

ARDAGH GROUP S.A.

56, rue Charles Martel, L-2134 Luxembourg, Luxembourg
R.C.S. Luxembourg: B 160804

**AMENDMENTS
TO THE ARTICLES OF ASSOCIATION OF ARDAGH GROUP S.A.**

It is proposed to amend article 7 of the Articles of Association of the Company as follow (changes appearing in bold):

“7.3.(a) The Board is generally and unconditionally authorised for a period of five years from **19 May 2021** ~~3 March 2017~~, to issue Common Shares, to grant options to subscribe for Common Shares and to issue any other instruments convertible into Common Shares up to a maximum of the authorised but as yet unissued share capital of the Company to such persons and on such terms as the Board determines in its absolute discretion. The Board may set the subscription price for the Common Shares so issued, as well as determining the form of consideration to be paid for any such Common Shares which may include (i) cash, including the setting off of claims against the Company that are certain, due and payable, (ii) payment in kind, and (iii) reallocation of the share premium, profit reserves or other reserves of the Company. The Board is also authorised to issue Common Shares free of charge within the limitations of Article **420-26(6)** ~~32-3 (5bis)~~ of the Act.”

It is proposed to amend article 9 of the Articles of Association of the Company as follow (changes appearing in bold):

“9.3 This authority, (unless previously revoked, varied or renewed by the general meeting) is granted for a period of five years from ~~3 March 2017~~ **19 May 2021**”