

ARDAGH GROUP S.A.

Audit Committee Charter

(As adopted by the Board of directors on 6 March 2017)

1. Statement of Purpose

The purpose of the Audit Committee (the “Committee”) is to provide assistance to the Board of Directors (the “Board”) in fulfilling the Board’s responsibilities to Ardagh Group S.A. (the “Company”) and its shareholders relating to the accounting and financial reporting process and the audit of the financial statements of the company and its subsidiaries (the “Group”). To that end, the Committee will oversee management’s processes and activities relating to:

- (a) maintaining the reliability and integrity of the Group’s accounting policies, financial statements reporting practices and financial statements;
- (b) the independent auditor’s qualifications and independence, and their performance;
- (c) the qualification and independence of the Group’s internal audit function and its performance; and
- (d) overseeing compliance with applicable laws and regulations, and the requirements of any stock exchange or quotation system on which the securities of the company or any member of the Group may be listed.

2. Committee Membership

The Committee will consist of no fewer than three members. The Committee will be composed of directors who satisfy the independence, experience and financial expertise requirements set out in the rules of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934 of the United States, as amended (the “Exchange Act”), including the rules and regulations promulgated thereunder, and all other applicable legal and regulatory requirements, subject to applicable transition periods. All members of the Committee shall be financially literate and have a working familiarity with basic finance and accounting practices, as determined by the Board in its business judgment. At least one member must have “accounting or related financial management expertise” in accordance with the rules of the New York Stock Exchange. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination either on or through the Company’s website or in its Annual Report on Form 20-F filed with the SEC.

The members of the Committee shall be appointed by the Board. The Board will take into account any recommendations of the Nominating and Governance Committee in making such appointments. Unless the Board appoints a chairperson of the Committee (the “Chair”), the Committee shall elect a Chair by majority vote. Committee members may be removed from

the Committee, with or without cause, by the Board at any time. Any action duly taken by the Committee shall be valid and effective, whether or not any member of the Committee is later determined not to have satisfied the requirements for membership provided herein.

3. Meetings; Executive Sessions

The Committee will meet on a regular basis, but no less frequently than four times per year, and shall hold special meetings as required. Periodically the Committee will meet with management, the internal auditors (or other personnel responsible for the internal audit) and the independent auditor in separate executive sessions in furtherance of its purposes.

Meetings of the Committee may be called by or at the request of the Board, the Chair, any two members of the Committee or the Chief Executive Officer. Notice of a committee meeting shall be deemed to be duly given to a member if it is given to such member verbally (including in person or by telephone) or otherwise communicated or sent to such member by mail or facsimile or electronic mail (with customary proof of confirmation that such notice has been transmitted) at such member's last known address or in accordance with any other instructions given by such member to the Company for the purposes of giving notice. The method of notice need not be the same for each member of the Committee.

The Committee will by resolution establish its own rules and regulations for all meetings. In the absence of such action by the Committee, the provisions of the Company's Articles of Association generally applicable to committees of the Board will apply to the Committee.

4. Functions and Responsibilities

In furtherance of the purposes set out above, the Committee will perform the functions and responsibilities enumerated herein as appropriate and, to the extent allowed by law, will have all the powers of the Board necessary or desirable to perform such functions and responsibilities.

The Committee will prepare the audit committee report required by the rules of the Securities and Exchange Commission of the United States (the "SEC") to be included in the Company's SEC Annual Report on Form 20-F.

The Committee will have sole authority to appoint or replace the independent auditor (subject to shareholder approval). The Committee will be directly responsible for the oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services. The independent auditor will report directly to the Committee. All auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor must be approved by the Committee in advance, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act (as set out in the Appendix hereto) which are approved by the Committee prior to the completion of the audit

The Committee may form and delegate authority to subcommittees consisting of one or more members or may delegate authority to one or more members, including the authority to

grant preapprovals of audit and permitted non-audit services, provided that all decisions to grant preapprovals pursuant to such delegated authority will be presented to the entire Committee at its next scheduled meeting.

The Committee will have the authority, to the extent it deems necessary or appropriate to carry out its functions and responsibilities, to retain independent legal, accounting or other advisers. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services and to any advisers employed by the Committee.

The Committee will make regular reports to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will periodically review the Committee's own performance.

In addition, the Committee will:

(a) Financial Statement and Disclosure Matters

(i) Review and discuss with management and the independent auditor the Company's annual audited financial statements and quarterly unaudited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report Form 20-F.

(ii) Review and discuss with management and the independent auditor, as applicable, (A) significant issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy or effectiveness of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) analyses prepared by management or the independent auditor setting out significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements; and (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

(iii) Hold meetings on a quarterly basis to review and discuss quarterly reports from the independent auditor on (A) all critical accounting policies and practice to be used; (B) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and treatments preferred by the independent auditor; and (C) other material written communications between the independent auditor and management, such as any schedule of unadjusted differences.

(iv) Review and discuss with management and the independent auditor the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies.

- (v) Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such risk exposures, including the Company's risk assessment and risk management policies or guidelines.
 - (vi) Discuss with the independent auditor the matters required to be discussed by applicable auditing standards relating to the conduct of the audit or any review services, including any difficulties encountered in the course of the audit or review work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
 - (vii) Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 20-F about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- (b) Oversight of the Company's Relationship with the Independent Auditor
- (i) Obtain and review a formal written statement from the independent auditor at least annually regarding (A) the independent auditor's internal quality-control procedures, (B) any material issues raised by the most recent internal quality-control review, or peer review, of such auditor, or by an inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by such auditor, (C) any steps taken to deal with such issues, and (D) all relationships between the independent auditor and the Company (consistent with applicable independence standards);
 - (ii) Evaluate the qualifications, performance and independence of the independent auditor, including a review and evaluation of the lead partner of the independent auditor, considering whether the auditor's internal quality-controls are adequate, considering whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence and actively engaging in a dialogue with the auditors with respect to any disclosed relationship or services that may impact the objectivity and independence of the independent auditor, taking into account the opinions of management and the Company's internal auditors;
 - (iii) Present its conclusions and consequent recommendations with respect to the independent auditor to the Board.
 - (iv) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
 - (v) Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who were engaged on the Company's account or otherwise participated in any audit of the Company.
 - (vi) Discuss with the independent auditor any accounting or auditing issues with respect to which the Company's audit team consulted with the independent auditor's national office.

- (vii) Review with the independent auditor any audit problems or difficulties and management's response.
 - (viii) Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
- (c) Oversight of the Company's Internal Audit Function
 - (i) Ensure the Company maintains an internal audit function and at least annually evaluate the performance of the Company's internal audit function.
 - (ii) Review and discuss with the independent auditor, the internal auditor and management, as appropriate, the internal auditor function's responsibilities, budget and staffing and any recommendations or suggested changes in the planned scope of the internal audit. Approve appointment and removal of the head of the internal audit function.
 - (iii) Review with the internal auditor, on a periodic basis as appropriate, the results of specified projects assigned to the internal auditor, and coordinate with management to ensure that any significant findings or control weaknesses are addressed and resolved.
- (d) Compliance Oversight Responsibilities
 - (i) Review any reports of the independent auditor mandated by Section 10A of the Exchange Act and obtain from the independent auditor any information with respect to illegal acts in accordance with Section 10A, which defines "illegal act" as an act or omission that violates any law, or any rule or regulation having the force of law.
 - (ii) Periodically review and discuss with Group Legal any correspondence with regulators or governmental agencies and any published reports, or any legal matters that have been brought to the Committee's attention, which could have a significant impact on the Company's financial statements.
 - (iii) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
 - (iv) Take actions necessary to enforce the Code of Conduct adopted by the Board, including the establishment of procedures to consider alleged violations of such codes and reporting and disclosure of such violations (including reviewing quarterly reports prepared by the Compliance Committee) and any waivers granted by the Board under such codes.
- (e) Other Responsibilities
 - (i) Review, evaluate and approve all transactions between the Company and any Related Party that are submitted for review in accordance with the Group Related Party Transactions Policy.

(ii) Evaluate the Committee's own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

(iii) The Chair shall have authority to review, evaluate and approve proposed Related Party Transactions on behalf of the Committee pursuant to the Related Party Transaction Policy of the Company between meetings of the Committee, if requested by the Chief Executive Officer.

APPENDIX

Section 10A(i)(1) of the Securities Exchange Act of 1934 of the United States, as amended:

(A) **Audit Committee Action.** All auditing services (which may entail providing comfort letters in connection with securities underwritings or statutory audits required for insurance companies for purposes of State law) and non-audit services, other than as provided in subparagraph (B), provided to an issuer by the auditor of the issuer shall be preapproved by the audit committee of the issuer.

(B) **De Minimis Exception.** The preapproval requirement under subparagraph (A) is waived with respect to the provision of non-audit services for an issuer, if

- a. the aggregate amount of all such non-audit services provided to the issuer constitutes not more than 5 percent of the total amount of revenues paid by the issuer to its auditor during the fiscal year in which the non-audit services are provided;
- b. such services were not recognized by the issuer at the time of the engagement to be non-audit services; and
- c. such services are promptly brought to the attention of the audit committee of the issuer and approved prior to the completion of the audit by the audit committee or by 1 or more members of the audit committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the audit committee.