# 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, 2022**

**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 001-38932**

# 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**
**Warmley, Bristol**
**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 | New York Stock Exchange |
| 1.125% Guaranteed Senior Notes Due 2027 | AUKF/27 | 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 $18.1 billion.

As of August 16, 2022, the Registrant had 1,489,019,556 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 2022 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," "intend," "plan," "anticipate," "commit," "estimate," "potential," "ambitions," "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:

- 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 inability to expand our current business effectively through either organic growth, including by product innovation, or acquisitions;
- challenging current and future global economic conditions, including inflation and supply chain disruptions;
- impact of operating internationally, including negative impacts from the Russia-Ukraine conflict;
- 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 volatility;
- global health outbreaks, including the Coronavirus pandemic ("COVID-19");
- an inability to attract and retain key personnel;
- costs and liabilities related to current and future environment, health and safety laws and regulations;
- labor disputes;
- risks related to climate change;
- failures or disruptions in information technology systems;
- cybersecurity risks, which could disrupt our operations or risk of loss of our sensitive business information;
- a significant increase in our indebtedness or a downgrade in our credit rating could reduce our operating flexibility and increase our borrowing costs and negatively affect our financial condition and results of operations;
- foreign exchange rate risk;
- rising interest rates that increase our borrowing costs on our variable rate indebtedness and could have other negative impacts;
- a significant write-down of goodwill and/or other intangible assets;
- failure to maintain an effective system of internal control over financial reporting;
- 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;
- an inability to defend our intellectual property rights or intellectual property infringement claims against us;
- litigation, including product liability claims, or regulatory developments;
- increasing scrutiny and changing expectations with respect to our Environmental, Social, and Governance ("ESG") practices resulting in additional costs or exposure to additional risks;
- changing government regulations in environmental, health, and safety matters; and
- changes in tax laws or changes in our geographic mix of earnings.

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 public limited company incorporated under the Laws of the Bailiwick of Jersey. Our history dates back more than 150 years, with origins in both Australia and the USA. Today, we are a global leader in developing and producing responsible packaging for food, beverage, pharmaceutical, medical, home and personal-care, and other products. Our innovation excellence and global packaging expertise enables us to solve packaging challenges around the world every day, producing packaging that is more functional, appealing, and cost effective for our customers and their consumers and importantly, more sustainable for the environment.

***Sustainability***

Sustainability is central to our business and one of our most exciting opportunities for growth. Working daily to embed sustainability deeper into everything we do, Amcor has been a leader in the industry in promoting sustainability. We aspire to improve the quality of lives, protect ecosystems, and preserve natural resources for future generations by offering a unique range of responsible packaging solutions, leveraging our global scale, reach, and expertise to meet our customers' growing sustainability expectations. In January 2018, we became the world's first packaging company to pledge that all our packaging would be designed to be recycled, compostable, or reusable by 2025 and also committed to increasing the amount of recycled content we use. We are delivering against these commitments and continue to lead in the development of a responsible packaging value chain through our innovations and partnerships. We have identified a clear path to meeting our sustainability ambitions and those of our customers by focusing on the three elements of responsible packaging – product innovation, consumer participation, and infrastructure development.

***Differentiated Solutions***

Our product portfolio is diverse and dynamic due to our constant innovation and close partnerships with our customers. Behind every one of our products stands a unique combination of technical know-how, business experience, and expertise. We work closely with our customers to identify feasible, high-performance, responsible packaging solutions based on their unique needs. Where solutions do not currently exist, we work to innovate new ones. We invest approximately $100 million every year in our industry-leading research and development capabilities, bringing together the best in packaging design, science, manufacturing, and people.

***Expertise across Packaging Materials***

We believe that we are uniquely positioned to offer a variety of packaging solutions with a wide, differentiated portfolio of products. Our packaging expertise covers all main packaging materials including paper, metal, plastic, recycled, and bio-based materials and the sustainable use of recyclable plastics. Our expertise and track record translate across many innovative solutions that customers can explore with ease and convenience to meet their growing packaging needs, while improving environmental impact.

### Business Strategy

***Strategy***

Our business 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 certain 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 through our leadership position, scale, and ability to differentiate our product offering through innovation.

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. Our values of Safety, Integrity, Collaboration, Accountability, and Results and Outperformance guide our behavior, driving our winning aspiration to be THE leading global packaging company.

***Shareholder value creation***

Through our portfolio of focused businesses and differentiated capabilities, we generate strong cash flow and redeploy cash to consistently create superior value for shareholders. The nature of our consumer and healthcare end markets means that year-to-year volatility should be relatively low, measured on a constant currency basis. Over time, value creation has been strong and consistent and has reflected a combination of dividends, organic growth in the base business, and using free cash flow to pursue targeted acquisitions and/or 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, we have determined we have two reportable segments, Flexibles and Rigid Packaging. The reportable 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 21, "Segments," of the notes to consolidated financial statements for financial information about reportable segments.

### *Flexibles Segment*

Our Flexibles Segment develops and supplies flexible packaging globally. With approximately 37,000 employees at 169 significant manufacturing and support facilities in 39 countries as of June 30, 2022, the Flexibles Segment is one of the world's largest suppliers of plastic, aluminum, and fiber based flexible packaging. In fiscal year 2022, Flexibles accounted for approximately 77% of consolidated net sales.

### *Rigid Packaging Segment*

Our Rigid Packaging Segment manufactures rigid packaging containers and related products in the Americas. As of June 30, 2022, the Rigid Packaging Segment employed approximately 6,000 employees at 52 significant manufacturing and support facilities in 11 countries. In fiscal year 2022, Rigid Packaging accounted for approximately 23% of 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 customer service teams.

We did not have sales to a single customer that exceeded 10% of consolidated net sales in the last three fiscal years.

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 operate; 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 markets 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 persistent industry-wide shortages of certain raw materials have continued to occur since the second half of fiscal 2021, we have been able to manage supply disruptions with no material impact by working closely with our suppliers and customers. Supply shortages can lead and have in the past led to increased raw material price volatility. Increases in the price of raw materials are generally able to be passed on to customers through contractual price mechanisms over time and other means. We expect supply disruption and price volatility to continue into fiscal year 2023 and will continue to work closely with our suppliers and customers in an effort to minimize the impact on our operations.

**Intellectual Property**

We are the owner or licensee of more than a thousand 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 reportable 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 and Innovation**

We believe there will always be a role for the primary packaging we produce to preserve food, beverages, and healthcare products, protect consumers, and promote brands. Consumers also want cost effective, convenient, and easy to use packaging with a reduced environmental footprint and a responsible end of life solution. We have identified a clear path to provide food, beverages, and healthcare products to people around the world in a more sustainable way, and meet our sustainability ambitions, and those of our customers by focusing on what we believe are the three elements of responsible packaging: product innovation, consumer participation, and infrastructure development. We believe our commitment to responsible packaging is integral to our success. Our responsible packaging solutions address both how the product is made, as well as what happens after the consumer uses it, offering a wide variety of options to advance sustainability while meeting our customers' specific packaging needs. Sustainability is comprehensively embedded across our business, from the investments we are making in sustainable packaging innovation and design, to the partnerships we enter, and to how we run our manufacturing operations more efficiently.

Innovation is central to Amcor's approach to sustainability and we spend approximately $100 million a year on research and development. We are highly regarded for our innovation capabilities and have more than a thousand active patents. We solve packaging challenges, developing differentiated products, services, and processes to protect our customers products and fulfil the needs of the consumers who rely on them around the globe. Drawing on unrivaled heritage in design, science and manufacturing, our more than 1,000 research and development ("R&D") professionals and engineers are constantly innovating new materials, formats, and technologies.

We collaborate with like-minded partners, including customers and suppliers, in pursuit of innovative solutions to address some of the world's most urgent challenges, including increasing recycling and reuse and protecting our planet. We also partner with non-governmental organizations, promising startups, and cross-industry initiatives and bodies. These partnerships enable us to learn, experience other perspectives, share our expertise, and expand our innovation. With our partners, we advocate for sound global standards, better waste management infrastructure, and more consumer participation.

We consider our overall environmental footprint to go well beyond the products we create. We also strive to continuously reduce the environmental impacts of our operations and, for more than a decade, our EnviroAction program has helped us significantly improve how we manage energy, water, and waste in every one of our locations. In January 2022, we further increased our efforts by committing to science-based targets to reduce greenhouse gas emissions and achieve net zero emissions by 2050. These new commitments have been recognized by the Science Based Targets initiative (SBTi) and build on years of progress under our EnviroAction program. Through our unique material science and innovation capabilities, we also advise our customers on the best solutions for their specific needs and those of their consumers – with broad flexibility across packaging functionality, formats, and materials.

With our global scale, deep industry experience, and strong capabilities, we believe that we are uniquely positioned to lead the way in the design and development of more sustainable packaging, and this is one of the most important growth opportunities for Amcor.

**Governmental Laws and Regulations**

Our operations and the real property we own, or lease, are subject to broad governmental laws and regulations, including environmental laws and regulations by multiple jurisdictions. These laws and regulations pertain to employee health and safety, the discharge of certain materials into the environment, handling and disposition of waste, cleanup of contaminated soil and ground water, other rules to control pollution and manage natural resources, and other government regulations. We believe that we are in substantial compliance with applicable health and safety laws, environmental laws and regulations based on the execution 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 health and safety laws, 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, or other broad government regulations which could be significant. In addition, these laws and regulations are constantly changing, and we cannot always anticipate these changes. Refer to Note 20, "Contingencies and Legal Proceedings," of the notes to 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."

**Seasonal Factors**

The business of each of the reportable 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.

**Human Capital Management**

***Overview***

Amcor’s aspiration is to be ‘THE leading global packaging company'. Our people are core to the achievement of our aspiration. We believe we are winning for our people when they feel safe, engaged, and are developing as part of a high-performing, global team. We strive to build an outperformance culture in which we consistently deliver results and strive to surpass expectations. At Amcor, we are stronger because of the diverse strengths, styles, cultures, and experiences of our people. We aim to create inclusive working environments to ensure each colleague feels valued, treated with respect, encouraged to speak, and empowered to be their best.

As of June 30, 2022, we had approximately 44,000 employees, including part-time and temporary workers, worldwide, with approximately 30% located in North America, 30% located in Europe, 20% located in Latin America, and 20% located in the Asia Pacific region. Collective bargaining agreements cover approximately 46% of our workforce. As of June 30, 2022, approximately 6% of our employees were working under expired contracts and approximately 21% were covered under collective bargaining agreements that expire within one year.

***Health and Safety***

Safety is a core value at Amcor. We take care of ourselves and each other, so everyone returns home safely every day. Across every level of our organization, we role model and recognize safe and responsible behavior as we strive to achieve an injury-free Amcor. All our facilities abide by global Environment, Health, and Safety ("EHS") standards for safety and environmental management. Our Board of Directors receives monthly reports on safety performance and compliance with our global EHS standards. During fiscal year 2022, we reduced the number of injuries by 3% and 57% of our sites were injury free.

Our response to the COVID-19 pandemic illustrates our commitment to the health and safety of our employees and the communities in which we work. We implemented rigorous protocols supported by precautionary measures in each of our manufacturing and office locations globally to help ensure the health and safety of our people.

As we emerge from the pandemic and continue to focus on the health of our employees, we have worked diligently to provide a compelling workplace for them to return to while recognizing and accommodating the need for flexibility.

***Developing Talent***

At Amcor, we are dedicated to attracting, developing, engaging, and retaining the best talent to deliver our 'Winning Aspiration' and ensure a strong succession pipeline for the future.

Our approach to talent is guided by the understanding that differentiated, industry-leading talent deployed consistently across our business will enable Amcor’s success.

We deploy systems and processes to ensure our people have clear goals and are empowered to achieve them. Through performance management, we align these goals to business targets, providing line of sight so each employee understands how they contribute to our success. Through formal reviews, performance coaching, and feedback, our leaders implement a rigorous cycle to foster talent.

***Learning & Development***

We have implemented training and education programs to help our employees progress across functions and experience levels. Examples of these programs include a Leading to Outperform program ("LTO") to further advance high-potential talent, a Senior Leader Development program ("SLDP") focusing on developing strategic management skills and inclusive leadership, and an Executive Development program ("EDP") for our most senior leaders. In each of these programs we partner with leading academic and executive education institutions from around the world.

Recognizing the importance of the learning journey, our employees can also access our "Masterclass" program which delivers an annual series of executive education briefings on topics of functional excellence and business initiatives. Our focus this year has been on Accelerating Growth with showcase presentations from Marketing, R&D, Product Branding, and Innovation Leaders.

Our "JumpStart@Amcor" global program accelerates onboarding of new employees and provides an avenue for cross-functional learning. We also run an Accelerated Career Development program ("ACDP") which provides a global intake on new talent with a structured rotation to develop commercial capabilities and an enhanced global commercial talent pipeline.

*Diversity & Inclusion*

At Amcor, we’re committed to providing an inclusive environment that empowers us to achieve our full potential. Becoming THE leading global packaging company requires us to create a culture in which everyone feels encouraged to speak and compelled to listen.

Amcor is stronger as a result of the diverse talents, styles, cultures, and experiences of our people. With different perspectives come different solutions that enable us to win for our stakeholders. We are one global team in which everyone has a voice and can make a difference. With this in mind, we work to create a team environment that develops inclusive leaders, where we learn from our people, and where listening, trust, and respect are key behaviors that form the foundation of our interactions and foster mutual understanding.

We focus on strengthening 'talent through diversity' and progress is reported to our Board annually. We continually review opportunities to strengthen our diversity transparency practices while adhering to privacy legislation in certain regions where we operate.

*Engagement*

During fiscal year 2022, we completed our fifth global engagement survey. Titled "OurVoice@Amcor", the survey tracks the engagement of our employees across multiple dimensions and provides a benchmark against other global manufacturing companies. In the recent 2022 survey, we received feedback from over 30,000 Amcor employees from every country and business group. The dominant feedback was that colleagues feel Amcor is a great place to work and that they want more communication with leadership about the direction and future strategies of the Company. Action plans are underway across the organization to provide feedback loops and implement action plans.

*Ethics*

Good corporate governance and transparency are fundamental to achieving our aspirations. Our employees are expected to act with integrity and objectivity and to always strive to enhance our reputation and performance.

We maintain a Code of Business Conduct and Ethics Policy which is signed by every Amcor employee and provides the Company's framework for making ethical business decisions. We provide targeted training across the globe to reinforce our commitment to ethics and drive adherence to the national laws in each country in which we operate.

**Information about our Executive Officers**

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

| Name (Age) | Positions Held | Period the Position was Held |
|---|---|---|
| Ronald Delia (51) | 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 (51) | Executive VP, Finance and Chief Financial Officer | 2015 to present |
| | VP, Corporate Finance | 2014 to 2015 |
| Susana Suarez Gonzalez (53) | Executive VP and Chief Human Resources Officer | 2022 to present |
| | Executive VP, Chief Human Resources and Diversity & Inclusion Officer, International Flavors and Fragrances | 2016 to 2022 |
| Deborah Rasin (55) | Executive VP and General Counsel | 2022 to present |
| | Senior VP, Chief Legal Officer and Secretary, Hill-Rom Holdings | 2016 to 2022 |
| Eric Roegner (52) | President, Amcor Rigid Packaging | 2018 to present |
| | Executive Leadership Roles, Arconic, Inc. (f/k/a Alcoa Inc.) | 2006 to 2018 |
| Fred Stephan (57) | 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 (64) | Executive VP, Strategy and Development | 2000 to present |
| Michael Zacka (55) | President, Amcor Flexibles Europe, Middle East and Africa | 2021 to present |
| | President, Amcor Flexibles Asia Pacific and Chief Commercial Officer | 2017 to 2021 |
| | Tetra Pak Global Leadership Team | 1996 to 2017 |

**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 we 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 our 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 or 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 us, 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 us with the Securities and Exchange Commission, could adversely affect our business, financial condition, 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. Alternative 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. Any new products that we produce may not meet sales or margin expectations due to many factors, including our or our customers' 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, financial condition, results of operations, or cash flows.

***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. While we do not have a single customer accounting for more than ten percent of our net sales, customer concentration can be more pronounced within certain businesses. 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 is no assurance that existing customer relationships will be renewed at existing volume or price levels, or at all.

Customers with operations subject to physical risks, including due to climate change, may relocate production to areas that are less impacted and such areas may be out of range of Amcor's production sites or supplying such relocated facilities may lead to additional costs. Any loss, change, or other adverse event related to our key customer relationships could have an adverse effect on our business, financial condition, results of operations, or cash flows, 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, financial condition, results of operations, or cash flows.

***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, including to address changes in the industry or regulatory environments, 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, and 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. If 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.

We also 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 which may lead to anticipated benefits of acquisitions not being realized fully, or at all, or may take longer to realize than expected or involve more costs to do so. In addition, the process of integrating operations could result in an interruption of normal business operations.

**Operational Risks**

***Global Economic Conditions — Challenging current and future global economic conditions, including inflation and supply chain disruptions, 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 COVID-19 pandemic and Russia-Ukraine conflict have increased volatility in world economies. Current global economic challenges, including relatively high inflation and supply chain constraints in key regions in which we operate, are likely to continue to put pressure on our business.

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. Although we take measures to mitigate the impact of inflation, including through pricing actions and productivity programs, if these actions are not effective our cash flow, financial condition, and results of operations could materially and adversely be impacted. In addition, there could be a time lag between recognizing the benefit of our mitigating actions and when the inflation occurs and there is no assurance that our mitigating measures will be able to fully mitigate the impact of inflation.

Political uncertainty may also contribute to the general economic conditions in one or more markets in which we operate. For example, in fiscal year 2022, political developments and general civil unrest in South Africa and the Russia-Ukraine conflict resulted in net expenses of $213 million, including impairment and restructuring expenses. Future unrest in other regions in which we operate could result in a material impact to our financial condition. Political developments can also 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 2022, approximately 73% of our sales revenue came from developed markets and 27% 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 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 have operations, including Argentina, Brazil, China, Colombia, India, Peru, Russia, South Africa, and Ukraine, have underdeveloped or developing legal, regulatory, or political systems, which are subject to dynamic change, including 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, sanctions, 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 recent conflict between Russia and Ukraine has negatively impacted the global economy and led to various economic sanctions being imposed by the U.S., United Kingdom, European Union, and other countries against Russia. In advance of the conflict, we proactively suspended operations at our manufacturing site in Ukraine. We also operate three manufacturing facilities in Russia which we have classified as held for sale at June 30, 2022. We have recorded impairment charges related to our operations in Ukraine and Russia of $138 million in fiscal year 2022. It is not possible to predict the broader or longer-term consequences of this conflict. Further sanctions as well as steps taken by our customers, suppliers, or other stakeholders may disrupt our ability to sell our assets in Russia. Continued escalation of geopolitical tensions related to the conflict could result in the loss of property, supply chain disruptions, significant inflationary pressure on raw material prices and cost and supply of other resources (such as energy and natural gas), fluctuations in our customers' buying patterns given regional shortages of food ingredients and other factors, credit and capital market disruption which could impact our ability to obtain financing, increase in interest rates, and adverse foreign exchange impacts. These broader consequences could have a material adverse effect on our business, cash flow, financial condition, and results of operations.

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, and the U.S. Department of State, 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, including those enacted as a result of the Russia-Ukraine conflict, 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 COVID-19, currency and commodity price fluctuations, resource availability, transportation costs, weather conditions and natural disasters, geopolitical risks, including war (such as the Russia-Ukraine conflict) and instability, and other factors impacting supply and demand pressures. For example, we have seen disruptions in the supply of certain raw materials, such as specialty resins, and increased price volatility of certain raw materials across many of the regions in which we operate since the second half of fiscal year 2021. Additionally, changes in international trade policy in the countries in which we operate could materially impact the cost and supply of raw materials as duties are assessed on raw materials used in our production process and global supply of key raw materials is disrupted. For example, in 2018, the U.S. government imposed a 10% tariff on all aluminum imports into the United States from China and in July 2022, the U.S. Department of Commerce announced an investigation to determine whether imports of aluminum from Thailand and South Korea circumvented the duties on Chinese aluminum.

While we have largely been able to successfully manage through these supply disruptions and related price volatility, there is no assurance we will be able to successfully navigate through any ongoing and future disruptions. Increases in costs and disruptions in supply 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 and seeking alternative sources of supply for key raw materials, there is no guarantee that we will be able to anticipate or mitigate commodity and input price movements or mitigate supply disruptions. In addition, there may be delays in adjusting prices to correspond with underlying raw material costs and corresponding impacts on our working capital and level of indebtedness and any failure to anticipate or mitigate against such movements could have an adverse effect on our business, financial condition, results of operations, or cash flows, 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 volatility.***

We face a number of commercial risks, including (i) operational disruption, such as mechanical or technological failures or forced closures due to pandemics or war (such as COVID-19 or the Russia-Ukraine conflict), 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).

Supply shortages, fluctuations in freight costs, limitations on shipping capacity, or other disruptions in our supply chain, including as a result of sourcing materials from a single supplier or those that may occur related to COVID-19 or other natural disasters, or war, 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 COVID-19 and the Russia-Ukraine conflict), 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 ourselves, 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, financial condition, results of operations, or cash flows, which effect may be material and result in a competitive disadvantage.

***Global Health Outbreaks — Our business and operations may be adversely affected by the ongoing Coronavirus pandemic ("COVID-19") or other similar pandemics.***

Our business and financial results may be negatively impacted by outbreaks of contagious diseases, including COVID-19. As a result of COVID-19, governmental authorities have implemented and, in certain regions, are continuing to implement numerous 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.

COVID-19 has in the past, and could in the future result in the temporary closure of our facilities, the facilities of our suppliers, or other suppliers 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 volatility in demand from temporary customer shutdowns. In addition, COVID-19 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, supply chains, foreign currency exchange rates and interest rates. COVID-19 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 COVID-19 or other pandemics impact our business and operations, including our ability to secure financing at attractive rates, is unknown and the effect could be material.

***Attracting and Retaining Skilled Workforce — If we are unable to attract and retain our global executive management team and our skilled workforce, we may be adversely affected.***

Our continued success depends on our ability to identify, attract, develop, and retain skilled personnel in our global executive management team and our operations. We focus on our talent acquisition processes, as well as our onboarding and talent and leadership programs, to ensure our key new hires and skilled personnel's efficiency and effectiveness aligns with Amcor's values and ways of working. However, any failure to successfully transition key new hires and retain our skilled personnel in any of our operations and our global executive management team, could impact our ability to execute on our strategic plans, make it difficult to meet our performance objectives and be disruptive to our business.

We are also impacted by regional labor shortages, inflationary pressures on wages, and an increasingly competitive labor market. While we have been successful to date in responding to regional labor shortages and maintaining plans for continuity of succession, there can be no assurance that we will be able to manage through future labor shortages or recruit, develop, assimilate, motivate, and retain employees in the future who actively promote and meet the standards of our culture.

***Operational EHS Risks — We are subject to costs and liabilities related to current and future environment, health and safety ("EHS") laws and regulations, as well as changes in the global climate, that could adversely affect our business.***

We are required to comply with EHS laws, rules, and regulations in each of the countries in which we operate and do business. Additionally, many of our products come into contact with the healthcare products and 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-based 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, and local laws and requirements pertaining to workplace health and safety conditions are significant factors in our business to assure our people at all locations are able to go home safely every day. Changes to these laws and requirements may result in additional costs and actions across the affected country and/or region. Various government agencies may promulgate new or modified legislation, and implement special emphasis programs and enforcement actions that could impact specific Company operations covered by the respective program.

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.

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 and the amount can be reasonably estimated. 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.

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.

***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.

***Climate Change - Our business is subject to risks related to climate change which could negatively impact our business operations and financial results.***

Climate change may have a progressively adverse impact on our business and those of our customers, suppliers, and partners. 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, flooding, forest fires, and drought. Such events may have a physical impact on our facilities, inventory, suppliers, and equipment and any unplanned downtime at any of our facilities could result in unabsorbed costs that could negatively impact our results of operations for the period in which it experienced the downtime. Longer-term climate change patterns could significantly alter customer demand which is especially true for customers who rely on supply chains routinely impacted by weather. For example, agricultural supply chains would be impacted by increased levels of drought or flooding and customers in coastal regions would be impacted by frequent flooding.

**Information Technology and Cybersecurity Risks**

***Information Technology — A failure or disruption in our information technology systems could disrupt our operations, compromise customer, employee, supplier, 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, suppliers, 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 suppliers on market standards. As with all information technology systems, our systems may be susceptible to damage, disruption, information loss or shutdown due to a variety of factors including power outages, failures during the process of upgrading or replacing software, hardware failures, computer viruses, catastrophic events, telecommunications failures, user errors, unauthorized access, and malicious or accidental destruction, or theft of information or functionality.

***Cybersecurity Risk — The disruption of our operations or risk of loss of our sensitive business information could negatively impact our financial condition and results of operations.***

Increased cyber-attacks, including computer viruses, ransomware, unauthorized access attempts, phishing, hacking, and other types of attacks pose a risk to the security and availability of our information technology systems, including those provided by third parties. We have experienced and expect to continue to experience actual and attempted cyber-attacks of our information technology systems and networks. Geopolitical turmoil, including as a result of the Russia-Ukraine conflict, heightens the risk of cyber-attacks. While we have operational safeguards in place to detect and prevent cyber-attacks and to date have not experienced any significant impacts, our safeguards may not always be able to prevent a cyber-attack from impacting our systems which could have a material impact on our business, financial condition, results of operations, or cash flows. In addition, our customers and suppliers are susceptible to cyber-attacks and disruption to their information technology systems could result in reduced demand for our products or limit our ability to supply our products.

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, cyber-attacks, 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, financial condition, results of operations, or cash flows, 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.

**Financial Risks**

***Indebtedness and Credit Rating — A significant increase in our indebtedness or a downgrade in our credit rating could reduce our operating flexibility and increase our borrowing costs and negatively affect our financial condition and results of operations.***

At June 30, 2022, we had $6.5 billion of debt outstanding and a $1.4 billion undrawn revolving credit facility and we are not restricted in incurring, and may incur, additional indebtedness in the future. Our ability to pay interest and repay the principal of our indebtedness is dependent on our ability to generate sufficient cash flows which is dependent, in part, on prevailing economic and competitive conditions and certain legislative, regulatory, and other factors beyond our control. If we are unable to maintain sufficient cash flows from operations to meet our debt commitments, our financial condition and results of operations are likely to be materially adversely impacted.

We use cash provided by operations, commercial paper issuances, bank term loans, committed revolving credit facilities, debt issuances, and equity issuances 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. Any significant additional indebtedness would likely negatively affect the credit ratings of our debt. 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, place us on a watch list, or if there are adverse market conditions, including disruptions in the commercial paper market, the impacts could include reduced access to the commercial paper, credit and capital markets, 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," of this Annual Report on Form 10-K for more information on our credit rating profile.

In addition, a significant number of our operating subsidiaries are not guarantors of our indebtedness. In the event that any non-guarantor subsidiary becomes insolvent, liquidates, reorganizes, dissolves, or otherwise winds up, the assets of such subsidiary will be used to satisfy the claims of its creditors. The non-guarantor subsidiaries have no direct obligations in respect of our indebtedness and therefore, a direct claim against any non-guarantor subsidiary and any claims to enforce payment on our indebtedness will be structurally subordinated to all of the claims of the creditors of our non-guarantor subsidiaries.

***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, the Russian ruble 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, 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, the United Kingdom Pound Sterling, the Australian Dollar, the Chinese Yuan, and the Brazilian Real against the U.S. dollar.

Exchange rates between transactional currencies may change rapidly due to a variety of factors. 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 occurs 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, the effect of which may be material. Our Board of Directors has approved a hedging policy to limit and manage the risk of such foreign exchange fluctuations, however, if our hedges are not effective in mitigating our foreign currency risks, if we are under-hedged, or if a hedge provider defaults on their obligations under hedging arrangements, it could have an adverse impact on our results of operations.

***Interest Rates — Rising interest rates increase our borrowing costs on our variable rate indebtedness and could have other negative impacts.***

As of June 30, 2022, approximately fifty percent of our indebtedness was subject to variable interest rates. When interest rates increase, our debt service obligations increase on our variable rate indebtedness even though the amount borrowed remains the same. Increases in short-term interest rates will directly impact the amount of interest we pay. We manage exposure to interest rates by maintaining a mixture of fixed-rate and variable-rate debt, monitoring global interest rates, and, where appropriate, entering into various derivative instruments. However, if our derivative instruments are not effective in mitigating our interest rate risk, if we are under-hedged, or if a hedge provider defaults on their obligations under hedging arrangements, it could have an adverse impact on our results of operations.

In addition, rising interest rates could reduce the attractiveness of cash management programs we use, such as customer and supply chain finance programs, which could negatively impact our cash and working capital and increase our borrowings. Refer to Note 14, "Debt," of the notes to consolidated financial statements for information about our variable rate borrowings. Also refer to "Item 7A - Quantitative and Qualitative Disclosures about Market Risk," including interest rate risk, in this Annual Report on Form 10-K.

***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 financial position.***

As of June 30, 2022, we had $6.9 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 an impairment may have occurred using the business valuation methods allowed in accordance with current accounting standards. 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 Russia-Ukraine conflict, 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 we may not be able to accurately report our financial results which may adversely affect investor confidence and adversely impact our stock price.***

We have been subject to the requirements of Section 404 of the Sarbanes-Oxley Act ("SOX") since fiscal year 2020. While our internal controls over financial reporting currently meet the standards set forth in SOX, our internal control over financial reporting may not prevent or detect misstatements as any controls or procedures, no matter how well designed and operated, can provide only reasonable assurance from misstatement. We identified two material weaknesses in our internal control over financial reporting in connection with our listing on the NYSE in 2019 related to U.S. GAAP expertise and segregation of duties within key information technology systems which were remediated in fiscal years 2020 and 2021, respectively.

There can be no assurance that we will not identify new material weaknesses in the future. 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 a variety of risk exposures, including property damage. 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 or that we will be able to maintain such insurance at acceptable premium cost levels in the future.

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 various risk exposures, including property damage. 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, financial condition, results of operations, or cash flows.

**Legal and Compliance Risks**

***Intellectual Property — Our inability to defend our intellectual property rights or intellectual property infringement claims against us 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. If we are unable to detect the infringement of our intellectual property or to enforce our intellectual property rights, our competitive position may suffer. 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.

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. 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. Our competitors might avoid infringement by designing around our intellectual property rights or by developing non-infringing competing technologies. In addition, our patents, trademarks, and other intellectual property rights may not provide us a significant competitive advantage. 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 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, financial condition, results of operations, or cash flows.

***Litigation — Litigation, including product liability claims, 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 COVID-19 or the Russia-Ukraine conflict, may result in legal claims or litigation against us. Refer to "Item 3. - Legal Proceedings" of this Annual Report on Form 10-K.

***Environmental, Social and Governance ("ESG") Practices — Increasing scrutiny and changing expectations from investors, customers, and governments with respect to our ESG practices and commitments may impose additional costs on us or expose us to additional risks.***

There is an increased scrutiny from shareholders, customers, and governments on corporate ESG practices. Our commitment to sustainability and ESG practices remains at the core of our business and we have established goals and targets related to our commitment. However, our ESG practices may not meet the standards of all of our stakeholders and advocacy groups may campaign for further changes. Many of our large, global customers are also committing to long-term targets to reduce greenhouse gas emissions within their supply chains. If we are unable to support customers in achieving these reductions, customers may seek out competitors who are better able to support such reductions. A failure, or perceived failure, to respond to expectations of all parties, including with meeting our own climate-related and other ESG target ambitions, could cause harm to our business and reputation and have a negative impact on the trading price of our common stock. New government regulations could also result in new or more stringent forms of ESG oversight and disclosures which may result in increased expenditures for environmental controls, new taxes on the products we produce and significantly increase our compliance costs to meet new disclosure requirements.

***Environmental, Health, and Safety regulations — Changing government regulations in environmental, health, and safety matters, including climate change, 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, including regulations related to extended producer responsibility ("EPR"), could result in higher costs for us in the form of higher raw material cost, increased energy and freight costs, and new taxes on packaging products or result in reduced demand. It is possible that certain materials might cease to be permitted to be used in our processes. Government bans of, or restrictions on certain materials or packaging formats may close off markets to Amcor's business. Mandates to use certain types of materials, such as post-consumer recycled ("PCR") content, may lead to supply shortages and higher prices for those materials as current recycling rates may be insufficient to meet increased demand for PCR within and beyond the packaging industry.

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.

***Tax Law Changes —Changes in tax laws or changes in our geographic mix of earnings could have a material impact on our financial condition and results of operation.***

We are subject to income and other taxes in the many jurisdictions in which we operate. Tax laws and regulations are complex and the determination of our global provision for income taxes and current and deferred tax assets and liabilities requires judgment and estimation. We are subject to routine examinations of our income tax returns, and tax authorities may disagree with our tax positions and assess additional tax. Our future income taxes could also be negatively impacted by our mix of earnings in the jurisdictions in which we operate being different than anticipated given differences in statutory tax rates in the countries in which we operate. In addition, certain tax policy efforts, including any tax law changes resulting from the Organization for Economic Cooperation and Development ("OECD") and the G20's inclusive framework on Base Erosion and Profit Shifting ("BEPS"), could adversely impact our tax rate and subsequent tax expense. Despite the publication of the Anti Global Base Erosion model rules and initial commentary, there are many open points to be clarified and there is still significant uncertainty, which we will continue to monitor until a more conclusive assessment will be possible.

**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. Our manufacturing plants operate at varying levels of utilization depending on the type of operation and market conditions. The breakdown of our significant manufacturing and support facilities at June 30, 2022 were as follows:

**Flexibles Segment**

This segment has 169 significant manufacturing and support facilities located in 39 countries, of which 118 are owned directly by us 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 52 significant manufacturing and support facilities located in 11 countries, of which 12 are owned directly by us and 40 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 primary executive offices are located in Zurich, Switzerland.

**Item 3. - Legal Proceedings**

Refer to Note 20, "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. As of June 30, 2022, there were 105,788 registered holders of record of our ordinary shares and CDIs.

**Share Repurchases**

Share repurchase activity during the three months ended June 30, 2022 was as follows (in millions, except number of shares, which are reflected in thousands, and per share amounts, which are expressed in U.S. dollars):

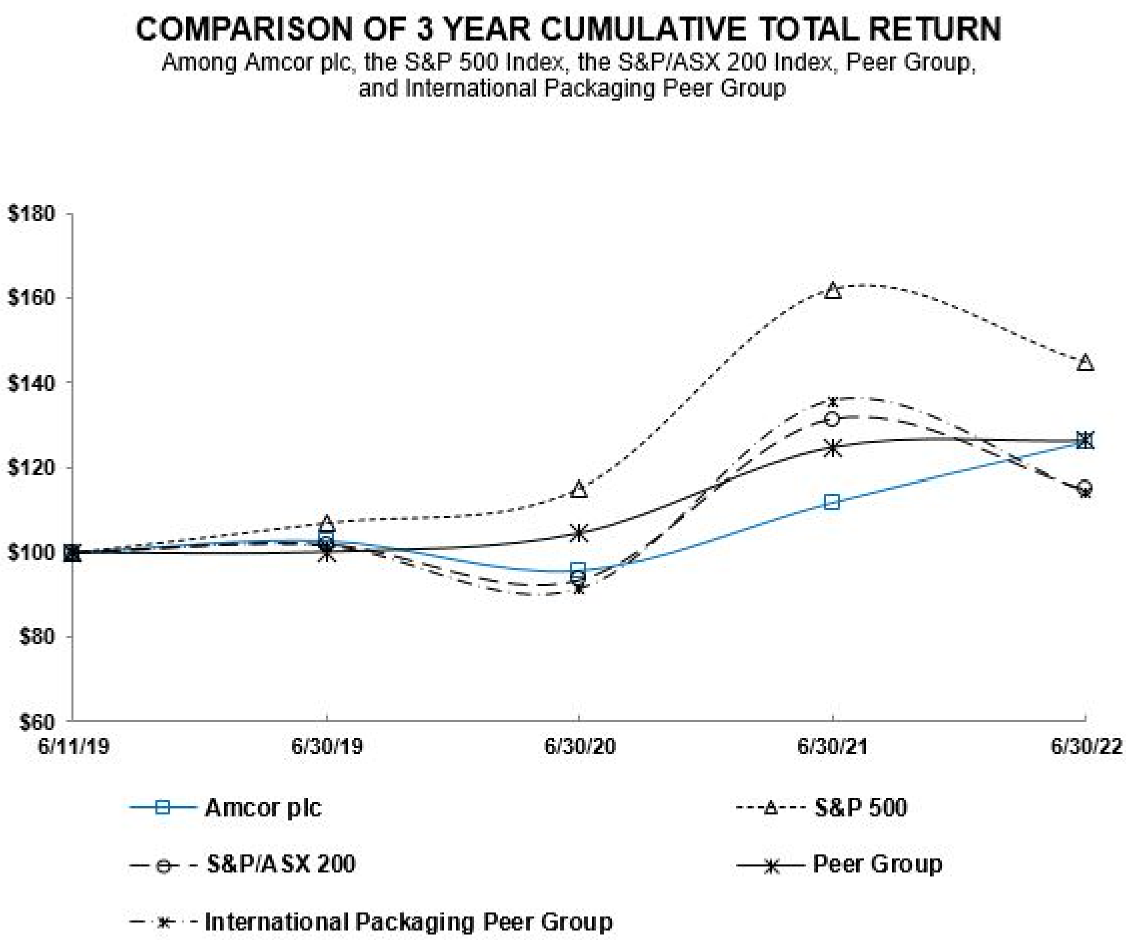
| Period | Total Number of Shares Purchased (1) | Average Price Paid Per Share (1)(2) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares That May Yet Be Purchased Under the Programs (3) |
|---|---|---|---|---|
| April 1 - 30, 2022 | — | $ — | — | $ 178 |
| May 1 - 31, 2022 | 11,324 | 12.62 | 10,324 | 45 |
| June 1 - 30, 2022 | 3,423 | 13.24 | 3,423 | — |
| **Total** | **14,747** | **$ 12.76** | **13,747** | |

(1) Includes shares purchased on the open market to satisfy the vesting and exercises of share-based compensation awards.
(2) Average price paid per share excludes costs associated with the repurchase.
(3) On August 17, 2021, our Board of Directors approved a buyback of $400 million of ordinary shares and/or CHESS Depositary Instruments ("CDIs") during the following twelve months. In addition, on February 1, 2022, our Board of Directors approved an additional $200 million buyback of ordinary shares and CDIs during the next twelve months. Both buyback programs have been completed as of June 30, 2022. On August 17, 2022, our Board of Directors approved a further $400 million buyback of ordinary shares and/or CHESS Depositary Instruments ("CDIs") during the next twelve months. The timing, volume, and nature of share repurchases may be amended, suspended, or discontinued at any time.

**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 Peer Group, 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. The Company has elected to change the composition of the presented peer group from the International Packaging Peer Group to a new Peer Group, the composition of which is detailed later in this section. The Company believes that the new Peer Group provides investors with more relevant information about the Company's total shareholder return and relative performance against comparable companies both in Australia and internationally. As of June 30, 2022, the Company presents a transition total shareholder return graph that incorporates both Peer Group and International Packaging Peer Group.




| | June 11, 2019 | June 30, 2019 | June 30, 2020 | June 30, 2021 | June 30, 2022 |
|---|---|---|---|---|---|
| Amcor plc | $ 100.00 | $ 102.77 | $ 95.68 | $ 111.82 | $ 126.13 |
| S&P 500 | $ 100.00 | $ 107.05 | $ 115.08 | $ 162.03 | $ 144.83 |
| S&P/ASX 200 | $ 100.00 | $ 102.08 | $ 93.59 | $ 131.41 | $ 114.86 |
| Peer Group | $ 100.00 | $ 100.12 | $ 104.54 | $ 124.79 | $ 126.34 |
| International Packaging Peer Group | $ 100.00 | $ 101.55 | $ 91.28 | $ 135.67 | $ 114.23 |

The Peer Group consists of Ansell Limited, AptarGroup, Inc., Avery Dennison Corporation, Ball Corporation, Berry Global Group, Inc., Brambles Limited, Coles Group Limited, Conagra Brands Inc., Crown Holdings, Inc., Danone SA, General Mills Inc., Graphic Packaging Holding Co, Huhtamaki Oyj, International Paper Company, Johnson & Johnson, The Kraft Heinz Company, Mondelez International, Inc., Nestlé S.A., O-I Glass, Inc., Orora Limited, Pepsico, Inc., The Procter & Gamble Company, Sealed Air Corporation, Silgan Holdings Inc., Sonoco Products Company, Treasury Wine Estates Limited, Unilever PLC, Wesfarmers Limited, WestRock Company, and Woolworths Group Limited.

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. The International Packaging Peer Group has been replaced by the Peer Group and will not be published in future Annual Reports on Form 10-K.

## 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) | 2022 | | 2021 | |
|---|---|---|---|---|
| Net sales | $ 14,544 | 100.0 % | $ 12,861 | 100.0 % |
| Cost of sales | (11,724) | (80.6) | (10,129) | (78.8) |
| Gross profit | 2,820 | 19.4 | 2,732 | 21.2 |
| Operating expenses: | | | | |
| Selling, general, and administrative expenses | (1,284) | (8.8) | (1,292) | (10.0) |
| Research and development expenses | (96) | (0.7) | (100) | (0.8) |
| Restructuring, impairment, and related expenses, net | (234) | (1.6) | (94) | (0.7) |
| Other income, net | 33 | 0.2 | 75 | 0.6 |
| Operating income | 1,239 | 8.5 | 1,321 | 10.3 |
| Interest income | 24 | 0.2 | 14 | 0.1 |
| Interest expense | (159) | (1.1) | (153) | (1.2) |
| Other non-operating income, net | 11 | 0.1 | 11 | 0.1 |
| Income from continuing operations before income taxes and equity in income/(loss) of affiliated companies | 1,115 | 7.7 | 1,193 | 9.3 |
| Income tax expense | (300) | (2.1) | (261) | (2.0) |
| Equity in income/(loss) of affiliated companies, net of tax | — | — | 19 | 0.1 |
| **Net income** | **$ 815** | **5.6 %** | **$ 951** | **7.4 %** |
| Net income attributable to non-controlling interests | (10) | (0.1) | (12) | (0.1) |
| **Net income attributable to Amcor plc** | **$ 805** | **5.5 %** | **$ 939** | **7.3 %** |

## Overview

Amcor is a global leader in developing and producing responsible packaging for food, beverage, pharmaceutical, medical, home and personal-care, and other products. We work 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. We are focused on making packaging that is increasingly light-weighted, recyclable and reusable, and made using an increasing amount of recycled content. During fiscal year 2022, Amcor generated $14.5 billion in sales from operations that spanned 221 locations in over 40 countries.

## Significant Items Affecting the Periods Presented

### *Impact of COVID-19*

We continue to monitor the impact of the ongoing 2019 Novel Coronavirus ("COVID-19") pandemic on all aspects of our business. The COVID-19 pandemic has resulted in intermittent regional government restrictions on the movement of people, goods, and non-essential services resulting in a period of historic uncertainty and challenges. We remain focused on our commitment to the health and safety of our employees as our first priority. We expect to continue to evaluate our response and related precautions until the COVID-19 pandemic has been fully resolved as a public health crisis.

We have experienced minimal disruptions to our operations to date as we have largely been deemed as providing essential services. Our facilities have largely been exempt from government mandated closure orders and while governmental measures may be modified, we expect that our facilities 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 due to outbreaks of the virus among our workforce or government mandates.

We continue to believe we are well-positioned to meet the challenges of the ongoing 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 implementation of further social distancing measures and other government-imposed restrictions, as well as the nature and pace of macroeconomic recovery in key global economies.

### *Raw Material, Inflation, and Supply Chain Trends*

During fiscal year 2022, we experienced persistent supply shortages and price volatility of certain resins and raw materials in both of our reportable segments as a result of market dynamics that first materialized in the second half of fiscal year 2021 and higher rates of regional inflation impacting energy, fuel, and labor costs. The underlying causes for the volatility can be attributed to a variety of factors, including the ongoing impacts of the COVID-19 pandemic resulting in labor shortages and transportation constraints, energy shortages and weather disruptions impacting raw material supply in certain regions. The complex factors driving ongoing market volatility continue and could be further exacerbated by the continuation of the Russia-Ukraine conflict. We intend to continue to work closely with our suppliers and customers, leveraging our global capabilities and expertise to work through supply and other resulting issues.

### *South Africa Fire*

On July 13, 2021, our Durban, South Africa, manufacturing facility was destroyed by fire associated with general civil unrest. The facility employed 350 individuals and no employees were injured as the facility had been closed in advance of the disturbance. In fiscal year 2022, we recorded $45 million in expense before insurance settlements, primarily related to inventory, property, and equipment losses from the fire and other related expenses. We have insurance for the majority of property and other losses resulting from the fire and have received $33 million in insurance settlements in fiscal year 2022.

### *Russia-Ukraine Conflict*

Russia's invasion of Ukraine that began in February 2022 continues as of the date of the filing of this annual report. In advance of the invasion, we proactively suspended operations at our small manufacturing site in Ukraine. We also operate three manufacturing facilities in Russia. In the fourth quarter of fiscal year 2022, after a thorough review of our strategic options, we committed to sell our Russian operations, which resulted in a non-cash $90 million impairment charge.

Since our decision in March 2022 to scale back our Russian operations, we have remained committed to continuing to support our Russian and Ukraine employees and customers. We are proactively taking steps to mitigate the financial impact of exiting our Russian operations, including adjusting our European footprint to reallocate and consolidate volumes from Russia and Ukraine to leverage utilization and deliver enhanced efficiencies across Central and Western Europe, as well as taking actions to restructure our regional cost base. In addition to the $90 million in impairment charges on assets held for sale, we incurred $48 million in other impairment charges given the expectation that certain assets not held for sale in the conflict region will not be recoverable, and $62 million in restructuring and other costs in the fourth quarter of fiscal year 2022 related to the Russia-Ukraine conflict. We expect approximately $30 million in additional restructuring and other costs in fiscal year 2023 related to our exit decision.

For further information, refer to Note 4, "Restructuring, Impairment, and Related Expenses, net," Note 6, "Held for Sale and Discontinued Operations," and Note 7, "Restructuring" of "Part II, Item 8, Notes to Consolidated Financial Statements."

***2019 Bemis Integration Plan***

In connection with the acquisition of Bemis Company, Inc. ("Bemis"), we initiated restructuring activities in the fourth quarter of 2019 aimed at integrating and optimizing the combined organization. We have exceeded the targeted pre-tax synergies of $180 million by approximately 10% driven by procurement, supply chain and general and administrative savings as of June 30, 2022.

The 2019 Bemis Integration Plan was completed by June 30, 2022, with final pre-tax integration cost amounting to $253 million. The total 2019 Bemis Integration Plan cost includes $213 million of restructuring and related expenses, net, and $40 million of general integration expenses. The net cash expenditures for the plan, including disposal proceeds, are $170 million, of which $40 million relates to general integration expenses. As part of this Plan, we have incurred $144 million in employee related expenses, $36 million in fixed asset related expenses, $39 million in other restructuring and $45 million in restructuring related expenses, partially offset by a gain on disposal of a business of $51 million. In fiscal year 2022, the Plan resulted in net cash outflows of $49 million of which $47 million were payments related to restructuring and related expenditures. The remaining cash outflow will be primarily incurred in fiscal year 2023.

***2018 Rigid Packaging Restructuring Plan***

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 included the closures of manufacturing facilities and headcount reductions to achieve manufacturing footprint optimization and productivity improvements, as well as overhead cost reductions.

The 2018 Rigid Packaging Restructuring Plan was completed by June 30, 2021 with total pre-tax restructuring costs of $121 million, of which $78 million resulted in cash expenditures, with the main component being the cost to exit manufacturing facilities and employee related costs.

For more information about our restructuring plans, refer to Note 7, "Restructuring."

***Equity Method Investment - AMVIG Holdings Limited ("AMVIG")***

We sold our equity method investment in AMVIG on September 30, 2020, realizing a net gain of $15 million, which was recorded in equity in income/(loss) of affiliated companies, net of tax in the consolidated statements of income. Prior to the sale and due to impairment indicators being present for the year ended June 30, 2020, we performed impairment tests by comparing the carrying value of our investment in AMVIG to the fair value of the investment, which was determined based on AMVIG's quoted share price. We recorded an impairment charge of $26 million in fiscal year 2020, as the fair value of the investment was below its carrying value. Refer to Note 8, "Equity Method and Other 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 Argentine subsidiaries with a functional currency of the U.S. dollar. The transition to highly inflationary accounting resulted in a negative impact on monetary balances of $16 million, $19 million, and $28 million that was reflected in the consolidated statements of income for the fiscal years ended June 30, 2022, 2021, and 2020, respectively.

**Results of Operations**

*The following is a discussion and analysis of changes in the results of operations for fiscal year 2022 compared to fiscal year 2021. A discussion and analysis regarding our results of operations for fiscal year 2021 compared to fiscal year 2020 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, 2021, filed with the SEC on August 24, 2021 and incorporated by reference.*

***Consolidated Results of Operations***

| **($ in millions, except per share data)** | **2022** | **2021** |
|---|---|---|
| Net sales | $ 14,544 | $ 12,861 |
| Operating income | 1,239 | 1,321 |
| Operating income as a percentage of net sales | 8.5 % | 10.3 % |
| | | |
| Net income attributable to Amcor plc | $ 805 | $ 939 |
| Diluted Earnings Per Share | $ 0.529 | $ 0.602 |

Net sales increased by $1,683 million, or by 13.1%, in fiscal year 2022, compared to fiscal year 2021. Excluding the impact of disposed and ceased operations of $87 million, or (0.7%), negative currency impacts of $249 million, or (1.9%), and pass-through of raw material costs of $1,530 million, or 11.9%, the increase in net sales for the fiscal year 2022 was $490 million or 3.8%, driven by marginally favorable volumes of 0.4% and favorable price/mix of 3.4%.

Net income attributable to Amcor plc decreased by $134 million, or by 14.3%, in fiscal year 2022, compared to fiscal year 2021, mainly as a result of increased restructuring, impairment, and related expenses, net of $140 million, largely due to costs related to the Russia-Ukraine conflict, and higher tax charges of $39 million, offset by increased gross profit of $88 million.

Diluted earnings per share ("Diluted EPS") decreased by $0.073, or by 12.1%, in fiscal year 2022, compared to fiscal year 2021, with net income attributable to ordinary shareholders decreasing by 14.3% and the diluted weighted-average number of shares outstanding decreasing by 2.6%. The decrease in the diluted weighted-average number of shares outstanding was due to repurchase of shares under announced share buyback programs.

***Segment Results of Operations***

**Flexibles Segment**

The Flexibles reportable segment develops and supplies flexible packaging globally.

| **($ in millions)** | **2022** | **2021** |
|---|---|---|
| Net sales including intersegment sales | $ 11,151 | $ 10,040 |
| Adjusted EBIT from continuing operations | 1,517 | 1,427 |
| Adjusted EBIT from continuing operations as a percentage of net sales | 13.6 % | 14.2 % |

Net sales including intersegment sales increased by $1,111 million, or by 11.1%, in fiscal year 2022, compared to fiscal year 2021. Excluding the impact of disposed and ceased operations of $87 million, or (0.8%), negative currency impacts of $248 million, or (2.5%), and pass-through of raw material costs of $1,091 million, or 10.9%, the increase in net sales including intersegment sales for fiscal year 2022 was $355 million, or 3.5%, driven by favorable price/mix.

Adjusted earnings before interest and tax from continuing operations ("Adjusted EBIT") increased by $90 million, or by 6.3% in fiscal year 2022, compared to fiscal year 2021. Excluding the impact of disposed and ceased operations of $4 million, or (0.2%) and negative currency impacts of $31 million, or 2.3%, the increase in Adjusted EBIT for fiscal year 2022 was $125 million, or 8.8%, driven by favorable price/mix of 8.0%, plant cost improvements of 2.4% and favorable volumes of 0.8%, partially offset by unfavorable selling, general, and administrative ("SG&A") and other cost impacts of (2.4%).

**Rigid Packaging Segment**

The Rigid Packaging reportable segment manufactures rigid packaging containers and related products.

| ($ in millions) | | 2022 | | 2021 |
|---|---|---|---|---|
| Net sales | $ | 3,393 | $ | 2,823 |
| Adjusted EBIT from continuing operations | | 289 | | 299 |
| Adjusted EBIT from continuing operations as a percentage of net sales | | 8.5 % | | 10.6 % |

Net sales increased by $570 million, or by 20.2%, in fiscal year 2022, compared to fiscal year 2021. Excluding positive currency impacts of $1 million, and pass-through of raw material costs of $439 million, or 15.6%, the increase in net sales including intersegment sales for the fiscal year 2022 was $132 million, or 4.7%, driven by favorable volumes of 2.8% and favorable price/mix of 1.9%.

Adjusted EBIT decreased by $10 million, or by 3.3%, in fiscal year 2022, compared to fiscal year 2021. With minor impacts from currency impacts, the decrease in Adjusted EBIT for fiscal year 2022 was $10 million, or 3.5%, driven by favorable price/mix of 20.5%, favorable volumes of 9.2%, unfavorable plant costs of (30.0%), and unfavorable selling, general, and administrative ("SG&A"), and other cost impacts of (3.2%).

***Consolidated Gross Profit***

| ($ in millions) | | 2022 | | 2021 |
|---|---|---|---|---|
| Gross profit | $ | 2,820 | $ | 2,732 |
| Gross profit as a percentage of net sales | | 19.4 % | | 21.2 % |

Gross profit increased by $88 million, or by 3.2%, in fiscal year 2022, compared to fiscal year 2021. The increase was primarily driven by the increase in net sales of 13.1% referred to above. Gross profit as a percentage of sales decreased to 19.4% for the fiscal year 2022, primarily due to the impact on the calculation from the pass through of higher raw material costs during the period.

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

| ($ in millions) | | 2022 | | 2021 |
|---|---|---|---|---|
| SG&A expenses | $ | (1,284) | $ | (1,292) |
| SG&A expenses as a percentage of net sales | | (8.8)% | | (10.0)% |

SG&A decreased by $8 million, or by 0.6%, in fiscal year 2022, compared to fiscal year 2021, largely driven by favorable exchange rates.

***Consolidated Restructuring, Impairment, and Related Expenses, Net***

| ($ in millions) | | 2022 | | 2021 |
|---|---|---|---|---|
| Restructuring, impairment, and related expenses, net | $ | (234) | $ | (94) |
| Restructuring, impairment, and related expenses, net, as a percentage of net sales | | (1.6)% | | (0.7)% |

Restructuring, impairment, and related costs increased by $140 million, or by 148.9%, in fiscal year 2022, compared to fiscal year 2021. The increase was primarily driven by the non-recurrence of a gain on disposal of a non-core European hospital supplies business of $52 million in fiscal year 2021, and charges related to the Russia-Ukraine conflict in fiscal year 2022, offset by the completion of the Rigid Packaging Restructuring Plan in June 2021.

***Consolidated Other Income, Net***

| ($ in millions) | | 2022 | | 2021 |
|---|---|---|---|---|
| Other income, net | $ | 33 | $ | 75 |
| Other income, net, as a percentage of net sales | | 0.2 % | | 0.6 % |

Other income, net decreased by $42 million, or by 56.0% , in fiscal year 2022, compared to fiscal year 2021, mainly due to the non-reoccurrence of credits related to a favorable Brazil Supreme Court ruling on Brazil indirect tax in fiscal year 2021.

***Consolidated Interest Income***

| **($ in millions)** | **2022** | **2021** |
|---|---|---|
| Interest income | $ 24 | $ 14 |
| Interest income as a percentage of net sales | 0.2 % | 0.1 % |

Interest income increased by $10 million, or by 71.4%, in fiscal year 2022, compared to fiscal year 2021, mainly driven by yield improvements on Euro denominated commercial paper and improved rates on cash balances held by the Group.

***Consolidated Interest Expense***

| **($ in millions)** | **2022** | **2021** |
|---|---|---|
| Interest expense | $ (159) | $ (153) |
| Interest expense as a percentage of net sales | (1.1)% | (1.2)% |

Interest expense increased by $6 million, or by 3.9%, in fiscal year 2022, compared to fiscal year 2021 due to higher short-term variable rates.

***Consolidated Income Tax Expense***

| **($ in millions)** | **2022** | **2021** |
|---|---|---|
| Income tax expense | $ (300) | $ (261) |
| Effective tax rate | 26.9 % | 21.9 % |

Income tax expense increased by $39 million, or by 14.9%, in fiscal year 2022, compared to fiscal year 2021. The increase was predominantly attributable to an increase in tax provisions for uncertain tax positions.

**Presentation of Non-GAAP Information**

This Annual Report on Form 10-K refers to non-GAAP financial measures: adjusted earnings before interest and taxes ("Adjusted EBIT"), adjusted net income, and net debt. Such measures have not been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). These non-GAAP financial measures adjust for factors that are unusual or unpredictable. These measures exclude the impact of significant tax reforms, 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, significant property and other impairments, net of insurance recovery, certain litigation matters, significant pension settlements, impairments in goodwill and equity method investments, and certain acquisition-related expenses, including transaction expenses, due diligence expenses, professional and legal fees, purchase accounting adjustments for inventory, order backlog, intangible amortization, changes in the fair value of deferred acquisition payments, and impacts related to the Russia-Ukraine conflict.

This adjusted information should not be construed as an alternative to results determined in accordance with U.S. GAAP. We use the non-GAAP measures to evaluate operating performance and believe that these non-GAAP measures are useful to enable investors and other external parties to perform comparisons of our current and historical performance.

A reconciliation of reported net income attributable to Amcor plc to Adjusted EBIT from continuing operations and adjusted net income from continuing operations for fiscal years 2022, 2021, and 2020 is as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Net income attributable to Amcor plc, as reported | $ 805 | $ 939 | $ 612 |
| Add: Net income attributable to non-controlling interests | 10 | 12 | 4 |
| Add: (Income)/loss from discontinued operations, net of tax | — | — | 8 |
| Income from continuing operations | 815 | 951 | 624 |
| Add: Income tax expense | 300 | 261 | 187 |
| Add: Interest expense | 159 | 153 | 207 |
| Less: Interest income | (24) | (14) | (22) |
| EBIT from continuing operations | 1,250 | 1,351 | 996 |
| Add: Material restructuring programs (1) | 37 | 88 | 106 |
| Add: Impairments in equity method investments (2) | — | — | 26 |
| Add: Material acquisition costs and other (3) | 4 | 7 | 145 |
| Add: Amortization of acquired intangible assets from business combinations (4) | 163 | 165 | 191 |
| Add: Impact of hyperinflation (5) | 16 | 19 | 28 |
| Add: Pension settlements (6) | 8 | — | 5 |
| Add/(Less): Net (gain)/loss on disposals (7) | 10 | (9) | — |
| Add: Property and other losses, net (8) | 13 | — | — |
| Add: Russia-Ukraine conflict impacts (9) | 200 | — | — |
| **Adjusted EBIT from continuing operations** | **1,701** | **1,621** | **1,497** |
| Less: Income tax expense | (300) | (261) | (187) |
| Less: Adjustments to income tax expense (10) | (32) | (51) | (89) |
| Less: Interest expense | (159) | (153) | (207) |
| Add: Interest income | 24 | 14 | 22 |
| Less: Material restructuring programs attributable to non-controlling interests | — | — | (4) |
| Less: Net income attributable to non-controlling interests | (10) | (12) | (4) |
| **Adjusted net income from continuing operations** | **$ 1,224** | **$ 1,158** | **$ 1,028** |

(1) Material restructuring programs includes restructuring and related expenses for the 2019 Bemis Integration Plan for fiscal year 2022 and 2018 Rigid Packaging Restructuring Plan and the 2019 Bemis Integration Plan for fiscal years 2021 and 2020. Refer to Note 7, "Restructuring," for more information about our restructuring activities.

(2) Impairments in equity method investments include the impairment charges related to other-than-temporary impairments related to the investment in AMVIG. During the fiscal year 2021, we sold our interest in AMVIG. Refer to Note 8, "Equity Method and Other Investments," for more information about our equity method investments.
(3) Includes costs associated with the Bemis transaction. Fiscal year 2021 includes a $19 million benefit related to Brazil indirect taxes resulting from a May 2021 Brazil Supreme Court decision. During fiscal year 2020, material acquisition costs and other includes $58 million amortization of Bemis acquisition related inventory fair value step-up and $88 million of Bemis transaction related costs and integration costs not qualifying as exit costs, including certain advisory, legal, audit, and audit related fees.
(4) Amortization of acquired intangible assets from business combinations includes amortization expenses related to all acquired intangible assets from past acquisitions, including $26 million of sales backlog amortization for the fiscal year 2020 from the Bemis acquisition.
(5) Impact of hyperinflation includes the adverse impact of highly inflationary accounting for subsidiaries in Argentina where the functional currency was the Argentine Peso.
(6) Pension settlements in fiscal year 2022 relate to the purchases of group annuity contracts and transfer of pension plan assets and related benefit obligations. Refer to Note 13, "Pension and Other Post-Retirement Plans," for more information. For fiscal year 2020, impact of pension settlements includes the amount of actuarial losses recognized in the consolidated statements of income related to the settlement of certain defined benefit plans, not including related tax effects.
(7) Net (gain)/loss on disposals includes an expense of $10 million from the disposal of non-core assets for fiscal year 2022. Refer to Note 11, "Fair Value Measurements," for more information. Fiscal year 2021 includes the gain realized upon the disposal of AMVIG and the loss upon disposal of other non-core businesses not part of material restructuring programs. Refer to Note 8, "Equity Method and Other Investments," for further information on the disposal of AMVIG and Note 5, "Divestitures," for more information about our other disposals.
(8) Property and other losses, net includes property and related business losses primarily associated with the destruction of our Durban, South Africa facility during general civil unrest in July 2021, net of insurance recovery.
(9) Russia-Ukraine conflict impacts include $138 million of impairment charges, $57 million of restructuring and related expenses, and $5 million of other expenses for fiscal year 2022. Refer to Note 4,"Restructuring, Impairment, and Related Expenses, Net," and Note 7, "Restructuring," for further information.
(10) Net tax impact on items (1) through (9) above.

***Reconciliation of Net Debt***

A reconciliation of total debt to net debt at June 30, 2022 and 2021 is as follows:

| **($ in millions)** | **June 30, 2022** | **June 30, 2021** |
|---|---|---|
| Current portion of long-term debt | $ 14 | $ 5 |
| Short-term debt | 136 | 98 |
| Long-term debt, less current portion | 6,340 | 6,186 |
| Total debt | 6,490 | 6,289 |
| Less cash and cash equivalents | 775 | 850 |
| **Net debt** | **$ 5,715** | **$ 5,439** |

**Supplemental Guarantor Information**

Amcor plc, along with certain wholly owned subsidiary guarantors, guarantee the following senior notes issued by the wholly owned subsidiaries, Amcor Flexibles North America, Inc. and Amcor UK Finance plc.

- 4.000% Guaranteed Senior Notes due 2025 of Amcor Flexibles North America, Inc.
- 3.100% Guaranteed Senior Notes due 2026 of Amcor Flexibles North America, Inc.
- 3.625% Guaranteed Senior Notes due 2026 of Amcor Flexibles North America, Inc.
- 4.500% Guaranteed Senior Notes due 2028 of Amcor Flexibles North America, Inc.
- 2.630% Guaranteed Senior Notes due 2030 of Amcor Flexibles North America, Inc.
- 2.690% Guaranteed Senior Notes due 2031 of Amcor Flexibles North America, Inc.
- 1.125% Guaranteed Senior Notes due 2027 of Amcor UK Finance plc

The six notes issued by Amcor Flexibles North America, Inc. are guaranteed by its parent entity Amcor plc and the subsidiary guarantors Amcor Pty Ltd, Amcor Finance (USA), 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, Amcor Flexibles North America, Inc., and Amcor Finance (USA), Inc.

On June 30, 2022, Amcor Finance (USA), Inc. and Amcor Flexibles North America, Inc. entered into supplemental indentures governing Amcor Finance (USA), Inc.'s 3.625% Guaranteed Senior Notes due 2026 and 4.500% Guaranteed Senior Notes due 2028 relating to the substitution of Amcor Flexibles North America, Inc. for Amcor Finance (USA), Inc. and the assumption by Amcor Flexibles North America, Inc. of the covenants of Amcor Finance (USA), Inc in the indenture and the securities. Both Amcor Finance (USA), Inc. and Amcor Flexibles North America, Inc. remain as guarantors of the 3.625% Guaranteed Senior Notes due 2026 and 4.500% Guaranteed Senior Notes due 2028.

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.

Amcor Flexibles North America, Inc. is incorporated in Missouri 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), Amcor Flexibles North America, Inc. and Amcor UK Finance plc (as subsidiary issuers of the notes and guarantors of each other’s notes), and Amcor Finance (USA), Inc. and Amcor Pty Ltd (as the remaining subsidiary guarantors).

***Basis of Preparation***

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, | | 2022 |
|---|---|---|
| Net sales - external | $ | 1,092 |
| Net sales - to subsidiaries outside the Obligor Group | | 11 |
| Total net sales | $ | 1,103 |
| Gross profit | | 190 |
| **Net income (1)** | **$** | **399** |
| Net income attributable to non-controlling interests | | — |
| **Net income attributable to Obligor Group** | **$** | **399** |

(1) Includes $648 million of net intercompany income mainly attributable to intercompany dividends and intercompany interest income.

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

| As of June 30, | | 2022 |
|---|---|---|
| **Assets** | | |
| Current assets - external | $ | 1,254 |
| Current assets - due from subsidiaries outside the Obligor Group | | 83 |
| Total current assets | | 1,337 |
| Non-current assets - external | | 1,396 |
| Non-current assets - due from subsidiaries outside the Obligor Group | | 10,978 |
| Total non-current assets | | 12,374 |
| **Total assets** | **$** | **13,711** |
| **Liabilities** | | |
| Current liabilities - external | $ | 2,014 |
| Current liabilities - due to subsidiaries outside the Obligor Group | | 23 |
| Total current liabilities | | 2,037 |
| Non-current liabilities - external | | 6,456 |
| Non-current liabilities - due to subsidiaries outside the Obligor Group | | 11,255 |
| Total non-current liabilities | | 17,711 |
| **Total liabilities** | **$** | **19,748** |

**Liquidity and Capital Resources**

We finance our business primarily through cash flows provided by operating activities, 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, 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.

The COVID-19 pandemic and geopolitical tensions have not materially impacted our liquidity position, current and expected cash flows from operating activities, or available cash. We believe that our cash flows provided by operating activities, together with borrowings available under our credit facilities and access to the commercial paper market, backstopped by our bank debt facilities, will continue to provide sufficient liquidity to fund our operations, capital expenditures, and other commitments, including dividends and purchases of our ordinary shares and CHESS Depositary Instruments under authorized share repurchase programs, into the foreseeable future.

***Overview***

| | Year Ended June 30, | |
|---|---|---|
| **($ in millions)** | **2022** | **2021** |
| Net cash provided by operating activities | $ 1,526 | $ 1,461 |
| Net cash (used in)/provided by investing activities | (527) | (233) |
| Net cash used in financing activities | (891) | (1,179) |

***Cash Flow Overview***

*Net Cash Provided by Operating Activities*

Net cash inflows provided by operating activities increased by $65 million, or by 4%, in fiscal year 2022, compared to fiscal year 2021. This increase was primarily due to higher net income, adjusted for non-cash items, in fiscal year 2022, partially offset by working capital outflows compared with fiscal year 2021. The variance in "Other, net" within net cash inflows provided by operating activities is primarily attributed to the timing of tax payments between periods.

*Net Cash (Used in)/Provided by Investing Activities*

Net cash outflows from investing activities increased by $294 million, or by 126%, in fiscal year 2022, compared to fiscal year 2021. This increase was primarily due to higher disposal proceeds from the disposal of AMVIG, the European hospital supplies business and other non-core businesses in fiscal year 2021 and higher capital expenditures in fiscal year 2022.

Capital expenditures were $527 million for fiscal year 2022, an increase of $59 million compared to $468 million for fiscal year 2021. The increase in capital expenditures was primarily due to the increased capital spending in the Flexibles segment.

*Net Cash Used in Financing Activities*

Net cash flows used in financing activities decreased by $288 million, or by 24%, in fiscal year 2022, compared to fiscal year 2021. This decrease is primarily due to higher cash net debt drawdowns compared with fiscal year 2021, partially offset by higher share buybacks and on-market purchases of own shares in fiscal year 2022.

***Net Debt***

We borrow 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 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 10.0% of our total tangible assets, subject to some exceptions and variations by facility. In addition, the covenants of the bank debt facilities require us to maintain a leverage ratio not higher than 3.9 times. The negative pledge arrangements and the financial covenants are defined in the related debt agreements. As of June 30, 2022, we were in compliance with all applicable covenants under our bank debt facilities.

Our net debt as of June 30, 2022 and June 30, 2021 was $5.7 billion and $5.4 billion, respectively.

***Available Financing***

As of June 30, 2022, we had undrawn credit facilities available in the amount of $1.4 billion. Our senior facilities are available to fund working capital, growth capital expenditures, and refinancing obligations and are provided to us by two bank syndicates. These facilities mature in April 2025 and April 2027, respectively, and the revolving tranches have two 12-month options available to management to extend the maturity date.

As of June 30, 2022, the revolving senior bank debt facilities had an aggregate limit of $3.8 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). On April 26, 2022, we terminated the previously existing senior bank debt facilities, and simultaneously, we entered into new three- and five-year syndicated facility agreements providing an aggregate limit of $3.8 billion. Subject to certain conditions, we can request the total commitment level under each agreement to be increased by up to $500 million. For further information, refer to Note 14, "Debt."

On May 17, 2022, we issued U.S. dollar notes with a principal amount of $500 million and a contractual maturity in May 2025. The notes pay a coupon of 4.00% per annum, payable semi-annually in arrears.

On December 15, 2021, we redeemed U.S. private placement notes of a principal amount of $275 million at maturity. The notes carried an interest rate of 5.95%.

On July 15, 2021, we redeemed U.S. dollar notes with a principal amount of $400 million that had a contractual maturity of October 15, 2021 and carried an interest rate of 4.50%.

***Dividend Payments***

In fiscal years 2022, 2021, and 2020, we paid $732 million, $742 million, and $761 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 investment grade credit ratings are important to our ability to issue debt at favorable rates of interest, for various terms, 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 17, 2021, our Board of Directors approved a $400 million buyback of ordinary shares and CHESS Depositary Instruments ("CDIs"). In addition, on February 1, 2022, our Board of Directors approved an additional $200 million buyback of ordinary shares and CDIs. During the fiscal year ended June 30, 2022, we repurchased approximately $600 million, excluding transaction costs, or 49 million shares. The shares repurchased were canceled upon repurchase. Additionally, on August 17, 2022, our Board of Directors approved a further $400 million buyback of ordinary shares and/or CDIs in the next twelve months.

We had cash outflows of $143 million, $8 million, and $67 million for the purchase of our shares in the open market during fiscal years 2022, 2021, and 2020, respectively, as treasury shares to satisfy the vesting and exercises of share-based compensation awards. As of June 30, 2022, 2021, and 2020, we held treasury shares at cost of $18 million, $29 million, and $67 million, representing 2 million, 3 million, and 7 million shares, respectively.

***Material Cash Requirements***

Amcor’s material cash requirements for future periods from known contractual obligations are included below. We expect to fund these cash requirements primarily through cash flows provided by operating activities, borrowings from banks, and proceeds from issuances of debt and equity. These amounts reflect material cash requirements for which we are contractually committed.

- Debt obligations: Refer to Note 14, “Debt” of the notes to consolidated financial statements for additional information about our debt obligations and the related timing of these expected payments.
- Interest payments: Refer to Note 14, “Debt” of the notes to consolidated financial statements for additional information about our interest payments and the related timing of the expected payments.
- Operating and finance leases: Refer to Note 15, “Leases” of the notes to consolidated financial statements for information about our lease obligations and the related timing of the expected payments.
- Employee benefit plan obligations: Refer to Note 13, “Pension and Other Post-Retirement Plans” of the notes to consolidated financial statements for additional information about our employee benefit plan obligations and the related timing of the expected payments.
- Capital expenditures: As of June 30, 2022, we have $223 million in committed capital expenditures for the fiscal year 2023.
- Other purchase obligations: Amcor has other purchase obligations, including commitments to purchase a specified minimum amount of goods, inclusive of raw materials, utilities, and other. These obligations are legally binding and non-cancellable. Where we are unable to determine the periods in which these obligations could be payable under these contracts, we present the cash requirement in the earliest period in which the minimum obligation could be payable. The estimated future cash outlays are approximately $1.6 billion, $550 million, $500 million, $300 million, and $100 million in fiscal years 2023, 2024, 2025, 2026, and 2027, respectively.

***Off-Balance Sheet Arrangements***

Other than as described under "Material Cash Requirements" as of June 30, 2022, we had no significant off-balance sheet contractual obligations or other commitments.

***Liquidity Risk and Outlook***

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 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, the aim is to maintain flexibility within our funding structure through the use of bank overdrafts, bank loans, corporate bonds, unsecured notes, and commercial paper. 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.

In the fourth quarter of fiscal year 2022, we terminated our 3-, 4-, and 5-year syndicated facility agreements. The three facility agreements collectively provided $3.8 billion of credit facilities. On the same day, we entered into three- and five-year syndicated facility agreements that each provide a revolving credit facility of $1.9 billion, $3.8 billion in total. The facilities are unsecured and have contractual maturities in April 2025 and April 2027, respectively. 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.

As of June 30, 2022 and 2021, an aggregate principal amount of $2.4 billion and $1.8 billion, respectively, was drawn under commercial paper programs. However, such programs are backstopped by committed bank syndicated loan facilities with maturities in April 2025 ($1.9 billion), and April 2027 ($1.9 billion), with an option to extend, under which we had $1.4 billion in unused capacity remaining as of June 30, 2022.

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 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 fiscal 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, 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; and
- valuation of assets and liabilities held for sale.

**Pension Costs**

Approximately 90% of our principal defined benefit plans are closed to new entrants and future accruals. The accounting for defined benefit 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 relates to our defined benefit plans in the United States, Switzerland, and the United Kingdom. Net periodic pension cost recorded in fiscal year 2022 was $12 million, compared to pension cost of $15 million in fiscal year 2021 and $10 million in fiscal year 2020. We expect net periodic pension cost before the effect of income taxes for fiscal year 2023 to be approximately $9 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 sheets 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/(loss). 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 statements 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. 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 2023 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 | 1 | +25 basis points | (3) |
| **3.80 percent (current assumption)** | — | **4.42 percent (current assumption)** | — |
| -25 basis points | (1) | -25 basis points | 3 |

**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 reportable 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 revenue growth, projected operating income growth, terminal values, and discount rates.

Our estimates associated with the goodwill impairment tests are considered critical due to the amount of goodwill recorded on our consolidated balance sheets and the judgment required in determining fair value amounts, including 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 and the Russia-Ukraine conflict, 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 on 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.

**Valuation of Assets and Liabilities Held for Sale**

Disposal groups held for sale are assessed for impairment by comparing their fair values less cost to sell to their carrying values. The fair values of disposal groups held for sale are estimated using accepted valuation techniques which include earnings multiples, discounted cash flows, and indicative bids. A number of significant estimates and assumptions are involved in the application of these techniques, including the forecasting of sales, expenses, and a variety of other factors. We consider historical experience, guidance received from third parties, and all other information available at the time the estimates are made to derive fair value. However, the fair value that is ultimately realized upon the divestiture of a business may significantly differ from the estimated fair value recognized in our consolidated financial statements, especially for disposal groups located within countries at war.

**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 Russia-Ukraine conflict and the COVID-19 pandemic, for fiscal years 2022 and 2021, 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 various interest rate derivative instruments including, but not limited to, interest rate swaps, cross-currency interest rate swaps, and interest rate locks.

An 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 and Euros, the currencies with the largest interest rate sensitivity, outstanding as of June 30, 2022, would have resulted in an adverse impact on income from continuing operations before income taxes and equity in income/(loss) of affiliated companies of $29 million expense for the fiscal year ended June 30, 2022.

### *Foreign Exchange Risk*

We operate in over 40 countries across the world and, as a result, we are exposed to movements in foreign currency exchange rates.

For the year ended June 30, 2022, 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 $25 million.

During fiscal years 2022 and 2021, 49% and 48% of our net sales, respectively, were effectively generated in U.S. dollar functional currency entities. During fiscal years 2022 and 2021, 17% and 18% of net sales, respectively, were generated in Euro functional currency entities with the remaining 34% and 34% 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 chemicals. 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 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 from continuing operations before income taxes and equity in income (loss) of affiliated companies for fiscal years 2022 and 2021 of $74 million and $58 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, 2022 and 2021, 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 sheets of Amcor plc and its subsidiaries (the “Company”) as of June 30, 2022 and 2021 and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended June 30, 2022, including the related notes and financial statement schedule 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, 2022 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, 2022 and 2021 and the results of its operations and its cash flows for each of the three years in the period ended June 30,2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

***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 on Internal Control Over Financial Reporting appearing under Item 9A. 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.

*Valuation of assets and liabilities held for sale*

As described in Notes 2, 4, and 6 to the consolidated financial statements, during the fourth quarter of fiscal year 2022, the Company classified the assets and liabilities of its three manufacturing facilities in Russia (“Russian business”) as held for sale, as a result of the Company's decision to sell its Russian operations. The Company has recorded an impairment charge of $90 million as of June 30, 2022, within the line item “Restructuring, impairment, and related expenses, net” on the consolidated statements of income. Assets and liabilities held for sale are reported at the lower of their carrying value or fair value less cost to sell. Fair value is determined based on management’s assessment of indicative bids, a market multiples model in which a market multiple is applied to forecasted earnings before interest, taxes, depreciation, and amortization (“EBITDA”), discounted cash flows, appraised values or management's estimates, depending on the specific situation.

The principal considerations for our determination that performing procedures relating to the valuation of assets and liabilities held for sale is a critical audit matter are the significant judgment by management when developing the fair value measurement of the Russian business and a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management’s significant assumptions related to market multiples and forecasted EBITDA.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management’s valuation of assets and liabilities held for sale. These procedures also included, among others, (i) testing management’s process for developing the fair value estimate; (ii) evaluating the appropriateness of the market multiples model; (iii) testing the completeness and accuracy of underlying data used in the model and (iv) evaluating the reasonableness of the significant assumptions used by management related to market multiples and forecasted EBITDA. Evaluating management’s assumptions related to market multiples and forecasted EBITDA involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the Russian business; (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.

/s/ PricewaterhouseCoopers AG
Zurich, Switzerland
August 18, 2022

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

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

| For the years ended June 30, | 2022 | 2021 | 2020 |
|---|---|---|---|
| Net sales | $ 14,544 | $ 12,861 | $ 12,468 |
| Cost of sales | (11,724) | (10,129) | (9,932) |
| Gross profit | 2,820 | 2,732 | 2,536 |
| Operating expenses: | | | |
| Selling, general, and administrative expenses | (1,284) | (1,292) | (1,385) |
| Research and development expenses | (96) | (100) | (97) |
| Restructuring, impairment, and related expenses, net | (234) | (94) | (115) |
| Other income, net | 33 | 75 | 55 |
| Operating income | 1,239 | 1,321 | 994 |
| Interest income | 24 | 14 | 22 |
| Interest expense | (159) | (153) | (207) |
| Other non-operating income, net | 11 | 11 | 16 |
| Income from continuing operations before income taxes and equity in income/(loss) of affiliated companies | 1,115 | 1,193 | 825 |
| Income tax expense | (300) | (261) | (187) |
| Equity in income/(loss) of affiliated companies, net of tax | — | 19 | (14) |
| Income from continuing operations | 815 | 951 | 624 |
| Loss from discontinued operations, net of tax | — | — | (8) |
| **Net income** | **$ 815** | **$ 951** | **$ 616** |
| Net income attributable to non-controlling interests | (10) | (12) | (4) |
| **Net income attributable to Amcor plc** | **$ 805** | **$ 939** | **$ 612** |
| **Basic earnings per share:** | | | |
| Income from continuing operations | $ 0.532 | $ 0.604 | $ 0.387 |
| Loss from discontinued operations | — | — | (0.005) |
| Net income | $ 0.532 | $ 0.604 | $ 0.382 |
| **Diluted earnings per share:** | | | |
| Income from continuing operations | $ 0.529 | $ 0.602 | $ 0.387 |
| Loss from discontinued operations | — | — | (0.005) |
| Net income | $ 0.529 | $ 0.602 | $ 0.382 |

*See accompanying notes to consolidated financial statements.*

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

| **For the years ended June 30,** | **2022** | **2021** | **2020** |
|---|---|---|---|
| Net income | $ 815 | $ 951 | $ 616 |
| Other comprehensive income/(loss): | | | |
| Net gains/(losses) on cash flow hedges, net of tax (a) | (7) | 26 | (22) |
| Foreign currency translation adjustments, net of tax (b) | (201) | 205 | (287) |
| Net investment hedge of foreign operations, net of tax (c) | — | — | (2) |
| Pension, net of tax (d) | 94 | 52 | (16) |
| **Other comprehensive income/(loss)** | (114) | 283 | (327) |
| **Total comprehensive income** | 701 | 1,234 | 289 |
| Comprehensive income attributable to non-controlling interests | (10) | (12) | (4) |
| **Comprehensive income attributable to Amcor plc** | **$ 691** | **$ 1,222** | **$ 285** |
| | | | |
| (a) Tax benefit related to cash flow hedges | $ 2 | $ — | $ — |
| (b) Tax benefit/(expense) related to foreign currency translation adjustments | $ (5) | $ 7 | $ (2) |
| (c) Tax benefit related to net investment hedge of foreign operations | $ — | $ — | $ 1 |
| (d) Tax benefit/(expense) related to pension adjustments | $ (21) | $ (14) | $ 12 |

*See accompanying notes to consolidated financial statements.*

**Amcor plc and Subsidiaries**
**Consolidated Balance Sheets**
**($ in millions, except share and per share data)**

| As of June 30, | 2022 | 2021 |
|---|---|---|
| **Assets** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 775 | $ 850 |
| Trade receivables, net of allowance for doubtful accounts of $25 and $28, respectively | 1,935 | 1,864 |
| Inventories, net | 2,439 | 1,991 |
| Prepaid expenses and other current assets | 512 | 561 |
| Assets held for sale, net | 192 | — |
| Total current assets | 5,853 | 5,266 |
| **Non-current assets:** | | |
| Property, plant, and equipment, net | 3,646 | 3,761 |
| Operating lease assets | 560 | 532 |
| Deferred tax assets | 130 | 139 |
| Other intangible assets, net | 1,657 | 1,835 |
| Goodwill | 5,285 | 5,419 |
| Employee benefit assets | 89 | 52 |
| Other non-current assets | 206 | 184 |
| Total non-current assets | 11,573 | 11,922 |
| **Total assets** | **$ 17,426** | **$ 17,188** |
| **Liabilities** | | |
| **Current liabilities:** | | |
| Current portion of long-term debt | $ 14 | $ 5 |
| Short-term debt | 136 | 98 |
| Trade payables | 3,073 | 2,574 |
| Accrued employee costs | 471 | 523 |
| Other current liabilities | 1,344 | 1,145 |
| Liabilities held for sale | 65 | — |
| Total current liabilities | 5,103 | 4,345 |
| **Non-current liabilities:** | | |
| Long-term debt, less current portion | 6,340 | 6,186 |
| Operating lease liabilities | 493 | 462 |
| Deferred tax liabilities | 677 | 696 |
| Employee benefit obligations | 201 | 307 |
| Other non-current liabilities | 471 | 371 |
| Total non-current liabilities | 8,182 | 8,022 |
| **Total liabilities** | **$ 13,285** | **$ 12,367** |
| | | |
| Commitments and contingencies (See Note 20) | | |
| | | |
| **Shareholders' Equity** | | |
| **Amcor plc shareholders' equity:** | | |
| Ordinary shares ($0.01 par value): | | |
| Authorized (9,000 million shares) | | |
| Issued (1,489 and 1,538 million shares, respectively) | $ 15 | $ 15 |
| Additional paid-in capital | 4,431 | 5,092 |
| Retained earnings | 534 | 452 |
| Accumulated other comprehensive loss | (880) | (766) |
| Treasury shares (2 and 3 million shares, respectively) | (18) | (29) |
| **Total Amcor plc shareholders' equity** | 4,082 | 4,764 |
| Non-controlling interests | 59 | 57 |
| **Total shareholders' equity** | **4,141** | **4,821** |
| **Total liabilities and shareholders' equity** | **$ 17,426** | **$ 17,188** |

*See accompanying notes to consolidated financial statements.*

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

| For the years ended June 30, | 2022 | 2021 | 2020 |
|---|---|---|---|
| Cash flows from operating activities: | | | |
| Net income | $ 815 | $ 951 | $ 616 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation, amortization, and impairment | 625 | 574 | 652 |
| Russia and Ukraine impairment | 138 | — | — |
| Net periodic benefit cost | 12 | 15 | 10 |
| Amortization of debt discount and deferred financing costs | 2 | 10 | 8 |
| Net gain on disposal of property, plant, and equipment | (3) | (10) | (4) |
| Net gain on disposal of businesses | — | (44) | — |
| Equity in (income)/loss of affiliated companies | — | (19) | 14 |
| Net foreign exchange (gain)/loss | (14) | 21 | (16) |
| Share-based compensation | 63 | 58 | 34 |
| Other, net | 106 | (83) | — |
| Loss from highly inflationary accounting for Argentine subsidiaries | 22 | 27 | 38 |
| Deferred income taxes, net | (33) | 4 | (114) |
| Dividends received from affiliated companies | — | 4 | 7 |
| Changes in operating assets and liabilities, excluding effect of acquisitions, divestitures, and currency: | | | |
| Trade receivables | (272) | (189) | 133 |
| Inventories | (626) | (112) | 26 |
| Prepaid expenses and other current assets | (67) | (90) | (23) |
| Trade payables | 711 | 342 | (48) |
| Other current liabilities | 123 | 11 | 8 |
| Accrued employee costs | (20) | 29 | 81 |
| Employee benefit obligations | (35) | (40) | (33) |
| Other, net | (21) | 2 | (5) |
| **Net cash provided by operating activities** | **1,526** | **1,461** | **1,384** |
| Cash flows from investing activities: | | | |
| Issuance of loans to affiliated companies | (5) | — | — |
| Investments in affiliated companies and other | (12) | (5) | — |
| Purchase of property, plant, and equipment, and other intangible assets | (527) | (468) | (400) |
| (Payments)/proceeds from divestitures | (1) | 214 | 425 |
| Proceeds from sales of property, plant, and equipment, and other intangible assets | 18 | 26 | 13 |
| **Net cash (used in)/provided by investing activities** | **(527)** | **(233)** | **38** |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of shares | 114 | 30 | 1 |
| Purchase of treasury shares | (143) | (8) | (67) |
| Proceeds from/(purchase of) non-controlling interest | — | (8) | 4 |
| Proceeds from issuance of long-term debt | 1,066 | 790 | 3,194 |
| Repayment of long-term debt | (1,243) | (530) | (4,225) |
| Net borrowing/(repayment) of commercial paper | 638 | (235) | 1,742 |
| Net borrowing/(repayment) of short-term debt | 15 | (123) | (585) |
| Repayment of lease liabilities | (5) | (2) | (2) |
| Share buyback/cancellations | (601) | (351) | (537) |
| Dividends paid | (732) | (742) | (761) |
| **Net cash used in financing activities** | **(891)** | **(1,179)** | **(1,236)** |
| Effect of exchange rates on cash and cash equivalents | (108) | 58 | (45) |
| Cash and cash equivalents classified as held for sale | (75) | — | — |
| Net increase/(decrease) in cash and cash equivalents | (75) | 107 | 141 |
| Cash and cash equivalents balance at beginning of the fiscal year | 850 | 743 | 602 |
| Cash and cash equivalents balance at end of the fiscal year | **$ 775** | **$ 850** | **$ 743** |

*See accompanying notes to consolidated financial statements, including Note 23, "Supplemental Cash Flow Information."*

**Amcor plc and Subsidiaries**
**Consolidated Statements of Equity**
**($ in millions, except per share data)**

| | Ordinary Shares | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Shares | Non-controlling Interest | Total |
|---|---|---|---|---|---|---|---|
| **Balance as of June 30, 2019** | **$ 16** | **$ 6,008** | **$ 324** | **$ (722)** | **$ (16)** | **$ 65** | **$ 5,675** |
| Net income | | | 612 | | | 4 | 616 |
| Other comprehensive loss | | | | (327) | | — | (327) |
| Share buyback/cancellations | — | (537) | | | | | (537) |
| Dividends declared ($0.465 per share) | | | (748) | | | (13) | (761) |
| Options exercised and shares vested | | (15) | | | 16 | | 1 |
| Forward contracts entered to purchase own equity to meet share-based incentive plans, net of tax | | (10) | | | | | (10) |
| Purchase of treasury shares | | | | | (67) | | (67) |
| Share-based compensation expense | | 34 | | | | | 34 |
| Change in non-controlling interest | | | — | | | 5 | 5 |
| Cumulative adjustment related to the adoption of ASC 842 | | | 58 | | | | 58 |
| **Balance as of June 30, 2020** | **16** | **5,480** | **246** | **(1,049)** | **(67)** | **61** | **4,687** |
| Net income | | | 939 | | | 12 | 951 |
| Other comprehensive income | | | | 283 | | — | 283 |
| Share buyback/cancellations | (1) | (350) | | | | | (351) |
| Dividends declared ($0.4675 per share) | | | (728) | | | (14) | (742) |
| Options exercised and shares vested | | (16) | | | 46 | | 30 |
| Forward contracts entered to purchase own equity to meet share-based incentive plans, net of tax | | (72) | | | | | (72) |
| Purchase of treasury shares | | | | | (8) | | (8) |
| Share-based compensation expense | | 58 | | | | | 58 |
| Change in non-controlling interest | | (8) | — | | | (2) | (10) |
| Cumulative adjustment related to the adoption of ASC 326 | | | (5) | | | | (5) |
| **Balance as of June 30, 2021** | **15** | **5,092** | **452** | **(766)** | **(29)** | **57** | **4,821** |
| Net income | | | 805 | | | 10 | 815 |
| Other comprehensive loss | | | | (114) | | — | (114) |
| Share buyback/cancellations | — | (601) | | | | | (601) |
| Dividends declared ($0.4775 per share) | | | (723) | | | (9) | (732) |
| Options exercised and shares vested | | (40) | | | 154 | | 114 |
| Forward contracts entered to purchase own equity to meet share-based incentive plans, net of tax | | (83) | | | | | (83) |
| Purchase of treasury shares | | | | | (143) | | (143) |
| Share-based compensation expense | | 63 | | | | | 63 |
| Change in non-controlling interest | | — | | | | 1 | 1 |
| **Balance as of June 30, 2022** | **$ 15** | **$ 4,431** | **$ 534** | **$ (880)** | **$ (18)** | **$ 59** | **$ 4,141** |

*See accompanying notes to consolidated financial statements.*

**Note 1 - Business Description**

Amcor plc ("Amcor" or the "Company") is a public limited company incorporated under the Laws of the Bailiwick of Jersey. The Company's history dates back more than 150 years, with origins in both Australia and the United States of America. Today, Amcor is a global leader in developing and producing responsible packaging for food, beverage, pharmaceutical, medical, home and personal-care, and other consumer goods end markets. The Company's innovation excellence and global packaging expertise enables the Company to solve packaging challenges around the world every day, producing packaging that is more functional, appealing, and cost effective for its customers and their consumers and importantly, more sustainable for the environment.

The Company's business activities are organized around two reportable segments, Flexibles and Rigid Packaging. The Company has a globally diverse operating footprint, selling to customers in Europe, North America, Latin America, and the Asia Pacific regions. The Company develops and produces a broad range of packaging products including flexible packaging, rigid packaging containers, specialty cartons, and closures. The Company's sales are widely diversified, with the majority of sales made to the 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 subsidiaries for which the Company has a controlling financial interest. All significant 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").

Certain amounts in the Company's notes to consolidated financial statements may not add or recalculate due to rounding.

**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 statements of income.

**Held for Sale and Discontinued Operations:** The Company classifies assets and liabilities (the "disposal group") as held for sale in the period when all of the relevant criteria to be classified as held for sale are met. Criteria include management commitment to sell the disposal group in its present condition and the sale being deemed probable of being completed within one year. Assets held for sale are reported at the lower of their carrying value or fair value less cost to sell. Fair value is determined based on management’s assessment of indicative bids, a market multiples model in which a market multiple is applied to forecasted earnings before interest, taxes, depreciation, and amortization (“EBITDA”), discounted cash flows, appraised values or management's estimates, depending on the specific situation. Any loss resulting from the measurement is recognized in the period the held for sale criteria are met. If the disposal group meets the definition of a business, the goodwill within the reporting unit is allocated to the disposal group based on its relative fair value. The Company assesses the fair value of a disposal group, less any costs to sell, each reporting period it remains classified as held for sale and reports any subsequent changes as an adjustment to the carrying value of the disposal group, as long as the new carrying value does not exceed the initial carrying value of the disposal group. Assets held for sale are not amortized or depreciated. The Company recorded an impairment charge on assets held for sale of $90 million for the fiscal year ended June 30, 2022.

A disposal group that represents a strategic shift to the Company or is acquired with the intention to sell is reflected as a discontinued operation on the consolidated statements of income and prior periods are recast to reflect the earnings or losses as income from discontinued operations. 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 year 2019 as the Company agreed to divest of these plants as a condition of approval from the European Commission. The plants were divested in the first quarter of fiscal year 2020.

See Note 6, "Held for Sale and Discontinued Operations," for more information on assets held for sale and discontinued operations.

**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.

**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 each 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, net, in the consolidated statements of income and the net gains or net losses are not material in any of the periods presented. All other foreign currency transaction gains and losses are recorded in other income, net in the consolidated statements of income. These foreign currency transaction net gains or net losses amounted to a net gain of $19 million, a net loss of $4 million, and a net gain of $21 million during the fiscal years ended June 30, 2022, 2021, and 2020, 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 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. 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 on monetary balances was a loss of $16 million, $19 million, and $28 million for the fiscal years ended June 30, 2022, 2021, and 2020, respectively, in the consolidated statements 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 statements 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 21, "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 sheets. 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 expenses in the consolidated statements 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 sales while amounts billed to customers are classified as a component of net sales.

The Company excludes 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 expenses 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 become impaired as a result of the Company's restructuring efforts, these assets are written down to their fair value less costs to sell, as 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 7, "Restructuring," for more information on the Company's restructuring plans.

**Cash, Cash Equivalents, and Restricted Cash:** The Company considers all highly liquid investments, with a maturity of three months or less when purchased, to be cash equivalents. Cash equivalents include demand deposits that can be readily liquidated without penalty at the Company's option. Cash equivalents are carried at cost which approximates fair market value. The Company had restricted cash of $8 million and $23 million at June 30, 2022 and 2021, respectively, which was held in a share trust associated with Company share-based payment obligations.

**Trade Receivables, net of allowance for doubtful accounts ("Trade accounts receivable, 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. The allowance for doubtful accounts is estimated based on the current expected credit loss model ("CECL") and it incorporates information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. 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. Changes in allowance for doubtful accounts were not material for fiscal years ended June 30, 2022, 2021, and 2020.

The Company enters into factoring arrangements from time to time, including customer-based supply-chain financing programs, to sell trade receivables to third-party financial institutions. Agreements which result in true sales of the transferred receivables, 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 are accounted for as secured borrowings and recorded on the consolidated balance sheets within trade receivables, net and short-term debt. The expenses associated with receivables factoring are recorded in the consolidated statements of income primarily as a reduction of net sales. The Company did not factor any trade receivables in fiscal years 2022 and 2021 which did not qualify as true sales of the receivables.

**Inventories, net:** Inventories are stated at the lower of cost and net realizable value. The cost of inventories is based upon the first-in, first-out ("FIFO") method or average cost method. Costs related to inventories include raw materials, direct labor and manufacturing overhead.

Inventories, net are summarized as follows:

| ($ in millions) | June 30, 2022 | June 30, 2021 |
|---|---|---|
| Raw materials and supplies | $ 1,161 | $ 905 |
| Work in process and finished goods | 1,389 | 1,193 |
| Less: inventory reserves | (111) | (107) |
| **Inventories, net** | **$ 2,439** | **$ 1,991** |

**Property, Plant, and Equipment, Net ("PP&E"):** PP&E 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 finance leases, over the period of the lease or useful life of the asset 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 |
| Machinery and equipment | Up to 25 years |
| Finance leases | Lease term or 5 - 25 years |

**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 of long-lived assets recognized in the consolidated statements of income, excluding assets held for sale, were as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| ($ in millions) | 2022 | 2021 | 2020 |
| Selling, general, and administrative expenses | $ 1 | $ 1 | $ 1 |
| Restructuring, impairment, and related expenses, net | 42 | 9 | 21 |
| **Total impairment losses recognized in the consolidated statements of income** | **$ 43** | **$ 10** | **$ 22** |

**Leases:** The Company enters into leasing arrangements for certain manufacturing sites, offices, warehouses, land, vehicles, and equipment. The Company determines at the inception of the contract whether the contract is or contains a lease. A contract is a lease if it conveys the right to control an identified asset for a period of time in exchange for consideration.

For leases with an original term of more than twelve months, the Company recognizes a right-of-use ("ROU") asset and a lease liability. Short-term leases with a term of twelve months or less are not recorded on the consolidated balance sheets and the related expense is recognized on a straight-line basis over the term of the lease.

Lease liabilities are recognized at the commencement date based on the present value of the remaining lease payments over the lease terms, which include any noncancellable lease terms and any renewal periods that the Company is reasonably certain to exercise. A significant portion of the leases of the Company includes an option or options to extend the lease term. The Company re-evaluates its leases on a regular basis to consider the economic and strategic incentives of exercising lease renewal options. As the implicit rates in Company's leases generally cannot be readily determined, the Company uses estimates of its incremental borrowing rate as the discount rates to determine the lease liabilities.

Certain leases require variable payments that are dependent on usage, output, or other factors. Variable lease payments that do not depend on an index or rate are excluded from lease payments in the measurement of the ROU lease asset and lease liability and recognized as an 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 fiscal 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.

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 fiscal quarter of each fiscal year.

A qualitative impairment analysis was performed in the fourth fiscal quarter for five of the Company's six reporting units in fiscal year 2022 and 2021. The Company elected to perform a quantitative goodwill impairment test for one Flexibles reporting unit in fiscal year 2022 and 2021, and performed a quantitative impairment test for all of its reporting units in fiscal year 2020. The Company’s annual impairment analyses for all three fiscal years concluded that goodwill was not impaired. Quantitative impairment analyses performed during the last three fiscal years concluded that the fair values of the reporting units substantially exceeded their carrying values. No reporting units failed the assessments noted above in the annual impairment analysis for 2022.

The Company's decision to sell its three manufacturing facilities in Russia (“Russian business”) in the fourth quarter of fiscal year 2022 and subsequent classification as held for sale was considered a triggering event which required an additional quantitative impairment test for one Flexibles reporting unit to assess if goodwill is impaired. Based on the quantitative impairment test performed for this Flexibles reporting unit, the Company concluded that goodwill was not impaired. Additionally, the Company considered whether any other events and/or changes in circumstances had resulted in the likelihood that the goodwill of any of its other reporting units may have been impaired. Management has determined that no such events have occurred subsequent to the annual evaluation and as of June 30, 2022.

**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, which range from 1 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.

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.

**Derivative Instruments:** The Company recognizes all derivative instruments on the consolidated balance sheets 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/(loss) 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 12, "Derivative Instruments," for more information regarding specific derivative instruments included on the Company's consolidated balance sheets, 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 $79 million, $68 million, and $64 million for the fiscal years ended June 30, 2022, 2021, and 2020, 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 sheets. Each overfunded plan is recognized as an asset in employee benefit assets and each underfunded plan is recognized as a liability in employee benefit obligations. 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, net in the consolidated statements of income.

**Equity Method and Other 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. The Company sold its equity investment in AMVIG Holdings Limited ("AMVIG") in the first quarter of fiscal year 2021, refer to Note 8, "Equity Method and Other Investments."

All equity investments that do not result in consolidation and are not accounted for under the equity method are measured at fair value with unrealized gains and losses related to mark-to-market adjustments included in net income. The Company utilizes the measurement alternative for equity investments that do not have readily determinable fair values and measures these investments at cost adjusted for impairments and observable price changes in orderly transactions. To date, investments not accounted for under the equity method are not material.

**Contingencies:** The Company is subject to numerous contingencies arising in the ordinary course of business, such as legal and administrative proceedings, environmental claims and proceedings, workers' compensation, and other claims. Accruals for estimated losses are recorded by the Company at the time information becomes available indicating that losses are probable and that the amounts can be reasonably estimated. When management can reasonably estimate a range of losses it may incur, it records an accrual for the amount within the range that constitutes its best estimate. If no amount within a range appears to be a better estimate than any other, the low end of the range is accrued. The Company records anticipated recoveries under existing insurance contracts when recovery is probable.

**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 reassesses the probability of vesting at each reporting period and adjusts compensation cost based on its probability assessment. The Company also has immaterial cash-settled share-based compensation plans which are accounted for as liabilities. Such share-based awards are remeasured to fair value at each reporting date. The Company estimates forfeitures based on employee level, 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 temporary 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 losses, capital losses, and tax credit carryforwards, are reduced by a valuation allowance when it is more likely than not that any portion of these tax attributes will not be realized. In addition, from time to time, management assesses the need to accrue or disclose uncertain tax positions. 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 17, "Income Taxes," for more information on the Company's income taxes.

**Note 3 - New Accounting Guidance**

**Recently Adopted Accounting Standards**

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. The guidance became effective for the Company on July 1, 2021 and the adoption did not have a material impact on the Company's consolidated financial statements.

**Accounting Standards Not Yet Adopted**

In November 2021, the FASB issued an Accounting Standards Update ("ASU") 2021-10 that adds certain disclosure requirements for entities that receive government assistance. The standard is effective for annual periods beginning after December 15, 2021 with early application permitted. The Company will adopt this guidance on July 1, 2022 and does not expect the adoption to have a material impact on the Company's consolidated financial statements.

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

**Note 4 - Restructuring, Impairment, and Related Expenses, Net**

Restructuring, impairment, and related expenses, net, as reported on the consolidated statements of income are summarized as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Restructuring and related expenses, net | $ (96) | $ (94) | $ (115) |
| Impairment expenses | (138) | — | — |
| **Restructuring, impairment, and related expenses, net** | **$ (234)** | **$ (94)** | **$ (115)** |

Restructuring and related expenses, net includes expenses related to the Company's 2019 plan focused on the integration of acquired Bemis operations which was complete at the end of fiscal year 2022, expenses related to the 2018 plan to restructure the Company's rigid packaging operations, and restructuring expenses associated with the Company's decision to sell its Russian business. For further information, refer to Note 7, "Restructuring."

Impairment expenses of $138 million were incurred in the fourth quarter of fiscal year 2022 as a result of the Russia-Ukraine Conflict. In the fourth quarter, the Company approved a plan to sell its Russian operations which resulted in a non-cash impairment charge of $90 million. For further information, refer to Note 6, "Held for Sale and Discontinued Operations." In addition, the Company recognized other expenses of $48 million, given the expectation that certain assets not held for sale in the conflict region will not be recoverable. The Company's manufacturing plant in Ukraine ceased operations in February 2022 and has not resumed operations given the ongoing conflict in the region has displaced the Company's employees, destroyed nearby manufacturing facilities, and impaired the region's supporting infrastructure. Other asset impairment expenses in the last three fiscal years were not material and were primarily reported in restructuring and related expenses, net.

**Note 5 - Divestitures**

**Year ended June 30, 2022**

During the third quarter of fiscal year 2022, the Company completed the disposal of non-core assets in the Flexibles reporting segment. The Company recorded an expense of $10 million during the fiscal year ended June 30, 2022 to adjust the long-lived assets to their fair value less cost to sell.

**Year ended June 30, 2021**

As part of optimizing its portfolio under the 2019 Bemis Integration Plan, the Company completed the disposal of a non-core European hospital supplies business, which was part of the Flexibles reportable segment. The resulting gain from the sale has been recorded in the line restructuring, impairment, and related expenses, net, in the consolidated statements of income. Refer to Note 4, "Restructuring, Impairment, and Related Expenses, Net" and Note 7, "Restructuring."

The Company also completed the disposal of two non-core businesses in India and Argentina in the Flexibles segment during the first quarter of fiscal year 2021, recording a loss on sale of $6 million, which was primarily driven by the reclassification of cumulative translation adjustments through the income statements that had previously been recorded in other comprehensive income/(loss).

The Company sold its equity investment in AMVIG Holdings Limited ("AMVIG") in the first quarter of fiscal year 2021. Refer to Note 8, "Equity Method and Other Investments."

**Year ended June 30, 2020**

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 year 2019 and the Company received $214 million resulting in a gain of $159 million. The EC Remedy was completed during the first quarter of fiscal year 2020 and the Company received $397 million and recorded a loss on the sale of $9 million which is the result of the reclassification of accumulated foreign currency translation amounts from accumulated other comprehensive loss 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 year 2020 for proceeds of $28 million. There was no gain or loss on sale as the investment was recorded at fair value upon acquisition.

**Note 6 - Held for Sale and Discontinued Operations**

During the fourth quarter of fiscal year 2022, the Company classified the assets and liabilities of its Russian business as held for sale as a result of the Company's decision to sell its Russian business. The Russian business is part of the Company's Flexibles segment and is expected to be sold within one year. The Company has recorded an impairment of $90 million as of June 30, 2022, within the line item restructuring, impairment, and related expenses, net on the consolidated statements of income. The disposal of the Russian business will not represent a strategic shift that will have a major effect on the Company's operations and financial results, and therefore does not qualify for reporting as a discontinued operation.

Major classes of assets and liabilities of the Russian business classified as held for sale as of June 30, 2022 were as follows:

| **($ in millions)** | | **June 30, 2022** |
|---|---|---|
| Cash and cash equivalents | $ | 75 |
| Trade receivables, net | | 66 |
| Inventories, net | | 40 |
| Prepaid expenses and other current assets | | 36 |
| Property, plant, and equipment, net | | 49 |
| Goodwill | | 16 |
| **Total assets held for sale** | | **282** |
| Less impairment (1) | | (90) |
| **Total assets held for sale, net** | **$** | **192** |
| | | |
| Trade payables | | 65 |
| **Total current liabilities held for sale** | **$** | **65** |

(1) Impairment inclusive of accumulated other comprehensive loss related to the Russian business.

This table excludes other assets and liabilities held for sale but not part of the Russian business and that are not material for disclosure.

On February 11, 2019, the Company received approval from the European Commission ("EC") for the acquisition of Bemis Company, Inc. ("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 $9 million, which is the result of the reclassification of accumulated foreign currency translation amounts from accumulated other comprehensive loss to earnings from discontinued operations upon sale of the EC Remedy.

The following table summarizes the results of the Company's discontinued operations:

| | **Years ended June 30,** | | | | | |
|---|---|---|---|---|---|---|
| **($ in millions)** | | **2022** | | **2021** | | **2020** |
| Net sales | $ | — | $ | — | $ | 16 |
| | | | | | | |
| Loss from discontinued operations | | — | | — | | (7) |
| Tax expense from discontinued operations | | — | | — | | (1) |
| Loss from discontinued operations, net of tax | **$** | **—** | **$** | **—** | **$** | **(8)** |

**Note 7 - Restructuring**

**2019 Bemis Integration Plan**

In connection with the acquisition of Bemis Company, Inc. ("Bemis"), the Company initiated restructuring activities in the fourth quarter of 2019 aimed at integrating and optimizing the combined organization.

The 2019 Bemis Integration Plan was completed by June 30, 2022 with final pre-tax integration cost amounting to $253 million. The total 2019 Bemis Integration Plan cost includes $213 million of restructuring and related expenses, net, and $40 million of general integration expenses. The net cash expenditures for the plan, including disposal proceeds, are $170 million, of which $40 million relates to general integration expenses. As part of this Plan the Company has incurred $144 million in employee related expenses, $36 million in fixed asset related expenses, $39 million in other restructuring and $45 million in restructuring related expenses, partially offset by a gain on disposal of a business of $51 million. In fiscal year 2022, the Plan resulted in net cash outflows of $49 million of which $47 million were payments related to restructuring and related expenditures. The remaining cash outflow will be primarily incurred in fiscal year 2023.

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 the 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 losses on sale of closed facilities.

**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 included the closures of manufacturing facilities and headcount reductions to achieve manufacturing footprint optimization and productivity improvements as well as overhead cost reductions.

The 2018 Rigid Packaging Restructuring Plan was completed by June 30, 2021 with total pre-tax restructuring costs of $121 million, of which $78 million resulted in cash expenditures, with the main component being the cost to exit manufacturing facilities and employee related costs.

**Other Restructuring Plans**

The Company has entered into other restructuring plans ("Other Restructuring Plans"). The Company's restructuring charges related to these plans were $59 million, $6 million, and $18 million for the fiscal years ended June 30, 2022, 2021, and 2020, respectively. During the fourth quarter of fiscal year 2022, the Company recorded $57 million in restructuring and related expenses classified within Other Restructuring Plans triggered by the Russia-Ukraine conflict to help mitigate the impact of the Russian sale.

**Consolidated Amcor Restructuring Plans**

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

| **($ in millions)** | **2018 Rigid Packaging Restructuring Plan** | **2019 Bemis Integration Plan (1)** | **Other Restructuring Plans (2)** | **Total Restructuring and Related Expenses, Net (1)** |
|---|---|---|---|---|
| Fiscal year 2019 net charges to earnings | $ 64 | $ 48 | $ 19 | $ 131 |
| Fiscal year 2020 net charges to earnings | 37 | 60 | 18 | 115 |
| Fiscal year 2021 net charges to earnings | 20 | 68 | 6 | 94 |
| Fiscal year 2022 net charges to earnings | — | 37 | 59 | 96 |
| **Expense incurred to date** | **$ 121** | **$ 213** | **$ 102** | **$ 436** |

(1) Total restructuring and related expenses, net, include restructuring related costs from the 2019 Bemis Integration Plan of $17 million, $13 million, and $15 million for the fiscal years 2022, 2021, and 2020, respectively.

(2) Fiscal year 2022 includes $55 million in restructuring expenses and $2 million of restructuring related expenses that pertain to the Russia-Ukraine conflict as discussed above in section "Other Restructuring Plans".

An analysis of the restructuring expenses by type incurred follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Employee related expenses | $ 58 | $ 76 | $ 45 |
| Fixed asset related expenses | 4 | 23 | 24 |
| Other expenses | 15 | 34 | 29 |
| Gain on sale of business | — | (51) | — |
| **Total restructuring expenses, net** | **$ 77** | **$ 82** | **$ 98** |

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, 2019** | **$ 73** | **$ 7** | **$ 8** | **$ 88** |
| Net charges to earnings | 45 | 24 | 29 | 98 |
| Cash paid | (48) | (5) | (25) | (78) |
| Non-cash and other | — | (23) | — | (23) |
| **Liability balance at June 30, 2020** | **70** | **3** | **12** | **85** |
| Net charges to earnings | 76 | 23 | 34 | 133 |
| Cash paid | (61) | (5) | (30) | (96) |
| Non-cash and other | (9) | (23) | — | (32) |
| Foreign currency translation | 2 | 2 | 1 | 5 |
| **Liability balance at June 30, 2021** | **78** | **—** | **17** | **95** |
| Net charges to earnings | 58 | 4 | 15 | 77 |
| Cash received/(paid), net | (27) | 4 | (14) | (37) |
| Non-cash and other | (3) | (5) | — | (8) |
| Foreign currency translation | (9) | — | — | (9) |
| **Liability balance at June 30, 2022** | **$ 97** | **$ 3** | **$ 18** | **$ 118** |

The expenses related to restructuring activities, including restructuring related activities, have been presented on the consolidated statements of income as restructuring, impairment, and related expenses, net. The accruals related to restructuring activities have been recorded on the consolidated balance sheets under other current liabilities.

**Note 8 - Equity Method and Other 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. The Company sold its only significant equity method investment, a 47.6% interest in AMVIG Holdings Limited ("AMVIG") on September 30, 2020, realizing a net gain of $15 million, which was recorded in equity in income/(loss) of affiliated companies, net of tax in the consolidated statements of income.

As of June 30, 2022 and 2021, investments accounted for under the equity method and other investments carried at cost are immaterial. The Company received no dividends from equity method investments in the fiscal years ended June 30, 2022 and 2021. During the fiscal year ended June 30, 2020, the Company received dividends of $10 million from AMVIG.

The Company reviews its investments accounted for under the equity method for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. Due to impairment indicators present in fiscal year ended June 30, 2020, the Company performed impairment tests 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 year ended June 30, 2020, and therefore the Company recorded an other-than-temporary impairment of $26 million 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 statements of income.

**Note 9 - Property, Plant, and Equipment, Net**

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

| ($ in millions) | June 30, 2022 | June 30, 2021 |
|---|---|---|
| Land and land improvements | $ 201 | $ 221 |
| Buildings and improvements | 1,323 | 1,355 |
| Plant and equipment | 5,797 | 5,937 |
| Total property, plant, and equipment | 7,321 | 7,513 |
| | | |
| Accumulated depreciation | (3,617) | (3,712) |
| Accumulated impairment | (58) | (40) |
| | | |
| **Total property, plant, and equipment, net** | **$ 3,646** | **$ 3,761** |

Depreciation expense amounted to $398 million, $389 million, and $403 million for fiscal years 2022, 2021, and 2020, respectively. Amortization of assets under finance leases is included in depreciation expense.

**Note 10 - 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, 2020** | **$ 4,369** | **$ 970** | **$ 5,339** |
| Disposals | (5) | — | (5) |
| Foreign currency translation | 73 | 12 | 85 |
| **Balance as of June 30, 2021** | **4,437** | **982** | **5,419** |
| Held for sale reclassification | (16) | — | (16) |
| Foreign currency translation | (114) | (4) | (118) |
| **Balance as of June 30, 2022** | **$ 4,307** | **$ 978** | **$ 5,285** |

Goodwill reclassified to assets held for sale, net during fiscal year 2022 is related to the Russian business. Refer to Note 6, "Held for Sale and Discontinued Operations."

**Other Intangible Assets, Net**

Other intangible assets, net is comprised of the following:

| | June 30, 2022 | | |
|---|---|---|---|
| ($ in millions) | Gross Carrying Amount | Accumulated Amortization and Impairment (1) | Net Carrying Amount |
| Customer relationships | $ 1,970 | $ (529) | $ 1,441 |
| Computer software | 235 | (162) | 73 |
| Other (2) | 323 | (180) | 143 |
| **Total other intangible assets** | **$ 2,528** | **$ (871)** | **$ 1,657** |

| | June 30, 2021 | | |
|---|---|---|---|
| ($ in millions) | Gross Carrying Amount | Accumulated Amortization and Impairment (1) | Net Carrying Amount |
| Customer relationships | $ 1,986 | $ (405) | $ 1,581 |
| Computer software | 233 | (156) | 77 |
| Other (2) | 321 | (144) | 177 |
| **Total other intangible assets** | **$ 2,540** | **$ (705)** | **$ 1,835** |

(1) Accumulated amortization and impairment includes $33 million and $34 million for June 30, 2022 and 2021, respectively, of accumulated impairment in the Other category.

(2) Other includes $16 million and $17 million for June 30, 2022 and 2021, 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 2022, 2021, and 2020 was $180 million, $182 million, and $204 million, respectively. During the last three fiscal years, there were no impairment charges recorded on intangible assets.

Estimated future amortization expense for intangible assets is as follows:

| ($ in millions) | Amortization |
|---|---|
| Fiscal year 2023 | $ 173 |
| Fiscal year 2024 | 169 |
| Fiscal year 2025 | 156 |
| Fiscal year 2026 | 152 |
| Fiscal year 2027 | 138 |

**Note 11 - 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, 2022 and 2021, the carrying value of these financial instruments, excluding long-term debt, approximated 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 carrying value of long-term debt with variable interest rates approximates its fair 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 (including fixed-rate debt with designated receive-fixed/pay-variable interest rate swaps, excluding finance leases) were as follows:

| | June 30, 2022 | | June 30, 2021 | |
|---|---|---|---|---|
| **($ 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) | $ 3,952 | $ 3,694 | $ 4,325 | $ 4,558 |

**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, 2022 | | | |
|---|---|---|---|---|
| **($ in millions)** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets** | | | | |
| Commodity contracts | $ — | $ 6 | $ — | $ 6 |
| Forward exchange contracts | — | 7 | — | 7 |
| **Total assets measured at fair value** | **$ —** | **$ 13** | **$ —** | **$ 13** |
| | | | | |
| **Liabilities** | | | | |
| Contingent purchase consideration liabilities | $ — | $ — | $ 16 | $ 16 |
| Commodity contracts | — | 3 | — | 3 |
| Forward exchange contracts | — | 17 | — | 17 |
| Interest rate swaps | — | 69 | — | 69 |
| **Total liabilities measured at fair value** | **$ —** | **$ 89** | **$ 16** | **$ 105** |

| ($ in millions) | June 30, 2021 Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Assets** | | | | |
| Commodity contracts | $ — | $ 14 | $ — | $ 14 |
| Forward exchange contracts | — | 7 | — | 7 |
| Interest rate swaps | — | 19 | — | 19 |
| **Total assets measured at fair value** | **$ —** | **$ 40** | **$ —** | **$ 40** |
| | | | | |
| **Liabilities** | | | | |
| Contingent purchase consideration liabilities | $ — | $ — | $ 18 | $ 18 |
| Forward exchange contracts | — | 4 | — | 4 |
| **Total liabilities measured at fair value** | **$ —** | **$ 4** | **$ 18** | **$ 22** |

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, taking into account current interest rates.

Contingent purchase consideration obligations arise from business acquisitions. As of June 30, 2022, the Company's contingent purchase consideration liabilities consist of a $10 million liability that is contingent on future royalty income generated by Discma AG, a subsidiary acquired in March 2017, with the $6 million balance relating to consideration for small business acquisitions where payments are contingent on the Company vacating a certain property or performance criteria. 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. Changes arising from modifications in forecasts related to contingent consideration are expected to be immaterial.

The fair value of contingent purchase consideration liabilities is included in other current liabilities and other non-current liabilities in the consolidated balance sheets. 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.

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

| ($ in millions) | June 30, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Fair value at the beginning of the year** | **$ 18** | **$ 15** | **$ 14** |
| Changes in fair value of Level 3 liabilities | — | 2 | 1 |
| Payments | (1) | — | — |
| Foreign currency translation | (1) | 1 | — |
| **Fair value at the end of the year** | **$ 16** | **$ 18** | **$ 15** |

**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. The Company measures certain assets, including technology intangible assets, equity method and other investments, long-lived assets held for sale, and other long-lived and intangible assets 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.

As further discussed in Note 6 – “Held for Sale and Discontinued Operations,” during the fourth quarter of fiscal year 2022, the Company met the criteria to recognize the related assets and liabilities of its Russian operations as held for sale which resulted in the Company remeasuring the disposal group at its fair value, less cost to sell, which is considered a Level 3 fair value measurement.

In addition, resulting from the effective disposal of non-core businesses during the fiscal year ended June 30, 2022, the Company has recorded a total loss of $34 million, predominantly to adjust the long-lived assets to their fair value less cost to sell. Of these losses, $24 million are included within restructuring, impairment, and related expenses, net as relating to the Russia-Ukraine conflict with the balance recorded in other income, net in the consolidated statements of income. During the fiscal year ended June 30, 2022, further long-lived assets with a carrying value of $12 million were written down to a fair value of zero as the Company's Durban, South Africa, manufacturing facility was destroyed in a fire as the result of general civil unrest. In addition, other long-lived assets in South Africa, with a carrying amount of $8 million, were written down to their estimated fair value of $4 million using level 3 inputs.

The Company sold its equity method investment in AMVIG on September 30, 2020. Refer to Note 8, "Equity Method and Other Investments."

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. During fiscal years 2022, 2021 and 2020, there were no indefinite-lived intangible impairment charges recorded.

**Note 12 - Derivative Instruments**

The Company periodically uses derivatives and other financial instruments to hedge exposures to interest rate, commodity price, and currency risks. The Company does not hold or issue derivative instruments for speculative or trading purposes. For hedges that meet the hedge accounting criteria, the Company, at inception, formally designates and documents the instruments 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, the gains and losses related to the changes in the fair value of the interest rate swaps are included in interest expense and offset changes in the fair value of the hedged portion of the underlying debt that are attributable to the changes in market interest rates. Changes in the fair value of interest rate swaps that have not been designated as hedging instruments are reported in the accompanying consolidated statements of income in other non-operating income, net.

During December 2021, the Company entered into an aggregate $250 million notional amount of receive-fixed/pay variable interest rate swaps, which will mature on May 15, 2028. These swaps were designated as a fair value hedge against 50% of $500 million of principal on the 4.50% U.S. dollar notes due in May 2028. Also during December 2021, the Company settled $100 million of a receive-fixed/pay-variable interest rate swap as a result of the full redemption of $275 million 5.95% U.S. private placement notes at maturity. This interest rate swap was designated as a fair value hedge at inception.

In July 2021, the Company terminated $400 million of its receive-fixed/pay-variable interest rate swaps that were designated as fair value hedges and received $2 million in net proceeds. This termination was in association with the full redemption of the $400 million 4.50% U.S. dollar notes due October 2021, completed on July 15, 2021. In July 2021, the Company also terminated an aggregate amount of €300 million (equivalent of $357 million) receive-fixed/pay-variable interest rate swaps and received €13 million (equivalent of $15 million) in net proceeds. These interest rate swaps, which were to mature in March 2023, were designated as fair value hedges against €300 million of principal on the 2.75% Euro bonds due March 2023. The gain on the termination of the aforementioned swaps is deferred and is being amortized to interest income over the remaining contractual term of the 2.75% Euro bonds due March 2023.

As of June 30, 2022 and 2021, the total notional amount of the Company's receive-fixed/pay-variable interest rate swaps was $650 million and $1,257 million, respectively.

**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 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 statements 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 statements of income.

As of June 30, 2022 and 2021, the notional amount of the outstanding forward contracts was $1.0 billion and $1.1 billion, respectively.

**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 central treasury units. Changes in the fair value of commodity hedges are recognized in AOCI. The cumulative amount of the hedge is recognized in the consolidated statements of income when the forecasted transaction is realized.

The Company had the following outstanding commodity contracts to hedge forecasted purchases:

| | June 30, 2022 | June 30, 2021 |
|---|---|---|
| **Commodity** | **Volume** | **Volume** |
| Aluminum | 17,040 tons | 22,629 tons |
| PET resin | 16,886,520 lbs. | 6,312,764 lbs. |

The following table provides the location of derivative instruments in the consolidated balance sheets:

| ($ in millions) | Balance Sheet Location | June 30, 2022 | June 30, 2021 |
|---|---|---|---|
| **Assets** | | | |
| **Derivatives in cash flow hedging relationships:** | | | |
| Commodity contracts | Other current assets | $ 6 | $ 14 |
| Forward exchange contracts | Other current assets | 3 | 3 |
| Forward exchange contracts | Assets held for sale, net | 3 | — |
| **Derivatives in fair value hedging relationships:** | | | |
| Interest rate swaps | Other current assets | — | 15 |
| **Derivatives not designated as hedging instruments:** | | | |
| Forward exchange contracts | Other current assets | 1 | 4 |
| **Total current derivative contracts** | | 13 | 36 |
| **Derivatives in fair value hedging relationships:** | | | |
| Interest rate swaps | Other non-current assets | — | 4 |
| **Total non-current derivative contracts** | | — | 4 |
| **Total derivative asset contracts** | | **$ 13** | **$ 40** |
| | | | |
| **Liabilities** | | | |
| **Derivatives in cash flow hedging relationships:** | | | |
| Commodity contracts | Other current liabilities | $ 3 | $ — |
| Forward exchange contracts | Other current liabilities | 5 | 2 |
| **Derivatives not designated as hedging instruments:** | | | |
| Forward exchange contracts | Other current liabilities | 11 | 2 |
| **Total current derivative contracts** | | 19 | 4 |
| **Derivatives in cash flow hedging relationships:** | | | |
| Forward exchange contracts | Other non-current liabilities | 1 | — |
| **Derivatives in fair value hedging relationships:** | | | |
| Interest rate swaps | Other non-current liabilities | 69 | — |
| **Total non-current derivative contracts** | | 70 | — |
| **Total derivative liability contracts** | | **$ 89** | **$ 4** |

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 statements 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, 2022 | 2021 | 2020 |
|---|---|---|---|---|
| **Derivatives in cash flow hedging relationships** | | | | |
| Commodity contracts | Cost of sales | $ 20 | $ 1 | $ (6) |
| Forward exchange contracts | Net sales | — | — | (1) |
| Treasury locks | Interest expense | (3) | (2) | — |
| **Total** | | **$ 17** | **$ (1)** | **$ (7)** |

| ($ 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, 2022 | 2021 | 2020 |
|---|---|---|---|---|
| **Derivatives not designated as hedging instruments** | | | | |
| Forward exchange contracts | Other income, net | $ (45) | $ 11 | $ (6) |
| Cross currency interest rate swaps | Other income, net | — | (4) | — |
| **Total** | | **$ (45)** | **$ 7** | **$ (6)** |

| ($ in millions) | Location of Loss Recognized in the Consolidated Income Statements | Loss Recognized in Income for Derivatives in Fair Value Hedging Relationships Years ended June 30, 2022 | 2021 | 2020 |
|---|---|---|---|---|
| **Derivatives in fair value hedging relationships** | | | | |
| Interest rate swaps | Interest expense | $ (75) | $ (14) | $ (1) |
| Forward exchange contracts | Other income, net | (11) | — | — |
| **Total** | | **$ (86)** | **$ (14)** | **$ (1)** |

The changes in AOCI for effective derivatives were as follows:

| ($ in millions) | Years ended June 30, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Amounts reclassified into earnings** | | | |
| Commodity contracts | $ (20) | $ (1) | $ 6 |
| Forward exchange contracts | — | — | 1 |
| Treasury locks | 3 | 2 | — |
| **Change in fair value** | | | |
| Commodity contracts | 9 | 22 | (7) |
| Forward exchange contracts | (1) | 3 | (2) |
| Treasury locks | — | — | (20) |
| Tax effect | 2 | — | — |
| **Total** | **$ (7)** | **$ 26** | **$ (22)** |

**Note 13 - 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 2022, the Company maintained 20 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 |
|---|---|---|---|
| Canada | 2 | 1 | Closed to new entrants |
| France (1) | 3 | 2 | 3 plans are closed to new entrants, 2 plans are open to new entrants; 2 plans are partially indemnified by Rio Tinto Limited |
| Germany (1) | 2 | 11 | 12 plans are closed to new entrants, 1 is open to new entrants; 6 plans are partially indemnified by Rio Tinto Limited |
| Switzerland | 1 | — | Open to new entrants |
| United Kingdom | 2 | — | 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 includes the following components:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Service cost | $ 24 | $ 27 | $ 23 |
| Interest cost | 39 | 40 | 49 |
| Expected return on plan assets | (61) | (60) | (72) |
| Amortization of net loss | 5 | 8 | 6 |
| Amortization of prior service credit | (3) | (2) | (2) |
| Curtailment credit | — | (1) | — |
| Settlement costs | 8 | 3 | 6 |
| **Net periodic benefit cost** | **$ 12** | **$ 15** | **$ 10** |

On October 12, 2021, the Company contracted with Pacific Life Insurance Company to purchase a group annuity contract and transfer $186 million of its pension plan assets and related benefit obligations. This transaction required a remeasurement of the pension plan assets and obligations and resulted in the recognition of a $3 million non-cash pension settlement loss in the twelve months ended June 30, 2022.

Changes in benefit obligations and plan assets were as follows:

| ($ in millions) | June 30, 2022 | June 30, 2021 |
|---|---|---|
| **Change in benefit obligation:** | | |
| **Benefit obligation at the beginning of the year** | **$ 2,022** | **$ 2,051** |
| Service cost | 24 | 27 |
| Interest cost | 39 | 40 |
| Participant contributions | 6 | 6 |
| Actuarial gain | (341) | (58) |
| Plan curtailments | — | (4) |
| Settlements | (244) | (40) |
| Benefits paid | (70) | (79) |
| Administrative expenses | (6) | (7) |
| Plan amendments | 1 | (15) |
| Divestitures | (4) | (1) |
| Foreign currency translation | (113) | 102 |
| **Benefit obligation at the end of the year** | **$ 1,314** | **$ 2,022** |
| **Accumulated benefit obligation at the end of the year** | **$ 1,269** | **$ 1,954** |
| **Change in plan assets:** | | |
| **Fair value of plan assets at the beginning of the year** | **$ 1,759** | **$ 1,691** |
| Actual return on plan assets | (189) | 57 |
| Employer contributions | 35 | 41 |
| Participant contributions | 6 | 6 |
| Benefits paid | (70) | (79) |
| Settlements | (244) | (40) |
| Administrative expenses | (6) | (7) |
| Foreign currency translation | (96) | 90 |
| **Fair value of plan assets at the end of the year** | **$ 1,195** | **$ 1,759** |
| **Funded status at the end of the year** | **$ (119)** | **$ (263)** |

Actuarial gains resulting in a decrease to the benefit obligation for the fiscal year ended June 30, 2022, were primarily due to a weighted average increase in discount rates for our pension plans of 1.7 percentage points. Settlement impact is attributed to group annuity contracts, primarily a $186 million contract with Pacific Life Insurance Company, and other lump sum transfers and payments.

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

| ($ in millions) | June 30, 2022 | June 30, 2021 |
|---|---|---|
| Projected benefit obligation | $ 398 | $ 1,387 |
| Fair value of plan assets | 189 | 1,072 |

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

| ($ in millions) | June 30, 2022 | June 30, 2021 |
|---|---|---|
| Accumulated benefit obligation | $ 357 | $ 1,351 |
| Fair value of plan assets | 177 | 1,070 |

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

| ($ in millions) | June 30, 2022 | June 30, 2021 |
|---|---|---|
| Non-current assets - Employee benefit assets | $ 89 | $ 52 |
| Current liabilities - Other current liabilities | (7) | (8) |
| Non-current liabilities - Employee benefit obligations | (201) | (307) |
| **Funded status** | **$ (119)** | **$ (263)** |

Amounts recognized in other comprehensive (income)/loss for the fiscal years ended are as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| ($ in millions) | 2022 | 2021 | 2020 |
| **Changes in plan assets and benefit obligations recognized in other comprehensive (income)/loss:** | | | |
| Net actuarial loss/(gain) occurring during the year | $ (91) | $ (58) | $ 41 |
| Net prior service loss/(gain) occurring during the year | 1 | (16) | — |
| Amortization of actuarial loss | (5) | (8) | (6) |
| Gain recognized due to settlement/curtailment | (8) | (2) | (6) |
| Amortization of prior service credit | 3 | 2 | 2 |
| Acquisition/disposal loss | (1) | — | — |
| Foreign currency translation | (14) | 16 | (3) |
| Tax effect | 21 | 14 | (12) |
| **Total recognized in other comprehensive (income)/loss** | **$ (94)** | **$ (52)** | **$ 16** |

Amounts in AOCI that have not yet been recognized as net periodic benefit cost, as of fiscal year-ends, are as follows:

| | June 30, | | |
|---|---|---|---|
| ($ in millions) | 2022 | 2021 | 2020 |
| Net prior service credit | $ (15) | $ (20) | $ (6) |
| Net actuarial loss | 65 | 185 | 237 |
| **Accumulated other comprehensive loss at the end of the year** | **$ 50** | **$ 165** | **$ 231** |

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

| | June 30, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Discount rate | 3.8 % | 2.1 % | 2.0 % |
| Rate of compensation increase | 2.3 % | 1.7 % | 1.9 % |

Weighted-average assumptions used to determine net periodic benefit cost for the fiscal years ended were:

| | June 30, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Discount rate | 2.1 % | 2.0 % | 2.5 % |
| Rate of compensation increase | 1.7 % | 1.9 % | 2.1 % |
| Expected long-term rate of return on plan assets | 3.8 % | 3.5 % | 4.5 % |

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 sheets. 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 $18 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) | |
|---|---|
| 2023 | $ 70 |
| 2024 | 75 |
| 2025 | 73 |
| 2026 | 76 |
| 2027 | 76 |
| 2028-2032 | 408 |

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, investment strategies, allocation strategies, and investment risk profiles 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, 2022 | | | |
|---|---|---|---|---|
| **($ in millions)** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Equity securities | $ 111 | $ 98 | $ — | $ 209 |
| Government debt securities | 40 | 278 | — | 318 |
| Corporate debt securities | 33 | 100 | — | 133 |
| Real estate | 7 | 121 | 2 | 130 |
| Insurance contracts | — | — | 216 | 216 |
| Cash and cash equivalents | 21 | 3 | — | 24 |
| Other | 5 | 26 | 134 | 165 |
| **Total** | **$ 217** | **$ 626** | **$ 352** | **$ 1,195** |

| | June 30, 2021 | | | |
|---|---|---|---|---|
| **($ in millions)** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Equity securities | $ 139 | $ 186 | $ — | $ 325 |
| Government debt securities | 61 | 457 | — | 518 |
| Corporate debt securities | 74 | 180 | — | 254 |
| Real estate | 53 | 57 | 3 | 113 |
| Insurance contracts | — | — | 301 | 301 |
| Cash and cash equivalents | 32 | 8 | — | 40 |
| Other | 12 | 15 | 181 | 208 |
| **Total** | **$ 371** | **$ 903** | **$ 485** | **$ 1,759** |

**Equity securities:** Valued primarily at the closing prices reported in the active market in which the individual securities are traded (Level 1); or based on significant observable inputs such as fund values provided by the independent fund administrators (Level 2).

**Government debt securities:** Valued at the closing prices reported in the active market in which the individual securities are traded (Level 1); or based on observable inputs such as fund values provided by independent fund administrators, pricing of similar agency issues, live trading feeds from several vendors, and benchmark yield (Level 2).

**Corporate debt securities:** Valued at the closing prices reported in the active market in which the individual securities are traded (Level 1); or based on observable inputs such as fund values provided by independent fund administrators, or benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. Inputs may be prioritized differently at certain times based on market conditions (Level 2).

**Real estate:** Valued at the closing prices reported in the active market in which the individual securities are traded (Level 1); or based on observable inputs such as fund values provided by independent fund administrators (Level 2).

**Insurance contracts:** Valued based on the value of the associated insured liabilities.

**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 (Level 1) and cash indirectly held across investment funds (Level 2). All cash and cash equivalents are stated at cost, which approximates fair value.

**Other:**

> **Level 1:** Derivatives valued as closing prices reported in the active market.
>
> **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 other independent third parties, based on observable inputs.
>
> **Level 3:** Indemnified plan assets and pooled funds (equity, credit, macro-orientated, multi-strategy, cash, and other). The value of indemnified plan assets are determined based on the value of the liabilities that the assets cover. The value of the pooled funds is calculated by the investment managers based on the net asset 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, 2021** | **$ 485** |
| Actual return on plan assets | (61) |
| Purchases, sales, and settlements | (17) |
| Transfer out of Level 3 | (5) |
| Foreign currency translation | (50) |
| **Balance as of June 30, 2022** | **352** |

**Note 14 - Debt**

**Long-Term Debt**

The following table summarizes the carrying value of long-term debt at June 30, 2022 and 2021, respectively:

| | | | June 30, | |
|---|---|---|---|---|
| **($ in millions)** | **Maturities** | **Interest rates** | **2022** | **2021** |
| **Term debt** | | | | |
| U.S. dollar notes, $400 million (1)(2) | Oct 2021 | 4.50 % | — | 400 |
| U.S. private placement notes, $275 million (1)(3) | Dec 2021 | 5.95 % | — | 275 |
| Euro bonds, €300 million (1) | Mar 2023 | 2.75 % | 313 | 357 |
| U.S. dollar notes, $500 million (4) | May 2025 | 4.00 % | 500 | — |
| U.S. dollar notes, $600 million | Apr 2026 | 3.63 % | 600 | 600 |
| U.S. dollar notes, $300 million | Sep 2026 | 3.10 % | 300 | 300 |
| Euro bonds, €500 million | Jun 2027 | 1.13 % | 522 | 595 |
| U.S. dollar notes, $500 million | May 2028 | 4.50 % | 500 | 500 |
| U.S. dollar notes, $500 million | Jun 2030 | 2.63 % | 500 | 500 |
| U.S. dollar notes, $800 million | May 2031 | 2.69 % | 800 | 800 |
| **Total term debt** | | | **4,035** | **4,327** |
| | | | | |
| Bank loans | | | 22 | 4 |
| Commercial paper (1) | | | 2,310 | 1,817 |
| Other loans | | | 18 | 22 |
| Finance lease obligations | | | 62 | 32 |
| Fair value hedge accounting adjustments (5) | | | (69) | 19 |
| Unamortized discounts and debt issuance costs | | | (24) | (30) |
| **Total debt** | | | **6,354** | **6,191** |
| Less: current portion | | | (14) | (5) |
| **Total long-term debt** | | | **$ 6,340** | **$ 6,186** |

(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.
(2) On July 15, 2021, the Company redeemed all $400 million outstanding amount of the 4.50% senior notes due October 2021.
(3) On December 15, 2021, the Company redeemed U.S. private placement notes of a principal amount of $275 million at maturity using proceeds from the commercial paper program. The notes carried an interest rate of 5.95%.
(4) On May 17, 2022, the Company issued U.S. dollar notes with an aggregate principal amount of $500 million and a contractual maturity in May 2025. The notes pay a coupon of 4.00% per annum, payable semi-annually in arrears. The notes are unsecured senior obligations of the Company and are fully and unconditionally guaranteed by the Company and certain of its subsidiaries.
(5) Relates to fair value hedge basis adjustments relating to interest rate hedging.

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, 2022 for the succeeding five fiscal years:

| **($ in millions)** | |
|---|---|
| 2023 | $ 317 |
| 2024 | — |
| 2025 (1) | 1,755 |
| 2026 | 600 |
| 2027 (2) | 1,878 |

(1) Commercial paper denominated in U.S. dollars is classified as maturing in 2025, supported by the 3-year syndicated facility, with a 1-year option to extend.
(2) Commercial paper denominated in Euros is classified as maturing in 2027, supported by the 5-year syndicated facility, with a 1-year option to extend.

***Bank and other loans***

The Company has entered into syndicated and bilateral multi-currency credit facilities with financial institutions. On April 26, 2022, the Company terminated the three-, four-, and five-year syndicated facility agreements, which collectively provided for $3.8 billion of credit facilities. On the same day, the Company entered into three- and five-year syndicated facility agreements that each provide a revolving credit facility of $1.9 billion or $3.8 billion in total. The facilities are unsecured and have contractual maturities in April 2025 and April 2027, respectively. 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.

Interest charged on borrowings under the credit facilities is based on the applicable market rate plus the applicable margin. As of June 30, 2022 and 2021, the Company's credit facilities amounted to $3.8 billion.

As of June 30, 2022 and 2021, the Company has $1.4 billion and $2.0 billion of undrawn commitments, respectively. The Company incurs facility fees of 0.125% on the undrawn commitments. Such facility fees incurred were immaterial in the fiscal years ended June 30, 2022, 2021, and 2020, respectively.

At June 30, 2022 and 2021, land and buildings with a carrying value of $38 million and $19 million, respectively, have been pledged as security for bank and other loans.

***Redemption of term debt***

The Company may redeem its long-term debt, in whole or in part, at any time or from time to time prior to its maturity. The redemption prices typically represent 100% of the principal amount of the relevant debt plus any accrued and unpaid interest. In addition, for notes that are redeemed by the Company before their stated permitted redemption date, a make-whole premium is payable.

On December 15, 2021, the Company redeemed U.S. private placement notes of a principal amount of $275 million at maturity using the proceeds from the commercial paper program. The notes carried an interest rate of 5.95%.

On July 15, 2021, the Company redeemed all $400 million outstanding amount of the 4.50% senior notes due in October 2021 at a price equal to the principal plus accrued interest.

***Priority, 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's primary bank debt facilities and notes are unsecured and subject to negative pledge arrangements limiting the amount of secured indebtedness the Company can incur to 10.0% of total tangible assets, subject to some exceptions and variations by facility. As of June 30, 2022, the Company is required to satisfy certain financial covenants pursuant to its bank debt facilities, which are tested as of the last day of each quarterly and annual financial period. The covenants require the Company to maintain a leverage ratio of not higher than 3.9 times, which is calculated as total net debt divided by Adjusted EBITDA. As of June 30, 2022 and 2021, the Company was in compliance with all debt covenants.

**Short-Term Debt**

Short-term debt is generally used to fund working capital requirements. The Company has classified commercial paper as long-term at June 30, 2022 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, 2022 and 2021, respectively:

| | June 30, | |
|---|---|---|
| **($ in millions)** | **2022** | **2021** |
| Bank loans | $ 32 | $ 45 |
| Bank overdrafts | 104 | 53 |
| **Total short-term debt** | **$ 136** | **$ 98** |

As of June 30, 2022, the Company paid a weighted-average interest rate of 1.40% per annum on short-term debt, payable at maturity. As of June 30, 2021, the Company paid a weighted-average interest rate of 6.10% per annum, payable at maturity.

**Note 15 - Leases**

The components of lease expenses are as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Operating lease expense (1) | $ 130 | $ 113 | $ 112 |
| Short-term and variable lease expense (2) | 17 | 20 | — |
| | | | |
| Finance lease expense | | | |
| Amortization of right-of-use assets (2) | 2 | 2 | 2 |
| Interest on lease liabilities (3) | 1 | 1 | 1 |
| | | | |
| **Total lease expense (1)** | **$ 150** | **$ 136** | **$ 115** |

(1) Included in cost of sales and selling, general, and administrative expenses.
(2) Included in cost of sales.
(3) Included in interest expense.

The Company's leases do not contain any material residual value guarantees or material restrictive covenants. As of June 30, 2022, the Company does not have material lease commitments that have not commenced.

Supplemental balance sheet information related to leases was as follows:

| | | June 30, | |
|---|---|---|---|
| **($ in millions)** | **Balance Sheet Location** | **2022** | **2021** |
| **Assets** | | | |
| Operating lease right-of-use assets, net | Operating lease assets | $ 560 | $ 532 |
| Finance lease assets (1) | Property, plant, and equipment, net | 62 | 30 |
| **Total lease assets** | | **$ 622** | **$ 562** |
| | | | |
| **Liabilities** | | | |
| Operating leases: | | | |
| Current operating lease liabilities | Other current liabilities | $ 101 | $ 96 |
| Non-current operating lease liabilities | Operating lease liabilities | 493 | 462 |
| Finance leases: | | | |
| Current finance lease liabilities | Current portion of long-term debt | 10 | 2 |
| Non-current finance lease liabilities | Long-term debt, less current portion | 52 | 30 |
| **Total lease liabilities** | | **$ 656** | **$ 590** |

(1) Finance lease assets are recorded net of accumulated amortization of $9 million and $8 million at June 30, 2022 and 2021, respectively.

Supplemental cash flow information related to leases was as follows:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Cash paid for amounts included in the measurement of lease liabilities: | | | |
| Operating cash flows from operating leases | $ 122 | $ 111 | $ 108 |
| Operating cash flows from finance leases | 1 | 1 | 1 |
| Financing cash flows from finance leases | 5 | 2 | 2 |
| | | | |
| Lease assets obtained in exchange for new lease obligations: | | | |
| Operating leases | 55 | 55 | 63 |
| Finance leases | 34 | 1 | 31 |

The following table presents the maturities of the Company's lease liabilities recorded on the consolidated balance sheets as of June 30, 2022:

| **($ in millions)** | **Operating Leases** | **Finance Leases** |
|---|---|---|
| Fiscal year 2023 | $ 114 | $ 12 |
| Fiscal year 2024 | 103 | 12 |
| Fiscal year 2025 | 82 | 11 |
| Fiscal year 2026 | 74 | 7 |
| Fiscal year 2027 | 60 | 2 |
| Thereafter | 263 | 29 |
| Total lease payments | 696 | 73 |
| Less: imputed interest | (102) | (11) |
| **Total lease liabilities** | **$ 594** | **$ 62** |

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

| | June 30, | |
|---|---|---|
| | **2022** | **2021** |
| Weighted-average remaining lease term (in years): | | |
| Operating leases | 9.0 | 8.5 |
| Finance leases | 10.1 | 17.2 |
| | | |
| Weighted-average discount rate: | | |
| Operating Leases | 3.3 % | 3.5 % |
| Finance leases | 2.9 % | 3.8 % |

**Note 16 - Shareholders' Equity**

The changes in ordinary and treasury shares during fiscal years 2022, 2021, and 2020, 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, 2019** | **1,626** | **$ 16** | **1** | **$ (16)** |
| Share buyback/cancellations | (57) | — | — | — |
| Options exercised and shares vested | — | — | (1) | 16 |
| Purchase of treasury shares | — | — | 7 | (67) |
| **Balance as of June 30, 2020** | **1,569** | **16** | **7** | **(67)** |
| Share buyback/cancellations | (31) | (1) | — | — |
| Options exercised and shares vested | — | — | (5) | 46 |
| Purchase of treasury shares | — | — | 1 | (8) |
| **Balance as of June 30, 2021** | **1,538** | **15** | **3** | **(29)** |
| Share buyback/cancellations | (49) | — | — | — |
| Options exercised and shares vested | — | — | (13) | 154 |
| Purchase of treasury shares | — | — | 12 | (143) |
| **Balance as of June 30, 2022** | **1,489** | **$ 15** | **2** | **$ (18)** |

The changes in the components of accumulated other comprehensive loss during the fiscal years ended June 30, 2022, 2021, and 2020 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 Loss |
|---|---|---|---|---|---|
| **Balance as of June 30, 2019** | **$ (609)** | **$ (11)** | **$ (90)** | **$ (12)** | **$ (722)** |
| Other comprehensive loss before reclassifications | (298) | (2) | (25) | (28) | (353) |
| Amounts reclassified from accumulated other comprehensive loss | 11 | — | 9 | 6 | 26 |
| Net current period other comprehensive loss | (287) | (2) | (16) | (22) | (327) |
| **Balance as of June 30, 2020** | **(896)** | **(13)** | **(106)** | **(34)** | **(1,049)** |
| Other comprehensive income before reclassifications | 179 | — | 44 | 25 | 248 |
| Amounts reclassified from accumulated other comprehensive loss | 26 | — | 8 | 1 | 35 |
| Net current period other comprehensive income | 205 | — | 52 | 26 | 283 |
| **Balance as of June 30, 2021** | **(691)** | **(13)** | **(54)** | **(8)** | **(766)** |
| Other comprehensive income/(loss) before reclassifications | (220) | — | 85 | 6 | (129) |
| Amounts reclassified from accumulated other comprehensive loss | 19 | — | 9 | (13) | 15 |
| Net current period other comprehensive income/(loss) | (201) | — | 94 | (7) | (114) |
| **Balance as of June 30, 2022** | **$ (892)** | **$ (13)** | **$ 40** | **$ (15)** | **$ (880)** |

The following tables provide details of amounts reclassified from accumulated other comprehensive loss:

| | For the years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Amortization of pension: | | | |
| Amortization of prior service credit | $ (3) | $ (2) | $ (2) |
| Amortization of actuarial loss | 5 | 8 | 6 |
| Acquisition/disposal loss | 1 | — | — |
| Effect of pension settlement/curtailment | 8 | 2 | 6 |
| Total before tax effect | 11 | 8 | 10 |
| Tax effect on amounts reclassified into earnings | (2) | — | (1) |
| **Total net of tax** | **$ 9** | **$ 8** | **$ 9** |
| | | | |
| (Gains)/losses on cash flow hedges: | | | |
| Commodity contracts | $ (20) | $ (1) | $ 6 |
| Forward exchange contracts | — | — | 1 |
| Treasury locks | 3 | 2 | — |
| Total before tax effect | (17) | 1 | 7 |
| Tax effect on amounts reclassified into earnings | 4 | — | (1) |
| **Total net of tax** | **$ (13)** | **$ 1** | **$ 6** |
| | | | |
| Losses on foreign currency translation: | | | |
| Foreign currency translation adjustment (1) | $ 19 | $ 26 | $ 11 |
| Total before tax effect | 19 | 26 | 11 |
| Tax effect on amounts reclassified into earnings | — | — | — |
| **Total net of tax** | **$ 19** | **$ 26** | **$ 11** |

(1) During the fiscal year ended June 30, 2022, the Company effectively disposed of a non-core business and transferred $19 million of accumulated foreign currency translation from accumulated other comprehensive loss to earnings. During the fiscal year ended June 30, 2021, the Company recorded a gain on disposal of AMVIG and other non-core businesses. Upon completion of the sales, $26 million of accumulated foreign currency translation was transferred from accumulated other comprehensive loss to earnings. Refer to Note 8, "Equity Method and Other Investments" for further information on the disposal of AMVIG and Note 5, "Divestitures" for more information about the Company's other disposals. The fiscal year ended June 30, 2020 includes the loss on sale of the EC Remedy of $9 million, which is the result of the reclassification of accumulated foreign currency translation amounts from accumulated other comprehensive loss to earnings. Refer to Note 6, "Held for Sale and 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, 2022, the Company has entered into forward contracts that mature between November 2022 and June 2023 to purchase 14 million shares at a weighted average price of $12.67. As of June 30, 2021, the Company had outstanding forward contracts for 8 million shares at a weighted average price of $11.65 that matured in June 2022.

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 contracts.

## Note 17 - Income Taxes

Amcor plc is a tax resident of the United Kingdom of Great Britain and Northern Ireland ("UK").

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

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Domestic (UK) | $ (58) | $ (25) | $ (36) |
| Foreign | 1,173 | 1,218 | 861 |
| **Total income from continuing operations before income taxes and equity in income/(loss) of affiliated companies** | **$ 1,115** | **$ 1,193** | **$ 825** |

Income tax expense consisted of the following:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| **Current tax** | | | |
| Domestic (UK) | $ 2 | $ 11 | $ 1 |
| Foreign | 331 | 246 | 300 |
| **Total current tax** | 333 | 257 | 301 |
| **Deferred tax** | | | |
| Domestic (UK) | (10) | (1) | 1 |
| Foreign | (23) | 5 | (115) |
| **Total deferred tax** | **(33)** | **4** | **(114)** |
| **Income tax expense** | **$ 300** | **$ 261** | **$ 187** |

The deferred tax benefit in fiscal year 2020 related to undistributed foreign earnings and included the tax impact of the EC Remedy sale of $83 million.

The following is a reconciliation of income tax computed at the UK statutory tax rate of 19.0%, 19.0%, and 18.5% for fiscal years 2022, 2021, and 2020, respectively, to income tax expense.

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Income tax expense at statutory rate | $ 212 | $ 227 | $ 153 |
| Foreign tax rate differential | 43 | 18 | 70 |
| Non-deductible expenses, non-taxable items, net | (2) | 2 | 13 |
| Tax law changes | (1) | (1) | (30) |
| Change in valuation allowance | 4 | 40 | (17) |
| Uncertain tax positions, net | 62 | 32 | — |
| Other (1) | (18) | (57) | (2) |
| **Income tax expense** | **$ 300** | **$ 261** | **$ 187** |

(1) In fiscal year 2022, Other is comprised of adjustments to prior year, movements in deferred tax positions of $13 million, and other individually immaterial items. In fiscal year 2021, Other is comprised of adjustments to prior fiscal year, including one related to the crystallization of benefits from business restructuring of $45 million and other individually immaterial items.

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 2022, the Company's effective tax rate was 26.9% as compared to the effective tax rates of 21.9% and 22.6% for fiscal years 2021 and 2020, respectively, with the increase in fiscal year 2022 predominantly attributable to an increase in tax provisions for uncertain tax positions. For fiscal year 2021, the Company's effective tax rate 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. 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 impacts of the Swiss tax law changes which the Company recognized in the last three fiscal years.

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

| | June 30, | |
|---|---|---|
| **($ in millions)** | **2022** | **2021** |
| **Deferred tax assets** | | |
| Inventories | $ 15 | $ 22 |
| Accrued employee benefits | 62 | 101 |
| Provisions | 18 | 10 |
| Net operating loss carryforwards | 325 | 293 |
| Tax credit carryforwards | 39 | 40 |
| Accruals and other | 48 | 63 |
| **Total deferred tax assets** | **507** | **529** |
| Valuation allowance | (407) | (403) |
| **Net deferred tax assets** | **100** | **126** |
| **Deferred tax liabilities** | | |
| Property, plant, and equipment | (319) | (325) |
| Other intangible assets, including gross impacts from Swiss tax reform | (304) | (326) |
| Trade receivables | — | (7) |
| Derivatives | (4) | — |
| Undistributed foreign earnings | (20) | (25) |
| **Total deferred tax liabilities** | **(647)** | **(683)** |
| **Net deferred tax liability** | **(547)** | **(557)** |
| Balance sheet location: | | |
| Deferred tax assets | 130 | 139 |
| Deferred tax liabilities | (677) | (696) |
| **Net deferred tax liability** | **$ (547)** | **$ (557)** |

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 $4 million, by $40 million, and by $73 million for fiscal year 2022, 2021, and 2020, respectively.

As of June 30, 2022 and 2021, the Company had total net operating loss carry forwards, including capital losses, in the amount of $1,178 million and $1,085 million, respectively, and tax credits in the amount of $39 million and $40 million, respectively. The vast majority of the losses and tax credits do not expire.

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 repatriate or reinvest earnings of any subsidiary. As of June 30, 2022, the Company has not provided deferred taxes on approximately $1,093 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. As of June 30, 2022, a cumulative deferred tax liability of $20 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, 2022 and 2021, unrecognized tax benefits totaled $195 million and $133 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, 2022, 2021, and 2020, the Company's accrual for interest and penalties for these uncertain tax positions was $12 million, $12 million, and $7 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 fiscal years presented is as follows:

| | June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| **Balance at the beginning of the year** | **$ 133** | **$ 101** | **$ 102** |
| Additions based on tax positions related to the current year | 50 | 39 | 19 |
| Additions for tax positions of prior years | 19 | 7 | 2 |
| Reductions for tax positions from prior years | (6) | (12) | (13) |
| Reductions for settlements | — | — | (7) |
| Reductions due to lapse of statute of limitations | (1) | (2) | (2) |
| **Balance at the end of the year** | **$ 195** | **$ 133** | **$ 101** |

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 fiscal years 2016 through 2021 remain open for examination by the United States Internal Revenue Service ("IRS"), the fiscal year 2020 remains open for examination by Her Majesty’s Revenue & Customs ("HMRC"), and the fiscal years 2011 through 2021 are currently subject to audit or remain open for examination in various 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 Company recorded a benefit of $22 million at June 30, 2020 related to a reduction in deferred tax expense from an allowed step-up of intangible assets for tax purposes, an additional benefit of $2 million during fiscal year 2021, and a decrease of $2 million during fiscal year 2022.

**Note 18 - Share-based Compensation**

The Company's equity incentive plans include grants of share options, restricted shares/units, performance shares, performance rights, and share rights.

In fiscal years 2022, 2021, and 2020, share options and performance rights or performance shares (awarded to U.S. participants in place of performance rights) were granted to officers and employees. The exercise price for share options was set at the time of grant. The requisite service period for outstanding share options, performance rights, or performance shares ranges from two to three 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 contractual term of the share options ranges from five to six years from the grant date. 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.

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.

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.

As of June 30, 2022, 47 million shares were reserved for future grants. The Company uses treasury shares to settle share-based compensation obligations. Treasury shares are acquired through market purchases throughout the fiscal year for the required number of shares.

Share-based compensation expense was primarily recorded in selling, general, and administrative expenses in the consolidated statements of income. The total share-based compensation expense was as follows:

| | For the years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Share-based compensation expense | $ 63 | $ 58 | $ 34 |

As of June 30, 2022, there was $87 million of total unrecognized compensation cost related to all unvested share options and other equity incentive plans. That cost is expected to be recognized over a weighted-average period of 1.8 years.

The weighted-average grant date fair values by type of equity incentive plan for awards granted in fiscal years 2022, 2021 and 2020 were as follows:

| | For the years ended June 30, | | |
|---|---|---|---|
| **(in $ per unit of award)** | **2022** | **2021** | **2020** |
| Share options (1) | 1.29 | 1.08 | 0.74 |
| Restricted shares/units | 11.62 | 11.06 | 10.15 |
| Performance rights/shares (2) | 9.40 | 7.22 | 6.70 |
| Share rights | 11.44 | 10.22 | 8.80 |

(1) The fair value of share options was determined using Black-Scholes option pricing model with the following key assumptions for the fiscal years ended June 30, 2022, 2021 and 2020, respectively: risk-free interest rate of 1.0% (2021: 0.2%, 2020: 1.8%), expected share-price volatility of 22.0% (2021: 25.0%, 2020: 18.0%), expected dividend yield of 4.1% (2021: 4.7%, 2020: 4.6%), and expected life of options of 6.1 years (2021: 6.1 years, 2020: 5.7 years).

(2) The fair value of performance rights/shares was determined using a combination of Black-Scholes option pricing model and Monte Carlo simulation. The key assumptions for the fiscal years ended June 30, 2022, 2021 and 2020, respectively, were: risk-free interest rate of 0.4% (2021: 0.2%, 2020: 1.8%), expected share-price volatility of 22.0% (2021: 25.0%, 2020: 18.0%), and expected dividend yield of 4.1% (2021: 4.7%, 2020: 4.6%).

Changes in outstanding share options were as follows:

| | Share options | | | |
|---|---|---|---|---|
| | Number (in millions) | Weighted-average Exercise Price | Remaining Weighted-average Contract Life (in years) | Intrinsic Value ($ in millions) |
| **Share options outstanding at June 30, 2021** | **55** | **$ 10.49** | | |
| Granted | 9 | 12.40 | | |
| Exercised | (11) | 11.00 | | |
| Forfeited | (8) | 10.95 | | |
| **Share options outstanding at June 30, 2022** | **45** | **10.66** | **3.9** | **$ 80** |
| **Vested and exercisable at June 30, 2022** | **3** | **$ 11.14** | **2.2** | **$ 3** |

The Company received $114 million, $30 million, and $1 million on the exercise of stock options during the fiscal years ended June 30, 2022, 2021, and 2020, respectively. During the fiscal years ended June 30, 2022, 2021, and 2020, the intrinsic value associated with the exercise of share options was $15 million, $6 million, and $1 million, respectively. The grant date fair value of share options vested was $13 million, $2 million, and $0 million for fiscal years ended June 30, 2022, 2021, and 2020, respectively.

Changes in outstanding other equity incentive plans and the fair values vested are presented below:

| | Restricted shares/units | | Performance rights/shares | | Share rights | |
|---|---|---|---|---|---|---|
| | Number (in millions) | Weighted-average Grant Date Fair Value | Number (in millions) | Weighted-average Grant Date Fair Value | Number (in millions) | Weighted-average Grant Date Fair Value |
| **Outstanding at June 30, 2021** | **1** | **$ 11.17** | **9** | **$ 6.93** | **3** | **$ 9.83** |
| Granted | 1 | 11.62 | 4 | 9.40 | 2 | 11.44 |
| Exercised | (1) | 10.32 | (1) | 6.79 | (1) | 8.99 |
| Forfeited | — | — | (1) | 6.96 | — | 10.50 |
| **Outstanding at June 30, 2022** | **1** | **$ 11.41** | **11** | **$ 7.79** | **4** | **$ 10.90** |

| **Fair value vested ($ in millions)** | **Restricted shares/units** | **Performance rights/shares** | **Share rights** |
|---|---|---|---|
| Year Ended June 30, 2022 | $ 3 | $ 8 | $ 7 |
| Year Ended June 30, 2021 | 3 | 3 | 5 |
| Year Ended June 30, 2020 | 2 | 2 | 11 |

**Note 19 - 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)** | **2022** | **2021** | **2020** |
| **Numerator** | | | |
| Net income attributable to Amcor plc | $ 805 | $ 939 | $ 612 |
| Distributed and undistributed earnings attributable to shares to be repurchased | (3) | (2) | — |
| Net income available to ordinary shareholders of Amcor plc—basic and diluted | $ 802 | $ 937 | $ 612 |
| Net income available to ordinary shareholders of Amcor plc from continuing operations—basic and diluted | $ 802 | $ 937 | $ 620 |
| Net loss available to ordinary shareholders of Amcor plc from discontinued operations—basic and diluted | $ — | $ — | $ (8) |
| | | | |
| **Denominator** | | | |
| Weighted-average ordinary shares outstanding | 1,514 | 1,553 | 1,601 |
| Weighted-average ordinary shares to be repurchased by Amcor plc | (5) | (2) | (1) |
| Weighted-average ordinary shares outstanding for EPS—basic | 1,509 | 1,551 | 1,600 |
| Effect of dilutive shares | 6 | 5 | 2 |
| Weighted-average ordinary shares outstanding for EPS—diluted | 1,516 | 1,556 | 1,602 |
| | | | |
| **Per ordinary share income** | | | |
| Income from continuing operations | $ 0.532 | $ 0.604 | $ 0.387 |
| Loss from discontinued operations | — | — | (0.005) |
| Basic earnings per ordinary share | $ 0.532 | $ 0.604 | $ 0.382 |
| | | | |
| Income from continuing operations | $ 0.529 | $ 0.602 | $ 0.387 |
| Loss from discontinued operations | — | — | (0.005) |
| Diluted earnings per ordinary share | $ 0.529 | $ 0.602 | $ 0.382 |

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 7 million, 6 million, and 37 million shares at June 30, 2022, 2021, and 2020, respectively. Basic and diluted weighted average ordinary shares outstanding have decreased in fiscal years 2022 and 2021 due to share repurchases.

**Note 20 - 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 vigorously defends 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 Company's liquidity. At June 30, 2022 and 2021, the Company has recorded accruals of $12 million and $11 million, respectively, included in other non-current liabilities in the consolidated balance sheets, and has estimated a reasonably possible loss exposure in excess of the accrual of $20 million and $17 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 the 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, 2022, the Company provided letters of credit of $36 million, judicial insurance of $1 million and deposited cash of $12 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 million aggregate accruals for its share of estimated future remediation costs at these sites.

In addition to the matters described above, the Company has also recorded aggregate accruals of $43 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.

The SEC requires the Company to disclose certain information about proceedings arising under federal, state, or local environmental provisions if the Company reasonably believes that such proceedings may result in monetary sanctions above a stated threshold. Pursuant to SEC regulations, the Company uses a threshold of $1 million or more for purposes of determining whether disclosure of any such proceedings is required. Applying this threshold, there are no environmental matters required to be disclosed for the fiscal year ended June 30, 2022.

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.

**Other Matters**

In the normal course of business, the Company is subject to legal proceedings, lawsuits, and other claims. While the potential financial impact with respect to these ordinary course matters is subject to many factors and uncertainties, management believes that any financial impact to the Company from these matters, individually and in the aggregate, would not have a material adverse effect on the Company's financial position or results of operation.

**Note 21 - 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 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 undistributed corporate expenses including executive and functional compensation costs, equity method and other investments, intercompany eliminations, and other business activities.

Operating segments are organized along the Company's product lines and geographical areas. The Company's 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 reportable 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.

The Company evaluates performance and allocates resources based on adjusted earnings before interest and taxes ("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, net of tax.

The accounting policies of the reportable segments are the same as those in the consolidated financial statements. During the first quarter of fiscal year 2021, the Company revised the presentation of adjusted earnings before interest and tax ("Adjusted EBIT") from continuing operations in the reportable segments to include an allocation of certain research and development and selling, general, and administrative expenses that management previously reflected in Other. The Company refines its expense allocation methodologies to the reportable segments periodically as more relevant information becomes available and to align with industry or market changes. Corporate expenses are allocated to the reportable segments based primarily on direct attribution. Prior period has been recast to conform to the new cost allocation methodology.

The following table presents information about reportable segments:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| **Sales including intersegment sales** | | | |
| Flexibles | $ 11,151 | $ 10,040 | $ 9,755 |
| Rigid Packaging | 3,393 | 2,823 | 2,716 |
| Other | — | — | — |
| **Total sales including intersegment sales** | 14,544 | 12,863 | 12,471 |
| **Intersegment sales** | | | |
| Flexibles | — | 2 | 3 |
| Rigid Packaging | — | — | — |
| Other | — | — | — |
| **Total intersegment sales** | — | 2 | 3 |
| **Net sales** | **$ 14,544** | **$ 12,861** | **$ 12,468** |
| **Adjusted earnings before interest and taxes ("Adjusted EBIT") from continuing operations** | | | |
| Flexibles | 1,517 | 1,427 | 1,296 |
| Rigid Packaging | 289 | 299 | 284 |
| Other | (105) | (105) | (83) |
| Adjusted EBIT from continuing operations | 1,701 | 1,621 | 1,497 |
| Less: Material restructuring programs (1) | (37) | (88) | (106) |
| Less: Impairments in equity method investments (2) | — | — | (26) |
| Less: Material acquisition costs and other (3) | (4) | (7) | (145) |
| Less: Amortization of acquired intangible assets from business combinations (4) | (163) | (165) | (191) |
| Less: Impact of hyperinflation (5) | (16) | (19) | (28) |
| Less: Pension settlements (6) | (8) | — | (5) |
| Add/(Less): Net gain/(loss) on disposals (7) | (10) | 9 | — |
| Less: Property and other losses, net (8) | (13) | — | — |
| Less: Russia-Ukraine conflict impacts (9) | (200) | — | — |
| EBIT from continuing operations | 1,250 | 1,351 | 996 |
| Interest income | 24 | 14 | 22 |
| Interest expense | (159) | (153) | (207) |
| Equity in income (loss) of affiliated companies, net of tax | — | (19) | 14 |
| **Income from continuing operations before income taxes and equity in income (loss) of affiliated companies** | **$ 1,115** | **$ 1,193** | **$ 825** |

(1) Material restructuring programs includes restructuring and related expenses for the 2019 Bemis Integration Plan for fiscal year 2022 and 2018 Rigid Packaging Restructuring Plan and the 2019 Bemis Integration Plan for fiscal years 2021 and 2020. Refer to Note 7, "Restructuring," for more information about the Company's restructuring activities.

(2) Impairments in equity method investments include the impairment charges related to other-than-temporary impairments related to the investment in AMVIG. During the fiscal year 2021, the Company sold its interest in AMVIG. Refer to Note 8, "Equity Method and Other Investments," for more information about the Company's equity method investments.

(3) Includes costs associated with the Bemis transaction. Fiscal year 2021 includes a $19 million benefit related to Brazil indirect taxes resulting from a May 2021 Brazil Supreme Court decision. During fiscal year 2020, material acquisition costs and other includes $58 million amortization of Bemis acquisition related inventory fair value step-up and $88 million of Bemis transaction related costs and integration costs not qualifying as exit costs, including certain advisory, legal, audit, and audit related fees.

(4) Amortization of acquired intangible assets from business combinations includes amortization expenses related to all acquired intangible assets from past acquisitions, including $26 million of sales backlog amortization for the fiscal year 2020 from the Bemis acquisition.

(5) Impact of hyperinflation includes the adverse impact of highly inflationary accounting for subsidiaries in Argentina where the functional currency was the Argentine Peso.

(6) Pension settlements in fiscal year 2022 relate to the purchases of group annuity contracts and transfer of pension plan assets and related benefit obligations. Refer to Note 13, "Pension and Other Post-Retirement Plans," for more information. For fiscal year 2020, impact of pension settlements includes the amount of actuarial losses recognized in the consolidated income statements related to the settlement of certain defined benefit plans, not including related tax effects.
(7) Net gain/(loss) on disposals includes an expense of $10 million from the disposal of non-core assets for fiscal year 2022. Refer to Note 11, "Fair Value Measurements," for more information. Fiscal year 2021 includes the gain realized upon the disposal of AMVIG and the loss upon disposal of other non-core businesses not part of material restructuring programs. Refer to Note 8, "Equity Method and Other Investments," for further information on the disposal of AMVIG and Note 5, "Divestitures," for more information about the Company's other disposals.
(8) Property and other losses, net includes property and related business losses primarily associated with the destruction of the Company's Durban, South Africa, facility during general civil unrest in July 2021, net of insurance recovery.
(9) Russia-Ukraine conflict impacts include $138 million of impairment charges, $57 million of restructuring and related expenses, and $5 million of other expenses for fiscal year 2022. Refer to Note 4,"Restructuring, Impairment, and Related Expenses, Net, " and Note 7, "Restructuring," for further information.

The tables below present additional financial information by reportable segments:

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Flexibles | $ 376 | $ 336 | $ 271 |
| Rigid Packaging | 136 | 127 | 125 |
| Other | 15 | 5 | 4 |
| **Total capital expenditures for the acquisition of long-lived assets** | **$ 527** | **$ 468** | **$ 400** |

| | Years ended June 30, | | |
|---|---|---|---|
| **($ in millions)** | **2022** | **2021** | **2020** |
| Flexibles | $ 450 | $ 447 | $ 478 |
| Rigid Packaging | 120 | 115 | 111 |
| Other | 9 | 10 | 18 |
| **Total depreciation and amortization** | **$ 579** | **$ 572** | **$ 607** |

Total assets by segment is not disclosed as the Company 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 the fiscal years ended June 30, 2022, 2021 and 2020, respectively.

Sales by major product were:

| | | Years ended June 30, | | |
|---|---|---|---|---|
| **($ in millions)** | **Segment** | **2022** | **2021** | **2020** |
| Films and other flexible products | Flexibles | $ 10,033 | $ 8,934 | $ 8,637 |
| Specialty flexible folding cartons | Flexibles | 1,118 | 1,104 | 1,115 |
| Containers, preforms, and closures | Rigid Packaging | 3,393 | 2,823 | 2,716 |
| **Net sales** | | **$ 14,544** | **$ 12,861** | **$ 12,468** |

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)** | **2022** | **2021** |
| United States of America | $ 1,720 | $ 1,673 |
| Other countries (1) | 1,926 | 2,088 |
| **Long-lived assets** | **$ 3,646** | **$ 3,761** |

(1) Includes the Company's 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 operations:

| | Year Ended June 30, 2022 | | |
|---|---|---|---|
| ($ in millions) | Flexibles | Rigid Packaging | Total |
| North America | $ 4,296 | $ 2,656 | $ 6,952 |
| Latin America | 1,060 | 737 | 1,797 |
| Europe (1) | 4,062 | — | 4,062 |
| Asia Pacific | 1,733 | — | 1,733 |
| **Net sales** | **$ 11,151** | **$ 3,393** | **$ 14,544** |

(1) Includes the Company's country of domicile, Jersey. The Company had no sales in Jersey in the period shown.

| | Year Ended June 30, 2021 | | |
|---|---|---|---|
| ($ in millions) | Flexibles | Rigid Packaging | Total |
| North America | $ 3,719 | $ 2,319 | $ 6,038 |
| Latin America | 914 | 504 | 1,418 |
| Europe (1) | 3,828 | — | 3,828 |
| Asia Pacific | 1,577 | — | 1,577 |
| **Net sales** | **$ 10,038** | **$ 2,823** | **$ 12,861** |

(1) Includes the Company's country of domicile, Jersey. The Company had no sales in Jersey in the period shown.

| | Year Ended June 30, 2020 | | |
|---|---|---|---|
| ($ in millions) | Flexibles | Rigid Packaging | Total |
| North America | $ 3,637 | $ 2,219 | $ 5,856 |
| Latin America | 957 | 497 | 1,454 |
| Europe (1) | 3,665 | — | 3,665 |
| Asia Pacific | 1,493 | — | 1,493 |
| **Net sales** | **$ 9,752** | **$ 2,716** | **$ 12,468** |

(1) Includes the Company's country of domicile, Jersey. The Company had no sales in Jersey in the period shown.

**Note 22 - 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* | *Amcor Flexibles Group Pty Ltd* |
| *Amcor Investments Pty Ltd* | *Amcor Flexibles (Australia) Pty Ltd* |
| *Amcor Finance Australia 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, 2022 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 were newly incorporated entities and were added to the deed on September 25, 2019. By a Revocation Deed, dated September 9, 2021, the Deed was revoked in respect of Amcor Flexibles (Dandenong) Pty Ltd, Packsys Pty Ltd, Packsys Holdings (Aus) Pty Ltd, and Techni-Chem Australia Pty Ltd. No other parties have been added, removed or the subject to a notice of disposal since September 9, 2021.

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**
**Statements of Income**
**($ in millions)**

| For the year ended June 30, | 2022 | 2021 |
|---|---|---|
| Net sales | $ 391 | $ 335 |
| Cost of sales | (337) | (282) |
| Gross profit | 54 | 53 |
| Operating expenses | (1,251) | (2,441) |
| Other income, net | 2,355 | 3,898 |
| Operating income | 1,158 | 1,510 |
| Interest income | 12 | 18 |
| Interest expense | (14) | (11) |
| Other non-operating loss, net | 1 | (5) |
| Income before income taxes | 1,157 | 1,512 |
| Income tax (expense)/credit | (4) | 17 |
| **Net income** | **$ 1,153** | **$ 1,529** |

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

| For the year ended June 30, | 2022 | 2021 |
|---|---|---|
| Net income | $ 1,153 | $ 1,529 |
| Other comprehensive income/(loss) (1) : | | |
| Foreign currency translation adjustments, net of tax | (30) | 32 |
| Net investment hedge of foreign operations, net of tax | — | — |
| **Other comprehensive income/(loss)** | (30) | 32 |
| Comprehensive (income)/loss attributable to non-controlling interests | — | — |
| **Total comprehensive income** | **$ 1,123** | **$ 1,561** |

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

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

| For the year ended June 30, | 2022 | 2021 |
|---|---|---|
| Retained earnings, beginning balance | $ 6,737 | $ 5,935 |
| Net income | 1,153 | 1,529 |
| Retained earnings before distribution | 7,890 | 7,464 |
| Dividends recognized during the financial period | (723) | (727) |
| **Retained earnings at the end of the financial period** | **$ 7,167** | **$ 6,737** |

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

| As of June 30, | 2022 | 2021 |
|---|---|---|
| **Assets** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 68 | $ 47 |
| Receivables, net | 662 | 690 |
| Inventories | 71 | 66 |
| Prepaid expenses and other current assets | 19 | 32 |
| Total current assets | 820 | 835 |
| **Non-current assets:** | | |
| Property, plant, and equipment, net | 63 | 74 |
| Deferred tax assets | 26 | 39 |
| Other intangible assets, net | 12 | 12 |
| Goodwill | 91 | 100 |
| Other non-current assets | 14,039 | 13,336 |
| Total non-current assets | 14,231 | 13,561 |
| **Total assets** | **$ 15,051** | **$ 14,396** |
| **Liabilities** | | |
| **Current liabilities:** | | |
| Short-term debt | $ 901 | $ 816 |
| Payables | 162 | 137 |
| Accrued employee costs | 21 | 23 |
| Other current liabilities | 191 | 109 |
| Total current liabilities | 1,275 | 1,085 |
| **Non-current liabilities:** | | |
| Long-term debt, less current portion | 319 | 370 |
| Other non-current liabilities | 2 | 3 |
| **Total liabilities** | **1,596** | **1,458** |
| **Shareholders' Equity** | | |
| Issued | 15 | 15 |
| Additional paid-in capital | 5,239 | 5,122 |
| Retained earnings | 7,167 | 6,737 |
| Accumulated other comprehensive income | 1,034 | 1,064 |
| **Total shareholders' equity** | **13,455** | **12,938** |
| **Total liabilities and shareholders' equity** | **$ 15,051** | **$ 14,396** |

**Note 23 - Supplemental Cash Flow Information**

Supplemental cash flow information is as follows:

| | For the years ended June 30, | | |
|---|---|---|---|
| ($ in millions) | 2022 | 2021 | 2020 |
| Interest paid, net of amounts capitalized | $ 155 | $ 146 | $ 212 |
| Income taxes paid | 256 | 321 | 304 |

Non-cash investing activities includes the purchase of property and equipment for which payment has not been made. As of June 30, 2022, 2021, and 2020, purchase of property and equipment, accrued but unpaid, was $110 million, $76 million, and $78 million, respectively.

**Note 24 - Subsequent Events**

On August 17, 2022, the Company's Board of Directors declared a quarterly cash dividend of $0.12 per share to be paid on September 28, 2022 to shareholders of record as of September 8, 2022. 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 7, 2022 to September 8, 2022, inclusive.

On August 17, 2022, the Company's Board of Directors approved a $400 million buyback of ordinary shares and/or CHESS Depositary Instruments ("CDIs") in the next twelve months. Pursuant to this program, purchases of the Company's ordinary shares and/or CDIs will be made subject to market conditions and at prevailing market prices, through open market purchases. The Company expects to complete the share buyback within twelve months, however, the timing, volume, and nature of repurchase may be amended, suspended, or discontinued at any time.

## 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, 2022. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-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 that 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 judgment 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 our disclosure controls and procedures were effective as of June 30, 2022.

### 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 our 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)). 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.

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, 2022. Based on this evaluation, our management concluded that we maintained effective internal control over financial reporting as of June 30, 2022.

The effectiveness of our internal control over financial reporting as of June 30, 2022, 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.

### Changes in Internal Control Over Financial Reporting

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 quarter of fiscal year 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Item 9B. - Other Information

None.

## Item 9C. - Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

**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, 2022, 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 us, 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, 2022, 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, 2022 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 | 61,152,909 | (1) | $ 10.66 | (2) | 47,134,428 | (3) |
| Equity compensation plans not approved by security holders | — | | — | | — | |
| Total | 61,152,909 | (1) | $ 10.66 | (2) | 47,134,428 | (3) |

(1) Includes outstanding option awards of 45,354,450, which have a weighted-average exercise price of $10.66, 10,676,188 awards of ordinary shares issuable upon vesting of performance shares/rights, 4,230,374 awards of ordinary shares issuable upon vesting of share rights, and 891,898 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, 2022, 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, 2022, 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, 2022, and such information is expressly incorporated herein by reference.

## PART IV

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

**(a) Financial Statements, Financial Statement Schedule, and Exhibits**



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 3.1 to Amcor plc’s Registration Statement on Form S-4 filed on March 12, 2019). | Incorporated by Reference |
| 4 .1 | 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 .2 | 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 |
| 4 .3 | 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 .4 | 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 .5 | 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 .6 | 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 .7 | 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 .8 | 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 |

| Exhibit | Description | Form of Filing |
|---|---|---|
| 4.9 | 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 |
| 4.10 | 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 |
| 4.11 | 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 |
| 4.12 | 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 |
| 4.13 | 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 |
| 4.14 | 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 |
| 4.15 | 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 |
| 4.16 | Description of Securities of the Registrant. | Filed Herewith |
| 4.17 | Form of 2.690% Guaranteed Senior Note Due 2031 (incorporated by reference to Exhibit 4.3 on Amcor plc's Current Report on Form 8-K filed on May 25, 2021). | Incorporated by Reference |
| 4.18 | Form of 4.000% Guaranteed Senior Note due 2025 (incorporated by reference to Exhibit 4.3 on Amcor plc's Current Report on Form 8-K filed on May 17, 2022). | Incorporated by Reference |
| 4.19 | First Supplemental Indenture, dated as of June 30, 2022, among Amcor Finance (USA), Inc., Amcor Flexibles North America, Inc. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.7 on Amcor plc's Current Report on Form 8-K filed on July 1, 2022). | Incorporated by Reference |
| 4.20 | Second Supplemental Indenture, dated as of June 30, 2022, among Amcor Finance (USA), Inc., Amcor Flexibles North America, Inc. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.6 on Amcor plc's Current Report on Form 8-K filed on July 1, 2022). | Incorporated by Reference |
| 10.1 | 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 |
| 10.2 | 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 |
| 10.3 | 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 |
| 10.4 | 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 (incorporated by reference to Exhibit 10.8 to Amcor plc's Form 10-K filed on August 27, 2020).* | Incorporated by Reference |
| 10.5 | 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 |

| Exhibit | Description | Form of Filing |
|---|---|---|
| 10 .6 | 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 .7 | 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 .8 | 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 .9 | 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 .10 | 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 |
| 10 .11 | Employment Agreement between Amcor Limited and Michael Zacka, dated as of February 24, 2017 (incorporated by reference to Exhibit 10.24 to Amcor plc's Form 10-K filed on August 24, 2021).* | Incorporated by Reference |
| 10 .12 | Three-Year Syndicated Facility Agreement, dated as of April 26, 2022, by and among, Amcor plc, Amcor Pty Ltd, Amcor Finance (USA), Inc., Amcor UK Finance plc and Amcor Flexibles North America, Inc., the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and foreign administrative agent (incorporated herein by reference to Exhibit 10.1 to Amcor plc's Current Report on Form 8-K filed on April 28, 2022). | Incorporated by Reference |
| 10 .13 | Five-Year Syndicated Facility Agreement, dated as of April 26, 2022, by and among, Amcor plc, Amcor Pty Ltd, Amcor Finance (USA), Inc., Amcor UK Finance plc and Amcor Flexibles North America, Inc., the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and foreign administrative agent (incorporated herein by reference to Exhibit 10.2 to Amcor plc's Current Report on Form 8-K filed on April 28, 2022). | Incorporated by Reference |
| 21 .1 | Subsidiaries of Amcor plc. | Filed Herewith |
| 22 | Subsidiary Guarantors and Issuers of Guaranteed Securities. | Filed Herewith |
| 23 | 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

Michael Casamento, Executive Vice President and Chief Financial Officer (Principal Financial Officer)

August 18, 2022

By /s/ Julie Sorrells

Julie Sorrells, Vice President & Corporate Controller (Principal Accounting Officer)

August 18, 2022

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

Michael Casamento, Executive Vice President and Chief Financial Officer (Principal Financial Officer)

August 18, 2022

/s/ Julie Sorrells

Julie Sorrells, Vice President & Corporate Controller (Principal Accounting Officer)

August 18, 2022

/s/ Ronald Delia

Ronald Delia, Managing Director and Chief Executive Officer

August 18, 2022

/s/ Armin Meyer

Armin Meyer, Director and Deputy Chairman

August 18, 2022

/s/ Graeme Liebelt

Graeme Liebelt, Director and Chairman

August 18, 2022

/s/ Andrea Bertone

Andrea Bertone, Director

August 18, 2022

/s/ Nicholas (Tom) Long

Nicholas (Tom) Long, Director

August 18, 2022

/s/ Karen Guerra

Karen Guerra, Director

August 18, 2022

/s/ Arun Nayar

Arun Nayar, Director

August 18, 2022

/s/ Jeremy Sutcliffe

Jeremy Sutcliffe, Director

August 18, 2022

/s/ Achal Agarwal

Achal Agarwal, Director

August 18, 2022

/s/ David Szczupak

David Szczupak, Director

August 18, 2022

/s/ Susan Carter

Susan Carter, Director

August 18, 2022

## 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 (1) | Additions Charged to Profit and Loss | Write-offs | Foreign Currency Impact and Other (2) | Balance at End of the Year |
|---|---|---|---|---|---|
| 2022 | $ 28 | $ 2 | $ (3) | $ (2) | $ 25 |
| 2021 | 42 | (4) | (11) | 1 | 28 |
| 2020 | 34 | 5 | (1) | (3) | 35 |

(1) Beginning balance for fiscal year 2021 includes $7 million addition due to the adoption of ASC 326 ("CECL").

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

**EXHIBIT 4.16**

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

As of June 30, 2022, 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 4.16 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 16, 2022, we had 1,489,019,556 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 4.16 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 Amcor Flexibles North America, Inc., 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 12, 2022, 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. $1.0257.

**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 Amcor Flexibles North America, Inc. (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, 2022, 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 Amcor Flexibles North America, Inc. are the initial Guarantors of the Notes. See "—Guarantees."

As of June 30, 2022, (i) the Issuer and the Guarantors had $6,454 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 $36 million of total indebtedness (of which $36 million was secured). For the year ended June 30, 2022, the non-guarantor subsidiaries, including joint ventures, represented 92% 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 21.1**

**SIGNIFICANT SUBSIDIARIES OF THE REGISTRANT**

Amcor plc has no parent. The following were significant subsidiaries of the Company as of June 30, 2022.

| Name | Organized Under The Laws Of |
|---|---|
| Amcor Pty Ltd | Australia |
| Amcor Investments Proprietary Limited | Australia |
| Amcor Packaging (USA) Inc. | United States of America |
| Amcor Finance (USA), Inc. | United States of America |
| Twinpak (USA) LLC | United States of America |
| Amcor European Holdings Pty Ltd | Australia |
| Amcor Holding | United Kingdom |
| Amcor UK Finance PLC | United Kingdom |
| Amcor Rigid Packaging USA, LLC | United States of America |
| Containers Packaging (Europe) | United Kingdom |
| Amcor Group GmbH | Switzerland |
| Amcor Flexibles Americas LLC | United States of America |
| ARP North America Holdco Ltd | United Kingdom |
| ARP LATAM Holdco Ltd | United Kingdom |
| Amcor Flexibles North America, Inc. | United States of America |
| Amcor Wisconsin, LLC | United States of America |
| Amcor Packaging, Inc. | United States of America |

EXHIBIT 22

**LIST OF GUARANTORS AND SUBSIDIARY ISSUERS OF GUARANTEED SECURITIES AS OF JUNE 30, 2022**

The following is a list of guarantors of the 4.000% Senior Notes due 2025, 3.100% Senior Notes due 2026, 3.625% Senior Notes due 2026, 4.500% Senior Notes due 2028, 2.630% Senior Notes due 2030, and 2.690% Senior Notes due 2031 issued by Amcor Flexibles North America, Inc. The issuer is a wholly owned subsidiary of Amcor plc.

| Name of Guarantor | Jurisdiction of Incorporation |
|---|---|
| Amcor plc | Jersey |
| Amcor Flexibles North America, Inc. (1) | United States of America |
| Amcor Finance (USA) Inc. | United States of America |
| Amcor Pty Ltd | Australia |
| Amcor UK Finance plc (1) | United Kingdom |

(1) Amcor Flexibles North America, 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 |
| Amcor Flexibles North America, Inc. | United States of America |
| Amcor Finance (USA) Inc. | United States of America |
| Amcor Pty Ltd | Australia |

**EXHIBIT 23**

## 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 18, 2022 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 18, 2022

**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.

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|---|---|
| Date August 18, 2022 | /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.

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|---|---|
| Date August 18, 2022 | /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, 2022 (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.

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|---|---|---|---|
| | /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 18, 2022 | Date | August 18, 2022 |