

ARDAGH GROUP S.A.

Finance Committee Charter

(as adopted by the Board of Directors on 9 December 2020)

1. Statement of Purpose

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ardagh Group S.A. (the “Company”, and, together with its subsidiaries, the “Group”) is to perform the functions and responsibilities described in Section 4 below and to provide oversight of other financial matters as delegated by the Board to the Committee from time to time.

2. Committee Membership

The Committee shall be comprised of two or more members, as determined by the Board from time to time, 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 or sent to such member by mail 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 provisions of the Company's Articles of Association (the “Articles”) generally applicable to committees of the Board will apply to the meetings and proceedings of the Committee.

4. Functions and Responsibilities

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 review and monitor the Group's capital structure and financial policies from time to time and, to the extent it thinks fit, make recommendations to the Board in

relation thereto. When reviewing the Group's financial policies, the Committee shall consider relevant financial indicators and recommend appropriate financial targets for the Group.

(b) The Committee shall monitor the Group's treasury functions and, in connection with the foregoing, from time to time review and, if it deems appropriate, approve the Group's treasury policy and its relevant key risks indicators, including in respect of interest rates, foreign exchange rates and derivative transactions.

(c) The Committee shall review and recommend to the Board whether to approve the entry into by the Group, of financing and credit agreements or arrangements and agreements or arrangement relating to the treasury functions that require Board approval in accordance with the Company's delegation of authority, including plans to issue, incur, amend, repurchase, redeem or repay, as applicable, indebtedness.

(d) Upon the Board's approval of any agreement or arrangement of the type described in clause (c) of this Section 4, the Committee shall oversee the negotiation, approval and execution on behalf of the Company and the Group of the documentation required to implement such approved agreement or arrangement, including (1) any documentation required to be entered into in connection with the issuance, incurrence, amendment, repurchase, redemption or repayment by the Group of indebtedness, (2) any related arrangements, including in respect of collateral, guarantee or other credit support agreements or arrangements, and (3) any ancillary documents, including the delivery of any certificate or the filing of any document.

(e) The Committee shall also have the authority to review and approve the entry into by the Group of financing and credit agreements or arrangements and agreements or arrangements relating to the treasury functions that do not require Board approval in accordance with the Company's delegation of authority, including plans to issue, incur, amend, repurchase, redeem or repay, as applicable, indebtedness and any related arrangements, including in respect of collateral, guarantee or other credit support agreements or arrangements and any ancillary documents, including the delivery of any certificate of the filing of any document, in each case required to implement any such agreement or arrangement.

(f) Except to the extent expressly reserved by the Board, the Committee shall have the authority to approve any corporate action by the Company in relation to or for the purposes of any contractual agreements or arrangements relating to indebtedness of the Company and the Group, including authority to designate, on behalf of the Company, any subsidiary as a restricted or unrestricted subsidiary for the purposes of any indenture or agreement relating to any indebtedness of the Company or any of its subsidiaries.

(g) The Committee shall have the authority to review, authorise and execute other financial matters as delegated by the Board to the Committee from time to time.

(h) 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.

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

(j) 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 performing its functions and responsibilities, the Committee shall be entitled to delegate any or all of its functions or responsibilities to a subcommittee of the Committee or to any individual who, in the reasonable judgment of the Committee, has the appropriate levels of experience and seniority to perform the delegated functions or responsibilities, to the extent consistent with the Articles and applicable laws and regulations.