

AUDIT AND COMPLIANCE COMMITTEE CHARTER

A. Role

1. The Audit and Compliance Committee of the Board of Directors assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and financial reporting and financial risk practices of the Company, and such other duties as directed by the Board.
2. The Committee's purpose is to oversee the accounting and financial reporting processes of the Company, the audits of the Company's financial statements and the Company's processes to manage financial risk.
3. The Committee is responsible for reviewing the scope and adequacy of the external and internal audit plans and the objectivity, independence and performance of the Company's internal and external auditors.
4. The Committee is directly responsible for the appointment, compensation, rotation and oversight of the external auditor.
5. The external auditor reports directly to the Committee.
6. The Committee reviews and approves the appointment or, if necessary, the dismissal of the Vice President Group Internal Audit
7. The Vice President Group Internal Audit will provide reports direct to the Committee and may request any member to call a meeting of the Committee.

B. Membership

1. The membership of the Committee consists of at least three directors, all of whom shall be non-executive directors and the majority of whom shall meet the independence requirements established by the Board and applicable laws, regulations and listing requirements (including the ASX Corporate Governance Principles and Recommendations).

2. Each member shall, in the judgment of the Board, have the ability to understand financial statements.
3. In the judgement of the Board, the Committee should be of sufficient size and independence, and its members between them have the accounting and financial expertise and sufficient understanding of the industry in which Amcor operates, to be able to discharge the committee's mandate effectively as recommended in the commentary to Principle 4 of the ASX Corporate Governance Principles and Recommendations.
4. The Board appoints the members of the Committee and the chairperson. The chairperson must be an independent director and must not be chairperson of the Board.
5. A quorum for any meeting will be two members of the Committee.
6. The secretary of the Committee will be the Company Secretary, or such other person as nominated by the Board.

C. Operations

1. The Committee meets at least quarterly. Additional meetings may occur as the Committee or its chairperson deems advisable.
2. Copies of all papers provided to the Committee shall also be made available to all Board members.
3. The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next scheduled meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. Copies of the minutes will also be circulated to the Board at the next scheduled meeting.
4. The action list from each Committee meeting will be approved by the chairperson, and circulated to all Committee members as soon as practicable, after each meeting. The action list will include accountabilities, performance expectations and the nature and timing of subsequent reporting.

D. Education

1. The Company is responsible for providing new members with appropriate orientation briefings and educational opportunities and providing the

Committee with educational resources related to financial reporting principles and procedures, financial topics pertinent to the Company and such other materials as may be requested by the Committee.

2. The Company will assist the Committee in maintaining appropriate financial literacy.
3. Members of the Committee will advise the Company of topics or issues of interest or concern which may be relevant to their education.

E. Authority

1. The Committee will have the resources and authority necessary to discharge its duties and responsibilities.
2. The Committee has authority to retain and terminate outside advisors, experts or consultants, as it deems appropriate, including authority to approve the firms' fees and other retention terms.
3. The Committee will be provided with appropriate funding by the Company, as the Committee determines, for the payment of compensation to the Company's external auditors, any outside advisors, experts or consultants as it deems appropriate, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
4. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, including the right to interview management and internal and external auditors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.
5. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

F. Responsibilities

1. The Committee's specific responsibilities in carrying out its oversight role are delineated in the Audit and Compliance Committee Responsibilities Calendar contained in Attachment A. The timing set out in the Responsibilities Calendar is indicative only. Management, with the approval of the Audit and Compliance Committee may vary when each item is to be considered

throughout the year. The Responsibilities Calendar forms part of the Audit and Compliance Committee Charter.

2. The Responsibilities Calendar will be updated annually or as required to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices.
3. The Committee relies on the expertise and knowledge of management, the internal auditors and the external auditors in carrying out its oversight responsibilities.
4. The Company's management is responsible for ensuring that the Company's financial statements correctly record and explain transactions and financial position and performance, give a true and fair review and are in accordance with generally accepted accounting principles.
5. The external auditor is responsible for auditing the Company's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements give a true and fair view and are in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's standards of internal controls.

February 2017

AUDIT AND COMPLIANCE COMMITTEE RESPONSIBILITIES CALENDAR

RESPONSIBILITIES OF THE COMMITTEE		When Performed (Calendar Year Audit Committee Meetings)				
		Q 1	Q 2	Q 3	Q 4	As rqd
General						
1.	The agenda for Committee meetings will be prepared in consultation between the Committee chairperson (with input from Committee members), Finance management, the internal auditor, the external auditor and the Company Secretary.					✓
2.	Review and update the Audit and Compliance Committee Charter and Responsibilities Calendar annually.	✓				
3.	The Committee will complete an annual evaluation of its performance having regard to its responsibilities and provide a report to the Board regarding its performance including that the Committee consists of at least 3 members who between them have the relevant accounting and financial expertise to discharge their mandate.	✓				
4.	Advise the Board, at the next scheduled Board meeting, of matters arising out of each Committee meeting.	✓	✓	✓	✓	
External Audit						
5.	Appoint or replace the external auditor and approve the terms on which the external auditor is engaged for the ensuing fiscal year.					✓
6.	As part of the terms of engagement and to ensure the effectiveness of subsequent process the Committee will:					
	(a) Evaluate and adopt the audit plan for incorporation in the external auditor's terms of engagement.					✓
	(b) Ensure that risk areas identified by the Committee are incorporated in the audit plan. (External Audit Report – Audit Plan and Strategy and Terms of Appointment)					✓
	(c) Discuss with the external auditor problems and reservations arising from the interim and final audits, and provide a forum (without the CEO or	✓	✓	✓	✓	

*Items marked with * will be considered by the ACC in the Board meeting scheduled for that quarter.

	<p>his/her nominees being present) for discussing and resolving problems and any other items raised by the external auditor.</p> <p>(d) Discuss and approve the external auditor's process for the rotation of audit partners including managing any transition.</p>								✓
7.	<p>At least annually, evaluate the external auditor's qualifications, performance, and independence, including that of the lead partner and auditor's fees. The evaluation will include obtaining a written report from the external auditor describing:</p> <p>(a) the firm's internal quality control procedures;</p> <p>(b) any material issues raised by the most recent internal quality control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities within the past 5 years concerning an independent audit or audits carried out by the firm, and any steps taken to deal with those issues; and</p> <p>(c) all relationships between the external auditor and the Company.</p> <p>(Above evaluation of Items 7(a) – (c) known as "External Auditor – Review of Performance and Independence (Annual Review)")</p> <p>(d) At least annually, presentation to the Committee seeking approval of external audit fees.</p>		✓	✓					
8.	<p>Establish and oversee a policy designating permissible services that the external auditor may perform for the Company, providing for pre-approval of those services by the Committee subject to the de minimis exceptions permitted under applicable rules, and review all approvals and related fees at each meeting.</p>	✓	✓	✓	✓				
9.	<p>* Ensure receipt of a report for the half year and the full year to the Board from the external auditor which includes a formal written statement delineating all relationships between the auditor and the company and actively engage in a dialogue with the auditor about any disclosed relationships or services that may impact the objectivity and independence of the auditor, and take appropriate action to oversee the independence of the external auditor.</p>	✓			✓				✓
10.	<p>Set clear hiring policies for the Company's hiring of employees or former employees of the external auditor who were engaged in the Company's account, and ensure the policies comply with any regulations applicable to the Company.</p>						✓	✓	

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Internal Audit						
11.	Review and approve the appointment and if necessary the dismissal of the Vice President Group Internal Audit.					✓
12.	Review the responsibilities, functions and performance of the Company's internal audit department including the following areas: (a) Group internal audit objectives. (b) Risk assessment and evaluation systems. (c) Internal audit plans. (d) Quality surveys. (e) The resourcing of the internal audit function. (f) The independence, performance and objectivity of internal audit.		✓	✓	✓	✓
Risk Management						
13.	Review the Company's policies for risk assessment and risk management, by: (a) assessing the steps management has taken to control such risks to the Company; (b) reviewing the Company's business risk management framework and policy for risk appetite including the procedures for identifying strategic and business risks and controlling their financial impact on the Group and the operational effectiveness of the policies and procedures related to risk and control; (c) reviewing internal audit's analysis and independent appraisal of the adequacy and effectiveness of the company's risk management and internal control system in accordance with Principle 7 of the ASX Corporate Governance Principles and Recommendations; and (d) reviewing the outcome of the Group's annual insurance renewal process.		✓	✓	✓	✓
Financial Risk Management						
14.	Review with the internal auditor, the external auditor and Finance management the audit scope and plan, and coordination of audit efforts to ensure completeness of coverage, the effective use of audit resources, and the use of independent public accountants other than the appointed auditors of the Company.		✓		✓	
15.	Consider and review with Finance management, the external auditor and the internal auditor: (a) The Company's annual assessment of the effectiveness of its internal			✓		

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Financial Reporting					
20.	<p>Review with Finance management and the external auditor at the completion of the half year and annual audit:</p> <p>(a) *The Company's half year and annual financial statements and related footnotes, including related transactions between the Company and officers and directors, or affiliates of officers or directors, or transactions that are not a normal part of the Company's business (Draft Interim/Annual Financial Report and Analytical Commentary).</p> <p>(b) *The external auditor's audit of the financial statements and its report thereon (External Auditor Half Year/Annual Report).</p> <p>(c) *Appendix 4D (Half Year) or 4E (Full Year) Report as required under the ASX Listing Rules.</p> <p>(d) Any serious difficulties or disputes with management encountered during the course of the audit and management's response.</p> <p>(e) *Evaluate any audit representation letter from management to the external auditor (Summary of Interim/Annual Financial Reporting including Management Representation Letter)</p>	✓	✓		
21.	<p>The Committee will evaluate at least annually the appropriateness of, and changes to, accounting policies and practices. Management will present reviews of the policies and practices adopted by the Group, indicating the basis for judgments that have been made, and their effect on the financial statements of the Group. The review presented by management will cover:</p> <p>(a) Major estimates or judgmental areas/unusual transactions, including the financial impact of occupational health, safety, environment, community and legal issues.</p> <p>(b) Significant accounting issues.</p> <p>(Update on Key Accounting Matters). This item will be considered by the ACC as well as at the Board meetings at which the half year and full year financial statements are considered.</p>	✓	✓	✓	✓
22.	<p>The Committee will consider and review with Finance management and the External Auditor an accounting update considering accounting issues, policies and reporting standards that may have a material impact on the financial statements and disclosures (AIFRS and Amendments to Standards).</p>	✓		✓	✓
23.	<p>*The Committee will consider with Finance management that, in accordance with the Corporations Act and accounting standards, the carrying value of non current assets at each reporting date is appropriate (Valuation of Non</p>	✓		✓	

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	Current Assets).					
24.	Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers or directors, or transactions that are not a normal part of the Company's business. (Related Party Transactions)			✓		✓
25.	Review: (a) Management processes and responses in relation to the Company's internal control framework to ensure that it is operating effectively in relation to financial reporting risks (ASX Management Certifications and Representations Process ICE) (b) *The contents of the Managing Director and Chief Executive Officer and the Executive Vice President, Finance and Chief Financial Officer declarations and statements in relation to financial statements, financial records and internal controls under the Corporations Act (ASX Corporate Governance Principle 4)	✓		✓		
26.	Receive and consider from Finance management an update on the Control Self Assessment Program with the objective of enhancing Amcor's Governance and Internal Control Framework (Control Self Assessment – Status Update)	✓		✓		
27.	The Committee will evaluate, in conjunction with the Board: (a) *the draft financial statements, annual report and other related information, to be provided to shareholders and to the financial community in line with the annual and semi-annual reporting cycle, including earnings press releases and financial information provided to analysts; and (b) * whether external reporting by the Company is consistent with Committee members' information and knowledge and is adequate for shareholder needs.	✓		✓		
General Monitoring of Financial Matters						
28.	Review with the Group General Counsel, legal and regulatory matters that may have a material impact on the financial statements, related Company compliance policies, and programs and reports received from regulators.					✓
29.	Develop, review and oversee: (a) if required, procedures in addition to the whistleblower policy and procedures for receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; and					✓

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	(b) the whistleblower policy and procedures (including reporting to the Committee) for the confidential, anonymous submission of employee concerns regarding accounting or auditing matters .	✓	✓	✓	✓	
30.	Consider the Governance and Internal Control Environment pertaining to separately listed companies/joint ventures and associates in which Amcor has a significant investment.		✓			✓
31.	Meet with the external auditor to discuss any matters the Committee or the external auditor believes should be discussed privately with the Committee.	✓	✓	✓	✓	
32.	Meet with the internal auditor in executive session to discuss any matters the Committee or the internal auditor believes should be discussed privately with the Committee.	✓	✓	✓	✓	
33.	Meet with Finance management in executive sessions to discuss any matters the Committee or Finance management believes should be discussed privately with the Committee.					✓
34.	Every six months the Committee will consider the Amcor Tax position with a specific focus on tax risk and the implications of restructuring.		✓		✓	

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