

ARDAGH GROUP S.A.

Executive Committee Charter

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

1. Statement of Purpose

The role of the Executive Committee (the “Committee”) is to oversee the management and business affairs of Ardagh Group S.A. (the “Company”) and its subsidiary group of companies, subject to the direction and control of the Board of Directors of the Company (the “Board”), and to carry out such functions and to make decisions on behalf of the Board in respect of such matters as may be delegated by the Board to the Committee from time to time.

2. Committee Membership

The Committee shall be comprised of three or more members, as determined by 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 by the Board.

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 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 delegated to it by the Board and, to the extent allowed by law, will have all the powers of the Board necessary or desirable to perform such functions and responsibilities.

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.