

## **ARDAGH GROUP S.A.**

### **Compensation Committee Charter**

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

#### **1. Statement of Purpose**

The purposes and powers of the Compensation Committee (the “Committee”) are (1) to evaluate the performance of the Chairman, the Chief Executive Officer (“CEO”) and the other senior directors and officers of Ardagh Group S.A. (the “Company”) and its subsidiary group of companies (together with the Company, the “Group”), (2) to determine the compensation of the Chairman, the CEO, and other senior directors and officers of the Group and also of the non-employee directors of the Company, and (3) to oversee and administer any equity incentive or similar plans the Group may adopt.

#### **2. Committee Membership**

The Committee shall be comprised of two or more members, as determined by the Board of Directors of the Company (the “Board”), each of whom shall have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

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. 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**

Meetings of the Committee may be called by or at the request of the Board, the Chair, the CEO or any two members of the Committee. 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 (the “Articles”) 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 review and approve corporate goals and objectives relevant to the compensation of the Chairman, the Chief Executive Officer and the other senior directors and officers of the Group.

The Committee will evaluate the performance of the Chairman and of the CEO taking into account those goals and objectives and will set separately the compensation level of the Chairman and of the CEO based on that evaluation, as well as such other factors it considers appropriate from time to time. In determining such compensation, the Committee will consider the Group's performance, the transactions entered into by the Group and such other factors that the Committee may deem appropriate.

The Committee will evaluate the performance of the other senior directors and officers of the Group, based in part on the CEO's evaluation thereof. The Committee will review and approve the compensation of all other senior directors and officers and also for the non-employee directors of the Company, based on such factors as the Committee may deem relevant.

The Committee shall, at the request of the Board, periodically review and make recommendations to the Board relating to management succession planning, including policies and principles for selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.

The Committee may make recommendations to the Board with respect to incentive-compensation plans and equity-based or similar plans of the Group, and will administer such plans, with authority to make and modify grants under, and to approve or disapprove participation in, such plans.

The Committee will have the sole authority to retain and terminate consultants and other advisers to assist it in carrying out its functions and responsibilities and to approve the fees and other terms of engagement of those consultants and advisers. The Group will be responsible for the payment of the fees and expenses of any such consultant or adviser.

The Committee will have authority to make or recommend such changes to any incentive-compensation plan and equity-based or similar plan of the Group as the Committee deems appropriate, subject to any necessary shareholder approval.

The Committee shall evaluate its 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.

The Committee will from time to time review and reassess this Charter and submit any proposed changes to the Board for review.

**5. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Articles and applicable laws and regulations.