

Ardagh Group S.A. Announces Comprehensive Recapitalization Transaction

Supported by Overwhelming Majority of Financial Stakeholders

Significantly Lowers Debt, Extends Next Bond Maturity to 2030 and Injects New Capital

Glass and Metal Packaging Businesses to Remain within Ardagh Group, Equity Ownership of which will Transfer to Noteholders

Ardagh Group S.A. (“**AGSA**” or the “**Company**”, and together with its subsidiaries the “**Group**”) is pleased to announce that it has agreed a comprehensive recapitalization transaction (the “**Agreed Recapitalization Transaction**”) with its largest financial stakeholders, including its controlling shareholder (the “**Existing Sponsor**”) and creditors representing approximately 75% by value of its senior secured notes (“**SSNs**”), over 90% by value of its senior unsecured notes (“**SUNs**”), and over 60% by value of the senior secured toggle notes due 2027 issued by ARD Finance S.A. (“**PIK Notes**”), as collectively held by certain members of an ad hoc group owning a majority of the SUNs (“**SUN Group**”) and certain members of another ad hoc group owning a majority of the SSNs (“**SSN Group**”).

“Ardagh Group is pleased to have achieved this significant milestone in agreeing a comprehensive recapitalization transaction with its key financial stakeholders. The transaction will preserve the Group’s ownership of its Glass and Metal packaging businesses and puts in place a sustainable capital structure, with significantly lower leverage and an enhanced maturity profile. Together with the injection of new capital, Ardagh will be well-placed to deliver our business plan in partnership with our future shareholders,” said Herman Troskie, Chair of the Ardagh Group.

Agreed Recapitalization Transaction

Key highlights of the Agreed Recapitalization Transaction include:

- significant deleveraging of the Group through a debt-for-equity swap of our SUNs and PIK Notes, representing a combined \$4.3 billion in obligations as at June 30, 2025, strengthening our balance sheet and reducing our debt burden;
- provision of \$1.5 billion in new capital, with a maturity of December 2030, to refinance existing debt facilities, to fund payment of the purchase price to existing shareholders for the sale of Yeoman Capital S.A. to the new equity holders, and for general corporate purposes, fully backstopped by certain members of the SSN Group and SUN Group;
- extension of existing Ardagh Glass Packaging bond maturities by over four years to December 2030, providing strong visibility and enhancing our liquidity position;
- transfer of ownership of the Group to a syndicate of long-term investors in our business, comprising major financial institutions and funds, who have also committed to providing the new capital; and
- Glass Packaging and Metal Packaging businesses remain under common ownership of Ardagh Group.

The Agreed Recapitalization Transaction is expected to complete by September 30, 2025, and will be subject to regulatory approvals and other customary conditions.

Upon completion of the Agreed Recapitalization Transaction, assuming full participation, holders of the SUNs will become the majority shareholders of the Group, receiving 92.5% of the equity in the Group, and holders of the PIK Notes will hold 7.5% of the equity in the Group.

Holders of the SSNs will exchange into new takeback second lien paper, with a maturity of December 2030 and benefiting from a second lien claim on a security package comprising all encumbered and unencumbered assets.

The Company's objective is to implement the Agreed Recapitalization Transaction on a fully consensual basis under the terms of the existing indentures, which requires participation by holders representing at least 90% of each series of its SSNs, SUNs and PIK Notes ("Participation Milestone"). Alternative implementation options, including UK schemes of arrangement, are available to implement the Agreed Recapitalization Transaction if the Participation Milestone is not met by pre-agreed deadlines.

Early Bird Fees

In each case, subject to achieving the Participation Milestone:

- holders of SSNs who accede to the TSA by August 11, 2025 (unless otherwise extended) (the "**Early Consent Fee Deadline**") will exchange into the new takeback second lien paper at par, whilst holders who do not accede to the TSA by August 11, 2025, will exchange at 80 cents;
- holders of SUNs who accede to the TSA by the Early Consent Fee Deadline will be entitled to receive 30% of the 92.5% equity in the Group as an early bird consent fee, pro rata to their holdings relative to participating holdings at that date. The remaining 70% of the 92.5% equity in the Group will be allocated to SUN holders pro rata to their holdings; and
- holders of PIK Notes who accede to the TSA by the Early Consent Fee Deadline will be entitled to receive 30% of the 7.5% equity in the Group as an early bird consent fee, pro rata to their holdings relative to participating holdings at that date. The remaining 70% of the 7.5% equity in the Group will be allocated to holders of PIK Notes pro rata to their holdings.

The Agreed Recapitalization Transaction has no impact on the public listing or capital structure of Ardagh Metal Packaging S.A. ("AMP", NYSE: AMBP), which will remain a subsidiary of Ardagh Group. Ownership of Ardagh Group, AMP's 76% shareholder, will transfer to holders of the SUNs and PIK Notes on completion of this transaction.

The Transaction Support Agreement

The Company has entered into a transaction support agreement ("TSA") with certain members of the SSN Group, certain members of the SUN Group, and the Existing Sponsor which establishes a framework for the implementation of the Agreed Recapitalization Transaction. The TSA provides customary terms committing the parties to support the Agreed Recapitalization Transaction, subject to the terms and conditions set forth therein, including the achievement of certain agreed milestones as further set out in the "Indicative Timeline & Milestones" section of the attached Market Presentation.

Please refer to the Attachments section of this announcement for a copy of the TSA and further information on the Agreed Recapitalization Transaction in the attached Market Presentation.

The Company encourages all holders of SSNs, SUNs and PIK Notes who wish to access further information relating to the Agreed Recapitalization Transaction and accede to the TSA to contact Kroll Issuer Services Limited, the exchange and tabulation agent, via email at ard@is.kroll.com.

The Group's financial adviser is Houlihan Lokey, Inc. and its lead legal adviser is Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP).

The Existing Sponsor's lead legal adviser is Freshfields LLP.

The SSN Group's financial adviser is Perella Weinberg Partners and their lead legal adviser is Gibson, Dunn & Crutcher LLP.

The SUN Group's financial adviser is PJT Partners LP and their lead legal adviser is Akin Gump Strauss Hauer & Feld LLP.

Attachments

1. Transaction Support Agreement

2. Market Presentation

For copies of the Transaction Support Agreement and Market Presentation please visit: <https://ir.ardaghgroup.com/news-events/presentations/>

Financial Performance Outlook

The Company continues to perform in line with its budget for FY25 and remains confident in the long-term prospects of its businesses. The Company currently projects Adjusted EBITDA from its Glass Packaging businesses in FY25E to be approximately \$660 million, increasing to approximately \$700 million and \$760 million, in FY26E and FY27E, respectively, resulting in a gradual improvement in global EBITDA margins from 2024 levels. This compares with approximately \$602 million of EBITDA (equivalent to approximately \$615 million at 2025 exchange rates) which the Company reported in respect of FY24, representing a margin of approximately 14% on revenues of approximately \$4.2 billion. Capital expenditures are expected to be approximately \$300 million in FY25E, increasing to \$400 million annually in FY26/27E, lease repayments are expected to decrease from approximately \$130 million in FY25E, to approximately \$105 million annually in FY26/27E, with other flows, principally in respect of working capital, cash taxes and exceptionals, expected to range between \$65-125 million annually over FY25E-FY27E.

The above projections do not include ongoing dividend payments from AMP. This forward-looking data does not include any impact on the Group's operations or working capital arising from the Agreed Recapitalization Transaction.

Disclaimer

This release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities referred to in this announcement, in any jurisdiction, including the United States, in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Securities may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, or an exemption from registration.

This release contains "forward-looking" information. The forward-looking information is based upon certain assumptions about future events or conditions and is intended to illustrate hypothetical results under those conditions. Actual events or conditions are unlikely to be consistent with and may materially differ from those assumed. Any views or opinions expressed in this release (including statements or forecasts) constitute the judgement of the Company as of the date of this material and are subject to change without notice. You are cautioned not to place undue reliance on any forward-looking information.

Any projections or forecasts in this release are illustrative only and have been based on the estimates and assumptions when the Company's business plan was prepared. Such estimates and assumptions

may or may not prove to be correct. These projections do not constitute a forecast or prediction of actual results and there can be no assurance that the projected results will actually be realized or achieved. Actual results may depend on future events which are not in the Company's control and may be materially affected by unforeseen economic or other circumstances.

About Ardagh Group

Ardagh Group is a global supplier of infinitely recyclable metal and glass packaging for brand owners around the world. Ardagh operates 58 metal and glass production facilities in 16 countries, employing approximately 19,000 people with sales of approximately \$9.1 billion in 2024.

Contacts

Investors: investors@ardaghgroup.com

Media:

Pat Walsh, Murray Consultants

Tel.: +353 1 498 0300 / +353 87 2269345

Email: pwalsh@murraygroup.ie

Conor McClafferty

Email: Conor.McClafferty@fgsglobal.com