



[ardaghgroup.com](http://ardaghgroup.com)

Ardagh Holdings S.A.  
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April 30, 2026

Dear Shareholder,

You are cordially invited to attend the 2026 annual general meeting of shareholders (the “Annual General Meeting”) of Ardagh Holdings S.A. (the “Company”) to be held on June 4, 2026, at 1:00 p.m. Luxembourg time, at 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg. Information concerning the matters to be considered and voted upon at the Annual General Meeting is set out in the attached Convening Notice and Proxy Statement.

The Board of Directors of the Company has fixed April 7, 2026 (10:00 p.m. Luxembourg time, 4:00 p.m. EDT) as the record date for the Annual General Meeting (the “Record Date”), and only holders of record of the ordinary shares at such time will be entitled to notice of and to vote at the Annual General Meeting or any adjournment or postponement thereof.

If you are unable to attend the Annual General Meeting or you wish to be represented, please authorize a proxy to vote your ordinary shares in accordance with the instructions you have received. This will not prevent you from voting your ordinary shares in person if you subsequently choose to attend our Annual General Meeting.

Please note that powers of attorney or proxy cards must be received by the tabulation agent (Computershare), no later than 5:59 a.m. Luxembourg time on June 2, 2026, 11:59 p.m. EDT, on June 1, 2026, in order for such votes to be taken into account.

On behalf of the Board of Directors of the Company, we thank you for your continued support.

Sincerely,

Mark Porto  
Executive Chair

**Convening Notice**  
**to the Annual General Meeting of Shareholders**  
**to be held on June 4, 2026 at 1:00 p.m. Luxembourg time at**  
**56, rue Charles Martel, L-2134 Luxembourg, Luxembourg**

April 30, 2026

Dear Shareholder,

The Board of Directors of Ardagh Holdings S.A. (the “Company”) is pleased to invite you to attend the 2026 annual general meeting of shareholders (the “Annual General Meeting”), to be held on June 4, 2026, at 1:00 p.m. Luxembourg time, at 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg, with the following agenda:

**Agenda of the Annual General Meeting**

1. Consider the management report of the Company and the report of the statutory auditor (*réviseur d’entreprises agréé*) on the Company’s consolidated financial statements for the financial period ended December 31, 2025 and approve the Company’s consolidated financial statements for the financial period ended December 31, 2025.
2. Consider the report of the statutory auditor (*réviseur d’entreprises agréé*) on the Company’s annual accounts for the financial period ended December 31, 2025 and approve the Company’s annual accounts for the financial period ended December 31, 2025.
3. Approve carrying forward the result for the financial period ended December 31, 2025.
4. Ratify the appointment by the Board of Directors of the Company on December 10, 2025 of Galdino Claro and Richard Navarre as directors of the Company, each to fill a vacancy on the Board of Directors until the Annual General Meeting.
5. Grant discharge (*quitus*) to all members of the Board of Directors of the Company who were in office during the financial period ended December 31, 2025 for the proper performance of their duties.
6. Re-elect or elect, as applicable, the directors of the Company:

- a) Galdino Claro, as a director until the 2027 annual general meeting of shareholders;
  - b) Jean-Pierre Floris, as a director until the 2027 annual general meeting of shareholders;
  - c) Richard Navarre, as a director until the 2027 annual general meeting of shareholders;
  - d) Mark Porto, as a director until the 2027 annual general meeting of shareholders; and
  - e) Herman Troskie, as a director until the 2027 annual general meeting of shareholders.
7. Approve the aggregate amount of the directors' remuneration for the year ending December 31, 2026.
8. Appoint PricewaterhouseCoopers Assurance, *Société coopérative* as statutory auditor (*réviseur d'entreprises agréé*) of the Company for the period ending at the 2027 annual general meeting of shareholders and ratify their remuneration for the period ended December 31, 2025.

Pursuant to article 14.3(1) of the articles of association of the Company, the Annual General Meeting will validly deliberate on its agenda, and the resolutions at the Annual General Meeting will be adopted by a simple majority of the votes validly cast, regardless of the proportion of share capital represented.

Any shareholder who holds one or more ordinary share(s) of the Company on April 7, 2026 at 10:00 p.m. Luxembourg time, 4:00 p.m. EDT (the "Record Date") will be admitted to the Annual General Meeting and may attend the Annual General Meeting and vote, as applicable, in person or by proxy, subject to the conditions set out in the Proxy Statement.

**Please consult the Proxy Statement enclosed herewith, also available on the Company's website, as to the procedures for attending the Annual General Meeting or to be represented by proxy.** Copies of the Company's consolidated financial statements for the financial period ended December 31, 2025 and its annual accounts for the financial period ended December 31, 2025, together with the management report of the Company and the report of the statutory auditor are available at <https://www.ardaghgroup.com/investors/corporate-governance/annual-general-meeting>.

Please note that powers of attorney or proxy cards must be received by the tabulation agent (Computershare), no later than 5:59 a.m. Luxembourg time on June 2, 2026, 11:59 p.m. EDT, on June 1, 2026, in order for such votes to be taken into account.

Sincerely,

Mark Porto  
Executive Chair  
on behalf of the Board of Directors

**ARDAGH HOLDINGS S.A.**

**PROXY STATEMENT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 4, 2026**

**GENERAL INFORMATION**

This Proxy Statement is being provided to solicit proxies on behalf of the board of directors (the “Board of Directors”) of Ardagh Holdings S.A. (the “Company,” “we,” “our” or “us”) for use at the 2026 annual general meeting of shareholders (the “Annual General Meeting”) to be held on June 4, 2026, at 1:00 p.m. Luxembourg time at the Company’s registered office, 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg and any adjournment or postponement thereof. This Proxy Statement is available on our website at <https://www.ardaghgroup.com/investors/corporate-governance/annual-general-meeting>, together with the Company’s consolidated financial statements for the financial period ended December 31, 2025 and its annual accounts for the financial period ended December 31, 2025. The Proxy Statement also will be made available to our “street name” holders (meaning beneficial owners who hold ordinary shares of the Company (the “Ordinary Shares”) through a bank, brokerage firm or other record owner) and registered shareholders as at the Record Date (as defined below) through the delivery methods described below.

This Proxy Statement, together with the Convening Notice containing the agenda and the proxy card with reply envelope, are hereinafter referred to as the “Proxy Materials.”

**How May the Annual General Meeting Materials Be Accessed?**

(a) Street name holders

We have elected to provide access to our Proxy Materials over the internet. Accordingly, we are sending a notice (the “Information Notice”) on April 30, 2026 regarding the internet availability of Proxy Materials to our street name holders of record as of 10:00 p.m. Luxembourg time, 4:00 p.m. EDT, on April 7, 2026 (the “Record Date”). You will have the ability to access the Proxy Materials, the Company’s consolidated financial statements for the financial period ended December 31, 2025 and its annual accounts for financial period ended December 31, 2025 on the website referred to in the Information Notice (<https://www.ardaghgroup.com/investors/corporate-governance/annual-general-meeting>). Street name holders may also request to receive a printed set of the Proxy Materials. Instructions on how to access the Proxy Materials either by viewing them online or by requesting a printed copy may be found in the Information Notice. You will not receive a printed copy of the Proxy Materials unless you have requested one when setting up your brokerage account or otherwise request one in the manner set forth in the Information Notice. This permits us to conserve natural resources and reduce our printing costs while giving shareholders a convenient and efficient way to access our Proxy Materials and exercise the voting rights attendant to their Ordinary Shares at the Annual General Meeting.

(b) Registered shareholders

We are mailing the Proxy Materials on April 30, 2026 to all registered shareholders of our Ordinary Shares as at the Record Date.

## **Who May Vote at the Annual General Meeting?**

Only registered shareholders or street name holders of our Ordinary Shares as at the Record Date will be entitled to notice of the Annual General Meeting and to vote at the Annual General Meeting.

In addition, no shareholder will be entitled to vote at the Annual General Meeting unless they are at the Record Date in compliance with the requirements set out in the shareholders' agreement dated November 12, 2025, entered into by the Company and its shareholders (as amended, modified or supplemented from time to time, the "Shareholders' Agreement") and the articles of association of the Company (the "Articles of Association"). **Each shareholder voting at the Annual General Meeting (or submitting a proxy with respect to such shareholder's Ordinary Shares) and each beneficial owner of Ordinary Shares providing voting instructions to a broker or other nominee which holds Ordinary Shares represents, by submitting such vote, proxy, or voting instruction, that it is a party to the Shareholders' Agreement (including by way of having entered into a joinder to the Shareholders' Agreement in accordance with the requirements of clause 8.2 thereof) as at the Record Date.** In accordance with articles 7.8 and 14.1(c) of the Articles of Association and clause 18.3 of the Shareholders Agreement, the Board of Directors may suspend the voting rights of any shareholders in material breach of their obligations as described in the Articles of Association, the Shareholders' Agreement or a subscription agreement.

On the Record Date, 95,000,000 Ordinary Shares were issued and outstanding. Each Ordinary Share is entitled to one vote at the Annual General Meeting, except as described in the preceding paragraph.

## **What Constitutes a Quorum?**

At any ordinary general meeting (including the Annual General Meeting), the simple majority of holders who are present in person or represented by proxy will form a quorum, regardless of the proportion of share capital represented. Abstentions, as described below, are counted as Ordinary Shares present for purposes of determining whether a quorum exists. Ordinary Shares with respect to which voting rights have been suspended or waived in accordance with articles 14.1(c) and 14.3(i) of the Articles of Association are not counted for purposes of determining whether a quorum exists.

## **What Are Broker Non-Votes and Abstentions?**

Broker non-votes occur when brokers holding Ordinary Shares in street name for beneficial owners do not receive instructions from the beneficial owners about how to vote their Ordinary Shares and the broker is unable to vote the Ordinary Shares in its discretion in the absence of an instruction. An abstention occurs when a shareholder withholds such shareholder's vote on a particular matter by checking the "ABSTAIN" box on the proxy card.

Your broker will NOT be able to vote your Ordinary Shares with respect to any of the proposals or other matters considered at the Annual General Meeting unless you have provided instructions to your broker. We strongly encourage you to provide instructions to your broker to vote your Ordinary Shares and exercise your right as a shareholder. A vote will not be cast in cases where a broker has not received an instruction from the beneficial owner.

With respect to all of the proposals or other matters considered at the Annual General Meeting, only those votes cast "FOR" or "AGAINST" are counted for the purposes of determining the number of votes cast with respect to each such proposal.

Broker non-votes and abstentions are not considered votes cast and have no effect on the outcome of any of the proposals.

## **What Is the Process for Voting and Revocation of Proxies?**

If you are a registered shareholder, you can vote by mail by marking, dating, signing and returning the proxy card in the postage-paid envelope. Submitting your proxy by mail will not affect your ability to attend the Annual General Meeting in person or vote at the Annual General Meeting.

If your Ordinary Shares are held in “street name”, you will receive instructions from your bank, brokerage firm or other record owner. You must follow the instructions of the bank, brokerage firm or other record owner in order for your Ordinary Shares to be voted on your behalf.

The Company will retain an independent tabulator to receive and tabulate the proxies.

If you submit a proxy and direct how your Ordinary Shares should be voted, the individuals named as proxies will vote your Ordinary Shares in the manner you indicate. If you submit a proxy but do not direct how your Ordinary Shares should be voted, the individuals named as proxies will vote your Ordinary Shares “FOR” the re-election or election, as applicable, of each of the nominees for director and “FOR” each of the other proposals identified herein.

It is not expected that any other matters will be brought before the Annual General Meeting. If, however, other matters are properly presented, the individuals named as proxies will vote in accordance with their discretion with respect to such matters.

A registered shareholder who has given a proxy may revoke it at any time before it is exercised at the Annual General Meeting by:

- attending the Annual General Meeting and voting in person;
- delivering a written notice on or before 5:59 a.m. Luxembourg time on June 2, 2026 (11:59 p.m. EDT on June 1, 2026) at the address given below, stating that the previously delivered proxy is revoked; or
- signing and delivering on or before 5:59 a.m. Luxembourg time on June 2, 2026 (11:59 p.m. EDT on June 1, 2026) to the address given below a subsequently dated proxy card dated prior to the vote at the Annual General Meeting.

If you are a registered shareholder, you may request a new proxy card by calling the Company at its registered office in Luxembourg at +352 26 25 85 55.

Registered shareholders should send any written notice or proxy card by (i) regular mail to Ardagh Holdings S.A., c/o Computershare, PO Box 43101, Providence, RI 02940-5067, or (ii) by courier or U.S. overnight mail to Ardagh Holdings S.A., c/o Computershare, 150 Royall Street, Suite 101, Canton, MA 02021 (Telephone: 1-800-736-3001 or from outside the US +1 781 575 3100).

Any street name holder may change or revoke previously given voting instructions by contacting the bank or brokerage firm holding the Ordinary Shares or by obtaining a legal proxy from such bank or brokerage firm and voting in person at the Annual General Meeting. Your last voting instructions, prior to or at the Annual General Meeting, are the voting instructions that will be taken into account.

## **Who May Attend the Annual General Meeting?**

Only holders of our Ordinary Shares as at the Record Date or their legal proxy holders may attend the Annual General Meeting. All holders of our Ordinary Shares planning to attend the Annual General Meeting in person must contact our Assistant Company Secretary, Cindy Cooper, at +352 26 25 85 55 or

cindy.cooper@ardaghgroup.com by June 2, 2026 to reserve a seat. In order to be admitted, shareholders should arrive at the Annual General Meeting check-in area no less than 30 minutes before the Annual General Meeting is scheduled to begin.

- Registered shareholders

To be admitted to the Annual General Meeting, you will need a form of photo identification. You will be admitted to the Annual General Meeting only if we are able to verify your shareholder status by checking your name against the list of registered shareholders on the Record Date.

You will be able to vote at the Annual General Meeting only if we are able to verify that you are a party to the Shareholders' Agreement (including by way of having entered into a joinder to the Shareholders' Agreement in accordance with the requirements of clause 8.2 thereof) as at the Record Date.

- Street name holders

To be admitted to the Annual General Meeting, you will need a form of photo identification and you must also bring valid proof of ownership of your Ordinary Shares on the Record Date; in order to vote at the Annual General Meeting you must bring a valid legal proxy from the holder of record.

If you hold your Ordinary Shares in street name through a bank or brokerage firm, a brokerage statement reflecting your ownership as at the Record Date or a letter from a bank or broker confirming your ownership as at the Record Date is sufficient proof of ownership to be admitted to the Annual General Meeting.

You will be able to vote at the Annual General Meeting only if we are able to verify that you are a party to the Shareholders' Agreement (including by way of having entered into a joinder to the Shareholders' Agreement in accordance with the requirements of clause 8.2 thereof) as at the Record Date.

Registration will begin on June 4, 2026, at 12:30 p.m. Luxembourg time, and the Annual General Meeting will begin on June 4, 2026, at 1:00 p.m. Luxembourg time.

No cameras, recording equipment, electronic devices (including cell phones), large bags, briefcases or packages will be permitted at the Annual General Meeting.

Certain members of the Board of Directors will attend the Annual General Meeting.

### **What Is the Process for the Solicitation of Proxies?**

We will pay the cost of soliciting proxies for the Annual General Meeting. We may solicit proxies by mail, telephone, personal contact or electronic means. Arrangements have been made with brokerage houses and other custodians, nominees and fiduciaries to send the Information Notice and, if requested, Proxy Materials to beneficial owners. Upon request, we will reimburse them for their reasonable expenses. In addition, our directors, officers and employees may solicit proxies (without additional compensation), either in person or by telephone, facsimile or written or electronic mail. Shareholders are encouraged to return their proxies promptly.

## PROPOSAL WITH RESPECT TO AGENDA ITEMS NO. 1 AND 2:

### APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS AND ANNUAL ACCOUNTS

At the Annual General Meeting, the Board of Directors will present the report on conflicts of interest, the management report on the Company's consolidated financial statements, as well as the reports of the statutory auditor (*réviseur d'entreprises agréé*) on the consolidated financial statements for the financial period ended December 31, 2025 and the annual accounts for the financial period ended December 31, 2025. The management report and the statutory auditor's reports are available on our website at <https://www.ardaghgroup.com/investors/corporate-governance/annual-general-meeting>. After such presentation, the following resolutions will be put before the Annual General Meeting for approval:

RESOLVED: The Annual General Meeting, after having reviewed the management report and the report of the statutory auditor (*réviseur d'entreprises agréé*) on the Company's consolidated financial statements for the financial period ended December 31, 2025, hereby approves the consolidated financial statements of the Company for the financial period ended December 31, 2025 in their entirety.

RESOLVED: The Annual General Meeting, after having reviewed the report of the statutory auditor (*réviseur d'entreprises agréé*) on the Company's annual accounts for the financial period ended December 31, 2025, hereby approves the annual accounts of the Company for the financial period ended December 31, 2025 in their entirety.

#### Vote Required and Recommendation of the Board of Directors

Approval of these proposals requires the affirmative vote of a simple majority of votes validly cast on such resolution by shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolutions will fail.

**Our Board of Directors recommends a vote "FOR" the approval of the Company's consolidated financial statements for the financial period ended December 31, 2025 and its annual accounts for the financial period ended December 31, 2025.**

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## PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 3:

### APPROVAL OF ALLOCATION OF ANNUAL RESULTS

The Board of Directors will propose to the Annual General Meeting to approve carrying forward the result for the financial period ended December 31, 2025.

RESOLVED: The Annual General Meeting hereby approves carrying forward the result for the financial period ended December 31, 2025 as recommended by the Board of Directors.

#### Vote Required and Recommendation of the Board of Directors

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

**Our Board of Directors recommends a vote "FOR" the approval of the allocation of our annual results.**

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**PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 4:**

**RATIFICATION OF APPOINTMENT OF NEW DIRECTORS**

On December 10, 2025, the Board of Directors appointed Galdino Claro and Richard Navarre, each as a director of the Company, each to fill a vacancy on the Board of Directors until the Annual General Meeting, pursuant to its authority under the Articles of Association. At the Annual General Meeting, the shareholders will be asked to approve the following resolution with respect to the ratification of the appointment of Galdino Claro and Richard Navarre each as a director of the Company:

RESOLVED: The Annual General Meeting hereby ratifies the appointment on December 10, 2025 by the Board of Directors of Galdino Claro and Richard Navarre, each as director of the Company, and each to fill a vacancy on the Board of Directors until the Annual General Meeting.

**Vote Required and Recommendation of the Board of Directors**

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

**Our Board of Directors recommends a vote “FOR” the ratification of the appointment of Galdino Claro and Richard Navarre, each as a director of the Company and each to fill a vacancy on the Board of Directors until the Annual General Meeting.**

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**PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 5:**

**APPROVAL OF DISCHARGE TO DIRECTORS FOR PERFORMANCE**

Under Luxembourg law, the shareholders are asked to vote on the discharge (*quitus*) of the directors with respect to the performance of their duties during the financial period ended December 31, 2025. At the Annual General Meeting, the shareholders will be asked to approve the following resolution with respect to the discharge of our directors who served during the financial period ended December 31, 2025:

RESOLVED: The Annual General Meeting hereby grants discharge (*quitus*) to the members of the Board of Directors who were in office during the financial period ended December 31, 2025 for the proper performance of their duties.

**Vote Required and Recommendation of the Board of Directors**

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

**Our Board of Directors recommends a vote “FOR” the approval of discharge to the members of the Board of Directors.**

## PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 6:

### RE-ELECTION OR ELECTION OF THE DIRECTORS OF THE COMPANY

Our Board of Directors currently consists of five (5) directors. The Articles of Association provide that our Board of Directors will consist of no fewer than three (3) directors, unless otherwise set out in the Shareholders' Agreement. Our Shareholder's Agreement provides that, beginning with the date of this Annual General Meeting, our Board of Directors will consist of five (5) directors. Pursuant to our Articles of Association, our directors may not be appointed for a term of office of more than six years.

The Board of Directors has nominated (i) Galdino Claro and Richard Navarre for election and (ii) Jean-Pierre Floris, Mark Porto and Herman Troskie for re-election as directors of the Company, with each of their terms of office expiring at the annual general meeting of shareholders to be held in 2027. All nominees are presently members of the Board of Directors.

On November 29, 2025 and on December 3, 2025, respectively, Damien O'Brien and Paul Copley resigned as directors of the Company.

As provided in the Articles of Association, except in the case of a vacancy in the office of director filled by the Board of Directors as described therein, the Company may elect directors by resolution adopted at an ordinary general meeting of shareholders (including an annual general meeting of shareholders).

#### Nominees for Re-election or Election to the Board of Directors

Information concerning the nominees for re-election or election to the Board of Directors is set forth below as of the date of the Annual General Meeting:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Mark Porto	60	Executive Chair
Galdino Claro	67	Director
Jean-Pierre Floris	77	Director
Richard Navarre	65	Director
Herman Troskie	56	Director

**Mark Porto** is the Executive Chair of the board of directors of Ardagh Holdings S.A. He has a 20-year track record in working with industrial manufacturing, consumer product, and technology companies worldwide. Most recently, he worked as CEO of Phoenix Services / Phoenix Global, a global industrial supplier. Previously, Mr. Porto was recruited by the private equity investment firm Promus Holdings to serve as president, CEO, and board director of Associated Steel Group, a building design and manufacturing firm. Prior roles included interim executive assignments with private equity firms in North America and Europe, as well as VP of operations at Bushnell, a consumer products company. Mr. Porto also served as advisor, consultant, and interim executive to AlixPartners, a business advisory firm, and served as a Division Officer in the United States Navy and with the Naval Reserves. Mr. Porto graduated from Northwestern University, Kellogg School of Management, with an MBA in International Business and Marketing. He also has a BS in Computer Science and a BA in Mathematics from Duke University. Mr. Porto is Chair of the Nominating and Governance Committee and a member of the Compensation Committee. He is a citizen of the United States of America and Italy.

**Galdino Claro** is an independent consultant, advisor and board director with over 40 years of experience in the metals, mining and recycling industries. Mr. Claro has served as CEO of both publicly listed and privately owned global companies such as: Sims Limited (ASX-SGM.AX), Harsco Metals and Minerals (NYSE-HSC), The Heico Companies Metals Group, Aleris America and Wilmington Paper Corporation. Galdino Claro

currently serves also as an independent director of Natural Resource Partners LP. In addition, Mr. Claro was an international executive at Alcoa Inc. for 23 years, where he served as the president of Alcoa China, headquartered in Beijing, and president of Alcoa Extrusions, headquartered in Geneva, as well as other executive positions in the United States, Europe and Latin America. He is certified as an expert in total quality by the International Labor Office in Chiba, Japan, and holds a degree in mechanical engineering from the University of Taubaté in São Paulo, Brazil. Mr. Claro is an independent director and a member of the Audit Committee and the Compensation Committee. He is a citizen of the United States of America, Brazil and Portugal.

**Jean-Pierre Floris** started his career at a subsidiary of Corning Glass and Saint Gobain. He worked successively for both companies in financial control, manufacturing and plant management. Since 1985 Mr. Floris worked as a CEO, first of CarnaudMetalbox plastic packaging, then as CEO and chairman of Saint-Gobain speciality bottles, general delegate of Saint-Gobain for Spain and Portugal, later for South America, and as deputy CEO of Saint-Gobain, directly in charge of flat glass, high performance materials, and Verallia. In 2015 he retired from Saint-Gobain, sold Verallia to Apollo and stayed as CEO and chairman of Verallia, while serving at a few boards of Saint-Gobain. At the end of 2017, Mr. Floris worked for the French government and was appointed governmental delegate for business restructuring. Since the end of 2019 he has worked as senior advisor of AlixPartners, and as an independent consultant on strategy and operations improvement. Mr. Floris graduated as an engineer from Ecole des Mines de Paris, and also has a master's degree in Economic Systems Planning from Stanford University and a master's degree in Mathematics from Université de Paris. Mr. Floris is an independent director and a member of the Audit Committee. He is a citizen of France.

**Richard Navarre** is the retired chairman, CEO and president of Covia Corporation, which was during his tenure a leading provider of high-quality minerals and material solutions for the industrial and energy markets, a position held from 2019 to 2021. He was chairman of the board of Covia from 2018 to 2021. From 2012 to 2018, Mr. Navarre served as a strategic business advisor to leading energy and private equity firms. He previously served as the president and chief commercial officer of Peabody Energy Corporation from 2008 until 2012, as both executive vice president of corporate development and CFO from 2006 to 2008, and as CFO from 1999 to 2008. Mr. Navarre is currently lead independent director, chair of the nominating and corporate governance committee and member of the compensation committee for Core Natural Resources (NYSE-CNR). He is also the chair of the board and member of the environmental, social and corporate governance committee for Civeo Corporation (NYSE-CVEO), and an independent director, member of the audit committee and chairman of the conflicts committee for Natural Resource Partners LP (NYSE-NRP). He is a member of the Hall of Fame of the College of Business at Southern Illinois University–Carbondale, and a member of board of advisors of the College of Business and Analytics. Mr. Navarre is a Certified Public Accountant and received his B.S. in Accounting from Southern Illinois University–Carbondale. Mr. Navarre is an independent director and the Chair of the Audit Committee. He is a citizen of the United States of America.

**Herman Troskie** has been a director of the Ardagh Group since 2009. He was previously the CEO of corporate, legal and tax advisory at Stonehage Fleming, the international family office. Mr. Troskie has extensive experience in the areas of international corporate structuring, cross-border financing and capital markets. He is also a director of other private and public companies. Mr. Troskie qualified as a South African attorney in 1997, and as a solicitor of the Senior Courts of England and Wales in 2001. Mr. Troskie is the Chair of the Compensation Committee and a member of the Nominating and Governance Committee. He is based in Luxembourg and is a citizen of the Netherlands and South Africa.

At the Annual General Meeting, the shareholders will be asked to approve the following resolution:

RESOLVED: The Annual General Meeting hereby approves the re-election or election, as applicable, of Galdino Claro, Jean-Pierre Floris, Richard Navarre, Mark Porto and Herman Troskie as directors of the Company for a term ending at the 2027 annual general meeting of shareholders.

## **Vote Required and Recommendation of the Board of Directors**

The re-election or election of each nominee for director requires the affirmative vote of a simple majority of votes validly cast on such matter by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

**Our Board of Directors recommends a vote “FOR” the re-election or election of the directors named above to terms of office expiring at the annual general meeting of shareholders indicated above.**

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### **PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 7:**

#### **APPROVAL OF THE AGGREGATE AMOUNT OF THE DIRECTORS’ REMUNERATION**

We have established a compensation program for our independent directors for their service on the Board of Directors and any of its committees. The aggregate amount of our independent directors’ compensation as proposed by the Board of Directors for the year ending December 31, 2026 is \$1,200,000.

We also reimburse our independent directors for reasonable out-of-pocket expenses incurred in connection with the performance of their duties as directors, including, without limitation, travel expenses in connection with their attendance in person at Board of Directors and committee meetings. Directors who are employees of the Company or its affiliates do not receive any compensation for their services as directors.

We refer to the arrangements described above as the “Remuneration Arrangements.”

At the Annual General Meeting, the shareholders will be asked to approve the following resolution:

RESOLVED: The Annual General Meeting hereby approves the Remuneration Arrangements with respect to the independent directors of the Company for the year ending December 31, 2026.

## **Vote Required and Recommendation of the Board of Directors**

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

**Our Board of Directors recommends a vote “FOR” the approval of the independent directors’ remuneration for the year ending December 31, 2026.**

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### **PROPOSAL WITH RESPECT TO AGENDA ITEM NO. 8:**

#### **APPROVAL OF APPOINTMENT AND REMUNERATION OF STATUTORY AUDITOR**

At the Annual General Meeting, the shareholders will be asked to approve the following resolution:

RESOLVED: The Annual General Meeting hereby approves the appointment of PricewaterhouseCoopers Assurance, *Société coopérative* as approved statutory auditor (*réviseur d’entreprises agréé*) of the Company for the period ending at the 2027 annual general meeting of shareholders and ratifies their remuneration for the period ended December 31, 2025 in the amount set out in the consolidated financial statements of the Company for the financial period ended December 31, 2025.

## **Vote Required and Recommendation of the Board of Directors**

Approval of this proposal requires the affirmative vote of a simple majority of votes validly cast on such resolution by the shareholders entitled to vote at the Annual General Meeting. In the case of an equality of votes the resolution will fail.

**Our Board of Directors recommends a vote “FOR” the appointment of PricewaterhouseCoopers Assurance, *Société coopérative* as approved statutory auditor (*réviseurs d’entreprises agréé*) for the period ending at the 2027 annual general meeting of shareholders and the ratification of their remuneration for the period ended December 31, 2025 in the amount set out in the consolidated financial statements of the Company for the financial period ended December 31, 2025.**

## CORPORATE GOVERNANCE

### Board of Directors

#### *Composition of Our Board of Directors*

Our Board of Directors currently consists of five (5) members. The Articles of Association provide that our Board of Directors will consist of no fewer than three (3) directors, unless otherwise set out in the Shareholders' Agreement. Our Shareholder's Agreement provides that, as and from the date of this Annual General Meeting, our Board of Directors will consist of five (5) directors. For further information concerning our directors, please see "*Directors, Senior Management and Employees*" in our consolidated financial statements for the financial period ended December 31, 2025. The contents of the website are not incorporated by reference into this document.

#### *Election of Directors*

The holders of our Ordinary Shares have the right to elect the Board of Directors at a general meeting of shareholders by a simple majority of the votes validly cast. The existing directors have the right to appoint persons to fill vacancies, which persons may hold office until the next following annual general meeting of shareholders.

#### *Committees of the Board of Directors*

Our Board of Directors has three standing committees: an audit committee (the "Audit Committee"), a compensation committee (the "Compensation Committee"), and a nominating and governance committee (the "Nominating and Governance Committee"). The members of each committee are appointed by the Board of Directors and serve until their successors are elected, unless they are earlier removed or they resign. Each committee reports to the Board of Directors as it deems appropriate, and as the Board of Directors may request. For further information concerning the composition, duties and responsibilities of each of the committees, please see "*Directors, Senior Management and Employees—Committees of the Board*" in our consolidated financial statements for the year ended December 31, 2025. In the future, the Board of Directors may establish other committees, as it deems appropriate, to assist with its responsibilities. The charter for each committee is publicly available on our website at <https://www.ardaghtgroup.com/investors/corporate-governance/board-committees>. The contents of the website are not incorporated by reference into this document.

### Code of Conduct

Our Board of Directors has adopted a code of conduct (the "Code of Conduct") that establishes the standards of ethical conduct applicable to all of our directors, officers and employees. We also expect that all our business partners adhere to the principles and values set out in our Code of Conduct. The Code of Conduct addresses, among other things, competition and fair dealing, conflicts of interest, accurate financial reporting, compliance with applicable laws, rules and regulations, handling of company funds and assets, confidentiality and the process for reporting violations of the Code of Conduct, employee misconduct or other violations. Any waiver of the Code of Conduct with respect to any director or executive officer will be promptly disclosed and posted on our website. Amendments to the Code of Conduct must be approved by our Board of Directors and will be promptly disclosed and posted on our website. The Code of Conduct is publicly available on our website at <https://www.ardaghtgroup.com/investors/corporate-governance/governance-documents> and in print to any shareholder who requests a copy. The contents of the website are not incorporated by reference into this document.

### Corporate Governance Guidelines

Our Board of Directors has adopted corporate governance guidelines that serve as a framework within

which our Board of Directors operates. These guidelines cover a number of areas including the composition of the board, board membership criteria and director qualifications, director responsibilities, board agenda, role of the executive chair of the board, meetings of independent directors, board member access to management and independent advisors, director communications with third parties, director compensation, director orientation and continuing education, evaluation of senior management and management succession planning.

## **SHAREHOLDER COMMUNICATIONS**

Shareholders and interested parties may contact any of the Company's directors, including the Executive Chair, the independent directors as a group, the chair of any committee of the Board of Directors or any committee of the Board of Directors by writing to them as follows:

Ardagh Holdings S.A.  
56, rue Charles Martel  
L-2134 Luxembourg, Luxembourg  
Attn: Company Secretary

Concerns relating to accounting, internal controls or audit matters should be communicated to the Company through the Company Secretary and will be handled in accordance with the procedures established by the Audit Committee with respect to such matters.

## **PROPOSALS OF SHAREHOLDERS**

One or more shareholders who together hold at least ten percent (10%) of the share capital and intend to have an item added to the agenda of the Annual General Meeting must send a registered mail to the registered office of the Company at least five days prior to the holding of the Annual General Meeting. We reserve the right (subject to Luxembourg law) to reject, rule out of order or take other appropriate action with respect to any proposal or nomination that does not comply with these and other applicable requirements.

## **WHERE YOU CAN FIND MORE INFORMATION**

The Company publishes reports and other information on its website, <https://www.ardaghgroup.com/investors>. Information contained on the Company's website is not incorporated by reference into this document, and you should not consider information contained on that website as part of this document.

**Important Notice Regarding the Availability of Proxy Materials for the 2026 Annual General Meeting of Shareholders to be held on June 4, 2026**

Information is now available regarding the 2026 annual general meeting of shareholders (the “Annual General Meeting”) at <https://www.ardaghgroup.com/investors/corporate-governance/annual-general-meeting>.

**YOUR VOTE IS IMPORTANT. OUR BOARD OF DIRECTORS URGES YOU TO VOTE BY MARKING, DATING, SIGNING AND RETURNING A PROXY CARD.**

With respect to all of the proposals and matters considered at the Annual General Meeting, Ordinary Shares held through a broker or other intermediary will not be voted unless (i) the beneficial owner is in compliance with the provisions of the Shareholders’ Agreement and the Articles of Association and (ii) the beneficial owner provides the broker or other intermediary through which the Ordinary Shares are held with instructions on how such shares should be voted.

We strongly encourage you to provide instructions to your broker or other intermediary to vote your Ordinary Shares and exercise your right as a shareholder.

If you wish to attend the Annual General Meeting in person, you must reserve your seat by June 2, 2026 by contacting our Assistant Company Secretary, Cindy Cooper, at +352 26 25 85 55 or [cindy.cooper@ardaghgroup.com](mailto:cindy.cooper@ardaghgroup.com). Additional details regarding requirements for admission to the Annual General Meeting are described in the Proxy Statement under the heading “Who May Attend the Annual General Meeting?”

If you are a holder of record of our Ordinary Shares as at the Record Date, you will be admitted to the meeting upon presenting a form of photo identification. If you own Ordinary Shares beneficially through a bank, broker or otherwise, you will be admitted to the Annual General Meeting upon presenting a form of photo identification and proof of Ordinary Share ownership as at the Record Date; in order to vote at the Annual General Meeting you must bring a valid legal proxy signed by the record holder. A recent brokerage statement reflecting your ownership as at April 7, 2026 at 10:00 p.m. Luxembourg time, 4:00 p.m. EDT (the “Record Date”) or a letter from a bank or broker confirming your ownership as at the Record Date are examples of proof of Ordinary Share ownership for purposes of admission to the Annual General Meeting.

In addition, you will be able to vote at the Annual General Meeting only if we are able to verify that you are a party to the Shareholders’ Agreement (including by way of having entered into a joinder to the Shareholders’ Agreement in accordance with the requirements of clause 8.2 thereof) as at the Record Date.

Regardless of whether or not you plan to attend the Annual General Meeting, please follow the instructions you received to authorize a proxy to vote your Ordinary Shares as soon as possible to ensure that your Ordinary Shares are represented at the Annual General Meeting. Any shareholder that decides to attend the Annual General Meeting in person may, if so desired, revoke the prior proxy by voting such person’s Ordinary Shares at the Annual General Meeting as further described in the Proxy Statement under the heading “What Is the Process for Voting and Revocation of Proxies?”

**Each shareholder voting at the Annual General Meeting (or submitting a proxy with respect to such shareholder’s Ordinary Shares) and each beneficial owner of Ordinary Shares providing voting instructions to a broker or other nominee which holds Ordinary Shares represents, by submitting such vote, proxy, or voting instruction, that it is a party to the Shareholders’ Agreement (including by way of having entered into a joinder to the Shareholders’ Agreement in accordance with the requirements of clause 8.2 thereof) as at the Record Date.**

Luxembourg  
April 30, 2026