



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



## 2021 Annual General Meeting and Extraordinary General Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

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**Proposals – The Board of Directors recommends a vote FOR Proposals 1-7 of the Annual General Meeting, including FOR all the nominees listed, as well as a vote FOR Proposals 1 and 2 of the Extraordinary General Meeting.**



### Agenda of the Annual General Meeting

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| <p>1. Consider the reports of the Board of Directors of the Company and the report of the statutory auditor (<i>réviseur d'entreprises agréé</i>) on the Company's consolidated financial statements for the financial year ended December 31, 2020 and approve the Company's consolidated financial statements for the financial year ended December 31, 2020.</p> <p>2. Consider the report of the statutory auditor (<i>réviseur d'entreprises agréé</i>) on the Company's annual accounts for the financial year ended December 31, 2020 and approve the Company's annual accounts for the financial year ended December 31, 2020.</p> <p>3. Confirm the distribution of dividends decided by the Board of Directors of the Company during the financial year ended December 31, 2020 and resolve to carry forward the remaining profit for the year ended December 31, 2020.</p> <p>4. Grant discharge (<i>quitus</i>) to all members of the Board of Directors of the Company who were in office during the financial year ended December 31, 2020 for the proper performance of their duties.</p> | <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> | <p>5. Re-elect the Class III Directors of the Company:</p> <p>a) Mr. Johan Gorter, as Class III Director until the 2024 annual general meeting of shareholders;</p> <p>b) The Rt. Hon. the Lord Hammond of Runnymede, as Class III Director until the 2024 annual general meeting of shareholders;</p> <p>c) Mr. Damien O'Brien, as Class III Director until the 2024 annual general meeting of shareholders; and</p> <p>d) Mr. Hermanus Troskie, as Class III Director until the 2024 annual general meeting of shareholders.</p> <p>6. Approve the aggregate amount of the directors' remuneration.</p> <p>7. Appoint PricewaterhouseCoopers <i>Société coopérative</i> as statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the period ending at the 2022 annual general meeting of shareholders.</p> | <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> |
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### Agenda of the Extraordinary General Meeting

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| <p>1. Renewal of the authorization granted to the Board of Directors to increase the issued share capital up to the authorized share capital with authority to limit or cancel the shareholders' preferential subscription right, during a period of five years ending on the fifth anniversary of the 2021 Extraordinary General Meeting and amendment to article 7 of the Articles of Association accordingly; and</p> | <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> | <p>2. Renewal of the authorization granted to the Board of Directors to purchase, acquire or receive the Company's own shares for cancellation or hold them as treasury shares during a period of five years ending on the fifth anniversary of the 2021 Extraordinary General Meeting and amendment to article 9 of the Articles of Association accordingly.</p> | <p><b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/></p> |
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**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders to be held on May 19, 2021:**

Information is now available regarding the 2021 Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders at [www.ardaghtgroup.com/corporate-investors/agm.html](http://www.ardaghtgroup.com/corporate-investors/agm.html).

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**Proxy – Ardagh Group S.A.**



**This proxy is solicited by the Board of Directors for use at Ardagh Group S.A.'s Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders on May 19, 2021 or any postponement(s) or adjournment(s) thereof.**

The undersigned, having read the Convening Notice and Proxy Statement, dated April 14, 2021, receipt of which is acknowledged hereby, does hereby appoint Paul Coulson, Yves Elsen, David Matthews, Shaun Murphy and Hermanus Troskie, and each of them, proxies and attorneys-in-fact, each with full power of substitution, for and in the name of the undersigned, to vote and act at the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (together the "Meetings") of Ardagh Group S.A., the Annual General Meeting of Shareholders to be held on May 19, 2021 at 12:00 p.m. Luxembourg time and the Extraordinary General Meeting of Shareholders to be held immediately thereafter, by way of proxy without physical presence in accordance with the Luxembourg law of September 23, 2020, as amended, and at any postponement(s) or adjournment(s) thereof, with respect to all of the common shares of the undersigned, standing in the name of the undersigned or with respect to which the undersigned is entitled to vote or act at the Meetings, with all of the powers that the undersigned would possess if personally present and acting as set forth on the reverse side hereof.

**This proxy, when properly executed and returned in a timely manner, will be voted in the manner directed on the reverse side hereof. If you submit a proxy but do not direct how your shares will be voted, the individuals named as proxies will vote your shares "FOR" the election of each of the nominees for director and "FOR" each of the other proposals identified herein. It is not expected that any other matters will be brought before the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders. If, however, other matters are properly presented, the individuals named as proxies will vote in accordance with their discretion with respect to such matters.**

(Items to be voted appear on reverse side.)

**B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

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