

Code of Conduct

It's always the right time to do business the right way



Introduction



Ardagh is committed to complying with all applicable laws and to always operating in an ethical and honest way.

This Code of Conduct has been prepared to provide guidance for our business and to all those with whom we work. It sets out the framework of how we should deal with each other and our customers, suppliers, stakeholders and the environment in which we should operate. Crucially, this Code is built around Ardagh's core values of Trust, Teamwork and Excellence.

This Code of Conduct applies to all Ardagh employees. Every employee is responsible for reading and following it. If you have any concerns about your own conduct or that of any other person, I encourage you to speak up and share your concerns. In the first instance, you should raise issues with your line manager. Alternatively, you may contact a member of Group Legal & Compliance or raise your concerns anonymously through our Compliance Hotline.

Working in line with this Code of Conduct will enable Ardagh to continue building a business of which we can all be proud, and which reflects our ongoing commitment to our customers and our respect for each other.

Paul Coulson

Chairman & CEO

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Our policy

Ardagh is committed to conducting its activities with the highest standards of integrity and business practice in all dealings with employees, customers, suppliers, public authorities, shareholders, bondholders, banks and the general public.

This Code of Conduct and its accompanying policies apply to all Ardagh directors, officers and employees worldwide (collectively “employees”), all Ardagh Group companies worldwide, all joint ventures in which Ardagh is involved, and all third parties working on our behalf. It is a standing guide for conducting our business in an honest and professional manner and should be used in determining key business decisions and actions.

Ardagh has designed this Code of Conduct to clearly set out and promote:

- our Corporate Social Responsibility;
- our Personal Ethics, including honest and ethical business conduct, the handling of conflicts of interest and dealing with material non-public information;
- our Commercial Integrity, including compliance with applicable rules and regulations such as, inter alia, competition and anti-bribery laws;
- our Financial Reporting which ensures full, fair, accurate, timely and clear disclosure of reports and documents;
- our Employment Practices which are built on our core values and provide equitable employment opportunities for all employees and applicants; and
- the proper use of our Corporate Assets and Information.

These principles are not intended to be all-inclusive, but they do provide the necessary guidance on our established way of doing business. Local or department guidelines may be issued in various sites to supplement or implement them. Furthermore, whilst many of our key policies are appended to this Code of Conduct, additional policies, whether at group, divisional or local level may apply. Notwithstanding that they are not contained within this Code of Conduct, compliance with those other policies is compulsory.

Ardagh and all of our subsidiaries and employees must act in compliance with the laws and regulations of all countries in which they operate. National laws may sometimes require us to modify the practices that we have outlined here. Any waiver of these practices requires the prior approval of Group Legal & Compliance. In the case of any waiver for directors or officers of Ardagh Group S.A., the prior approval of its board of directors is required.

Please keep in mind that failure to conduct business in compliance with this Code of Conduct may result in disciplinary action, up to and including termination of employment, and reporting to the relevant authorities.

This Code of Conduct should be the basis of your daily working practice. If you need further guidance in applying it to your specific situation, your direct manager should be able to help you. You may also contact Human Resources or Group Legal & Compliance for more specific guidance or advice.

When in doubt, ask!

Our core values

Our business environment is constantly changing. However, what will not change is our commitment to our core values which form the foundation of our business. They are building blocks that demonstrate our commitment to our customers and our business as well as our respect for each other.

Trust

Trust is earned by displaying personal attributes that show we are respectful, reliable, consistent and honest in our approach to others. It is built on mutual respect, personal integrity and transparency.

Teamwork

The need for individuals to interact with fellow employees, in a mutually beneficial way, is important to building a strong business. Individual teams need to recognize the impact of their decisions on various sub teams, and ultimately the business. Teamwork is built on collaboration, shared responsibility and open communication.

Excellence

Excellence is constantly striving to improve ourselves and the business. It focuses on continuous improvement, innovation and sustainability.

These values define who we are as a company - to each other, to our customers, to our suppliers and to our stakeholders.

Corporate social responsibility

Many of the areas covered in this Code of Conduct fall under the broad heading of Corporate Social Responsibility (“CSR”) which describes how we interact with our stakeholders. Ardagh has adopted an overall [Corporate Social Responsibility Policy](#) which can be found in [Appendix 1 - Corporate Social Responsibility Policy](#).

Personal ethics

Honest and ethical conduct

Ardagh expects all employees to act with the highest standards of honesty and ethical conduct while working on our premises, at offsite locations where Ardagh business is being conducted, at Ardagh sponsored business and social events, or at any other place where the employees are representing Ardagh. No employee, director or officer should take any unfair advantage of anyone whether through manipulation, concealment, abuse of confidential information, misrepresentation or any other unfair practice.

Ardagh does not tolerate any incidence of fraud committed by any employee or third party and is committed to taking immediate and appropriate legal and disciplinary action when fraud is committed or attempted. For further guidance, please see [Appendix 2 – Anti-Fraud Policy](#).

In all cases, if you are ever unsure about whether your proposed course of action is appropriate please seek assistance in interpreting the requirements of these practices by contacting your direct manager, your local HR manager, your country HR manager or, if not then resolved, Group Legal & Compliance.

Conflict of interest

All employees are required to act in the best interests of Ardagh. All employees should avoid any activity or situation that is or has the appearance of being hostile, adverse or competitive with the company, or that interferes with the proper performance of their duties, responsibilities or loyalty to the company, especially where these could undermine trust or cause damage to Ardagh. For further guidance, please see [Appendix 3 - Conflict of Interest Policy](#).

Material non-public information

Employees may from time to time have access to information relating to Ardagh's business that is not known to the general public. This is known as "material non-public information".

Transactions in shares and bonds of Ardagh Group S.A. and its subsidiaries by Ardagh's directors, officers, employees and advisers, as well as other persons who may have access to material non-public information about Ardagh, are subject to applicable insider trading laws. This includes restrictions on dealings in shares and bonds set out in the United States federal securities laws and regulations and the EU Market Abuse Regulation. In addition, Ardagh is required to identify material non-public information and regulate the disclosure of such information. It is our policy that material non-public information may not be used at any time for improper purposes and that all dealings in Ardagh's shares and bonds comply with all applicable insider trading laws. For further guidance, please see [Appendix 4 - Insider Trading Policy](#).

Commercial integrity

Compliance with applicable laws and statutory regulations

All employees must comply with all applicable laws and regulations. Employees are expected to be familiar with the legal and regulatory requirements applicable to their business responsibilities and to fulfil their duties in accordance with these laws and regulations. Questions concerning the applicability of any legal or regulatory provision should be directed to Group Legal & Compliance.

Competition and antitrust laws

Ardagh complies with competition and antitrust laws in all the jurisdictions in which we do business. Ardagh takes compliance with such laws very seriously and will not tolerate any breach thereof.

The purpose of these laws is to encourage competition, which benefits consumers by prohibiting unreasonable restraints on trade. Any agreement, understanding or arrangement expressed or implied, formal or informal, in restraint of trade or commerce is prohibited by competition and antitrust laws.

All employees must avoid even the appearance of engaging in the restraint of trade. In no circumstances should any Ardagh employee communicate to any competitor commercial information that affects pricing, including costs, credit terms, allocation of markets, geographies, customers or lines of business. Any concerns and questions relating to competition law should be referred to Group Legal & Compliance.

Anti-Corruption laws

Ardagh is committed to acting professionally, fairly and with integrity in all its business dealings. As part of this commitment to ethical business practices, Ardagh does not tolerate any form of bribery or corruption. Our procedures to support this commitment are set out in [Appendix 5 - Anti-Bribery Policy](#).

The exchange or provision of modest gifts and hospitality may foster goodwill in business relationships. However, they must be strictly limited in value and frequency and be kept within the limits of customary business practices and all applicable laws. In any case, employees must not offer, request or accept gifts or hospitality designed to obligate, induce, support or reward improper conduct in connection with any business. For further guidance, please see [Appendix 6 - Gifts and Hospitality Policy](#).

Financial reporting

All employees have the responsibility to record all transactions accurately, completely and in a timely manner. Employees should never make false or artificial entries in any company records and should never understate or overstate reports of revenues or expenses, or alter any documents used to support reports.

Our financial statements must fairly and accurately present the financial condition of the business. Reporting the proper financial condition of Ardagh is a fundamental aspect of each employee's responsibilities. Reporting false information is strictly prohibited.

Employees may not influence, coerce, manipulate or otherwise mislead an independent accountant who is engaged in the performance of an audit or review of the financial statements or affairs of Ardagh. The same applies to accountants employed by Ardagh. For further guidance, please see [Appendix 7 - Financial Reporting Policy](#).

Employment practices

Ardagh respects, values and welcomes diversity in our workforce, as well as diversity in our customers, suppliers and in the global marketplace. Our policy is to provide equal employment opportunity for all applicants and employees without taking into account factors such as ethnicity, colour, religion, gender, national origin, ancestry, age, disability, marital status or sexual orientation.

Ardagh has a policy of zero tolerance for violence. Violence includes physically harming, harassing, intimidating or coercing another human being or brandishing weapons and threatening or talking of engaging the aforementioned activities. Ardagh is committed to providing a workplace free of all types of harassment and will not tolerate harassment of employees by managers or co-workers.

Ardagh promotes performance, teamwork and results through open communications. We encourage communication meetings at all sites where employees have the opportunity to share any concerns with senior management. Ardagh also supports an "open door" management policy. Employees are encouraged to raise work-related concerns with their direct manager. If they are not the most appropriate person, employees are encouraged to bring their concerns to the attention of the functional manager, Human Resources or any senior manager, up to and including the Group Chief Executive Officer. Our employment practices are set forth in more detail in [Appendix 8 -Employment Policy](#).

Environmental, health & safety

Ardagh is committed to achieving a safe, healthy and environmentally friendly workplace, and is dedicated to principles and practices of “continuous improvement” in striving to provide high quality Environmental, Health and Safety (“EHS”) standards and practices for team members, customers, visitors, suppliers and the communities in which we live and work.

Ardagh continues to demonstrate environmental responsibility through environmental management systems, compliance with all relevant environmental regulations and the involvement of our stakeholders.

Ardagh strives to prevent accidents, occupational injuries and workplace illnesses by providing the appropriate training and support for employees, suppliers, contractors and visitors. For more details, please see [Appendix 9 - Environmental Policy](#) and [Appendix 10 - Health and Safety Policy](#).

Company assets and information

Each Ardagh employee is responsible for protecting our assets, which include physical assets such as our buildings, equipment, machinery, vehicles and products.

Our assets also include our intellectual property, trade secrets, our know-how and confidential information. Confidential information generated by or used in any of our business activities is considered an information asset and should not be disclosed, except when disclosure is authorized or legally required. This includes (but is not limited to) information originating from direct access to computer systems, information carried over networks, information preserved on portable electronic media and information appearing in hard-copy format. For more details, please see [Appendix 11 - IT Services Policy](#).

Violations of the Code

The responsibility for the implementation of this Code of Conduct rests with all levels of management in our organisation and each employee. This Code of Conduct and its accompanying policies will be published throughout the Group. All levels of Ardagh management are responsible for ensuring that all employees are made aware of this Code of Conduct and their obligations.

Reporting violations of the Code

If any employee needs assistance in understanding the Code of Conduct or observes or suspects any violation thereof, they should first tell their direct manager. If the employee is uncomfortable speaking with their direct manager for any reason, they should contact Human Resources or Group Legal & Compliance.

To better enable all employees to report violations to this Code of Conduct, Ardagh has implemented the Ardagh Compliance Hotline as a confidential and anonymous reporting mechanism. It provides an avenue for all employees to raise concerns in a confidential and effective manner without fear of retaliation or discrimination. For further guidance on how to use the Ardagh Compliance Hotline, please see [Appendix 12 – Compliance Hotline Policy](#).

No retaliation

Employees can raise their concerns of violations of the Code of Conduct, or other illegal or unethical conduct, without fear that they will be disciplined or considered for dismissal. Ardagh will not permit retaliation of any kind against an employee for reporting information in good faith, which means telling the truth as the employee believes it to be.

Sanctions

Ardagh will not tolerate any violation of this Code of Conduct and will take appropriate disciplinary actions in accordance with applicable law, up to and including termination of employment. In addition, Ardagh may bring any violation of criminal laws to the attention of the appropriate law enforcement authorities.

Code of Conduct Appendices

Corporate Social Responsibility (CSR) Policy

Application

Ardagh has established this Policy on the grounds of the ISO 26000:2011 framework. It applies group wide and includes - to the extent the Group can enforce or influence application - joint ventures, partnerships, suppliers, companies and other business entities in which the Group has a participating interest.

Organisational governance

Our organisational structures, decision making processes, visions, policies, targets and programmes reflect the commitment to social responsibility. We demonstrate leadership commitment to use financial, natural and human resources efficiently. Our management and employees create a culture in which the principles of social responsibility are practised, including among others, accountability, transparency, ethical behaviour, respect for international norms of behaviour, and respect for human rights.

Ardagh is also encouraging two-way communication processes across our business and effective participation of all employees.

Human rights

Ardagh respects the Universal Declaration of Human Rights and is committed to adhere to and support the core principles of human rights which are:

- inherent, in that they belong to every person by virtue of being human;
- inalienable, in that people cannot consent to giving them up or be deprived of them by governments or any other institution;
- universal, in that they apply to everyone regardless of status;
- indivisible, in that no human rights may be selectively ignored; and
- interdependent, in that realisation of one right contributes to the realisation of other rights.

Ardagh expects every employee to actively support these principles.

In order to identify and address potential human rights issues, Ardagh makes assessments internally and across the supply chain. The assessments focus, in particular, on human rights risk situations, e.g. political instability, absence of civil rights, poverty, extreme environmental or health challenges, involvement of extractive activities, operation in close proximity to communities, involvement of children, culture of corruption, complex value chains, site security risks. It is our policy to:

- ensure that employed or contracted security personnel are sufficiently qualified;
- not provide goods or services to an entity that violates human rights;
- not enter into a formal or informal partnership or contractual relationship with a partner that commits human rights violations (e.g. modern slavery) in the context of the partnership or in the performance of the contracted work;

- be aware of the social and environmental conditions in which purchased goods and services are produced;
- consider making public statements, or take other action to demonstrate that we do not condone human rights violations, such as acts of discrimination in the workplace; and
- avoid relationships with entities engaged in anti-social activities.

Civil and political rights

Ardagh respects all individual civil and political rights (e.g. right to life, freedom of opinion and expression, freedom of peaceful assembly, freedom to seek, receive and impart information, the right to own property and the right to a fair hearing).

Economic, social and cultural rights

Ardagh respects the International Covenant on Economic, Social and Cultural Rights and avoids engaging in activities that infringe, obstruct or impede the enjoyment of economic, social and cultural rights such as the right to education, the right to work in just and favourable conditions, freedom of association, the right to an adequate standard of health, the right to an adequate standard of living in order to protect physical and mental health and well-being, the rights to food, clothing, housing and medical care, the right to necessary social protection in the event of unemployment, sickness, disability, death of a spouse, old age or in other circumstances beyond a person's control, the right to practise a religion, participate in a particular culture and the right to have genuine opportunities to participate without discrimination in decision making. On a local level Ardagh is willing to contribute to the fulfilment of such rights where possible.

Wealth and income creation

Successful business is crucial in creating wealth in any community. It is our policy to:

- contribute positively to wealth and income creation through our businesses;
- consider local suppliers of products and services; and
- consider supporting appropriate initiatives to stimulate diversification of existing economic activity in the community.

Social investment

Ardagh supports social investment such as education, training, culture, health care and income generation with the aim of improving social aspects of community life. It is our policy to:

- not take advantage of a community's dependence on our business activities;
- promote the community by participating in social development projects; and
- consider partnering with other organisations to maximise synergy.

Responsible political involvement

Ardagh supports public political processes and encourages public policies that benefit society as a whole. It is our policy to:

- avoid any kind of behaviour that undermines the public political processes, such as manipulation, intimidation and coercion;
- be aware of responsible political involvement and contributions, and to avoid any conflicts of interest;
- restrict the activities of people communicating or advocating on Ardagh's behalf to those who have been approved by job description or contract;
- avoid any attempt to control or exert undue influence on politicians or policymakers; and
- prohibit activities that involve misinformation, misrepresentation, threat or compulsion.

Promoting social responsibility in the value chain

Ardagh encourages other companies to implement proper social responsibility standards through its procurement decisions. It is our policy to support good practices on ethical, social, environmental, health and safety and gender equality criteria in other companies. Ardagh has implemented a Responsible Procurement Policy accordingly.

Conflict free tin sourcing

Ardagh is committed to ensuring conflict free tin sourcing in order to comply with Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act on Conflict Minerals. This law defines conflict minerals as certain minerals (such as Cassiterite for tin production) originating from the Democratic Republic of Congo or adjoining countries. Our suppliers of products containing tin need to demonstrate traceability and accountability of the raw materials they deliver to us.

Respect for property rights

It is our policy to promote respect for property rights and not engage in activities that violate them such as counterfeiting and product piracy.

Consumers

Ardagh is aware of its responsibilities to consumers with regards to our products. We therefore constantly strive to increase the safety of our products. We keep up-to-date with health and safety laws, regulations and other standards to address all health and safety considerations.

It is our policy to not engage in any practice that is deceptive, misleading or fraudulent, including omission of critical information. We provide accurate and clear information.

Ardagh is committed to supporting sustainable consumption and we want to contribute by providing accurate information to consumers with the aim of ensuring that ethical, social, economic and environmental factors are taken into account. We offer consumers socially and environmentally

beneficial products and services considering the full life cycle of the product, to reduce adverse impacts on society and the environment.

It is our aim to support initiatives that enable consumers to be well informed, conscious of their rights and responsibilities and to be able to make knowledgeable purchasing decisions. Ardagh is committed to supporting consumer education with regards to making responsible decisions on sustainable packaging via trade associations.

Community involvement and development

We aim to be actively involved in the development of local communities. We engage in a respectful manner with the community and its institutions in order to reflect and reinforce democratic and civic values. It is our policy to:

- consult representative community groups in determining priorities for community development activities;
- participate in local associations where possible and where appropriate; and
- maintain transparent relationships with local government officials and political representatives.

Education, skills development, culture

It is our aim to:

- promote education at all levels, and engage in actions to improve the quality of and access to education, promote local knowledge;
- encourage the enrolment of children in formal education;
- promote cultural activities where appropriate;
- consider facilitating human rights education and awareness raising; and
- consider participating in local and national skills development programmes, including apprenticeship programmes.

Technology development and access

Information/communication technologies are key for human resource development and technology diffusion in communities. It is our aim to:

- consider contributing to the development of innovative technologies that can help solve social and environmental issues in local communities;
- consider engaging in partnerships with organisations, such as universities or research laboratories; and
- enhance scientific and technological development with partners from the community.

For further information contact Group Sustainability

Anti-fraud Policy

Policy statement

At Ardagh, we are committed to the highest standards of transparency, accountability and integrity. As part of this commitment, Ardagh has a zero-tolerance approach for any fraud committed by its employees or third parties. The purpose of this Policy is to set out prevention and detection measures to mitigate and, where possible, avoid any fraud attempts. It also outlines the internal reporting requirements to efficiently report any fraud incident as well as the investigation and remediation of fraud. Ardagh handles all fraud allegations seriously. We are committed to protecting the anonymity of those raising concerns and conducting investigations in a confidential and independent manner.

Scope & responsibilities

This Policy applies to all Ardagh Group companies worldwide and to all our employees, directors and officers. It governs any fraud, actual or attempted, either internally or externally, involving:

- our employees, including directors and officers; or
- any third parties with whom Ardagh conducts business (e.g. contractors, suppliers etc.).

Every Ardagh employee is responsible for the prevention and detection of fraud. We must all take prompt action to immediately report any fraud we suspect or identify as outlined in the Reporting section below.

For corruption matters, please also refer to other relevant policies including our Anti-Bribery Policy (see Appendix 5).

Fraud definition

For the purpose of this Policy, the term “fraud” refers to any action or omission, whether attempted or successful, which misleads or deceives, or which intends to mislead or deceive, any person for the purpose of obtaining an undue advantage and/or which results in an unjustified financial loss for Ardagh. It includes but is not limited to:

- Misappropriation of assets: a theft or an improper or unauthorized use of Ardagh’s assets, such as Ardagh’s funds, products, supplies including scrap material and intellectual property;
- False accounting and financial reporting: an intentional misstatement or omission of material information in Ardagh’s financial reports or accounting books;
- Impersonation: any action to pass off as an Ardagh employee or supplier, such as document forgery to obtain undue information or payment by any means, including falsification of bank details;
- Malicious IT acts: any cyber-attack or unauthorized access to Ardagh’s IT systems;
- Non-compliance: any intentional infringement of any of Ardagh’s policies including the Global Travel and Business Expense Policy and the Insider Trading Policy.

Fraud prevention

Ardagh has put in place the following safeguards to efficiently mitigate the risk of fraud incidents:

- a periodical fraud-risk assessment within the overall enterprise risk management system (“ERM”) to identify exposed areas and develop risk-mitigation strategies;
- an independent internal audit function;
- appropriate processes for internal controls including authorisation controls, reporting and investigation procedures; and
- sign off by all our employees to our Code of Conduct, including this Policy.

Ardagh has various procedures, safeguards and processes in place to identify potentially fraudulent activity.

Fraud Detection

To protect the company, Ardagh strives to detect any fraud and requires all employees to be on alert for any signs of fraud such as:

- alarmist or overly complimentary language;
- abusive or aggressive requests;
- email address variation or domain changes;
- altered contact details for suppliers or their bank details.

Ardagh has various procedures, safeguards and processes in place to identify potentially fraudulent activity.

If you are in ANY doubt about initiating or authorising a transaction, do not do it and contact your line manager, National Finance Director/ Divisional Finance Director NA, our Chief Treasury Officer or our Group Compliance Director.

Please also read our IT Services Policy ([see Appendix 11](#)) for some guidance on how to reduce the risk of external threats and the internal misuse of Ardagh’s IT systems.

Reporting

Identifying fraud at its early stages allows Ardagh to take prompt actions to mitigate any impact it might have. If you suspect or identify fraud, you must follow the below process and refer to the key contacts at the end of this Policy:

1. Speak up without delay. Contact immediately your line manager and your National Finance Director / Divisional Finance Director NA.
2. Report promptly. Promptly notify the Group Compliance Director, copying the Chief Legal Officer;
3. Document. Complete the Fraud Incident Report Form, available on myArdagh and submit it as soon as possible to the Group Compliance Director, copying the Chief Legal Officer.

Although Ardagh encourages its employees to directly voice any suspicions of fraud, reporting can also be made, on an anonymous basis, through our Compliance Hotline ([see the Compliance Hotline Policy at Appendix 12](#)).

All complaints, including any matters raised through our Compliance Hotline, will be dealt with in a strictly confidential manner. Ardagh is committed to protecting employees who raise concerns in good faith, where necessary (and permitted under national law) protecting their identity, and ensuring that they do not face any form of retaliation, discrimination or disciplinary action as a result of their raising concerns.

The Group Compliance Director, together with the Chief Legal Officer, will inform the Chief Accounting Officer, and where relevant the Chief Treasury Officer and Chief Information Officer, and, as appropriate, the Group Chief Financial Officer. The Group Chief Financial Officer will report to the Audit Committee of the Board of Directors of Ardagh Group S.A. (the "Audit Committee") as necessary.

Investigation

The Group Compliance Director has the responsibility to launch, supervise and finalize an investigation into any fraud in the manner described below:

- An initial assessment will be carried out to determine:
 - whether public disclosure is required;
 - whether it is necessary to appoint a specific dedicated team to assist with an investigation (the "Investigation Team"), taking into account the circumstances of the case. If an Investigation Team is required, it will include the National Finance Director/ Divisional Finance Director NA, the Plant Manager (if appropriate) and a representative from Group Legal & Compliance and where appropriate representatives from Group Treasury and Group IT. Notwithstanding this, where appropriate the Investigation Team may be limited to ensure that it is able to protect confidentiality or the anonymity of a complainant; and
 - whether external assistance is required e.g. for legally privileged reasons.
- The Investigation Team will put in place an investigation plan. The Investigation Team will consider matters set out in the Fraud Incident Report Form, but will not be limited to it and may, if necessary, conduct a broader investigation;
- All work of the Investigation Team should be documented, including, if appropriate, the interviews.

If an investigation results in a finding of fraud, the Group Compliance Director will report such fraud within the fraud incident register.

All investigations into alleged or suspected fraud will be undertaken in an independent, open-minded, fair and proper manner. Investigations will be conducted with integrity, confidentiality and impartiality and ensuring that those on the Investigation Team have the necessary competence. Where applicable, the Investigation Team may refer suspected fraud to relevant national authorities for further investigation and/or criminal prosecution and provide further assistance to those authorities as may be requested. The Group Compliance Director will periodically update the Compliance Committee regarding reported frauds and ongoing fraud investigations.

Remediation

The Group Compliance Director will identify the group function responsible for the implementation of the appropriate remediation measures, which may include:

- Disciplinary procedures, which may result in various action, up to and including termination of employment of:
 - any employee directly involved in the fraud; and
 - any employee whose negligence, through lack of supervision and control, may have facilitated the fraud.
- Legal actions to recover damages with the assistance of Group Legal & Compliance;
- Internal process changes to prevent re-occurrence of fraud.

Closing Report

The Group Compliance Director will prepare a report following an investigation into any fraud, which will include a summary of the facts and of the investigation, remediation actions and key recommendations as per the template available in myArdagh (the “Closing Report”). Where an attempted fraud principally relates to a breach (or attempted breach) of our IT Security Policy and it has not resulted in any actual loss to Ardagh, the Group Compliance Director may rely on an investigation report completed by Group IT.

Upon clearance by the Chief Accounting Officer, the Closing Report will be distributed to the Compliance Committee for review and will then be submitted:

- upon approval by the Compliance Committee, to the Group Chief Financial Officer; and
- if the Group Chief Financial Officer deems fit, to the Audit Committee and any other members of management.

This Policy will be updated as necessary to reflect best practice and to ensure compliance with any changes or amendments to applicable laws.

For further information contact Group Legal & Compliance

Conflict of Interest Policy

Policy Statement

Ardagh is committed to ensuring that its decision-making processes are not influenced by undue personal interests. Ardagh understands that the presence of a conflict of interest does not itself necessarily result in improper behaviour. In fact, there may be legitimate business reasons for engaging in activities or transactions which result in such conflicts. Ardagh is committed to ensuring that where there are any conflicts of interest, these are disclosed and recorded, thereby improving transparency and helping to safeguard the integrity of Ardagh and our employees.

Employees are always required to act in the best interests of Ardagh.

Definition of conflict of interest

A conflict of interest arises where an employee's personal or financial interests, or the interests of a Closely Related Person, conflict or potentially conflict with the interests of Ardagh, or where such interests unduly influence their business judgments, decisions or actions.

A Closely Related Person is:

- i. a close family member of an employee, being a spouse or partner, a dependent child, a sibling and the spouse or partner of that sibling, a parent or parent-in-law, and any other relative with whom the employee shares the same household ("Family Member"); or
- ii. a company or other entity (including a trust or partnership), which is owned, managed, influenced or controlled by an employee or Family Member, including those entities in which the employee or Family Member holds a key position.

Common examples of conflicts of interest include:

- purchasing goods or services in the name of Ardagh from a Closely Related Person;
- hiring or supervising a Closely Related Person;
- becoming a contractor, consultant or supplier to Ardagh while being employed at Ardagh; and
- having another job with one of Ardagh's customers or competitors.

A conflict of interest may also arise where an employee's actions or recommendations are influenced by bribes or gifts and hospitality. Please see the restrictions and recommendations set out in the [Anti-Bribery Policy \(Appendix 5\)](#) and [Gifts and Hospitality Policy \(Appendix 6\)](#).

Conflict of interest approval process

It is generally best for employees to avoid conflicts of interest. As such, employees should avoid any activity or situation which:

- has the appearance of being hostile, adverse or competitive with the company; or
- may appear to interfere with the proper performance of their duties, responsibilities or loyalty to the company.

Notwithstanding that conflicts of interest are best avoided, there may be legitimate business reasons for entering into transactions or arrangements where a conflict of interest may exist. Any employee wishing to enter into such transactions or arrangements must obtain prior written approval from Group Legal & Compliance.

The approval process set out below ensures that any conflicts of interest are disclosed and recorded, thereby improving transparency and helping to safeguard the integrity of Ardagh and our employees.

1. Identification: If a proposed transaction, negotiation or other business process raises the risk of a conflict of interest, the relevant employee must bring this to the attention of their line manager.
2. Review: The relevant employee and their line manager must review the situation and determine whether there is a conflict of interest and, if so, whether the situation is justifiable and whether it is a legitimate business reason to proceed. In the case of doubt, the matter should be escalated up the line of hierarchy, if necessary until a member of the Ardagh Global Leadership Team.

If the parties wish to proceed the line manager of the relevant employee must complete a Conflict of Interest Approval Form, which can be found on myArdagh in the Policy Section or can be obtained from your local HR department.

3. Approval: The line manager must submit the Conflict of Interest Approval Form to the Group Compliance Director, for final written approval. The Group Compliance Director may consult with relevant group functions as necessary. Written approval must be obtained before entering into any transactions or activities.

The Group Compliance Director will retain a record of all Conflict of Interest Approval Forms.

Failure to comply with this Policy and to obtain the necessary approval may result in disciplinary procedures.

Ardagh will not conduct business with a former employee who becomes employed by a supplier or who offers their services as an independent contractor for a period of 12 months from the employee's termination date, without prior written approval from the Group Chief Procurement Officer.

For further information contact Group Legal & Compliance

Insider Trading Policy

Introduction & purpose

Transactions in securities of Ardagh Group S.A. and its subsidiaries (“Ardagh”) by Ardagh’s directors, officers, employees and advisers, as well as other persons who may have access to material non-public information about Ardagh, are subject to applicable insider trading laws, in particular those of the United States and the European Union.

The United States federal securities laws and regulations and the EU Market Abuse Regulation impose restrictions on dealings in Ardagh’s bonds and equity securities, also known as shares, (collectively, the “securities”) that have been issued or may be issued in the future, whether or not listed, by persons who have access to Ardagh material non-public information. In addition, the EU Market Abuse Regulation requires Ardagh to identify Material Non-Public Information and regulate the disclosure of such information.

The purpose of this Policy is to ensure compliance with applicable securities laws and to protect the company and its directors, officers and employees from the legal and reputational consequences of insider trading. Accordingly, Ardagh requires strict adherence to this Policy.

This Policy applies to dealings in securities issued by the parent companies of Ardagh Group S.A. (including ARD Finance S.A.), although different clearance procedures will apply in that case. Please contact Ardagh’s Company Secretary for further information in relation to dealings in any of these securities.

Material Non-Public Information

Confidential information about Ardagh must not be disclosed to anyone outside Ardagh, except for the purpose of conducting our business. Where there is a legitimate business purpose for disclosing Ardagh’s confidential information to persons outside of Ardagh, it is important to ensure that the recipient is aware of the confidential nature of the information and that the information remains confidential.

What is Material Non-Public Information?

Material Non-Public Information is information not available to the general public that is of such nature that a reasonable investor would think it important in deciding whether to buy, hold or sell the security. In other words, if information would affect your decision whether to buy or sell if you were contemplating a transaction, it would probably have the same effect on others. Some examples of Material Non-Public Information are as following:

- Unpublished financial results;
- Non-public plans to acquire another company or to sell an asset or business;
- Planned key product announcements;
- Significant pending or threatened litigation;
- The gain or loss of a significant customer or supplier; and
- Changes in senior management.

Insider lists

Ardagh is required to maintain lists of employees who are in possession of Material Non-Public Information (“Insiders”). In the normal course of employment with Ardagh your name will be added to an insider list and the Company Secretary may ask you to acknowledge your obligations in respect of Material Non-Public Information as set out in this Policy.

In addition, whenever Material Non-Public Information is proposed to be communicated to persons outside of Ardagh, the Company Secretary must be notified to ensure appropriate procedures are followed, which may include obtaining a confidentiality undertaking from such outside person or firm and adding them to Ardagh’s Insider List.

Disclosure of Material Non-Public Information

In accordance with the requirements of the EU Market Abuse Regulation, Ardagh has an obligation to make public disclosure of Material Non-Public Information as soon as possible, unless there is a legitimate reason to delay disclosure of such information until an appropriate time.

Members of the Global Leadership Team and direct reports to members of the Global Leadership Team must promptly inform Ardagh’s Group Investor Relations Director if they become aware of any event or development that may be considered to be Material Non-Public Information. The Group Investor Relations Director will consult with Ardagh’s Group Chief Executive Officer and Group Chief Financial Officer. Where they deem it appropriate, they will bring such matters to the attention of the Board of Directors of Ardagh Group S.A. (the “Board”), which can consider whether the information constitutes Material Non-Public Information and can assess Ardagh’s obligations to disclose the Material Non-Public Information.

Transactions in Ardagh’s Securities

This Policy covers all transactions in Ardagh’s securities by persons who may have access to Material Non-Public Information, including Ardagh directors, officers, employees and advisers (such persons are referred to as “Insiders”). Such transactions include but are not limited to:

- Purchases and sales;
- Using Ardagh securities as security for a loan or other obligation; and
- Entering into, amending or terminating any agreement in relation to Ardagh securities (for example, a trading plan).

Restrictions for all insiders

If an Insider has access to Material Non-Public Information, then he or she must not trade in Ardagh’s securities until the Material Non-Public Information is released to the public. This applies as well to the Insider’s spouse, partner and dependent family members, as well as any entities controlled by any such persons.

In all situations, Insiders must not directly or indirectly disclose Material Non-Public Information to anyone, except in accordance with this Policy where there is a legitimate business reason to do so.

Restrictions for Permanent Insiders

In addition to the restrictions set out above under “Restrictions for all Insiders”, persons who have access to Material Non-Public Information on an ongoing basis (referred to as “Permanent Insiders”) must also comply with the restrictions set out in this section. The following are considered Permanent Insiders:

- Members of the Board of Directors of Ardagh Group S.A.;
- Members of the Global Leadership Team;
- Direct reports to members of the Global Leadership Team; and
- Any other Ardagh employee identified as a Permanent Insider.

Clearance to trade

All Permanent Insiders must obtain clearance of the Board before trading in Ardagh’s securities. Permanent Insiders must not submit an application for clearance to trade if they are in possession of Material Non-Public Information. If the Permanent Insider becomes aware that he or she is or may be in possession of Material Non-Public Information after submitting an application, they must inform the Board via the Company Secretary as soon as possible and must refrain from trading in any Ardagh securities (even if clearance has been given).

The Board may decide in its sole discretion whether or not to provide clearance for the proposed transaction. Permanent Insiders must keep the decision confidential and not discuss it with any other person. If the Board provides clearance, the trade must be executed as soon as possible and in any event within the deadline set by the Board (which normally will be not later than five business days after receiving clearance).

All applications for clearance must be made in writing by email and sent to the Company Secretary with a copy to the Group Investor Relations Director.

To allow sufficient time to obtain clearance, please ensure your application is lodged with the Company Secretary no later than 10 days prior to the proposed trade date.

Different clearance procedures apply to dealings in securities issued by the parent companies of Ardagh Group S.A. (including ARD Finance S.A.). Please contact Ardagh’s Company Secretary for further information.

Closed period

Permanent Insiders are not permitted to trade in Ardagh’s securities:

- during the 30-day period prior to the publication of Ardagh’s quarterly results;
- during the period between 31 December and the date of the publication of Ardagh’s annual results; and
- during the 24-hour period after the publication of either Ardagh’s quarterly or annual results.

Permanent Insiders should also instruct their investment managers not to trade in Ardagh’s securities on their behalf during closed periods.

Persons Discharging Managerial Responsibilities (PDMRs)

In addition to the restrictions set out above under “Restrictions for all Insiders” and “Restrictions for Permanent Insiders”, persons discharging managerial responsibilities (“PDMRs”), must also comply with the further restrictions set out in this section. The following are considered PDMRs:

- Members of the Board of Directors of Ardagh Group S.A.; and
- Members of the Global Leadership Team;

These restrictions also apply to persons closely associated with PDMRs, being a spouse or partner, dependent child or relative who shares the same household or any company, trust or partnership managed or controlled by a PDMR or any of the foregoing persons. PDMRs must provide the Company Secretary with a list of persons closely associated with him or her and notify the Company Secretary of any changes that need to be made to that list.

Notification of transactions

In accordance with the requirements of the EU Market Abuse Regulation, PDMRs must immediately notify Ardagh in writing of any transaction that changes their (or any of their closely associated persons’) holding of Ardagh’s bonds. Ardagh is required to publish this information no later than three business days after the transaction. PDMRs must also notify the relevant regulator of such transactions within three business days of the transaction date.

The Company Secretary can provide you with the appropriate forms and can assist you with completing and submitting them to the relevant regulator. Once completed, you should submit a copy of the notification to the Company Secretary with a copy to the Group Investor Relations Director.

Other restrictions

Certain information that is related to our business may not affect our securities but may affect the stock price of another company or the value of other investment opportunities. An Ardagh employee must not use this information to gain personal financial benefit. This type of information would include, for example, Ardagh’s plan to make a major investment in another company or to award a large piece of business to a supplier. The “tip-off” restriction referred to above applies equally in these circumstances.

In addition, it is against this Policy for Insiders to directly or indirectly participate in transactions involving trading activities that by their nature are aggressive or speculative or may give rise to an appearance of impropriety. The Company Secretary may provide you with further information on such non-permitted or restricted transactions, which include the following:

- Short Sales: Insiders may not engage in short sales (sale of stock that the seller does not own or a sale that is completed by delivery of borrowed stock) with respect to Ardagh securities;
- Hedging Transactions: Insiders may not enter into any derivative or similar transactions, such as puts and calls, options and forward contracts, with respect to Ardagh securities, without obtaining prior clearance of the Board; and
- Margin Accounts and Pledges: Insiders may not pledge Ardagh securities or hold them in a margin account as collateral for a loan, without obtaining prior clearance of the Board.

Securities laws prohibit trading based on Material Non-Public Information. A violation of these laws can result in civil and criminal liability. Failure to comply with this Policy may result in internal disciplinary action, up to and including termination of employment.

Board review

The Board may delegate the responsibilities vested in it under this Policy to one or more committees appointed by it. Any application for dealings in Ardagh securities should be directed to the Company Secretary, who will ensure that the appropriate procedures are followed.

For further information contact the Company Secretary

Anti-bribery Policy

Ardagh is committed to acting professionally, fairly and with integrity in all its business dealings including those with its customers, suppliers, competitors and employees. As part of this commitment to ethical business practices, Ardagh does not tolerate any form of bribery or corruption.

This policy outlines the behaviour and principles required to support this commitment. In particular, it outlines Ardagh's procedures intended to ensure compliance with the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act (as amended or supplemented from time to time), or any other anti-corruption laws in countries where we operate. This policy should be read in conjunction with the Gifts and Hospitality Policy ([see Appendix 6](#)).

Ardagh requires all its employees are aware of, participate in and comply with all ethical obligations set forth herein. It will enable employees to recognize when issues arise; avoid prohibited conduct where the issues are clear; and promptly seek guidance where they are not. Group Legal & Compliance is available to answer questions and clarify any doubts arising from this policy.

Relevant laws

Ardagh respects all national anti-corruption laws, including the two following laws which have a wider impact on our business:

The US Foreign Corrupt Practices Act ("FCPA")

Among other things, the FCPA prohibits bribing any public official, directly or indirectly - regardless of nationality or local custom - to secure any concession, contract, or obtain any kind of favourable treatment.

The UK Bribery Act ("UKBA")

The UKBA prohibits bribing and offering bribes to any person as well as requesting or accepting a bribe, in both the public and private sectors. This means that it is not limited to the corruption of government officials.

Under both, the FCPA and the UKBA Ardagh may be held criminally liable if anyone providing services for or on behalf of the company including employees, agents, representatives, intermediaries, subsidiaries and joint ventures pays a bribe on Ardagh's behalf.

Prohibited Activities

Bribes

Ardagh employees must not offer or accept bribes. A bribe is defined as a payment in cash or in kind, including goods, services, and the use of another company's property, given to someone with the intent of obtaining favourable treatment from the recipient or a third party. Bribes may not be offered either directly or through a third party i.e. an agent, representative or intermediary. Both the giving and receiving of bribes is prohibited.

Bribes often involve monetary payments, but can include other benefits or advantages, such as:

- extravagant gifts, entertainment or travel expenses, particularly where they are disproportionate, frequent or provided in the context of on-going business negotiations;
- loans, loan guarantees or other extensions of credit;
- providing a (sub-)contract to a person connected to someone involved in awarding a main contract; and
- political or charitable donations made to a third party linked to, or at the request of, someone with whom Ardagh does business. For further information on charitable donations, please refer to our Charitable Donations Policy.

Facilitation payments

Facilitation payments are small payments or fees requested by government officials without legal basis to speed up or facilitate the performance of routine government action (such as the provision of a visa or customs clearance). In some countries it may be considered normal practice to make such payments, but they are often nonetheless illegal in these countries. Ardagh does not allow facilitation payments.

Agents, representatives, intermediaries and other third parties

Ardagh may be held criminally liable for acts of agents, representatives and other intermediaries who are involved in bribery when acting on Ardagh's behalf. Before engaging a third-party, a thorough due diligence should be undertaken, and consideration must be given to whether:

- the use of such person is necessary;
- the proposed person is appropriate for the role (including by reference to their expertise and any possible conflict of interest); and
- the proposed remuneration is appropriate.

Agents, representatives and intermediaries engaged to represent Ardagh's interests must comply with the Ardagh's Code of Conduct which includes this policy. All agency contracts should be reviewed and approved by Group Legal & Compliance.

For further information contact Group Legal & Compliance

Gifts and Hospitality Policy

The exchange or provision of modest gifts and hospitality may foster goodwill in business relationships. However, when giving or receiving such gifts and hospitality, we must ensure that doing so cannot be perceived as a bribe or does not create a conflict of interest. This means that any gift or hospitality must be strictly limited in value and frequency and kept within customary business practices and all applicable laws. Ardagh's gifts and hospitality policy must not be intentionally circumvented.

Scope of the gifts and hospitality policy

The phrase "gifts and hospitality" means anything of actual or perceived value (such as presents, discounts, cash, cash equivalents, including vouchers or gift cards, travel, restaurants, hotels, etc.) from or to Ardagh employees, or their family members, third parties, actual or potential customers or suppliers, or government officials or employees.

Special care should be taken with respect to gifts and hospitality to government officials. What is acceptable for a business person might be perceived as a bribe to a government worker. For further information on bribery, please see [Appendix 5 - Anti-Bribery Policy](#).

Ardagh employees are reminded that a sample from a customer or supplier is Ardagh's property and is not for personal use or profit.

Charitable donations are addressed separately in our Charitable Donations Policy.

Rules with respect to gifts

Ardagh employees may offer, give or accept gifts with a value not exceeding 150 EUR (or equivalent) subject to the following conditions:

- There is a justifiable business purpose;
- There is no regular pattern of gift giving; and
- The gifts are not illegal or unethical.

Ardagh employees must never offer, give or accept:

- Gifts which may be perceived to be designed to obligate, induce, support or reward improper conduct in connection with any business or future business; or
- Cash gifts.

Ardagh employees must obtain guidance and prior approval of the local HR manager in respect of:

- Any gift or promotional item with a value that is or seems greater than 150 EUR per person;
- Gifts or promotional items with a cumulative value that is or seems greater than 150 EUR per person over a 12-month period; and
- Any gifts or favours to a government official or employee.

Rules with respect to hospitality and entertainment

Provided that there is a justifiable business purpose, Ardagh employees may offer or accept:

- Working meals, if the work performed is proximate to a supplier or third-party facility and passes the common-sense test for reasonable behaviour in a business environment; or
- Tickets to sport or entertainment events, if they pass the common-sense test for reasonable behaviour in a business environment and the relevant Ardagh employee attends such event with the business partner.

Ardagh employees must never offer or accept, in any circumstance:

- Hospitality or entertainment which may be perceived to be designed to obligate, induce, support or reward improper conduct in connection with any business or future business;
- Entertainment from or to present or potential suppliers and customers, unless: i) it is a multi- customer/supplier event, taking place in a professional environment; and ii) it does not, or does not appear to, influence purchasing decisions, create a conflict of interest or violate rules or proprietary exchanges of information; or
- Favours, services, travel or lodging of any kind from or to present or potential suppliers and customers.

Ardagh employees must require guidance and prior approval of the local HR manager through the Gifts and Hospitality Approval Form in respect of:

- Any hospitality or entertainment of a nominal or perceived value above 150 EUR per person;
- Hospitality or entertainment with a cumulative nominal or perceived value above 150 EUR over a 12-month period per person; and
- Any hospitality or entertainment provided to a public official or employee.

The Gifts and Hospitality Approval Form can be found on myArdagh in the Policy Section or can be obtained from your local HR department.

Reporting and authorization

Any accepted gift or promotional item with a value greater than 150 EUR should be politely returned and reported to your direct manager or the local HR manager. If the item cannot be returned, it must be turned over to Ardagh. The gift can then be given to a charitable organisation.

Ardagh employees who know that they will receive a gift with a value exceeding 150 EUR must suggest that, instead of a gift, a donation be made to a charity. The employee should then notify their direct manager or the local HR manager.

Ardagh employees who receive an unexpected gift or hospitality which appears to be disproportionate, or who believes there is a hidden intent behind it, must declare the item to their direct manager or to the local HR manager.

In some countries, local customs encourage the exchange of gifts under certain circumstances. In these cases, the employee should submit a request to local HR asking for an exemption. Such requests must specify the employee's understanding of the country's customs and the proposed rules for gift giving and receiving, including the occasions on which such gifts may be exchanged and the euro equivalent value of such gifts. The local HR manager will consult with Group Legal & Compliance. If approved, the local HR manager may inform any other concerned employees of such cultural customs and allow the exchange of gifts on an exceptional basis.

Some sample situations

- Business discussions held at lunch or dinner are acceptable.
- It is permissible to give away plaques, supplier awards and prizes that are part of official programs with fair, openly-published rules for competing companies.

For further information contact Group Legal & Compliance

Financial Reporting Policy

Full, fair, accurate, timely and clear disclosure in our filings

Group management including and the senior financial and accounting officers of the Group have a primary responsibility to ensure full, fair, accurate, timely and clear disclosure in respect of Ardagh's filings and public communications. Senior financial and accounting officers include the Group Chief Finance Officer, the controllers and each of the employees directly reporting to them, who are responsible for the preparation of financial statements and the disclosure of financial information and anyone performing similar functions in our subsidiaries. The information included in filings with the stock markets regulators, and all other public communication must be complete, accurate, sent in a timely manner and must not omit any material fact required so that the information disclosed is not misleading.

Since accurate records play a vital role in assuring the maintenance of high ethical standards, all employees have a responsibility to record all transactions accurately, completely and in a timely manner. Never make false or artificial entries in any company records. Never understate or overstate reports of sales or expenses, or alter any documents used to support those reports.

Our financial statements must fairly and accurately present the financial condition of the business. Reporting Ardagh's proper financial condition is a fundamental part of each employee's responsibilities. Reporting false information is strictly prohibited. Each employee is expected to assist in the production of full, fair, accurate, timely and understandable disclosure in reports and documents that Ardagh files with, or submits to, the Securities and Exchange Commission and other regulators and in other public communications made by Ardagh.

Ardagh maintains a system of internal controls to assure appropriate authorization, recording and accountability of our assets. Ardagh's internal control system is never to be intentionally circumvented.

All of our books and records may be subjected to review or audit. When employees are asked to respond to requests by internal or external auditors, responses must be complete and truthful. Employees must include all relevant information, even if the request is not specific as to what information is required. If you know something that could be relevant, it must be disclosed within the scope of an internal investigation.

All records will be prepared accurately, reliably, honestly and in accordance with established financial and accounting procedures. An employee must not enter false or misleading information into records and must report to management any transaction they feel is questionable.

Interaction with independent accountants

It is prohibited to take any action to fraudulently influence, coerce, manipulate or mislead an independent accountant who is engaged in the performance of an audit or review of Ardagh's financial statements for the purpose of rendering the financial statements misleading.

Types of conduct that would constitute improper influence, include, but are not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including offering future employment or contracts for non-audit services;
- Providing an auditor inaccurate or misleading legal analysis;
- Threatening to cancel or cancelling existing audit or non-audit engagements if the independent accountant objects to the company's accounting;
- Seeking to have a partner removed from the audit engagement because the partner objects to the company's accounting;
- Blackmailing; and
- Making physical threats.

Records retention

Business documents and records are important company assets. They contain data and information critical to the continuity of our business, they preserve information necessary to protect our legal rights and they support and document tax and other regulatory requirements. Employees are prohibited from tampering with company records or removing or destroying them prior to the dates specified in record retention appendixes.

Violations of policy

Violations of this Policy may constitute violations of law, which may expose both an employee and Ardagh to criminal or civil penalties. Employees should promptly report to the Audit Committee of the Board any violation of this policy or any other matters that would compromise the integrity of Ardagh's financial statements. Alternatively, employees may report any violation of this policy to Group Finance or through the Compliance Hotline.

For further information contact Group Finance

Employment Policy

Principles, rights and general conditions

Fundamental employment principles

Our employment environment is constantly changing. What will not change is our commitment to our core values which form the foundation of our Employment Policy. They are building blocks that demonstrate our commitment to our business and our respect for each other.

Fundamental rights at work

Ardagh respects the International Labour Organization (“ILO”) Declaration on Fundamental Principles and Rights at Work, as well as the ILO’s Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy.

Within these principles, Ardagh supports, among others, the freedom of association and effective recognition of the right to collective bargaining, the elimination of all forms of forced or compulsory labour, the effective abolition of child labour, and the elimination of discrimination regarding employment and occupation.

- We do not allow child and forced labour and we therefore put the following measures in place:
- We verify age of job applicants and employees at recruitment and run regular reports to verify compliance on the minimum age requirements;
- We verify legal working status of all employees at recruitment (as further explained in our internal Recruitment & Selection Policy);
- No presence of employees below the legal minimum working age as defined by local law;
- Employees below the age of 18 are only employed in non-risk areas as defined by law; and
- We require any third-party, temporary or contract employees working for Ardagh or in Ardagh facilities to strictly follow all local laws related to child and forced labour.

General conditions of work and social protection

The conditions of work, wages and other forms of remuneration will comply with national laws and regulations and will be consistent with applicable international labour standards. Where applicable, remuneration systems will be transparent, including the process and criteria being used, and communicated to all impacted employees.

Ardagh is committed to providing decent conditions of work with regards to wages, hours of work, weekly rest, holidays, health and safety, maternity protection and ability to combine work with family responsibilities.

Ardagh will provide social protection for employees as required in the country of operation and compensate employees for overtime in accordance with laws, regulations or collective agreements.

Ardagh promotes health and well-being, such as care programmes and career mobility.

Social dialogue

Ardagh recognises that employers and employees have both competing and mutual interests. We recognise therefore the importance of social dialogue and its institutions, including at international level, as well as applicable collective bargaining structures.

In this respect, it is Ardagh's policy to:

- Respect and not obstruct the right of employees to form or join their own organisations to advance their interests or to bargain collectively;
- Provide reasonable notice to the appropriate government authorities and employee representatives bodies in order to mitigate any adverse impact to the greatest extent possible, where changes in operations would have major employment impacts;
- Provide duly designated employee representatives with access to information that will allow them to have a true and faire picture of our finances and activities;
- Not to encourage governments to restrict the exercise of the internationally recognised rights for freedom of association and collective bargaining; and
- Offer interactive communication sessions with employees regarding working conditions in a structure approach.

Works Councils and union representation

Ardagh supports the presence of Works Councils or other types of collaboration and engagement with work force representatives across the globe. A European Works Council is in place and for some regions, collective agreements have been signed including provisions on working conditions and remuneration.

Human development in the workplace

It is Ardagh's aim to:

- Provide all employees with appropriate access to skills development, training and opportunities for career advancement, on an equal and non-discriminatory basis;
- Facilitate, for employees being made redundant, when necessary and appropriate, an access to assistance for new employment, training or counselling; and
- Promote health and well-being, such as care programmes and career mobility.

This is further explained in our internal Learning & Development Policy.

Employees and the workplace environment

Safety

Ardagh constantly strives to prevent accidents, occupational injuries and workplace illnesses by:

- Providing the appropriate physical conditions and protections;
- Implementing robust procedures;

- Fostering the right people behaviour; and
- Promoting work and life balance.

Further provisions regarding Safety can be found in our Health & Safety Policy, Appendix 10 to Ardagh's Code of Conduct.

Physical security

Ardagh aims at providing a secure business environment for the reasonable protection of our employees, products, materials, equipment and proprietary systems and information.

Materials, equipment and systems incorporated into the design of our facilities will ensure adequate security. Physical security is the responsibility of all employees. You should report any breach of security to your direct manager.

Non-discrimination and diversity

We respect, value and welcome diversity in our workforce, as well as at our customers, our suppliers and the global marketplace. Our policy is to comply with all applicable laws and to provide equal employment opportunity for all applicants and employees without regard to non-job-related factors such as ethnicity, colour, religion, gender, national origin, ancestry, age, disability, veteran status, marital status or sexual orientation. This Policy applies to all areas of employment, including recruitment, hiring, training, promotion, compensation, benefits, transfer and social and recreational programs.

Workplace violence

Ardagh has a zero-tolerance policy for violence. Violence includes physically harming another, shoving, pushing, harassing, intimidating, coercing, brandishing weapons, and threatening or talking of engaging in those activities.

It is Ardagh's aim to ensure that everyone associated with our business, including employees and customers, never feels threatened by any employee's actions or conduct. It is everyone's responsibility to prevent violence in the workplace. Employees can help by reporting any workplace incident that could indicate a co-worker is in trouble. Employees are encouraged to report any incident that may involve a violation of this Policy.

Harassment-free workplace

Ardagh is committed to providing a workplace free of all types of harassment. Ardagh strongly disapproves of, and will not tolerate, harassment of employees by managers or colleagues. Ardagh will also provide a work environment to protect employees from harassment by non-employees in the workplace.

Harassment includes verbal, physical and visual conduct that creates an intimidating, offensive or hostile working environment or that interferes with work performance, and which goes beyond regular business conduct. Some examples include racial slurs, ethnic or sexual jokes, offensive statements and intimidation tactics, regardless of their way of communication and including via electronic mail, and the use of pornographic screens or software. Sexual harassment includes behaviours such as solicitation of sexual favours, unwelcome sexual advances or other verbal, visual or physical conduct of a sexual nature.

Work hours and vacation

At Ardagh, being at work on time and being available during normal business hours are part of our company's commitment to our customers and employees. Start times are generally consistent with local business start times.

Ardagh supports flexible work hours / schedules when business requirements are met or exceeded as a result of this change.

Rest periods and vacations meet at least the legal requirements in the concerned country. Details with regards to work hours and other provisions such as paid annual leave are fixed in our country-specific handbooks and/or within union and/or employment contracts.

Employee reviews

Ardagh is committed to developing a sustainable workforce by providing development and advancement opportunities to all employees to ensure that they have the opportunity to continually improve themselves to reach their full potential. It is understood that this is a two-way process which requires the employee to take responsibility for their own development.

It is important for all employees to know how they are performing with regards to the company's expectations. To support employee reviews, Ardagh uses various personal review systems and communications, an example of which is outlined in our internal Personal Development Review Policy.

The personal development review is designed to encourage a two-way dialogue which culminates in the employee and manager agreeing to smart objectives as well as clear development needs and opportunities for career enhancement.

The smart objectives are driven by the company objectives and flow down from the Global Leadership Team. Due consideration is given to how much an individual can support the achievement of our global targets.

The outcome of all personal reviews is used to drive the training and development programs and Succession Plans for Plants, Countries, Divisions and Ardagh as a group.

Employees' compensation and benefits

Ardagh's compensation and benefits programs, which distinguishes the company and contributes to our success, is clearly linked to our fundamental employment principles and is an integral part of our overall management approach.

The overall compensation approach is to balance between Ardagh's need to be viable and profitable and the needs and desires of our employees. The total compensation package may consist of additional benefits or variable profit driven components in addition to the base salary. The total compensation packages of our employees reflect their functional weight and job responsibilities and are designed to be competitive with those of comparable groups within a specific country. At the same time, the total compensation is directed to support the ambitions of our employees to be successful and committed to the goals and objectives of our company.

To accomplish this, Ardagh will undergo negotiations with unions, works councils and other employee representatives where applicable and use neutral market data. The total compensation program is managed to achieve a commercially sustainable package in full accordance with the local rules and legislation regarding social security contributions and tax withholding in the applicable countries and is ratified, for example, in individual contracts or collective labour agreements for our employees.

Ardagh funds management-approved reasonable business travel, education, relocation, in/expatriate expenses, business entertainment and other expenses necessary to conduct our business in line with our internal Travel Expense Policy. Individual employees are responsible for the accuracy, completeness and timely filing of the required forms, including appropriate backup documentation for reimbursements, advances of funds or credit card purchases.

Employee communication

Open communication

Ardagh promotes performance, teamwork and results through open communications. We encourage communications meetings at all sites, where employees have the opportunity to share any concerns with senior management. Ardagh also supports an “open door” management policy. Employees are encouraged to raise work-related concerns with their direct manager. If this is not the most appropriate person, they are encouraged to bring their concerns to the attention of the functional manager, Human Resources or any senior manager, up to and including the Group Chief Executive Officer.

Internal information posting

Ardagh has a number of methods for posting information within the facilities and on information systems. Posting in any of these places is limited to company-related material, including statutory and legal notices, safety and disciplinary rules, company policies, memos, announcements of general interest and other items relating to Ardagh. All postings require the prior approval of the office manager at each site, who manages the posting place in question.

Employee posting on the internet

Ardagh employees may choose, or be required by their jobs, to participate in social networks, public forums on the network, Internet mailing lists and so on. Employees may not represent Ardagh’s corporate opinion in these forums unless they have been specifically asked to do so. To avoid confusion, employees should indicate in their postings that the views they express are their own and not those of Ardagh.

Employees should remember that, even with this disclaimer, they will be identified with Ardagh and that their network behaviour reflects on the company in a broader way. In addition, employees should never comment on confidential or internal company matters, and should never comment on pending legal actions involving Ardagh, our customers or our partners.

All comments should be well informed and within the employee’s sphere of expertise. Further, if the posting affects others at Ardagh those affected should be advised of it in advance. For further details, please see our internal Social Media Policy.

Complaints

In case of any misconduct, you should first contact your line manager, Human Resources, or Group Legal & Compliance. If you do not feel comfortable doing so, a report can be filed through our Compliance Hotline, as detailed in Appendix 12 of the Code of Conduct. All reports will be investigated and information will be treated in line with our Compliance Hotline Policy.

For further information contact your Country HR Manager

Environmental Policy

It is the objective of this Environmental Policy:

- to ensure material compliance with environmental and operational permits and other environmental regulatory requirements;
- to prevent incidents with environmental impacts; and
- to ensure good environmental practices and continual improvement through environmental management systems in our plants.

Ardagh recognizes its responsibility for the environment and is fully committed to the sustainable development of the organization through the implementation of this Environmental Policy. The Environmental Policy is part of Ardagh's sustainability strategy and supports the achievement of the sustainability long term targets.

Scope

This Environmental Policy applies to all Ardagh Group companies worldwide and shall include all operational divisions (Glass and Metal). In addition to this group wide Environmental Policy, local environmental policies are implemented as part of the local management systems. Such policies must be complementary and in line with this Environmental Policy.

Roles and responsibilities

Employee responsibilities

- To conduct all business in line with this Environmental Policy;
- To follow instructions and work in accordance with the information and training provided by Ardagh (e.g. on correct disposal or handling of chemicals); and
- To report any hazards, equipment defects, or failings in the existing arrangements, to a responsible person (e.g. line manager) at the first opportunity.

Line management responsibilities

- To ensure compliance of their functional and operational area of responsibility with this Environmental Policy;
- To ensure sufficient resources to allow operation in accordance this Environmental Policy; and
- To conduct management reviews which include the environmental KPIs, incidents, environmental regulatory requirements, environmental issues, effectiveness checks of their operation's environmental management systems, and status of GoGreen programmes and projects

Employee functions

- To facilitate and drive implementation of group environmental practices and systems;
- To create a sensitive and supporting relationship with local authorities and trade associations in consultation with management;
- To conduct internal analyses, assessments and transfer of lessons learned;
- To ensure the results of impacts and assessments are communicated to management; and
- To take ownership for environmental topics.

Communication and training

Ardagh will communicate and make its Environmental Policy as well as its objectives internally and externally available. Engagement with relevant stakeholders should lead to active participation in achieving our sustainability targets.

All employees of Ardagh must comply with the Environmental Policy. Ardagh will provide the education and training to ensure adherence to environmental requirements in all aspects of work and business according to each employee's responsibilities.

Ardagh will communicate its environmental targets and environmental performance to employees and external stakeholders by publishing a biannual sustainability report.

Environmental management

Ardagh will comply with all relevant international, national and local regulations relating to environmental matters as well as with internal environmental demands (e.g. arising from Ardagh's environmental control standards).

All glass plants and all metal plants with coating/printing activities will implement and maintain an environmental management system according to the ISO 14001 standard to ensure continual improvement and to reduce the risk of permit and other regulatory non-compliances. All metal plants without coating/printing activities should implement an Environmental Policy in accordance with this group Environmental Policy and successfully pass (>70% score) an Ardagh environmental control standards audit.

Environmental practices

Environmental management is fundamental to our business performance. An established philosophy of continual improvement supports the implementation and maintenance of environmental management systems at all our locations.

Ardagh has established and maintains appropriate controls, including regular compliance checks and annual management reviews to ensure adherence to this Environmental Policy. Environmental control standards ("ECS") have been defined and implemented to ensure best practices in our operations. The plants must ensure effective implementation of those requirements and document an ECS audit in the Ardagh Risk Management System ("ARMS").

Environmental incidents must be reported into ARMS in accordance with the ARMS reporting procedure. All such reports will be investigated depending on their severity as set out in the procedure, including a root cause assessment and definition of corrective actions.

Environmental performance

Ardagh will continually reduce the environmental footprint of its operations by: reducing process emissions (such as Greenhouse gases, VOC, noise, odor); enhancing conservation and sustainable use of natural resources (such as water, energy, raw materials); and minimizing waste and preventing disposal to landfill. Low carbon manufacturing practices are prioritized where economically viable.

Ardagh has implemented an environmental index indicator (Ardagh GoGreen Index, (“GGI”). The GoGreen Index provides each plant with a reflection of environmental performance potentials and quantitative evidence of developments. Each plant must implement GoGreen programs to actively drive continual improvement and contribute to the group’s achievement of the sustainability long-term targets.

For further support contact Group Sustainability

Health & Safety Policy

A core value for Ardagh Group is to maintain a safe and healthy workplace for all employees. Ardagh is committed to comply with the laws that regulate safety and health, and also manage and improve workplace behaviours that can lead to injuries and illnesses. Ardagh accepts the responsibility for leadership of safety and health programmes, and for aggressively maintaining the necessary safeguards required to provide safe working conditions.

It is our belief that employee interest, involvement, responsibility, and teamwork all lead to injury and illness prevention. To this end, Ardagh insists that all employees will be given the opportunity to be involved in creating our collective safe workplace.

Ardagh expects every employee to comply with the Health & Safety Policy.

Safety management framework

Ardagh has established a safety management framework on which the Safety management programme is structured. The framework is rooted in our core values and corporate principle of standardisation expressed as “One Brand, One Vision”. This framework has four interconnected pillars of safety management as indicated below. Underpinning this framework is a clearly defined process for driving continuous improvement and strengthening of safety culture. This Framework and Process have been branded “BSafe!” Ardagh has established the BSafe! programme not just because of an obligation to do so but because Ardagh cares for the safety and wellbeing of each of its employees.

Incident reporting and lessons learned process

All Incidents have to be reported into Ardagh’s internal report systems “ARMS”. This allows standardised rapid and clear communication of incidents within a 24 hour period. Following on from the initial incident notification a detailed 8 step problem solving process begins which identified root causes and solutions which will either eliminate or significantly reduce the risk of a repeat. This 8 step process is expressed visually on “Event Maps”. Following on from a plant’s close out on an incident a “Lessons Learned” review is undertaken by Senior Operational Management and agreement made as to what corrective actions need to be deployed throughout the entire organisation to prevent a repeat anywhere in the business. These “Lessons Learned Deployment Actions” are tracked to completion via our internal reporting system.

Risk assessment

At the heart of any safety management system is a robust process of risk assessment. This is no different in Ardagh where the process has been defined in Ardagh’s Best Practice System. The process requires that risk be identified, quantified and monitored controls put in place to manage risks. The lessons learned process also provides an input to the risk assessment process. Risks typically managed relate to machines, job tasks, handling, use and exposure to chemicals, and work place environment such as noise, lighting or heat. Each plant is required to both establish and maintain a register of risks. Employees are encouraged to participate in the risk assessment process.

Training

The risk assessment and lessons learned process links directly to the safety training of employees through formal classroom sessions. These include comprehension testing of developed Standard Operating Procedures (“SOPs”) and/or Safe Systems of Work (“SSOW”) and on the job training to ensure employees are fully aware of health and safety issues relevant to their plant and position, as well as a practice review by line management. Formal training records must be maintained.

Health check-ups

Where the risk assessment process has identified, or where legally required as a result of health exposure risks associated with our operations (e.g. noise, exposure to dust or solvents), Ardagh conducts regular mandatory health monitoring checks and all records are kept.

Best practices

Where lessons learned can be applied across a Division then they must be formalised into a “Best Practice” statement. This is a minimum requirement which a plant needs to demonstrate compliance in a specific aspect of their management of health and safety. In some cases, the lessons learned require that the Best Practice itself is updated or clarified.

OHSAS 18001, audits & reviews

Compliance to all best practices will be reviewed at least bi-annually via a process of internal audits. Third party audits have to be regularly scheduled for those plants certified with OHSAS 18001. Plants with more than 100 full time equivalents (“FTE’s”) average over the year are required to have the OHSAS 18001 certifications. Plants with less than 100 FTE’s have to follow the same disciplines and processes but are audited internally.

Further, Ardagh requests regular compliance equipment audits by third parties for equipment such as boilers, pressure vessels, lifting equipment etc.

Reporting and communication

Monthly safety performance indicators from all plants are to be consolidated into Divisional and Group Reports. Direct access to trends and incident analysis is provided via a Safety Dashboard on the Ardagh intranet site.

Safety trends, issues and action plans will be reviewed with both Senior Board members and Work Council Representatives at both European and North American levels.

Ardagh employs a number of internal communications processes to ensure that Safety messages are received by employees: letters, LCD screen displays, tool box talks / shop floor safety briefings and notice board displays to name some examples.

Externally, select key performance indicators are reported every two years in our Sustainability Report as well as on various rating platforms.

Ownership and culture

Success in safety management can only be achieved when all employees own and drive these processes. As such Ardagh has defined four pillars to strengthening safety culture. Each pillar is underpinned by supporting guidance materials. The pillars are:

- Leadership to establish;
- Communications to focus;
- Engagement to own; and
- Empowerment to sustain.

These pillars are integrated and embedded into Ardagh's internal audit review process with guided question sets, are defined best practices with supporting examples of how Best Practice has been implemented. Further Ardagh is committed to conduct regular "Safety Perception" surveys which allow Ardagh to gauge the strength and health of the safety culture in plants.

Responsibility and accountability

Ardagh has structures that clearly define accountability and responsibility in both line management and support functions for not only the maintenance but progression of safety standards and culture in all our facilities.

Dedicated structures for health and safety are in place to ensure responsibilities are clear and taken on, which is essential for the successful implementation of the Health & Safety Policy. Ultimate responsibility for health and safety is with the line management. Functional responsibility is with the Group Health & Safety and Loss Prevention Director, country head functions and plant Health & Safety Managers.

Employee structures

At plant level a formal Health & Safety Committee is to be maintained. Such a committee will typically consist of a dedicated Health & Safety manager and/or the Plant Manager and employee representatives. The minimum requirement is that it meets at least three times a year, and maintains and issues formal meeting records. Employees also vote to nominate a regional representative to their designated works council in Europe. These Regional Works Council Bodies have dedicated safety representatives.

Employee health and well-being

Ardagh is also committed to promote employee health and wellbeing. The scope ranges from integrating stress related illness issues within the risk assessment process to promoting healthy lifestyles.

For further information contact Group Sustainability

IT Services Policy

This IT Services Policy aims to provide employees with guidelines on the appropriate use of company equipment, network and Internet access and to help protect employees and the business in their day-to-day access to information and technology services provided by Ardagh.

Due to distinct local legal and regulatory requirements, there may be regional variations to this Policy which will be supervised and implemented by the country HR managers.

General

All guidelines in this Policy are intended to reduce the risk of external threats and the internal misuse of Ardagh's information technology services. They will also help Ardagh and its employees to comply with the many laws and regulations relating to the use of information and technology services.

Voicemail, email, and Internet usage granted to employees via business equipment (including but not limited to desktops, laptops, telephones and mobile devices) are for the purpose of conducting our business. All data and technology is owned by Ardagh. For security and audit purposes, Ardagh may occasionally require access to an employee's data, files or emails. This access will be obtained in coordination with the HR Department and in accordance with local laws and regulations, as well as the applicable collective labour law.

Data on the employees' business equipment, including Word documents, Excel spreadsheets, PowerPoint presentations and emails, designated as "personal", should be stored in a folder entitled "personal" and will not be accessed without prior employee approval. Personal emails should be marked "personal" in the subject line or be stored in a folder entitled "personal".

Data which has been generated in the course of business should never be designated as "personal".

As part of daily operations, IT systems including emails and internet access may be monitored to maintain system security, prevent errors and optimise performance, or in the event of a security or policy breach. All information gathering and processing will be done within the rules of current data-protection and telecommunication laws and local employment and collective agreements.

All company information and data are considered confidential and should not be exchanged, transmitted or shared without prior authorisation and any breach of this requirement may lead to internal disciplinary action.

Any download, storage, transmission or sharing of data within the following categories is prohibited and could be the basis of criminal, copyright or civil / public law action, and may lead to internal disciplinary action:

- Pornography;
- Drugs;
- Violence;
- Terrorism;
- Defamatory, racial or sexual remarks about any person or organisation; and
- Any illegal activities.

Access to devices

- Computer and telecoms hardware, including mobiles and desktop phones, are provided for business use.
- Mobile users should only use mobile data cards for business. Data cards and mobile phones are subject to this Policy for internet access. Data cards should only be used where a more cost-effective solution is not provided.
- Ardagh IT or its nominees might require access to Ardagh's PCs and servers and their relevant corporate data to perform standard IT administrative duties in addition to audits and/or investigations due to misuse or security breaches.
- Only software authorised by IT is allowed to be stored or installed.
- Only IT approved screen savers and wallpaper are allowed.
- Sharing software of any type unless specific authorisation has been given is not allowed.
- Computer users must respect the rights of other computer users. Computer users must not attempt to modify or remove computer equipment, software, or peripherals that are owned by others without proper authorisation.
- Removal of IT equipment from site without permission is prohibited and may lead to internal disciplinary action.

Email

All policy statements or advice covering email usage refer to usage within the company's email system, instant messaging system, or external email or instant messaging systems that the user may access through Ardagh's technical infra-structure.

Usage of email

- Email is provided for business use.
- No other email system (server or client) is recognised or supported by Ardagh.
- Any emails that discriminate against employees by virtue of any protected classification including race, gender, nationality, religion etc., or emails that are considered inappropriate will be dealt with in coordination with the Human Resources Department.

Email transmission

- Ardagh IT has the ability to prevent emails reaching their destination if it is decided that the destination or the content is not appropriate.
- Ardagh IT will restrict the sizes of any email or attachment.
- Ardagh IT may restrict the data types of any attachment by removing or rejecting specific file types including *.exe, *.vbs, *.zip, *.dll, media files, etc.
- Ardagh IT will automatically attach Ardagh specific email footers to all outgoing email.

Internet access

- Internet Access is provided for business use.
- Provided all other policies are followed and usage does not consume excessive amounts of business resources, limited and reasonable private usage will not contravene this Policy.
- Use of Instant Messaging systems, other than those provided by Ardagh is not allowed.
- Access to sites belonging to the categories mentioned above or which Ardagh otherwise considers inappropriate or not business related will be blocked by the company's internet security systems.
- Downloading of software, unless this has been specifically approved, is not allowed.
- Excessive use of the internet by individuals for personal use may result in monitoring of those individuals' internet usage, performed in coordination with the Human Resources Department and in accordance with regional agreements and regulations. Excessive use could lead to internal disciplinary action or to internet access being restricted.

Software

- All software used must be approved and licensed through the IT Department.
- Users are not allowed to install non-approved software on any Ardagh hardware without prior authorisation of the IT Department.
- Shareware, Freeware & Public Domain software is bound by the same policies and procedures as all software.

Passwords / Access

- Access to systems is controlled through passwords.
- Users must never document or divulge their password to another person.
- Unauthorised access or hacking is prohibited. All unauthorised access to systems, software or data should be reported to the IT Department immediately.

Remote access

- Remote access to Ardagh systems are provided through VPN and must be authorised by the IT Department.
- While accessing Ardagh systems remotely, users should ensure that it is done so using secure equipment and that they log off in a proper manner when finished with the connection.
- While accessing Ardagh systems remotely, users should ensure that they adhere to this IT Services Policy.

For further information on the use of social media, please see our internal Social Media Policy.

For further information contact Group IT Security

Compliance Hotline Policy

Policy statement

Ardagh's Code of Conduct is a standing guide for conducting business in an honest, ethical and professional manner. The responsibility for the implementation of this Code across our business rests with all levels of management and each employee. To better enable our employees to report violations of the Code, Ardagh has implemented the Ardagh Compliance Hotline (the "Hotline") as a confidential and anonymous reporting mechanism. It provides an avenue for all employees to raise concerns in a confidential and effective manner via several tools detailed below, and reassurance that they will be protected from retaliation or discrimination.

This Policy outlines the procedures and guidelines for the use of the Hotline and provides a clear and confidential process for investigating our employees' concerns. It should be read in conjunction with the Code of Conduct.

Scope

This Policy applies to all Ardagh employees worldwide and is intended to assist individuals who believe they have discovered:

1. a violation of the Code of Conduct and its implementing policies;
2. accounting or auditing malpractices;
3. fraud;
4. failure to comply with any applicable law; or
5. any other improper conduct or unethical behaviour;

and who do not feel comfortable using Ardagh's existing reporting channels for fear of retaliation or who have reported an incident through existing internal mechanisms but do not believe that their concern has been addressed adequately.

Anonymity and confidentiality

Employees may report their concerns through the Hotline on an anonymous basis, where permitted under national data protection laws in the country from which the alleged violation is being reported. To support our investigation efforts and in the spirit of open communication, Ardagh encourages employees to identify themselves. However, all anonymous reports will be considered seriously and investigated.

Ardagh will treat all information disclosed through the Hotline in a confidential manner and access to such information will be strictly limited to the members of the Compliance Committee. The identity of the individual submitting a hotline report (if provided) will be kept confidential so long as it does not hinder or frustrate any follow up investigation. However, Ardagh commits to respecting the European and the national data protection laws of each country and complying with their respective requirements. Therefore and to respect such requirements, Ardagh may need to notify the individuals mentioned or reported on in the relevant hotline report.

No retaliation

Ardagh will ensure protection to all employees submitting a report in good faith through the Hotline against any form of retaliation, discrimination or disciplinary action as a result of such disclosure.

Good faith means telling the truth as the employee has good reasons to believe it to be.

Ardagh will not tolerate the harassment or victimization of anyone raising a genuine concern in good faith. Any allegation of retaliation will be investigated promptly, which may result in disciplinary action by Ardagh, up to and including termination of employment.

No misuse

Ardagh will not tolerate the abuse or misuse of the Hotline for other means than the objectives set forth in this Policy. Any such misuse can lead to disciplinary actions, up to and including termination of employment. More specifically, Ardagh will not tolerate the use of the Hotline including for personal defamation and openly wrongful and malicious allegations.

Grievance process

Where an employee reasonably and in good faith believes that malpractice exists, he or she should report this immediately through Ardagh's internal mechanisms for reporting and resolving day-to-day operational issues and concerns. Employees are strongly encouraged to first contact their direct line manager, plant manager or country HR manager to resolve their concerns.

Where an employee does not feel comfortable using Ardagh's existing reporting channels for fear of retaliation or believes that their concern has not been adequately addressed, he or she may use the Hotline. Employees will be able to raise their concerns via telephone or web-reporting, and always in any of the national languages of the countries in which Ardagh operates. Employees are encouraged to raise such concerns at the earliest opportunity.

In each country where we operate, a toll-free telephone number is set up and operated by Navex (the "Hotline Provider"). Employees will find the relevant telephone numbers on myArdagh.

The web-reporting tool, also operated by the Hotline Provider, is accessible through **ardaghgroup.ethicspoint.com**

In order to comply with the European and national data protection laws of each country, the employee submitting a report through the Hotline will be informed, through an instant message, of the reporting scope authorised in the country where he or she is reporting from and whether anonymity is permitted.

When reporting via any of the tools, employees will be prompted to describe in detail their allegations in order to provide as much information as possible for follow-up investigations. When using the telephone tool, an interview specialist will guide the employee through a series of questions depending on the type of issue that will be initially raised. Through the web-reporting tool, the employee will be guided through several drop-down menus, triggering different series of questions depending on the type of issue.

If reporting anonymously, employees will be asked to call back or log-in, if using the web-reporting tool, at a specific date within two weeks in order to check the progress of investigation or answer follow-up questions, without revealing their identity.

Investigation process

The overall responsibility for the day-to-day operation of the Hotline, including the receipt, retention, and investigation of hotline reports, lies within the Compliance Committee. That committee is composed of representatives of at least the following group functions: Group Legal & Compliance, Group Risk, Group Human Resources, Group Finance and Group IT. The day-to-day administration of the Hotline is managed by the Group Compliance Director.

The Hotline Provider will upload all hotline reports to the Incident Management System immediately upon receipt by the Hotline Provider. The Incident Management System is a centralized database, operated by the Hotline Provider, in order to manage and monitor all investigations from the initial hotline report to the closing memo.

The Secretary of the Compliance Committee is responsible for managing the Incident Management System and ensuring that reports are allocated for review to an appropriate representative of the Compliance Committee. The Compliance Committee representatives will review those hotline reports allocated to them. The representatives of group functions will have the option to delegate the investigation process to employees within their group function. The Compliance Committee, or any one of its members responsible for investigating a report, may decide to appoint an Investigation Team, if deemed appropriate. Should an Investigation Team be appointed, those involved will ensure that its members have the necessary competence. The Compliance Committee will ensure that the investigations are carried out with the highest degree of integrity, confidentiality and impartiality, and in an appropriate and timely manner.

As a reminder, at all stages of the investigation process, Ardagh will ensure compliance with all European and national data protection and employment laws of each country.

Closing

For each hotline report, the appropriate representative of the relevant group functions will issue a closing memo which will include a summary of the facts, findings of the investigation, the corrective actions taken, if any, and a list of recommendations.

The Compliance Committee will meet on a quarterly basis and issue a quarterly summary report to the Audit Committee. The Compliance Committee will provide additional information regarding any reports as may be requested by the Audit Committee.

The Compliance Hotline reporting options and instructions are detailed hereafter or can be found on myArdagh

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