

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

### **Sustainability Committee Charter**

(as adopted by the Board of Directors on 22 April 2020)

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

Ardagh Group S.A. (the “Company”) is committed to operating in an environmentally and socially sustainable way and creating long-term value through implementation of a sustainability strategy that focuses on the environmental and social dimensions of doing business. The purpose of the Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is (1) to assist the Board in fulfilling its oversight responsibility for the Company’s environmental and social sustainability objectives; (2) to make recommendations to the Board relating to environmental and social sustainability matters; (3) to develop and oversee the implementation of a sustainability strategy; and (4) to advise the Board periodically with regard to current and emerging environmental and social sustainability developments.

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

The Committee shall be comprised of two 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.

The members of the Committee shall be appointed by the Board. 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 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.

(a) The Committee shall be responsible for assisting the Board in fulfilling its oversight responsibility for the Company's sustainability objectives, including, but not limited to (i) understanding and managing stakeholders' expectations regarding sustainability objectives; (ii) considering and developing the long-term environmental sustainability of the Company, with a view to constantly improving the Company's environmental and ecological footprint; and (iii) considering and developing the social sustainability of the Company with a view to supporting the communities in all locations where the Company is operating.

(b) The Committee shall be responsible for keeping the Board updated and to make recommendations to the Board on all environmental and social sustainability matters as it may deem advisable. To do so, the Committee shall (i) consider current and emerging sustainability related environmental and social trends, as well as related legislative and regulatory developments and public policy debates that may affect the Company's operations, performance and public image; (ii) develop initiatives, policies and practices to ensure compliance with generally accepted sustainability standards, and (iii) provide advice on how to continuously improve such policies and practices.

(c) The Committee shall be responsible for developing the Company's sustainability strategy related to environmental and social sustainability matters. The environmental sustainability strategy shall consider activities pertaining to energy consumption, water usage, climate change, greenhouse gas and other emissions, waste disposal and recycling. The social sustainability strategy shall take into account human rights, civil and political rights as well as economic, social and cultural rights. The Committee shall recommend key environmental and social sustainability targets and key performance indicators.

(d) The Committee shall be responsible for overseeing the proper implementation of the sustainability strategy throughout the Company's business. The Committee shall review the effectiveness of the sustainability strategy on a periodic basis and provide advice on how to improve it, if required.

(e) 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.

(f) The Committee shall oversee the Company's policies on charitable donations and review the Company's activities with respect to charitable donations.

(g) The Committee shall periodically report to the Board on its findings and actions.

(h) 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 powers and/or responsibilities to a subcommittee of the Committee or to any individual, to the extent consistent with the Articles and applicable laws and regulations.