

April 5, 2024

Dear Shareholder,

You are cordially invited to attend the 2024 annual general meeting of shareholders (the “Annual General Meeting”) of Ardagh Group S.A. (the “Company”) to be held on May 16, 2024, at 1:00 p.m. Luxembourg time, at 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg. Information concerning the matters to be considered and voted upon at the Annual General Meeting is set out in the attached Convening Notice and Proxy Statement.

The Board of Directors of the Company has fixed March 21, 2024 (10:00 p.m. Luxembourg time, 4:00 p.m. EDT) as the record date for the Annual General Meeting (the “Record Date”), and only holders of record of the common shares of the Company (the “common shares”) at such time will be entitled to notice of and to vote at the Annual General Meeting or any adjournment or postponement thereof.

If you are unable to attend the Annual General Meeting or you wish to be represented, please authorize a proxy to vote your common shares in accordance with the instructions you have received. This will not prevent you from voting your common shares in person if you subsequently choose to attend our Annual General Meeting.

Please note that powers of attorney or proxy cards must be received by the tabulation agent (Computershare), no later than 7:00 p.m. Luxembourg time, 1:00 p.m. EDT, on May 14, 2024, in order for such votes to be taken into account.

On behalf of the Board of Directors of the Company, we thank you for your continued support.

Sincerely,

Herman Troskie
Chair

**Convening Notice
to the Annual General Meeting of Shareholders
to be held on May 16, 2024 at 1:00 p.m. Luxembourg time
at 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg**

April 5, 2024

Dear Shareholder,

The Board of Directors of Ardagh Group S.A. (the “Company”) is pleased to invite you to attend the 2024 annual general meeting of shareholders (the “Annual General Meeting”), to be held on May 16, 2024, at 1:00 p.m. Luxembourg time at 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg, with the following agenda:

Agenda of the Annual General Meeting

1. Consider the reports of the Board of Directors of the Company and the report of the statutory auditor (*réviseur d'entreprises agréé*) on the Company's consolidated financial statements for the year ended December 31, 2023 and approve the Company's consolidated financial statements for the year ended December 31, 2023.
2. Consider the report of the statutory auditor (*réviseur d'entreprises agréé*) on the Company's annual accounts for the year ended December 31, 2023 and approve the Company's annual accounts for the year ended December 31, 2023.
3. Confirm the distribution of an interim dividend approved by the Board of Directors of the Company during the year ended December 31, 2023 and approve carrying forward the result for the year ended December 31, 2023.
4. Grant discharge (*quitus*) to all members of the Board of Directors of the Company who were in office during the year ended December 31, 2023 for the proper performance of their duties.
5. Re-elect certain Class III Directors of the Company and elect one new Class III Director of the Company:
 - a) The Rt. Hon. the Lord Hammond of Runnymede, as a Class III Director until the 2027 annual general meeting of shareholders;

- b) Damien O'Brien, as a Class III Director until the 2027 annual general meeting of shareholders;
 - c) Herman Troskie, as a Class III Director until the 2027 annual general meeting of shareholders; and
 - d) Gavin Coulson, as a Class III Director until the 2027 annual general meeting of shareholders.
6. Approve the aggregate amount of the directors' remuneration for the year ending December 31, 2024.
7. Appoint PricewaterhouseCoopers *Société coopérative* as statutory auditor (*réviseur d'entreprises agréé*) of the Company for the period ending at the 2025 annual general meeting of shareholders.

Pursuant to articles 23 and 24 of the articles of association of the Company, the Annual General Meeting will validly deliberate on its agenda with the quorum requirement of at least one-third (1/3) of its issued common share capital, and the resolutions at the Annual General Meeting will be adopted by a simple majority of the votes validly cast.

Any shareholder who holds one or more common share(s) of the Company (the "common shares") on March 21, 2024 at 10:00 p.m. Luxembourg time, 4:00 p.m. EDT (the "Record Date") will be admitted to the Annual General Meeting and may attend the Annual General Meeting and vote, as applicable, in person or by proxy.

Please consult the Proxy Statement enclosed herewith, and also available on the Company's website, as to the procedures for attending the Annual General Meeting or to be represented by proxy. Copies of the Company's consolidated financial statements and its annual accounts for the year ended December 31, 2023, together with the reports of the Board of Directors and the statutory auditor are available at www.ardaghs.com/corporate/investors/agm.

Please note that powers of attorney or proxy cards must be received by the tabulation agent (Computershare), no later than 7:00 p.m. Luxembourg time, 1:00 p.m. EDT, on May 14, 2024, in order for such votes to be taken into account.

Sincerely,

Herman Troskie
Chair
on behalf of the Board of Directors

ARDAGH GROUP S.A.

**PROXY STATEMENT
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 16, 2024**

GENERAL INFORMATION

This Proxy Statement is being provided to solicit proxies on behalf of the board of directors (the “Board of Directors”) of Ardagh Group S.A. (the “Company,” “we,” “our” or “us”) for use at the 2024 annual general meeting of shareholders (the “Annual General Meeting”) to be held on May 16, 2024, at 1:00 p.m. Luxembourg time at the Company’s registered office, 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg and any adjournment or postponement thereof. This Proxy Statement is available on our website at www.ardaghgroup.com/corporate/investors/agm, together with the Company’s consolidated financial statements and its annual accounts for the year ended December 31, 2023 and our Annual Report to Bondholders for the year ended December 31, 2023 (the “Annual Bondholder Report”). The Proxy Statement also will be made available to our “street name” holders (meaning beneficial owners with their common shares held through a bank, brokerage firm or other record owner) and registered shareholders as at the Record Date (as defined below) through the delivery methods described below.

This Proxy Statement, together with the Convening Notice containing the agenda and the proxy card with reply envelope, are hereinafter referred to as the “Proxy Materials.”

How May the Annual General Meeting Materials Be Accessed?

(a) Street name holders

We have elected to provide access to our Proxy Materials over the internet. Accordingly, we are sending a notice (the “Information Notice”) on April 5, 2024 regarding the internet availability of Proxy Materials to our street name holders of record as of 10:00 p.m. Luxembourg time, 4:00 p.m. EDT, on March 21, 2024 (the “Record Date”). You will have the ability to access the Proxy Materials, the Company’s consolidated financial statements and its annual accounts for the year ended December 31, 2023, and our Annual Bondholder Report on the website referred to in the Information Notice (www.ardaghgroup.com/corporate/investors/agm). Street name holders may also request to receive a printed set of the Proxy Materials. Instructions on how to access the Proxy Materials either by viewing them online or by requesting a copy may be found in the Information Notice. You will not receive a printed copy of the Proxy Materials unless you have requested one when setting up your brokerage account or request one in the manner set forth in the Information Notice. This permits us to conserve natural resources and reduces our printing costs, while giving shareholders a convenient and efficient way to access our Proxy Materials and to exercise the voting rights attendant to their common shares at the Annual General Meeting.

(b) Registered shareholders

We are mailing the Proxy Materials on April 5, 2024 to all registered shareholders of our common shares as at the Record Date.

Who May Vote at the Annual General Meeting?

Only registered shareholders or street name holders of our common shares as at the Record Date will be entitled to notice of the Annual General Meeting and to vote at the Annual General Meeting. On the Record Date, 220,612,809 common shares were issued and outstanding, consisting of 2,916,809 Class A common shares and 217,696,000 Class B common shares. Each Class A common share is entitled to one vote at the Annual General Meeting and each Class B common share is entitled to 10 votes at the Annual General Meeting.

What Constitutes a Quorum?

At any ordinary general meeting (including the Annual General Meeting), the holders of in excess of one-third (1/3) of the common share capital in issue, who are present in person or represented by proxy will form a quorum for the transaction of business. Abstentions, as described below, are counted as common shares present for purposes of determining whether a quorum exists.

What Are Broker Non-Votes and Abstentions?

Broker non-votes occur when brokers holding common shares in street name for beneficial owners do not receive instructions from the beneficial owners about how to vote their common shares and the broker is unable to vote the common shares in its discretion in the absence of an instruction. An abstention occurs when a shareholder withholds such shareholder's vote on a particular matter by checking the "ABSTAIN" box on the proxy card.

Your broker will NOT be able to vote your common shares with respect to any of the proposals or other matters considered at the Annual General Meeting, unless you have provided instructions to your broker. We strongly encourage you to provide instructions to your broker to vote your common shares and exercise your right as a shareholder. A vote will not be cast in cases where a broker has not received an instruction from the beneficial owner.

With respect to all of the proposals or other matters considered at the Annual General Meeting, only those votes cast "FOR" or "AGAINST" are counted for the purposes of determining the number of votes cast with respect to each such proposal.

Broker non-votes and abstentions are not considered votes cast and have no effect on the outcome of any of the proposals.

What Is the Process for Voting and Revocation of Proxies?

If you are a registered shareholder, you can vote by mail by marking, dating, signing and returning the proxy card in the postage-paid envelope. Submitting your proxy by mail will not affect your ability to attend the Annual General Meeting in person and to vote at the Annual General Meeting.

If your common shares are held in "street name", you will receive instructions from your bank, brokerage firm or other record owner. You must follow the instructions of the bank, brokerage firm or other record owner in order for your common shares to be voted on your behalf.

The Company will retain an independent tabulator to receive and tabulate the proxies.

If you submit a proxy and direct how your common shares will be voted, the individuals named as proxies will vote your common shares in the manner you indicate. If you submit a proxy but do not direct how your common shares will be voted, the individuals named as proxies will vote your common shares "FOR" the re-election or election, as applicable of each of the nominees for director and "FOR" each of the other

proposals identified herein.

It is not expected that any other matters will be brought before the Annual General Meeting. If, however, other matters are properly presented, the individuals named as proxies will vote in accordance with their discretion with respect to such matters.

A registered shareholder who has given a proxy may revoke it at any time before it is exercised at the Annual General Meeting by:

- attending the Annual General Meeting and voting in person;
- delivering a written notice on or before May 14, 2024, at 7:00 p.m. Luxembourg time, 1:00 p.m. EDT at the address given below, stating that the previously delivered proxy is revoked; or
- signing and delivering on or before May 14, 2024, at 7:00 p.m. Luxembourg time, 1:00 p.m. EDT to the address given below a subsequently dated proxy card dated prior to the vote at the Annual General Meeting.

If you are a registered shareholder, you may request a new proxy card by calling the Company at its registered office in Luxembourg at +352 26 25 85 55.

Registered shareholders should send any written notice or proxy card by (i) regular mail to Ardagh Group S.A., c/o Computershare, PO Box 43101, Providence, RI 02940-5067, or (ii) by courier or U.S. overnight mail to Ardagh Group S.A., c/o Computershare, 150 Royall Street, Suite 101, Canton, MA 02021 (Telephone: 1800-736-3001 and from outside the US +1 781 575 3100).

Any street name holder may change or revoke previously given voting instructions by contacting the bank or brokerage firm holding the common shares or by obtaining a legal proxy from such bank or brokerage firm and voting in person at the Annual General Meeting. Your last voting instructions, prior to or at the Annual General Meeting, are the voting instructions that will be taken into account.

Who May Attend the Annual General Meeting?

Only holders of our common shares as at the Record Date or their legal proxy holders may attend the Annual General Meeting. All holders of our common shares planning to attend the Annual General Meeting in person must contact our Assistant Company Secretary, Cindy Cooper, at +352 26 25 85 55 or cindy.cooper@ardaghgroup.com by May 14, 2024 to reserve a seat. For admission, shareholders should arrive at the Annual General Meeting check-in area no less than 15 minutes before the Annual General Meeting is scheduled to begin.

- Registered shareholders

To be admitted to the Annual General Meeting, you will need a form of photo identification. You will be admitted to the Annual General Meeting only if we are able to verify your shareholder status by checking your name against the list of registered shareholders on the Record Date.

- Street name holders

To be admitted to the Annual General Meeting, you will need a form of photo identification and you must also bring valid proof of ownership of your common shares on the Record Date; in order to vote at the Annual General Meeting you must bring a valid legal proxy from the holder of record.

If you hold your common shares in street name through a bank or brokerage firm, a brokerage statement reflecting your ownership as at the Record Date or a letter from a bank or broker confirming your ownership as at the Record Date is sufficient proof of ownership to be admitted to the Annual General Meeting.

Registration will begin on May 16, 2024, at 12:30 p.m. Luxembourg time and the Annual General Meeting will begin on May 16, 2024, at 1:00 p.m. Luxembourg time.

No cameras, recording equipment, electronic devices (including cell phones) or large bags, briefcases or packages will be permitted at the Annual General Meeting.

Certain members of the Board of Directors will attend the Annual General Meeting.

What Is the Process for the Solicitation of Proxies?

We will pay the cost of soliciting proxies for the Annual General Meeting. We may solicit by mail, telephone, personal contact and electronic means and arrangements are made with brokerage houses and other custodians, nominees and fiduciaries to send the Information Notice, and if requested, Proxy Materials, to beneficial owners. Upon request, we will reimburse them for their reasonable expenses. In addition, our directors, officers and employees may solicit proxies, either in person or by telephone, facsimile or written or electronic mail (without additional compensation). Shareholders are encouraged to return their proxies promptly.

PROPOSAL WITH RESPECT TO AGENDA ITEMS NO. 1 AND 2:

APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS AND ANNUAL ACCOUNTS

At the Annual General Meeting, the Board of Directors will present the report on conflicts of interest, the management report on the Company's consolidated financial statements, as well as the reports of the statutory auditor (*réviseur d'entreprises agréé*) on the consolidated financial statements and the annual accounts for the year ended December 31, 2023. The management report and the statutory auditor's reports are available on our website at www.ardaghgroup.com/corporate/investors/agm. After such presentation, the following resolutions will be put before the Annual General Meeting for approval:

RESOLVED: The Annual General Meeting, after having reviewed the report of the Board of Directors and the report of the statutory auditor (*réviseur d'entreprises agréé*) on the Company's consolidated financial statements for the year ended December 31, 2023, hereby approves the consolidated financial statements of the Company for the year ended December 31, 2023 in their entirety.

RESOLVED: The Annual General Meeting, after having reviewed the report of the statutory auditor (*réviseur d'entreprises agréé*) on the Company's annual accounts for the year ended December 31, 2023, hereby approves the annual accounts of the Company for the year ended December 31, 2023 in their entirety.

Vote Required and Recommendation of the Board of Directors

Approval of these proposals requires the affirmative vote of a simple majority of votes validly cast on such resolution by shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolutions will fail.

Our Board of Directors recommends a vote "FOR" the approval of the Company's consolidated financial statements and its annual accounts for the year ended December 31, 2023.

PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 3:

APPROVAL OF ALLOCATION OF ANNUAL RESULTS

The Board of Directors will propose to the Annual General Meeting (1) to confirm the distribution of an interim dividend (\$0.60 per common share) in the amount of \$132,203,508.12 on June 28, 2023, which has been made in respect of the year ended December 31, 2023; and (2) to approve carrying forward the result for the year ended December 31, 2023.

RESOLVED: The Annual General Meeting hereby (1) confirms the distribution of an interim dividend (\$0.60 per common share) in the amount of \$132,203,508.12 on June 28, 2023, which has been made in respect of the year ended December 31, 2023, such distribution being made out of the available reserves of the Company; and (2) approves carrying forward the result for the year ended December 31, 2023 as recommended by the Board of Directors.

Vote Required and Recommendation of the Board of Directors

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

Our Board of Directors recommends a vote “FOR” the approval of the allocation of our annual results.

PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 4:

APPROVAL OF DISCHARGE TO DIRECTORS FOR PERFORMANCE

Under Luxembourg law, the shareholders are asked to vote on the discharge (*quitus*) of the directors with respect to the performance of their duties during the year ended December 31, 2023. At the Annual General Meeting, the shareholders will be asked to approve the following resolution with respect to the discharge of our directors who served during the year ended December 31, 2023:

RESOLVED: The Annual General Meeting hereby grants discharge (*quitus*) to the members of the Board of Directors who were in office during the year ended December 31, 2023 for the proper performance of their duties.

Vote Required and Recommendation of the Board of Directors

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

Our Board of Directors recommends a vote “FOR” the approval of discharge to the members of the Board of Directors.

PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 5:

RE-ELECTION AND ELECTION OF CLASS III DIRECTORS OF THE COMPANY

Our Board of Directors currently consists of fourteen (14) directors. The articles of association of the Company (the “Articles of Association”) provide that our Board of Directors will consist of no fewer than three (3) directors and no more than fifteen (15) directors, with the number of directors within that range being determined by the Board of Directors from time to time. Pursuant to our Articles of Association, our directors are appointed by the annual general meeting of shareholders for a period of one to three years.

The Board of Directors has nominated The Rt. Hon. the Lord Hammond of Runnymede, Damien O’Brien and Herman Troskie for re-election as Class III Directors of the Company and Gavin Coulson for election as new Class III Director of the Company, with each of their terms of office expiring at the annual general meeting of shareholders to be held in 2027. All nominees other than Gavin Coulson are presently members of the Board of Directors.

Johan Gorter has decided to retire and does not stand for re-election as a Class III Director of the Company. His term of office will expire at the Annual General Meeting. Brendan Dowling and Houghton Fry, both currently Class II Directors, and Edward White, currently a Class I Director, have each decided to retire from the Board of Directors, effective at the Annual General Meeting. Giving effect to the retirement of the directors and assuming the re-election or election, as applicable, of each of the nominees proposed under this item 5 of the agenda of the Annual General Meeting, our Board of Directors will consist of eleven (11)

directors after the Annual General Meeting.

As provided in the Articles of Association, except in the case of a vacancy in the office of director filled by the Board of Directors as described therein, the Company may elect directors by resolution adopted at an ordinary general meeting of shareholders (including an annual general meeting of shareholders).

Nominees for election or re-election to the Board of Directors

Information concerning the nominees for election or re-election to the Board of Directors is set forth below:

Name	Age	Position	Independent
The Rt. Hon. the Lord Hammond of Runnymede	68	Director	<input checked="" type="checkbox"/>
Damien O'Brien	68	Director	<input checked="" type="checkbox"/>
Herman Troskie	53	Director	
Gavin Coulson	25	Director	

The Rt. Hon. the Lord Hammond of Runnymede has had a distinguished career in British politics. A Member of Parliament of the United Kingdom from 1997 to 2019, he held a range of ministerial offices, most recently serving as Chancellor of the Exchequer from 2016 to 2019. Prior to this, he served as Foreign Secretary from 2014 to 2016, as Defence Secretary from 2011 to 2014 and as Transport Secretary from 2010 to 2011. Lord Philip Hammond is an independent director and is a member of the Audit Committee. He is a British citizen.

Damien O'Brien has served as CEO of Egon Zehnder from 2008 to 2014 and as its chairman from 2010 to 2018. Mr. O'Brien joined Egon Zehnder in 1988 and since then he has been based in Australia, Asia and Europe. He is also a member of the boards of IMD Business School in Lausanne, Switzerland, and St. Vincents Health Australia. Mr. O'Brien is an independent director and is the Chair of the Audit Committee and a member of the Compensation Committee. Mr. O'Brien is a citizen of Australia and the Republic of Ireland.

Herman Troskie is the Chair of the Board of Directors of Ardagh Group S.A. and has been a director of the Ardagh Group since 2009. He was previously the CEO of Corporate, Legal and Tax Advisory at Stonehage Fleming, the international family office. He has extensive experience in the areas of international corporate structuring, cross-border financing and capital markets. Mr. Troskie is a director of companies within the Yeoman group of companies, and other private and public companies. He qualified as a South African Attorney in 1997, and as a Solicitor of the Senior Courts of England and Wales in 2001. Mr. Troskie is chair of the Compensation Committee, the Finance Committee and the Nominating and Governance Committee. He is based in Luxembourg and is a citizen of the Netherlands and South Africa.

Gavin Coulson has been Director of Innovation for the Group since 2021. He co-founded and is a director of Terpsi Capital, a venture capital firm that specializes in investments in the food & beverage sector. Prior to joining Ardagh in 2021, Mr. Coulson worked at Citigroup, in their leveraged finance division in New York. He has a Bachelor's (BA) degree in Philosophy, Politics, & Economics from The University of Pennsylvania. Mr. Coulson is a citizen of the Republic of Ireland.

At the Annual General Meeting, the shareholders will be asked to approve the following resolution:

RESOLVED: The Annual General Meeting hereby approves the re-election of The Rt. Hon. the Lord Hammond of Runnymede, Damien O'Brien and Herman Troskie and the election of Gavin Coulson, each as a Class III Director of the Company for a term ending at the 2027 annual general meeting of shareholders.

Vote Required and Recommendation of the Board of Directors

The re-election or election, as applicable, of each nominee for director requires the affirmative vote of a simple majority of votes validly cast on such matter by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

Our Board of Directors recommends a vote “FOR” the re-election and the election of the directors named above to terms that run until the annual general meetings of shareholders indicated above.

PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 6:

APPROVAL OF THE AGGREGATE AMOUNT OF THE DIRECTORS’ REMUNERATION

We have established a compensation program for our non-employee directors for their service on the Board of Directors and any of its committees. The aggregate amount of our non-employee directors’ compensation as proposed by the Board of Directors for the year ending December 31, 2024 is approximately \$700,000.

We also reimburse our non-employee directors for reasonable out-of-pocket expenses incurred in connection with the performance of their duties as directors, including, without limitation, travel expenses in connection with their attendance in person at Board of Directors and committee meetings. Directors who are employees do not receive any compensation for their services as directors.

We refer to the arrangements described above as the “Remuneration Arrangements.”

At the Annual General Meeting, the shareholders will be asked to approve the following resolution:

RESOLVED: The Annual General Meeting hereby approves the Remuneration Arrangements with respect to the non-employee directors of the Company for the year ending December 31, 2024.

Vote Required and Recommendation of the Board of Directors

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

Our Board of Directors recommends a vote “FOR” the approval of the non-employee directors’ remuneration for the year ending December 31, 2024.

PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 7:

APPROVAL OF APPOINTMENT OF STATUTORY AUDITOR

At the Annual General Meeting, the shareholders will be asked to approve the following resolution:

RESOLVED: The Annual General Meeting hereby approves the appointment of PricewaterhouseCoopers *Société coopérative* as approved statutory auditor (*réviseur d’entreprises agréé*) of

the Company for the period ending at the 2025 annual general meeting of shareholders.

Vote Required and Recommendation of the Board of Directors

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

Our Board of Directors recommends a vote “FOR” the appointment of PricewaterhouseCoopers *Société coopérative* as approved statutory auditor (réviseurs d’entreprises agréé) for the period ending at the 2025 annual general meeting of shareholders.

CORPORATE GOVERNANCE

As previously announced, on October 6, 2021, the Company filed a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) to voluntarily delist the Company’s Class A common shares from the New York Stock Exchange (“NYSE”) and its Class A common shares were suspended from trading on the NYSE on October 6, 2021. Following delisting of the Class A common shares, on October 18, 2021, the Company filed a Form 15 with the SEC to terminate the registration of its Class A common shares under Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), resulting in the automatic suspension of the Company’s reporting obligations under Sections 13(a) and 15(d) of the Exchange Act.

Board of Directors

Composition of Our Board of Directors

Our Board of Directors currently consists of fourteen (14) members divided into three classes. Our Board of Directors consists of such number of directors as the general meeting of shareholders may from time to time determine, provided that the Board of Directors is composed at all times of no fewer than three (3) directors and no more than fifteen (15) directors. For further information concerning our officers, directors and senior management, please see “*Directors, Senior Management and Employees— Directors and Officers*” in our Annual Bondholder Report.

Election of Directors

The holders of our common shares have the right to elect the Board of Directors at a general meeting of shareholders by a simple majority of the votes validly cast. The existing directors have the right to appoint persons to fill vacancies, which persons may hold office until the next following annual general meeting of shareholders.

Our Board of Directors is classified into three classes of directors comprising Class I Directors with each of their terms of office expiring at the Company’s 2026 annual general meeting of shareholders, Class II Directors with each of their terms of office expiring at the Company’s 2025 annual general meeting of shareholders, and Class III Directors with each of their terms of office expiring on the date of this Annual General Meeting.

Johan Gorter has decided to retire and does not stand for re-election as a Class III Director of the Company. His term of office will expire at the Annual General Meeting. In addition, Brendan Dowling and Houghton Fry, both currently Class II Directors, and Edward White, currently a Class I Director, have each decided to retire from the Board of Directors effective at the Annual General Meeting. The Board of Directors thanks Messrs. Dowling, Fry, Gorter and White for their dedicated and valuable service to the Company and wishes them well in retirement. Each of the remaining Class III Directors has been nominated for re-election at the Annual General Meeting and Gavin Coulson has been nominated for election at the Annual General Meeting, each as a Class III Director, with each of their terms of office expiring at the Company’s 2027 annual general meeting of shareholders.

Giving effect to the retirement of the directors as described above and assuming the re-election or election, as applicable, of each of the nominees proposed under item 5 of the agenda of the Annual General Meeting, our Board of Directors will consist after the Annual General Meeting of eleven (11) members, with Abigail Blunt, Paul Coulson, Yves Elsen and John Sheehan acting as Class I Directors, Michael Dick, Oliver Graham and Gerald Moloney acting as Class II Directors and Gavin Coulson, The Rt. Hon. the Lord Hammond of Runnymede, Damien O’Brien and Herman Troskie acting as Class III Directors.

Experience of Directors

We believe that the composition of the Board of Directors, which includes a broad spread of nationalities, backgrounds and expertise, provides the breadth and depth of skills, knowledge and experience that are required to effectively lead an internationally diverse business with interests spanning four continents and 16 individual countries.

We believe that our non-employee directors have broad-based international business expertise and have gained significant and relevant industry specific expertise over a number of years. The composition of the Board of Directors reflects the need to maintain a balance of skills, knowledge and experience including in areas such as sustainability and information technology.

The non-employee directors use their broad-based skills, diverse range of business and financial experiences and international backgrounds in reviewing and assessing any opportunities or challenges facing the Company and play an important role in developing the Company's strategy and scrutinizing the performance of management in meeting the Company's goals and objectives.

We expect our Board members collectively to have the experience, qualifications, attributes and skills to effectively oversee the management of the Company, including a high degree of personal and professional integrity, an ability to exercise sound business judgment on a broad range of issues, sufficient experience and background to have an appreciation of the issues facing the Company, a willingness to devote the necessary time to fulfil their duties to the Board of Directors, a commitment to representing the best interests of the Company and a dedication to enhancing shareholder value.

Committees of the Board of Directors

Our Board of Directors has five standing committees: an audit committee (the "Audit Committee"), a compensation committee (the "Compensation Committee"), a nominating and governance committee (the "Nominating and Governance Committee"), a finance committee and a sustainability committee. The members of each committee are appointed by the Board of Directors and serve until their successors are elected, unless they are earlier removed or they resign. Each of the committees reports to the Board of Directors at least on a quarterly basis, or as frequently as it deems appropriate and as the Board of Directors may request. For further information concerning the composition, duties and responsibilities of each of the committees, please see "*Directors, Senior Management and Employees—Committees of the Board of Directors*" in our Annual Bondholder Report. In the future, our Board of Directors may establish other committees, as it deems appropriate, to assist it with its responsibilities. The charter for each committee is publicly available on our website at www.ardaghgroup.com/corporate/investors. The contents of the website are not incorporated by reference into this document.

Code of Conduct

Our Board of Directors has adopted a code of conduct (the "Code") that establishes the standards of ethical conduct applicable to all of our directors, officers and employees. We also expect that all of our business partners adhere to the principles and values set out in our Code. The Code addresses, among other things, competition and fair dealing, conflicts of interest, accurate financial reporting, compliance with applicable laws, rules and regulations, handling of company funds and assets, confidentiality and the process for reporting violations of the Code, employee misconduct, conflicts of interest or other violations. Any waiver of the Code with respect to any director or executive officer will be promptly disclosed and posted on our website. Amendments to the Code must be approved by our Board and will be promptly disclosed and posted on our website. The Code is publicly available on our website at www.ardaghgroup.com/corporate/investors and in print to any shareholder who requests a copy. The contents of the website are not incorporated by reference into this document.

Corporate Governance Guidelines

Our Board of Directors has adopted corporate governance guidelines that serve as a framework within which our Board of Directors and its committees operate. These guidelines cover a number of areas including the composition of the Board of Directors, membership criteria and director qualifications, director responsibilities, board agenda, roles of the chair of the Board of Directors and the chief executive officer, meetings of independent directors, access of the Board of Directors to management and independent advisors, director communications with third parties, director compensation, director orientation and continuing education, evaluation of senior management and management succession planning. Our Nominating and Governance Committee reviews our corporate governance guidelines periodically and, if necessary, recommends changes to our Board of Directors.

SHAREHOLDER COMMUNICATIONS

Shareholders and interested parties may contact any of the Company's directors, including the Chairman, the non-employee directors as a group, the chair of any committee of the Board of Directors or any committee of the Board by writing to them as follows:

Ardagh Group S.A.
56, rue Charles Martel
L-2134 Luxembourg, Luxembourg
Attn: Company Secretary

Concerns relating to accounting, internal controls or auditing matters should be communicated to the Company through the Company Secretary and will be handled in accordance with the procedures established by the Audit Committee with respect to such matters.

PROPOSALS OF SHAREHOLDERS

Shareholders who together hold at least ten percent (10%) of the common share capital and intend to have an item added to the agenda of the Annual General Meeting must comply with the requirements contained in article 21.2 of our Articles of Association. We reserve the right (subject to Luxembourg law) to reject, rule out of order or take other appropriate action with respect to any proposal or nomination that does not comply with these and other applicable requirements.

WHERE YOU CAN FIND MORE INFORMATION

The Company publishes reports and other information on its website, www.ardaghgroup.com. Information contained on the Company's website is not incorporated by reference into this document, and you should not consider information contained on that website as part of this document.

**Important Notice Regarding the Availability of Proxy Materials for the
2024 Annual General Meeting of Shareholders to be held on May 16, 2024**

Information is now available regarding the 2024 annual general meeting of shareholders (the “Annual General Meeting”) at www.ardaghgroup.com/corporate/investors/agm.

**YOUR VOTE IS IMPORTANT. OUR BOARD OF DIRECTORS URGES YOU TO
VOTE BY MARKING, DATING, SIGNING AND RETURNING A PROXY CARD.**

With respect to all of the proposals and matters considered at the Annual General Meeting, common shares held through a broker or other intermediary will not be voted unless the beneficial owner notifies the broker or other intermediary through which the common shares are held with instructions regarding how to vote. We strongly encourage you to provide instructions to your broker or other intermediary to vote your common shares and exercise your right as a shareholder.

If you wish to attend the Annual General Meeting in person, you must reserve your seat by May 14, 2024 by contacting our Assistant Company Secretary, Cindy Cooper, at +352 26 25 85 55 or cindy.cooper@ardaghgroup.com. Additional details regarding requirements for admission to the Annual General Meeting are described in the Proxy Statement under the heading “Who May Attend the Annual General Meeting?”

If you are a holder of record of our common shares as at the Record Date, you will be admitted to the meeting upon presenting a form of photo identification. If you own common shares beneficially through a bank, broker or otherwise, you will be admitted to the Annual General Meeting upon presenting a form of photo identification and proof of common share ownership as at the Record Date; in order to vote at the Annual General Meeting you must bring a valid legal proxy signed by the record holder. A recent brokerage statement reflecting your ownership as at March 21, 2024 at 10:00 p.m. Luxembourg time, 4:00 p.m. EDT (the “Record Date”) or a letter from a bank or broker confirming your ownership as at the Record Date are examples of proof of common share ownership for purposes of admission to the Annual General Meeting. If you are a holder of common shares as at the Record Date, you will be entitled to vote at the Annual General Meeting or any adjournment or postponement thereof.

Regardless of whether or not you plan to attend the Annual General Meeting, please follow the instructions you received to authorize a proxy to vote your common shares as soon as possible to ensure that your common shares are represented at the Annual General Meeting. Any shareholder that decides to attend the Annual General Meeting in person may, if so desired, revoke the prior proxy by voting such person’s common shares at the Annual General Meeting as further described in the Proxy Statement under the heading “What Is the Process for Voting and Revocation of Proxies?”

Luxembourg
April 5, 2024