

This Charter sets out the structure, role, responsibilities and processes of the Executive Committee (**Committee**) established by the Board of Directors of Orora Limited (**Company**).

1. Composition, Size and Structure

- (a) The Committee will be comprised of:
 - (i) the Chair of the Board;
 - (ii) the Managing Director and Chief Executive Officer; and
 - (iii) the Chair of the Audit, Risk and Compliance Committee (or at least one other non-executive director if the Chair of the Audit, Risk and Compliance Committee is unavailable),provided that a majority of whom will be independent directors (as that term is defined in the Board Charter).
- (b) The Committee Chair will be the Chair of the Board, or in the absence of the Chair, an independent director elected by the members present to chair the meeting.
- (c) The Secretary of the Committee will be the Company Secretary or such other person as nominated by the Board.
- (d) Any directors of the Board who are not Committee members are entitled to attend Committee meetings and receive copies of Committee papers. Other non-Committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

2. Role and Responsibilities

2.1 Role

The role of the Committee is to exercise all or any powers of the Board at any time in accordance with the responsibilities in clause 2.2, except when a meeting of the Board is being held, and all decisions of the Committee will have full force and effect.

2.2 Responsibilities

The Committee is to assist the Board in fulfilling its responsibilities in relation to matters relating to the Company that:

- (a) are directly referred to it by the Board; and
- (b) require urgent attention and, in the reasonable opinion of the Committee, cannot be deferred until the next meeting of the Board.

3. Authority

- (a) The Committee will have the resources and authority necessary to discharge its duties and responsibilities.
- (b) The Committee is authorised by the Board to retain and terminate outside advisors, experts or consultants, as it deems appropriate, at the Company's expense. The Committee will be provided with appropriate funding by the Company as the Committee determines for the payment of any outside advisors, experts or consultants.

4. Meetings

- (a) The Committee will meet as and when required to discharge its role and responsibilities as described in clause 2 and all meetings will be called by the Secretary as directed by the Board or at the request of the Chair of the Committee or the Managing Director and Chief Executive Officer.
- (b) A quorum for any meeting will be three members of the Committee, provided that no business shall be transacted unless:
 - (i) the Managing Director and Chief Executive Officer or his or her nominee is present (being a member of the Executive Management Team, directly appointed by the Managing Director and Chief Executive Officer from time to time; and
 - (ii) the majority of directors present are independent directors.
- (c) The Committee may (in accordance with the Company's Constitution) conduct meetings where Committee members are not in the physical presence of each other provided all Committee members involved in the meeting are able to reasonably participate in the discussion.
- (d) 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. Copies of the minutes will also be circulated to the Board at the next scheduled meeting.
- (e) The Committee Chair, or a delegate, shall report to the Board following each meeting.
- (f) The Committee is authorised by the Board to seek any information it requires from any team member of the Company or any subsidiary of the Company in order to perform its duties.
- (g) The Committee may invite anyone it considers appropriate to attend Committee meetings.

5. Review

- (a) The Committee will conduct a review of its performance and effectiveness by reference to this Charter and current best practice and provide a report on its findings to the Board at least every two years.
- (b) The Committee will conduct a review of this Charter at least every two years. The Committee must refer any recommended changes for decision by the Board.

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