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# Announcement of Consent Results and Partial Re-Opening of Consent Solicitations relating to:

#### Dollar-denominated 4.125% senior secured notes due 2026

(ISIN: USG04586AQ97 (Regulation S) and US03969AAN00 (Rule 144A) CUSIP: G04586AQ9 (Regulation S) and 03969AAN0 (Rule 144A)) (the "Existing 2019 Dollar SSNs")

#### Euro-denominated 2.125% senior secured notes due 2026

(ISIN: XS2036387525 (Regulation S) and XS2036388093 (Rule 144A) Common Code: 203638752 (Regulation S) and 203638809 (Rule 144A)) (the "Existing 2019 Euro SSNs")

### Euro-denominated 2.125% senior secured notes due 2026

(ISIN: XS2189356996 (Regulation S) and XS2189418267 (Rule 144A)
Common Code: 218935699 (Regulation S) and 218941826 (Rule 144A))
(the "Existing 2020 SSNs", and together with the Existing 2019 Dollar SSNs and the Existing 2019 Euro SSNs, the "Existing SSNs")

### Sterling-denominated 4.750% Senior Notes due 2027

(ISIN: XS1628848241 (Regulation S) and XS1628849645 (Rule 144A) Common Code: 162884824 (Regulation S) and 162884964 (Rule 144A)) (the "Existing 2017 SUNs")

# Dollar-denominated 5.250% Senior Notes due 2027

(ISIN: USG04586AR70 (Regulation S) and US03969AAP57 (Rule 144A) CUSIP: G04586AR7 (Regulation S) and 03969AAP5 (Rule 144A)) (the "Existing 2019 SUNs")

### Dollar-denominated 5.250% Senior Notes due 2027

(ISIN: USG04586AU00 (Regulation S) and US03969AAR14 (Rule 144A)
CUSIP: G04586AU0 (Regulation S) and 03969AAR1 (Rule 144A))
(the "Existing 2020 SUNs" and together with the Existing 2017 SUNs and the Existing 2019 SUNs, the
"Existing SUNs")

of

# Ardagh Holdings USA Inc.

a company incorporated in Delaware with its registered office located at The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States and registered with the Division of Corporations under number 4657855

#### and

### **Ardagh Packaging Finance plc**

a public limited company with its registered office located at Ardagh House, South County Business Park, Leopardstown, Dublin 18 D18 PX68, Ireland and registered with the CRO under number 489258

# Dollar-denominated 6.500% / 7.250% senior secured toggle notes due 2027

(ISIN: USL02238AH37 (Regulation S) and US00191AAD81 (Rule 144A) CUSIP: L02238AH3 (Regulation S) and 00191AAD8 (Rule 144A)) (the "Existing Dollar PIK Notes")

### Euro-denominated 5.000% / 5.750% senior secured toggle notes due 2027

(ISIN: XS2079032483 (Regulation S) and XS2079032640 (Rule 144A) Common Code: 207903248 (Regulation S) and 207903264 (Rule 144A))

(the "Existing Euro PIK Notes" and together with the Existing Dollar PIK Notes, the "Existing PIK Notes" and together with the Existing SSNs and the Existing SUNs, the "Existing Notes")

of

#### ARD Finance S.A.

a public limited liability company (société anonyme) with its registered office located at 56, rue Charles Martel, L-2134 Luxembourg, Luxembourg and registered with the R.C.S. Luxembourg under number B 160806

# October 28, 2025

### Announcement of Consent Solicitation Results and Partial Re-Opening of Consent Solicitations

Ardagh Holdings USA Inc., Ardagh Packaging Finance plc (together, the "Existing Co-Issuers") and ARD Finance S.A. (the "Existing PIK Issuer" and together with the Existing Co-Issuers the "Issuers", and together with their affiliates and subsidiaries, "Ardagh") are pleased to announce that, in connection with their previously announced consent solicitations (the "Consent Solicitations") to noteholders (the "Noteholders") of their Existing Notes in connection with the recapitalization transaction (the "Transaction") previously announced by Ardagh Group S.A. on July 28, 2025, the Expiration Time occurred as scheduled at 5:00 p.m. New York time on October 27, 2025 and Ardagh obtained the consents needed to implement the Transaction in respect of the Existing SSNs and the Existing SUNs on a consensual basis subject to the conditions described in the consent solicitation statement dated as of September 29, 2025 and as supplemented on October 12, 2025 (the "Consent Solicitation Statement") distributed by the Existing Co-Issuers and the Existing PIK Issuer and made available to Noteholders by the Information Agent.

Noteholders representing approximately 99.3% by value of the Existing SSNs issued under the Existing 2019 SSN Indenture and 99.6% by value of the Existing SSNs issued under the Existing 2020 SSN Indenture have consented to the SSN Consent Solicitation, and 99.2% by value of the Existing SUNs issued under the Existing 2017 SUN Indenture, 99.9% by value of the Existing SUNs issued under the Existing 2019 SUN Indenture and 99.1% by value of the Existing SUNs issued under the Existing 2020 SUN Indenture have consented to the SUN Consent Solicitation. The SSN Supplemental Indentures and SUN Supplemental Indentures will be entered into and will become effective and operative in accordance with their terms subject to the conditions described in the Consent Solicitation Statement, with the provisions relating to the SSN Mandatory Transfer and the SUN Mandatory Transfer only becoming effective and operative on the Settlement Date. Although the SSN 90% Threshold and SUN 90% Threshold have been met, Ardagh hereby announces the re-opening of the SSN Consent Solicitation and SUN Consent Solicitation and that the Expiration Time in relation to the SSN Consent Solicitation and SUN Consent Solicitation is now 5:00 p.m. New York Time on November 3, 2025.

The PIK Notes Consent Solicitations expired as scheduled at 5:00 p.m. New York time on October 27, 2025 and Noteholders representing approximately 82.0% by value of the Existing PIK Notes issued under the Existing PIK Indenture consented to the PIK Notes Consent Solicitations. The PIK Notes Consent Solicitations are not being re-opened. Since the PIK Notes 90% Threshold was not met, the PIK Notes 90% Proposed Amendments will not be implemented and the Existing PIK Notes will be unblocked from trading by the Clearing Systems. The Existing PIK Issuer proposes to effect the Transaction as it relates to the Existing PIK Notes through an Existing PIK Notes Alternative Implementation as further described in the Consent Solicitation Statement.

Ardagh will provide an update on the expected Settlement Date for the Transaction in due course.

For more information regarding the Consent Solicitations and the Transaction, please see the Consent Solicitation Statement.

Terms used but not otherwise defined in this announcement shall have the meaning assigned to them in the Consent Solicitation Statement. This announcement summarizes and highlights selected information contained in the Consent Solicitation Statement and related developments and does not contain all of the information that you should consider before making a determination with respect to the Consent Solicitations or the Transaction.

# **Additional Information**

The Consent Solicitation Statement is available to all Eligible Holders through the Information Agent:

# **Kroll Issuer Services Limited**

Address: The News Building, 3 London Bridge Street,

London SE1 9SG, United Kingdom Telephone: +44 20 7089 0909 Email: ard@is.kroll.com Attention: Deal team

If you have any questions about the Consent Solicitations, you should contact Kroll Issuer Services Limited.

Houlihan Lokey UK Limited acts as financial adviser to the Issuers. Kirkland & Ellis International LLP acts as legal advisor to the Issuers. Akin Gump Strauss Hauer & Feld LLP acts as legal advisor to certain consenting Noteholders. Gibson, Dunn & Crutcher LLP acts as legal advisor to certain other consenting Noteholders.

# About Ardagh

Ardagh is a global supplier of sustainable, 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.

# Important notice

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, 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 Ardagh 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 Ardagh'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 Ardagh's control and may be materially affected by unforeseen economic or other circumstances.

The SSN Consent Solicitation and SUN Consent Solicitation are directed only to those Noteholders who are Eligible Holders.