(2) Determined based on the observed historical volatility for the Company's ordinary share price.
(3) Determined based on the yields on U.S. Treasury Bonds in effect at the time of grant with maturities approximately equal to the performance rights/performance shares expected term.

| | **Performance Rights/Performance Shares (in millions)** | **Weighted-Average Grant Date Fair Value** |
|---|---|---|
| **Non-vested performance rights/performance shares at June 30, 2019** | **1.7** | $ 6.3 |
| Granted | 5.7 | 6.7 |
| Exercised | (0.2) | 7.1 |
| Forfeited | (0.7) | 7.0 |
| **Non-vested performance rights/performance shares at June 30, 2020** | **6.5** | $ 6.5 |

The weighted average grant date fair value of performance rights and performance shares granted and the fair value of performance rights/performance shares' vested was as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| | **2020** | **2019** | **2018** |
| Weighted-average grant date fair value of performance rights/performance shares granted | $ 6.7 | N/A | $ 6.3 |
| Fair value of performance rights/performance shares vested (in millions) | $ 1.5 | $ 0.1 | $ 0.8 |

***Share Rights***

Share rights may be granted to directors, officers and employees of the Company and vest on terms as described in the award. The restrictions prevent the participant from disposing of the share rights during the vesting period.

The fair value of share rights is determined based on the closing price of the Company's shares on the grant date, adjusted for dividend yield. Changes in the share rights for the year were as follows:

| | Share Rights (in millions) | Weighted-Average Grant Date Fair Value |
|---|---|---|
| **Non-vested share rights at June 30, 2019** | **1.5** | $ 10.0 |
| Granted | 1.0 | 8.8 |
| Exercised | (0.9) | 11.3 |
| Forfeited | (0.1) | 10.0 |
| **Non-vested share rights at June 30, 2020** | **1.5** | $ 8.4 |

The weighted-average grant date fair value of share rights granted and the fair value of shares vested was as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | 2018 |
| Weighted-average grant date fair value of share rights granted | $ 8.8 | $ 9.2 | $ 11.0 |
| Fair value of share rights vested (in millions) | $ 10.7 | $ 13.9 | $ 12.9 |

***Compensation Expense***

Share-based compensation expense of $34.0 million, $18.6 million and $21.0 million was primarily recorded in general and administrative expenses for fiscal years 2020, 2019 and 2018, respectively.

Compensation expense for share-based awards recognized in the consolidated income statements, net of estimated forfeitures, was as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Share options | $ 11.4 | $ 2.8 | $ 3.0 |
| Restricted shares/units | 2.6 | 1.6 | 2.8 |
| Performance rights/performance shares | 11.8 | 3.0 | 2.9 |
| Share rights | 8.2 | 8.5 | 9.7 |
| Cash-settled awards | — | 2.7 | 2.6 |
| **Total share-based compensation expense** | **$ 34.0** | **$ 18.6** | **$ 21.0** |

As of June 30, 2020, there was $73.4 million of total unrecognized compensation cost related to all unvested share options, restricted shares/units, performance shares/performance rights and share rights. That cost is expected to be recognized over a weighted average period of 2.1 years.

**Note 18 - Earnings Per Share Computations**

The Company applies the two-class method when computing its earnings per share ("EPS"), which requires that net income per share for each class of share be calculated assuming all of the Company's net income is distributed as dividends to each class of share based on their contractual rights.

Basic EPS is computed by dividing net income available to ordinary shareholders by the weighted-average number of ordinary shares outstanding after excluding the ordinary shares to be repurchased using forward contracts. Diluted EPS includes the effects of share options, restricted shares, performance rights, performance shares and share rights, if dilutive.

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions, except per share amounts)** | **2020** | **2019** | **2018** |
| **Numerator** | | | |
| Net income attributable to Amcor plc | $ 612.2 | $ 430.2 | $ 575.2 |
| Distributed and undistributed earnings attributable to shares to be repurchased | (0.4) | (0.8) | (1.3) |
| Net income available to ordinary shareholders of Amcor plc—basic and diluted | $ 611.8 | $ 429.4 | $ 573.9 |
| Net income available to ordinary shareholders of Amcor plc from continuing operations—basic and diluted | $ 619.5 | $ 428.7 | $ 573.9 |
| Net income available to ordinary shareholders of Amcor plc from discontinued operations—basic and diluted | $ (7.7) | $ 0.7 | $ — |
| | | | |
| **Denominator** | | | |
| Weighted-average ordinary shares outstanding | 1,601.0 | 1,182.6 | 1,157.1 |
| Weighted-average ordinary shares to be repurchased by Amcor plc | (1.0) | (2.3) | (2.7) |
| Weighted-average ordinary shares outstanding for EPS—basic | 1,600.0 | 1,180.3 | 1,154.4 |
| Effect of dilutive shares | 1.6 | 3.5 | 7.3 |
| Weighted-average ordinary shares outstanding for EPS—diluted | 1,601.6 | 1,183.8 | 1,161.7 |
| | | | |
| **Per ordinary share income** | | | |
| Income from continuing operations | $ 0.387 | $ 0.363 | $ 0.497 |
| Income from discontinued operations | $ (0.005) | $ 0.001 | $ — |
| Basic earnings per ordinary share | $ 0.382 | $ 0.364 | $ 0.497 |
| | | | |
| Income from continuing operations | $ 0.387 | $ 0.362 | $ 0.494 |
| Income from discontinued operations | $ (0.005) | $ 0.001 | $ — |
| Diluted earnings per ordinary share | $ 0.382 | $ 0.363 | $ 0.494 |

Certain stock awards outstanding were not included in the computation of diluted earnings per share above because they would not have had a dilutive effect. The excluded stock awards represented an aggregate of 36.9 million, 5.6 million and 10.3 million shares at June 30, 2020, 2019 and 2018, respectively.

**Note 19 - Contingencies and Legal Proceedings**

**Contingencies - Brazil**

The Company's operations in Brazil are involved in various governmental assessments and litigation, principally related to claims for excise and income taxes. The Company will vigorously defend its positions and believes it will prevail on most, if not all, of these matters. The Company does not believe that the ultimate resolution of these matters will materially impact the Company's consolidated results of operations, financial position or cash flows. Under customary local regulations, the Company's Brazilian subsidiaries may need to post cash or other collateral if a challenge to any administrative assessment proceeds to the Brazilian court system; however, the level of cash or collateral already pledged or potentially required to be pledged would not significantly impact the liquidity of Amcor. At June 30, 2020 and 2019, the Company has recorded an accrual of $11.9 million and $16.4 million, respectively, included in other non-current liabilities in the consolidated balance sheet and has estimated a reasonably possible loss exposure in excess of the accrual of $18.4 million and $23.7 million, respectively. The litigation process is subject to many uncertainties and the outcome of individual matters cannot be accurately predicted. The Company routinely assesses these matters as to probability of ultimately incurring a liability and records the best estimate of the ultimate loss in situations where the likelihood of an ultimate loss is probable. The Company's assessments are based on its knowledge and experience, but the ultimate outcome of any of these matters may differ from the Company's estimates.

As of June 30, 2020, the Company provided letters of credit of $34.0 million, judicial insurance of $0.9 million and deposited cash of $10.1 million with the courts to continue to defend the cases referenced above.

**Contingencies - Environmental Matters**

The Company, along with others, has been identified as a potentially responsible party ("PRP") at several waste disposal sites under U.S. federal and related state environmental statutes and regulations and may face potentially material environmental remediation obligations. While the Company benefits from various forms of insurance policies, actual coverage may not, or only partially, cover the total potential exposures. The Company has recorded $17.1 million aggregate accruals for its share of estimated future remediation costs as these sites.

In addition to the matters described above, the Company has also recorded aggregate accruals of $46.6 million for potential liabilities for remediation obligations at various worldwide locations that are owned or operated by the Company, or were formerly owned or operated.

While the Company believes that its accruals are adequate to cover its future obligations, there can be no assurance that the ultimate payments will not exceed the accrued amounts. Nevertheless, based on the available information, the Company does not believe that its potential environmental obligations will have a material adverse effect upon its liquidity, results of operations or financial condition.

**Legal Proceedings**

On April 18, 2019, prior to the closure of the Amcor and Bemis transaction, litigation funding firm, Burford Capital, notified Bemis on behalf of two shareholder funds (BCIM Strategic Value Master Fund LP and BCIM SV SMA I LLC) that the funds would not accept the fixed exchange ratio for Amcor shares and instead intended to file a case asking a Missouri state court to appraise the value of their Bemis shares and compensate them accordingly. On June 24, 2019, the Burford funds sent a formal written demand for payment of the fair value of the funds' shares. On September 6, 2019, the Burford funds filed a Petition for Appraisal of Stock in the Missouri court. On November 4, 2019, Bemis filed an Answer to the Petition for Appraisal of Stock. On June 24, 2020, the parties entered into a Confidential Settlement Agreement and Release of all claims and two days later the case was dismissed with prejudice.

Two lawsuits brought by purported holders of Bemis stock against Bemis and Bemis directors and officers are pending in federal court in the U.S. District Court for the Southern District of New York, in which plaintiffs are seeking damages for alleged violations of the Securities Exchange Act of 1934, as amended, and U.S. Securities and Exchange Commission rules and regulations. Plaintiffs allege a failure to disclose adequately information in the proxy statement issued in connection with the Amcor-Bemis merger. The cases are: *Dixon, et al. v. Bemis Company, Inc. et al.* and *Stein v. Bemis Company, Inc. et al*., which were instituted on April 15, 2019 and April 17, 2019, respectively. On March 10, 2020 the federal court in the U.S. District Court for the Southern District of New York consolidated the two pending cases into a single class action.

In addition, a purported holder of Bemis stock filed a putative derivative suit in the Cole County Circuit Court, Nineteenth Judicial District of Missouri, against Bemis directors and Amcor, alleging that the directors breached fiduciary duties in connection with the Amcor-Bemis merger and that Amcor aided and abetted breaches of fiduciary duty. The case is *Scarantino, et al. v. Amcor Limited, et al.*, which was instituted on April 19, 2019.

The Company intends to defend the claims made in the pending actions. It is too early for the Company to provide any reliable assessment of the likely quantum of any damages that may become payable if its defense is unsuccessful in whole or in part. Although it is not possible at present to establish a reliable assessment of damages, there can be no assurance that any damages that may be awarded will not be material to the results of operations or financial condition of the Company.

**Note 20 - Segments**

The Company's business is organized and presented in the two reportable segments outlined below:

**Flexibles:** Consists of operations that manufacture flexible and film packaging in the food and beverage, medical and pharmaceutical, fresh produce, snack food, personal care, and other industries.

**Rigid Packaging:** Consists of operations that manufacture rigid plastic containers for a broad range of predominantly beverage and food products, including carbonated soft drinks, water, juices, sports drinks, milk-based beverages, spirits and beer, sauces, dressings, spreads and personal care items and plastic caps for a wide variety of applications.

Other consists of the Company's equity method investments, including AMVIG, undistributed corporate expenses, intercompany eliminations and other business activities.

Operating segments are organized along the Company's product lines and geographical areas. In conjunction with the acquisition of Bemis, the Company reassessed its segment reporting structure in the first fiscal quarter of 2020 and elected to disaggregate the Flexibles Americas operating segment into Flexibles North America and Flexibles Latin America. The five Flexibles operating segments (Flexibles Europe, Middle East and Africa; Flexibles North America, Flexibles Latin America; Flexibles Asia Pacific and Specialty Cartons) have been aggregated in the Flexibles reporting segment as they exhibit similarity in economic characteristics and future prospects, similarity in the products they offer, their production technologies, the customers they serve, the nature of their service delivery models, and their regulatory environments.

In the fourth quarter of fiscal year 2019, in connection with the acquisition of Bemis, the Company changed its measure of segment performance from adjusted operating income to adjusted earnings before interest and tax ("Adjusted EBIT") from continuing operations. The Company's chief operating decision maker, the Global Management Team ("GMT"), evaluates performance and allocates resources based on Adjusted EBIT from continuing operations. The Company defines Adjusted EBIT as operating income adjusted to eliminate the impact of certain items that the Company does not consider indicative of its ongoing operating performance and to include equity in income (loss) of affiliated companies. The GMT consists of the Managing Director and Chief Executive Officer and his direct reports and provides strategic direction and management oversight of the day to day activities of the Company.

The accounting policies of the reportable segments are the same as those in the consolidated financial statements and are discussed in Note 2, "Significant Accounting Policies." The Company also has investments in operations in AMVIG that are accounted for under the equity method of accounting and, accordingly, those results are not included in segment net sales.

The following table presents information about reportable segments:

| | Years ended June 30, | | |
|---|---|---|---|
| (in millions) | 2020 | 2019 | 2018 |
| **Sales including intersegment sales** | | | |
| Flexibles | $ 9,754.7 | $ 6,566.7 | $ 6,534.6 |
| Rigid Packaging | 2,716.3 | 2,892.7 | 2,787.5 |
| Other | — | — | — |
| **Total sales including intersegment sales** | 12,471.0 | 9,459.4 | 9,322.1 |
| **Intersegment sales** | | | |
| Flexibles | 3.5 | 1.2 | 3.0 |
| Rigid Packaging | — | — | — |
| Other | — | — | — |
| **Total intersegment sales** | 3.5 | 1.2 | 3.0 |
| **Net sales** | **$ 12,467.5** | **$ 9,458.2** | **$ 9,319.1** |
| **Adjusted EBIT from continuing operations** | | | |
| Flexibles | 1,335.1 | 817.2 | 801.3 |
| Rigid Packaging | 290.1 | 308.2 | 298.3 |
| Other | (128.1) | (50.0) | (43.2) |
| Adjusted EBIT from continuing operations | 1,497.1 | 1,075.4 | 1,056.4 |
| Less: Material restructuring programs (1) | (105.7) | (64.1) | (14.4) |
| Less: Impairments in equity method investments (2) | (25.6) | (14.0) | (36.5) |
| Less: Material acquisition costs and other (3) | (145.6) | (143.1) | — |
| Less: Amortization of acquired intangible assets from business combinations (4) | (191.1) | (31.1) | (19.3) |
| Add/(Less): Economic net investment hedging activities not qualifying for hedge accounting (5) | — | 1.4 | (83.9) |
| Less: Impact of hyperinflation (6) | (27.7) | (30.2) | — |
| Add: Net legal settlements (7) | — | 5.0 | — |
| Less: Pension settlements (8) | (5.5) | — | — |
| EBIT from continuing operations | 995.9 | 799.3 | 902.3 |
| Interest income | 22.2 | 16.8 | 13.1 |
| Interest expense | (206.9) | (207.9) | (210.0) |
| Equity in income (loss) of affiliated companies, net of tax | 14.0 | (4.1) | 17.5 |
| **Income from continuing operations before income taxes and equity in income (loss) of affiliated companies** | $ 825.2 | $ 604.1 | $ 722.9 |

(1) Material restructuring programs includes the 2018 Rigid Packaging Restructuring Plan and the 2019 Bemis Integration Plan for fiscal year 2020, the 2018 Rigid Packaging Restructuring Plan for the fiscal year 2019, and the 2016 Flexibles Restructuring Plan for fiscal year 2018. Refer to Note 6, "Restructuring Plans," for more information about the Company's restructuring plans.

(2) Impairments in equity method investments includes the impairment charges related to other-than-temporary impairments related to the investment in AMVIG. Refer to Note 7, "Equity Method Investments" for more information about the Company's equity method investments.

(3) During fiscal year 2020, material acquisition costs and other includes $57.8 million amortization of Bemis acquisition related inventory fair value step-up and $87.8 million of Bemis transaction related costs and integration costs not qualifying as exit costs, including certain advisory, legal, audit and audit related fees. During fiscal year 2019, material acquisition costs and other includes $47.9 million of costs related to the 2019 Bemis Integration Plan, $15.6 million of Bemis acquisition related inventory fair value step-up, $42.5 million of long-lived asset impairments, $133.7 million of Bemis transaction-related costs, partially offset by $96.5 million of gain related to the U.S. Remedy sale net of related and other costs.

(4) Amortization of acquired intangible assets from business combinations includes amortization expenses related to all acquired intangible assets from acquisitions impacting the periods presented, including $26.4 million and $4.5 million of sales backlog amortization for the fiscal year 2020 and 2019, respectively, from the Bemis acquisition.

(5) Economic net investment hedging activities not qualifying for hedge accounting includes the exchange rate movements on external loans not deemed to be effective net investment hedging instruments resulting from the Company's conversion to U.S. GAAP from Australian Accounting Standards ("AAS") recognized in other non-operating income (loss), net.
(6) Impact of hyperinflation includes the adverse impact of highly inflationary accounting for subsidiaries in Argentina where the functional currency was the Argentine Peso.
(7) Net legal settlements includes the impact of significant legal settlements after associated costs.
(8) Impact of pensions settlements includes the amount of actuarial losses recognized in the consolidated income statement related to the settlement of certain defined benefit plans, not including related tax effects.

The tables below present additional financial information by reportable segments:

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Flexibles | $ 270.6 | $ 202.0 | $ 217.1 |
| Rigid Packaging | 125.2 | 125.5 | 138.9 |
| Other | 3.7 | 4.7 | 9.0 |
| **Total capital expenditures for the acquisition of long-lived assets** | **$ 399.5** | **$ 332.2** | **$ 365.0** |

| | Years ended June 30, | | |
|---|---|---|---|
| **(in millions)** | **2020** | **2019** | **2018** |
| Flexibles | $ 477.4 | $ 233.6 | $ 227.4 |
| Rigid Packaging | 111.4 | 112.7 | 122.6 |
| Other | 18.4 | 3.4 | 2.7 |
| **Total depreciation and amortization** | **$ 607.2** | **$ 349.7** | **$ 352.7** |

Total assets by segment is not disclosed as the GMT does not use total assets by segment to evaluate segment performance or allocate resources and capital.

The Company did not have sales to a single customer that exceeded 10% of consolidated net sales for year ended June 30, 2020. Sales to PepsiCo., and its subsidiaries, accounted for approximately 11.1% and 11.0% of net sales under multiple separate contractual agreements for the years ended June 30, 2019 and 2018, respectively. The Company sells to this customer in both the Rigid Packaging and the Flexibles segments. The Company had no other customers that accounted for more than 10% of net sales in each of those years.

Sales by major product were:

| | | Years ended June 30, | | |
|---|---|---|---|---|
| **(in millions)** | **Segment** | **2020** | **2019** | **2018** |
| Films and other flexible products | Flexibles | $ 8,636.8 | $ 5,347.5 | $ 5,286.6 |
| Specialty flexible folding cartons | Flexibles | 1,114.4 | 1,218.0 | 1,245.0 |
| Containers, preforms and closures | Rigid Packaging | 2,716.3 | 2,892.7 | 2,787.5 |
| **Net sales** | | **$ 12,467.5** | **$ 9,458.2** | **$ 9,319.1** |

The following table provides long-lived asset information for the major countries in which the Company operates. Long-lived assets include property, plant and equipment, net of accumulated depreciation and impairments.

| | June 30, | |
|---|---|---|
| **(in millions)** | **2020** | **2019** |
| Long-lived assets by country: | | |
| United States of America | $ 1,559.7 | $ 1,702.0 |
| Other countries (1) | 2,055.1 | 2,273.0 |
| **Long-lived assets** | **$ 3,614.8** | **$ 3,975.0** |

(1) Includes our country of domicile, Jersey. The Company had no long-lived assets in Jersey in any period shown. No individual country represented more than 10% of the respective totals.

The following tables disaggregate net sales information by geography in which the Company operates based on manufacturing or selling operation:

| | Year Ended June 30, 2020 | | |
|---|---|---|---|
| (in millions) | Flexibles | Rigid Packaging | Total |
| North America | $ 3,636.5 | $ 2,219.2 | 5,855.7 |
| Latin America | 957.1 | 497.1 | 1,454.2 |
| Europe (1) | 3,664.8 | — | 3,664.8 |
| Asia Pacific | 1,492.8 | — | 1,492.8 |
| **Net sales** | **$ 9,751.2** | **$ 2,716.3** | **$ 12,467.5** |

(1) Includes our country of domicile, Jersey. The Company had no sales in Jersey in any period shown.

| | Year Ended June 30, 2019 | | |
|---|---|---|---|
| (in millions) | Flexibles | Rigid Packaging | Total |
| North America | $ 951.2 | $ 2,331.3 | 3,282.5 |
| Latin America | 541.7 | 561.4 | 1,103.1 |
| Europe (1) | 3,713.4 | — | 3,713.4 |
| Asia Pacific | 1,359.2 | — | 1,359.2 |
| **Net sales** | **$ 6,565.5** | **$ 2,892.7** | **$ 9,458.2** |

(1) Includes our country of domicile, Jersey. The Company had no sales in Jersey in any period shown.

| | Year Ended June 30, 2018 | | |
|---|---|---|---|
| (in millions) | Flexibles | Rigid Packaging | Total |
| North America | $ 791.2 | $ 2,254.5 | 3,045.7 |
| Latin America | 529.4 | 533.0 | 1,062.4 |
| Europe (1) | 3,828.0 | — | 3,828.0 |
| Asia Pacific | 1,383.0 | — | 1,383.0 |
| **Net sales** | **$ 6,531.6** | **$ 2,787.5** | **$ 9,319.1** |

(1) Includes our country of domicile, Jersey. The Company had no sales in Jersey in any period shown.

**Note 21 - Deed of Cross Guarantee**

The parent entity, Amcor plc, and its wholly owned subsidiaries listed below are subject to a Deed of Cross Guarantee dated June 24, 2019 (the "Deed") under which each company guarantees the debts of the others:

| | |
|---|---|
| *Amcor Pty Ltd* | *Amcor Holdings (Australia) Pty Ltd* |
| *Amcor Services Pty Ltd* | *Techni-Chem Australia Pty Ltd* |
| *Amcor Investments Pty Ltd* | *Amcor Flexibles Group Pty Ltd* |
| *Amcor Finance Australia Pty Ltd* | *Amcor Flexibles (Australia) Pty Ltd* |
| *Packsys Pty Ltd* | *Packsys Holdings (Aus) Pty Ltd* |
| *Amcor Flexibles (Dandenong) Pty Ltd* | *Amcor Flexibles (Port Melbourne) Pty Ltd* |
| *Amcor European Holdings Pty Ltd* | *Amcor Packaging (Asia) Pty Ltd* |
| *ARP North America Holdco Ltd* | *ARP LATAM Holdco Ltd* |

The entities above were the only parties to the Deed at June 30, 2020 and comprise the closed group for the purposes of the Deed (and also the extended closed group). ARP North America Holdco Ltd and ARP LATAM Holdco Ltd are newly incorporated entities and were added to the deed on September 25, 2019. No other parties have been added, removed or the subject to a notice of disposal since June 24, 2019.

By entering into the Deed, the wholly owned subsidiaries have been relieved from the requirement to prepare a financial report and directors' report under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785.

The following financial statements are additional disclosure items specifically required by ASIC and represent the consolidated results of the entities subject to the Deed only.

**Deed of Cross Guarantee**
**Statement of Income**
**(in millions)**

| For the year ended June 30, | 2020 | 2019 |
|---|---|---|
| Net sales | $ 323.6 | $ 352.8 |
| Cost of sales | (274.1) | (301.2) |
| Gross profit | 49.5 | 51.6 |
| Operating expenses | (24.5) | (164.4) |
| Other income, net | 4,167.0 | 1,138.5 |
| Operating income | 4,192.0 | 1,025.7 |
| Interest income | 24.8 | 34.7 |
| Interest expense | (29.9) | (80.0) |
| Other non-operating income (loss), net | (0.5) | 6.9 |
| Income from continuing operations before income taxes | 4,186.4 | 987.3 |
| Income tax credit | (22.6) | 8.0 |
| **Net income** | **$ 4,163.8** | **$ 995.3** |

**Deed of Cross Guarantee**
**Summarized Statement of Comprehensive Income**
**(in millions)**

| For the year ended June 30, | 2020 | 2019 |
|---|---|---|
| Net income | $ 4,163.8 | $ 995.3 |
| Other comprehensive income (loss) (1) : | | |
| Net gains (losses) on cash flow hedges, net of tax | (0.1) | (1.0) |
| Foreign currency translation adjustments, net of tax | 34.2 | 78.0 |
| Net investment hedge of foreign operations, net of tax | (1.9) | (11.6) |
| **Other comprehensive income (loss)** | 32.2 | 65.4 |
| Comprehensive (income) loss attributable to non-controlling interest | — | — |
| **Total comprehensive income** | **$ 4,196.0** | **$ 1,060.7** |

(1) All of the items in other comprehensive income (loss) may be reclassified subsequently to profit or loss.

**Deed of Cross Guarantee**
**Summarized Statement of Income and Accumulated Losses**
**(in millions)**

| For the year ended June 30, | 2020 | 2019 |
|---|---|---|
| Retained earnings, beginning balance | $ 2,519.0 | $ 2,189.6 |
| Net income | 4,163.8 | 995.3 |
| Accumulated profits before distribution | 6,682.8 | 3,184.9 |
| Dividends recognized during the financial period | (747.6) | (665.9) |
| **Accumulated gains at the end of the financial period** | **$ 5,935.2** | **$ 2,519.0** |

**Deed of Cross Guarantee**
**Balance Sheet**
**(in millions)**

| As of June 30, | 2020 | 2019 |
|---|---|---|
| **Assets** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 37.2 | $ 52.3 |
| Trade receivables, net | 787.2 | 801.5 |
| Inventories | 57.5 | 65.5 |
| Prepaid expenses and other current assets | 13.7 | 14.3 |
| Total current assets | 895.6 | 933.6 |
| **Non-current assets:** | | |
| Property, plant and equipment, net | 76.8 | 82.0 |
| Deferred tax assets | 23.3 | 53.0 |
| Other intangible assets, net | 10.4 | 9.6 |
| Goodwill | 91.2 | 93.1 |
| Other non-current assets | 12,454.6 | 10,417.7 |
| Total non-current assets | 12,656.3 | 10,655.4 |
| **Total assets** | **$ 13,551.9** | **$ 11,589.0** |
| **Liabilities** | | |
| **Current liabilities:** | | |
| Short-term debt | 507.3 | 155.3 |
| Trade payables | 143.3 | 190.8 |
| Accrued employee costs | 17.8 | 19.0 |
| Other current liabilities | 40.7 | 66.7 |
| Total current liabilities | 709.1 | 431.8 |
| **Non-current liabilities:** | | |
| Long-term debt, less current portion | 355.8 | 1,587.7 |
| Other non-current liabilities | 2.9 | 3.3 |
| **Total liabilities** | **1,067.8** | **2,022.8** |
| **Shareholders' Equity** | | |
| Issued | 15.7 | 16.3 |
| Additional paid-in capital | 5,500.9 | 6,030.8 |
| Retained earnings | 5,935.2 | 2,519.0 |
| Accumulated other comprehensive income (loss) | 1,032.3 | 1,000.1 |
| **Total shareholders' equity** | **12,484.1** | **9,566.2** |
| **Total liabilities and shareholders' equity** | **$ 13,551.9** | **$ 11,589.0** |

**Note 22 - Supplemental Cash Flow Information**

Supplemental cash flow information is as follows:

| For the years ended June 30, | 2020 | 2019 | 2018 |
|---|---|---|---|
| Interest paid, net of amounts capitalized | $ 212.3 | $ 219.8 | $ 209.4 |
| Income taxes paid | 304.4 | 147.7 | 149.7 |

Non-cash investing activities includes the purchase of property and equipment for which payment has not been made. For the fiscal years ended 2020, 2019 and 2018, purchase of property and equipment, accrued but unpaid, was $78.0 million, $75.0 million and $68.4 million, respectively.

Non-cash financing activities includes ordinary shares issued for acquisitions. For the fiscal year 2019, the Company issued $5,229.6 million as total equity consideration related to the Bemis acquisition.

**Note 23 - Quarterly Financial Information (Unaudited)**

| | Quarter Ended | | | | |
|---|---|---|---|---|---|
| **(in millions, except per share data)** | **September 30** | **December 31** | **March 31** | **June 30** | **Total** |
| **Fiscal Year 2020** | | | | | |
| Net sales | 3,140.7 | 3,043.1 | 3,141.0 | 3,142.7 | 12,467.5 |
| Gross profit | 546.7 | 617.3 | 652.0 | 719.5 | 2,535.5 |
| Net income attributable to Amcor plc | 66.0 | 185.6 | 181.5 | 179.1 | 612.2 |
| | | | | | |
| **Basic earnings per share: (2)** | | | | | |
| Income from continuing operations | 0.045 | 0.115 | 0.114 | 0.113 | 0.387 |
| Income from discontinued operations | (0.005) | — | — | — | (0.005) |
| Net income | 0.041 | 0.115 | 0.114 | 0.113 | 0.382 |
| | | | | | |
| **Diluted earnings per share: (2)** | | | | | |
| Income from continuing operations | 0.045 | 0.115 | 0.114 | 0.113 | 0.387 |
| Income from discontinued operations | (0.005) | — | — | — | (0.005) |
| Net income | 0.041 | 0.115 | 0.114 | 0.113 | 0.382 |
| | | | | | |
| **Fiscal Year 2019 (1)** | | | | | |
| Net sales | 2,262.4 | 2,285.4 | 2,309.9 | 2,600.5 | 9,458.2 |
| Gross profit | 393.8 | 453.0 | 419.8 | 532.5 | 1,799.1 |
| Net income attributable to Amcor plc | 98.4 | 138.6 | 112.6 | 80.6 | 430.2 |
| | | | | | |
| **Basic earnings per share: (2)** | | | | | |
| Income from continuing operations | 0.085 | 0.120 | 0.097 | 0.061 | 0.363 |
| Income from discontinued operations | — | — | — | 0.001 | 0.001 |
| Net income | 0.085 | 0.120 | 0.097 | 0.062 | 0.364 |
| | | | | | |
| **Diluted earnings per share: (2)** | | | | | |
| Income from continuing operations | 0.085 | 0.120 | 0.097 | 0.060 | 0.362 |
| Income from discontinued operations | — | — | — | 0.001 | 0.001 |
| Net income | 0.085 | 0.120 | 0.097 | 0.061 | 0.363 |

(1) The fourth quarter of fiscal 2019 reflects the results of Amcor plc, including Bemis results since the acquisition date of June 11, 2019. The earlier quarters solely reflect the results of Amcor Limited.
(2) Per share amounts are computed independently for each of the quarters presented. The sum of the quarters may not equal the total year amount due to the impact of changes in average quarterly shares outstanding.

**Note 24 - Subsequent Events**

On August 18, 2020, the Company's Board of Directors declared a quarterly cash dividend of $0.115 per share to be paid on September 23, 2020 to shareholders of record as of September 3, 2020. Amcor has received a waiver from the Australian Securities Exchange ("ASX") settlement operating rules, which will allow Amcor to defer processing conversions between its ordinary share and CHESS Depositary Instrument ("CDI") registers from September 2, 2020 to September 3, 2020, inclusive.

**Item 9. - Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. - Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2020. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed, and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgement in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective as of June 30, 2020 due to a material weakness in internal control over financial reporting that was identified in our prospectus filed with the SEC on March 25, 2019 and is still being remediated, as described below.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our management evaluated the design and operating effectiveness of the Company's internal control over financial reporting based on the criteria established in the *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO framework" (2013)).

Our internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with management and directors of the Company's authorization; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. All internal control systems, no matter how well designed, have inherent limitations. Accordingly, even effective internal controls and procedures can provide only reasonable assurance with respect to financial statement preparation and presentation.

As previously described in Part II, Item 9A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2019, we identified a material weakness arising from deficiencies in the design and operating effectiveness of internal controls over the period end reporting process. Specifically, we did not design and maintain effective controls to verify that conflicting duties were appropriately segregated within key IT systems used in the preparation and reporting of financial information. This control deficiency did not result in a misstatement of our consolidated financial statements. However, the control deficiency could have resulted in misstatements of our interim or annual consolidated financial statements and disclosures that may have not been prevented or detected on a timely basis.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2020. Based on this evaluation, our management concluded that we did not maintain effective internal control over financial reporting as of June 30, 2020 given a previously identified material weakness had not been remediated as of fiscal 2020 year end.

The effectiveness of our internal control over financial reporting as of June 30, 2020, has been audited by PricewaterhouseCoopers AG, an independent registered public accounting firm, as stated in their report, which appears on "Item 8. - Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

***Plan for Remediation of Material Weakness***

We are currently in the process of remediating the material weakness related to deficiencies in the design and operating effectiveness of internal controls over period end reporting through a process to (i) develop and implement additional controls and procedures to reduce the number of segregation of duties conflicts within key IT systems, which includes the implementation of new security roles and the automation of segregation of duties monitoring where practical, (ii) design and implement additional compensating controls where necessary and (iii) develop training on segregation of duties. Given we operate many ERP systems globally, this effort has targeted the largest locations with standardized systems in fiscal 2020 and will be expanded to other locations in fiscal 2021. These enhanced processes, including the implementation of new mitigating controls, will effectively remediate the material weakness, but the material weakness will not be considered remediated until the revised controls operate for a sufficient period of time and we have concluded, through testing, they are designed and operating effectively. We currently expect that the remediation of this material weakness will be completed by the end of fiscal 2021. However, there is no assurance that the material weakness will be fully remediated by the end of fiscal 2021 as the severity and length of the 2019 Novel Coronavirus ("COVID-19") pandemic is unknown and the remediation timeline could be negatively impacted because of inefficiencies caused by COVID-19 limitations on travel, meetings and on-site work.

***Completed Remediation of Previously Reported Material Weakness***

As previously described in Part II, Item 9A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2019, we identified a material weakness related to a lack of experience in technical accounting in U.S. GAAP and U.S. domestic registrant filing requirements. Since the material weakness has been identified, we have taken numerous steps to address the underlying causes and to remediate the material weakness. We have hired additional financial reporting personnel with U.S. GAAP technical accounting and financial reporting experience, as well as U.S. domestic registrant filing experience, aligned our accounting policies and procedures with U.S. GAAP, enhanced our internal review procedures during the financial close process with U.S. GAAP experienced staff, and have conducted technical training for accounting and finance personnel. During our fourth fiscal quarter of 2020, we completed our testing of the operating effectiveness of the implemented steps and found them to be effective. As a result, we have concluded the material weakness has been remediated as of June 30, 2020.

**Changes in Internal Control Over Financial Reporting**

Except as described above, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fourth fiscal quarter of 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Item 9B. - Other Information

None.

# PART III

## Item 10. - Directors, Executive Officers and Corporate Governance

The information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after June 30, 2020, and such information is expressly incorporated herein by reference. Information with respect to our executive officers appears in Part I of this Annual Report on Form 10-K.

Our Board Committee Charters, Corporate Governance Guidelines, and our Code of Conduct & Ethics Policy can be electronically accessed at our website (http://www.amcor.com/investors) under "Corporate Governance" or, free of charge, by writing directly to the Company, Attention: Corporate Secretary. Our Board of Directors has adopted a Code of Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer, and other persons performing similar functions. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to or waivers from our Code of Conduct by posting such information on the Investor Relations section of our website promptly following the date of such amendment or waiver.

We are not including the information contained on our website as part of, or incorporating it by reference into, this report.

**Item 11. - Executive Compensation**

Information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after June 30, 2020, and such information is expressly incorporated herein by reference.

**Item 12. - Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

Equity compensation plans as of June 30, 2020 were as follows:

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | | Weighted-average exercise price of outstanding options, warrants and rights (b) | | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) | |
|---|---|---|---|---|---|---|
| Equity compensation plans approved by security holders | 64,624,420 | (1) | $ 10.32 | (2) | 69,848,225 | (3) |
| Equity compensation plans not approved by security holders | — | | — | | — | |
| Total | 64,624,420 | (1) | $ 10.32 | (2) | 69,848,225 | (3) |

(1) Includes outstanding options awards of 55,994,907, which have a weighted average exercise price of $10.32, 6,539,330 awards of ordinary shares issuable upon vesting of performance shares/rights, 1,442,874 awards of ordinary shares issuable upon vesting of share rights and 647,309 restricted shares issued under the share retention plan.
(2) Performance shares/rights, share rights, restricted share awards and non-executive director share plans are excluded when determining the weighted-average exercise price of outstanding options.
(3) May be issued as options, performance shares/rights, share rights or restricted shares.

The additional information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after June 30, 2020, and such information is expressly incorporated herein by reference.

**Item 13. - Certain Relationships and Related Transactions, and Director Independence**

The information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after June 30, 2020, and such information is expressly incorporated herein by reference.

**Item 14. - Principal Accountant Fees and Services**

The information required to be submitted in response to this item is omitted because a definitive proxy statement containing such information will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after June 30, 2020, and such information is expressly incorporated herein by reference.

## PART IV

### Item 15. - Exhibits and Financial Statement Schedules



All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

**(3) Exhibits**

| Exhibit | Description | Form of Filing |
|---|---|---|
| 2 .1 | Transaction Agreement, dated as of August 6, 2018, by and among the Amcor plc, Amcor Limited, Arctic Corp. and Bemis Company, Inc. ("Bemis") (incorporated by reference to Annex A to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 3 .1 | 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). | Incorporated by Reference |
| 3 .2 | Memorandum of Association of Amcor plc (incorporated by reference to Exhibit 3.2 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4 .1 | Note and Guarantee Agreement, dated as of December 15, 2009, as amended by Amendment No. 1 dated as of June 28, 2013 and Amendment No. 2, dated as of June 6, 2019, among Amcor Finance (USA), Inc. ("AFUI"), Amcor Limited and the other parties thereto (the "2009 Note Agreement"), relating to the 5.95% Series C Guaranteed Senior Notes due 2021 (the "2009 Series C Notes") (incorporated by reference to Exhibit 10.1 to Amcor plc's Current Report on Form 8-K filed on June 27, 2019). | Incorporated by Reference |
| 4 .2 | Note and Guarantee Agreement, dated as of September 1, 2010, as amended by Amendment No. 1, dated as of June 28, 2013 and Amendment No. 2, dated as of June 6, 2019, among Amcor Limited, AFUI and the other parties thereto (the "2010 Note Agreement"), relating to the 5.00% Series B Guaranteed Senior Notes due 2020 (the "2010 Series B Notes") (incorporated by reference to Exhibit 10.2 to Amcor plc's Current Report on Form 8-K, filed on June 27, 2019). | Incorporated by Reference |
| 4 .3 | Trust Deed, dated as of February 28, 2011, among Amcor Limited, AFUI, Amcor UK Finance Limited and DB Trustees (Hong Kong) Limited (the "Principal Trust Deed") (incorporated by reference to Exhibit 4.3 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4 .4 | Final Terms, dated as of March 11, 2011, among Amcor Limited, AFUI and Amcor UK Finance Limited, relating to the 4.625% Notes due 2019 (incorporated by reference to Exhibit 4.4 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4 .5 | First Supplemental Trust Deed, dated as of October 26, 2012, among Amcor Limited, AFUI, Amcor UK Finance Limited and DB Trustees (Hong Kong) Limited (incorporated by reference to Exhibit 4.5 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |

| Exhibit | Description | Form of Filing |
|---|---|---|
| 4.6 | Second Supplemental Trust Deed dated as of July 22, 2019 to the Principal Trust Deed, among Amcor Limited, AFUI, Amcor plc, Bemis and the guarantors party thereto (incorporated by reference to Exhibit 10.1 to Amcor plc's Current Report on Form 8-K filed on July 26, 2019). | Incorporated by Reference |
| 4.7 | Final Terms, dated as of March 20, 2013, among Amcor Limited, Amcor Finance (USA), Inc. and Amcor UK Finance Limited, relating to the 2.750% Notes due 2023 (incorporated by reference to Exhibit 4.6 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.8 | Indenture, dated as of April 28, 2016, among Amcor Finance (USA), Inc., Amcor Limited, Amcor UK Finance PLC and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.7 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.9 | Form of 3.625% Notes due 2026 (incorporated by reference to Exhibit 4.8 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.10 | Form of 4.500% Notes due 2028 (incorporated by reference to Exhibit 4.9 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.11 | Form of 6.80% Notes due 2019 (incorporated by reference to Exhibit 4.11 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.12 | Form of 4.500% Notes due 2021 (incorporated by reference to Exhibit 4.12 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.13 | Form of 3.100% Notes due 2026 (incorporated by reference to Exhibit 4.13 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4.14 | Form of 2.630% Guaranteed Senior Note Due 2030 (incorporated by reference to Exhibit 4.2 on Amcor plc's Current Report on Form 8-K filed on June 19, 2020). | Incorporated by Reference |
| 4.15 | Form of 1.125% Guaranteed Senior Note Due 2027 (incorporated by reference to Exhibit 4.2 on Amcor plc's Current Report on Form 8-K filed on June 23, 2020). | Incorporated by Reference |
| 4.16 | Supplemental Indenture, dated as of June 13, 2019, by and between Bemis and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.1 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.17 | Supplemental Indenture, dated as of June 13, 2019, by and among AFUI, Amcor Limited, Amcor UK Finance plc and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 10.2 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.18 | Indenture, dated as of June 13, 2019, by and among Bemis, as issuer, Amcor plc, Amcor Limited, AFUI, Amcor UK Finance plc and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 10.3 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.19 | Indenture, dated as of June 13, 2019, by and among AFUI, as issuer, Amcor plc, Amcor Limited, Bemis, Amcor UK Finance plc and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 10.4 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.20 | Indenture, dated as of June 19, 2020, by and among Bemis, as issuer, Amcor plc, Amcor Finance (USA), Inc., Amcor UK Finance plc, Amcor Pty Ltd and Deutsche Bank Trust Company Americas, the trustee (incorporated by reference to Exhibit 4.1 on Amcor plc's Current Report on Form 8-K filed on June 19, 2020). | Incorporated by Reference |
| 4.21 | Indenture, dated as of June 23, 2020, by and among Amcor UK Finance plc, as issuer, Amcor plc, Amcor Finance (USA), Inc., Amcor Pty Ltd, Bemis Company, Inc. and Deutsche Bank Trust Company Americas, the trustee (incorporated by reference to Exhibit 4.1 on Amcor plc's Current Report on Form 8-K filed on June 23, 2020). | Incorporated by Reference |
| 4.22 | Registration Rights Agreement, dated as of June 13, 2019, by and among Bemis, Amcor plc, Amcor Limited, AFUI, Amcor UK Finance plc and Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, the dealer managers for the offers (the "Dealer Managers"), relating to the New Bemis 4.500% 2021 Notes (incorporated by reference to Exhibit 10.5 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.23 | Registration Rights Agreement, dated as of June 13, 2019, by and among Bemis, Amcor plc, Amcor Limited, AFUI, Amcor UK Finance plc and the Dealer Managers, relating to the Bemis' 3.100% 2026 Notes (incorporated by reference to Exhibit 10.6 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |

| Exhibit | Description | Form of Filing |
| --- | --- | --- |
| 4.24 | Registration Rights Agreement, dated as of June 13, 2019, by and among AFUI, Amcor plc, Amcor Limited, Bemis, Amcor UK Finance plc and the Dealer Managers, relating to the Amcor's 3.625% 2026 Notes (incorporated by reference to Exhibit 10.7 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.25 | Registration Rights Agreement, dated as of June 13, 2019, by and among AFUI, Amcor plc, Amcor Limited, Bemis, Amcor UK Finance plc and the Dealer Managers, relating to the Amcor's 4.500% 2028 Notes (incorporated by reference to Exhibit 10.8 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 4.26 | Description of Securities of the Registrant. | Filed Herewith |
| 10.1 | Fourth Deed of Amendment and Restatement of Syndicated Facility Agreement, dated as of March 2, 2018, by and among Amcor Limited, the subsidiaries of Amcor Limited listed therein as Borrowers and as Guarantors, Commonwealth Bank of Australia, J.P. Morgan Australia Limited, National Australia Bank Limited and Westpac Banking Corporation and the entities listed therein as Lenders and Affiliates of Lenders (incorporated by reference to Exhibit 10.1 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 10.2 | Amcor plc 2019 Omnibus Incentive Share Plan (incorporated by reference to Exhibit 99.1 to Amcor plc's Registration Statement on Form S-8 filed on July 22, 2019).* | Incorporated by Reference |
| 10.3 | Amcor Limited 2014/15 Long Term Incentive Plan (incorporated by reference to Exhibit 99.2 to Amcor plc's Registration Statement on Form S-8 filed on July 22, 2019).* | Incorporated by Reference |
| 10.4 | Amcor Limited 2016/17 Long Term Incentive Plan (incorporated by reference to Exhibit 99.3 to Amcor plc's Registration Statement on Form S-8 filed on July 22, 2019).* | Incorporated by Reference |
| 10.5 | Amcor Limited 2017/18 Long Term Incentive Plan (incorporated by reference to Exhibit 99.4 to Amcor plc's Registration Statement on Form S-8 filed on July 22, 2019).* | Incorporated by Reference |
| 10.6 | Amcor Limited 2012/13 Long Term Incentive Plan (incorporated by reference to Exhibit 99.5 to Amcor plc's Registration Statement on Form S-8 filed on July 22, 2019).* | Incorporated by Reference |
| 10.7 | Amcor Limited 2013/14 Long Term Incentive Plan (incorporated by reference to Exhibit 99.6 to Amcor plc's Registration Statement on Form S-8 filed on July 22, 2019).* | Incorporated by Reference |
| 10.8 | Amcor Rigid Plastics Deferred Compensation Plan, as amended by that certain First Amendment, dated December 11, 2014, that certain Second Amendment, dated December 10, 2018 and that certain Third Amendment, dated December 16, 2019.* | Filed Herewith |
| 10.9 | Employment Agreement between Amcor Limited and Ronald Delia, dated as of January 21, 2015 (incorporated by reference to Exhibit 10.3 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019).* | Incorporated by Reference |
| 10.10 | Employment Agreement between Amcor Limited and Michael Casamento, dated as of September 23, 2015 (incorporated by reference to Exhibit 10.4 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019).* | Incorporated by Reference |
| 10.11 | Employment Agreement between Amcor Limited and Ian Wilson, dated as of May 22, 2014 (incorporated by reference to Exhibit 10.5 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019).* | Incorporated by Reference |
| 10.12 | Employment Agreement between Amcor Limited and Peter Konieczny, dated as of September 17, 2009 (incorporated by reference to Exhibit 10.6 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019).* | Incorporated by Reference |
| 10.13 | Employment Agreement between Amcor Limited and Eric Roegner, dated as of August 28, 2018 (incorporated by reference to Exhibit 10.7 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019).* | Incorporated by Reference |
| 10.14 | Form of Deed of Appointment (incorporated by reference to Exhibit 10.8 to Amcor plc's Registration Statement on Form S-4 filed on March 12, 2019).* | Incorporated by Reference |

| Exhibit | Description | Form of Filing |
|---|---|---|
| 10.15 | Original Three-Year Credit Agreement, dated as of April 30, 2019, among AFUI, AUKF, and Amcor Limited (together with AFUI and AUKF, the "Initial Borrowers") as borrowers thereunder, a syndicate of banks (collectively, the "Three-Year Facility Lenders") and JPMorgan, as administrative agent and foreign administrative agent for the Three-Year Facility Lenders and others (incorporated by reference to Exhibit 10.9 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.16 | Amendment No. 1 to Original Three-Year Credit Agreement, dated as of May 30, 2019 (incorporated by reference to Exhibit 10.10 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.17 | Original Four-Year Credit Agreement, dated as of April 30, 2019, among the Initial Borrowers as borrowers thereunder, a syndicate of banks (collectively, the "Four-Year Facility Lenders"), and JPMorgan, as administrative agent and foreign administrative agent for the Four-Year Facility Lenders and others (incorporated by reference to Exhibit 10.11 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.18 | Amendment No. 1 to Original Four-Year Credit Agreement, dated as of May 30, 2019 (incorporated by reference to Exhibit 10.12 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.19 | Original Five-Year Credit Agreement, dated as of April 30, 2019, among the Initial Borrowers as borrowers thereunder, a syndicate of banks (collectively, the "Five-Year Facility Lenders"), and JPMorgan, as administrative agent and foreign administrative agent for the Five-Year Facility Lenders and others (incorporated by reference to Exhibit 10.13 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.20 | Amendment No. 1 to Original Five-Year Credit Agreement, dated as of May 30, 2019 (incorporated by reference to Exhibit 10.14 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.21 | 364-Day Credit Agreement, dated as of April 5, 2019 , among the Initial Borrowers as borrowers thereunder, a syndicate of banks (collectively, the "364-Day Facility Lenders"), and JPMorgan, as administrative agent and foreign administrative agent for the 364-Day Facility Lenders and others (incorporated by reference to Exhibit 10.15 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.22 | Original Term Loan Agreement, dated as of April 30, 2019, among AFUI, as borrower thereunder, a syndicate of banks (collectively, the "Term Loan Lenders"), and JPMorgan, as administrative agent for the Term Loan Lenders and others (incorporated by reference to Exhibit 10.16 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.23 | Amendment No. 1 to Original Term Loan Agreement, dated as of May 30, 2019 (incorporated by reference to Exhibit 10.17 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.24 | Joinder to Three-Year Credit Agreement, dated as of June 11, 2019, with Bemis, AFUI, Amcor UK Finance plc, Amcor Limited and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.18 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.25 | Joinder to Four-Year Credit Agreement, dated as of June 11, 2019, with Bemis, AFUI, Amcor UK Finance plc, Amcor Limited and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.19 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.26 | Joinder to Five-Year Credit Agreement, dated as of June 11, 2019, with Bemis, AFUI, Amcor UK Finance plc, Amcor Limited and JPMorgan as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.20 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.27 | Joinder to 364-Day Credit Agreement, dated as of June 11, 2019, with Bemis, AFUI, Amcor UK Finance plc, Amcor Limited and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.21 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.28 | Joinder to Term Loan Agreement, dated as of June 11, 2019, with among AFUI, Amcor Limited and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.22 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |

| Exhibit | Description | Form of Filing |
| --- | --- | --- |
| 10.29 | Supplement No. 1 to the Three-Year Credit Agreement Guaranty, dated as of June 11, 2019, with Bemis and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.23 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.30 | Supplement No. 1 to the Four-Year Credit Agreement Guaranty, dated as of June 11, 2019, with Bemis and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.24 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.31 | Supplement No. 1 to the Five-Year Credit Agreement Guaranty, dated as of June 11, 2019, with Bemis and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.25 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.32 | Supplement No. 1 to the 364-Day Credit Agreement Guaranty, dated as of June 11, 2019, with Bemis and JPMorgan, as administrative agent and foreign administrative agent (incorporated by reference to Exhibit 10.26 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 10.33 | Supplement No. 1 to the Term Loan Agreement Guaranty, dated as of June 11, 2019, with Bemis and JPMorgan, as administrative agent (incorporated by reference to Exhibit 10.27 on Amcor plc's Current Report on Form 8-K filed on June 17, 2019). | Incorporated by Reference |
| 21.1 | Subsidiaries of Amcor plc. | Filed Herewith |
| 22 | Subsidiary Guarantors and Issuers of Guaranteed Securities. | Filed Herewith |
| 23.1 | Consent of PricewaterhouseCoopers as auditors for the financial statements of Amcor Limited. | Filed Herewith |
| 23.2 | Consent of PricewaterhouseCoopers AG as auditors for the financial statements of Amcor plc. | Filed Herewith |
| 31.1 | Chief Executive Officer Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended. | Filed Herewith |
| 31.2 | Chief Financial Officer Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended. | Filed Herewith |
| 32 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002. | Furnished Herewith |
| 101 | Inline XBRL Interactive data files – The XBRL Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. | Filed Electronically |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). | Filed Electronically |

* This exhibit is a management contract or compensatory plan or arrangement.

**Item 16. - Form 10-K Summary**

None.

## Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMCOR PLC

| | | | |
|---|---|---|---|
| By | /s/ Michael Casamento | By | /s/ Julie Sorrells |
| | Michael Casamento, Executive Vice President and Chief Financial Officer (Principal Financial Officer) | | Julie Sorrells, Vice President & Corporate Controller (Principal Accounting Officer) |
| | August 27, 2020 | | August 27, 2020 |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| | |
|---|---|
| /s/ Michael Casamento | /s/ Julie Sorrells |
| Michael Casamento, Executive Vice President and Chief Financial Officer (Principal Financial Officer) | Julie Sorrells, Vice President & Corporate Controller (Principal Accounting Officer) |
| August 27, 2020 | August 27, 2020 |
| /s/ Ronald Delia | /s/ Armin Meyer |
| Ronald Delia, Managing Director and Chief Executive Officer | Armin Meyer, Director and Deputy Chairman |
| August 27, 2020 | August 27, 2020 |
| /s/ Graeme Liebelt | /s/ Andrea Bertone |
| Graeme Liebelt, Director and Chairman | Andrea Bertone, Director |
| August 27, 2020 | August 27, 2020 |
| /s/ Nicholas (Tom) Long | /s/ Karen Guerra |
| Nicholas (Tom) Long, Director | Karen Guerra, Director |
| August 27, 2020 | August 27, 2020 |
| /s/ Arun Nayar | /s/ Jeremy Sutcliffe |
| Arun Nayar, Director | Jeremy Sutcliffe, Director |
| August 27, 2020 | August 27, 2020 |
| /s/ Philip Weaver | /s/ David Szczupak |
| Philip Weaver, Director | David Szczupak, Director |
| August 27, 2020 | August 27, 2020 |

**Schedule II - Valuation and Qualifying Accounts and Reserves**
**(in millions)**

**Reserves for Doubtful Accounts, Sales Returns, Discounts and Allowances:**

| Year ended June 30, | Balance at Beginning of the Year | Additions Charged to Profit and Loss | Write-offs | Foreign Currency Impact and Other (1) | Balance at End of the Year |
|---|---|---|---|---|---|
| 2020 | $ 34.4 | $ 5.0 | $ (0.8) | $ (3.3) | $ 35.3 |
| 2019 | $ 17.0 | $ 3.2 | $ — | $ 14.2 | $ 34.4 |
| 2018 | $ 20.9 | $ 0.3 | $ (3.0) | $ (1.2) | $ 17.0 |

(1) Foreign Currency Impact and Other includes reserve accruals related to acquisitions.

**EXHIBIT 4.26**

**DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

As of June 30, 2020, Amcor plc ("Amcor," "we," "our" or "us") had two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): (i) Ordinary Shares, par value $0.01 per share and (ii) 1.125% Guaranteed Senior Notes due 2027. Each of Amcor's securities registered under Section 12 of the Exchange Act are listed on the New York Stock Exchange (the "NYSE"). CHESS Depositary Interests ("CDI's") representing our ordinary shares are traded on the Australian Securities Exchange ("ASX").

**DESCRIPTION OF ORDINARY SHARES**

The following is a summary of the material terms of our ordinary shares as set forth in our Articles of Association and the material provisions of the laws of Jersey, Channel Islands. This summary does not purport to be complete and is qualified in its entirety by reference to our Articles of Association, which are filed as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.26 is a part.

**Share Capital**

The authorized share capital of Amcor is $100,000,000, divided into 9,000,000,000 ordinary shares of $0.01 par value each and 1,000,000,000 preferred shares of $0.01 par value each, which may be issued in such class or classes or series as the our board of directors ("board") may determine in accordance with our Articles of Association. As of August 25, 2020, we had 1,568,481,519 ordinary shares issued and outstanding.

All ordinary shares have equal voting rights and no right to a fixed income and carry the right to receive dividends that have been declared by Amcor. The holders of ordinary shares have the right to receive notice of, and to attend and vote at, all general meetings of Amcor. The rights and obligations attaching to any preferred shares will be determined at the time of issue by our board in its absolute discretion and must be set forth in a statement of rights. Any preferred shares that are issued may have priority over the ordinary shares with respect to dividend or liquidation rights or both. We do not have any preferred shares issued and outstanding.

Our board may issue ordinary shares or preferred shares without further shareholder action, unless shareholder action is required by applicable law or by the rules of the NYSE, ASX or other stock exchange or quotation system on which any class or series of our ordinary shares may be listed or quoted.

Subject to our Articles of Association and the rights or restrictions attached to any shares or class of shares, if Amcor is wound up and the property of Amcor available for distribution among the shareholders is more than sufficient to pay (i) all the debts and liabilities of Amcor and (ii) the costs, charges and expenses of the winding up, the excess must be divided among the shareholders in proportion to the number of shares held by them, irrespective of the amounts paid or credited as paid on the shares. If Amcor is wound up, the directors or liquidator (as applicable) may, with the sanction of a special resolution of the shareholders of Amcor and any other sanction required by the Companies (Jersey) Law 1991 (the "Jersey Companies Law"), divide among the shareholders the whole or any part of the assets of Amcor and determine how the division will be carried out as between the shareholders or different classes of shareholders.

CDIs are units of beneficial ownership in shares constituted under Australian law which may be held and transferred through the CHESS system. For further information regarding the CDIs, see "—CHESS Depositary Interests" below. All references to shares in this summary will be deemed, where the context permits, also to be references to the CDIs.

Amcor's registered office address and the address where Amcor's register of members is maintained is 3rd Floor 44 Esplanade, St. Helier, Jersey JE4 9WG.

**Organizational Documents; Governing Law**

The rights of Amcor shareholders are governed by, among other things, our Articles of Association and the laws of Jersey, Channel Islands, including the Jersey Companies Law.

**Voting Rights**

Each ordinary share entitles the holder to one vote per share at any general meeting of shareholders. An ordinary resolution requires approval by the holders of a majority of the voting rights represented at a meeting, in person or by proxy, and voting thereon. A special resolution requires approval by the holders of two-thirds of the voting rights represented at a meeting, in person or by proxy, and voting thereon (or such greater majority as the Articles of Association may prescribe).

Voting rights with respect to any class of preferred shares (if any) will be determined by our board and set out in the relevant statement of rights for such class.

Neither Jersey law nor the Articles of Association restrict non-resident shareholders from holding or exercising voting rights in relation of our ordinary shares. There are no provisions in the Jersey Companies Law relating to cumulative voting.

**No Preemptive Rights**

Amcor shareholders do not have preemptive rights to acquire newly issued ordinary shares.

**Variation of Rights**

The rights attached to any class of ordinary shares, such as voting, dividends and the like, may, unless their terms of issue state otherwise, be varied by a special resolution passed at a separate meeting of the holders of shares of such class.

**Certificated and Uncertificated Shares**

Ordinary shares may be held in either certificated or uncertificated form. Every holder of certificated shares is entitled, without payment, to have a certificate for the shares that it owns executed under Amcor's seal or in such other manner as provided by the Jersey Companies Law.

**Transfer of Shares**

Generally, fully paid ordinary shares are issued in registered form and may be freely transferred pursuant to the Articles of Association unless the transfer is restricted by applicable securities laws or prohibited by another instrument.

**Dividends**

Our board may declare and pay any dividends from time to time as it may determine. Our board may rescind a decision to pay a dividend if it decides, before the payment date, that Amcor's financial position no longer justifies the payment. The payment of a dividend does not require shareholder confirmation or approval at a general meeting of the shareholders.

Holders of our ordinary shares are entitled to receive equally, on a per share basis, any dividends that may be declared in respect of ordinary shares by our board.

Our board may direct that a dividend will be satisfied from any available source permitted by law, including wholly or partly by the distribution of assets, including paid up shares or securities of another company. If Amcor declares cash dividends, such dividends will be declared in U.S. dollars.

Under the Jersey Companies Law, dividends may be paid from any source permitted by law (other than from nominal capital account and capital redemption reserve), subject to a requirement for the directors who are to authorize the payment of any dividend to make a statutory solvency statement.

Our Articles of Association permit our board to require that all dividend payments will be paid only through electronic transfer into an account selected by the shareholder rather than by a bank check.

No dividend or other monies payable on or in respect of a share will bear interest as against Amcor (unless the terms of the share specify otherwise).

If any dividend is unclaimed for 11 calendar months after issuance, our board may stop payment on the dividend or otherwise make use of the unclaimed amount for the benefit of Amcor until claimed or otherwise disposed of according to the laws relating to unclaimed monies.

**Alteration of Share Capital**

Under the Jersey Companies Law, Amcor may, by special resolution of its shareholders: increase its share capital; consolidate and sub-divide; convert shares into or from stock; re-denominate any of its shares into another currency or reduce its share capital, capital redemption reserve or share premium account in any way.

**Redeemable Shares**

Our ordinary shares will not initially be redeemable. Pursuant to the Jersey Companies Law and our Articles of Association, our board may issue redeemable shares or convert existing non-redeemable shares, whether issued or not, into redeemable shares, which shares will be, in each case, redeemable in accordance with their terms or at the option of Amcor and/or at the option of the holder (provided that an issued non-redeemable share may only be converted into a redeemable share with the agreement of the holder or pursuant to a special resolution).

**Purchase of Own Shares**

Subject to the provisions of the Jersey Companies Law and our Articles of Association, Amcor may purchase its own shares or CDIs and either cancel them or hold them as treasury shares.

Under Jersey law, Amcor's purchase of its own shares must be sanctioned by a special resolution of Amcor's shareholders. If the purchase is to be made on a stock exchange, the special resolution must specify the maximum number of shares or CDIs to be purchased, the maximum and minimum prices which may be paid, and the date on which the authority to purchase is to expire (which may not be more than five years after the date of the resolution). If the purchase is to be made otherwise than on a stock exchange, the purchase must be made pursuant to a written purchase contract approved in advance by a resolution of shareholders (excluding the shareholder from whom Amcor proposes to purchase shares or CDIs).

**Shareholder Meetings**

***Annual Meetings of Shareholders***

Under Jersey law, Amcor must hold an annual general meeting once every calendar year and not more than 18 months may elapse between two successive annual general meetings, at such date, time and place as may be determined by our Board.

A general shareholder meeting may only be called by a resolution of the board or as otherwise provided in the Jersey Companies Law.

***Special Meetings of Shareholders***

The board may, and upon request of shareholders as required by Jersey law (and as described below) must, convene an extraordinary general meeting of the shareholders.

Under the Jersey Companies Law, shareholders of Amcor holding 10% or more of the company's voting rights and entitled to vote at the relevant meeting may legally require the directors to call a meeting of shareholders. Upon receiving a requisition notice from shareholders, the board must call a special meeting as soon as practicable but in any case not later than two months after the date of the requisition. If the directors do not within 21 days from the date of the deposit of the requisition proceed to call a meeting to be held within two months of that date, the requisitionists, or any of them representing more than half of the total voting rights of all of them, may themselves call a meeting, but a meeting so called may not be held after three months from that date.

***Notice of Meetings; Record Date***

Under the Articles of Association and applicable stock exchange listing rules, the notice for a general meeting must be sent to all shareholders. The content of a notice of a general meeting called by the board is to be decided by the board, but it must designate the meeting as an annual or extraordinary general meeting and must state the general nature of the business to be transacted at the meeting and any other matters required by the Jersey Companies Law.

For the purpose of determining whether a person is entitled as a shareholder to attend or vote at a meeting and how many votes such person may cast, Amcor may specify in the notice a date not more than 60 days nor less than 10 days before the date fixed for the meeting, as the date for the determination of the shareholders entitled to receive notice of, attend or vote at the meeting or appoint a proxy. Amcor may specify a separate time by which a CDI holder must be on the CDI register in order to direct the Depositary Nominee (as defined herein) to vote or appoint a proxy.

***Quorum***

Under the Articles of Association, no business may be transacted at any general meeting unless a quorum (the holders of shares representing at least the majority of total voting rights of all shareholders entitled to vote at such meeting) is present in person or by proxy at the time when the meeting proceeds to business.

***Action by Written Consent***

The Articles of Association prohibit actions to be taken by unanimous written consent. Under the Articles of Association, any action required or permitted to be taken by shareholders or any class of them must be effected at a general meeting of Amcor or of the class in question and may not be effected by any consent or resolution in writing of the shareholders.

***Shareholder Proposals***

Under Articles of Association, a shareholder of record who has the right to vote at an annual general meeting may, on giving notice to Amcor no more than 120 days and no less than 90 days before the date which is one year after the date of the previous annual general meeting, require Amcor to include a resolution to be proposed at the annual general meeting. Any proposed business must be a proper matter for shareholder action.

In addition, a shareholder of record who has the right to vote at general meetings may propose persons for nomination as directors subject to complying with the applicable requirements to be set forth in the Articles of Association, including delivery to Amcor of specified information on director nominees. Shareholder nominations must be made on notice of (i) in the case of annual general meetings, no more than 120 calendar days and no less than 90 days (in each case from the anniversary date of the preceding annual general meeting), or (ii) in the case of extraordinary general meetings called for the purpose of electing directors, not later than the 10th day following the day on which notice of the date of such meeting was mailed.

***Conditions of Admission***

Under the Articles of Association, the board and the chairperson of any general meeting may make any arrangement and impose any requirement or restriction it or he or she considers appropriate to ensure the safety of persons attending and the orderly conduct of a general meeting including, without limitation, requirements for identification to be produced by those attending the meeting, searches and the restriction of items that may be taken into the meeting place. The board and, at any general meeting, the chairperson are entitled to refuse entry to a person who refuses to comply with these arrangements, requirements or restrictions.

**Board of Directors**

***Election of Directors***

Amcor directors are appointed by Amcor's board of directors and shall hold office until the next annual general meeting following such appointment. Under the Articles of Association, all directors are subject to annual re-election by shareholders. Directors will hold office until the conclusion of the next annual general meeting following his or her appointment, unless such director is re-elected at the general meeting.

Where the number of persons validly proposed for election or re-election as a director is greater than the number of directors to be elected, the persons receiving the most votes (up to the number of directors to be elected) will be elected as directors and an absolute majority of votes cast will not be a pre-requisite to the election of such directors.

***Removal of Directors***

Under the Articles of Association, a director may only be removed from office by ordinary resolution of Amcor shareholders as a result of:

- the director's conviction (with a plea of nolo contendere deemed to be a conviction) of a serious felony involving moral turpitude or a violation of U.S. federal or state securities law, but excluding a conviction based entirely on vicarious liability; or
- the director's commission of any material act of dishonesty (such as embezzlement) resulting or intended to result in material personal gain or enrichment of the director at the expense of the Company or any subsidiary and which act, if made the subject to criminal charges, would be reasonably likely to be charged as a felony.

For these purposes nolo contendere, felony and moral turpitude have the meaning given to them by the laws of the United States of America or any relevant state thereof and shall include equivalent acts in any other jurisdiction.

***Vacancies***

The Articles of Association provide that any vacancy occurring on the Amcor board (whether caused by increase in size of the Amcor board, or by death, disability, resignation, removal or otherwise) shall only be filled by a majority of the Amcor board then in office, even though fewer than a quorum.

Any directors appointed by the Amcor board to fill a vacancy will hold office until the next annual general meeting following his or her appointment.

**Business Combinations with Interested Shareholders**

Under the Articles of Association, Amcor is prohibited from engaging in any business combination with any "interested shareholder" for a period of three years following the time that such shareholder became an interested shareholder (subject to certain specified exceptions), unless (in addition to other exceptions) prior to such business combination the board approved either the business combination or the transaction which resulted in the shareholder becoming an "interested shareholder."

An "interested shareholder" is (subject to certain specified exceptions) any person (together with its affiliates and associates) that (i) owns more than 15% of Amcor's voting stock or (ii) is an affiliate or associate of Amcor and owned more than 15% of Amcor's voting stock within three years of the date on which it is sought to be determined whether such person is an "interested shareholder."

**Disclosure of Shareholding Ownership**

Holders of beneficial interests in Amcor ordinary shares must comply with the beneficial ownership disclosure obligations contained in section 13(d) of the Exchange Act and the rules promulgated thereunder.

Under the Articles of Association, Amcor may, by written notice, require any person whom Amcor knows or has reasonable cause to believe to hold an interest in Amcor ordinary shares or to have held an interest at any time during the three years prior, to confirm whether that is the case and give further information as to their interest as requested.

Where a person fails to comply with such notice within the reasonable time period specified in the notice or has made a statement which is false or inadequate, then, unless the Amcor board determines otherwise, the following restrictions will apply to the applicable shares and to any new shares issued in right of those shares for so long as such person remains in default under the notice:

- no voting rights will be exercisable in respect of those shares;

- any dividend or other distribution payable in respect of those shares will be withheld by Amcor without interest; and

- no transfer of those shares will be registered except for an "excepted transfer".

An "excepted transfer" means a transfer:

- pursuant to acceptance of a takeover offer under the Jersey Companies Law;

- made through the NYSE, ASX or any other stock exchange on which Amcor ordinary shares are normally traded; or

- of the whole of a person's beneficial interest in the shares to an unaffiliated third party.

**CHESS Depositary Interests**

CDIs are quoted and traded on the financial market operated by ASX. Ordinary shares are not traded on the financial market operated by the ASX. This is because ASX's electronic settlement system, known as CHESS, cannot be used directly for the transfer of securities of issuers, such as Amcor, incorporated in countries whose laws do not recognize CHESS as a system to record uncertificated holdings or to electronically transfer legal title. CDIs have been created to facilitate electronic settlement and transfer in Australia for companies in this situation.

CDIs are a type of depositary receipt which provide the holder with ultimate beneficial ownership of the underlying ordinary shares of Amcor. The legal title to these ordinary shares is held by Cede & Co., with CHESS Depositary Nominees Pty Ltd (ABN 75 071 346 506), a wholly-owned subsidiary of ASX, which we refer to as the “Depositary Nominee,” holding the beneficial title to those ordinary shares on behalf of CDI holders.

Each CDI represents a beneficial interest in one ordinary share and, unlike ordinary shares, each CDI can be held, transferred and settled electronically through CHESS.

CDIs are traded electronically on the financial market operated by the ASX. However, there are a number of differences between holding CDIs and ordinary shares. The major differences are that:

- CDI holders do not have legal title in the underlying ordinary shares to which the CDIs relate (the chain of title in the ordinary shares underlying the CDIs is summarized above);

- CDI holders are not able to vote personally as shareholders at a meeting of Amcor. Instead, CDI holders are provided with a voting instruction form which will enable them to instruct the Depositary Nominee in relation to the exercise of voting rights. In addition, a CDI holder is able to request the Depositary Nominee to appoint the CDI holder or a third party nominated by the CDI holder as its proxy so that the proxy so appointed may exercise the votes attaching to the ordinary shares; and

- CDI holders will not be directly entitled to certain other rights conferred on holders of ordinary shares, including the right to apply to a Jersey court for an order on the grounds that the affairs of Amcor are being conducted in a manner which is unfairly prejudicial to the interests of Amcor shareholders; and the right to apply to the Jersey Financial Services Commission to have an inspector appointed to investigate the affairs of Amcor.

Alternatively, CDI holders can convert their CDIs into Amcor ordinary shares in sufficient time before the relevant meeting, in which case they will be able to vote personally as shareholders of Amcor.

**Application of Standard Table**

The "standard table" of provisions under the Jersey Companies Law does not apply.

## DESCRIPTION OF THE NOTES

The following description of the 1.125% Senior Notes due 2027 (the “Notes”) issued by Amcor UK Finance plc, a subsidiary of Amcor (the “Issuer”) summarizes certain material terms of the Notes. This description is qualified in its entirety by reference to the indenture, which is filed as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.26 is a part.

The Notes were issued pursuant to an indenture dated as of June 23, 2020 among the Issuer, Amcor, AFUI, Amcor Pty Ltd and Bemis, as guarantors, and Deutsche Bank Trust Company Americas, as trustee (the "Trustee"), as supplemented by an officer's certificate, dated as of June 23, 2020. We refer to the original indenture, as supplemented, as the indenture. The terms of the Notes include those stated in the indenture and those made part of the indenture by reference to the Trust Indenture Act of 1939, as amended (the "TIA"). A copy of the indenture may be obtained from the Issuer or the Trustee.

The Issuer issued the Notes in fully registered form in denominations of €100,000 and integral multiples of €1,000 in excess thereof. The Notes were issued in the form of one or more global note, without coupons, which were deposited initially with, or on behalf of, a common depositary, and registered in the name of the nominee of the common depositary, for, and in respect of interests held through, Euroclear and Clearstream. There is no security register for the Notes in the United Kingdom or

Australia. The Trustee acts as paying agent, transfer agent and registrar for the Notes. The Notes may be presented for registration of transfer and exchange at the offices of the registrar. The Issuer may change the paying agent, transfer agent and registrar without notice to holders of the Notes, and may change the paying agent upon notice to the Trustee.

**General**

Unless earlier redeemed in the circumstances set out below, the Notes will mature on June 23, 2027 at a price equal to 100% of their principal amount.

The Notes were offered in the principal amount of €500,000,000.

In any case where the due date for the payment of the principal amount of, or any premium or interest with respect to, the Notes or the date fixed for redemption of the Notes, shall not be a Business Day, then payment of the principal amount, premium, if any, or interest, including any Additional Amounts (as defined below) payable in respect thereto may be made on the next succeeding Business Day with the same force and effect as if made on the date for such payment or the date fixed for redemption, and no interest shall accrue for the period after such date.

The Notes are not entitled to the benefits of any sinking fund. The Notes are subject to defeasance as described under "—Defeasance and covenant defeasance."

**Interest**

The Notes bear interest from the date of issuance, payable annually on June 23 of each year, beginning June 23, 2021, to the persons in whose names such Notes are registered at the close of business on the date that is (i) in the case of Notes represented by a global note, the clearing system business day (for this purpose, a day on which Clearstream and Euroclear settle payments in euro) immediately preceding the relevant interest payment and (ii) in all other cases, 15 calendar days prior to the relevant interest payment date (whether or not a Business Day) (for the purposes of clauses (i) and (ii), such day, the "Record Date"). Interest on the Notes will be computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the Notes (or June 23, 2020, if no interest has been paid on the applicable Notes), to, but excluding, the next scheduled interest payment date. This payment convention is referred to as Actual/Actual (ICMA) as defined in the rulebook of the International Capital Market Association.

If any interest payment date would otherwise be a day that is not a Business Day, such interest payment date will be postponed to the next date that is a Business Day and no interest will accrue on the amounts payable from and after such interest payment date to the next Business Day. If the maturity date of the Notes falls on a day that is not a Business Day, the related payment of principal, premium, if any, and interest will be made on the next Business Day as if it were made on the date such payment was due, and no interest will accrue on the amounts so payable for the period from and after such date to the next Business Day.

**Issuance in euro**

All payments of interest, premium, if any, and principal, including payments made upon any redemption or repurchase of the Notes, will be made in euro; provided that if the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the Notes will be made in U.S. dollars until the euro is again available to us or so used. In such circumstances, the amount payable on any date in euro will be converted into U.S. dollars at the rate mandated by the Board of Governors of the Federal Reserve System as of the close of business on the second Business Day prior to the relevant payment date or, if the Board of Governors of the Federal Reserve System has not announced a rate of conversion, on the basis of the most recent U.S. dollar/euro exchange rate published in The Wall Street Journal on or prior to the second Business Day prior to the relevant payment date or, in the event The Wall Street Journal has not published such exchange rate, the rate will be determined in our sole discretion on the basis of the most recently available market exchange rate for the euro. Any payment in respect of the Notes so made in U.S. dollars will not constitute an Event of Default (as defined in the indenture). Neither the Trustee nor the paying agent shall have any responsibility for any calculation or conversion in connection with the foregoing.

As of August 14, 2020, the rate published by the Board of Governors of the Federal Reserve System for the euro/U.S. dollar exchange rate was €1 = U.S. $1.1833.

**Further issues**

The indenture provides that the Notes may be issued from time to time without limitation as to aggregate principal amount. Therefore, in the future, the Issuer may, without the consent of the holders of the Notes, create and issue under the indenture additional debt securities having the same terms and conditions as the Notes (except for the issue date and, under certain circumstances, the first date of interest accrual, the first interest payment date and terms relating to restrictions on transfer or registration rights), provided that if such additional debt securities are not fungible with the Notes for U.S. federal income tax purposes, such additional debt securities will have a different CUSIP number from the Notes. We refer to any such additional debt securities, as "Additional Notes". Any Additional Notes of a series will form a single series of debt securities with the Notes.

**Guarantee**

Under the Guarantee, each of Amcor, Amcor Finance (USA), Inc. (“AFUI”), Amcor Pty Ltd and Bemis Company, Inc. (“Bemis,” and collectively, the “Guarantors”) will fully and unconditionally guarantee the due and punctual payment of the principal, interest, premium (if any) and all other amounts due under the indenture and on the Notes when the Notes become due and payable, whether at maturity, pursuant to optional redemption, by acceleration or otherwise, in each case after any applicable grace periods or notice requirements, according to the terms of the Notes.

The obligations of the Guarantors under the Guarantee are unconditional, regardless of the enforceability of the Notes, and will not be discharged until all obligations under the Notes and the indenture are satisfied. Holders of the Notes may proceed directly against the Guarantors under the Guarantee if an event of default affecting the Notes occurs without first proceeding against the Issuer.

*Additional subsidiary guarantors*

Amcor has covenanted and agreed under the indenture that it will cause each of its Subsidiaries (other than the Issuer and any Subsidiary that is already a Guarantor under the indenture) that at any time has outstanding a guarantee with respect to any Specified Indebtedness, or is otherwise an obligor, a co-obligor or jointly liable with the Issuer or any applicable Guarantor with respect to any Specified Indebtedness, to execute and deliver to the Trustee a supplemental indenture within 30 days of such Subsidiary guaranteeing, or otherwise becoming an obligor, a co-obligor or jointly liable with the Issuer or any applicable Guarantor in respect of, such Specified Indebtedness, pursuant to which such Subsidiary will guarantee the Notes issued under the indenture on the same terms and subject to the same conditions and limitations as set forth in the indenture.

Any supplemental indenture entered into in accordance with the indenture in connection with the provision of a Guarantee by an additional Subsidiary Guarantor may include a limitation on such Subsidiary Guarantee that is required under the law of the jurisdiction in which such Subsidiary is incorporated or organized, provided that such limitation shall also be contained in any other guarantee provided by such Subsidiary in respect of any Specified Indebtedness.

*Release of subsidiary guarantors*

As more fully described in the indenture, any Subsidiary of Amcor that provides a Guarantee in respect of the Notes (a "Subsidiary Guarantor") may be released at any time from its Guarantee without the consent of any holder of the Notes if, at such time, no Default or Event of Default has occurred and is continuing, and either (a) such Subsidiary Guarantor is no longer, or at the time of release will no longer be, a Subsidiary of Amcor or (b) such Subsidiary Guarantor shall not have outstanding a guarantee with respect to any Specified Indebtedness or otherwise be an obligor, co-obligor or jointly liable with respect to any Specified Indebtedness (or shall be released with respect to its Guarantee under the indenture simultaneously with its release under guarantees or other obligations with respect to all Specified Indebtedness).

**Ranking**

The Notes are unsecured obligations of the Issuer and rank on a parity basis with all of the Issuer's other unsecured and unsubordinated obligations, and each of the Guarantees are an unsecured obligation of the applicable Guarantor and rank on a parity basis with all other unsecured and unsubordinated indebtedness of such Guarantor except, in each case, indebtedness mandatorily preferred by law.

The Notes are effectively subordinated to any existing and future secured obligations of the Issuer to the extent of the value of the assets securing any such obligations, and since the Notes are unsecured obligations of the Issuer, in the event of a bankruptcy or insolvency, the Issuer's secured lenders will have a prior secured claim to any collateral securing the obligations owed to them. Each of the Guarantees are effectively subordinated to any existing and future secured obligations of the applicable Guarantor to the extent of the value of the assets securing such obligations, and since each of the Guarantees is an unsecured obligation of the corresponding Guarantor, in the event of bankruptcy or insolvency, each such Guarantor's secured lenders will have a prior secured claim to any collateral securing the obligation owed to them. As of June 30, 2020, the Issuer and the Guarantors had no secured indebtedness outstanding.

The Notes and each of the related Guarantees are also be structurally subordinated to all existing and future indebtedness and other liabilities, whether or not secured, of any Subsidiary of Amcor (other than Amcor UK) that does not guarantee such Notes (including any subsidiaries that Amcor may in the future acquire or establish to the extent they do not guarantee such Notes). Amcor, AFUI, Amcor Pty Ltd and Bemis are the initial Guarantors of the Notes. See "—Guarantees."

As of June 30, 2020, (i) the Issuer and the Guarantors had $6,129.8 million in aggregate principal amount of total indebtedness, other than intercompany indebtedness (of which none was secured) and (ii) the non-guarantor subsidiaries, including joint ventures, had $104.8 million of total indebtedness (of which $30.5 million was secured). For the year ended June 30, 2020, the non-guarantor subsidiaries, including joint ventures, represented 93% of Amcor's sales revenue.

**Registration of transfer and exchange**

*General*

Subject to the limitations applicable to global notes, the Notes may be presented for exchange for other Notes of any authorized denominations and of a like tenor and aggregate principal amount or for registration of transfer by the holder thereof or his attorney duly authorized in writing and, if so required by the Issuer, the Guarantors or the Trustee, with the form of transfer thereon duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Issuer, the Guarantors or the Registrar (as defined below) duly executed, at the office of the Registrar or at the office of any other transfer agent designated by the Issuer or such Guarantors for such purpose. No service charge will be made for any exchange or registration of transfer of the Notes, but the Issuer or the Guarantors may require payment of a sum by the holder of a Note sufficient to cover any tax or other governmental charge payable in connection therewith.

Such transfer or exchange will be effected upon the Registrar or such transfer agent, as the case may be, being satisfied with the documents of title and identity of the person making the request. The Registrar may decline to accept any request for an exchange or registration of transfer of any Note during the period of 15 days preceding the due date for any payment of interest on, principal of or any other payments on or in respect of the Notes. The Issuer and the Guarantors have appointed the Trustee as Registrar (the "Registrar"). The Issuer and the Guarantors may at any time designate additional transfer agents or rescind the designation of any transfer agent or approve a change in the office through which any transfer agent acts; provided, however, that there shall at all times be a transfer agent in the Borough of Manhattan, The City of New York.

**Payment of additional amounts**

All payments of, or in respect of, principal of, and any premium and interest on, the Notes, and all payments pursuant to the Guarantees, shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the United States (including the District of Columbia and any state, possession or territory thereof), Jersey, Australia, the United Kingdom or any other jurisdiction in which the Issuer or the Guarantors becomes a resident for tax purposes (whether by merger, consolidation or otherwise) or through which the Issuer or any Guarantor makes payment on the Notes or any Guarantee (each, a "Relevant Jurisdiction") or any political subdivision or taxing authority of any of the foregoing, unless such taxes, duties, assessments or governmental charges are required by the law of the Relevant Jurisdiction or any political subdivision or taxing authority thereof or therein to be withheld or deducted. In that event, the Issuer or the Guarantors, as applicable, will pay such additional amounts ("Additional Amounts") as will result (after deduction of such taxes, duties, assessments or governmental charges and any additional taxes, duties, assessments or governmental charges payable in respect of such Additional Amounts) in the payment to the holder of the Notes of the amounts which would have been payable in respect of such Notes or Guarantee had no such withholding or deduction been required, except that no Additional Amounts shall be so payable for or on account of:

(1) any withholding, deduction, tax, duty, assessment or other governmental charge which would not have been imposed but for the fact that such holder or beneficial owner of the Notes:

(a) is or was a resident, domiciliary or national of, or engaged in business or maintained a permanent establishment or is or was physically present in, the United States, Jersey, Australia, the United Kingdom, or other Relevant Jurisdiction or otherwise had some connection with the United States, Jersey, Australia, the United Kingdom, or other Relevant Jurisdiction other than the mere ownership of, or receipt of payment under, such Notes or Guarantee;

(b) presented such Note or Guarantee for payment in any Relevant Jurisdiction, unless such Note or Guarantee could not have been presented for payment elsewhere;

(c) presented such Note or Guarantee (where presentation is required) more than thirty (30) days after the date on which the payment in respect of such Note or Guarantee first became due and payable or provided for, whichever is later, except to the extent that the holder would have been entitled to such Additional Amounts if it had presented such Note or Guarantee for payment on any day within such period of thirty (30) days; or

(d) with respect to any withholding or deduction of taxes, duties, assessments or other governmental charges imposed by the United States, or any of its territories or any political subdivision thereof or any taxing authority thereof or therein, is or was with respect to the United States a citizen or resident of the United States, treated as a resident of the United States, present in the United States, engaged in business in the United States, a person with a permanent establishment or fixed base in the United States, a "ten percent shareholder" of the Issuer or the Guarantors, a passive foreign investment company, or a controlled foreign corporation, or has or has had some other connection with the United States (other than the mere receipt of a payment or the ownership of holding a Note;

(2) any estate, inheritance, gift, sale, transfer, personal property or similar tax, assessment or other governmental charge or any withholding or deduction on account of such tax, assessment or other government charge;

(3) any tax, duty, assessment or other governmental charge which is payable otherwise than by withholding or deduction from payments of (or in respect of) principal of, or any premium and interest on, the Notes or the Guarantees thereof;

(4) any withholding, deduction, tax, duty, assessment or other governmental charge that is imposed or withheld by reason of the failure to comply in a timely manner by the holder of such Note or, in the case of a global security, the beneficial owner of such Global Note, with a timely request of the Issuer, the Guarantors, the Trustee or any Paying Agent addressed to such holder or beneficial owner, as the case may be, (a) to provide information concerning the nationality, residence or identity of such holder or such beneficial owner or (b) to make any declaration or other similar claim or satisfy any information or reporting requirement, which, in the case of (a) or (b), is required or imposed by a statute, treaty, regulation or administrative practice of any Relevant Jurisdiction or any political subdivision or taxing authority thereof or therein as a precondition to exemption from all or part of such withholding, deduction, tax, duty, assessment or other governmental charge (including without limitation the filing of an Internal Revenue Service ("IRS") Form W-8BEN, W-8BEN-E, W-8ECI or W-9);

(5) any withholding, deduction, tax, duty, assessment or other governmental charge which is imposed or withheld by or by reason of the Australian Commissioner of Taxation giving a notice under section 255 of the Income Tax Assessment Act 1936 (Cth) of Australia or section 260-5 of Schedule 1 of the Taxation Administration Act 1953 (Cth) of Australia or under a similar provision;

(6) any taxes imposed or withheld by reason of the failure of the holder or beneficial owner of the Notes to comply with (a) the requirements of Sections 1471 through 1474 (commonly known as "FATCA") of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), as of the date hereof (or any amended or successor version that is substantively comparable and not materially more onerous to comply with), the U.S. Treasury regulations issued thereunder or any official interpretation thereof or any agreement entered into pursuant to Section 1471 of the Code, (b) any treaty, law, regulation or other official guidance enacted in any other jurisdiction or relating to any intergovernmental agreement between the United States and any other jurisdiction, which, in either case, facilitates the implementation of clause (a) above and (c) any agreement pursuant to the implementation of clauses (a) and (b) above with the IRS, the U.S. government or any governmental or taxation authority in any other jurisdiction; or

(7) any combination of items (1), (2), (3), (4), (5) and (6);

nor shall Additional Amounts be paid with respect to any payment of, or in respect of, the principal of, or any premium or interest on, any such Note or Guarantee to any such holder who is a fiduciary or partnership or other than the sole beneficial owner of such payment to the extent such Note or Guarantee would, under the laws of any Relevant Jurisdiction or any political subdivision or taxing authority thereof or therein, be treated as being derived or received for tax purposes by a beneficiary or settlor with respect to such fiduciary or a member of such partnership or a beneficial owner who would not have been entitled to such Additional Amounts had it been the holder of the Note or Guarantee.

Whenever there is mentioned, in any context, any payment of or in respect of the principal of, or any premium or interest on, any Notes (or any payments pursuant to the Guarantees thereof), such mention shall be deemed to include mention of the payment of Additional Amounts provided for in the indenture to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof pursuant to the indenture, and any express mention of the payment of Additional Amounts in any provisions of the indenture shall not be construed as excluding Additional Amounts in those provisions of the indenture where such express mention is not made.

Certain other additional amounts may be payable in respect of Notes and Guarantees as a result of certain consolidations or mergers involving, or conveyances, transfer or leases of properties and assets by, the Issuer or the Guarantors. See "—Certain covenants—Consolidation, merger and sale of assets."

Amcor's obligations to pay Additional Amounts if and when due will survive the termination of the indenture and the payment of all other amounts in respect of the Notes.

**Redemption for changes in withholding taxes**

If, as the result of (a) any change in or any amendment to the laws, regulations, published practice or published tax rulings of any Relevant Jurisdiction, or of any political subdivision or taxing authority thereof or therein, affecting taxation, or (b) any change in the official administration, application, or interpretation by a relevant court or tribunal, government or government authority of any Relevant Jurisdiction of such laws, regulations, published practice or published tax rulings either generally or in relation to the Notes or the Guarantees, which change or amendment becomes effective on or after the later of (x) the original issue date of the Notes or the Guarantees or (y) the date on which a jurisdiction becomes a Relevant Jurisdiction (whether by consolidation, merger or transfer of assets of the Issuer or any Guarantor, change in place of payment on the Notes or any Guarantee or otherwise) or which change in official administration, application or interpretation shall not have been available to the public prior to such later date, the Issuer or the applicable Guarantors would be required to pay any Additional Amounts pursuant to the indenture or the terms of any Guarantee in respect of interest on the next succeeding interest payment date (assuming, in the case of the Guarantors, a payment in respect of such interest was required to be made by the applicable Guarantor under the Guarantee thereof on such interest payment date and the applicable Guarantor would be unable, for reasons outside their control, to procure payment by the Issuer), and the obligation to pay Additional Amounts cannot be avoided by the use of commercially reasonable measures available to the Issuer or the applicable Guarantor, the Issuer may, at its option, redeem all (but not less than all) of the corresponding Notes, upon not less than 30 nor more than 60 days' written notice as provided in the indenture (i) in the case of Notes represented by a global note, to and through Euroclear or Clearstream for communication by them to the holders of interests in the Notes to be so redeemed, or (ii) in the case of definitive Notes, to each holder of record of the Notes to be redeemed at its registered address, at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the date fixed for redemption; provided, however, that:

(1) no such notice of redemption may be given earlier than 60 days prior to the earliest date on which the Issuer or the applicable Guarantor would be obligated to pay such Additional Amounts were a payment in respect of the Notes or the applicable Guarantee thereof then due; and

(2) at the time any such redemption notice is given, such obligation to pay such Additional Amounts must remain in effect.

Prior to any such redemption, the Issuer, the applicable Guarantor or any Person with whom the Issuer or the applicable Guarantor has consolidated or merged, or to whom the Issuer or the applicable Guarantor has conveyed or transferred or leased all or substantially all of its properties and assets (the successor Person in any such transaction, a "Successor Person"), as the case may be, shall provide the Trustee with an opinion of counsel to the effect that the conditions precedent to such redemption have occurred and a certificate signed by an authorized officer stating that the obligation to pay Additional Amounts cannot be avoided by taking measures that the Issuer, the applicable Guarantor or the Successor Person, as the case may be, believes are commercially reasonable.

**Optional redemption**

The Notes are redeemable, in whole or in part, at the option of the Issuer at any time at a redemption price equal to the greater of (1) 100% of the principal amount of the Notes being redeemed and (2) as determined by the Quotation Agent (as defined below), the sum of (a) the present value of the principal amount of the Notes to be redeemed and (b) the present value of the remaining scheduled payments of interest thereon (not including any portion of such payments of interest accrued to the date of redemption) from the redemption date to the maturity date of the Note being redeemed, in each case, discounted to the date of redemption on an annual basis (Actual/Actual ICMA) at the Comparable Government Bond Rate (as defined below) plus 30 basis points (0.300%), plus, in each case, accrued and unpaid interest thereon to the date of redemption; provided, however, notwithstanding the foregoing, if the Issuer redeems any of the Notes on or after the Par Call Date (as defined below), such Notes are redeemable at the Issuer's option at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to the redemption date of such Notes being redeemed to such date of redemption.

The principal amount of any Note remaining outstanding after a redemption in part shall be €100,000 or a higher integral multiple of €1,000. Notwithstanding the foregoing, installments of interest on Notes that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders of Notes as of the close of business on the relevant record date according to the Notes and the indenture.

"Comparable Government Bond" means, in relation to any Comparable Government Bond Rate calculation, at the discretion of an independent investment bank selected by us (the "Quotation Agent"), a German government bond whose maturity is closest to the par call date, or if such Quotation Agent in its discretion determines that such similar bond is not in issue, such other German government bond as such Quotation Agent may, with the advice of three brokers of, and/or market makers in, German government bonds selected by us, determine to be appropriate for determining the Comparable Government Bond Rate.

"Comparable Government Bond Rate" means the price, expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), at which the gross redemption yield on the Notes to be redeemed, if they were to be purchased at such price on the third Business Day prior to the date fixed for redemption, would be equal to the gross redemption yield on such Business Day of the Comparable Government Bond on the basis of the middle market price of the Comparable Government Bond prevailing at 11:00 A.M. (London time) on such Business Day as determined by the Quotation Agent selected by us.

"Par Call Date" means April 23, 2027.

Notice of any redemption will be provided at least 30 days but not more than 60 days before the redemption date to each holder of the Notes to be redeemed (i) in the case of Notes represented by a global note, to and through Euroclear or Clearstream for communication by them to the holders of interests in the Notes to be so redeemed, or (ii) in the case of definitive Notes, by mail to each holder of record of the Notes to be redeemed at its registered address. Unless the Issuer defaults in payment of the redemption price and accrued interest, on and after the redemption date, interest will cease to accrue on the Notes or portions thereof called for redemption.

If less than all of the Notes are being redeemed, the Notes for redemption will be selected as follows:

- if the Notes are held through Euroclear or Clearstream, in compliance with the standard procedures of Euroclear and Clearstream; or

- if the Notes are not held through any clearing system, on a pro rata basis, by lot or by such other method as the Trustee deems fair and appropriate.

The Trustee may select for redemption the Notes and portions of the Notes in amounts of €100,000 or integral multiples of €1,000 in excess thereof.

**Governing law**

The indenture and the Notes are governed by, and construed in accordance with, the laws of the State of New York.

**Concerning our relationship with the trustee**

The Issuer and the Guarantors have commercial deposits and custodial arrangements with Deutsche Bank Trust Company Americas, or "Deutsche Bank," and may have borrowed money from Deutsche Bank or its affiliates in the normal course of business. The Issuer and the Guarantors may enter into similar or other banking relationships with Deutsche Bank or its affiliates in the future in the normal course of business. Deutsche Bank may also act as trustee with respect to other debt securities issued by the Issuer and the Guarantors.

**Offers to purchase; open market purchases**

Neither the Issuer nor any of the Guarantors is required to make any sinking fund payments or any offers to purchase with respect to the Notes or the Guarantees. The Issuer or the Guarantors may at any time and from time to time purchase Notes in the open market or otherwise.

**Certain covenants**

Pursuant to the indenture, the Issuer and each of the Guarantors have covenanted and agreed as follows.

*Offer to repurchase upon change of control triggering event*

The indenture provides that, upon the occurrence of a Change Of Control Triggering Event, unless the Issuer has exercised its right to redeem the Notes in accordance with their terms, each holder of the Notes will have the right to require the Issuer to purchase all or a portion of such holder's Notes pursuant to the offer described below (the "Change of Control Offer"), at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of holders of the Notes on the relevant record date to receive interest due on the relevant interest payment date.

Within 30 days following the date upon which the Change of Control Triggering Event occurred, or at the Issuer's option, prior to any Change of Control but after the public announcement of the pending Change of Control, the Issuer will be required to send, by first class mail, a notice to each holder of the Notes, with a copy to the Trustee, which notice will govern the terms of the Change of Control Offer. Such notice will state, among other things, the purchase date, which must be no earlier than 30 days nor later than 60 days from the date such notice is mailed, other than as may be required by law (the "Change of Control Payment Date"). The notice, if mailed prior to the date of consummation of the Change of Control, will state that the Change of Control Offer is conditioned on the Change of Control being consummated on or prior to the Change of Control Payment Date. Holders of Notes electing to have Notes purchased pursuant to a Change of Control Offer will be required to surrender their Notes, with the form entitled "Option of Holder to Elect Purchase" on the reverse of the Note completed, to the Trustee at the address specified in the notice, or transfer their Notes to the Trustee by book-entry transfer pursuant to the applicable procedures of the Trustee, prior to the close of business on the third Business Day prior to the Change of Control Payment Date.

The Issuer will not be required to make a Change of Control Offer if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by the Issuer and such third party purchases all corresponding Notes properly tendered and not withdrawn under its offer.

The definition of Change of Control includes a phrase relating to the direct or indirect sale, lease, transfer, conveyance or other disposition of "all or substantially all" of our assets and the assets of our subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase "substantially all," there is no precise, established definition of the phrase under applicable law. Accordingly, the applicability of the requirement that the Issuer offer to repurchase the Notes as a result of a sale, lease, transfer, conveyance or other disposition of less than all of our assets and the assets of our subsidiaries taken as a whole to another "person" (as such terms is used in Section 13(d)(3) of the Exchange Act) may be uncertain.

*Limitation on liens*

Pursuant to the indenture, for so long as any of the Notes or any of the Guarantees are outstanding, Amcor will not, and will not permit any Subsidiary to, create, assume, incur, issue or otherwise have outstanding any Lien upon, or with respect to, any of the present or future business, property, undertaking, assets or revenues (including, without limitation, any Equity Interests and uncalled capital), whether now owned or hereafter acquired (together, "assets") of Amcor or such Subsidiary, to secure any Indebtedness, unless the Notes and applicable Guarantees are secured by such Lien equally and ratably with (or prior to) such Indebtedness, except for the following, to which this covenant shall not apply:

(a) Liens on assets securing Indebtedness of Amcor or such Subsidiary outstanding on the date of the indenture;

(b) Liens on assets securing Indebtedness owing to Amcor or any Subsidiary (other than a Project Subsidiary);

(c) Liens existing on any asset prior to the acquisition of such asset by Amcor or any Subsidiary after the original issue date of the Notes, provided that (i) such Lien has not been created in anticipation of such asset being so acquired, (ii) such Lien shall not apply to any other asset of Amcor or any Subsidiary, other than to proceeds and products of, and, in the case of any assets other than Equity Interests, after-acquired property that is affixed or incorporated into, the assets covered by such Lien on the date of such acquisition of such assets, (iii) such Lien shall secure only the Indebtedness secured by such Lien on the date of such acquisition of such asset and (iv) such Lien shall be discharged within one year of the date of acquisition of such asset or such later date as may be the date of the maturity of the Indebtedness that such Lien secures if such Indebtedness is fixed interest rate indebtedness that provides a commercial financial advantage to Amcor and the Subsidiaries;

(d) Liens on any assets of a Person that becomes a Subsidiary (or of any Person not previously a Subsidiary that is merged or consolidated with or into a Subsidiary) after the original issue date of the Notes that existed prior to the time such Person becomes a Subsidiary (or is so merged or consolidated), provided that (i) such Lien has not been created in anticipation of such Person becoming a Subsidiary (or such merger or consolidation), (ii) such Lien shall not apply to any other asset of Amcor or any Subsidiary, other than to proceeds and products of, and, in the case of any assets other than Equity Interests, after-acquired property that is affixed or incorporated into, the assets covered by such Lien on the date such Person becomes a Subsidiary (or is so merged or consolidated), (iii) such Lien shall secure only the Indebtedness secured by such Lien on the date such Person becomes a Subsidiary (or is so merged or consolidated) and (iv) such Lien shall be discharged within one year of the date such Person becomes a Subsidiary (or is so merged or consolidated) or such later date as may be the date of the maturity of the Indebtedness that such Lien secures if such Indebtedness is fixed interest rate indebtedness that provides a commercial financial advantage to Amcor and the Subsidiaries;

(e) Liens created to secure Indebtedness, directly or indirectly, incurred for the purpose of purchasing Equity Interests or other assets (other than real or personal property of the type contemplated by clause (f) below), provided that (i) such Lien shall secure only such Indebtedness incurred for the purpose of purchasing such assets, (ii) such Lien shall apply only to the assets so purchased (and to proceeds and products of, and, in the case of any assets other than Equity Interests, any subsequently after-acquired property that is affixed or incorporated into, the assets so purchased) and (iii) such Lien shall be discharged within two years of such Lien being granted;

(f) Liens created to secure Indebtedness incurred for the purpose of acquiring or developing any real or personal property or for some other purpose in connection with the acquisition or development of such property, provided that (i) such Lien shall secure only such Indebtedness,

(ii) such Lien shall not apply to any other assets of Amcor or any Subsidiary, other than to proceeds and products of, and after-acquired property that is affixed or incorporated into, the property so acquired or developed and (iii) the rights of the holder of the Indebtedness secured by such Lien shall be limited to the property that is subject to such Lien, it being the intention that the holder of such Lien shall not have any recourse to Amcor or any Subsidiaries personally or to any other property of Amcor or any Subsidiary;

(g) Liens for any borrowings from any financial institution for the purpose of financing any import or export contract in respect of which any part of the price receivable is guaranteed or insured by such financial institution carrying on an export credit guarantee or insurance business, provided that (i) such Lien applies only to the assets that are the subject of such import or export contract and (ii) the amount of Indebtedness secured thereby does not exceed the amount so guaranteed or insured;

(h) Liens for Indebtedness from an international or governmental development agency or authority to finance the development of a specific project, provided that (i) such Lien is required by applicable law or practice and (ii) the Lien is created only over assets used in or derived from the development of such project;

(i) any Lien created in favor of co-venturers of Amcor or any Subsidiary pursuant to any agreement relating to an unincorporated joint venture, provided that (i) such Lien applies only to the Equity Interests in, or the assets of, such unincorporated joint venture and (ii) such Lien secures solely the payment of obligations arising under such agreement;

(j) Liens over goods and products, or documents of title to goods and products, arising in the ordinary course of business in connection with letters of credit and similar transactions, provided that such Liens secure only the acquisition cost or selling price (and amounts incidental thereto) of such goods and products required to be paid within 180 days;

(k) Liens arising by operation of law in the ordinary course of business of Amcor or any Subsidiary;

(l) Liens created by Amcor or any Subsidiary over a Project Asset of Amcor or such Subsidiary, provided that such Lien secures only (i) in the case of a Lien over assets referred to in clause (a) of the definition of Project Assets, Limited Recourse

Indebtedness incurred by Amcor or such Subsidiary or (ii) in the case of a Lien over Equity Interests referred to in clause (b) of the definition of Project Assets, Limited Recourse Indebtedness incurred by the direct Subsidiary of Amcor or such Subsidiary;

(m) Liens arising under any netting or set-off arrangement entered into by Amcor or any Subsidiary in the ordinary course of its banking arrangements for the purpose of netting debit and credit balances of Amcor or any Subsidiary;

(n) Liens incurred in connection with any extension, renewal, replacement or refunding (together, a "refinancing") of any Lien permitted in clauses (a) through (m) above and any successive refinancings thereof permitted by this clause (n) (each an "Existing Security"), provided that (i) such Liens do not extend to any asset that was not expressed to be subject to the Existing Security, (ii) the principal amount of Indebtedness secured by such Liens does not exceed the principal amount of Indebtedness that was outstanding and secured by the Existing Security at the time of such refinancing and (iii) any refinancing of an Existing Security incurred in accordance with clauses (c) through (e) above (and any subsequent refinancings thereof permitted by this clause (n)) will not affect the obligation to discharge such Liens within the time frames that applied to such Existing Security at the time it was first incurred (as specified in the applicable clause);

(o) any Lien arising as a result of a Change in Lease Accounting Standard; and

(p) other Liens by Amcor or any Subsidiary securing Indebtedness, provided that, immediately after giving effect to the incurrence or assumption of any such Lien or the incurrence of any Indebtedness secured thereby, the aggregate principal amount of all outstanding Indebtedness of Amcor and any Subsidiary secured by any Liens pursuant to this clause (p) shall not exceed 10% of Total Tangible Assets at such time.

There are no restrictions in the indenture limiting the amount of unsecured Indebtedness that Amcor or any of its Subsidiaries may have outstanding at any time.

*Consolidation, merger and sale of assets*

The indenture provides that for so long as any of the Notes of any series issued thereunder or Guarantees thereunder are outstanding, neither the Issuer nor any applicable Guarantor may consolidate with or merge into any other Person that is not the Issuer or an applicable Guarantor, or convey, transfer or lease all or substantially all of its properties and assets to any Person that is not the Issuer or an applicable Guarantor, unless:

(1) any Person formed by such consolidation or into which the Issuer or such Guarantor, as the case may be, is merged or to whom the Issuer or such Guarantor, as the case may be, has conveyed, transferred or leased all or substantially all of its properties and assets is a corporation, partnership or trust organized and validly existing under the laws of its jurisdiction of organization, and such Person either is the Issuer or any other applicable Guarantor or assumes by supplemental indenture the Issuer's or such Guarantor's obligations, as the case may be, on such Notes or such Guarantees, as applicable, and under the indenture (including any obligation to pay any Additional Amounts);

(2) immediately after giving effect to the transaction and treating any Indebtedness which becomes an obligation of the Issuer or any applicable Guarantor as a result of such transaction as having been incurred at the time of such transaction, no Event of Default, and no event which, after notice or lapse of time or both, would become an Event of Default, shall have happened and be continuing;

(3) any such Person not incorporated or organized and validly existing under the laws of the United States, any State thereof or the District of Columbia, Jersey, the Commonwealth of Australia or the United Kingdom or any state or territory thereof shall expressly agree by a supplemental indenture,

(a) to indemnify the holder of each such Note and each beneficial owner of an interest therein against (X) any tax, duty, assessment or other governmental charge imposed on such holder or beneficial owner or required to be withheld or deducted from any, payment to such holder or beneficial owner as a consequence of such consolidation, merger, conveyance, transfer or lease, and (Y) any costs or expenses of the act of such consolidation, merger, conveyance, transfer or lease, and

(b) that all payments pursuant to such Notes or such Guarantees in respect of the principal of and any premium and interest on such Notes, as the case may be, shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the jurisdiction of organization or residency of such Person or any political subdivision or taxing authority thereof or therein, unless such taxes, duties, assessments or governmental charges are required by such jurisdiction or any such subdivision or authority to be withheld or deducted, in which case such Person will pay such additional amounts ("Successor Additional Amounts") as will result (after deduction of such taxes, duties, assessments or governmental charges and any additional taxes, duties, assessments or governmental charges payable in respect of such) in the payment to each holder or beneficial owner of a Note of such series of the amounts which would have been received pursuant to such Notes or such Guarantees, as the case may be, had no such withholding or deduction been required, subject to the same exceptions as would apply with respect to the payment by the applicable Issuer or the applicable Guarantors of Additional Amounts in respect of such Notes or such Guarantees (substituting the jurisdiction of organization of such Person for any Relevant Jurisdiction) (see "—Payment of additional amounts"); and

(4) certain other conditions are met.

The foregoing provisions would not necessarily afford holders of the Notes protection in the event of highly leveraged or other transactions involving the Issuer or the applicable Guarantors that may adversely affect holders of the Notes.

**Modification and waiver**

There are three types of changes the Issuer can make to the indenture and the Notes.

*Changes requiring unanimous approval*

First, there are the following changes, which the Issuer cannot make to the Notes or the indenture without the specific consent of the holder of each Note affected thereby:

- Change the stated maturity of, or any installment of, the principal, premium (if any) or interest on the Notes or the rate of interest on the Notes or change the Issuer’s obligation to pay Additional Amounts on the Notes, as described above under the section entitled "—Payment of additional amounts."
- Change the place or currency of payment on the Notes.
- Impair the ability of any holder of the Notes of such series to sue for payment.
- Reduce the amount of principal payable upon acceleration of the maturity of the Notes following an Event of Default.
- Reduce any amounts due on the Notes.
- Reduce the aggregate principal amount of the Notes the consent of the holders of which is needed to modify or amend the indenture.
- Reduce the aggregate principal amount of the Notes the consent of the holders of which is needed to waive compliance with certain provisions of the indenture or to waive certain defaults.
- Modify in a way that adversely affects holders any other aspect of the provisions dealing with modification or waiver under the indenture.
- Modify in a way that adversely affects holders the terms and conditions of the applicable Guarantors' payment obligations (including with respect to Additional Amounts) under the Notes.
- Waive a default or an Event of Default in the payment of principal of, or interest or premium, if any, on the Notes (except a rescission of acceleration of the Notes by the holders of at least a majority in aggregate principal amount of the outstanding Notes, and a waiver of the payment default that resulted from such acceleration).
- Subordinate the Notes or the Guarantees thereof to any other obligation of the Issuer or any of the applicable Guarantors.
- Release any applicable Guarantee (other than in accordance with the indenture).

- Change any of the provisions set forth above requiring the consent of the holders of the Notes.

***Changes requiring majority approval***

With the consent of the holders of not less than a majority in aggregate principal amount of the outstanding the Notes affected thereby, the Issuer and the Trustee may modify the indenture or the Notes for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the indenture or of modifying in any manner the rights of the holders of such Notes; provided that the Issuer cannot obtain a waiver of a payment default or any change in respect of the indenture or the Notes listed under "—Changes requiring unanimous approval" without the consent of each holder of the Notes to such waiver or change.

***Changes not requiring approval***

The third type of change does not require any vote or consent by holders of the Notes. This type is limited to clarifications and certain other changes as specified in the indenture that would not adversely affect holders of the Notes in any material respect.

***Further details concerning voting / consenting***

When taking a vote or obtaining a consent, the Issuer will use the principal amount that would be due and payable on the voting date, if the maturity of the corresponding Notes were accelerated to that date because of an Event of Default.

Notes will not be considered outstanding, and therefore not eligible to vote, if the Issuer has deposited or set aside in trust for you money for their payment or redemption, or if such Notes have been cancelled by the Trustee or delivered to the Trustee for cancellation.

The Issuer will generally be entitled to set any day as a record date for the purpose of determining the holders of outstanding Notes that are entitled to vote or take other action under the indenture. In certain limited circumstances, the Trustee will be entitled to set a record date for action by holders of the Notes. If the Issuer or the Trustee sets a record date for a vote or other action to be taken by holders of the Notes, that vote or action may be taken only by persons who are holders of such Notes on the record date and must be taken within 180 days following the record date or a shorter period that the Issuer may specify (or as the Trustee may specify, if it set the record date). The Issuer may shorten or lengthen (but not beyond 180 days) this period from time to time.

**Satisfaction and discharge**

The indenture will be discharged and will cease to be of further effect as to all debt securities issued thereunder, when:

- either:
    - all debt securities under the indenture that have been authenticated and delivered, except lost, stolen or destroyed debt securities under the indenture that have been replaced or paid and applicable series of debt securities for whose payment money has been deposited in trust and thereafter repaid to the applicable issuer or discharged from such trust, have been delivered to the Trustee for cancellation; or
    - all debt securities under the indenture that have not been delivered to the Trustee for cancellation (i) have become due and payable by reason of the mailing of a notice of redemption or otherwise, (ii) will become due and payable at their stated maturity within one year or (iii) are to be called for redemption within one year, and, in each case the applicable issuer has irrevocably deposited or caused to be deposited with the Trustee as trust funds in trust solely for the benefit of the holders of such debt securities, cash in US dollars, not-callable U.S. Government Obligations, or a combination thereof, in amounts as will be sufficient without consideration of any reinvestment of interest, to pay and discharge the entire indebtedness on the applicable series of debt securities not delivered to the Trustee for cancellation, for principal, premium, if any, and accrued interest to the maturity date or redemption date, as the case may be;
- no default or Event of Default has occurred and is continuing on the date of the deposit or will occur as a result of the deposit and the deposit will not result in a breach or violation of, or constitute a default under, any other instrument to which the applicable issuer is a party or by which the applicable issuer is bound;

- the applicable issuer has paid or caused to be paid all sums payable by it under the indenture including all amounts due and payable to the trustee; and

- the applicable issuer has delivered irrevocable instructions to the trustee under the applicable indenture to apply the deposited money toward the payment of the applicable series of debt securities at its maturity date or redemption date, as the case may be.

In addition, the applicable issuer must deliver to the Trustee an officers' certificate of one of its responsible officers and an opinion of counsel reasonably acceptable to the Trustee stating that all conditions precedent to satisfaction and discharge have been satisfied.

**Defeasance and covenant defeasance**

The indenture provides that the Issuer and the Guarantors, at the Issuer's or the applicable Guarantor(s)'s option with respect to the Notes and the Guarantees:

(1) will be deemed to have been discharged from their respective obligations in respect of the Notes (except for certain obligations to register the transfer of or exchange the Notes, to replace stolen, lost, destroyed or mutilated Notes upon satisfaction of certain requirements (including, without limitation; providing such security or indemnity as the Trustee, the Issuer or the applicable Guarantors may require) and except obligations to pay all amounts due and owing to the Trustee under the indenture), to maintain paying agents and to hold certain moneys in trust for payment); or

(2) need not comply with certain restrictive covenants of the indenture (including those described under "—Certain covenants—Limitation on Liens" and "—certain Covenants—Consolidation, merger and sale of assets"),
in each case if the Issuer or the applicable Guarantors deposit in trust with the Trustee (i) money in an amount, (ii) U.S. Government Obligations that through the scheduled payment of principal and interest in respect of the Notes in accordance with their terms will provide, not later than one day before the due date of any payment, money in an amount or (iii) a combination thereof, in each case sufficient to pay all the principal of, and any premium and interest (and any Additional Amounts then known) on the Notes, on the dates such payments are due in accordance with the terms of the indenture.
In the case of discharge pursuant to clause (1) above, the Issuer or the applicable Guarantors, as the case may be, is required to deliver to the Trustee an opinion of counsel stating that (a) the Issuer or the applicable Guarantors, as the case may be, has received from, or there has been published by, the IRS, a ruling or (b) since the original issue date of the Notes, there has been a change in the applicable U.S. federal income tax law, in either case to the effect that the holders of the Notes will not recognize gain or loss for U.S. federal income tax purposes as a result of the exercise of the option under clause (1) above and will be subject to federal income tax on the same amount and in the same manner and at the same times as would have been the case if such option had not been exercised. In the case of discharge pursuant to clause (2) above, the Issuer or the applicable Guarantors, as the case may be, is required to deliver to the Trustee an opinion of counsel stating that the holders of the Notes will not recognize gain or loss for U.S. federal income tax purposes as a result of the exercise of the option under clause (2) above and will be subject to U.S. federal income tax on the same amount, in the same manner and at the same times as would have been the case if such option had not been exercised.

**Guarantees**

Under each Guarantee, each Guarantor unconditionally guaranteed the due and punctual payment of the principal, interest (if any), premium (if any) and all other amounts due on the Notes and under the applicable indenture when the same shall become due and payable, whether at maturity, pursuant to mandatory or optional redemption or repayments, by acceleration or otherwise, in each case after any applicable grace periods or notice requirements, according to the terms of the Notes.
The obligations of each Guarantor under the Guarantees are unconditional, regardless of the enforceability of the Notes, and will not be discharged until all obligations under the Notes and the applicable indenture are satisfied. Holders of the applicable Notes may proceed directly against the applicable Guarantor under the applicable Guarantee if an event of default affecting those Notes occurs without first proceeding against the Issuer.

**Fraudulent conveyance or transfer considerations**

*England and wales*

Under English insolvency law, if a company enters administration or goes into liquidation, then the administrator or liquidator, as applicable, has certain powers to, among other things, apply to the court for such order as the court sees fit (including an order to set aside any transaction) to restore the position to what it would have been if the company had not entered into a transaction with any person at an "undervalue" (as described in the UK Insolvency Act 1986) if the transaction was entered into at a time in the period of two years ending with the onset of insolvency. A transaction might be at an "undervalue" if the company makes a gift to or otherwise receives no consideration from another party or receives consideration the value of which (in money or money's worth) is significantly lower than the value of the consideration given by the company. A court generally will not intervene, however, if the company entered into a transaction in good faith and for the purpose of carrying on its business and, at the time it did so, there were reasonable grounds for believing the transaction would benefit the company.

Additionally, if the liquidator or administrator can show that a "preference" was given by a company at a time in the period of six months ending with the onset of insolvency (or two years if the preference is to a connected person), a court can make such order as it see fits to restore the position to what it would have been had the preference not been given (including an order to set aside any transaction). Generally, a company gives a preference to a person if it does anything or suffers anything to be done which has the effect of putting a person who is one of the company's creditors, sureties or guarantors in a position which, in the event of the company's insolvent liquidation, will be better than the position that person would have been in had that thing not been done.

A court will only make an order in respect of a transaction at an undervalue or a preference if, at the time of the relevant transaction or preference, the company was insolvent within the meaning of the UK Insolvency Act 1986 or became insolvent as a consequence of the transaction or preference. Further, a court will not make an order in respect of a preference to a person unless the company was influenced in deciding to give the preference by a desire to improve that person's position in the event of the company's insolvent liquidation than if that thing had not been done, though this desire is presumed where the preference is to a connected person.

In addition, if it can be shown that a transaction entered into by a company was made at an undervalue and was made for the purpose of putting assets beyond the reach, or otherwise prejudicing the interests, of persons who might claim against it, then the court may make such order as it thinks fit for restoring the position to what it would have been had the transaction not been entered into (including an order to set aside any transaction) and for protecting the interests of "victims" of the transaction. Any person who is such a "victim" of the transaction (with the leave of the court), as well as the administrator or liquidator of the company, may assert such a claim. There is no statutory time limit within which a claim must be made, other than relevant limitation periods, and the company need not be insolvent at the time of the transaction or in liquidation or administration.

*Australia*

Under Australian insolvency laws, a guarantee may not be enforceable against a guarantor if a court were to find, in an insolvency or liquidation proceeding, (a) that the guarantor was insolvent (unable to pay its debts as they become due) at the time it provided its guarantee or was rendered insolvent by virtue of giving such guarantee and (b) upon application of a liquidator, where the winding up has begun within four years of the issuance of such guarantee, that the issuance of such guarantee was an "uncommercial transaction" under the Australian Act, which determination would be based upon a conclusion that a reasonable person in such guarantor's circumstances would not have issued such guarantee after consideration of (i) the benefits, if any, realized by such guarantor of issuing such guarantee, (ii) the detriment to such guarantor of issuing such guarantee, (iii) the respective benefits realized by other parties to the transaction, and (iv) any other fact that a reasonable person would consider relevant in connection with making such determination.

*United States*

Under United States bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee can be voided, or claims under a guarantee may be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

- intended to hinder, delay or defraud any present or future creditor or received less than reasonably equivalent value or fair consideration for the incurrence of the guarantee;
- was insolvent or rendered insolvent by reason of such incurrence;
- was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they mature.

In addition, any payment by that guarantor under a guarantee could be voided and required to be returned to the guarantor or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of fraudulent transfer laws vary depending upon the governing law. Generally, a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

- the present fair saleable value of its assets was less than the amount that would be required, to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they become due.

*Jersey*

Under Article 17 of the Bankruptcy (Désastre) (Jersey) Law 1990, as amended (the "Jersey Bankruptcy Law") and Article 176 of the Jersey Companies Law, the court may, on the application of the Viscount of Jersey (in the case of a company whose property has been declared "en désastre") or liquidator (in the case of a creditors' winding up, a procedure which is instigated by shareholders not creditors), set aside a guarantee entered into by a company with any person at an undervalue. There is a five year look back period from the date of commencement of the winding up or declaration of "désastre" during which guarantees are susceptible to examination pursuant to this rule. If the court determines that the transaction was a transaction at an undervalue, the court can make such order as it thinks fit to restore the position to what it would have been in if the transaction had not been entered into. In any proceedings, it is for the Viscount of Jersey or liquidator to demonstrate that the Jersey company was insolvent unless a beneficiary of the transaction was a connected person or associate of the company, in which case there is a presumption of insolvency and the connected person must demonstrate the Jersey company was not insolvent when it entered the transaction in such proceedings.

Under Article 17A of the Jersey Bankruptcy Law and Article 176A of the Jersey Companies Law, the court may, on the application of the Viscount of Jersey (in the case of a company whose property has been declared "en désastre") or liquidator (in the case of a creditors' winding up), set aside a preference (including a guarantee) given by the company to any person. There is a 12 month look back period from the date of commencement of the winding up or declaration of "désastre" during which guarantees are susceptible to examination pursuant to this rule.

A guarantee will constitute a preference if it has the effect of putting a creditor of the Jersey company (or a surety or guarantor for any of the company's debts or liabilities) in a better position (in the event of the company going into an insolvent winding up) than such creditor, guarantor or surety would otherwise have been in had that transaction not been entered into. If the court determines that the guarantee constituted such a preference, the court has very wide powers for restoring the position to what it would have been if that preference had not been given. However, for the court to do so, it must be shown that in deciding to give the preference the Jersey company was influenced by a desire to produce the preferential effect. In any proceedings, it is for the Viscount of Jersey or liquidator to demonstrate that the Jersey company was insolvent at the relevant time and that the company was influenced by a desire to produce the preferential effect, unless the beneficiary of the guarantee was a connected person, in which case there is a presumption that the company was influenced by a desire to produce the preferential effect and the connected person must demonstrate in such proceedings that the company was not influenced by such a desire.

In addition to the Jersey statutory provisions referred to above, there are certain principles of Jersey customary law (for example, a Pauline action) under which dispositions of assets with the intention of defeating creditors' claims may be set aside.

**Certain definitions**

- "Accounts" means the consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement of the Group, prepared on a consolidated basis in accordance with U.S. GAAP, together with reports (including directors' reports and, if applicable, auditors' reports) and notes attached to or intended to be read with any such consolidated financial statements.

- "Australian Act" means the Corporations Act 2001 (Cwlth) of Australia.

- "Business Day" means any day that is not a Saturday, Sunday or other day on which banking institutions in New York City, United States or London, United Kingdom are authorized or required by law to close and on which the Trans-European Automated Real-Time Gross Settlement Express Transfer system (the TARGET2 system), or any successor thereto, is open.

- "Change in Lease Accounting Standard" means, and shall be deemed to have occurred, as of the date of effectiveness of the FASB Accounting Standards Codification 842, Leases (or any other United States Accounting Standards Codification having a similar result or effect) (and related interpretations) and, as applicable, the date of effectiveness of the AASB AAS 16 (Leases).

- "Change of Control" means the occurrence of any one of the following:

  (1) the direct or indirect sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of Amcor and its Subsidiaries taken as a whole to any person (including any "person" as that term is used in Section 13(d)(3) of the Exchange Act) other than to Amcor or one of its Subsidiaries;

  (2) the consummation of any transaction (including without limitation, any merger or consolidation) the result of which is that any person (including any "person" as that term is used in Section 13(d)(3) of the Exchange Act) becomes the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) of more than 50% of the outstanding Voting Stock of Amcor, measured by voting power rather than number of shares;

  (3) Amcor consolidates with, or merges with or into, any Person, or any Person consolidates with, or merges with or into, Amcor, in any such event pursuant to a transaction in which any of the Voting Stock of Amcor or such other Person is converted into or exchanged for cash, securities or other property, other than any such transaction where the Voting Stock of Amcor constitute, or are converted into or exchanged for, a majority of the Voting Stock of the surviving Person immediately after giving effect to such transaction;

  (4) the first day on which the majority of the members of the board of Amcor cease to be Continuing Directors; or

  (5) the adoption of a plan relating to the liquidation or dissolution of Amcor.

- "Change of Control Trigger Period" means, with respect to any Change of Control, the period commencing upon the earlier of (i) the occurrence of such Change of Control or (ii) 60 days prior to the date of the first public announcement of such Change of Control (or pending Change of Control) and ending 60 days following consummation of such Change of Control (which Change of Control Trigger Period will be extended following consummation of a Change of Control for so long as any of the Rating Agencies engaged by Amcor or Amcor UK has publicly announced that it is considering a possible ratings change).

- Under the indenture, "Change of Control Triggering Event" means with respect to any Change of Control:

  (1) if there are two Rating Agencies engaged by Amcor or Amcor UK providing ratings for the Notes issued under the indenture on the first day of the Change of Control Trigger Period with respect to such Change of Control, both Rating Agencies engaged by Amcor or Amcor UK cease to rate such Notes Investment Grade during such Change of Control Trigger Period; and

  (2) if there are three Rating Agencies engaged by Amcor or Amcor UK providing a rating for the Notes issued under the indenture on the first day of the Change of Control Trigger Period with respect to such Change of Control, two or more Rating Agencies engaged by Amcor or Amcor UK cease to rate such Notes Investment Grade during such Change of Control Trigger Period.

If there are not at least two Rating Agencies engaged by Amcor or Amcor UK providing a rating for the Notes issued under the indenture on the first day of any Change of Control Trigger Period, a Change of Control Triggering Event shall be deemed to have occurred. Notwithstanding the foregoing, no Change of Control Triggering Event will be deemed to have occurred in connection with any particular Change of Control unless and until such Change of Control has actually been consummated.

- "Continuing Director" means, as of any date of determination, any member of the board of Amcor who (i) was a member of such board on the date of the issuance of the Notes; or (ii) was nominated for election or elected to such board with the approval of a majority of the Continuing Directors who were members of such board at the time of such nomination or election.

- "Default" means any event which is, or after notice or lapse of time or both would become, an Event of Default.

- "Equity Interests" means shares of capital stock, partnership interests, membership interests, beneficial interests or other ownership interests, whether voting or nonvoting, in, or interests in the income or profits of, a Person, and any warrants, options or other rights entitling the holder thereof to purchase or acquire any of the foregoing; provided that, prior to the conversion thereof, debt securities convertible into Equity Interests shall not constitute Equity Interests.

- "Finance Lease" means a "finance lease" in accordance with U.S. GAAP under FASB Accounting Standards Codification 840, Leases.

- "Fitch" means Fitch, Inc., a subsidiary of Fimalac, S.A., and its successors.

- "Group" means Amcor and its Subsidiaries taken as a whole.

- "Hedge Agreement" means any agreement with respect to any swap, forward, future or derivative transaction, or any option or similar agreement, involving, or settled by reference to, one or more rates, currencies, commodities, prices of equity or debt securities or instruments, or economic, financial or pricing indices or measures of economic, financial or pricing risk or value, or any similar transaction or combination of the foregoing transactions; provided that any options, rights or shares issued pursuant to any employee share or bonus plan, including any phantom rights or phantom shares, or any similar plans providing for payments only on account of services provided by current or former directors, officers, employees or consultants of Amcor or its Subsidiaries shall not be a Hedge Agreement.

- "Indebtedness" means, with respect to any Person, all obligations of such Person, present or future, actual or contingent, in respect of moneys borrowed or raised or otherwise arising in respect of any financial accommodation whatsoever, including (a) amounts raised by acceptance or endorsement under any acceptance credit or endorsement credit opened on behalf of such Person, (b) any Indebtedness (whether actual or contingent, present or future) of another Person that is guaranteed, directly or indirectly, by such Person or that is secured by any Lien on property owned or acquired by such Person, whether or not the Indebtedness secured thereby has been assumed by such Person, (c) the net amount actually or contingently (assuming the arrangement was closed out on the relevant day) payable by such Person under or in connection with any Hedge Agreement, (d) liabilities (whether actual or contingent, present or future) in respect of redeemable preferred Equity Interests in such Person or any obligation of such Person incurred to buy back any Equity Interests in such Person, (e) liabilities (whether actual or contingent, present or future) under Finance Leases for which such Person is liable, (f) any liability (whether actual or contingent, present or future) in respect of any letter of credit opened or established on behalf of such Person, (g) all obligations of such Person in respect of the deferred purchase price of any asset or service and any related obligation deferred (i) for more than 90 days or (ii) if longer, in respect of trade creditors, for more than the normal period of payment for sale and purchase within the relevant market (but not including any deferred amounts arising as a result of such a purchase being contested in good faith), (h) amounts for which such Person may be liable (whether actually or contingently, presently or in the future) in respect of factored debts or the advance sale of assets for which there is recourse to such Person, (i) all obligations of such Person evidenced by debentures, notes, debenture stock, bonds or other financial instruments, whether issued for cash or a consideration other than cash and in respect of which such Person is liable as drawer, acceptor, endorser, issuer or otherwise, (j) obligations of such Person in respect of notes, bills of exchange or commercial paper or other financial instruments and (k) any indebtedness (whether actual or contingent, present or future) for moneys owing under any instrument entered into by such Person primarily as a method of raising finance and that is not otherwise referred to in this definition. The Indebtedness of any Person shall include the Indebtedness of any other Person (including any partnership in which such Person is a general partner) to the extent such Person is liable therefor as a result of such Person's ownership interest in or other relationship with such other Person, except to the extent the terms of such Indebtedness provide that such Person is not liable therefor.

- "Investment Grade" means (i) a rating of Baa3 or better by Moody's (or its equivalent under any successor rating category of Moody's); (ii) a rating of BBB-or better by S&P (or its equivalent under any successor rating category of S&P); (iii) a rating of BBB- or better by Fitch (or its equivalent under any successor rating category of Fitch) or (iv) in the event of the Notes being rated by a permitted Substitute Rating Agency, the equivalent of either (i), (ii) or (iii) by such Substitute Rating Agency.

- "Lien" means, with respect to any asset, (a) any mortgage, deed or other instrument of trust, lien, pledge, hypothecation, charge, security interest or other encumbrance on, in or of such asset, including any arrangement entered into for the purpose of making particular assets available to satisfy any Indebtedness or other obligation and (b) the interest of a vendor or a lessor under any conditional sale agreement, Finance Lease or capital lease or title retention agreement (other than any title retention agreement entered into with a vendor on normal commercial terms in the ordinary course of business) relating to such asset.

- "Limited Recourse Indebtedness" means Indebtedness incurred by Amcor or any Subsidiary to finance the creation or development of a Project or proposed Project of Amcor or such Subsidiary, provided that, as specified in the terms of such Limited Recourse Indebtedness:

  (a) the Person (the "Relevant Person") in whose favor such Indebtedness is incurred does not have any right to enforce its rights or remedies (including for any breach of any representation or warranty or obligation) against Amcor or such Subsidiary, as applicable, or against the Project Assets of Amcor or such Subsidiary, as applicable, in each case, except for the purpose of enforcing a Lien that attaches only to the Project Assets and secures an amount equal to the lesser of the value of the Project Assets of Amcor or such Subsidiary, as applicable encumbered by such Lien and the amount of Indebtedness secured by such Lien; and

  (b) the Relevant Person is not permitted or entitled (i) except as and to the extent permitted by clause (a) above, to enforce any right or remedy against, or demand payment or repayment of any amount from, Amcor or any Subsidiary (including for breach of any representation or warranty or obligation), (ii) except as and to the extent permitted by clause (a) above, to commence or enforce any proceedings against Amcor or any Subsidiary or (iii) to apply to wind up, or prove in the winding up of, Amcor or any Subsidiary, such that the Relevant Person's only right of recourse in respect of such Indebtedness or such Lien is to the Project Assets encumbered by such Lien.

- "Moody's" means Moody's Investors Service, Inc., a subsidiary of Moody's Corporation, and its successors.

- "Person" means any individual, corporation, partnership, association, limited liability company, trust, unincorporated organization or government or any agency or political subdivision thereof.

- "Project" means any project or development undertaken or proposed to be undertaken by Amcor or any Subsidiary involving (a) the acquisition of assets or property, (b) the development of assets or property for exploitation or (c) the acquisition and development of assets or property for exploitation.

- "Project Assets" means (a) any asset or property of Amcor or any Subsidiary relating to the creation or development of a Project or proposed Project of Amcor or such Subsidiary, including any assets or property of Amcor or such Subsidiary, as applicable, derived from, produced by or related to such Project and (b) any fully paid shares or other Equity Interests in any Subsidiary that are held by the direct parent company of such Subsidiary, provided that (i) such Subsidiary carries on no business other than the business of such Project or proposed Project and (ii) there is no recourse to such direct parent company of such Subsidiary other than to those fully paid shares or other Equity Interests and the rights and proceeds in respect of such shares or Equity Interests.

- "Rating Agency" means each of Moody's, S&P, Fitch or any Substitute Rating Agency, but only to the extent such Rating Agency is then-engaged by Amcor or Amcor UK to provide a rating for the Notes.

- "S&P" means Standard & Poor's Rating Services, a division of The McGraw Hill Companies, Inc., and its successors.

- "Specified Indebtedness" means Indebtedness of the Issuer or any applicable Guarantor in an outstanding principal amount of at least $150,000,000 (or its equivalent in the relevant currency of payment) issued under any credit facility, indenture, purchase agreement, credit agreement or similar facility.

- "Subsidiary" means, with respect any Person, (a) any corporation, association or other business entity in which such Person or one or more of its Subsidiaries or such Person and one or more of its Subsidiaries owns or controls sufficient equity or voting interests to enable it or them (as a group) ordinarily, in the absence of contingencies, to elect a majority of the directors (or Persons performing similar functions) of such entity, and (b) any partnership or joint venture if more than a 50% interest in the profits or capital thereof is owned by such Person or one or more of its Subsidiaries or such Person and one or more of its Subsidiaries (unless such partnership or joint venture can and does ordinarily take major business actions without the prior approval of such Person or one or more of its Subsidiaries). Unless the context otherwise clearly requires, any reference to a "Subsidiary" is a reference to a Subsidiary of Amcor.

- "Substitute Rating Agency" means a "nationally recognized statistical rating organization" within the meaning of the Exchange Act engaged by Amcor to provide a rating of the Notes in the event that Moody's, S&P or Fitch, or any other Substitute Rating Agency, has ceased to provide a rating of the Notes for any reason other than as a result of any action or inaction by Amcor, and as a result thereof there are no longer two Rating Agencies providing ratings of the Notes.

- "Total Tangible Assets" means, as of any date, (a) the aggregate amount of the assets (other than intangible assets, goodwill and deferred tax assets) of the Group, as disclosed on the consolidated statement of financial position in the most recent Accounts of the Group, minus (b) the lesser of (i) the aggregate value of all Project Assets subject to any Lien securing any Limited Recourse Indebtedness and (ii) the aggregate principal amount of Limited Recourse Indebtedness, in each case, as reflected in (or derived from) the most recent Accounts of the Group, plus (c) the net cash proceeds received by Amcor from any share capital issuance by Amcor consummated after the date of the most recent balance sheet included in such Accounts and on or prior to such date.

- "U.S. GAAP" means the generally accepted accounting principles in the United States.

- "U.S. Government Obligations" means direct obligations (or certificates representing an ownership interest in such obligations) of the United States (including any agency or instrumentality thereof) for the payment of which the full faith and credit of the United States is pledged and which are not callable at the Issuer's option.

- "Voting Stock" of any specified Person as of any date means the capital stock of such Person that is at the time entitled to vote generally in the election of the board of directors of such Person.

Exhibit 10.8

# AMCOR RIGID PLASTICS

# DEFERRED COMPENSATION PLAN

(As Amended and Restated Effective as of January 1, 2013)

McDermott Will & Emery LLP
Chicago

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AMCOR RIGID PLASTICS
DEFERRED COMPENSATION PLAN

(As Amended and Restated as of January 1, 2013)

# SECTION 1

## Establishment and Purpose

### 1.1 Establishment

Schmalbach-Lubeca Plastic Containers USA, Inc. established, for the benefit of Participants, this unfunded deferred compensation plan, which was originally effective on September 5, 2000 and was known as the Schmalbach-Lubeca Plastic Containers USA, Inc. Deferred Compensation Plan. Following the stock purchase of Schmalbach-Lubeca Plastic Containers USA, Inc. by Amcor Limited and Twinpack (USA) Inc. on October 24, 2002, the name of the company was changed to Amcor PET Packaging USA, Inc. and this plan became known as the Amcor PET Packaging Deferred Compensation Plan. The Plan was amended and restated effective as of January 1, 2005 to comply with Section 409A of the Code and to make various other Plan design changes. It is the intent of the Company that all contributions described in Section 4 hereunder and allocated to a Participant's Accounts in accordance with Section 5 that are attributable to services performed for the Employer on and after January 1, 2005 will be subject to, and comply with, Section 409A of the Code. Amounts deferred under the Plan that are attributable to services performed for the Employer prior to January 1, 2005 will be grandfathered and will be governed by the Plan provisions in effect prior to January 1, 2005. On March 5, 2010, Amcor PET Packaging USA, Inc. changed its name to Amcor Rigid Plastics USA, Inc. On January 1, 2011, the Plan changed its name to the Amcor Rigid Plastics Deferred Compensation Plan. The Plan as set forth herein is an amendment and restatement effective as of January 1, 2013.

### 1.2 Purpose

The Plan is maintained for the purpose of providing deferred compensation for a select group of management and highly compensated key employees of the Company.

## SECTION 2

### Definitions

The following words and phrases as used in this Plan have the following meanings:

2.1 Account or Accounts

The term "Account" or "Accounts" means a Participant's individual accounts (Grandfathered, 409A or both if applicable) as described in Section 5 of the Plan.

2.2 Affiliate

"Affiliate" means the Company and any affiliated or related corporation that is a member of a controlled group of corporations (within the meaning of Section 1563(a) of the Code) that includes the Company or any trade or business (whether or not incorporated) which is under the common control of the Company (within the meaning of Section 414(b), (c) or (m) of the Code).

2.3 Beneficiary

The term "Beneficiary" or "Beneficiaries" means the person or persons entitled to receive the balance credited to a Participant's Account under the Plan upon the death of the Participant, as provided in subsection 7.5.

2.4 Board of Directors

The term "Board of Directors" means the Board of Directors of the Company, as from time to time constituted.

2.5 Bonus Contributions

The term "Bonus Contributions" means the contributions by an Eligible Employee described in subsection 4.3 of the Plan.

2.6 Code

The term "Code" means the Internal Revenue Code of 1986, as amended, and any regulations and other guidance issued thereunder. Reference to a specific section of the Code shall include such section, any valid regulation promulgated thereunder, and any comparable provision of any future legislation amending, supplementing or superseding such section.

2.7 Committee

The term "Committee" means the administrative committee appointed to administer executive employee benefit plans of the Company by resolution of the Company's Board of Directors.

2.8 Company

The term "Company" means Amcor Rigid Plastics USA, Inc.

2.9 Compensation

The term "Compensation" for purposes of determining Salary Deferral Contributions means an Employee's Compensation as defined in the Savings Plan for purposes of all plan contributions (other than Retirement Savings Contributions), but: (i) without the limitations imposed by Section 401(a)(17) of the Code (adjusted for cost of living increases), and (ii) excluding bonuses, performance incentives, or payments under the Amcor Management Incentive Plan. 'Compensation' for purposes of determining Employer Contributions shall be the same as Compensation for purposes of determining Salary Deferral Contributions but shall include amounts in item (ii) in the prior sentence. Notwithstanding the foregoing, if the Employee is transferred to employment with an Affiliate but remains an Eligible Employee pursuant to subsection 2.12, then the Employee's Compensation shall include only those amounts described above that are paid by an Employer after such transfer for purposes of calculating all contributions under the Plan. However, if the Employee is transferred to a non-U.S. Affiliate, then the Employee's Compensation for purposes of Employer Contributions shall be the Employee's notional salary and variable pay as determined by the Committee.

2.10 Disability

With respect to a Participant's Grandfathered Accounts, the term "Disability" means the Committee's determination, in its sole discretion, that the Participant has incurred a disability. With respect to a Participant's 409A Accounts, the term "Disability" means the Participant by reason of any medically determinable physical or mental impairment, which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, either is unable to engage in any substantial gainful activity or is receiving income replacement benefits for a period of at least 3 months under an accident and health plan of an Employer.

2.11 Effective Date

The term "Effective Date" means January 1, 2013. The term "Original Effective Date" means September 5, 2000.

2.12 Eligible Employee

The term "Eligible Employee" means a highly compensated employee of an Employer as described in subsection 3.1 of the Plan; provided that an Eligible Employee includes: (i) only individuals who are on an Employer's U.S. payroll, and (ii) only a member of a select group of highly compensated employees as defined in sections 201(2), 301(a)(3), and 401(a)(1) of ERISA. However, an Eligible Employee who is transferred to employment with an Affiliate either within or outside the United States shall remain an Eligible Employee for all Plan purposes to the extent so designated by the Committee.

2.13 Employee

The term "Employee" means an individual who is employed by one of the Employers as a common-law employee.

2.14 Employee Contributions

The term "Employee Contributions" means an Eligible Employee's contributions to the Plan as described in subsections 4.1 through 4.3.

2.15 Employer

The term "Employer" means the Company, a division of the Company, an Affiliate of the Company, or a division of a Company Affiliate that adopts the Plan with the permission of the Company.

2.16 Employer Contributions

The term "Employer Contributions" means Employer Make-Up Matching Contributions, Employer Make-Up Pension Contributions, Employer Special Contributions, and Employer 10% Target Contributions as described in subsections 4.4, 4.5, 4.6, and 4.7 of the Plan.

2.17 Employer Make-Up Matching Contributions

The term "Employer Make-Up Matching Contributions" means the contributions by the Employer described in subsection 4.4 of the Plan.

2.18 Employer Make-Up Pension Contributions

The term "Employer Make-Up Matching Contributions" means the contributions by the Employer described in subsection 4.5 of the Plan.

2.19 Employer Special Contributions

The term "Employer Special Contributions" means the contributions by the Employer described in subsection 4.6 of the Plan.

2.20 Employer 10% Target Contributions

The term "Employer 10% Target Contributions" means the contributions by the Employer described in subsection 4.7 of the Plan.

2.21 ERISA

The term "ERISA" means the Employee Retirement Income Security Act of 1974, as amended from time to time. Reference to a specific section of ERISA shall include such section, any valid regulation promulgated thereunder, and any comparable provision of any future legislation amending, supplementing or superseding such section.

2.22 Forfeitures

The term "Forfeitures" means the amount by which a Participant's Employer Make-Up Matching Contributions, Employer Make-Up Pension Contributions, Employer Special Contributions, and Employer 10% Target Contributions are reduced under subsections 5.1 or 5.2 of the Plan.

2.23 Grandfathered Accounts

The term "Grandfathered Accounts" means Accounts that hold Employee Contributions, and applicable earnings or losses, that relate to services rendered to an Employer prior to January 1, 2005.

2.24 Investment Committee

The term "Investment Committee" means the Investment Committee appointed to manage the investments, assets, and funding of executive retirement plans of the Company by resolution of the Company's Board of Directors.

2.25 Investment Fund

The term "Investment Fund" means an investment fund selected by the Investment Committee under subsection 6.1.

2.26 Participant

The term "Participant" means an Eligible Employee who is participating in the Plan in accordance with subsection 3.2. By becoming a Participant, each Participant agrees to be bound by the provisions of the Plan and the determinations of the Company and the Committee hereunder.

2.27 Pension Plan

The term "Pension Plan" means the Amcor Rigid Plastics Pension Plan.

2.28 Plan

The term "Plan" means the Amcor Rigid Plastics Deferred Compensation Plan as set forth herein and as it may be amended from time to time.

2.29 Plan Year

The term "Plan Year" means the calendar year.

2.30 Salary Deferral Contributions

The term "Salary Deferral Contributions" means the contributions by an Eligible Employee described in subsection 4.2 of the Plan.

2.31 Savings Plan

The term "Savings Plan" means the Amcor Rigid Plastics Savings and Investment Plan.

2.32 Savings Plan Employer Discretionary Matching Contributions

The term "Savings Plan Employer Discretionary Matching Contributions" means the employer discretionary matching contributions (as defined in the Savings Plan) made under the Savings Plan on behalf of each Employee eligible for such contribution.

2.33 Savings Plan New Employer Matching Contributions

The term "Savings Plan New Employer Matching Contributions" means the new employer matching contributions (as defined in the Savings Plan) made under the Savings Plan on behalf of each Employee eligible for such contribution.

2.34 Savings Plan Retirement Savings Contributions

The term "Savings Plan Retirement Savings Contributions" means the retirement savings contributions (as defined in the Savings Plan) made under the Savings Plan on behalf of each Employee eligible for such contribution.

2.35 Trust

The term "Trust" means any trust agreement established between the Company and the Trustee which implements and forms a part of the Plan. If plan contributions and benefits are held and invested in a Trust, then such contributions and benefits are subject to the terms of the Trust.

2.36 Trustee

The term "Trustee" means the trustee appointed under the Trust from time to time.

2.37 409A Accounts

The term "409A Accounts" means Accounts that hold Employee Contributions and Employer Contributions, and applicable earnings or losses, that relate to services rendered to the Employer on and after January 1, 2005.

## SECTION 3

## Eligibility and Participation

### 3.1 Eligibility

Each Plan Year, the Committee will determine those Employees who are Eligible Employees. Eligible Employee generally means an Employee of an Employer whose annualized base compensation and bonus is expected to exceed the limitations of Section 414(q) of the Code ($105,000, as adjusted from time to time) in the current year and who is considered part of key management personnel. An Employee may be an Eligible Employee to make Employee Contributions, to receive Employer Make-Up Matching Contributions, to receive Employer Make-Up Pension Contributions, to receive Employer Special Contributions, or to receive Employer 10% Target Contributions, as the Committee determines.

### 3.2 Participation

An Eligible Employee who is selected as eligible to make Employee Contributions to the Plan shall commence participation in the Plan as of the later of the Eligible Employee's designation as an Eligible Employee or the date an Eligible Employee elects to make Employee Contributions. An Eligible Employee may elect to make Employee Contributions to the Plan by filing an election with the Committee in accordance with Section 4. Once an Eligible Employee makes an election, the election remains in effect in accordance with Section 4.

An Eligible Employee who is selected to receive Employer Make-Up Matching Contributions, Employer Make-Up Pension Contributions, Employer Special Contributions, and/or Employer 10% Target Contributions shall commence participation in the Plan as of the Eligible Employee's designation as an Eligible Employee. The fact that a Participant is eligible to make Employee Contributions or to receive Employer Make-Up Matching Contributions, Employer Make-Up Pension Contributions, Employer Special Contributions, and/or Employer 10% Target Contributions (or a certain level of Employer Contributions) in one Plan Year does not guarantee the Participant the right to make or receive such Employee Contributions or Employer Contributions (or level of Employer Contributions) in any other Plan Year.

The Committee may terminate or suspend the participation of any Eligible Employee at any time. However, except as provided in subsections 5.1 and 5.2, a Participant's suspension or termination from the Plan shall not reduce the Account balances of a Participant. An Eligible Employee shall cease to be a Participant when the Eligible Employee's employment is terminated with all Employers and their Affiliates and the Eligible Employee's vested Account balance is distributed to the Eligible Employee or the Eligible Employee's Beneficiaries.

## SECTION 4

## Contributions

### 4.1 Long-Term Incentive Plan Contributions

Prior to January 1, 2005, the Employers maintained the Amcor PET Packaging USA, Inc. Long-Term Incentive Plan ("LTIP"). An Eligible Employee who received long-term incentive awards from the LTIP may have elected to defer all or a portion of such awards into the Plan on or after the Plan's Original Effective Date. An Eligible Employee also may have elected to defer into the Plan, by September 30, 2000, a stock appreciation rights payment from the LTIP received as a result of a change in control. Any such long-term incentive or stock appreciation rights contributions are part of a Participant's Grandfathered Account.

### 4.2 Salary Deferral Contributions

The Plan permits Salary Deferral Contributions of between 1% and 50% of an Eligible Employee's Compensation. A newly designated Eligible Employee who is selected as eligible to make Employee Contributions to the Plan may elect to make Salary Deferral Contributions by making an election in accordance with the Committee's procedures within 30 days of such eligibility, which election shall be effective on a prospective basis beginning with the payroll period that occurs as soon as administratively feasible following completion of the election. All other Eligible Employees may elect Salary Deferral Contributions by making an election in accordance with the Committee's procedures by the December 15th prior to the beginning of a Plan Year, which election shall be effective beginning the following January 1. All elections are effective for one Plan Year and are irrevocable for a Plan Year once made. However, if a Participant receives a hardship distribution under the Savings Plan, such Participant's Salary Deferral Contribution election shall automatically be cancelled for the remainder of the calendar year in which the hardship distribution is received. Such Participant's Salary Deferral Contributions shall be suspended automatically for a period of six months following receipt of the hardship distribution and such Participant may not resume making Salary Deferral Contributions until the January 1 following the expiration of the six-month suspension period.

### 4.3 Bonus Contributions

The Plan permits Bonus Contributions of between 1% and 100% of an Eligible Employee's bonus paid from an Employer's U.S. payroll. A newly designated Eligible Employee who is selected as eligible to make Employee Contributions to the Plan may elect to make Bonus Contributions by making an election in accordance with the Committee's procedures within 30 days of such eligibility, which election shall be effective on a prospective basis beginning with the payroll period that occurs as soon as administratively feasible following completion of the election. All other Eligible Employees may elect Bonus Contributions by making an election in accordance with the Committee's procedures by December 15th, which election shall be effective for bonuses earned during any Employer's fiscal year that ends after such date, provided that such election is made no later than six months prior to the end of the service period to which it relates. If an Eligible Employee is awarded a bonus or incentive pay or an award under the Amcor PET Packaging Management Incentive Plan, the Eligible Employee may elect to defer all or a portion of such award, provided that such election is made in the manner prescribed by the Committee. Such election will be irrevocable once made. Beginning on the January 1, 2005, a Participant's election to defer all or a portion of a performance-based bonus attributable to services performed over a period of twelve months or more must be made no later than six months prior to the end of such 12-month period.

4.4 Employer Make-Up Matching Contributions

Effective as of January 1, 2005, the Employer may, in its sole discretion, make a contribution each Plan Year to Eligible Employees in the amount necessary to provide such Participants with the employer matching contributions they will not receive under the Savings Plan due to: (i) the limitation of Section 401(a)(17) of the Code, (ii) the limitations of Section 415 of the Code, and (iii) the fact that a Participant's Employee Contributions into this Plan are not included as compensation for purposes of determining contributions under the Savings Plan ("Employer Make-Up Matching Contributions"). However, to receive Employer Make-Up Matching Contributions in a Plan Year, an Eligible Employee must contribute the maximum amount allowable by law or the Employer under the Savings Plan.

4.5 Employer Make-Up Pension Contributions

Effective as of January 1, 2005 and prior to January 1, 2012, the Employer may, in its sole discretion, make a contribution each Plan Year to Eligible Employees in the amount necessary to provide such Participants with the approximate benefits they will not receive under the Pension Plan due to: (i) the limitations of Section 401(a)(17) of the Code, (ii) the limitations of Section 415 of the Code, and (iii) the fact that a Participant's Employee Contributions into this Plan are not included as compensation for purposes of benefit accruals under the Pension Plan ("Employer Make-Up Pension Contributions"). The Employer may, in its sole discretion, choose not to make such a contribution in any Plan Year for some or all Participants. The Employer may, in its sole discretion, chose to make a contribution in any Plan Year for some or all Participants of less than the full amount necessary to make up the Pension Plan benefits due to items (i) through (iii) above. The following provisions and assumptions shall govern the determination of a Participant's Employer Make-Up Pension Contributions:

(a) For purposes of determining the amount of a Participant's Employer Make-Up Pension Contributions each Plan Year, the Employer shall assume that the Participant will terminate employment and begin receiving benefits from the Pension Plan at the later of age 60 or the Participant's attainment of five years of service (as defined in the Pension Plan), which benefits shall be assumed to be reduced for early commencement unless the Participant has attained age 65 and completed 5 years of service. If a Participant terminates employment after age 55 and completion of 5 years of service but prior to age 60, the Participant will receive a lesser amount of Employer Make-Up Pension Contributions than if the Participant had remained employed until age 60. If a Participant who is eligible for Employer Make-Up Pension Contributions remains employed by an Employer until age 60 and completion of 5 years of service, the Participant will continue to receive Employer Make-Up Pension Contributions past such date to account for the Participant's service after such date.

(b) For purposes of determining the amount of a Participant's Employer Make-Up Pension Contribution each Plan Year, the Employer will base contributions on Compensation, the GAM 94 mortality table, and assumed Compensation increases of inflation plus 1.5%, provided that all actuarial assumptions may vary as the Committee determines advisable. The Employer will hypothetically assume that prior Employer Make-Up Pension Contributions on behalf of such Participant will increase at an earnings rate specified by the Committee, which as of January 1, 2005 equals the average of the 10-year Treasury US government securities plus 2%, notwithstanding the fact that the Participant's Employer Make-Up Pension Contributions will be invested in the investment funds selected by the Participant in accordance with subsection 6.2 of the Plan.

(c) Employer Make-Up Pension Contributions for eligible Participants will be fully funded by the Employer at the later of: (i) the Participant's attainment of age 60, or (ii) the Participant's completion of five years of service (as defined under the Pension Plan). However, if a Participant continues employment after age 60, the Committee shall determine the procedures for future funding of such Participant's benefit.

4.6 Employer Special Contributions

The Employer may, in its sole discretion, make an additional Employer Special Contribution in any Plan Year to Eligible Employees in any amount determined by the Committee.

4.7 Employer 10% Target Contributions

Effective as of January 1, 2008, the Employer may, in its sole discretion, make a contribution each Plan Year to Eligible Employees to provide such Participant with a supplemental retirement savings contribution ("Employer 10% Target Contribution"). A Participant's Employer 10% Target Contribution for the Plan Year shall equal 10% of the sum of the Participant's Compensation for the Plan Year, reduced by all of the following that are paid or accrued (or deemed paid or accrued as described below) for the same Plan Year:

(a) Savings Plan Retirement Savings Contributions;

(b) Savings Plan New Employer Matching Contributions;

(c) Savings Plan Employer Discretionary Matching Contributions; and

(d) the Employer portion of the Social Security tax on the Eligible Employee's Compensation for the Old-Age, Survivors and Disability Insurance ("OASDI") program, which amount is currently 6.2% of the Eligible Employee's Compensation.

For purposes of items (b) and (c), the Participant shall be deemed to have made the maximum employee contribution under the Savings Plan, and have received the maximum matching contribution available under the Savings Plan based upon such deemed employee contribution, regardless of the Participant’s actual contribution rate.

## SECTION 5

## Accounting and Vesting

5.1 Vesting

Except as provided in subsection 5.2, a Participant will fully vest in his Plan Accounts as follows:

(a) A Participant will be fully vested at all times in the Participant's own Employee Contributions held in the Participant's Accounts.

(b) A Participant will fully vest in his Employer Special Contributions in his Accounts upon completion of five years of service (as defined under the Pension Plan).

(c) A Participant will fully vest in his Employer 10% Target Contributions in his Accounts as follows:

| Years of Service | Vested Percentage |
|---|---|
| Less than 1 | 0% |
| 1 | 20% |
| 2 | 40% |
| 3 | 60% |
| 4 | 80% |
| 5 or more | 100% |

Years of service used to determine vesting in Employer 10% Target Contributions is defined under the Savings Plan.

(d) A Participant will fully vest in his Employer Make-Up Matching Contributions and Employer Make-Up Pension Contributions upon the later of: (i) the Participant's attainment of age 55, or (ii) the Participant's completion of 5 years of service (as defined under the Pension Plan).

In addition, all of a Participant's Employer Contributions will fully vest upon the Participant's death or Disability while actively employed by an Employer. Even if fully vested, a Participant will not receive the entire amount of Employer Make-up Pension Contributions deemed necessary to make up the Participant's Pension Plan benefit if the Participant terminates employment prior to age 60. A Participant who terminates employment other than by reason of death or Disability prior to vesting in his Employer Contributions shall forfeit 100% of his Employer Contributions.

5.2 Termination for Cause or Violation of Non-Compete Restrictions

Notwithstanding any provisions in the Plan to the contrary, any Participant terminated for cause shall forfeit 100% of the Participant's Accounts. A Participant is terminated for cause when, in the sole discretion of the Committee, such Participant is terminated as a result of: (i) fraud, misappropriation, or embezzlement of Employer funds or property, or (ii) the Participant's intentional and material damage to the property of an Employer or an Affiliate.

In addition, any Participant who works for, counsels, advises, or otherwise assists a person, entity or business that is a "competing business," before or after the Participant's separation from service (within the meaning of Section 409A of the Code and the regulations, notices and other guidance thereunder, including death) from an Employer, shall forfeit 100% of the Participant's Employer Contributions. If the Participant has already received a partial distribution of the Participant's Employer Contributions when the Participant performs services for a competing business, or when the Employer learns that the Participant performed services for a competing business, the Participant shall forfeit 100% of any unpaid portion of the Participant's Employer Contributions. For purposes of the Plan, a "competing business" is any person's, firm, corporation, or entity engaged in, or conducting business which is the same as, or competing with, the business being conducted by the Company as determined in the Committee's discretion.

5.3 Forfeitures

All Forfeitures shall be used to reduce Employer Contributions for the current Plan Year or succeeding Plan Years, or shall be used to pay reasonable administrative expenses of the Plan.

5.4 Allocation of Employee Contributions and Employer Contributions

The total amount, if any, of Salary Deferral Contributions, Bonus Contributions, Employer Make-Up Matching Contributions, Employer Make-Up Pension Contributions, Employer Special Contributions, and Employer 10% Target Contributions for any Plan Year made on behalf of a Participant will be allocated to the Participant's Accounts periodically as determined by the Committee.

5.5 Accounts

The Employer shall establish and maintain one or more Accounts described in subsection 5.4 in the name of each Participant. Grandfathered Accounts will remain separate from 409A Accounts. Except as otherwise specifically provided herein, Employer Contributions shall be held in 409A Accounts. Beginning in 2007, the Plan shall use class-year accounting, and contributions made by or on behalf of each Participant shall be held in separate subaccounts within the Participant's 409A Accounts. Each Participant's Accounts will be credited with earnings, losses, distributions and contributions as of each accounting date established by the Investment Committee. All amounts which are credited to a Participant's Accounts shall be credited solely for purposes of accounting and computation and shall remain Employer assets subject to the claims of the Employer's general creditors. A

Participant shall have an interest or right in the Participant's Accounts only as provided under the Plan.

SECTION 6

Funding and Investments

6.1 Trust Fund

The Trust shall hold all assets of the Plan. The Trust shall consist of such investments or funds as the Investment Committee shall determine from time to time. Pending investment, reinvestment or distribution of assets, the Trustee may temporarily retain assets of any Investment Fund in cash, commercial paper, short-term obligations, or common or collective short-term investment funds. The Investment Committee may direct the Trustee to establish or terminate an Investment Fund as it shall from time to time consider appropriate.

6.2 Investment Fund Elections

A Participant may elect to invest all or a portion of the Participant's Account in one or more Investment Funds selected by the Investment Committee. A Participant also may elect to change or transfer the Participant's Account balances to one or more other Investment Funds. All investment elections shall be made at the time and in the manner prescribed by the Investment Committee and shall be effective only at the Investment Committee's discretion and as prescribed by the Investment Committee. A Participant will have the opportunity to make two separate investment elections: (i) one with respect to the Participant's Employer Contributions, and (ii) one with respect to the Participant's Employee Contributions.

6.3 Expenses

The Investment Committee shall determine whether expenses incurred in administering the Plan shall be paid from the Trust or by the Employers in such proportions and allocations as the Investment Committee determines.

SECTION 7

Timing and Form of Payment

7.1 Participant's Grandfathered Accounts

A Participant may elect the timing and form of payment for the Participant's Grandfathered Accounts by completing a benefit election form prescribed by the Committee. A Participant may elect to receive the Participant's Grandfathered Accounts as of: (i) the Participant's termination of employment, or (ii) a specified date elected by the Participant. If a Participant terminates service from all Employers and their Affiliates prior to retirement, the Participant will receive a distribution of the Participant's Grandfathered Account in a lump sum. If a Participant requests a distribution prior to service termination, or if a Participant terminates service due to retirement or Disability, a Participant's Grandfathered Account may be distributed in:

(i) a lump sum, or

(ii) substantially equal annual installments payable at the Participant's election over a one-year to ten-year period specified by the Participant.

The benefit election form will be valid as to all amounts in a Participant's Grandfathered Accounts unless the Participant alters the Participant's benefit election form, provided that a Participant must submit a revised benefit election form at least 12 months prior to a distribution. If a Participant fails to make a selection among the available forms of payment, the Participant shall receive payment in a lump sum. The Committee shall determine if a Participant's termination is due to retirement or Disability.

7.2 Employee Contributions in 409A Accounts

Prior to the allocation of Employee Contributions to the Participant's 409A Accounts, a Participant must elect the timing and form of payment for such Employee Contributions from the Participant's 409A Accounts by completing a distribution election form in accordance with procedures prescribed by the Committee (the "Initial Election"). Beginning with contributions for 2007, a Participant shall make a separate distribution election for each year of Employee Contributions. A Participant may elect that the Employee Contributions in the Participant's 409A Accounts be distributed upon the earlier of: (i) the first day of the seventh month following the Participant's separation from service (within the meaning of Section 409A of the Code and the regulations, notices and other guidance thereunder, including death) from the Employer, or (ii) a specific date elected by the Participant. The Employee Contributions in a Participant's 409A Accounts may be distributed in:

(i) a lump sum, or

(ii) substantially equal annual installments payable at the Participant's election over a two-year to ten-year period specified by the Participant. For purposes of the Plan, a series of installment payments shall be treated as a single payment in accordance with the regulations under Section 409A of the Code.

The Initial Election will apply to distributions of all Employee Contributions made prior to January 1, 2007, and applicable earnings or losses, in a Participant's 409A Accounts unless the Participant executes another benefit election form (a "Second Election"), subject to the following provisions:

(i) a Second Election will not take effect until twelve months after the date on which the Second Election is made,

(ii) the payment date selected on a Second Election must be a date not less than five years from the date such payment would otherwise have been made under the Initial Election,

(iii) a Second Election must be made at least twelve months prior to the date of the first scheduled payment under the Initial Election,

(iv) a Second Election may not accelerate payment of the Employee Contributions in a Participant's 409A Accounts, and

(v) a Second Election may only designate distribution payment forms described above.

Notwithstanding the foregoing, a Participant shall not be entitled to make a Second Election with respect to any Employee Contributions made on or after January 1, 2007. If a Participant fails to make a selection among the available forms of payment, the Participant shall receive payment of Employee Contributions in the Participant's 409A Accounts in a lump sum on the first day of the seventh month following the Participant's separation from service. Beginning January 1, 2007, Participants may modify their elections for 2005 and 2006 Employee Contributions in their 409A Accounts with respect to the form and timing of payment of such contributions, but such modifications are subject to the restrictions applicable to Second Elections that are described above.

7.3 Employer Contributions in 409A Accounts

Upon being selected by the Committee to receive Employer Contributions, a Participant will elect the form of payment for the Participant's Employer Contributions held in the Participant's 409A Accounts by completing a distribution election form in accordance with procedures prescribed by the Committee. Beginning with 2007 contributions, a Participant shall make a separate distribution election form for each year of Employer Contributions. A Participant's Employer Contributions held in the Participant's 409A Accounts shall be distributed upon the first day of the thirteenth month following Participant's separation from service (within the meaning of Section 409A of the Code and the regulations, notices and other guidance thereunder, including death) from the Employer. The Employer Contributions in a Participant's 409A Accounts may be distributed in:

(i) a lump sum, or

(ii) substantially equal annual installments payable at the Participant's election over a two-year to ten-year period specified by the Participant. For purposes of the Plan, a series of installment payments shall be treated as a single payment in accordance with the regulations under Section 409A of the Code.

Once such election is made, neither the Participant nor the Employer may change the timing or form of distribution of a Participant's Employer Contributions held in the Participant's 409A Accounts. If a Participant fails to make a payment election, the Participant shall receive payment of Employer Contributions in a lump sum.

7.4 Hardship Distributions

A Participant may receive a distribution from the Participant's vested Accounts for hardship reasons, provided the Participant has suffered an Unforeseeable Financial Emergency (as defined below). The Committee may request such evidence of a hardship as it deems necessary. All hardship distributions will be made in a lump sum within 90 days following the Participant's hardship request; provided, however, that hardship distributions shall be paid from 409A Accounts prior to payment from Grandfathered Accounts. The following rules shall apply to a hardship distribution:

(a) An "Unforeseeable Financial Emergency" is a severe financial hardship to the Participant resulting from: (i) a sudden and unexpected illness or accident of the Participant or of a dependent of the Participant, (ii) loss of the Participant's property due to casualty, or (iii) such other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

(b) The amount of hardship distribution on behalf of an Unforeseeable Financial Emergency will be reduced to the extent that it is or may be relieved: (i) through reimbursement or compensation by insurance or otherwise, or (ii) by liquidation of the Participant's assets, to the extent the liquidation of such assets would not itself cause severe financial hardship.

(c) The determination of whether a Participant has suffered an Unforeseeable Financial Emergency, and the amount of payment to which the Participant is entitled, shall be determined by the Committee based on all of the relevant facts and circumstances.

If a Participant receives a hardship distribution from the Plan, then the Participant's Employee Contributions shall be suspended for the remainder of the calendar year in which such distribution occurred.

7.5 Payments After Death

If a Participant dies before receiving the entire balance of the Participant's Accounts, the remaining balance in the Participant's Accounts shall become 100% vested and shall be paid to the Participant's Beneficiaries designated in accordance with procedures prescribed by the Committee. Payment of the remaining balance of the Participant's Accounts shall be made in a single lump sum within 90 days following the date on which the Committee is notified of the Participant's death.

7.6 Payments Upon Disability

Notwithstanding a Participant's elections and any provision of the Plan to the contrary, all Accounts that have not yet commenced distribution shall automatically be distributed to a Participant as soon as administratively practicable following the Participant's Disability as defined under subsection 2.10. Upon Disability, a Participant will receive distribution of the Participant's Grandfathered Accounts either in:

(i) a lump sum; or

(ii) substantially equal annual installments payable at the Participant's election over a two-year to ten-year period specified by the Participant.

If a Participant wishes to make changes to any Disability distribution election form with respect to the Participant's Grandfathered Accounts, such changes must comply with the rules contained in subsection 7.1. Upon a Participant's Disability, the Participant's 409A Accounts shall be distributed to the Participant in accordance with the forms of payment elected on the Participant's distribution election form applicable to each year of contributions. If a Participant wishes to make changes to any Disability distribution election form with respect to the Employee Contributions in the Participant's 409A Accounts, such changes must comply with the rules contained in subsection 7.2.

7.7 Special Distribution Rules for 409A Accounts

If the Company or Affiliate's deduction for payment of all or any portion of to a Participant's 409A Accounts would be limited or eliminated by the application of Section 162(m) of the Code, then the Plan will defer payment of such Participant's 409A Accounts either (i) to a date in the first year in which the Company or the Committee reasonably anticipates that such payment will not result in a deduction limitation under Section 162(m) or (ii) to the year in which the Participant's separation from employment occurs. If payment of all or any portion of the Participant's 409A Accounts would violate securities or other applicable laws, or would violate loan covenants or other contractual terms to which the Company or an Affiliate is a party and such violation would result in material harm to the Company or an Affiliate, then payment of the Participant's 409A Accounts will be made in the first calendar year: (i) in which the Company or Committee reasonably anticipates that the payment would not violate loan or other similar contractual terms and would not result in material harm to the Company or an Affiliate, and (ii) in which the payment would not result in a violation of securities or other applicable laws. Plan payments intended to pay employment taxes, or made as a result of income inclusion of an amount of a Participant's benefit as a result of a failure to satisfy Section 409A of the Code, shall be permitted at the Company or Committee's discretion at any time to the extent provided in Treasury Regulations under Section 409A of the Code and IRS Notice 2005-1, Q&A-15, and any applicable subsequent guidance. "Employment taxes" shall include the Federal Income Contributions Act (FICA) tax imposed under Sections 3101 and 3121(v)(2) of the Code on compensation deferred under the Plan (the "FICA Amount"), the income tax imposed under Section 3401 of the Code on the FICA Amount, and any amounts utilized to pay the additional income tax under Section 3401 of the Code attributable to the pyramiding Section 3401 wages and taxes. If any applicable payment period begins in one Plan Year and ends in the following Plan Year, the Participant or the Participant's Beneficiary (as the case may be) shall not have the right to designate the year of the payment.

7.8 Designation of Beneficiary

A Participant may, by completing a Beneficiary designation form in accordance with procedures prescribed by the Committee, designate one or more primary and contingent Beneficiaries (which may include a trust or an estate) to receive the Participant's Account balance following the Participant's death and may designate the proportions in which such Beneficiaries receive payments. A Participant's Beneficiary designation shall apply to all of his Accounts under the Plan. A Participant may change such designations from time to time, and the last designation filed prior to the Participant's death shall control. If no Beneficiary designation form was filed by the Participant prior to the Participant's death, the Participant's remaining Account balance will be paid to the Participant's estate.

7.9 Facility of Payment

Any amounts payable under the Plan to a Participant or Beneficiary who is under a legal disability or who, in the judgment of the Committee, is unable to manage such person's affairs, may be paid to the legal representative of such person or may be applied for the benefit of such person in any manner the Committee shall select.

7.10 Unclaimed Benefits

If a Participant or Beneficiary's whereabouts are unknown to the Employer, and if the Participant or the Participant's Beneficiary fails to claim the Participant's benefits within two years following termination of the Participant's employment, the Committee may elect to make payment of the Participant or Beneficiary's vested benefits as if they had died. If the Employer is unable to locate the Participant or any Beneficiary within three years following the Participant's employment termination, the Participant and all of the Participant's designated Beneficiaries shall forfeit all benefits irrevocably.

## SECTION 8

### Nature of Interest of Participant

Participation in this Plan will not create, in favor of any Participant, any right or lien in or against any of the assets of any Employer, and a Participant's Account balances shall remain an unrestricted asset of the Participant's Employer. A Participant's rights to benefits payable under the Plan are not subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, or encumbrance. All payments hereunder shall be paid in cash from the general funds of the applicable Employer and no special or separate fund shall be established and no other segregation of assets shall be made to assure the payment of benefits hereunder. Nothing contained in this Plan, and no action taken pursuant to its provisions, shall create or be construed to create a trust of any kind, or a fiduciary relationship, between any Employer and a Participant or any other person, and each Employer's promise to pay benefits hereunder shall at all times remain unfunded as to the Participant.

## SECTION 9

### Administration

9.1 Committee

This Plan will be administered by the Committee.

9.2 Powers of the Administrative and Investment Committees

The Committee's powers will include, but will not be limited to, the power:

(a) to interpret, in its sole discretion, the terms and provisions of the Plan and to determine any and all questions arising under the Plan, including without limitation, the right to remedy possible ambiguities, inconsistencies, or omissions by a general rule or particular decision,

(b) to adopt such rules of procedure and regulations as in its opinion may be necessary for the proper and efficient administration of the Plan and as are consistent with the Plan and Trust agreement,

(c) to enforce the Plan in accordance with the terms of the Plan and the Trust and in accordance with the rules and regulations the Committee has adopted,

(d) to direct the Trustees as respects payments or distributions from the Trust in accordance with the provisions of the Plan,

(e) to furnish the Employers with such information as may be required by them for tax or other purposes in connection with the Plan, and

(f) to employ agents, attorneys, accountants, actuaries or other persons (who also may be employed by the Employers) and to allocate or delegate to them such powers, rights and duties as the Committee may consider necessary or advisable to properly carry out administration of the Plan, provided that such allocation or delegation and the acceptance thereof by such agents, attorneys, accountants, actuaries or other persons, shall be in writing.

The Investment Committee's powers will include, but will not be limited to, the power to exercise full authority and control with respect to the appointment of trustees and investment managers and the investment of Plan assets generally.

9.3 Withholding

The Employers shall have the right to deduct from any payment to be made under the Plan any federal, state, or local taxes required by law to be withheld.

9.4 Retirement Claims Procedures

To the extent that a Participant's claim relates to a determination with respect to his Accounts, other than a Disability determination, the Committee will provide the Participant with notice of the status of his claim for retirement benefits within a reasonable period of time after a complete claim has been filed, but no later than 90 days after receipt of the Participant's benefit claim. The Committee may request an additional 90 day extension if special circumstances warrant by notifying the Participant of the extension before the expiration of the initial 90 day period. If the Participant has not submitted sufficient information to the Committee to process the Participant's retirement benefit claim, the Participant will be notified of the incomplete claim and given 90 days to submit additional information. This will extend the time in which the Committee has to respond to the Participant's claim from the date the notice of insufficient information is sent to the Participant until the date the Participant responds to the request. If the Participant does not submit the missing information to the Committee within 90 days of the date of the request, the claim will be denied. If the Participant's benefit claim is denied, the Participant will receive a notice which will include: (i) the specific reasons for the denial, (ii) reference to the specific Plan provisions upon which the decision is based, (iii) a description of any additional information the Participant might be required to provide with an explanation of why it is needed, (iv) an explanation of the Plan's claims review and appeal procedures, and (v) a statement regarding the Participant's right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

The Participant may appeal a denial of a retirement benefit claim by filing a written request with the Committee within 60 days of receipt of the initial denial notice. In connection with the appeal, the Participant may request that the Committee provide, free of charge, copies of all documents, records, and other information relevant to the claim. The Participant may also submit written comments, records, documents, and other information relevant to the appeal, whether or not such documents were submitted in connection with the initial claim. The Committee will conduct a full and fair review of the documents and evidence submitted and will ordinarily render a decision on the Participant's benefit claim no later than 60 days after receipt of the request for review on appeal. If there are special circumstances, the decision will be made as soon as possible, but not later than 120 days after receipt of the request for review on appeal. If such an extension of time is needed, the Participant will be notified in writing prior to the end of the first 60 day period. The Committee's final written decision will set forth: (i) the specific reasons for the decision, (ii) references to the specific Plan provisions on which the decision is based, (iii) a statement that the Participant is entitled to receive, upon request and free of charge, access to and copies of all documents, records, and other information relevant to the benefit claim due to Disability, and (iv) a statement regarding the Participant's right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

9.5 Disability Claims Procedures

To the extent that a Participant's claim relates to a Disability determination with respect to his Accounts, the Committee will provide the Participant with notice of the status of his claim for Disability benefits within a reasonable period of time after a complete claim has been filed, but no later than 45 days after receipt of the Participant's benefit claim. The Committee may request an additional 30 day extension if special circumstances warrant by notifying the Participant of the extension before the expiration of the initial 45 day period. If a decision still cannot be made within this 30 day extension period due to circumstances outside the Committee's control, the time period may be extended for an additional 30 days, in which case the Participant will be notified before the expiration of the original 30 day extension. If the Participant has not submitted sufficient information to the Committee to process the Participant's Disability claim, the Participant will be notified of the incomplete claim and given 45 days to submit additional information. This will extend the time in which the Committee has to respond to the Participant's claim from the date the notice of insufficient information is sent to the Participant until the date the Participant responds to the request. If the Participant does not submit the missing information to the Committee within 45 days of the date of the request, the claim will be denied. If the Participant's benefit claim is denied, the Participant will receive a notice which will include: (i) the specific reasons for the denial, (ii) reference to the specific Plan provisions upon which the decision is based, (iii) a description of any additional information the Participant might be required to provide with an explanation of why it is needed, (iv) an explanation of the Plan's claims review and appeal procedures, and (v) a statement regarding the Participant's right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

The Participant may appeal a denial of a Disability benefit claim by filing a written request with the Committee within 180 days of receipt of the initial denial notice. In connection with the appeal, the Participant may request that the Committee provide, free of charge, copies of all documents, records, and other information relevant to the claim. The Participant may also submit written comments, records, documents, and other information relevant to the appeal, whether or not such documents were submitted in connection with the initial claim. The Committee may consult with medical or vocational experts in connection with Disability claim. The Committee will conduct a full and fair review of the documents and evidence submitted and will ordinarily render a decision on the Participant's benefit claim no later than 45 days after receipt of the request for review on appeal. If there are special circumstances, the decision will be made as soon as possible, but not later than 90 days after receipt of the request for review on appeal. If such an extension of time is needed, the Participant will be notified in writing prior to the end of the first 45 day period. The Committee's final written decision will set forth: (i) the specific reasons for the decision, (ii) references to the specific Plan provisions on which the decision is based, (iii) a statement that the Participant is entitled to receive, upon request and free of charge, access to and copies of all documents, records, and other information relevant to the benefit claim due to Disability, and (iv) a statement regarding the Participant's right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

9.6 Liability

No member of the Administrative or Investment Committees shall be liable for any act of commission or omission in connection with the administration of the Plan, except in circumstances involving bad faith, gross misconduct, or fraud. Except in such instances, the Employers shall fully indemnify, defend and hold harmless the Administrative or Investment Committees members from any and all damages, losses, or costs (including reasonable attorneys' fees) that occur by reason of, arise out of, or are incidental to the implementation or administration of the Plan.

9.7 Finality of Committee Determinations

Determinations by the Committee or Investment Committees and any interpretation, rule, or administrative decision adopted by the Committee or Investment Committees shall be final and binding for all Plan purposes and upon all interested persons, their heirs, and their personal representatives. No action at law or in equity shall be brought to recover benefits under the Plan until the claim and review processes in this Section have been exercised and until the Plan benefits requested in such review have been denied in whole or in part. If any judicial proceeding is undertaken to appeal the denial of a claim or bring any other action under ERISA, other than a breach of fiduciary duty claim, the evidence presented shall be strictly limited to the evidence timely presented to the Committee. If the Committee denies a Participant's appeal in whole or in part, and the Participant subsequently wishes to file a claim against the Plan, any such legal action must be brought within 120 days of the Committee's final decision. Benefits will be paid only if the Committee decides a Participant or Beneficiary is entitled to them.

9.8 Governing Law

To the extent this Plan is not preempted by ERISA, the Plan shall be governed by laws of the State of Delaware.

SECTION 10

No Employment Rights

No provisions of the Plan or any action taken by the Company, the Board of Directors, the Committee, or the Investment Committee shall give any person any right to be retained in the employ of any Employer, and the right and power of an Employer to dismiss or discharge any Participant is specifically reserved.

## SECTION 11

## Change in Control

### 11.1 Amounts Held in Grandfathered Accounts

In the event that the stock or substantially all the assets of an Employer, its subsidiary, or one of its divisions is sold, or if a majority of the beneficial ownership of an Employer, subsidiary, or one of its divisions alters ("Change in Control"), the Grandfathered Accounts of Participants affected by such sale shall become immediately due and payable unless a successor of the Employer assumes the liabilities and responsibilities relating to the affected Participants.

### 11.2 Amounts Held in 409A Accounts

In the event that there is a change in ownership of the Employer, a change in effective control of the Employer, or a change in the ownership of a substantial portion of the assets of the Employer, as defined in Code Section 409A and the regulations thereunder (collectively, a "Change in Control Event"), the 409A Accounts of Participants affected by such Change in Control Event shall become 100% vested and shall be immediately due and payable in a lump sum.

## SECTION 12

### Amendment, Suspension, and Termination

The Board of Directors, by resolution duly adopted, shall have the right to amend, suspend, or terminate the Plan at any time, provided that the Board may delegate all or a portion of such rights to the Committees or to any specified person or persons. No amendment, modification, or termination shall, without the consent of a Participant, reduce the Participant's vested Account balance. In the event the Plan is terminated, the Committee shall continue to administer the Plan in accordance with the relevant provisions thereof.

* * *

IN WITNESS WHEREOF, the Company has caused this amended and restated Plan to be executed by a duly authorized member of the Committee as of this ____ day of __________________, 2013.

AMCOR RIGID PLASTICS USA, INC.
EMPLOYEE BENEFITS
ADMINISTRATIVE COMMITTEE

________________________________

DM_US 47411246-1.066066.0017

# FIRST AMENDMENT
# TO THE
# AMCOR RIGID PLASTICS
# DEFERRED COMPENSATION PLAN

(As Amended and Restated Effective as of January 1, 2013)

WHEREAS, Amcor Rigid Plastics USA, Inc. (the "Company") maintains the Amcor Rigid Plastics Deferred Compensation Plan (the "Plan"); and

WHEREAS, it is now considered desirable to amend the Plan;

NOW, THEREFORE, pursuant to the power in Section 12 of the Plan, the Plan is hereby amended in the following particulars, effective as of January 1, 2014 unless otherwise indicated:

1. By adding the following sentence at the end of subsection 1.1 of the Plan:

"On December 31, 2014, Amcor Rigid Plastics USA, Inc. restructured and changed its name to Amcor Rigid Plastics USA, LLC."

2. By substituting the name "Amcor Rigid Plastics USA, LLC" for the name "Amcor Rigid Plastics USA, Inc." in subsection 2.8 of the Plan.

3. By substituting the following for subsection 4.7 of the Plan:

**"4.7 Employer 10% Target Contributions**

The Employer may, in its sole discretion, make a contribution each Plan Year to Eligible Employees to provide such Participant with a supplemental retirement savings contribution ("Employer 10% Target Contribution"). A Participant's Employer 10% Target Contribution for the Plan Year shall equal 10% of the sum of the Participant's Compensation for the Plan Year, reduced by all of the following that are paid or accrued (or deemed paid or accrued as described below) for the same Plan Year:

(a) Savings Plan Retirement Savings Contributions;

(b) Savings Plan Safe Harbor Matching Contributions; and

(c) Savings Plan Employer Discretionary Matching Contributions.

For purposes of items (b) and (c), the Participant shall be deemed to have made the maximum employee contribution under the Savings Plan, and have received the maximum matching contribution available under the Savings Plan based upon such deemed employee contribution, regardless of the Participant's actual contribution rate."

* * *

IN WITNESS WHEREOF, the undersigned has caused the foregoing amendment to be executed on behalf of the Company this 11TH day of December, 2014.

AMCOR RIGID PLASTICS USA, INC.

By: ______________________

Member of the Amcor Rigid Plastics USA, Inc.
Employee Benefits Administrative Committee

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# SECOND AMENDMENT
# TO THE
# AMCOR RIGID PLASTICS
# DEFERRED COMPENSATION PLAN

(As Amended and Restated Effective as of January 1, 2013)

WHEREAS, Amcor Rigid Plastics USA, Inc. (the "Company") maintains the Amcor Rigid Plastics Deferred Compensation Plan (the "Plan"); and

WHEREAS, the Plan has previously been amended and further amendment thereof is now considered desirable.

NOW, THEREFORE, pursuant to the power in Section 12 of the Plan, the Plan, as amended, be and is hereby amended, in the following particulars, effective as of April 2, 2018:

1. By substituting the phrase "To appeal a denial of a retirement benefit claim, the Participant must file" for the phrase "The Participant may appeal a denial of a retirement benefit claim by filing" where the latter phrase appears in the first sentence of the second paragraph in subsection 9.4 of the Plan.

2. By substituting the following the following subsection for subsection 9.5 of the Plan:

> **"9.5 Disability Claims Procedures**
>
> To the extent that a Participant's claim relates to a Disability determination with respect to his Accounts, the Committee will provide the Participant with notice of the status of his claim for Disability benefits within a reasonable period of time after a complete claim has been filed, but no later than 45 days after receipt of the Participant's benefit claim. The Committee may request an additional 30 day extension if special circumstances warrant by notifying the Participant of the extension before the expiration of the initial 45 day period. If a decision still cannot be made within this 30 day extension period due to circumstances outside the Committee's control, the time period may be

extended for an additional 30 days, in which case the Participant will be notified before the expiration of the original 30 day extension.

If the Committee extends the deadline for responding to a disability claim, the notice of such extension must also specifically explain the standards that determine whether a Participant is entitled to a benefit, the unresolved issues that prevent a decision on the Disability claim, and the additional information needed to resolve those issues. If the Participant has not submitted sufficient information to the Committee to process the Participant's Disability claim, the Participant will be notified of the incomplete claim and given 45 days to submit additional information. This will extend the time in which the Committee has to respond to the Participant's claim from the date the notice of insufficient information is sent to the Participant until the date the Participant responds to the request. If the Participant does not submit the missing information to the Committee within 45 days of the date of the request, the claim will be denied. If the Participant's benefit claim is denied, the Participant will receive a notice which will set forth, in a culturally and linguistically appropriate manner calculated to be understood by the Participant: (i) the specific reasons for the denial, (ii) reference to the specific Plan provisions upon which the decision is based, (iii) a description of any additional information the Participant might be required to provide with an explanation of why it is needed, (iv) an explanation of the Plan's claims review and appeal procedures, and (v) a statement regarding the Participant's right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

The notice will also set forth, in the same such manner, (i) a discussion of the decision, including an explanation of the basis for disagreeing with or not following: the views presented by the Participant to the Committee of health care professionals treating the Participant and vocational professionals who evaluated the Participant, the views of medical or vocational experts obtained by the Committee, if any, without regard to whether the advice was relied upon in making the benefit determination, and a disability determination made by the Social Security Administration; (ii) the internal rules, guidelines, protocols, standards or other similar criteria relied upon in denying the claim, or a statement that such rules, guidelines, protocols, standards or other similar criteria do not exist; and (iii) a statement of the Participant's right to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the Participant's claim for benefits.

To appeal a denial of a Disability benefit claim, the Participant must file a written request with the Committee within 180 days of receipt of the initial denial notice. In connection with the appeal, the Participant may request that the Committee provide, free of charge, copies of all documents, records, and other information relevant to the claim. The Participant may also submit written comments, records, documents, and other information relevant to the appeal, whether or not such documents were submitted in connection with the initial claim. The Committee may consult with medical or vocational experts in connection with Disability claim. The Committee will conduct a full and fair review of the documents and evidence submitted and will ordinarily render a decision on the Participant's benefit claim no later than 45 days after receipt of the request for review on appeal. If there are special circumstances, the decision will be made as soon as possible, but not later than 90 days after receipt of the request for review on appeal. If such an extension of time is needed, the Participant will be notified in writing prior to the end of the first 45 day period.

The review will not give deference to the claim denial and will not be made by the person who made the original claim denial, or a subordinate of that person. In deciding an appeal of any disability claim denial that is based in any way on a medical judgment, the Committee must get advice from a health care professional who has training and experience in the area of medicine. Upon request, the Participant will be provided the names of any medical or vocational experts who were consulted in connection with the disability claim denial, even if the advice was not relied upon in making the denial. The health care professional consulted by the Committee cannot be a person who was consulted by the Committee in connection with the claim denial (or a subordinate of the person who was consulted in the original claim).

Before the Committee issues an adverse benefit determination on review on a Disability claim appeal, the Committee must disclose to the Participant, free of charge, any new or additional evidence considered, relied upon, or generated by, or at the direction of, the Committee in connection with the disability claim, and any new or additional rationale upon which such adverse benefit determination may be based. This information must be provided as soon as possible and sufficiently in advance of the date on which written notice of the Committee's determination on review is required to be provided so as to give the Participant a reasonable opportunity to respond prior to that date.

The Committee's final written decision will set forth, in a culturally and linguistically appropriate manner calculated to be understood by the Participant: (i) the specific reasons for the decision, (ii) references to the specific Plan provisions on which the decision is based, (iii) a statement that the Participant is entitled to receive, upon request and free of charge, access to and copies of all documents, records, and other information relevant to the benefit claim due to Disability, and (iv) a statement regarding the Participant's right to bring a civil action under Section 502(a) of ERISA following a denial on appeal.

The notice will also set forth, in the same such manner, (i) a discussion of the decision, including an explanation of the basis for disagreeing with or not following: the views presented by the Participant to the Committee of health care professionals treating the Participant and vocational professionals who evaluated the Participant, the views of medical or vocational experts obtained by the Committee, if any, without regard to whether the advice was relied upon in making the benefit determination, and a disability determination made by the Social Security Administration; (ii) the internal rules, guidelines, protocols, standards or other similar criteria relied upon in denying the claim, or a statement that such rules, guidelines, protocols, standards or other similar criteria do not exist; and (iii) any applicable contractual limitations period that applies to the claimant's right to bring suit under Section 502(a) of ERISA, including the calendar date on which the contractual limitations period expires."

*  *  *

IN WITNESS WHEREOF, the undersigned has caused the foregoing amendment to be executed on behalf of the Company, this 10th day of December, 2018.

AMCOR RIGID PLASTICS USA, LLC

By: ______________________________
Member of the Amcor Rigid Plastics USA, LLC Employee Benefits Committee

**THIRD AMENDMENT**
**TO THE**
**AMCOR RIGID PLASTICS DEFERRED COMPENSATION PLAN**

(As Amended and Restated Effective as of January 1, 2013)

WHEREAS, Amcor Rigid Packaging USA, LLC (f/k/a Amcor Rigid Plastics USA, LLC) (the "Company") maintains the Amcor Rigid ~~Plastics~~ Deferred Compensation Plan (As Amended and Restated Effective as of January 1, 2013) (the "Plan"); and

WHEREAS, the Plan has been previously amended and further amendment thereof is now considered desirable.

NOW, THEREFORE, pursuant to the power reserved by the Company by Section 12 of the Plan, and pursuant to the authority delegated to the Amcor Rigid Packaging Employee Benefits Administrative Committee, the Plan is hereby amended, in the following particulars, effective as of June 10, 2019, unless otherwise indicated:

1. By adding the following new sentence to the end of subsection 1.1 of the Plan:

> "On June 10, 2019, Amcor Rigid Plastics USA, LLC changed its name to Amcor Rigid Packaging USA, LLC and this plan became known as the Amcor Rigid Packaging Deferred Compensation Plan."

2. By substituting the phrase "Amcor Rigid Packaging USA, LLC" for the phrase "Amcor Rigid Plastics USA, LLC" where the latter phrase appears in subsection 2.8 of the Plan.

3. Effective January 1, 2020, by substituting the following for subsection 2.9 of the Plan:

> "**2.9 Compensation**
>
> The term 'Compensation' for purposes of determining Salary Deferral Contributions means an Employee's Compensation as defined in the Savings Plan

> for purposes of all plan contributions (other than Retirement Savings Contributions), but: (i) without the limitations imposed by Section 401(a)(17) of the Code (adjusted for cost of living increases), and (ii) excluding bonuses, performance incentives, or payments (in cash or equity) under the Amcor Rigid Management Incentive Plan. 'Compensation' for purposes of determining Employer Contributions shall be the same as Compensation for purposes of determining Salary Deferral Contributions but shall include bonuses, performance incentives, or cash payments under the Amcor Rigid Management Incentive Plan (but, for avoidance of doubt, not awards and payments under the equity-based portion of the Amcor Rigid Management Incentive Plan or any other equity-based program). Notwithstanding the foregoing, if the Employee is transferred to employment with an Affiliate but remains an Eligible Employee pursuant to subsection 2.12, then the Employee's Compensation shall include only those amounts described above that are paid by an Employer after such transfer for purposes of calculating all contributions under the Plan. However, if the Employee is transferred to a non-U.S. Affiliate, then the Employee's Compensation for purposes of Employer Contributions shall be the Employee's notional salary and variable pay as determined by the Committee."

4. By substituting the phrase "Amcor Rigid Packaging Pension Plan" for the phrase "Amcor Rigid Plastics Pension Plan" where the latter phrase appears in subsection 2.27 of the Plan.

5. By substituting the phrase "Amcor Rigid Packaging Deferred Compensation Plan" for the phrase "Amcor Rigid Plastics Deferred Compensation Plan" where the latter phrase appears in subsection 2.28 of the Plan.

6. By substituting the phrase "Amcor Rigid Packaging Savings and Investment Plan" for the phrase "Amcor Rigid Plastics Savings and Investment Plan" where the latter phrase appears in subsection 2.31 of the Plan.

7. Effective January 1, 2020, by deleting the final two sentences of subsection 4.2 of the Plan.

8. Effective January 1, 2020, by substituting the following sentence for the penultimate sentence of subsection 4.3 of the Plan:

> "If an Eligible Employee is awarded a cash bonus or incentive pay award under the Amcor Rigid Management Incentive Plan (but not an equity award), the

Eligible Employee may elect to defer all or a portion of such award, provided that such election is made in the manner prescribed by the Committee."

* * *

IN WITNESS WHEREOF, the undersigned has caused the foregoing amendment to be executed on behalf of the Company, this 16th day of December, 2019.

AMCOR RIGID PACKAGING USA, LLC

________________________________

Member of the Amcor Rigid Packaging
Employee Benefits Administrative
Committee

EXHIBIT 21.1

## SIGNIFICANT SUBSIDIARIES OF THE REGISTRANT

Amcor plc has no parent. The following were significant subsidiaries of the Company as of June 30, 2020.

| Name | Organized Under The Laws Of |
| --- | --- |
| Amcor Pty Ltd. | Australia |
| Amcor Investments Pty. Ltd. | Australia |
| Amcor Packaging (U.S.A) Inc. | United States of America |
| Amcor Rigid Packaging USA LLC | United States of America |
| Amcor Flexibles LLC | United States of America |
| Amcor European Holdings Pty. Ltd. | Australia |
| Amcor Holding | United Kingdom |
| Amcor Holding No 1. Ltd. | United Kingdom |
| AFP (Europe) | United Kingdom |
| Containers Packaging (Europe) | United Kingdom |
| Bemis Company, Inc. | United States of America |
| Bemis Wisconsin LLC | United States of America |
| Bemis Packaging, Inc. | United States of America |

**EXHIBIT 22**

**LIST OF GUARANTORS AND SUBSIDIARY ISSUERS OF GUARANTEED SECURITIES AS OF JUNE 30, 2020**

The following is a list of guarantors of the 4.500% Senior Notes due 2021, 3.100% Senior Notes due 2026 and 2.630% Senior Notes due 2030 issued by Bemis Company Inc, the 3.625% Senior Notes due 2026 and 4.500% Senior Notes due 2028 issued by Amcor Finance (U.S.A.) Inc. All of the issuers listed above are wholly owned subsidiaries of Amcor plc.

| Name of Guarantor | Jurisdiction of Incorporation |
|---|---|
| Amcor plc | Jersey |
| Bemis Company Inc. (1) | United States of America |
| Amcor Finance (U.S.A.) Inc. (1) | United States of America |
| Amcor Pty Ltd | Australia |
| Amcor UK Finance plc (1) | United Kingdom |

(1) Bemis Company Inc., Amcor Finance (U.S.A.) Inc. and Amcor UK Finance plc guarantee each other’s notes.

The following is a list of guarantors of the 1.125% Senior Notes due 2027 issued by Amcor UK Finance plc, a wholly owned subsidiary of Amcor plc.

| Name of Guarantor | Jurisdiction of Incorporation |
|---|---|
| Amcor plc | Jersey |
| Bemis Company Inc. | United States of America |
| Amcor Finance (U.S.A.) Inc. | United States of America |
| Amcor Pty Ltd | Australia |

**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-232743) and S-3 (333-239060) of Amcor plc of our report dated December 14, 2018 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers
Melbourne, Australia
August 27, 2020

**EXHIBIT 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-232743) and S-3 (333-239060) of Amcor plc of our report dated August 27, 2020 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers AG
Zurich, Switzerland
August 27, 2020

**EXHIBIT 31.1**

**RULE 13a-14(a)/15d-14(a) CERTIFICATION OF CEO**

I, Ronald Delia, certify that:

1. I have reviewed this Annual Report on Form 10-K of Amcor plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

| | | |
|---|---|---|
| Date | August 27, 2020 | /s/ Ronald Delia |
| | | Ronald Delia, Managing Director and Chief Executive Officer |

**EXHIBIT 31.2**

**RULE 13a-14(a)/15d-14(a) CERTIFICATION OF CFO**

I, Michael Casamento, certify that:

1. I have reviewed this Annual Report on Form 10-K of Amcor plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

| | | |
|---|---|---|
| Date | August 27, 2020 | /s/ Michael Casamento |
| | | Michael Casamento, Executive Vice President and Chief Financial Officer (Principal Financial Officer) |

**EXHIBIT 32**

**SECTION 1350 CERTIFICATIONS OF CEO AND CFO**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that the Annual Report on Form 10-K of Amcor plc for the year ended June 30, 2020 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Amcor plc.

| | | | |
|---|---|---|---|
| | /s/ Ronald Delia | | /s/ Michael Casamento |
| | Ronald Delia, Managing Director and Chief Executive Officer | | Michael Casamento, Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| Date | August 27, 2020 | Date | August 27, 2020 |