

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ 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.	☒
D Check box if filing under:	☒ 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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 08/13/2000</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 08/13/2000	
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 25-1864585</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 412-429-5290</td> </tr> <tr> <td>2d Business code (see instructions) 332900</td> </tr> </table>	2b Employer Identification Number (EIN) 25-1864585	2c Plan Sponsor's telephone number 412-429-5290	2d Business code (see instructions) 332900	
2b Employer Identification Number (EIN) 25-1864585					
2c Plan 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.	10/14/2015	JOHN G. BOYAS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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 PENSION COMMITTEE FOR ARDAGH METAL DEFINED BENEFIT PLAN 600 NORTH BELL AVENUE BUILDING 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	5 435
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 198
a(2) Total number of active participants at the end of the plan year	6a(2) 143
b Retired or separated participants receiving benefits	6b 116
c Other retired or separated participants entitled to future benefits.....	6c 103
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 362
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 10
f Total. Add lines 6d and 6e	6f 372
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 0
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	
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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014	
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: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2014			
2	Assets:			
a	Market value	2a	11466690	
b	Actuarial value	2b	10979994	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	114	4934274	4934274
b	For terminated vested participants	123	1183887	1183887
c	For active participants	198	5093794	5548076
d	Total	435	11211955	11666237
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	6.60%	
6	Target normal cost	6	483818	

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		09/21/2015
	Signature of actuary	Date
A. CHRISTINE CHIOCCA, ASA, EA, MAAA	Type or print name of actuary	14-07509
		Most recent enrollment number
MERCER	Firm name	412-355-8727
		Telephone number (including area code)
SIX PPG PLACE, SUITE 400 PITTSBURGH, PA 15222-5406	Address of the firm	

Part II Beginning of Year Carryover and 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)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.22</u> %	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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.42</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
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		
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)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	94.11 %
15 Adjusted funding target attainment percentage	15	94.11 %
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	84.21 %
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
01/15/2014	0	2140	06/15/2014	0	1931
02/15/2014	0	2032	07/15/2014	275055	2558
03/15/2014	0	2131	08/15/2014	0	1813
04/01/2014	275055	0	09/15/2014	0	1910
04/15/2014	0	2549	10/15/2014	220000	2682
05/15/2014	0	2047	11/15/2014	0	2192
Totals ▶			18(b)	1480110	18(c) 26158

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	1399467
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
0	0	0
		(4) 4th
		0

Part II Beginning of Year Carryover and 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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of _____%		
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	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
12/15/2014	0	2173			
01/15/2015	220000	0			
04/15/2015	245000	0			
07/15/2015	245000	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: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ 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	483818	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	686243	488925	
b Waiver amortization installment			
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	972743	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	972743	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1399467	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	426724	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

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)

MERCER

13-2834414

(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 17 50 64	NONE	122466	Yes ☐ No ☒	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?
21 28 51	NONE	69737	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ 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	31830	Yes ☐ No ☒	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	8092	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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name: ANGELA L BUSCH	b EIN: 13-3954297
c Position: ENROLLED ACTUARY	
d Address: 11 STANWIX STREET, SUITE 700 PITTSBURGH, PA 15222	e Telephone: 412-281-2506

Explanation: THERE WAS A CHANGE IN ACTUARIAL FIRMS.

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ARDAGH METAL DEFINED BENEFIT PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ARDAGH METAL PACKAGING USA INC.</u>	D Employer Identification Number (EIN) <u>25-1864585</u>

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB ISSG US LARGE CAP CORE</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-317</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1250873</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV ENH MID CAP CORE FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-207</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1611124</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV ENH LARGE CAP CORE FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1247163</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB NCML INTERNATIONAL EQUITY FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-108</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1228865</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV LONG BOND INDEX</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-006</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5035341</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DO LARGE CAP CORE FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-027</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1241647</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PE US SM CAP OPPORTUNISTIC VALUE EQ</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>04-3202152-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>883718</u>

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) 64464
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>ARDAGH METAL DEFINED BENEFIT PLAN</u>		B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARDAGH METAL PACKAGING USA INC.</u>		D Employer Identification Number (EIN) <u>25-1864585</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	484695	710000
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	0	0
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)	10993626	12563195
	(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)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	11478321	13273195

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	107132	107182
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	107132	107182

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11371189	13166013
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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)	1480110	
(B) Participants	2a(1)(B)	26158	
(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)		1506268
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)		1770498
(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		3276766

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1185260	
(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)		1185260
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)	162388	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	69737	
(4) Other.....	2i(4)	64557	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		296682
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1481942

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1794824
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ 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:

- 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.).....
- 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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
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.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
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?.....		X	
4g			
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?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
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.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ARDAGH METAL DEFINED BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARDAGH METAL PACKAGING USA INC.</u>	D Employer Identification Number (EIN) <u>25-1864585</u>

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	<u>0</u>
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): <u>13-5160382</u>		
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	<u>70</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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
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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
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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, 2014 and 2013
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

Report on the Financial Statements

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, 2014 and 2013, and 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 audits 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, 2014 and 2013, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

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, 2014 and schedule of reportable transactions for the year ended December 31, 2014 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 7, 2015

ARDAGH METAL DEFINED BENEFIT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2014	2013
INVESTMENTS, at fair value	\$12,563,195	\$10,993,626
CONTRIBUTION RECEIVABLE	710,000	484,695
Total Assets	13,273,195	11,478,321
ACCRUED ADMINISTRATIVE EXPENSES	107,182	107,132
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$13,166,013</u>	<u>\$11,371,189</u>

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, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS:		
Employer contributions	\$ 1,480,110	\$ 1,162,536
Participant contributions	26,158	25,046
Net appreciation in fair value of investments	<u>1,770,498</u>	<u>1,182,426</u>
Total Additions	3,276,766	2,370,008
DEDUCTIONS:		
Benefit payments to participants	1,185,260	456,644
Administrative and other expenses	<u>296,682</u>	<u>261,972</u>
Total Deductions	<u>1,481,942</u>	<u>718,616</u>
Net Increase	1,794,824	1,651,392
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>11,371,189</u>	<u>9,719,797</u>
End of year	<u><u>\$13,166,013</u></u>	<u><u>\$11,371,189</u></u>

See notes to financial statements.

ARDAGH METAL DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

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).

Effective October 31, 2014, the Company sold its plant in American Samoa.

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. 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.

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 at least 50% of the benefit that would have been, or is, payable to the deceased participant, dependent upon the participant's election.

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, 2014 and 2013 were \$1,147,766 and \$1,170,306, 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 411(c)(2)(iii) of the Internal Revenue Code (IRC). The rates for 2014 and 2013 were 1.98% and 1.39%, respectively. No other participants are required to make contributions.

ARDAGH METAL DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

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.

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, 2014 and 2013.

Recent Accounting Pronouncements - In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07 Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). This ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share as a practical expedient. Currently, investments valued using the practical expedient are categorized within the fair value hierarchy on the basis of whether the investment is redeemable with the investee at net asset value on the measurement date, never redeemable with the investee at net asset value, or redeemable with the investee at net asset value at a future date. The ASU also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. This ASU is effective for nonpublic entities for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. A reporting entity should apply amendments retrospectively to all periods presented. Early application is permitted. The Plan administrator is currently assessing the impact of this ASU.

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In July 2015, the FASB issued ASU 2015-12 Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. This ASU reduces the complexity in employee benefit plan reporting. Part I designates contract value as the only required measure for fully benefit-responsive investment contracts. Currently, fully benefit-responsive investment contracts are required to be measured at contract value with a reconciliation of contract value to fair value, when these measures differ, on the face of the plan financial statements. Part II eliminates the requirement to disclose individual investments representing 5% or more of net assets available for benefits for both participant-directed investments and nonparticipant-directed investments. Additionally, net appreciation or depreciation in investments for the period is no longer required to be disaggregated and disclosed by general type, however, should still be presented in the aggregate. Part II also requires that investments of employee benefit plans be grouped only by general type, eliminating the need to disaggregate the investments in multiple ways. Part III provides a practical expedient to permit plans to measure investments and investment-related accounts (e.g., a liability for a pending trade with a broker) as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end. This ASU is effective for nonpublic entities for fiscal years beginning after December 15, 2015. A reporting entity should apply the amendments to Parts I and II retrospectively to all periods presented, while Part III should be applied prospectively. Early application is permitted. The Plan administrator is currently assessing the impact of this ASU.

Subsequent Events - The Plan has evaluated subsequent events through October 7, 2015, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

At December 31, 2014 and 2013, 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 is as follows:

	2014	2013	
EB DV Long Bond Index Fund	\$ 5,035,341	\$ 4,238,590	
EB DV ENH Mid-Cap Core Fund	1,611,124	1,481,927	
EB ISSG US Large-Cap Core Fund	1,250,873	-	**
EB DV ENH Large-Cap Core Fund	1,247,163	1,713,453	
EB DO Large Cap-Core Fund	1,241,647	-	**
EB NCML International Fund	1,228,865	1,104,924	
PE US Small Cap Opportunistic Value Fund	883,718	792,524	
PE US Large Cap Core 130/30 Equity Fund	-	*	829,494
EB US Large Capitalization Core Fund	-	*	824,928

* Investment was not 5% of net plan assets at December 31, 2014, presented for comparison purposes only.

** Investment was not 5% of net plan assets at December 31, 2013, presented for comparison purposes only.

The net appreciation at December 31, 2014 and 2013 relates entirely to the Plan's investments in common and collective trusts.

ARDAGH METAL DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments held at December 31, 2014 and 2013, and investment income for the years ended December 31, 2014 and 2013, that are disclosed in the accompanying financial statements and supplemental schedules, were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan.

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, \$492 for terminations during 2010, \$504 for terminations during 2011, \$516 for terminations during 2012, \$528 for terminations during 2013, and \$540 for terminations during 2014.

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.

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

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

The actuarial value of accumulated Plan benefits as determined by the Plan's actuary, Mercer 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, or 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, 2014 and 2013:

Actuarial Cost Method - The unit credit method (also known as the accrued benefit funding method) was used for the 2014 and 2013 valuations.

Valuation Interest Rate - The rate used to value pension liabilities was 7.83% for 2014 and 2013.

Mortality Basis - For all participants, mortality was based on the RP-2000 mortality tables for the 2014 and 2013 valuations.

Retirement Age - Calculated using assumed weighted average retirement at age 65 for December 31, 2014 and 2013.

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:

	<u>2014</u>	<u>2013</u>
Actuarial present value of accumulated Plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 4,396,278	\$ 4,198,917
Other participants	<u>5,215,672</u>	<u>4,357,430</u>
	9,611,950	8,556,347
Nonvested benefits	<u>438,646</u>	<u>325,395</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 10,050,596</u>	<u>\$ 8,881,742</u>

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

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:

	<u>2014</u>	<u>2013</u>
Actuarial present value of accumulated Plan benefits	\$ 8,881,742	\$ 8,312,495
Increase during the year attributable to:		
Change in actuarial assumptions	17,645	16,251
Change to Plan	-	39,666
Benefits accumulated and the effect of noninvestment experience	931,780	318,162
Interest due to decrease in the discount period	676,073	634,011
Benefits paid	<u>(456,644)</u>	<u>(438,843)</u>
Net increase	<u>1,168,854</u>	<u>569,247</u>
Actuarial present value of accumulated Plan benefits at January 1, 2014 and 2013, respectively	<u>\$ 10,050,596</u>	<u>\$ 8,881,742</u>

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 \$1,480,142 and \$1,162,536 for the years ended December 31, 2014 and 2013, respectively.

NOTE 7 - FAIR VALUE MEASUREMENT

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 Measurement and Disclosures 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.

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 7 - FAIR VALUE MEASUREMENT (Continued)

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.

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, 2014 and 2013.

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2014 and 2013:

Investments at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Bond funds	-	\$ 5,099,805	-	\$ 5,099,805
Large cap	-	3,739,683	-	3,739,683
Small cap	-	883,718	-	883,718
International	-	1,228,865	-	1,228,865
Mid cap	-	1,611,124	-	1,611,124
Total investments at fair value	-	\$ 12,563,195	-	\$ 12,563,195

ARDAGH METAL DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 7 - FAIR VALUE MEASUREMENT (Continued)

	Investments at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Bond funds	-	\$ 4,246,376	-	\$ 4,246,376
Large cap	-	3,367,874	-	3,367,874
Small cap	-	792,524	-	792,524
International	-	1,104,924	-	1,104,924
Mid cap	-	1,481,928	-	1,481,928
Total investments at fair value	-	\$ 10,993,626	-	\$ 10,993,626

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 years ended December 31, 2014 and 2013, 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, 2014 and 2013, respectively:

Investment	Fair Value as of December 31, 2014	Fair Value as of December 31, 2013	Unfunded Commitments as of December 31, 2014 and 2012	Redemption Frequency	Redemption Notice Period	Investment Strategy
EB Daily Value Long Bond Index Fund	\$5,035,341	\$4,238,590	None	Daily	3-day notice required	(1)
EB Daily Valued Mid Cap Core Fund	1,611,124	1,481,927	None	Daily	3-day notice required	(2)
EB DV ENH Large Cap Core Fund	1,247,163	1,713,453	None	Daily	3-day notice required	(3)
EB ISSG US Large Cap Core Fund	1,250,873	-	None	Daily	No notice required	(4)
EB DO Large Cap Core Fund	1,241,647	-	None	Daily	No notice required	(5)
EB NCML International Fund	1,228,865	1,104,924	None	Daily	No notice required	(6)
PE US Small Cap Opportunistic Fund	883,718	792,524	None	Daily	No notice required	(7)
PE US Large Cap Core 130/30 Equity Fund	-	829,494	None	Daily	No notice required	(8)
EB US Large Capitalization Core Fund	-	824,928	None	Daily	No notice required	(9)
EB Temporary Investment Fund	64,464	7,786	None	Daily	No notice required	(10)
	<u>\$12,563,195</u>	<u>\$10,993,626</u>				

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

NOTE 7 - FAIR VALUE MEASUREMENT (Continued)

- (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 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.
- (3) 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.
- (4) 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 the investment in common stocks and other equity securities generally traded on a major United States exchange.
- (5) The objective of the fund is to exceed the performance of the S&P 500 Index by concentrating on selecting undervalued common stocks. The Fund may invest in securities and a combination of other collective funds.
- (6) 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.
- (7) 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, and the NASDAQ Over the Counter Market) or on Canadian stock exchanges. The investment strategy of this Fund is to invest in companies with a market capitalization within the same range as the issuers included in the Russell 2000 Index.
- (8) 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.
- (9) 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.
- (10) 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.

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

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. There were no uncertain tax positions at December 31, 2014 or 2013. The Plan has recognized no interest or penalties related to uncertain tax positions. 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 that the Plan is no longer subject to income tax examinations for years prior to 2011.

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)

<u>(a)</u>	<u>(b)</u> Identity of Issue, Borrower, Lessor or Similar Party	<u>(c)</u> Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	<u>(d)</u> Cost	<u>(e)</u> Current Value
*	BNY Mellon, N.A.	EB DV Long Bond Index Fund	\$3,744,672	\$ 5,035,341
*	BNY Mellon, N.A.	EB DV ENH Mid-Cap Core Fund	1,044,941	1,611,124
*	BNY Mellon, N.A.	EB ISSG US Large-Cap Core Fund	1,210,000	1,250,873
*	BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	719,321	1,247,163
*	BNY Mellon, N.A.	EB DO Large-Cap Core Fund	1,197,450	1,241,647
*	BNY Mellon, N.A.	EB NCML International Fund	976,269	1,228,865
*	BNY Mellon, N.A.	PE US Small Cap Opportunistic Fund	807,418	883,718
*	BNY Mellon, N.A.	EB Temporary Investment Fund	64,464	64,464
			<u>\$9,764,535</u>	<u>\$12,563,195</u>

* Party-in-interest

See independent auditors' report.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2014

(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)
Single transaction greater than 5% of net assets								
BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	N/A	\$ 564,300	-	-	\$ 337,401	\$ 564,300	\$ 226,899
BNY Mellon, N.A.	PE US Large-Cap Core 130/30 Equity Fund	N/A	894,612	-	-	618,448	894,612	276,164
BNY Mellon, N.A.	EB DO Large-Cap Core Fund	\$1,137,000	N/A	-	-	1,137,000	1,137,000	-
BNY Mellon, N.A.	EB US Large Capitalization Core Fund	N/A	895,214	-	-	586,285	895,214	308,929
BNY Mellon, N.A.	EB ISSG US Large-Cap Core Fund	1,137,000	N/A	-	-	1,137,000	1,137,000	-
Series of transactions greater than 5% of net assets in the aggregate								
BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	N/A	\$ 888,901 (A)	-	-	525,277	888,901	\$ 363,624
BNY Mellon, N.A.	PE US Large-Cap Core 130/30 Equity Fund	N/A	1,028,412 (B)	-	-	707,227	1,028,412	321,185
BNY Mellon, N.A.	EB Temporary Investment Fund	3,038,767 (C)	N/A	-	-	3,038,767	3,038,767	N/A
BNY Mellon, N.A.	EB Temporary Investment Fund	N/A	2,982,086 (D)	-	-	2,982,086	2,982,086	-
BNY Mellon, N.A.	EB DO Large-Cap Core Fund	1,206,999 (E)	N/A	-	-	1,206,999	1,206,999	N/A
BNY Mellon, N.A.	EB DV Long Bond Index Fund	N/A	812,603 (F)	-	-	645,816	812,603	166,787
BNY Mellon, N.A.	EB US Large Capitalization Core Fund	N/A	1,038,214 (G)	-	-	676,123	1,038,214	362,091
BNY Mellon, N.A.	EB ISSG US Large-Cap Core Fund	1,210,000 (H)	N/A	-	-	1,210,000	1,210,000	N/A

- (A) Represents a series of 9 purchase transactions.
 (B) Represents a series of 9 sales transactions.
 (C) Represents a series of 110 purchase transactions.
 (D) Represents a series of 110 sales transactions.
 (E) Represents a series of 3 purchases transactions.
 (F) Represents a series of 11 purchases transactions.
 (G) Represents a series of 8 sales transactions.
 (H) Represents a series of 2 purchases transactions.

See independent auditors' report.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25		1									1
25–29		1	2								3
30–34	1		6	2	1						10
35–39			6	3	9						18
40–44		2	3	8	16	2					31
45–49		1	7	8	9	6	3				34
50–54		1	4	9	15	9	2	3			43
55–59			2	6	8	5	4	4	3		32
60–64			1	2	3	1	1	1	4	6	19
65–69						1	1		1	2	5
70 & up										2	2
Total	1	6	31	38	61	24	11	8	8	10	198

In each cell, the top number is the count of active participants for each age/service combination.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2014 Funding Valuation**

Discount rate sponsor elections

• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		4.99%	1.37%
• Next 15 years		6.32%	4.05%
• Over 20 years		6.99%	5.06%

Mortality sponsor elections

• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
• Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995
• Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits

Other economic assumptions

• Salary increases	3.5% per year
• Expected investment return	6.76% per year through 2013; 7.52% per year through 2012; 6.57% per year through 2011
• Expenses	Expected plan administrative and investment expenses of \$200,000 were added to Target Normal Cost.
• Employee Contribution interest credit	2.25% per year

Demographic assumptions

• Withdrawal	See table of sample rates.
• Disability incidence	Applied to Accounting only - See table of sample rates.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Retirement age

For Samoa participants

Age	Years of Employment	
	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%	100%

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%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Benefit commencement age	Participants retiring from active status are assumed to start their pension benefits immediately. Participants who terminated prior to retirement eligibility are assumed to start their pension benefits at age 65.	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	85%	30%
— Spouse age difference	3 years older	3 years younger
Form of payment	<u>Single Life</u>	<u>50% J&S</u>
• Active retirements	50%	50%
• Future vested deferred	50%	50%
• Future disabilities	50%	50%
• Future deaths	0%	100%
• Current vested deferred	100%	0%
Unpredictable contingent event assumptions	Not applicable	

Table of Sample Rates

Attained age	Percentage							
	<u>Disabled mortality</u>		<u>Disability</u>		<u>Withdrawal (1 - 4 years of Service)</u>		<u>Withdrawal (After 5 years of Service)</u>	
	Male	Female	Samoa	Other	Samoa	Other	Samoa	Other
25	2.60%	1.84%	0.045%	0.030%	30.00%	20.00%	6.00%	7.50%
30	2.60%	1.84%	0.045%	0.030%	25.00%	16.00%	6.00%	4.80%
35	2.60%	1.84%	0.045%	0.030%	25.00%	15.00%	4.50%	3.80%
40	2.89%	1.84%	0.060%	0.040%	20.00%	15.00%	4.50%	2.80%
45	3.23%	2.04%	0.120%	0.080%	20.00%	10.00%	4.50%	2.70%
50	3.63%	2.28%	0.315%	0.210%	20.00%	10.00%	4.50%	2.50%
55	4.19%	2.56%	0.675%	0.450%	20.00%	10.00%	3.00%	2.50%
60	5.37%	2.82%	1.515%	1.010%	20.00%	10.00%	3.00%	2.50%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods***

The asset valuation method is an average of the adjusted market value for each month during the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2014

(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)
Single transaction greater than 5% of net assets								
BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	N/A	\$ 564,300	-	-	\$ 337,401	\$ 564,300	\$ 226,899
BNY Mellon, N.A.	PE US Large-Cap Core 130/30 Equity Fund	N/A	894,612	-	-	618,448	894,612	276,164
BNY Mellon, N.A.	EB DO Large-Cap Core Fund	\$1,137,000	N/A	-	-	1,137,000	1,137,000	-
BNY Mellon, N.A.	EB US Large Capitalization Core Fund	N/A	895,214	-	-	586,285	895,214	308,929
BNY Mellon, N.A.	EB ISSG US Large-Cap Core Fund	1,137,000	N/A	-	-	1,137,000	1,137,000	-
Series of transactions greater than 5% of net assets in the aggregate								
BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	N/A	\$ 888,901 (A)	-	-	525,277	888,901	\$ 363,624
BNY Mellon, N.A.	PE US Large-Cap Core 130/30 Equity Fund	N/A	1,028,412 (B)	-	-	707,227	1,028,412	321,185
BNY Mellon, N.A.	EB Temporary Investment Fund	3,038,767 (C)	N/A	-	-	3,038,767	3,038,767	N/A
BNY Mellon, N.A.	EB Temporary Investment Fund	N/A	2,982,086 (D)	-	-	2,982,086	2,982,086	-
BNY Mellon, N.A.	EB DO Large-Cap Core Fund	1,206,999 (E)	N/A	-	-	1,206,999	1,206,999	N/A
BNY Mellon, N.A.	EB DV Long Bond Index Fund	N/A	812,603 (F)	-	-	645,816	812,603	166,787
BNY Mellon, N.A.	EB US Large Capitalization Core Fund	N/A	1,038,214 (G)	-	-	676,123	1,038,214	362,091
BNY Mellon, N.A.	EB ISSG US Large-Cap Core Fund	1,210,000 (H)	N/A	-	-	1,210,000	1,210,000	N/A

(A) Represents a series of 9 purchase transactions.

(B) Represents a series of 9 sales transactions.

(C) Represents a series of 110 purchase transactions.

(D) Represents a series of 110 sales transactions.

(E) Represents a series of 3 purchases transactions.

(F) Represents a series of 11 purchases transactions.

(G) Represents a series of 8 sales transactions.

(H) Represents a series of 2 purchases transactions.

See independent auditors' report.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning	01/01/2014	and ending	12/31/2014
► 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: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information				
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>				
2 Assets:				
a Market value.....	2a	11466690		
b Actuarial value.....	2b	10979994		
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target	
a For retired participants and beneficiaries receiving payment.....	114	4934274	4934274	
b For terminated vested participants.....	123	1183887	1183887	
c For active participants.....	198	5093794	5548076	
d Total.....	435	11211955	11666237	
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	6.60%		
6 Target normal cost.....	6	483818		

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	9/21/15 Date	
	A. CHRISTINE CHIOCCA, ASA, EA, MAAA	1407509	
	Type or print name of actuary	Most recent enrollment number	
	MERCER	412-355-8727	
	Firm name	Telephone number (including area code)	
	SIX PPG PLACE, SUITE 400		
	PITTSBURGH PA 15222-5406		
	Address of the firm		

Part II Beginning of Year Carryover and 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)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.22</u> %	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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.42</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
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		
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)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	94.11 %
15 Adjusted funding target attainment percentage	15	94.11 %
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	84.21 %
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
01/15/2014	0	2140	04/15/2015	245000	0
02/15/2014	0	2032	07/15/2015	245000	0
03/15/2014	0	2131			
04/01/2014	275055	0			
04/15/2014	0	2549			
05/15/2014	0	2047			
06/15/2014	0	1931			
07/15/2014	275055	2558			
08/15/2014	0	1813			
09/15/2014	0	1910			
10/15/2014	220000	2682			
11/15/2014	0	2192			
12/15/2014	0	2173			
01/15/2015	220000	0			
Totals ▶			18(b)	1480110	18(c) 26158

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	1399467	
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
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%	☐ 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	483818	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	686243	488925	
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	972743	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	972743	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1399467	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	426724	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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 SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: August 13, 2000, as a result of a spin off from HJ Heinz Company Plan Restated plan: January 1, 2009 Plan year: Calendar Year
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None
Definitions	
• Covered employees	Employees of the company represented by a bargaining agent, or an hourly employee working in American Samoa
• Participation	For Terminal Island: Immediate. For other participants: six months of service.
• Employee contributions	For Terminal Island participants only. They contribute \$0.14 for each hour of employment (other rates apply prior to May 1, 1996).
• Vesting service	For Terminal Island: One year of continuous service for any plan year of 350 hours. Prior plan service is included if became a participant on August 13, 2000. For other participants: In the first or last plan years of employment, one year is credited if the actual hours of service in each year exceed 83-1/3 times the number of months of employment. Otherwise, 1,000 hour plan years. All continuous service credited under prior plan(s) as of August 12, 2000 are included, for employees who became participants on August 13, 2000.
• Credited service	For Terminal Island: 1/1,600 of a year for each hour worked during each plan year. Prior plan service is included if became a participant on August 13, 2000. For other participants: Credited service under prior plan(s) as of August 12, 2000 for employees who became participants on August 13, 2000, plus one year for each, 1,000 hour plan years of service thereafter. Partial credit for years during which an employee works less than the normal hours per pay period is determined by the plan administrator, but not less than hours worked divided by typical hours.
• Pensionable earnings	For Samoa and Weirton: Total remuneration not to exceed required limits.

Schedule SB, Part V — Summary of Plan Provisions

• Accrued benefit	<p>For Samoa: The larger of the benefit determined under part A or B below.</p> <p>A. 1.25% of annual compensation received.</p> <p>B. \$96 times years of service at the date of determination.</p> <p>For Weirton: The larger of the benefit determined under part A or B below.</p> <p>A. 1.1% of annual compensation received.</p> <p>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, \$516 for terminations during 2012, \$528 for terminations during 2013 and 2014 and \$540 for terminations after 2014.</p> <p>For Terminal Island: The sum of the amount determined under part A, B, C, and D below.</p> <p>A. \$132 times years of service between 1/1/1986 and 1/1/1989.</p> <p>B. \$156 times years of service between 1/1/1989 and 1/1/2006.</p> <p>C. \$255 times years of service between 1/1/2006 and 1/1/2007.</p> <p>D. \$276 times years of service after 1/1/2007.</p>
Normal retirement	
• Eligibility	Age 65
• Benefit	1/12 of accrued benefit as of normal retirement date
Early unreduced retirement	
• Eligibility	<p>For Samoa: Age 62 and 25 years of service.</p> <p>For Weirton: The earlier of age 62 and 25 years of service or age 55 and 30 years of service.</p>
• Benefit	<p>For Samoa and Weirton: 1/12 of accrued benefit as of unreduced early retirement date.</p> <p>For Weirton only: An additional temporary benefit of \$5 times years of service will be paid until age 62.</p>
Early retirement	
• Eligibility	<p>For Terminal Island: Age 55 and 10 years of service.</p> <p>For other participants: Age 55.</p>
• Benefit	<p>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.</p> <p>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.</p>
Late retirement	
• Eligibility	Retirement after normal retirement date
• Benefit	1/12 of accrued benefit as of actual retirement date, crediting service and earnings through delayed retirement date.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	100% vesting after five years. At age 65, an actively employed participant is 100% vested, regardless of service.
• Benefit	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.
Disability	
• Eligibility	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.
• 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.
Pre-retirement death	
• Eligibility	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.
• 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.
Form of benefits	
• Automatic form for unmarried participants	Monthly pension benefits are paid as described above as a life annuity if the participant has no spouse as of the date payments begin, or as participant so elects.
• Automatic form for married participants	Benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan.

Schedule SB, Part V — Summary of Plan Provisions

• Optional forms	50%, 75% and 100% joint and survivor annuity (with and without pop-up features) life annuity with 10 years guaranteed, or (for married participants) a life annuity. Benefits with actuarial equivalent of \$5,000 or less are paid as lump sums.
• Optional form conversion factors	Morality table- UP94 table projected to 2012, blended 50% male/50% female. Interest table-5.0%
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2014, the limit is \$260,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.
• 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.

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2013, are included in this valuation:

- **Most recent plan amendments included:** Amendment #4, effective January 1, 2013 is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585

PLAN NUMBER: 001

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

<u>(a)</u>	<u>(b)</u> Identity of Issue, Borrower, Lessor or Similar Party	<u>(c)</u> Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	<u>(d)</u> Cost	<u>(e)</u> Current Value
*	BNY Mellon, N.A.	EB DV Long Bond Index Fund	\$3,744,672	\$ 5,035,341
*	BNY Mellon, N.A.	EB DV ENH Mid-Cap Core Fund	1,044,941	1,611,124
*	BNY Mellon, N.A.	EB ISSG US Large-Cap Core Fund	1,210,000	1,250,873
*	BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	719,321	1,247,163
*	BNY Mellon, N.A.	EB DO Large-Cap Core Fund	1,197,450	1,241,647
*	BNY Mellon, N.A.	EB NCML International Fund	976,269	1,228,865
*	BNY Mellon, N.A.	PE US Small Cap Opportunistic Fund	807,418	883,718
*	BNY Mellon, N.A.	EB Temporary Investment Fund	64,464	64,464
			<u>\$9,764,535</u>	<u>\$12,563,195</u>

* Party-in-interest

See independent auditors' report.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Year established	Shortfall bases		2014 Installment
	Outstanding balance	Years remaining	
2008	\$ 313,828	1	\$ 313,828
2009	(158,783)	2	(81,324)
2010	803,747	3	281,063
2011	518,681	4	139,290
2012	(856,357)	5	(188,344)
2013	616,102	6	116,623
2014	(550,975)	7	(92,211)
Total	\$ 686,243		\$ 488,925

Schedule SB, line 25 — Change in Method

Method Changes Since Prior Valuation

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was done by Buck Consultants. This change qualifies for automatic IRS approval.