

ARDAGH GROUP S.A.

Nominating and Governance Committee Charter (as adopted by the Board of Directors on 9 December 2020)

1. Statement of Purpose

The purposes of the Nominating and Governance Committee (the “Committee”) are (1) to select and recommend to the Board of Directors (the “Board”) of Ardagh Group S.A. (the “Company”) nominees for election by the shareholders or appointment by the Board; (2) to review with the Board the composition of the Board with regards to characteristics such as independence, knowledge, skills, experience and diversity of the Board members, (3) to make recommendations on the frequency and structure of Board meetings and to monitor the functioning of the committees of the Board, (4) to advise the Board periodically with regard to significant developments in the law and practice of corporate governance as well as the compliance by the Company with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any remedial action to be taken, (5) to develop, recommend to the Board and periodically review a set of corporate governance guidelines applicable to the Company, (6) to deal with any matters arising in relation to the acquisition, disposal, pledge or other dealing by any shareholder of or with securities of the Company or any other entity, (7) to deal with the issuance of securities of the Company (within the authorised share capital of the Company) to non-executive directors pursuant to any compensation or benefit plan, and (8) to oversee the evaluation of the Board and management.

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) (i) At an appropriate time prior to each annual meeting of shareholders at which directors of any class are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its business judgment, has found to be well qualified, willing and able to serve on the Board. When determining whether or not to recommend the nomination of a current director for an additional term, the Committee shall also review the performance of such director during the current term and shall consider the results of such evaluation for its decision.

(ii) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy such candidate as the Committee, in the exercise of its business judgment, has found to be well qualified, willing and able to serve on the Board.

(iii) For purposes of (i) and (ii) above, the Committee may consider the following criteria, among other criteria the Committee shall deem appropriate, in recommending candidates for election to the Board:

- personal and professional integrity, ethics and values;
- experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other areas relevant to the success of a publicly traded company in today's business environment;
- experience in the Company's industry or with relevant social policy concerns;
- experience as a board member of another publicly held company;
- academic expertise in an area of the Company's operations;
- practical and mature business judgment, including ability to make independent analytical inquiries; and
- such other criteria as the Committee may deem to be relevant in any particular case.

(b) The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

(c) The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken.

(d) The Committee shall oversee the process for the Board and its committees to conduct their annual self-evaluations.

(e) The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required pursuant to any rules promulgated by the U.S. Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

(f) The Committee shall be responsible for all matters arising with regard to any acquisition, disposal, pledge or other dealing by any shareholder of or with any securities of the Company or any other entity and, in particular (without limitation), all matters arising under any Company policy with regard to dealing in or other transactions relating to any securities of the Company or any other entity.

(g) The Committee shall have full delegated authority to authorise the issuance of any securities of the Company pursuant to any compensation or benefit plan for non-executive directors of the Company which has been approved by the Board or an authorised committee of the Board. Such issuances shall be within the authorised share capital of the Company and the Committee shall have power to take all such additional steps or actions that it may consider to be necessary or desirable to give effect to any such issue of securities including, without limitation, the power of the Committee to withdraw or limit the Luxembourg statutory pre-emption provisions upon any such issuance as permitted under article 7 of the Articles.

(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 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.