Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/13/2000

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ARDAGH METAL PACKAGING USA INC.

600 NORTH BELL AVENUE
BUILDING ONE, SUITE 200
CARNEGIE, PA 15106

2b Employer Identification Number (EIN)
25-1864585

2c Sponsor's telephone number
412-429-5290

2d Business code (see instructions)
332900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	JOHN BOYAS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	JOHN BOYAS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

PENSION COMMITTEE FOR ARDAGH METAL DEFINED BENEFIT PLAN

600 NORTH BELL AVENUE
BUILDNG ONE, SUITE 200
CARNEGIE, PA 15106

3b Administrator's EIN: 42-1534015

3c Administrator's telephone number: 412-429-5290

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	438
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	204
b	Retired or separated participants receiving benefits	**6b**	106
c	Other retired or separated participants entitled to future benefits	**6c**	118
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	428
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	7
f	Total. Add lines **6d** and **6e**	**6f**	435
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ Trust
- **(4)** ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ Trust
- **(4)** ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** ☒ **R** (Retirement Plan Information)
- **(2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** ☒ **H** (Financial Information)
- **(2)** ☐ **I** (Financial Information – Small Plan)
- **(3)** ☐ 0 **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☒ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ARDAGH METAL PACKAGING USA INC.

D Employer Identification Number (EIN)
25-1864585

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2012

2 Assets:

a Market value	**2a**	8429018
b Actuarial value	**2b**	8114593

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	105	4388837
b For terminated vested participants	**3b**	119	949520
c For active participants:			
(1) Non-vested benefits	**3c(1)**		397242
(2) Vested benefits	**3c(2)**		3854056
(3) Total active	**3c(3)**	214	4251298
d Total	**3d**	438	9589655

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	7.13 %
6 Target normal cost	**6**	439274

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/07/2013
Signature of actuary	Date
ANGELA L BUSCH	11-06184
Type or print name of actuary	Most recent enrollment number
BUCK CONSULTANTS, LLC.	412-281-2506
Firm name	Telephone number (including area code)
11 STANWIX STREET, SUITE 700 PITTSBURGH, PA 15222	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 9.73%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.37% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	84.61 %
15	Adjusted funding target attainment percentage	15	84.61 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	68.23 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2012	0	1347	07/13/2012	276419	1402
02/13/2012	0	2320	08/13/2012	0	1715
03/13/2012	0	1642	09/13/2012	0	1767
04/13/2012	276419	1902	10/15/2012	276419	1768
05/13/2012	0	2292	11/13/2012	0	2292
06/13/2012	0	1858	12/13/2012	0	1959
			Totals ► 18(b)	946561	18(c) 22264

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	903827

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages

14	Funding target attainment percentage	14	%
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/13/2013	117304	0			
			Totals ► 18(b)		18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	439274
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	1475062	464513
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	903787

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			

36 Additional cash requirement (line 34 minus line 35)	**36**	903787
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	903827

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	40
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARDAGH METAL PACKAGING USA INC.

D Employer Identification Number (EIN)
25-1864585

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BUCK CONSULTANTS, LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50 65 17	NONE	97798	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 21 52 50	NONE	57162	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

REED SMITH, LLP

25-0749630

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	22174	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SCHNEIDER DOWNS & CO., INC.

25-1408703

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	9072	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ARDAGH METAL PACKAGING USA INC.

D Employer Identification Number (EIN)
25-1864585

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: EB US LARGE CAPITALIZATION CORE FD

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-263	C	721822

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV ENH MID CAP CORE FUND

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-207	C	677960

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV ENH LARGE CAP CORE FUND

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-001	C	1433389

a Name of MTIA, CCT, PSA, or 103-12 IE: EB NCML INTERNATIONAL EQUITY FUND

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-108	C	976067

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV LONG BOND INDEX

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-6078093-006	C	3843474

a Name of MTIA, CCT, PSA, or 103-12 IE: PE US LARGE CAP CORE 130/30 EQUITY

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
41-2227527-001	C	721592

a Name of MTIA, CCT, PSA, or 103-12 IE: PE US SMALL-MID CAP GROWTH EQUITY F

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
64-0953231-001	C	387483

a Name of MTIA, CCT, PSA, or 103-12 IE: PE US SMALL-MID CAP VALUE EQUITY FU

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 41-2227528-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 390200

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV SMALL CAP SIF

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 25-6078093-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 489143

a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 25-6078093-023	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3555

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARDAGH METAL PACKAGING USA INC.

D Employer Identification Number (EIN)
25-1864585

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	449458	117304
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	7989025	9644685
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8438483	9761989
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	40327	42192
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	40327	42192
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8398156	9719797

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	946561	
(B) Participants	2a(1)(B)	22264	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		968825
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1032354
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2001179
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	438843	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		438843
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	129044	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	57162	
(4) Other	2i(4)	54489	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		240695
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		679538
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1321641
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SCHNEIDER DOWNS **(2)** EIN: 25-1408703

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARDAGH METAL PACKAGING USA INC.

D Employer Identification Number (EIN)
25-1864585

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-5160382

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 4

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☒ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ARDAGH METAL DEFINED BENEFIT PLAN
Carnegie, Pennsylvania

Financial Statements and
Supplementary Financial Information
As of December 31, 2012 and 2011
and for the years then ended

and Independent Auditors' Report Thereon

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INDEPENDENT AUDITORS' REPORT

The Plan Administrator
Ardagh Metal Defined Benefit Plan
Carnegie, Pennsylvania

We were engaged to audit the accompanying financial statements of Ardagh Metal Defined Benefit Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by the Bank of New York Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of net assets (held at end of year) as of December 31, 2012 and schedule of reportable transactions for the year ended December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion Paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance the DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosures under ERISA.

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
October 4, 2013

ARDAGH METAL DEFINED BENEFIT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2012	2011
INVESTMENTS	$9,644,685	$7,989,025
CONTRIBUTION RECEIVABLE	117,304	449,458
Total Assets	9,761,989	8,438,483
ACCRUED ADMINISTRATIVE EXPENSES	42,192	40,327
NET ASSETS AVAILABLE FOR BENEFITS	$9,719,797	$8,398,156

See notes to financial statements.

ARDAGH METAL DEFINED BENEFIT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Employer contributions	$ 946,561	$1,164,646
Participant contributions	22,264	21,379
Net appreciation in fair value of investments	1,032,354	687,183
Total Additions	2,001,179	1,873,208
DEDUCTIONS:		
Benefit payments to participants	438,843	410,700
Administrative and other expenses	240,695	196,887
Total Deductions	679,538	607,587
Net Increase	1,321,641	1,265,621
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	8,398,156	7,132,535
End of year	$9,719,797	$8,398,156

See notes to financial statements.

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Ardagh Metal Defined Benefit Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a contributory defined benefit plan sponsored by Ardagh Metal Packaging USA Inc. (Company) covering employees represented by a bargaining agent or hourly employees working for the Company in American Samoa who meet certain minimum participation requirements as set forth in the Plan agreement. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

Retirement Benefits - Eligible employees with a minimum of five years of continuous service are entitled to annual pension benefits beginning at the normal retirement age of 65. Upon normal retirement, participants are entitled to a monthly pension benefit payment based upon a flat dollar benefit rate, years of service, and if applicable, compensation. Under the terms of the Plan, all benefits are provided in the form of an annuity to the participant, unless the present value of the benefit is equal to or less than $5,000 at the time of retirement, in which case, the only form of payment is a lump-sum payment. The amount of the monthly benefit is adjusted periodically based upon negotiations with each plant's representative labor union. The Plan permits early retirement, with reduced benefits at age 55 with five years of service, except for those participants covered under the agreement between the Company and the United Industrial, Service, Transportation, Professional and Government Workers of North America, of the Seafarers International Union of North America, Atlantic Gulf, Lakes and Inland Waters District and the AFL-CIO Local 24 (Terminal Island, California), who are required to have 10 years of service. The Plan also permits early retirement, with no reduction of benefits, for participants meeting certain minimum age and service requirements as set forth in the Plan document.

Death Benefits - If a married participant dies prior to retirement or during receipt of retirement benefits, a monthly benefit may be payable to the surviving spouse. In general, the benefit equals 50% of the benefit that would have been, or is, payable to the deceased participant.

Disability Benefits - A participant who becomes permanently disabled is entitled to an accrued pension benefit commencing on the first day of the calendar month following the date on which the participant's short-term disability benefits from the Company cease or the first day of the month following the end of the five-month period required to qualify for security disability benefits.

Participant Contributions - Pursuant to the collective bargaining agreement between the Company and the United Industrial, Service, Transportation, Professional and Government Workers of North America, of the Seafarers International Union of North America, Atlantic Gulf, Lakes and Inland Waters District and the AFL-CIO Local 24 (Terminal Island, California), each participant is required to contribute to the Plan $0.14 for each hour of service worked. Employees' net accumulated contributions as of December 31, 2012 and 2011 were $1,144,618 and $1,167,208 respectively, including interest credited as defined in accordance with Plan provisions, or specifically 5% compounded annually prior to January 1, 1988 and thereafter at the rate specified in Section 411c(2)(iii) of the Internal Revenue Code (IRC). The rates for 2012 and 2011 were 1.39% and 2.34%, respectively. No other participants are required to make contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies consistently applied by the Plan administrator in the preparation of the accompanying financial statements follows:

Basis of Accounting - The financial statements of the Plan are presented on the accrual basis of accounting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. (See Note 7 for a discussion of fair value measurements.)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Plan Expenses - All expenses incurred in administering the Plan are paid from Plan assets, unless otherwise paid by the Company. There were no amounts paid by the Company for the years ended December 31, 2012 and 2011.

Subsequent Events - Effective January 1, 2013, the Plan was amended related to the United Food and Commercial Workers, AFL-CIO and CLC, Local 325, Weirton, West Virginia. In this amendment, the benefit calculation formula was changed, as well as optional forms of payment.

The Plan has evaluated subsequent events through October 4, 2013, the date the financial statements were available to be issued.

Recent Accounting Pronouncements - In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04 Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04), which amended Accounting Standards Codification (ASC) topic Fair Value Measurements and Disclosures, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The provisions of ASU 2011-04 did not have a material effect on the Plan's financial statements.

FASB has issued ASU No. 2013-03 Financial Instruments: Clarifying the Scope and Applicability of a Particular Disclosure to Nonpublic Entities (ASU 2013-03), which clarifies the scope and applicability of a disclosure exemption that is specific to private companies and not-for-profit organizations that resulted from the issuance of ASU 2011-04. Additionally, ASU 2013-03 clarifies that the requirement to disclose "the level of the fair value hierarchy within which the fair value measurements are categorized in their entirety (Level 1, 2, or 3)" does not apply to private companies and nonpublic not-for-profit organizations for items that are not measured at fair value in the statement of financial position, but for which fair value is disclosed. ASU 2013-03 was effective upon issuance.

NOTE 3 - INVESTMENTS

At December 31, 2012 and 2011, the Plan's investments consisted of units in the Bank of New York Mellon/BNY Mellon, N.A. Collective Trust (Trust). The Trust invests in various funds. The fair value of funds that represent 5% or more of the net assets available for benefits at December 31 are as follows:

	2012	2011	
EB DV Long Bond Index Fund	$ 3,843,474	$ 3,253,211	
EB DV ENH Large-Cap Core Fund	1,433,389	1,215,793	
EB NCML International Fund	976,067	755,251	
EB US Large Capitalization Core Fund	721,822	586,392	
PE US Large Cap Core 130/30 Equity Fund	721,592	579,685	
EB DV ENH Mid-Cap Core Fund	677,960	551,102	
EB DV Small Cap SIF	489,143	392,171	*

* Investment was not 5% of net plan assets at December 31, 2011, presented for comparison purposes only.

The net appreciation at December 31, 2012 and 2011 relates entirely to the Plan's investments in common and collective trusts.

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Bank of New York Mellon/BNY Mellon, N.A. (BNY Mellon), the trustee of the Plan, has certified that certain information is complete and accurate. This information includes the composition, cost and current value of investments as of December 31, 2012 and 2011 as well as interest and dividend and net appreciation in fair value of investments reported in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

NOTE 5 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: a) retired or terminated employees or their beneficiaries, b) beneficiaries of employees who have died and c) present employees or their beneficiaries.

For a participant who is or was employed at the Samoa location, the benefit earned is the larger of the benefit determined using the following formulas:

- 1.25% of annual compensation received; or
- $96 times years of service at the date of determination.

For a participant who is or was employed at the Weirton location, the benefit earned is the larger of the benefit determined using the following formulas:

- 1.1% of annual compensation received; or
- $480 times years of service at the date of determination for terminations during 2009 and $492 for terminations during 2010, $504 for terminations during 2011 and $516 for terminations after 2011.

NOTE 5 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

For a participant who is or was employed at the Terminal Island, the benefit earned is the sum of the following formulas:

- $132 times years of service between 1/1/1986 and 1/1/1989
- $156 times years of service between 1/1/1989 and 1/1/2006
- $255 times years of service between 1/1/2006 and 1/1/2007
- $276 times years of service after 1/1/2007.

Participants should review their respective union agreements for further details. The accumulated plan benefits for active employees are based on their career compensation (excluding Terminal Island) ending on the date as of which the benefit information is presented. Benefits payable under all circumstances - retirement, death, disability and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial value of accumulated plan benefits as determined by the Plan's actuary, Buck Consultants, is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts and interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, ore retirement) between the valuation date and the expected date of payment. The following actuarial assumptions were employed in determining the actuarial present value of accumulated plan benefits used in the valuations as of January 1, 2012 and 2011:

Actuarial Cost Method - The unit credit method (also known as the accrued benefit funding method) was used for the 2012 and 2011 valuations.

Valuation Interest Rate - The rate used to value pension liabilities was 7.83% and 8.50% for 2012 and 2011, respectively.

Mortality Basis - For all participants, mortality was based on the RP-2000 mortality tables for the 2012 and 2011 valuations.

Retirement Age - Calculated using assumed weighted average retirement at age 65 for December 31, 2012 and 2011.

Employee Turnover - Calculated using rates varying by age.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated plan benefits as of January 1 is summarized as follows:

	2012	2011
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	$ 3,808,928	$ 3,401,714
Other participants	4,200,576	3,370,306
	8,009,504	6,772,020
Nonvested benefits	302,991	298,942
Total actuarial present value of accumulated plan benefits	$ 8,312,495	$ 7,070,962

NOTE 5 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The changes in the actuarial present value of accumulated plan benefits at January 1 are summarized as follows:

	2012	2011
Actuarial present value of accumulated plan benefits	$ 7,070,962	$ 6,597,082
Increase during the year attributable to:		
Change in actuarial assumptions	765,421	-
Benefits accumulated and the effect of noninvestment experience	302,879	329,366
Interest due to decrease in the discount period	583,933	544,115
Benefits paid	(410,700)	(399,601)
Net increase	1,241,533	473,880
Actuarial present value of accumulated plan benefits at January 1, 2012 and 2011, respectively	$ 8,312,495	$ 7,070,962

The current year change in actuarial assumptions was a result of the Plan lowering its assumed valuation interest rate from 8.5% to 7.83%

NOTE 6 - FUNDING POLICY

The Company contributes such amounts as are necessary to provide the Plan with assets with which to pay pension benefits to Plan participants. The Company was required to make a contribution of $946,561 and $1,164,646 for the years ended December 31, 2012 and 2011, respectively.

NOTE 7 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB Codification topic Fair Value Measurements are described as follows:

Level 1 - Inputs to valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable or substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common Collective Trusts - Valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Mutual Funds - Valued at the closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Bond funds	-	$ 3,847,029	-	$ 3,847,029
Large cap	$ 721,822	2,154,981	-	2,876,803
Small cap	-	1,266,826	-	1,266,826
International	-	976,067	-	976,067
Mid cap	-	677,960	-	677,960
Total assets at fair value	$ 721,822	$ 8,922,863	-	$ 9,644,685

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Bond funds	-	$ 3,259,270	-	$ 3,259,270
Large cap	$ 586,392	1,795,479	-	2,381,871
Small cap	-	1,041,531	-	1,041,531
International	-	755,251	-	755,251
Mid cap	-	551,102	-	551,102
Total assets at fair value	$ 586,392	$ 7,402,633	-	$ 7,989,025

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of Levels 1, 2 or 3.

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively:

Investment	Fair Value as of December 31, 2012	Fair Value as of December 31, 2011	Unfunded Commitments as of December 31, 2012 and 2011	Redemption Frequency	Redemption Notice Period	Investment Strategy
EB Daily Value Long Bond Index Fund	$3,843,474	$3,253,212	None	Daily	1 Day notice required	(1)
EB DV ENH Large Cap Core Fund	1,433,389	-	None	Daily	1 Day notice required	(2)
EB NCML International Fund	976,067	-	None	Daily	No notice required	(3)
EB US Large Capitalization Core Fund	721,822	586,391	None	Daily	1 Day notice required	(4)
PE US Large Cap Core 130/30 Equity Fund	721,592	579,685	None	Daily	No notice required	(5)
EB Daily Valued Mid Cap Core Fund	677,960	551,102	None	Daily	No notice required	(6)
EB DV Small Cap SIF	489,143	392,171	None	Daily	1 Day notice required	(7)
PE US Small-Mid Cap Value Equity Fund	390,200	327,842	None	Daily	No notice required	(8)
PE US Small-Mid Cap Growth Equity Fund	387,483	321,522	None	Daily	No notice required	(9)
EB NCML EAFE Plus Fund	-	755,251	None	Daily	No notice required	(10)
EB Daily Valued Active Index Plus Fund	-	1,215,794	None	Daily	No notice required	(11)
EB Temporary Investment Fund	3,555	6,055	None	Daily	No notice required	(12)
	$9,644,685	$7,989,025				

(1) The investment objective of the Fund is to track the performance of the Barclays U.S. Long Treasury Index. The investment strategy of this Fund is primarily focused on the investing in United States Treasury Bonds.

(2) The objective of the Fund is to exceed the performance of the Standard & Poor's (S&P) 500 Index. The investment strategy of this Fund is primarily the investment in common stocks for large-cap multinational corporations in a variety of industries ranging from agriculture to manufacturing.

(3) The investment objective is to consistently exceed the total return performance of the Morgan Stanley Capital International European Australia Far East Index. The investment strategy of this Fund consists of investments in common stocks, with a focus on international diversification in variety of industries, and other temporary investments, including cash and cash equivalents.

(4) The investment objective of the Fund is to exceed the return of the S&P's 500 Index over a market cycle. The investment strategy of this Fund is primarily the investment in common stocks with a focus on energy, pharmaceuticals and healthcare, electronics and technology, and financial service companies.

(5) The investment objective of the Fund is to exceed the return of the S&P 500 Index over rolling three-and/or five-year periods. The investment strategy of this Fund is primarily common stocks (both short and long positions), in a variety of industries including energy, healthcare, technology, consumer discretionary, financial services, industrials and mutual funds.

(6) The investment objective of the Fund is to exceed the performance of the S&P Mid Cap 400 Index by tilting towards stocks having higher expected returns while generally maintaining overall index characteristics. The investment strategy of this Fund is primary the investment in common stocks of corporations based in the United States of America with a focus on energy and natural resources, financial and commercial services, technology, healthcare and manufacturing.

(7) The investment objective of the Fund is to track the performance of the Russell 2000 Index. The investment strategy of this Fund is collective investment funds, which are the EB DV Small Cap Growth Stock Index and the EB DV Small Cap Value Stock Index Funds.

(8) The Fund is invested primarily in common stocks and other equity securities generally traded on a major United States exchange (New York Stock Exchange, American Stock Exchange) or via the NASDAQ Stock Market. The investment strategy of this Fund is common stocks of companies based in the United States of America in the industries of consumer discretionary and staples, financial services, technology, healthcare and industrials.

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

(9) The Fund is invested primarily in common stocks and other equity securities generally traded on a major United States exchange (New York Stock Exchange, American Stock Exchange) or via the NASDAQ Stock Market. The investment strategy of this Fund is common stocks of companies is in the industries of consumer discretionary and staples, energy, healthcare, financial services, technology, industrials and materials.

(10) The Fund invests primarily in a diversified group of common stocks, including, but not limited to, ordinary shares, ADRs, GDRs and Participation Notes and their equivalents of foreign corporations included in the Morgan Stanley Capital International European Australia Far East Index. The investment strategy of this Fund is common stocks of multinational companies with a focus on energy and natural resources, consumer goods, manufacturing and financial services.

(11) The objective of the Fund is to exceed the performance of the S&P 500 Index by tilting towards stocks having higher expected returns while maintaining overall index characteristics. The investment strategy of this Fund is common stocks of companies primarily based in the United States of America, with a focus on oil and gas, pharmaceuticals, retail, technology, financial services and telecommunications.

(12) The objective of the Fund is to provide a return on cash held by the Plan until it is invested in another of the above listed funds.

NOTE 8 - PLAN TERMINATION

Although the Company has not expressed any intent to do so, it has the right to terminate the Plan at any time, subject to the provisions of ERISA or any collective bargaining agreements. If such termination should occur, monies in the Plan would be distributed to participants according to the provisions of the Plan. Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC). Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

The PBGC guarantees vested benefits at the level in effect on the date of Plan termination. However, if benefits have been increased within five years before the Plan's termination, the whole amount of the Plan's vested benefits increase may not be guaranteed. In addition, there is a ceiling on the amount of monthly benefits that the PBGC guarantees, which is adjusted periodically.

NOTE 9 - INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated July 25, 2011, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 10 - RELATED-PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of common collective trusts managed by BNY Mellon. BNY Mellon is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTARY FINANCIAL INFORMATION

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	BNY Mellon, N.A.	EB DV Long Bond Index Fund	$2,927,730	$3,843,474
*	BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	1,174,670	1,433,389
*	BNY Mellon, N.A.	EB NCML International Fund	869,703	976,067
*	BNY Mellon, N.A.	EB US Large Capitalization Core Fund	584,408	721,822
*	BNY Mellon, N.A.	PE US Large Cap Core 130/30 Equity Fund	624,467	721,592
*	BNY Mellon, N.A.	EB DV ENH Mid-Cap Core Fund	436,298	677,960
*	BNY Mellon, N.A.	EB DV Small Cap SIF	400,012	489,143
*	BNY Mellon, N.A.	PE US Small-Mid Cap Value Equity Fund	324,177	390,200
*	BNY Mellon, N.A.	PE US Small-Mid Cap Growth Equity Fund	308,483	387,483
*	BNY Mellon, N.A.	EB Temporary Investment Fund	3,555	3,555
			$7,653,503	$9,644,685

* Party-in-interest

See independent auditors' report.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

Series of transactions, involving an amount in excess of 5% of the current value of Plan assets as of the beginning of the year.

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
BNY Mellon, N.A.	EB Temporary Investment Fund	$2,011,089 (A)	-	-	-	$2,011,089	$2,011,089	-
BNY Mellon, N.A.	EB Temporary Investment Fund	-	$2,013,597 (B)	-	-	2,013,597	2,013,597	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	1,056,650 (C)	-	-	-	1,056,650	1,056,650	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	-	609,803 (D)	-	-	449,324	449,324	$160,479

(A) Represents a series of 71 purchase transactions.
(B) Represents a series of 39 sales transactions.
(C) Represents a series of 8 purchase transactions.
(D) Represents a series of 6 sales transactions.

See independent auditors' report.

ARDAGH METAL DEFINED BENEFIT PLAN
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2012 PLAN YEAR

SCHEDULE SB, LINE 26 – SCHEDULE OF ACTIVE PARTICIPANT DATA

Age by Service

Age	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	Total
15-19	0	0	0	0	0	0	0	0	0	0
20-24	2	0	0	0	0	0	0	0	0	2
25-29	1	3	0	0	0	0	0	0	0	4
30-34	3	5	4	0	2	0	0	0	0	14
35-39	5	6	6	6	1	1	0	0	0	25
40-44	4	11	15	4	5	1	0	0	0	40
45-49	2	11	12	6	8	1	0	0	0	40
50-54	3	5	14	4	4	3	2	1	1	37
55-59	1	5	4	5	3	1	2	0	7	28
60-64	0	1	3	3	2	0	1	0	8	18
65-69	0	0	0	0	1	0	0	0	3	4
70+	0	0	0	0	0	0	0	0	2	2
TOTAL	21	47	58	28	26	7	5	1	21	214

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS / METHODS

Prescribed Funding Assumptions and Methods

Funding discount rates

Current Year:	Segment Rates with four month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second, and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%, 6.85%, and 7.52%,** respectively, for minimum funding and benefit restrictions but not maximum tax-deductible purposes.

Effective Interest Rate (Based on MAP-21 rates)	7.13%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits, based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative and investment expenses to be paid from plan assets during the year.

ARDAGH METAL DEFINED BENEFIT PLAN
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2012 PLAN YEAR

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

2.25% cost-of-living plus additional increase of 1.25% merit for a total of 3.50%.

Social Security

Annual increase in maximum wage base: cost-of-living

Expenses

Expected plan administrative and investment expenses of $207,000 were added to the Target Normal Cost. This is based on the prior year's reported expenses with an adjustment for PBGC premiums.

Frequency of optional payment forms

50% of the participants are assumed to elect life annuities; the other 50% of the participants are assumed to elect joint-and-survivor annuities.

Marital percentage

85% of males and 30% of females are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Non-Prescribed Funding Assumptions and Methods (continued)

Withdrawal rates[1]

Based on experience. Sample rates as follows:

For Samoa participants

Years of Employment	Age-Related Rates			
	25	40	55	60
1 - 4	30.00%	20.00%	20.00%	20.00%
5 & later	6.00%	4.50%	3.00%	3.00%

For other participants

Years of Employment	Age-Related Rates			
	25	40	55	60
1 - 4	20.00%	15.00%	10.00%	10.00%
5 & later	7.50%	2.80%	2.50%	2.50%

Retirement rates

For Samoa participants

	Years of Employment	
Age	1 - 24	25 & Later
55	5.0%	5.0%
56	5.0%	5.0%
57	5.0%	5.0%
58	5.0%	5.0%
59	5.0%	5.0%
60	6.0%	6.0%
61	10.0%	10.0%
62	20.0%	40.0%
63	20.0%	40.0%
64	10.0%	40.0%
65	20.0%	20.0%
66	20.0%	20.0%
67	15.0%	15.0%
68	15.0%	15.0%
69	15.0%	15.0%
70	100.0%	100.0%

[1] For active participants not eligible for retirement.

Non-Prescribed Funding Assumptions and Methods (continued)

For other participants

Age	Rates
55	5.0%
56	2.5%
57	2.5%
58	2.5%
59	2.5%
60	2.5%
61	2.5%
62	5.0%
63	5.0%
64	5.0%
65	25.0%
66	15.0%
67	10.0%
68	15.0%
69	15.0%
70	100.0%

Due to the nature of the early retirement reductions for deferred vested participants, payments are assumed to commence at their normal retirement date.

Disability rates

Age	Samoa Participants	Other Participants
25	0.045%	0.030%
30	0.045%	0.030%
35	0.045%	0.030%
40	0.060%	0.040%
45	0.120%	0.080%
50	0.315%	0.210%
55	0.675%	0.450%
60	1.515%	1.010%

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

The Valuation Assets are determined using a method that spreads asset gains/(losses) over two years. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Valuation Assets.

The expected return on plan assets is 8.00% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2011 measurement periods:	6.57%
2010 measurement periods:	6.82%

Summary of Changes from the January 1, 2011 Valuation

None.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

Series of transactions, involving an amount in excess of 5% of the current value of Plan assets as of the beginning of the year.

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
BNY Mellon, N.A.	EB Temporary Investment Fund	$2,011,089 (A)	-	-	-	$2,011,089	$2,011,089	-
BNY Mellon, N.A.	EB Temporary Investment Fund	-	$2,013,597 (B)	-	-	2,013,597	2,013,597	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	1,056,650 (C)	-	-	-	1,056,650	1,056,650	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	-	609,803 (D)	-	-	449,324	449,324	$160,479

(A) Represents a series of 71 purchase transactions.
(B) Represents a series of 39 sales transactions.
(C) Represents a series of 8 purchase transactions.
(D) Represents a series of 6 sales transactions.

See independent auditors' report.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ARDAGH METAL DEFINED BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ARDAGH METAL PACKAGING USA INC.

D Employer Identification Number (EIN)
25-1864585

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2012

2	Assets:			
	a Market value	2a		8429018
	b Actuarial value	2b		8114593
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	105	4388837
	b For terminated vested participants	3b	119	949520
	c For active participants:			
	(1) Non-vested benefits	3c(1)		397242
	(2) Vested benefits	3c(2)		3854056
	(3) Total active	3c(3)	214	4251298
	d Total	3d	438	9589655
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		7.13%
6	Target normal cost	6		439274

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

10/07/2013
Date

ANGELA L BUSCH
Type or print name of actuary

1106184
Most recent enrollment number

BUCK CONSULTANTS, LLC.
Firm name

412-281-2506
Telephone number (including area code)

11 STANWIX STREET, SUITE 700
PITTSBURGH PA 15222
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of 9.73%	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of 6.37% except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	84.61%
15 Adjusted funding target attainment percentage	15	84.61%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	68.23%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2012	0	1347			
02/13/2012	0	2320			
03/13/2012	0	1642			
04/13/2012	276419	1902			
05/13/2012	0	2292			
06/13/2012	0	1858			
07/13/2012	276419	1402			
08/13/2012	0	1715			
09/13/2012	0	1767			
10/15/2012	276419	1768			
11/13/2012	0	2292			
12/13/2012	0	1959			
09/13/2013	117304	0			
			Totals ► 18(b)	946561	18(c) 22264

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	903827

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.54%	6.85%	7.52%	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	439274
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1475062	464513
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	903787

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			

36 Additional cash requirement (line 34 minus line 35)	36	903787
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	903827
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	40
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

ARDAGH METAL DEFINED BENEFIT PLAN
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2012 PLAN YEAR

SCHEDULE SB, LINE 22 – DESCRIPTION OF WEIGHTED AVERAGE RETIREMENT AGE

This age is derived by applying, for an employee with the characteristics of an average new entrant to the plan, the following formula, modified so that the " ½" is not used for t = FRA-ERA.

$$\frac{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t}) * (ERA + t + \frac{1}{2})}{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t})}$$

where

	FRA	=	age by which everyone is assumed to retire
	ERA	=	age before which nobody is assumed to retire
	${}_tp_{ERA}$	=	probability of surviving at work to age ERA + t
	q^r_{ERA+t} =	=	probability of retiring at age ERA + t

Retirement rates:

For Samoa participants:

	Years of Employment	
Age	1-24	25 & later
55	5.00%	5.00%
56	5.00%	5.00%
57	5.00%	5.00%
58	5.00%	5.00%
59	5.00%	5.00%
60	6.00%	6.00%
61	10.00%	10.00%
62	20.00%	40.00%
63	20.00%	40.00%
64	10.00%	40.00%
65	20.00%	20.00%
66	20.00%	20.00%
67	15.00%	15.00%
68	15.00%	15.00%
69	15.00%	15.00%
70	100.00%	100.00%

For other participants:

Age	
55	5.00%
56	2.50%
57	2.50%
58	2.50%
59	2.50%
60	2.50%
61	2.50%
62	5.00%
63	5.00%
64	5.00%
65	25.00%
66	15.00%
67	10.00%
68	15.00%
69	15.00%
70	100.00%

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Eligibility

For Terminal Island: Immediate.

For other participants: 6 months of service.

Annual compensation

For Samoa and Weirton: Total remuneration not to exceed required limits.

Payment forms

Life annuity and joint-and-survivor life annuity

Normal retirement date

Age 65.

Early unreduced retirement date

For Samoa: Age 62 and 25 years of service.

For Weirton: The earlier of age 62 and 25 years of service or age 55 and 30 years of service

Early retirement date

For Terminal Island: Age 55 and 10 years of service.

For other participants: Age 55.

Eligibility for disability benefit

Social Security disability award required effective on or before termination, application received and:

For Samoa: 15 years of service.

For other participants: 10 years of service.

Eligibility for vested benefit

100% vesting after five years. At age 65, an actively employed participant is 100% vested, regardless of service.

Eligibility for surviving spouse death benefit

Death occurring while:

1. Actively employed after completion of 5 years of vesting service.
2. Terminated with a vested deferred benefit but before benefit commencement.

ARDAGH METAL DEFINED BENEFIT PLAN
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2012 PLAN YEAR

Accrued benefit

For Samoa: The larger of the benefit determined under part A or B below.

A. 1.25% of annual compensation received.

B. $96 times years of service at the date of determination.

For Weirton: The larger of the benefit determined under part A or B below.

A. 1.1% of annual compensation received.

B. $480 times years of service at the date of determination for terminations during 2009 and $492 for terminations during 2010, $504 for terminations during 2011 and $516 for terminations after 2011.

For Terminal Island: The sum of the amount determined under part A, B, C, and D below.

A. $132 times years of service between 1/1/1986 and 1/1/1989.

B. $156 times years of service between 1/1/1989 and 1/1/2006.

C. $255 times years of service between 1/1/2006 and 1/1/2007.

D. $276 times years of service after 1/1/2007.

Normal monthly retirement benefit

1/12 of accrued benefit as of normal retirement date.

Early unreduced monthly retirement benefit

For Samoa and Weirton: 1/12 of accrued benefit as of unreduced early retirement date.

For Weirton only: An additional temporary benefit of $5 times years of service will be paid until age 62.

Early monthly retirement benefit

For Samoa and Weirton: 1/12 of accrued benefit as of early retirement date, reduced by 2% for each of the first 3 years and 4% for each of the next 7 years by which the early retirement date precedes the normal retirement date.

For Terminal Island: 1/12 of accrued benefit as of early retirement date, reduced by 6% for each of the first 5 years and 3.6% for each of the next 5 years by which the early retirement date precedes the normal retirement date.

Delayed monthly retirement benefit

1/12 of accrued benefit as of actual retirement date, crediting service and earnings through delayed retirement date.

ARDAGH METAL DEFINED BENEFIT PLAN
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2012 PLAN YEAR

Disability benefit

1/12 of accrued benefit as of the date of disability payable beginning the first of the month following the Social Security disability benefit commencement and ending at normal retirement date. Upon completion of benefit payments, normal retirement benefits will be payable.

Deferred monthly retirement benefit for termination prior to retirement

For Samoa and Weirton:	1/12 of accrued benefit as of date of termination payable at normal retirement date or payable at age 55 reduced 6% for each year before normal retirement date.
For Terminal Island:	1/12 of accrued benefit as of termination date payable at normal retirement date. If 10 years of service at termination, benefit can be payable at age 55, reduced by 6% for each of the first 5 years and 3.6% for each of the next 5 years by which commencement precedes the normal retirement date.

Surviving spouse monthly death benefit

1/12 of 50% of accrued benefit reduced for early payment in the form of a 50% Joint and Survivor as of date of death of participant, commencing at the participant's earliest payment date and continuing for the remaining lifetime of the surviving spouse.

For Samoa and Weirton:	If death occurs while in service after age 55, the above benefit will be in the form of a 100% Joint and Survivor. If death occurs prior to age 55, the earliest payment date may be as early as the month in which the death occurs.
For Terminal Island:	An additional $1,500 single sum death benefit is payable to a participant who dies while in active service or $1,000 single sum death benefit to a former participant who retired from active service.

Refund of participant contributions

For Terminal Island, accumulation of employee contributions with interest will be refunded to the participant who terminates prior to eligibility for a vested benefit. If the value exceeds $1,000, the participant must elect to receive such refund.

Contributions

All contributions to support the plan are made by the Company except for employee contributions by participants at Terminal Island, in the amount of $.14 for every hour (other rates apply prior to 5/1/1996).

Summary of Changes from the January 1, 2011 Valuation

None.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	BNY Mellon, N.A.	EB DV Long Bond Index Fund	$2,927,730	$3,843,474
*	BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	1,174,670	1,433,389
*	BNY Mellon, N.A.	EB NCML International Fund	869,703	976,067
*	BNY Mellon, N.A.	EB US Large Capitalization Core Fund	584,408	721,822
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*	BNY Mellon, N.A.	PE US Small-Mid Cap Value Equity Fund	324,177	390,200
*	BNY Mellon, N.A.	PE US Small-Mid Cap Growth Equity Fund	308,483	387,483
*	BNY Mellon, N.A.	EB Temporary Investment Fund	3,555	3,555
			$7,653,503	$9,644,685

* Party-in-interest

See independent auditors' report.

ARDAGH METAL DEFINED BENEFIT PLAN
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2012 PLAN YEAR

STATEMENT BY ENROLLED ACTUARY

In preparing Schedule SB, the actuary relied on other parties for - and applied reasonability tests to - information on assets, contributions, plan provisions, and data on people covered by the Plan.

SCHEDULE SB, LINE 32 – SCHEDULE OF SHORTFALL AMORTIZATION BASES

Date Established	Initial Amount	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2012
January 1, 2008	$ 1,876,320	3	$ 313,828	$ 892,928
January 1, 2009	(456,624)	4	(81,324)	(300,567)
January 1, 2010	1,670,093	5	281,063	1,265,323
January 1, 2011	846,595	6	139,290	727,083
January 1, 2012	(1,109,705)	7	(188,344)	(1,109,705)
Total charge			$ 464,513	$ 1,475,062