Report to Bondholders

For The Year Ended
December 31, 2022

TRIVIUM PACKAGING

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Presentation of Financial and Other Information

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Trivium Packaging B.V. was incorporated in the Netherlands on July 8, 2019. As used herein, “we”, “our”, “us”, “Trivium”, the “Company”, “Trivium Group” and the “Group” refer to Trivium Packaging B.V. and its consolidated subsidiaries, unless the context requires otherwise. The Group is a leading supplier of innovative, value-added, rigid metal packaging solutions. The Group’s products mainly include metal and aluminum containers primarily servicing end-use categories which include beauty and personal care, beverage, food, home care and industrial, nutrition, paints and coatings, petfood, pharmaceutical, seafood, vitamins, supplements and over the counter packaging.

Ontario Teachers’ Pension Plan Board (“OTPP”), through one of its controlled entities, holds a stake of approximately 58 percent while Ardagh Group S.A (“Ardagh”) holds a stake of approximately 42 percent in the Group. Trivium is jointly controlled by OTPP and Ardagh.

NON-STATUTORY CONSOLIDATED FINANCIAL STATEMENTS – BASIS OF PREPARATION

The non-statutory consolidated financial statements of the Group (referred to as the “consolidated financial statements”) have been prepared in accordance with, and are in compliance with, International Financial Reporting Standards (“IFRS”) as issued by the IASB and related interpretations. IFRS is comprised of standards and interpretations approved by the IASB. IFRS and interpretations approved by the predecessor International Accounting Standards Committee have been subsequently approved by the IASB and remain in effect. References to IFRS hereafter should be construed as references to IFRS as issued by the IASB.

These consolidated financial statements reflect the consolidation of the legal entities forming the Group for the years presented.

The consolidated financial statements, are presented in U.S. dollar, rounded to the nearest million and have been prepared under the historical cost convention except for the following:

- derivative financial instruments and short-term financial assets are stated at fair value; and
- employee benefit obligations are measured at the present value of the future estimated cash flows related to benefits earned and pension assets are valued at fair value.

The preparation of consolidated financial information in conformity with IFRS requires the use of critical accounting estimates that affect the reported amounts of assets and liabilities and income and expenses. It also requires management to exercise judgment in the process of applying Group accounting policies. These estimates and judgments are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances and are subject to continual re-evaluation. However, actual outcomes may differ from these estimates and judgments. The areas involving a higher degree of judgment or complexity, or areas where judgments and estimates are significant to the consolidated financial statements are discussed in the critical accounting estimates and judgments section within Note 2 of the consolidated financial statements.

The consolidated financial statements for the Group were authorized for issue by the Supervisory Board of Trivium Packaging B.V. on March 7, 2023.

FORWARD LOOKING STATEMENTS

Certain of the statements contained in this Report to Bondholders that are not statements of historical facts, including, without limitation, certain statements made in "Selected Financial Information", "Operating and Financial Review" and "Risk Factors" are statements of future expectations and other forward-looking statements. Forward looking statements can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "is expected to", "will", "will continue", "should", "would be", "seeks", "intends", "plans", "estimates" or "anticipates", or similar expressions or the negatives thereof, or other variations thereof, or comparable terminology, or by discussions of strategy, plans or intentions. These statements are based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those anticipated by such statements. Factors that could cause such differences in actual results include risks relating to:

- economic conditions, consumer confidence and spending patterns;
- competitive pressures of the markets in which we operate;
- our ability to realize the growth opportunities, cost savings and synergies that are anticipated from the continuous improvement efforts that we undertake;
- negative impact on worldwide economic activity from global pandemics;
- negative impact on worldwide economic activity as a result of geopolitical tensions;
- varied seasonal demands for food packaging products;
- fluctuations in the market price of metal packaging products;
- our ability to maintain relationships with our largest customers;
- continuing consolidation of our customer base;
- our ability to predict or fulfill consumer preferences or demand;
- sourcing of raw materials and other input costs across several jurisdictions;
- pass-through of input costs;
- impact on supply-chain and operations from the Russia-Ukraine conflict
- currency, interest rate and commodity price fluctuations;
- limited availability or increased cost of energy;
- our ability to fund ongoing capital expenditures;
- climate change and climate events impacting the demand for our products and our ability to conduct business;
- non-compliance with law and regulations in multiple jurisdictions, including advertising, consumer protection, product requirements, planning, employment, environmental and other laws and regulations;
- changes in product requirements and their enforcement;
- legal complaints and litigation, including relating to health and safety issues, personal injury, environmental litigation, litigation with contractual counterparties, intellectual property litigation, tax or securities litigation, and product liability;
- operating hazards at manufacturing facilities;
- operating industrial sites close to urban areas;
- acquisitions;
- post-retirement and post-employment obligations to employees;
- organized strikes or work stoppages by unionized employees;
- failure of our product quality control systems;
- insufficient insurance coverage now or in the future;
- changes in agricultural subsidy rules;

- our key personnel and ability to retain our executive and senior management;
- impact from Brexit on operations;
- conducting operations in many different countries;
- theft or misappropriation or inappropriate utilization of our employees' or business partners' data;
- failure or disruption of technologies and automated systems relied on by our businesses; and
- our substantial debt, which could adversely affect our financial health and prevent us from fulfilling our obligations under the Notes.

We undertake no obligations to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Report to Bondholders or to reflect the occurrence of unanticipated events, other than as required by law.

Selected Financial Information

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SELECTED FINANCIAL INFORMATION

The following discussion should be read in conjunction with, and is qualified in its entirety by, reference to the non-statutory consolidated financial statements and the related notes thereto included in this document.

The following table sets forth summary consolidated financial information for the Group.

	Audited (in $ millions, except percentages)	
	Year ended December 31, 2022	Year ended December 31, 2021
Income statement data		
Revenue	3,279	2,757
Adjusted EBITDA [(1)]	604	451
Depreciation and amortization	(256)	(288)
Exceptional operating items [(2)]	(76)	(77)
Net finance expense [(3)]	(171)	(167)
(Loss)/gain on disposal of PPE	(4)	2
Long-term performance-based plan [(4)]	(17)	(49)
Profit/(loss) before tax	**80**	**(128)**
Income tax charge	(62)	(1)
Profit/(loss) for the year	**18**	**(129)**
Other data		
Adjusted EBITDA margin [(1)]	18.4%	16.4%
Interest expense [(5)]	163	168
Capital expenditure [(6)]	145	94
Ratio of net debt to LTM Adjusted EBITDA [(1)(9)(10)]	4.4x	6.0x
Balance sheet data		
Cash, cash equivalents and other financial assets [(7)]	179	215
Total assets	5,165	5,280
Indebtedness [(8)]	2,877	2,931
Total equity	689	679
Net debt [(9)]	2,652	2,718

All footnotes are on page 14 of this document.

Operating and Financial Review

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OPERATING AND FINANCIAL REVIEW

The consolidated results for the three months and year ended December 2022 and December 2021 are presented below.

Reported Currency	Unaudited - Reported (in $ millions, except percentages)			
	Three months ended December 31,		Year ended December 31,	
	2022	2021	2022	2021
Revenue				
Europe	490	478	2,134	1,912
Americas	270	192	1,145	845
Group	**760**	**670**	**3,279**	**2,757**
Adjusted EBITDA [1]				
Europe	56	102	356	306
Americas	45	29	262	156
Corporate	(3)	(4)	(14)	(11)
Group	**98**	**127**	**604**	**451**
Adjusted EBITDA margin [1]				
Europe	11.4%	21.3%	16.7%	16.0%
Americas	16.7%	15.1%	22.9%	18.5%
Corporate	n/a	n/a	n/a	n/a
Group	**12.9%**	**19.0%**	**18.4%**	**16.4%**

Constant Currency	Unaudited - Constant Currency (in $ millions, except percentages)			
	Three months ended December 31,		Year ended December 31,	
	2022	2021	2022	2021
Revenue				
Europe	490	415	2,134	1,703
Americas	270	191	1,145	844
Group	**760**	**606**	**3,279**	**2,547**
Adjusted EBITDA [1]				
Europe	56	90	356	274
Americas	45	29	262	156
Corporate	(3)	(3)	(14)	(9)
Group	**98**	**116**	**604**	**421**
Adjusted EBITDA margin [1]				
Europe	11.4%	21.7%	16.7%	16.1%
Americas	16.7%	15.2%	22.9%	18.5%
Corporate	n/a	n/a	n/a	n/a
Group	**12.9%**	**19.1%**	**18.4%**	**16.5%**

All footnotes are on page 14 of this document.

Review of the three months ended December 31, 2022

Group

Revenue for the three months ended December 31, 2022 increased by $90 million, or 13%, to $760 million, compared to $670 million for the three months ended December 31, 2021. Adjusted EBITDA for the three months ended December 31, 2022 decreased by $29 million, or 23%, to $98 million, compared to $127 million in the three months ended December 31, 2021. Excluding the unfavorable foreign currency translation effects on revenue and adjusted EBITDA of $64 million and $11 million, respectively, revenue increased by $154 million or 25% and EBITDA decreased by $18 million or 16%.

Europe

Revenue for the three months ended December 31, 2022 increased by $12 million, or 3%, to $490 million, compared to $478 million in the three months ended December 31, 2021. On a constant currency basis, revenue increased by $75 million or 18%, primarily due to higher selling prices related to the pass-through of increased input costs, partially offset by unfavorable volume/mix effects. Adjusted EBITDA for the three months ended December 31, 2022 decreased by $46 million, or 45%, to $56 million, compared with $102 million in the three months ended December 31, 2021. On a constant currency basis, adjusted EBITDA decreased by $34 million or 38%, driven largely by the recognition of an insurance recovery income related to the cyber security and flooding incidents during 2021 amounting to $38 million, partially offset by incremental margin benefits realized from the Group's ongoing transformation program.

Americas

Revenue for the three months ended December 31, 2022 increased by $78 million or, 41%, to $270 million, compared to $192 million for the three months ended December 31, 2021. Revenue increased mostly due to higher selling prices related to the pass-through of higher input costs partly offset by negative volume/mix effects. Adjusted EBITDA for the three months ended December 31, 2022 increased by $16 million, or 55%, to $45 million, compared with $29 million in the three months ended December 31, 2021. The increase in Adjusted EBITDA is largely driven by incremental margin benefits realized from the Group's ongoing transformation program.

Corporate costs

Corporate costs reflect certain headquarter costs that have not been allocated to the segments. For the three-months ended December 31, 2022, the Group incurred corporate costs of $3 million compared with $4 million for the three-month period ended December 31, 2021.

Review of the year ended December 31, 2022

Group

Revenue for the year ended December 31, 2022 increased by $522 million, or 19%, to $3,279 million, compared to $2,757 million for the year ended December 31, 2021. Adjusted EBITDA for the year ended December 31, 2022 increased by $153 million, or 34%, to $604 million, compared to $451 million in the year ended December 31, 2021. Excluding the unfavorable foreign currency translation effects on revenue and adjusted EBITDA of $210 million and $30 million, revenue increased by $732 million or 29% and Adjusted EBITDA increased by $183 million or 43%.

Europe

Revenue for the year ended December 31, 2022 increased by $222 million or, 12%, to $2,134 million, compared to $1,912 million in the year ended December 31, 2021. On a constant currency basis, revenue increased by $431 million or 25%, primarily due to higher selling prices related to the pass-through of increased input costs, partially offset by unfavorable volume/mix effects. Adjusted EBITDA for the year ended December 31, 2022 increased by $50 million, or 16%, to $356 million, compared to $306 million in the year ended December 31, 2021. On a constant currency basis, adjusted EBITDA increased by $82 million or 30%, driven by a positive year-on-year input cost inflation effect (timing) and incremental margin benefits realized from the Group's ongoing transformation program, partially offset by the insurance recovery income during 2021, lower volume/mix effects and inefficiencies.

Americas

Revenue for the year ended December 31, 2022 increased by $300 million or, 36%, to $1,145 million, compared to $845 million for the year ended December 31, 2021. The increase in revenue is due to higher selling prices primarily related to the pass-through of increased input costs, partially offset by unfavorable volume/mix effects. Adjusted EBITDA for the year ended December 31, 2022 increased by $106 million, or 68%, to $262 million, compared with $156 million for the year ended December 31, 2021. The increase in Adjusted EBITDA is driven by a positive year-on-year input cost inflation effect (timing) and incremental margin benefits realized from the Group's ongoing transformation program, partially offset by lower volume/mix effects and inefficiencies.

Corporate costs

Corporate costs reflect certain headquarter costs that have not been allocated to the segments. For the year ended December 31, 2022, the Group incurred corporate costs of $14 million compared with $11 million for the year ended December 31, 2021.

Sustainability

During 2022, we continued to push forward on our sustainability strategy launched in 2020. Trivium's sustainability strategy consists of three pillars that also reflects our organizational priorities:

- The '**customer**' pillar addresses sustainable growth of our business through the production and delivery of safe and innovative packaging that exceeds our partners' expectations. Our aspiration is to support more brand owners in swapping the less sustainable packaging in their product portfolios with our metal packaging solutions.
- The '**planet**' pillar entails a commitment to a less wasteful, more sustainable future through continuous process optimization, environmental management and responsible business practices. Our aim is to make our operations and supply chain as ethical, ecological and efficient as possible.
- The '**people**' pillar focuses on being a force for good in all the areas in which we operate. Our aim is to nurture a work environment in which our employees feel safe, engaged, and responsible, and to work with local and global stakeholders on collaborative engagements that inspire and promote the greater good.

Within each of these three pillars, we have identified priority areas based on a materiality assessment of topics that could significantly influence our organization and its performance, and/or topics which our organization could significantly impact with its activities. These areas are aligned with the UN SDGs that we feel are most relevant to our business and are further associated with concrete key performance indicators (KPIs) and targets that we aim to achieve by or before 2030.

During 2022, we also made important strides towards our CO2 emission reduction goals and have submitted our targets for validation by the Science-Based Targets initiative. As an acknowledgement of the progress we are making in our sustainability journey, this year Trivium became the only company in the metal packaging sector to receive a Platinum rating from EcoVadis for a second consecutive year. We believe this achievement demonstrates our sustainability leadership not only in what we say, but more importantly in what we do.

Capital Expenditure

	Year ended December 31	
	2022 **$'m**	**2021** **$'m**
Capital expenditure		
Europe	94	59
Americas	51	35
Group	**145**	**94**

Capital expenditure is the sum of purchases of property, plant and equipment and software and other intangibles, net of proceeds relating to property, plant and equipment, as per the consolidated statement of cash flows. Capital expenditure in Europe for the year ended December 31, 2022 is stated net of insurance proceeds of $21 million related to the exceptional flood event in our plant in Erftstadt, Germany.

Liquidity and Capital Resources at December 31, 2022

Our principal sources of cash are cash generated from operations and external financings, including borrowings and other credit facilities. Our principal working capital funding arrangements include borrowings available under the Group's Global Asset Based Loan ("ABL") Facility. These and other sources of external financing are described further in the following table.

The following table outlines our principal financing arrangements as of December 31, 2022.

Facility	Currency	Maximum amount drawable	Final maturity date	Facility type	Amount drawn		Undrawn amount/ Liquidity
		Local currency 'm			Local currency 'm	$'m	$'m
3.750% Senior Secured Notes	EUR	625	15-Aug-26	Bullet	625	666	—
5.500% Senior Secured Notes	USD	1,050	15-Aug-26	Bullet	1,050	1,050	—
Floating Senior Secured (three-month EURIBOR + 3.750%)	EUR	355	15-Aug-26	Bullet	355	379	—
8.500% Senior Notes	USD	700	15-Aug-27	Bullet	700	700	—
Global ABL Facility	USD	313	11-Apr-27	Revolving	—	—	313
Lease Obligations	Various	—	—	Amortizing	—	84	—
Other Indebtedness	Various	—	—	Amortizing	—	15	—
						2,894	**313**
Deferred debt issue costs						(17)	—
Indebtedness / undrawn facilities						**2,877**	**313**
Cash, cash equivalents and other financial assets						(179)	179
Derivative financial instruments used to hedge foreign currency and interest rate risk						(46)	—
Net debt / available liquidity						**2,652**	**492**

The Group's business activities are exposed to a variety of capital, interest rate, currency exchange, commodity price, credit and liquidity risks. Please see Note 22 to the consolidated financial statements for further details.

The Group's long-term liquidity needs primarily relate to the service of our debt obligations. We expect to satisfy our future long-term liquidity needs through a combination of cash flow generated from operations and, where appropriate, to refinance our debt obligations in advance of their respective maturity dates.

Receivables factoring and related programs

The Group participates in several uncommitted accounts receivable factoring and related programs with various financial institutions, accounted for as true sales of receivables, without recourse to the Group. Receivables of $335 million were sold under these programs as at December 31, 2022 (2021: $240 million).

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Footnotes to the Selected Financial Information

(1) Adjusted EBITDA consists of profit or loss for the year before income tax expense, depreciation and amortization expense, exceptional operating expense items, finance expense, (loss)/gain on disposal of PPE and service costs of the long-term performance-based plan. The adjusted EBITDA margin is calculated as Adjusted EBITDA divided by revenue. Adjusted EBITDA and Adjusted EBITDA margin are presented because we believe that they are frequently used by securities analysts, investors and other interested parties in evaluating companies in the packaging industry. However, other companies may calculate Adjusted EBITDA and Adjusted EBITDA margin in a manner different from ours. Adjusted EBITDA and Adjusted EBITDA margin are not measurements of financial performance under IFRS and should not be considered an alternative to profit/(loss) as indicators of operating performance or any other measures of performance derived in accordance with IFRS.

(2) Exceptional items are shown on a number of different lines in the consolidated statement of income and are presented in Note 4.

(3) Includes exceptional finance income and expense.

(4) Long-term performance-based plan service costs (expected to be payable in 2025) are included as part of the selling, general and administrative expenses in the consolidated statement of income and are included in employee benefit obligations and part of other employee benefits as presented in Note 17.

(5) Interest expense is as defined in Note 5.

(6) Capital expenditure is the sum of purchases of property, plant and equipment and intangible assets, net of proceeds from disposal of property, plant and equipment, as per the consolidated statement of cash flows on page F-10.

(7) Cash, cash equivalents and other financial assets include restricted cash as per Note 14.

(8) Indebtedness comprises of non-current and current financing, net of deferred debt issue costs.

(9) Net debt is comprised of indebtedness, net of cash, cash equivalents and other financial assets and derivative financial instruments used to hedge foreign currency and interest rate risk.

(10) Net debt to Adjusted EBITDA ratio at December 31, 2022 of 4.4x, is based on net debt at December 31, 2022 of $2,652 million and Adjusted EBITDA for the year ended December 31, 2022 of $604 million. Net debt to Adjusted EBITDA ratio at December 31, 2021 of 6.0x, is based on net debt at December 31, 2021 of $2,718 million and Adjusted EBITDA for the year ended December 31, 2021 of $451 million (see operating and financial review section).

Supervisory Board, Management Board and Senior Management

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SUPERVISORY BOARD, MANAGEMENT BOARD AND SENIOR MANAGEMENT

Supervisory Board and Management Board

Trivium Packaging B.V. has a dual tier board structure consisting of a Supervisory Board and a Management Board. The following sets forth certain information with respect to the role and members of the Supervisory Board and Management Board of Trivium Packaging B.V. as of March 7, 2023, the approval date of this Report to Bondholders.

Supervisory Board

The Supervisory Board supervises the general affairs and operations of Trivium, including the policies and guidelines of the Company's management board.

Name	Age	Position
Paul Coulson	70	Chairman and Supervisory Director
Rick Frier	61	Vice-Chairman and Supervisory Director
Mark Fleming	48	Supervisory Director
Debra Kelly-Ennis	66	Supervisory Director
Claude Marbach	54	Supervisory Director
Ashfaq Qadri	41	Supervisory Director
John Sheehan	57	Supervisory Director
Amanda Sourry	59	Supervisory Director
Blake Sumler	52	Supervisory Director

Management Board

The Management Board is responsible for the day-to-day management of Trivium. This is done consistent with the policies and guidelines provided for such management by the Supervisory Board.

Name	Age	Position
Michael Mapes	45	Chief Executive Officer and Director
Stefan Siebert	55	Chief Financial Officer and Director
Charlotte van Meer	43	Chief Legal Officer and Director

Supervisory Board Members

Paul Coulson

Paul Coulson is Chairman and Supervisory Director of Trivium. He currently is the Chairman of the Ardagh Group. Over the past thirty years, he has been involved in the creation and development of a number of businesses. In 1978, he established his own accounting firm after qualifying as a Chartered Accountant. Two years later, he set up Yeoman International and developed it into a significant leasing and structured finance business. In 1998, he became Chairman of the Ardagh Group and initiated the transformation of Ardagh from a small, single plant operation into a leading global packaging company. In addition, he was involved in growing Fanad Fisheries, a leading Irish salmon farming company, and Sterile Technologies, which, prior to its sale to Stericycle, Inc. in 2006, had been developed into the leading medical waste management company in the United Kingdom and Ireland. Mr. Coulson holds a business degree from Trinity College Dublin.

Rick Frier

Rick Frier is Vice-Chairman and Supervisory Director of Trivium and also serves as chair of the Audit Committee. He currently is Chairman of CoolSys Inc, Chairman of US Salt Corp and on the board of Whitehorse Finance Inc. and previously served as Chairman of Exal Corporation and Chairman for Shearer's Food Inc. and board member of Affinion Holdings Group. Prior to the formation of Trivium, Mr. Frier served as Chief Financial Officer of Chiquita Brands International and was responsible for all aspects of the company's worldwide financial operations as well as leading two business units. Mr. Frier was also Chief Financial Officer at Catalina Marketing Corporation and Mattress Discounters Inc. Mr. Frier holds a Master of Business Administration degree from Claremont Graduate University and a Bachelor of Science in Business Administration degree from the University of Southern California.

Mark Fleming

Mark Fleming is a member of the Supervisory Board of Trivium. Mark is the Group Director, Mergers & Acquisition for Ardagh Group. Prior to joining Ardagh in 2022, Mark spent 15 years in M&A in the brewing industry with SABMiller and AB InBev as well as 2 years in transport with FirstGroup. Mark is a qualified Chartered Accountant and CFA Charter holder.

Debra Kelly-Ennis

Debra Kelly-Ennis is a Supervisory Director of Trivium. She is a seasoned and innovative marketing and operating executive with broad experience across multiple industries. She was President and Chief Executive Officer of Diageo Canada Inc., a subsidiary of Diageo plc, a global spirits, wine and beer company, from 2008 to 2012. She also served as Chief Marketing Officer for Diageo North America Inc. from 2005 to 2008. Ms. Kelly Ennis has held marketing, sales and general management positions with RJR Nabisco, Inc., The Coca-Cola Company, General Motors Co. and Grand Metropolitan plc. Ms. Kelly-Ennis is a non-executive director for other public and private companies, including Altria Group, Schreiber Foods and TFI International. She also serves as Director Emeritus of Dress for Success Worldwide. Ms. Kelly-Ennis received her MBA from the University of Houston and her B.S. in Education from the University of Texas at Austin. She was named one of the "Top 100 Most Powerful Women in Canada" in 2009, 2010, 2011 and 2012.

Claude Marbach

Claude Marbach is a Supervisory Director of Trivium. He is currently the Chief Executive Officer of the North American Metal Beverage Division of Ardagh Metal Packaging (NYSE: AMBP). He has been in this role since 2015. He was also the CEO of the North American Food & Specialty Metal Division for two years prior to this being acquired by Trivium. Mr. Marbach started his career in 1990 as a summer intern and progressed through numerous leadership positions, including key roles across engineering, operations, strategy, finance, marketing, purchasing and sales. Mr. Marbach has a Bachelors' Degree in Industrial and Mechanical Engineering from Hautes Etudes Industrielles, Lille, France and a Master of Management in Marketing and Strategy from Kellogg Graduate School of Management at Northwestern University.

Ashfaq Qadri

Ashfaq Qadri is a Supervisory Director of Trivium. He is a Managing Director within the Equities Division at the Ontario Teachers' and has extensive experience in private equity. At Ontario Teachers', he leads new deal execution and portfolio management for direct private equity investments in the industrials sector. He currently serves on the boards of various Ontario Teachers' portfolio companies, besides Trivium, including The AZEK Company, TricorBraun Holdings, and GPA Global. Prior to joining Ontario Teachers', Mr. Qadri was a Vice President at Morgan Stanley Private Equity, with roles based in both New York and London. He previously also worked in Morgan Stanley's investment banking division in New York. Mr. Qadri received a Bachelor of Arts degree from Amherst College and graduated with a double major in Computer Science and Economics.

John Sheehan

John Sheehan is a Supervisory Director of Trivium and also serves as chair of the Compensation Committee. He is currently the Chief Financial Officer and Director of Ardagh Group since 2021, having previously been the Director of Corporate Development and Investor Relations. Prior to joining Ardagh in 2012, John spent twelve years in the equity capital markets with Investec, RBS, and NCB covering a range of sectors. John is qualified as a Chartered Accountant.

Amanda Sourry

Amanda Sourry is a Supervisory Director of Trivium. She brings significant leadership and global business experience in Consumer Products having worked for Unilever for over 30 years, most recently as President Unilever North America. Prior to that she held the roles of President Unilever Global Foods, Executive Vice President Global Haircare and Executive Vice President Unilever UK & Ireland. She has a track record of driving sustainable, profitable growth at scale operating companies and global categories across both developed and emerging markets. Ms. Sourry also serves as a non-executive director on the boards of Kroger Co., PVH Corp, OFI and Beautycounter. She has a MA (Hons) from the University of Cambridge.

Blake Sumler

Blake Sumler is a Supervisory Director of Trivium. He is the Managing Director of Diversified Industrial and Business Services in the Private Capital group at Ontario Teachers' Pension Plan Board ('OTPP'). He joined OTPP in 2013 and has worked in private equity for more than 15 years. Mr. Sumler also sits on boards of directors of portfolio companies including PODS and GFL Environmental Inc. Previously, he was a Senior Vice President at Callisto Capital, a mid-market Toronto based private equity firm focused on buyouts and growth capital investments in Canada. Prior to that his varied work experience included investment management at a hedge fund, equity research and debt syndication. Mr. Sumler is a CPA and a CFA charter holder. He holds a BA (Chartered Accounting) and a Master of Accounting from the University of Waterloo. Additionally, he is a graduate of the Institute of Corporate Directors.

During 2022, Shaun Murphy stepped down from the Supervisory Board. Paul Coulson was appointed to the Supervisory Board and replaced Shaun Murphy as the chairman of the Supervisory Board. Prior to the approval of the bondholder report, Mark Fleming was appointed to the Supervisory Board in February 2023.

The Supervisory Board Committees

The Supervisory Board of Trivium has established an Audit Committee and a Compensation Committee to carry out certain functions as described below.

Audit Committee

The Audit Committee consists of Rick Frier, Debra Kelly-Ennis, Ashfaq Qadri and John Sheehan, with Rick Frier serving as its chair. The Audit Committee (i) reviews the reliability and integrity of the Group's accounting policies, financial statement reporting practices and consolidated financial statements, (ii) oversees and reviews the Group's independent auditor and internal audit functions, (iii) reviews the Group's compliance with applicable laws and regulations in so far as they relate to the consolidated financial statements and accounting and auditing practices and (iv) reviews certain related-party transactions within the Group.

Compensation Committee

The Compensation Committee consists of John Sheehan, Amanda Sourry, Blake Sumler, Ashfaq Qadri, with John Sheehan serving as its chair. The Compensation Committee (i) determines the compensation of the CEO and the Supervisory Board members of the Group, (ii) evaluates the performance of the CEO, the Management Board members, the Senior Management team and the Senior Directors and Officers of Group companies and reviews and approves their compensation and (iii) oversees and administers the management incentive plans of the Group.

During 2022, John Sheehan was appointed as the chair of the Compensation Committee.

Management Board Members

Michael Mapes

Michael Mapes is the Chief Executive Officer (CEO) of Trivium. For nearly 20 years, he has been leading packaging businesses globally. Prior to Trivium Packaging, he was CEO at Exal Corporation where he led the transformation of the company into the global leader in premium aluminium packaging. Mr. Mapes was also President at Disentis Global Partners and held senior leadership roles at Greif for approximately 10 years. Previously, he was a management consultant with McKinsey & Company as well as with Mercer Management Consulting (now Oliver Wyman). Mr. Mapes is a graduate of Northwestern University where he received his B.S. in Industrial Engineering. In addition, he attended Harvard Business School (GMP) and the London Business School (SEP). He is a member of the Young Presidents' Organization (YPO).

Stefan Siebert

Stefan Siebert is the Chief Financial Officer (CFO) of Trivium. Prior to the formation of Trivium, Mr. Siebert was CFO of Ardagh Metal Packaging and previously served as CFO of the Metal Europe division of Ardagh Group. In 2016 he played a lead role in the Beverage Can acquisition and its transformation within Ardagh Metal Packaging. Prior to that, Mr. Siebert held a variety of finance roles in Ardagh Group, including Division Controller for the Specialties business between 2001 and 2011. Mr. Siebert joined Schmalbach-Lubeca in 1984. He has a diploma in Business Administration from the University of Applied Sciences in Rendsburg, Germany. Mr. Siebert attended IMD Business School (AEDP) and London Business School (Corporate Finance).

Charlotte Van Meer

Charlotte Van Meer is the Chief Legal Officer of Trivium. Ms. Van Meer is a legal executive with more than 15 years of experience, who has worked as an external counsel and also held various in-house roles. Prior to joining Trivium, she held different senior leadership positions at AkzoNobel, such as Head of Legal EMEA, Director Legal Corporate and Corporate Secretary to the supervisory board and management board. Prior to that, she was an associate at Dutch law firm De Brauw Blackstone Westbroek. Her areas of expertise include corporate governance, mergers and acquisitions, divestments, finance transactions, commercial and procurement contracts and compliance. Ms. Van Meer is admitted to the Dutch bar. She graduated from Leiden University, the Netherlands, with a double major in Business and Civil Law and she obtained an LL.M degree in Corporate Governance at Stanford University, CA, USA.

Senior Management of the Group

Robert Huffman

Robert Huffman is the Chief Growth Officer, leading Global Key Accounts, Strategy & Business Development and Commercial Excellence at Trivium. Previously at Exal Corporation, Mr. Huffman helped architect the Exal Business System approach to drive transformational change while also resetting Exal's strategy to better align with its competitive advantages. His last role at Exal was Chief Commercial Officer where he led all commercial, innovation and strategy efforts. He has over 9 years of experience in the packaging industry, including his role as Vice President of Transformation and Director of PMO at Greif. Prior to Greif, Mr. Huffman spent 7 years as a strategy consultant for McKinsey & Company where he architected and led company-wide strategic and operational improvement initiatives. Mr. Huffman holds an MBA from Northwestern University in addition to a Masters in Accountancy and BSBA from The Ohio State University.

TRIVIUM PACKAGING

Jens Irion

Jens Irion is the President of the Americas Division of Trivium. Mr. Irion was previously the Chief Commercial Officer of Ardagh Metal Packaging North America, after holding a number of business development and strategy roles at Ardagh Group and Rexam Plc. Previously, he was a Senior Principal at Boston Consulting Group, where he focused on clients in the industrial goods sector. He holds an MBA from MIT Sloan School of Management and a master's degree in Industrial Engineering from Karlsruhe Institute of Technology.

JehanZeb Noor

JehanZeb Noor is the President of Europe Division of Trivium, Mr. Noor is a growth and change leader with a track record of impact in Industrial and Healthcare spaces. Prior to Trivium, he was the CEO of Smiths Medical, a global device maker operating directly in over 30 countries. He also brings packaging experience from Amcor Flexibles, where he led the Healthcare North America business along with Global Medical Sales, serving pharmaceutical and device companies. During his tenure at Amcor, he drove significant improvements in margin and revenue growth, and led the delivery of synergies in the integration of Bemis, a major acquisition. Integrating environmental responsibility and inclusivity as a differentiating advantage has always been an important part of his work. Mr. Noor has also been a partner at McKinsey & Company, where he served manufacturing companies in business and culture transformations for nearly 10 years. He is a graduate of the Massachusetts Institute of Technology, where he received Bachelors (S.B.) Degrees in Finance (Sloan) and in Mechanical Engineering, and later, a Master (S.B.) Degree in Product Design and Mechanical Engineering. He currently also serves on the Board of Blue Ocean Robotics.

Andrew Vanstone

Andrew Vanstone is the Chief Procurement Officer of Trivium. He has over 25 years of experience across business and functional executive roles in the packaging industry. Prior to Trivium, he worked at Amcor, a global leader in flexible packaging. There he held senior roles in Procurement, Sales and Marketing, Sustainability and led Amcor's Australasian Folding Cartons business for 7 years. Mr. Vanstone was also central to the development of Amcor's successful Commercial Excellence program. He spent his final 7 years at Amcor shaping Amcor Procurement, as Vice President Global Procurement. There, he developed and lead a companywide procurement transformation program to achieve best in class procurement excellence and helped drive record profit impact for the company. Prior to Amcor, Mr. Vanstone held various positions in Sales, Engineering and Supply Chain at TRW and General Motors. Mr. Vanstone holds degrees from the University of South Australia in Mechanical Engineering and Business Administration and holds a Master in Accounting & Finance of the University of Southern Queensland, Australia.

Jenny Wassenaar

Jenny Wassenaar is the Chief Sustainability Officer of Trivium. She has spent almost 15 years as an experienced executive in business management and sustainability. Prior to joining Trivium, she was Sustainability & Compliance Director at Avery Dennison. Previously, she held various senior positions at Avery Dennison and Shell for almost 10 years. Ms. Wassenaar has a Bachelor’s degree in Psychology and a Master’s degree in Industrial Engineering and Management from the University of Twente, the Netherlands.

Sjourd Wijdeveld

Sjourd Wijdeveld is the Chief Information Officer of Trivium. He has over 15 years of experience in technology and business leadership positions focusing on areas like digital transformations, innovation, supply chain management, and energy transitions. Sjourd has led IT transformations, IT outsourcing, M&A integrations, and IT reorganizations. He also brings previous experience as management board member in a large international corporate and as non-executive board member in digital and energy scale-ups. Previous companies include SHV Energy, Wavin, Watts Industries, and Philips. Sjourd is a graduate of Delft University of Technology and Breda University of Applied Sciences and has completed a number of leadership, sustainability, and technology courses at IMD Business School.

Major Shareholders

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SHAREHOLDER INFORMATION

Shareholders of the Issuer

Trivium Packaging Finance B.V. is the Issuer of the Group's Senior Secured and Senior Notes as detailed in Note 16 to the consolidated financial statements. Trivium Packaging Finance B.V.'s shareholder is Trivium Packaging B.V., a joint venture between Ontario Teachers' Pension Plan Board ("OTPP") and Ardagh Group S.A. ("Ardagh") with an approximate 58% shareholding held by Ontario Teachers' Pension Plan Board, through one of its controlled entities, and an approximate 42% shareholding held by Ardagh Group S.A.

Related Party Transactions with Shareholders

The Group was a party to a Mutual Services Agreement ("MSA"), with Ardagh pursuant to which Ardagh and Trivium and its subsidiaries provided services to each other. These services ended on October 31, 2022.

Risk Factors

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RISK FACTORS

Risks Relating to Our Business

Our customers sell to consumers of end-use categories which include beauty and personal care, beverage, food, home care and industrial, nutrition, paints and coatings, petfood, pharmaceutical, seafood, vitamins, supplements and over the counter packaging. If economic conditions affect consumer demand in above categories, our customers may be affected, thus reducing the demand for our products.

Demand for our packaging depends on demand for the products which use our packaging, which is primarily consumer driven. General economic conditions may adversely impact consumer confidence, resulting in reduced spending on our customers' products and, thereby, reduced or postponed demand for our products.

Adverse economic conditions may also lead to more limited availability of credit, which may have a negative impact on the financial condition, particularly on the purchasing ability, of some of our customers and distributors and may also result in requests for extended payment terms, and result in credit losses, insolvencies and diminished sales channels available to us. Our suppliers may have difficulties obtaining necessary credit, which could jeopardize their ability to provide timely deliveries of raw materials and other essentials to us. Adverse economic conditions may also lead to suppliers requesting credit support or otherwise reducing credit, which may have a negative effect on our cash flows and working capital.

Volatility in exchange rates may also increase the costs of our products that we may not be able to pass on to our customers; impair the purchasing power of our customers in different markets; result in significant competitive benefit to certain of our competitors who incur a material part of their costs in other currencies than we do; hamper our pricing; and increase our hedging costs and limit our ability to hedge our exchange rate exposure.

Changes in global economic conditions may reduce our ability to forecast developments in our industry and plan our operations and costs, resulting in operational inefficiencies. Negative developments in our business, results of operations and financial condition due to changes in global economic conditions or other factors could cause ratings agencies to lower the credit ratings, or ratings outlook, of our short- and long-term debt and, consequently, impair our ability to raise new financing or refinance our current indebtedness and increase our costs of issuing any new debt instruments.

Furthermore, the economic outlook could be adversely affected by the risk that one or more eurozone countries could leave the European Monetary Union, or the euro as the single currency of the eurozone could cease to exist. Any of these developments, or the perception that any of these developments are likely to occur, could have a material adverse effect on the economic development of the affected countries and could lead to severe economic recession or depression, and a general anticipation that such risks will materialize in the future could jeopardize the stability of financial markets or the overall financial and monetary system. This, in turn, would have a material adverse effect on our business, financial position, liquidity and results of operations.

We face intense competition from other metal packaging producers, as well as from manufacturers of alternative forms of packaging.

The metal packaging sectors in which we operate are mature, experiencing limited growth in demand in recent years and are competitive. Competition in the market for customized, differentiated packaging is based on price and, increasingly, on innovation, design, quality and service. The most competitive aspect of the metal packaging market is the sale of undifferentiated, standardized food cans. Prices for these products are primarily driven by raw

material costs and seasonal capacity. Our principal competitors include, but are not limited to, Crown Holdings, Silgan Holdings, Ball Metalpack, Eviosys, CCL Container and Moravia Cans. To the extent that any one or more of our competitors become more successful with respect to any key competitive factor, our ability to attract and retain customers could be materially and adversely affected, which could have a material adverse effect on our business.

We are subject to substantial competition from producers of packaging made from plastic, carton and composites, particularly from producers of plastic packaging and flexible packaging. Changes in consumer preferences in terms of food processing (e.g. fresh or frozen food content and dry versus wet pet food) or in terms of packaging materials, style and product presentation can significantly influence sales. An increase in our costs of production or a decrease in the costs of, or a further increase in consumer demand for, alternative packaging could have a material adverse effect on our business, financial condition and results of operations.

We may not realize the growth opportunities, cost savings and synergies that are anticipated from the continuous improvement efforts that we undertake.

We may not realize all of the cost savings and synergies we expect to achieve from our current operational improvement initiatives due to a variety of risks, including, but not limited to, changed global economic circumstances, our ability to reduce headcount, eliminate duplicative overhead and functions, difficulties in rationalizing manufacturing capacity and integrating shared services within our business, higher than expected employee severance or retention costs, higher than expected overhead expenses and expenses related to facilities closures, delays in the anticipated timing of activities related to our cost savings plans and other unexpected costs associated with operating our business. If we are unable to achieve the cost savings or commercial synergies that we expect to achieve from our operational improvement initiatives, or if the implementation of these initiatives adversely affects our operations or cost more or take longer to effectuate than we expect, it could adversely affect our business, financial condition and results of operations.

Global pandemics may have a negative impact on worldwide economic activity and some of our business.

A pandemic and measures to prevent its spread, including restrictions on travel, imposition of quarantines and prolonged closures of workplaces and other businesses, may impact our business in a number of ways. It may reduce global economic activity resulting in lower demand for our customers' products and, therefore, the products we manufacture. It may have an adverse effect on our operations, including disruptions to our supply chain and workforce. In general, pandemics may require our plants to curtail or cease production and also have an impact on capital markets which could impact our cost of borrowing. In addition, our customers, distribution partners, service providers or suppliers may experience financial distress, file for bankruptcy protection, go out of business, or suffer disruptions in their business due to the outbreak of a pandemic, which would have a negative impact on our business. The extent of the impact of a pandemic on our business and results of operations is uncertain.

The ultimate significance of these disruptions, including the extent of their adverse impact on our financial and operational results, will be determined by the duration of an ongoing pandemic, its severity in the markets that we serve and the nature and efficacy of government and other regulatory responses, protective measures and vaccination programs, and the related impact on macroeconomic activity and consumer behavior.

If a pandemic continues unabated despite containment efforts, it could cause a severe economic slowdown and potentially an extended recession or depression, which would adversely affect the demand for some of our products or cause other unpredictable events, each of which would adversely affect our business, results of operations or financial condition.

Our profitability could be affected by varied seasonal demands.

Demand for some of our products is seasonal. The Food business sales are typically greater in the second and third quarters of the year, with generally lower sales in the first and fourth quarters. Furthermore, local climate conditions such as excessive drought or rainfall can reduce crop yields and adversely affect customer demand for fruit and vegetable cans. Similarly demand for our seafood packaging is also affected by variations in local fish catches due to underlying climate conditions. The variable nature of the food and seafood packaging businesses and our vulnerability to climate conditions could have a material adverse effect on our business, financial condition and results of operations.

An increase in metal packaging manufacturing capacity without a corresponding increase in demand for metal packaging could cause prices to decline, which could have a material adverse effect on our business, financial condition and results of operations.

The profitability of metal packaging companies is heavily influenced by the supply of, and demand for, metal packaging. It is uncertain if the metal packaging manufacturing capacity in any of our global markets will increase further in the future, and it is difficult to forecast that demand for metal packaging will meet or exceed supply. If metal packaging manufacturing capacity increases and there is no corresponding increase in demand, the prices we receive for our products could materially decline, which could have a material adverse effect on our business, financial condition and results of operations.

Because our customers are concentrated, our business could be adversely affected if we were unable to maintain relationships with our largest customers.

For the year ended December 31, 2022, the Group's ten largest customers accounted for approximately 42% of its revenues.

We believe our relationships with these customers are good, but there can be no assurance that we will be able to maintain these relationships. During 2022, approximately 83% of revenues were under multi-year supply agreements of varying terms between two and ten years, with the remaining revenues generally under one-year agreements. Although these arrangements have provided, and we expect they will continue to provide, the basis for long-term partnerships with our customers, there can be no assurance that our customers will not cease purchasing our products. If our customers unexpectedly reduce the amount of metal cans they purchase from us, or cease purchasing metal cans altogether, our revenues could decrease and our inventory levels could increase, both of which could have an adverse effect on our business, financial condition and results of operations.

In addition, while we believe that the arrangements that we have with our customers will be renewed, there can be no assurance that such arrangements will be renewed upon their expiration or that the terms of any renewal will be as favorable to us as the terms of the current arrangements. There is also the risk that our customers may shift their filling operations to locations in which we do not operate. The loss of one or more of these customers, a significant reduction in sales to these customers or a significant change in the commercial terms of our relationship with these customers could have a material adverse effect on our business.

The continuing consolidation of our customer base may intensify pricing pressures or result in the loss of customers, either of which could have a material adverse effect on our business, financial condition and results of operations.

Some of our largest customers have acquired companies with similar or complementary product lines. Such consolidation has increased the concentration of our net sales with our largest customers and may continue in the future. In many cases, such consolidation may be accompanied by pressure from customers for lower prices. Increased pricing pressures from our customers may have a material adverse effect on our business, financial condition and

results of operations. In addition, this consolidation may lead manufacturers to rely on a reduced number of suppliers. If, following the consolidation of one of our customers with another company, a competitor was to be the main supplier to the consolidated companies, this could have a material adverse effect on our business, financial condition or results of operations.

Changes in consumer lifestyle, nutritional preferences, health-related concerns and consumer taxation could adversely affect our business.

Changes in consumer preferences and tastes can have an impact on demand for our customers' products, which in turn can lead to reduced demand for our products.

Certain end products represent a significant proportion of our packaging market. In the past, the occurrence of diseases such as bovine spongiform encephalopathy and swine fever have sometimes led to reduced demand for associated canned products, such as sauces, soups and ready meals, and publicity about the supposed carcinogenic effect of coatings used on some cans may have affected sales of canned products.

Any decline in the popularity of these product types as a result of lifestyle, nutrition, health considerations or consumer taxation could have a significant impact on our customers and could have a material adverse impact on our business, financial condition and results of operations.

Our profitability could be affected by the availability and cost of raw materials, including as a result of changes in tariffs and duties.

The raw materials that we use have historically been available in adequate supply from multiple sources. For certain raw materials, however, there may be temporary shortages due to transportation, production delays impacting supplier plant output, pandemic outbreaks, geopolitical conflicts, climate conditions, or other factors. In such an event, no assurance can be given that we would be able to secure our raw materials from sources other than our current suppliers on terms as favorable as our current terms, or at all. Any such shortages, as well as significant increases, in the cost of any of the principal raw materials that we use could have a material adverse effect on our business, financial condition and results of operations.

Future tariffs, sanctions, duties, other trade actions or increases in input costs, could have a material adverse effect on our business, financial condition and results of operations. Furthermore, the relative price of oil and its by-products may impact our business, by affecting transport, coatings, lacquer and ink costs.

The primary raw materials that we use are steel (both in tinplate and tin-free forms) and aluminum. Steel is generally purchased under one-year contracts with prices that are usually fixed in advance. When such contracts are renewed in the future, our steel costs under such contracts will be subject to prevailing global steel prices at the time of renewal, which may be different from historical prices. The hedging market for steel, and in particular that for coking coal, is a new market with limited depth and, as a consequence, there might be limitations on our ability to hedge steel input prices.

In the European operations, aluminum is generally purchased under three-year contracts. In contrast, our Americas operations typically purchases aluminum at spot market index rates. Aluminum ingot is traded daily as a commodity on the London Metal Exchange, which has historically been subject to significant price volatility. Because aluminum is priced in U.S. dollars, fluctuations in the U.S. dollar/euro rate also affect the euro cost of aluminum ingot. In contrast to steel, the hedging market for aluminum is well-developed and its depth does not pose a limitation on the ability to place hedges in the market. The European business has historically hedged its aluminum exposure, while the Americas business has not. We expect this trend to continue for our operations going forward, due to the pricing preferences of our

customers. Our business is exposed to both the availability of aluminum and the volatility of aluminum prices, including associated premiums. While raw materials are generally available from independent suppliers, raw materials are subject to fluctuations in price and availability attributable to a number of factors, including general economic conditions, commodity price fluctuations (with respect to aluminum on the London Metal Exchange), the demand by other industries for the same raw materials and the availability of complementary and substitute materials. Adverse economic or financial changes could impact our suppliers, thereby causing supply shortages or increasing costs for our business.

While the majority of our sales to customers are made via sales contracts which include provisions enabling us to pass-through increases in certain input costs, we may not be able to pass on all or substantially all raw material price increases, now or in the future. In addition, we may not be able to hedge successfully against raw material cost increases. Furthermore, steel and aluminum prices are subject to considerable volatility in price and demand. While in the past sufficient quantities of steel and aluminum have been generally available for purchase, these quantities may not be available in the future, and, even if available, we may not be able to continue to purchase them at current prices. Further increases in the cost of these raw materials could adversely affect our operating margins and cash flows.

The supplier industries from which we receive our raw materials are relatively concentrated, and this concentration can impact raw material costs. In recent times, a number of major steel and aluminum suppliers has decreased and further consolidation could hinder our ability to obtain adequate supplies of these raw materials, potentially leading to higher prices for steel and aluminum.

The failure to obtain adequate supplies of raw materials or future price increases could have a material adverse effect on our business, financial condition and results of operations.

Our ability to fully pass-through input costs may have an adverse effect on our financial condition and results of operations.

The majority of our sales to customers are made via sales contracts which include provisions enabling us to pass-through increases in certain input costs, generally for steel or aluminum, which help us reduce margin volatility due to changes in raw material costs, and in certain instances for conversion costs such as energy and labor. However, there is no assurance that we will be in a position to fully recover increased input costs from all of our customers.

Our supply-chain and operations could be affected by the Russia-Ukraine conflict.

Certain raw materials and energy sources are vital to our operations, and therefore future availability of these could have a material adverse effect, directly or indirectly, on our supply chain and operating costs, and in turn, our business, financial condition and results of operations. As a result of the Russia-Ukraine conflict, we sold our operations in Russia in 2022 and stopped trading with Russia-based customers. Our operations in Ukraine comprise less than 1% of our total assets and revenue.

The Russia-Ukraine conflict has resulted in introduction of heightened economic sanctions against Russia by the international community. The future development of these sanctions and any future counter-responses by the governments of Russia or other jurisdictions can increase uncertainty with respect to the global economy and financial markets and could lead to a significant increase in our energy and raw material input costs, as well as limiting their availability.

Foreign currency, interest rate and commodity price fluctuations may have a material impact on our business.

We present our financial information in U.S. dollars. Insofar as possible, we actively manage foreign currency exposures through the deployment of assets and liabilities throughout the Group and, when necessary and economically justified, enter into foreign currency hedging arrangements to manage our exposure to foreign currency fluctuations by hedging against rate changes with respect to the parent company's functional currency, the euro. However, we may not be successful in limiting such exposure, which could adversely affect our business, financial condition and results of operations. In addition, our presented results may be impacted as a result of fluctuations in the U.S. dollar exchange rate versus the euro.

We operate in 20 different countries worldwide. We also sell products to, and obtain raw materials from, companies located in these and different regions and countries globally. As a consequence, a significant portion of our consolidated revenue, costs, assets and liabilities are denominated in currencies other than the euro, particularly the U.S. dollar, the British pound, the Brazilian real and the Argentine peso. The exchange rates between the currencies which we are exposed to, such as the euro, the U.S. dollar, the British pound, the Brazilian real and the Argentine peso, have fluctuated significantly in the past and may continue to do so in the future.

In our European operations, we incur currency transaction risks primarily on metal purchases (or the hedging of those purchases), as metal prices are denominated in U.S. dollars, and on revenue denominated in currencies other than the euro supplied from facilities in euro-participant territories (or the hedging of those sales).

In addition to foreign currency transaction risk, we are subject to foreign currency translation risk. Our policy is, where practical, to match net investments in foreign currencies with borrowings in the same currency. Fluctuations in the value of these currencies with respect to the euro may have a significant impact on our financial condition and results of operations.

Changes in exchange rates can affect our ability to purchase raw materials and sell products at profitable prices, reduce the value of our assets and revenues, and increase liabilities and costs.

We are also exposed to interest rate risk. Fluctuations in interest rates may affect our interest expense on the Global ABL Facility, (non-recourse) factoring facilities and the Senior Secured Euro Floating Rate Notes and the cost of any new financing. We use cross-currency interest rate swaps to manage this risk, but sustained increases in interest rates and access to financing hedging markets could nevertheless materially adversely affect our business, financial condition and results of operations.

Interrupted energy supplies and higher energy costs may have a material adverse effect on our business.

We use natural gas and electrical power to manufacture our products. These energy sources are vital to our operations and we rely on a continuous power supply to conduct our business. Energy prices are subject to considerable volatility. The impact of Europe's historical dependence on Russia for natural gas supply has been evident by the extreme rise in price, as a result of reduced gas flows in 2021 and 2022 arising from ongoing tensions between Russia and Ukraine. We are not able to predict to what extent energy prices will vary in the future. If energy costs further increase in the future, we could experience a sizeable increase in operating costs, which could, if we are not able to recover these costs increases from our customers through selling price increases, have a material adverse effect on our business, financial condition and results of operations. Our policy is, where practical, to enter into energy forward purchase contracts to cover a majority of the upcoming 12-month forecast energy consumption for the Group and evaluate the viability of longer-term agreements for subsequent years.

Our business requires ongoing capital expenditures, which we may be unable to fund.

Our business requires ongoing capital expenditures. We may not be able to make such capital expenditures if we do not generate sufficient cash flow from operations, or we do not have funds available for borrowing under our ABL Facility to cover these capital expenditure requirements or if we were restricted from incurring additional debt or off-balance sheet financing to cover such expenditures or as a result of a combination of these factors. If we are unable to meet our capital expenditure plans, we may not be able to fully execute on our transformation agenda to maintain and improve our manufacturing capacity, which may negatively impact our competitive position and, ultimately, our revenues and profitability.

Climate change or legal, regulatory or other measures to address climate change or related concerns, may adversely affect our ability to conduct our business, including the availability and cost of resources required for our production processes.

The presence of emissions like carbon dioxide and other greenhouse gases ("GHG") in the atmosphere is having an adverse impact on global temperatures, weather and precipitation patterns and the frequency and severity of extreme weather and natural disasters. The impact of climate change affects our operations and the markets in which we operate. This includes changes in weather, resulting in damages to plant assets from climate events e.g. flooding incidents as a result of heavy rainfalls, reduced availability of inputs such as water, reduced product demand due to climate conditions or increased costs of such inputs, and/or transitional risks such as technological development, policy and regulatory change, and market and economic responses. Measures to address climate change through laws and regulations, for example by requiring reductions in emissions of GHGs could create economic risks and uncertainties for our businesses, by increasing the cost of purchasing allowances or credits to meet emissions caps, the cost of abatement equipment to reduce emissions to comply with reduced GHG limits or required technological standards, as well as reduced demand for the Group's products. Such changes could increase our production costs and adversely impact our financial performance.

We are subject to various environmental and other legal requirements and may be subject to new requirements of this kind in the future that could impose substantial costs upon us.

Our operations and properties are subject to extensive laws, ordinances, regulations and other legal requirements relating to environmental protection. Such laws and regulations which may affect our operations include, among others, requirements regarding remediation of contaminated soil, groundwater and buildings, water supply and use, natural resources, water discharges, air emissions, waste management, noise pollution, asbestos and other deleterious materials, the generation, storage, handling, transportation and disposal of regulated materials, product safety and workplace health and safety. Such laws and regulations are also subject to constant review by lawmakers and regulators which may result in further environmental legal requirements.

We have incurred, and expect to continue to incur, costs to comply with such legal requirements, and these costs are likely to increase in the future. Inquiries and enforcement by other regulators, including demands for more stringent pollution control devices could also result in the need for further capital upgrades to our plant operations at substantial cost. We require a variety of permits to conduct our operations, including operating permits such as those required under various U.S. laws, including the federal Clean Air Act and the E.U. Industrial Emissions Directive, water and trade effluent discharge permits, water abstraction permits and waste permits. Failure to obtain and maintain the relevant permits, as well as non-compliance with such permits, could have a material adverse effect on our business, financial condition and results of operations.

If we were to violate or fail to comply with these laws and regulations or our permits, we could be subject to criminal, civil and administrative sanctions and liabilities, including substantial fines and orders, or a partial or total shutdown of our operations.

Changes to the laws and regulations governing the materials that are used in our manufacturing operations may impact the price of such materials or result in such materials no longer being available, which could have a material adverse effect on our business, financial condition and results of operations. The E.U. passed regulations concerning REACH, which place onerous obligations on the manufacturers and importers of substances, preparations and articles containing substances, and which may have a material adverse effect on our business. Furthermore, substances we use may have to be removed from the market (under REACH's authorization and restriction provisions) or need to be substituted for alternative chemicals which may also adversely impact upon our operations.

Sites at which we operate often have a long history of industrial activities and may be, or have been in the past, engaged in activities involving the use of materials and processes that could give rise to contamination and result in potential liability to investigate or remediate, as well as claims for alleged damage to persons, property or natural resources. Liability may be imposed on us as owners, occupiers or operators of contaminated facilities. These legal requirements may apply to contamination at sites that we currently or formerly owned, occupied or operated, or that were formerly, owned, occupied or operated by companies we acquired or at sites where we have sent waste offsite for treatment or disposal. Our closure of a site may accelerate the need to investigate and remediate any contamination at the site.

Changes in product requirements and their enforcement may have a material impact on our operations.

Changes in laws and regulations relating to deposits on, and the recycling of, metal packaging could adversely affect our business if implemented on a large scale in the major markets in which we operate. Changes in laws and regulations laying down restrictions on, and conditions for use of, food contact materials or on the use of materials and agents in the production of our products could likewise adversely affect our business. Changes to health and food safety regulations could increase costs and might have a material adverse effect on revenues if, as a result, the public attitude toward end products, for which we provide packaging, were substantially affected.

Additionally, the effectiveness of new standards such as the ones related to recycling or deposits on different packaging materials could result in excess costs or logistical constraints for some of our customers who could choose to reduce their consumption and even terminate the use of metal packaging for their products. We could thus be forced to reduce, suspend or even stop the production of certain types of products.

Environmental concerns could lead E.U. or U.S. bodies to implement other product regulations that are likely to be restrictive for us and have a material negative impact on our business, financial condition and results of operations. There is significant variation, among countries where we sell our products, in the limitation on certain constituents in packaging, which can have the effect of restricting the types of raw materials we use. In turn, these restrictions can increase our operating costs, such as increased energy consumption, and the environmental impacts of our operations.

Other emerging changes, such as restrictions on bisphenol A ("BPA") in coatings for some of our products, which have been proposed in the E.U. and some of its member states, will have material consequences on our design processes, and we are therefore closely monitoring such regulatory developments. To manage this risk Trivium investigates proactively what can be done to meet emerging regulations through a cross functional task force.

We could incur significant costs in relation to claims of injury and illness resulting from materials present or used at our production sites, or from our use of these sites or other workplace injuries, or from our products.

We are exposed to claims alleging injury or illness associated with asbestos and related compensation over and above the support that may be offered through various existing social security systems in countries where we operate.

We are also exposed to claims alleging musculoskeletal disorders caused by performing certain repetitive operations or motions. We could also face claims alleging illness or injury from use of the products that we manufacture or sell or from workplace injuries more generally. If these claims succeed, they could have a material adverse impact on our business, financial condition and results of operations.

We may be subject to litigation, regulatory investigations and other proceedings that could have an adverse effect on us.

We are currently involved in various litigation matters, and we anticipate that we will be involved in litigation matters from time to time in the future. The risks inherent in our business expose us to litigation, including personal injury, workplace safety (diversity, equity, inclusion and belonging), environmental litigation, litigation with contractual counterparties, intellectual property litigation, tax or securities litigation and product liability lawsuits. We cannot predict with certainty the outcome or effect of any claim, regulatory investigation or other litigation matter, or a combination of these. If we are involved in any future litigation, or if our positions concerning current disputes are found to be incorrect, this may have an adverse effect on our business, financial condition and results of operations, because of potential negative outcomes, the costs associated with asserting our claims or defending such lawsuits, and the diversion of management's attention to these matters.

Our manufacturing facilities are subject to operating hazards.

Our manufacturing processes include cutting, extruding, coating and shaping metal into containers, as well as the conversion of molten aluminum into aluminum slugs at high temperatures. These processes, which are conducted at high speeds and involve operating heavy machinery and equipment, entail risks and hazards, including industrial accidents, leaks and ruptures, explosions, fires, mechanical failures and environmental hazards, such as spills, storage tank leaks, discharges or releases toxic or hazardous substances and gases. These hazards may cause unplanned business interruptions, unscheduled downtime, transportation interruptions, personal injury and loss of life, severe damage to or the destruction of property and equipment, environmental contamination and other environmental damage, civil, criminal and administrative sanctions and liabilities and third-party claims, any of which may have a material adverse effect on our business, financial condition and results of operations.

We could incur significant costs due to the location of some of our industrial sites close to urban areas.

Obtaining, renewing or maintaining permits and authorizations issued by administrative authorities necessary to operate our production plants could be made more difficult due to the increasing urbanization of the sites where some of our manufacturing plants are located. Some of our sites are located close to urban areas. Urbanization could lead to more stringent operating conditions (by imposing traffic restrictions, for example), conditions for obtaining or renewing the necessary authorizations, the refusal to grant or renew these authorizations or expropriations of these sites to allow urban planning projects to proceed.

The occurrence of such events could result in us incurring significant costs and there can be no assurance that the occurrence of such events would entitle us to partial or full compensation.

We may incur unforeseen risks and costs relating to acquisitions.

We may acquire other businesses from time to time. Risks associated with acquisitions include, for example, that our assessment of the acquisition target proves to be incorrect; we may become exposed to legal, market or other risks associated with the new business; there may be difficulties in conforming the acquired company's information systems, accounting, books and records, procedures and policies to ours and it may prove difficult to retain the loyalty and business of the customers of the acquired business. Any failure by us to successfully integrate an acquired business may have a material adverse effect on our business, financial condition and results of operations.

We face costs associated with our post-retirement and post-employment obligations to employees which could have an adverse effect on our financial condition.

As of December 31, 2022, the Group's employee benefit obligation was approximately $286 million. The additional costs associated with these and other benefits to employees could have a material adverse effect on our financial condition. In addition, in certain jurisdictions, these obligations may rank senior to the Guarantees of the Notes in a bankruptcy of the relevant Guarantor as a matter of law.

We operate several pension and other post-retirement benefit schemes funded by a range of assets which may include property, derivatives, equities and/or bonds. The value of these assets is heavily dependent on the performance of markets which are subject to volatility. The liability structure of the obligations to provide such benefits is also subject to market volatility in relation to its accounting valuation and management. Additional significant funding of our pension and other post-retirement benefit obligations may be required if market underperformance is severe.

Organized strikes or work stoppages by unionized employees could have a material adverse effect on our business.

Many of our operating companies are party to collective bargaining agreements with trade unions. These agreements cover most of our employees. Upon the expiration of any collective bargaining agreement, our operating companies' inability to negotiate acceptable contracts with trade unions could result in strikes by the affected workers and increased operating costs as a result of higher wages or benefits paid to union members. If the unionized workers were to engage in a strike or other work stoppage, we could experience a significant disruption of operations and/or higher ongoing labor costs, which may have a material adverse effect on our business, financial condition and results of operations.

Failure of control measures and systems resulting in faulty or contaminated product could have a material adverse effect on our business.

We have strict control measures and systems in place to ensure that the maximum safety and quality of our products is maintained. The consequences of a product not meeting these rigorous standards, due to, among other things, accidental or malicious raw materials contamination or due to supply chain contamination caused by human error, equipment fault or quality equipment failure, could be severe. Such consequences might include adverse effects on consumer health, litigation exposures, loss of market share, financial costs and loss of revenues.

In addition, if our products fail to meet rigorous standards, we may be required to incur substantial costs in taking appropriate corrective action (up to and including recalling products from consumers) and to reimburse customers and/or end consumers for losses that they suffer because of this failure. Customers and end consumers may seek to recover these losses through litigation and, under applicable legal rules, may succeed in any such claim, despite there being no negligence or other fault on our part. Placing an unsafe product on the market, failing to

notify the regulatory authorities of a safety issue, failing to take appropriate corrective action and failing to meet other regulatory requirements relating to product safety could lead to regulatory investigation, enforcement action and/or prosecution. Any product quality or safety issue may also result in adverse publicity, which may damage our reputation. This could in turn have a material adverse effect on our business, financial condition and results of operations. Although we have not had material claims for damages for defective products in the past and have not conducted any substantial product recalls or other material corrective action, these events may occur in the future.

In certain contracts, we provide warranties in respect of the proper functioning of our products and the conformity of a product to the specific use defined by the customer.

In addition, if a product contained in packaging manufactured by us is faulty or contaminated, it is possible that the manufacturer of the product may allege that our packaging is the cause of the fault or contamination, even if the packaging complies with contractual specifications.

In case of the failure of packaging produced by us to open properly or to preserve the integrity of its contents, we could face liability to our customers and to third parties for bodily injury or other tangible or intangible damages suffered as a result. Such liability, if it were to be established in relation to a sufficient volume of claims or to claims for sufficiently large amounts, could have a material adverse effect on our business, financial condition and results of operations.

Our insurance coverage may be insufficient and future coverage may be difficult or expensive to obtain.

Although we believe that our insurance policies shall provide adequate coverage for the risks inherent in our business, these insurance policies typically exclude certain risks and are subject to certain thresholds and limits. We cannot assure you that our property, plant and equipment and inventories will not suffer damages due to unforeseen events, or that the proceeds available from our insurance policies will be sufficient to protect us from all possible loss or damage resulting from such events. As a result, our insurance coverage may prove to be inadequate for events that may cause significant disruption to our operations, which may have a material adverse effect on our business, financial condition and results of operations.

We may suffer indirect losses, such as the disruption of our business or third-party claims of damages, because of an insured risk event. While we will carry business interruption insurance and general liability insurance, they will be subject to certain limitations, thresholds and limits and may not fully cover all indirect losses.

We anticipate we will renew our insurance policies on an annual basis. The cost of coverage may increase to an extent that we may choose to reduce our policy limits or agree to certain exclusions from our coverage. Among other factors, adverse political developments, security concerns and natural disasters in any country in which we operate may materially adversely affect available insurance coverage and result in increased premiums for available coverage and additional exclusions from coverage.

Our food packaging sales could be adversely affected by changes in agricultural subsidy rules.

Certain subsidies are provided to agricultural producers to produce various fruit, vegetable and dairy products. For example, E.U. rules provide for such subsidies. The availability of these subsidies may affect levels of production for certain agricultural products. Any reduction in existing subsidy levels could lead to a reduction in harvest or canning operations and therefore could have a material adverse effect on our business, financial condition and results of operations.

Our business may suffer if we do not retain our executive and senior management.

We depend on our executive team, who are identified under "Supervisory Board, Management Board and Senior Management" of this Report to Bondholders. The loss of services of any of the members of our executive team or other members of senior management could adversely affect our business until a suitable replacement can be found. There may be a limited number of persons with the requisite skills to serve in these positions and there is no assurance that we would be able to locate or employ such qualified personnel on terms acceptable to us or at all.

Brexit may have a negative effect on our financial condition and results of operations.

Approximately 6% of our total 2022 revenue has been derived from revenues generated in the United Kingdom and 2 of our 51 manufacturing facilities are located in the United Kingdom.

The Brexit Agreements provide for a zero tariff, zero quota arrangement on sales of goods and agriproducts between the United Kingdom and the European Union. However, although there is tariff-free trade in these areas, non-tariff barriers such as applicable standards or bureaucratic processes could create frictions, particularly in the context of the Northern Ireland Protocol to the Withdrawal Agreement, which relates to movement of goods between the Republic of Ireland and Northern Ireland and affects the movements of goods between Great Britain and Northern Ireland. In addition, customs duties on goods originating outside the European Union or United Kingdom, or if the zero tariff arrangements under the Brexit Agreements are amended or suspended, might lead to additional costs for products and materials shipped from the United Kingdom to Europe or from Europe to the United Kingdom respectively.

More generally, differences in standards or processes or risk aversion may mean that some businesses choose not to serve other markets on a temporary or permanent basis going forward, causing disruption. There remains uncertainty on what the impact will be for the United Kingdom and Europe, including among commercial parties in the United Kingdom and the European Union, financial institutions, suppliers and service providers and their respective customers. Any changes to the trading relationship between the United Kingdom and the European Union arising from the Brexit Agreements may adversely affect the cost or timing of imports, including steel, aluminum and coatings in our operations.

While we predominantly sell to customers in the local U.K. market, some of our customers based in the U.K. who export outside the local U.K. market, may experience reduced demand and/or delays arising from post-Brexit arrangements. These negative impacts could adversely affect our financial condition and results of operations. Additionally, because of the extent of our business in the United Kingdom, the precise impact of Brexit is difficult to predict and may include effects beyond those described herein, which could have a material adverse impact on our financial condition and results of operations.

The economic outlook could be further adversely affected by the risk that one or more European Union member states could leave the European Union as well, the risk of a greater push for independence by Scotland or Northern Ireland, or the risk that the euro as the single currency of any or all the Eurozone member states could cease to exist. These developments, or the perception that any of them could occur, may have a material adverse effect on the stability of global financial markets, and could significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Asset valuations, currency exchange rates and credit ratings may be especially subject to increased market volatility. These negative impacts could adversely affect our financial condition and results of operations.

We are exposed to risks related to conducting operations in many different countries.

Our facilities are located in Europe, United States, Brazil, Argentina, Morocco, Seychelles, South Korea, Japan and Canada. Risks inherent in international operations include the following:

- economic contraction or volatility;
- general economic, social or political conditions in the countries in which we operate;
- outbreaks of a pandemic, geopolitical conflicts resulting into war, rebellion, terrorism or other acts of violence;
- nationalization or expropriation of privately-owned assets, or other political interference;
- introduction or tightening of foreign ownership restrictions;
- cancellation or unenforceability of contractual rights or title to real property;
- compliance with a variety of laws and regulations in various jurisdictions;
- claims against Trivium from failing to protect its workers from workplace incidents due to the lack of a safe working environment
- inconsistent regulations, licensing and legal requirements may increase our cost of operations as we endeavor to comply with a myriad of laws that differ from one country to another in an unpredictable and adverse manner;
- withholding taxes or other taxes or royalties on our income could be imposed or other restrictions on foreign trade or investment, including foreign currency exchange controls, could be adopted;
- adverse changes in export duties, quotas and tariffs and difficulties in obtaining export licenses could occur;
- changes in trade laws, sanctions or embargos;
- difficulty in enforcing intellectual property rights;
- availability of energy or significant differences in the cost of energy between countries;
- increase in transportation and other shipping costs;
- staffing difficulties, pay or performance disputes, national or regional labor strikes or other labor disputes;
- changes in local legal or regulatory requirements, or their interpretation, in the operation of our business, including environmental rules, contracting or bidding requirements, local content requirements, or various other areas of labor (such as the availability of work permits), and contract or natural resource law;
- differences in consumer preferences in products;
- currency collapse, devaluation, volatility or appreciation and the introduction of price controls; and
- difficulty in enforcing agreements and collecting receivables.

Any negative change in one or more macroeconomic factors, such as interest rates, inflation, wage levels, unemployment, foreign investment and international trade, could have a material adverse effect on our business, results of operations, financial condition or prospects.

Increasing privacy and data security obligations or a significant data breach may adversely affect our business.

We will continue our efforts to meet data security obligations and must manage evolving cybersecurity threats. The loss, disclosure, misappropriation of, or access to, employees' or business partners' information, or our failure to meet our obligations, could result in lost revenue, increased costs, legal claims or proceedings, liability or regulatory penalties. A significant data breach or our failure to meet our obligations may adversely affect our reputation and financial condition.

Our heavy reliance on technology and automated systems to operate its business could mean any significant failure or disruption of the technology or these systems could materially harm its business.

We depend on automated systems and technology to operate our business, including accounting systems, manufacturing systems and telecommunication systems. We operate a cyber and information risk management program including operating a global information security function which partners with global leaders in the security industry to deliver an integrated information and cyber risk management service using state-of-the-art technologies in areas including antivirus and anti-malware, email and web security platforms, firewalls, intrusion detection systems, cyber threat intelligence services and advanced persistent threat detection. We also partner with global leaders to deliver high availability and resilient systems and communication platforms. However, there is the possibility that these systems could suffer substantial or repeated disruptions due to various events, some of which are beyond our control, including natural disasters, power failures, terrorist attacks, equipment or software failures, computer viruses or cyber security attacks, for example state-sponsored cyber-security attacks as a further escalation of the ongoing Russia-Ukraine conflict. Substantial or repeated systems failures or disruptions, could result in the unauthorized release of confidential or otherwise protected information, result in increased costs, lost revenue and the loss or compromise of important data, and may adversely affect our business, results of operations and financial condition.

Our substantial debt could adversely affect our financial health and prevent us from fulfilling our obligations under the Notes.

We have a substantial amount of debt and significant debt service obligations. As of December 31, 2022, we had indebtedness and net debt of $2,877 million and $2,652 million, respectively.

Our substantial debt could have negative consequences for us and for our shareholders. For example, our substantial debt could:

- require us to dedicate a large portion of our cash flow from operations to service debt and fund repayments on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- increase our vulnerability to adverse general economic or industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business or the industry in which we operate;
- limit our ability to raise additional debt or equity capital in the future;
- restrict us from making strategic acquisitions or exploiting business opportunities;
- make it difficult for us to satisfy our obligations with respect to our debt; and
- place us at a competitive disadvantage compared to our competitors that have less debt.

In addition, a portion of our debt bears interest at variable rates that are linked to changing market interest rates. Although we may hedge a portion of our exposure to variable interest rates by entering into interest rate swaps, we cannot assure you that we will do so in the future. As a result, an increase in market interest rates would increase our interest expense and our debt service obligations, which would exacerbate the risks associated with our leveraged capital structure.

Negative developments in our business, results of operations and financial condition due to changes in global economic conditions or other factors could cause ratings agencies to lower the credit ratings, or ratings outlook, of our short- and long-term debt and, consequently, impair our ability to raise new financing or refinance our current indebtedness and increase our costs of issuing any new debt instruments.

Non-Statutory Consolidated Financial Statements

TRIVIUM
PACKAGING

TRIVIUM PACKAGING

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Non-statutory consolidated financial statements of Trivium Packaging B.V. and its subsidiaries for the year ended December 31, 2022 and 2021

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Independent auditor's report

To: the management board and the supervisory board of Trivium Packaging B.V.

Report on the non-statutory consolidated financial statements 2022

Our opinion

In our opinion, the non-statutory consolidated financial statements of Trivium Packaging B.V. ('the Company') give a true and fair view of the financial position of the Group (the company together with its subsidiaries) as at 31 December 2022, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standard Board.

What we have audited

We have audited the accompanying non-statutory consolidated financial statements 2022 which are part of the Report to Bondholders for the year ended December 31, 2022 of Trivium Packaging B.V., Amsterdam.

The non-statutory consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the following statements for 2022: the consolidated statement of income, the consolidated statements of comprehensive income, consolidated statement of changes in equity and consolidated statements of cash flows; and
- the notes, comprising a summary of the significant accounting policies and other explanatory information.

The financial reporting framework applied in the preparation of the non-statutory consolidated financial statements is International Financial Reporting Standards (IFRS) as issued by the International Accounting Standard Board.

The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. We have further described our responsibilities under those standards in the section 'Our responsibilities for the audit of the non-statutory consolidated financial statements' of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Independence

We are independent of Trivium Packaging B.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics).

Restriction on use

This report has been prepared by us, for the purpose of auditing the non-statutory consolidated financial statements and in accordance with the terms of our engagement with Trivium Packaging B.V. of which any other persons to whom this report is disclosed will be unaware. Therefore, it does not address or reflect the needs, interests or circumstances of anyone other than Trivium Packaging B.V. The report should not be used for any other purpose and no-one other than Trivium Packaging B.V. may rely on this report. PwC accepts no responsibility, duty of care or liability whatsoever towards anyone other than Trivium Packaging B.V. Anyone to whom this report is lawfully disclosed should make their own assessment as to whether this report is adequate for any purpose for which the report may be used.

Report on the other information included in the report to bondholders

The Report to Bondholders for the year ended December 31, 2022 contains other information. This includes all information in the report to bondholders in addition to the non-statutory consolidated financial statements and our auditor's report thereon.

Based on the procedures performed as set out below, we conclude that the other information:
is consistent with the non-statutory consolidated financial statements and does not contain material misstatements. We have read the other information. Based on our knowledge and the understanding obtained in our audit of the non-statutory consolidated financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing our procedures, we comply with the requirements included in the Dutch Auditing Standard 720. The scope of such procedures was substantially less than the scope of those procedures performed in our audit of the non-statutory consolidated financial statements.

The management board is responsible for the preparation of the other information.

Responsibilities for the non-statutory consolidated financial statements and the audit

Responsibilities of the management board and the supervisory board for the non-statutory consolidated financial statements

The management board is responsible for:

- the preparation and fair presentation of the non-statutory consolidated financial statements in accordance International Financial Reporting Standards (IFRS) as issued by the International Accounting Standard Board; and for

- such internal control as the management board determines is necessary to enable the preparation of the non-statutory consolidated financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the non-statutory consolidated financial statements, the management board is responsible for assessing the Company's ability to continue as a going-concern. Based on the financial reporting frameworks mentioned, the management board should prepare the non-statutory consolidated financial statements using the going-concern basis of accounting unless the management board either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so. The management board should disclose in the non-statutory consolidated financial statements any event and circumstances that may cast significant doubt on the Company's ability to continue as a going concern.

The supervisory board is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the non-statutory consolidated financial statements

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our objectives are to obtain reasonable assurance about whether the non-statutory consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high but not absolute level of assurance, which makes it possible that we may not detect all material misstatements. Misstatements may arise due to fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the non-statutory consolidated financial statements.

Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.

Amsterdam, 9 March 2023
PricewaterhouseCoopers Accountants N.V.

Original has been signed by A.C.M. van der Linden RA

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Appendix to our auditor's report on the non-statutory consolidated financial statements 2022 of Trivium Packaging B.V.

In addition to what is included in our auditor's report, we have further set out in this appendix our responsibilities for the audit of the non-statutory consolidated financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the non-statutory consolidated financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit consisted, among other things of the following:

- Identifying and assessing the risks of material misstatement of the non-statutory consolidated financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management board.
- Concluding on the appropriateness of the management board's use of the going-concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-statutory consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the non-statutory consolidated financial statements as a whole. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the non-statutory consolidated financial statements, including the disclosures, and evaluating whether the non-statutory consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Considering our ultimate responsibility for the opinion on the non-statutory consolidated financial statements, we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the Group to ensure that we performed enough work to be able to give an opinion on the non-statutory consolidated financial statements as a whole. Determining factors are the geographic structure of the Group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the Group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE NON-STATUTORY CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for preparing the non-statutory consolidated financial statements of Trivium Packaging B.V. and its subsidiaries (together the "Group" or the "Trivium Group") in accordance with IFRS issued by the International Accounting Standards Board (IASB) and for being satisfied that they give a true and fair view of the Group's assets, liabilities, and financial position as at December 31, 2022 and of its result and cash flows for the year then ended. In preparing these non-statutory consolidated financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state that these non-statutory consolidated financial statements comply with IFRS issued by the IASB; and
- prepare the non-statutory consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

Disclosure of Information to Auditors

The Directors in office at the date of this report have each confirmed that:

- so far as he/she is aware, there is no relevant audit information of which the Group's auditors are unaware; and
- he/she has taken all the steps that he/she ought to have taken as a Director in order to make him/herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

The Directors confirm that they have complied with the above requirements in preparing the non-statutory consolidated financial statements.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website at www.triviumpackaging.com.

These non-statutory consolidated financial statements have been authorized for issue by the Directors on March 7, 2023.

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF INCOME

		Year ended December 31, 2022			Year ended December 31, 2021		
	Notes	Before exceptional items $'m	Exceptional items $'m Note 4	Total $'m	Before exceptional items $'m	Exceptional items $'m Note 4	Total $'m
Revenue	3	3,279	—	3,279	2,757	—	2,757
Cost of sales		(2,573)	(32)	(2,605)	(2,273)	(70)	(2,343)
Gross profit/(loss)		**706**	**(32)**	**674**	**484**	**(70)**	**414**
Sales, general and administrative expenses		(223)	(44)	(267)	(202)	(7)	(209)
Amortization of intangible assets	8	(156)	—	(156)	(166)	—	(166)
Operating profit/(loss)		**327**	**(76)**	**251**	**116**	**(77)**	**39**
Net finance expense	5	(171)	—	(171)	(167)	—	(167)
Profit/(loss) before tax		**156**	**(76)**	**80**	**(51)**	**(77)**	**(128)**
Income tax (charge)/credit	6	(75)	13	(62)	(19)	18	(1)
Profit/(loss) for the year		**81**	**(63)**	**18**	**(70)**	**(59)**	**(129)**

The accompanying notes are an integral part of these consolidated financial statements.

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended December 31, 2022 $'m	2021 $'m
Profit/(loss) for the year		**18**	**(129)**
Other comprehensive (loss)/income:			
Items that may subsequently be reclassified to the statement of income			
Foreign currency translation adjustments:			
—Arising in the year		(42)	(46)
		(42)	**(46)**
Effective portion of changes in fair value of cash flow hedges:			
—New fair value adjustments into reserve		55	73
—Movement out of reserve to the statement of income		(48)	(62)
—Movement in deferred tax		1	(1)
		8	**10**
Loss recognized on cost of hedging:			
—New fair value adjustments into reserve		(3)	—
—Movement in deferred tax		—	—
		(3)	**—**
Items that will not be reclassified to the statement of income			
—Re-measurement of employee benefit obligations	17	53	33
—Deferred tax movement on employee benefit obligations		(16)	(9)
		37	**24**
Total other comprehensive income/(loss) for the year		**—**	**(12)**
Total comprehensive income/(loss) for the year		**18**	**(141)**

The accompanying notes are an integral part of these consolidated financial statements.

TRIVIUM PACKAGING

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	At December 31, 2022 $'m	2021 $'m
Non-current assets			
Intangible assets	8	2,856	3,146
Property, plant and equipment	9	1,034	1,010
Deferred tax assets	6	39	66
Other non-current assets	10	7	5
Derivative financial instruments	16	46	—
		3,982	**4,227**
Current assets			
Inventories	11	615	387
Trade and other receivables	12	357	415
Contract assets	13	30	28
Assets held for sale	9	2	3
Derivative financial instruments	16	—	5
Cash, cash equivalents and other financial assets	14	179	215
		1,183	**1,053**
TOTAL ASSETS		**5,165**	**5,280**
Equity			
Issued capital	15	44	44
Share premium		930	930
Other reserves		(20)	25
Retained earnings		(265)	(320)
TOTAL EQUITY		**689**	**679**
Non-current liabilities			
Indebtedness	16	2,855	2,909
Employee benefit obligations	17	286	339
Deferred tax liabilities	6	350	390
Provisions	18	17	30
Contract liabilities		17	18
Derivative financial instruments	16	—	2
		3,525	**3,688**
Current liabilities			
Indebtedness	16	22	22
Trade and other payables	19	847	773
Contract liabilities		21	27
Income tax payable		29	27
Provisions	18	31	64
Derivative financial instruments	16	1	—
		951	**913**
TOTAL LIABILITIES		**4,476**	**4,601**
TOTAL EQUITY AND LIABILITIES		**5,165**	**5,280**

The accompanying notes are an integral part of these consolidated financial statements.

TRIVIUM PACKAGING

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to the owner of the parent						
	Share capital $'m	Share premium $'m	Foreign currency translation reserve $'m	Cash flow hedge reserve $'m	Cost of hedging reserve $'m	Retained earnings $'m	Total equity $'m
At January 1, 2021	**44**	**930**	**53**	**22**	**5**	**(215)**	**839**
Loss for the year	—	—	—	—	—	(129)	**(129)**
Other comprehensive (loss)/income for the year	—	—	(46)	10	—	24	**(12)**
Hedging gains transferred to cost of inventory	—	—	—	(19)	—	—	**(19)**
At December 31, 2021	**44**	**930**	**7**	**13**	**5**	**(320)**	**679**
At January 1, 2022	**44**	**930**	**7**	**13**	**5**	**(320)**	**679**
Profit for the year	—	—	—	—	—	18	**18**
Other comprehensive (loss)/income for the year	—	—	(42)	8	(3)	37	**—**
Hedging gains transferred to cost of inventory	—	—	—	(8)	—	—	**(8)**
At December 31, 2022	**44**	**930**	**(35)**	**13**	**2**	**(265)**	**689**

The accompanying notes are an integral part of these consolidated financial statements.

TRIVIUM PACKAGING

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Year ended December 31, 2022 $'m	2021 $'m
Cash flows from operating activities			
Cash generated from operations	20	344	381
Income tax paid		(72)	(38)
Interest paid		(143)	(159)
Net cash from operating activities		129	184
Cash flows from investing activities			
Purchase of property, plant and equipment		(152)	(117)
Purchase of intangible assets		(18)	(13)
Proceeds from disposal of property, plant and equipment		25	36
Proceeds from disposal of a subsidiary, net of cash disposed		1	—
Investment in short-term financial assets		(9)	—
Net cash used in investing activities		(153)	(94)
Cash flows from financing activities			
Proceeds from borrowings	16	154	231
Repayment of borrowings	16	(151)	(238)
Lease payments		(24)	(22)
Debt issue costs paid		(3)	—
Net cash used in financing activities		(24)	(29)
Net (decrease)/increase in cash and cash equivalents		**(48)**	**61**
Cash and cash equivalents at the beginning of the year		213	155
Foreign exchange gains/(losses) on cash and cash equivalents		1	(3)
Cash and cash equivalents at the end of the year	14	**166**	**213**

The accompanying notes are an integral part of these consolidated financial statements.

TRIVIUM PACKAGING B.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General information

Trivium Packaging B.V. (the "Company") was incorporated in the Netherlands on July 8, 2019. The Company's registered office is Schiphol Boulevard 149, World Trade Centre ("WTC") Schiphol, Tower B, 1118 BG Schiphol, The Netherlands.

Trivium Packaging B.V. and its subsidiaries (together the "Group" or the "Trivium Group") are a leading supplier of innovative, value-added, rigid metal packaging solutions. The Group's products mainly include metal and aluminum containers primarily for service end-use categories which include beauty and personal care, beverage, food, home care and industrial, nutrition, paints and coatings, petfood, pharmaceutical, seafood, vitamins, supplements and over the counter packaging.

These non-statutory consolidated financial statements (referred to as "consolidated financial statements") reflect the consolidation of the legal entities forming the Group for the year ended December 31, 2022 (the "reporting date") and for the comparative year presented. The principal operating subsidiaries forming the Group are listed in Note 21.

The significant accounting policies that have been applied to the consolidated financial statements are described in Note 2.

2. Summary of significant accounting policies

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with, and are in compliance with, International Financial Reporting Standards ("IFRS") and related interpretations as issued by the International Accounting Standards Board ("IASB"). IFRS is comprised of standards and interpretations approved by the IASB and IFRS and interpretations approved by the predecessor International Accounting Standards Committee that have been subsequently approved by the IASB and remain in effect. References to IFRS hereafter should be construed as references to IFRS as issued by the IASB.

The consolidated financial statements are presented in U.S. dollar, rounded to the nearest million and have been prepared under the historical cost convention except for the following:

- derivatives and other financial assets are stated at fair value; and
- employee benefit obligations are measured at the present value of the future estimated cash flows related to benefits earned and pension assets measured at fair value.

The preparation of the consolidated financial information in conformity with IFRS requires the use of critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and income and expenses. It also requires management to exercise judgment in the process of applying Group accounting policies. These estimates, assumptions and judgments are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances and are subject to continuous re-evaluation.

However, actual outcomes may differ from these estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are discussed in the critical accounting estimates, assumptions and judgments.

The consolidated financial statements for the Group were authorized for issue by the Supervisory Board of Trivium Packaging B.V. (the “Supervisory Board”) on March 7, 2023.

Going concern

At the date that the consolidated financial statements were approved for issue, the Supervisory Board has formed its judgment that there is a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future. Accordingly, these consolidated financial statements have been prepared on a going concern basis. In assessing whether the going concern assumption is appropriate, the Supervisory Board considered all available information about a period, extending to at least, March 31, 2024, which included the Group’s current and anticipated trading performance, together with current and anticipated levels of cash and net debt and the availability of committed borrowing facilities.

Recently adopted accounting standards and changes in accounting policies

The Group has considered the following amendments for first time application for their annual reporting period commencing January 1, 2022:

- narrow scope amendments to IFRS 3, IAS 16, IAS 37; and
- annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16

The impact of the above amendments has been assessed by the Supervisory Board and are not deemed to have had a material impact for the Group.

Recent accounting pronouncements

The Supervisory Board’s assessment of the impact of new standards, which are not yet effective and which have not been early adopted by the Group, on the consolidated financial statements and disclosures is on-going.

Basis of consolidation

(i) Subsidiaries

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are de-consolidated from the date on which control ceases. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

(ii) Transactions eliminated on consolidation

Transactions, balances and unrealized gains or losses on transactions between Group companies are eliminated. Subsidiaries’ accounting policies are consistent with the policies adopted by the Group.

(iii) Investment in a joint venture

The Group participates in a joint venture where control is shared with one or more other parties. The Group's investment and share of results of joint ventures are shown within the other non-current asset line item in the consolidated statement of financial position and the sales, general and administrative expenses line item in the consolidated statement of income respectively. The Group uses the equity method of accounting to account for its joint venture.

Foreign currency

(i) Functional and presentation currency

The consolidated financial statements are presented in U.S. dollar, which is the Group's presentation currency.

(ii) Foreign currency transactions

Items included in the standalone financial statements of each of the Group's entities are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognized in the consolidated statement of income, except: (i) differences on foreign currency borrowings that provide an effective hedge against a net investment in a foreign entity ("net investment hedges"), which are taken to other comprehensive income until the disposal of the net investment, at which time they are recognized in the consolidated statement of income; and (ii) differences on certain derivative financial instruments discussed under "Derivative financial instruments" below. Net investment hedges are accounted for in a similar manner to cash flow hedges. The gain or loss relating to the ineffective portion of a net investment hedge is recognized immediately in the consolidated statement of income within finance income or expense.

Non-monetary items measured at fair value in foreign currency are translated using the foreign exchange rates as at the date when the fair value is determined.

(iii) Consolidated financial statements of the Group

The results and financial position of Group entities that have a functional currency different from the presentation currency of the Group are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the reporting date;
- income and expenses are translated at average foreign exchange rates prevailing during the year; and
- all resulting exchange differences are recognized in other comprehensive income.

Gains or losses accumulated in other comprehensive income are recycled to the consolidated statement of income when the foreign operation is disposed of.

Any goodwill related to fair value adjustments are recorded as assets and liabilities of the acquired legal entity in that entity's functional currency and translated at the closing exchange rate for Group reporting purposes.

Intangible assets

Intangible assets are initially recognized at cost.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The carrying values of intangible assets with finite useful lives are reviewed for indicators of impairment at each reporting date and are subject to impairment testing when events or changes in circumstances indicate that the carrying values may not be recoverable.

The amortization of intangible assets is calculated to write off the book value of finite lived intangible assets over their useful lives on a straight-line basis on the assumption of zero residual value as follows:

Software	2	- 7	years
Customer relationships	5	- 15	years
Technology	8	- 12	years

(i) Software

Software development costs are recognized as assets. Costs associated with maintaining computer software programs are recognized as an expense as incurred.

(ii) Customer relationships

Customer relationships acquired in a business combination are recognized at fair value at the acquisition date. Customer relationships have a finite useful economic life and are carried at cost less accumulated amortization.

(iii) Technology

Technology based intangibles were mostly acquired in a business combination are recognized at fair value at the acquisition date and reflect the Group's ability to add value through accumulated technological expertise surrounding product and process development. Technology has a finite useful economic life and is carried at cost less accumulated amortization.

Technology research costs are expensed as incurred, whilst technology development costs relating to new product or process development are capitalized if the new product or process is technically and commercially feasible. All other development costs are expensed as incurred.

(iv) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the net identifiable assets of the acquired subsidiary at the date of acquisition. If the cost of acquisition is less than the fair value of the Group's share of the net assets of the legal entity acquired, the difference is recognized directly in the consolidated statement of income.

Goodwill is an indefinite life intangible asset and is stated at cost less any accumulated impairment losses. Goodwill is allocated to those groups of cash-generating units ("CGUs") that are expected to benefit from the business combination in which the goodwill arose for the purpose of assessing impairment. Goodwill is tested annually for impairment.

Where goodwill has been allocated to a CGU and part of the operation or assets within that unit is disposed of, the goodwill associated with the disposed operation is assessed for inclusion in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in these circumstances is calculated on the basis of the relative values of the operation or assets disposed of and the portion of the CGU retained, unless the entity can demonstrate that some other method better reflects the goodwill associated with the operation or assets disposed of.

Property, plant and equipment

(i) Owned assets

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, except for land which is shown at cost less impairment. Spare parts which form an integral part of plant and machinery, and which have an estimated useful economic life greater than one year are capitalized. Spare parts which do not form an integral part of plant and machinery, and which have an estimated useful economic life less than one year are included as consumables within inventory and expensed when utilized.

Where components of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

(ii) Leased assets

At the lease commencement date or the effective date of a lease modification, the Group recognizes a lease liability as the present value of expected future lease payments, discounted at the Group's incremental borrowing rate unless the rate implicit in the lease is readily determinable, excluding any amounts which are variable based on the usage of the underlying asset and a right-of-use asset generally at the same amount plus any directly attributable costs.

The incremental borrowing rate is the discount rate the Group would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group combines lease and non-lease components and accounts for them as a single lease component. Extension options or periods after termination options are considered by management if it is reasonably certain that the lease will be extended or not terminated.

The Group presents right-of-use assets within the same financial statement line item as the corresponding underlying assets would be presented if they were owned and depreciates the same over the expected lease term, unless the initial recognition considers that it is reasonably certain that the Group will exercise a purchase option at the end of the lease term or the lease automatically transfers legal ownership to the Group by the end of the lease term. In these cases, the right-of-use asset is depreciated over the useful life of the underlying assets.

(iii) Subsequent costs

The Group recognizes in the carrying amount of an item of property, plant and equipment, the cost of replacing the component of such an item when that cost is incurred, if it is probable that the future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. When a component is replaced, the old component is de-recognized in the same period. All other costs are recognized in the consolidated statement of income as an expense as incurred. When a major overhaul is performed, its cost is recognized in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria above are met.

(iv) Assets held for sale

The Group classifies a non-current asset as held for sale if the asset is available for immediate sale in its present condition, subject to terms that are customary to a sale, whereby it is highly probable that its carrying value will be recovered through a sale transaction rather than through continuing use. Assets held for sale are measured at the lower of carrying amount and fair value less cost to sell. Assets held for sale are no longer subject to depreciation and are presented separately in the consolidated statement of financial position as a current asset.

(v) Depreciation

Depreciation is charged to the consolidated statement of income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

Buildings	30 - 40	years
Plant and machinery	2 - 40	years
Office equipment, vehicles and other	3 - 10	years

Assets' useful lives and residual values are adjusted if appropriate, at each reporting date.

Impairment of non-financial assets

Assets that have an indefinite useful economic life are not subject to amortization and are tested annually for impairment or whenever indicators suggest that impairment may have occurred. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

For the purposes of assessing impairment, assets excluding goodwill and long-lived intangible assets, are grouped at the lowest levels at which cash flows are separately identifiable. Goodwill and long-lived intangible assets are allocated to groups of CGUs. The groupings represent the lowest level at which the related assets are monitored for internal management purposes.

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

The recoverable amount of assets is the greater of their value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs.

Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the first-in, first-out basis and includes expenditure incurred in acquiring the inventories and bringing them to their current location and condition. In the case of finished goods and work-in-progress, cost includes direct materials, direct labor and attributable overheads based on normal operating capacity.

Net realizable value is the estimated proceeds of sale less all further costs to completion, and less all costs to be incurred in marketing, selling and distribution.

Spare parts, with a useful life of less than one year, which are deemed to be of a consumable nature, are included within inventories and expensed when utilized.

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, borrowings and trade and other payables. Non-derivative financial instruments are recognized initially at fair value plus any directly attributable transaction costs, except as described below. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

(i) Trade and other receivables

Trade and other receivables are recognized initially at fair value and are thereafter measured at amortized cost using the effective interest rate method less any provision for impairment, in accordance with the Group's held to collect business model. A provision for impairment of specific trade receivables is recognized when there is evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. For all other trade receivables, the Group uses an allowance matrix to measure the expected credit loss, based on historical actual credit loss experiences, adjusted for forward-looking information.

(ii) Securitized assets

The Group has entered into securitization transactions involving certain of its trade receivables. The securitized assets are recognized on the consolidated statement of financial position, until all of the rights to the cash flows from those assets have expired or have been fully transferred outside the Group, or until substantially all of the related risks, rewards and control of the related assets have been transferred to a third party.

The Group has also entered into a Global ABL Facility involving certain of its trade receivables and inventory. The lenders under the ABL have security over those receivables, inventory and the bank accounts where the associated cash flows are received. The risks, rewards and control of these assets are still retained by the Group and are, therefore, recognized on the statement of financial position.

(iii) Contract assets

Contract assets represent revenue required to be accelerated or recognized over time based on production completed in accordance with the Group's revenue recognition policy (as set out below). A provision for impairment of a contract asset will be recognized when there is evidence that the revenue recognized will not be recoverable. The provision is measured based on an allowance matrix to measure the expected credit loss, based on historical actual credit loss experiences, adjusted for forward-looking information.

(iv) Other financial assets

Other financial assets represent investment in highly liquid money market funds. The investment is measured at fair value at each reporting date.

(v) Cash and cash equivalents

Cash and cash equivalents include cash on hand and call deposits held with banks. Cash and cash equivalents are carried at amortized cost.

Short-term bank deposits of greater than three months' maturity which do not meet the definition of cash and cash equivalents are classified as financial assets within current assets and stated at amortized cost.

(vi) Restricted cash

Restricted cash comprises of cash held by the Group but which is ring-fenced or used as security for specific financing arrangements, and to which the Group does not have unfettered access. Restricted cash is measured at amortized cost.

(vii) Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost. Any difference between the proceeds, net of transaction costs, and the redemption value is recognized in the Group's consolidated statement of income over the period of the borrowings using the effective interest rate method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

(viii) Trade and other payables

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate method.

Derivative financial instruments

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The fair values of various derivative instruments used for hedging and trading purposes are disclosed in Note 16. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognized in other comprehensive income, allocated between cash flow hedge gains or losses and cost of hedging gains or losses. For cash flow hedges which subsequently result in the recognition of a non-financial asset, the amounts accumulated in the cash flow hedge reserve are reclassified to the asset in order to adjust its carrying value. Amounts accumulated in the cash flow hedge reserve and cost of hedging reserve, or as adjustments to carrying value of non-financial assets, are recycled to the consolidated statement of income in the periods when the hedged item will affect profit or loss.

The gain or loss relating to the ineffective portion is recognized immediately in the consolidated statement of income. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing at that time remains in equity and is recognized in the consolidated statement of income when the forecast cash flow arises. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the consolidated statement of income.

(ii) Net investment hedges

Derivative financial instruments are classified as net investment hedges when they hedge changes in the Group's net investments in its subsidiaries due to exposure to foreign currency. Net investment hedges are accounted for in a similar manner to cash flow hedges. The gain or loss relating to the ineffective portion of a net investment hedge is recognized immediately in the consolidated statement of income within finance income or expense.

Fair value measurement

The Group measures financial instruments such as derivatives and pension assets at fair value at each reporting date. Fair value related disclosures for financial instruments and pension assets that are measured at fair value or where fair values are disclosed, are summarized in the following notes:

- Disclosures for valuation methods, significant estimates and assumptions (Note 8, 16, 17)
- Quantitative disclosures of fair value measurement hierarchy (Note 16)
- Financial instruments, including those carried at amortized cost (Note 16)

Fair value 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Employee benefits

(i) Defined benefit pension plans

Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognized in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past service costs are recognized immediately in the consolidated statement of income.

(ii) Multi-employer pension plans

Multi-employer craft or industry-based pension schemes ("multi-employer schemes") have arrangements similar to those of defined benefit schemes. In each case it is not possible to identify the Group's share of the underlying assets and liabilities of the multi-employer schemes and therefore in accordance with IAS 19(R), the Group has taken the exemption for multi-employer pension schemes to account for them as defined contribution schemes recognizing the contributions payable in each period in the consolidated statement of income.

(iii) Other end of service employee benefits

In a number of countries, the Group pays lump sums to employees leaving service. These arrangements are accounted in the same manner as defined benefit pension plans.

(iv) Other long-term employee benefits

The Group's obligation in respect of other long-term employee benefit plans represents the amount of future benefit that employees have earned in return for service in the current and prior periods for post-retirement medical schemes, partial retirement contracts and long service awards. These are included in the category of employee benefit obligations on the consolidated statement of financial position. The obligation is computed on the basis of the projected unit credit method and is discounted to present value using a discount rate equating to the market yield at the reporting date on high quality corporate bonds of a currency and term consistent with the currency and estimated term of the obligations. Actuarial gains and losses are recognized in full in the consolidated statement of income and in the period in which they arise. The long-term performance-based plan is based on the payout expected at the end of its five-year vesting period and allocated on a straight-line discounted basis to the consolidated statement of income over its full vesting period.

(v) Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The contributions are recognized as employee benefit expense when they are due.

Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions for onerous costs is recorded in cases where management assesses that the unavoidable costs of fulfilling the obligations under a contract will exceed the benefits expected to be received under that contract.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

Contract liability

Advance payments received from customers against specific contracted sale orders is recognized as contract liability. The amount of contract liability recognized at the reporting date in the consolidated statement of financial position relates to the outstanding quantum of such sales orders that are yet to be processed by the Group. The amount and timing of revenue recognition from such orders in the consolidated statement of income is in line with the revenue recognition policy described below.

Revenue recognition

The Group's products mainly include metal and aluminum containers primarily servicing end-use categories which include beauty and personal care, beverage, food, home care and industrial, nutrition, paints and coatings, petfood, pharmaceutical, seafood, vitamins, supplements and OTC packaging. In addition to metal and aluminum containers, the Group manufactures and supplies a wide range of can ends. Containers and ends are usually distinct items and can be sold separately from each other. A significant portion of our sales volumes are supplied under contracts which include input cost pass-through provisions.

The Group usually enters into framework agreements with its customers, which establish the terms under which individual orders to purchase goods or services may be placed. Upfront costs incurred to enter into a framework agreement with customers are treated as a contract asset and amortized over the period of the framework agreement. As the framework agreements do not identify each party's rights regarding the goods or services to be transferred, they do not create enforceable rights and obligations on a stand-alone basis. Therefore, the Group has concluded that only individual purchase orders create enforceable rights and obligations and meet the definition of a contract under IFRS 15. The individual purchase orders have, in general, a duration of one year or less and, as such, the Group does not disclose any information about remaining performance obligations under these contracts. The Group's payment terms are in line with customary business practice, which can vary by customer and region. The Group has availed of the practical expedient from considering the existence of a significant financing component as, based on past experience, it is expected that (at contract inception) the period between when a promised good is transferred to the customer and when the customer pays for that good will be one year or less.

Revenue is recognized when control of a good or service has transferred to the customer. For certain contracts, the Group manufactures products for customers that have no alternative use and for which the Group has an enforceable right to payment for production completed to date. The Group has concluded that it has such enforceable right to payment plus a reasonable margin once it receives an individual purchase order. Therefore, for such products that have no alternative use and where an enforceable right to payment exists, the Group will recognize revenue over time based on the units produced output method such that a portion of revenue, net of any related estimated volume-based rebates and cash discounts, excluding sales or value added tax, will be recognized prior to the dispatch of goods as the Group satisfies the contractual performance obligations for those contracts. For all other contracts, the Group will recognize revenue primarily on dispatch of the goods, net of any related volume-based customer rebates and cash discounts, excluding sales and value added taxes.

Exceptional items

The Group's consolidated statement of income, consolidated statement of cash flows and segment and revenue analysis separately identify results before exceptional items. Exceptional items are those that in management's judgment need to be disclosed by virtue of their size, nature or incidence to provide additional information. Such items include, where significant, restructuring, redundancy and other costs related to permanent capacity realignment or footprint reorganization, incident costs and related insurance recoveries, e.g. related to cyber and/or climate incidents, excluding loss of margin events, directly attributable acquisition costs and acquisition integration costs, profit or loss on disposal or termination of operations and assets, start-up costs incurred in relation to and associated with plant builds, significant new line investments, significant foreign currency fluctuations, major litigation costs and settlements and impairment of non-current assets.

In this regard the determination of “significant” as included in our definition uses qualitative and quantitative factors. Judgment is used by the Group in assessing the particular items, which by virtue of their scale and nature, are disclosed in the Group’s consolidated statement of income, and related notes as exceptional items. Management considers columnar presentation to be appropriate in the consolidated statement of income as it provides useful additional information and is consistent with the way that financial performance is measured by management and presented to the Supervisory Board. Exceptional restructuring costs are classified as restructuring provisions and all other exceptional costs when outstanding at the reporting date are classified as exceptional items payable.

Finance income and expense

Finance income comprises interest income on funds invested, gains on disposal of financial assets, ineffective portions of derivative instruments designated as hedging instruments and gains on derivative instruments that are not designated as hedging instruments and are recognized in profit or loss.

Finance expense comprises interest expense on borrowings, including amortization of deferred debt issuance costs, finance lease expenses, certain net foreign currency translation related to financing, net interest cost on net pension plan liabilities, losses on extinguishment of borrowings, ineffective portions of derivative instruments designated as hedging instruments, losses on derivative instruments that are not designated as hedging instruments and are recognized in profit or loss, and other finance expense.

The Group capitalizes borrowing costs directly attributable to the acquisition, construction or production of manufacturing plants that require a substantial period of time, and at least over 1 year, to build that would have been avoided if the expenditure on the qualifying asset had not been made.

Costs related to the issuance of new debt are deferred and amortized within finance expense over the expected terms of the related debt agreements by using the effective interest rate method.

Insurance recovery

A receivable for insurance recovery and related impact in the consolidated statement of income is recognized where it is virtually certain of being recovered. An insurance recovery is typically virtually certain of receipt once a claim settlement is considered imminent.

Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognized in the consolidated statement of income except to the extent that it relates to items recognized in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are generally not recognized if they arise from the initial recognition of goodwill. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting sheet date and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Segment reporting

The Supervisory Board and the Chief Executive Officer have been identified as the Chief Operating Decision Maker ("CODM") for the Group.

Operating segments are identified on the basis of the internal reporting provided to the CODM in order to allocate resources to the segment and assess its performance.

Critical accounting estimates, assumptions and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Estimated impairment of goodwill and other long-lived assets

In accordance with IAS 36 'Impairment of assets' ("IAS 36"), the Group tests whether goodwill and other long-lived assets have suffered any impairment in accordance with the accounting policies stated. The determination of the recoverable amounts of goodwill requires the use of judgments and estimates as outlined in Note 8.

(ii) Income taxes

The Group is subject to income taxes in numerous jurisdictions and judgment is therefore required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit matters based on the expected value method under IFRIC 23. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Where uncertain tax treatments exist, the Group assesses whether it is probable that a tax authority will accept the uncertain tax treatment applied or proposed to be applied in its income tax filings. The Group assesses for each uncertain tax treatment whether it should be considered independently or whether some tax treatments should be considered together based on what the Group believes provides a better prediction of the resolution of the uncertainty. The Group considers whether it is probable that the relevant authority will accept each uncertain tax treatment, or group of uncertain tax treatments, assuming that the taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so.

The Group measures tax uncertainties using its best estimate of likely outcomes. This estimate relies on estimates and assumptions and may involve judgments about future events. The Group has determined, with the benefit of opinions from external tax advisors and legal counsel, where appropriate, that it has provided for all taxation liabilities that are probable to arise from such activities. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities. Such changes could result in incremental tax liabilities which could have a material adverse effect on cash flows, financial condition and results of operations. Where the final tax outcome of these matters is different from the amounts that were originally estimated such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(iii) Measurement of employee benefit obligations

The Group follows guidance of IAS 19(R) to determine the present value of its obligations to current and past employees in respect of defined benefit pension obligations, other long-term employee benefits, and other end of service employee benefits which are subject to similar fluctuations in value in the long-term. The Group values its liabilities, with the assistance of professional actuaries, to ensure consistency in the quality of the key assumptions underlying the valuations. The critical assumptions and estimates applied are discussed in detail in Note 17.

The liabilities with respect to the long-term performance-based plan are primarily depending on management’s best estimates of the development of the Group’s profitability and net debt over the life of the five-year plan.

(iv) Exceptional items

The consolidated statement of income and segment and revenue analysis separately identify results before exceptional items. Exceptional items are those that in management’s judgment need to be disclosed by virtue of their size, nature or incidence.

The Group believes that this presentation provides additional analysis as it highlights exceptional items. The determination of “significant” as included in our definition uses qualitative and quantitative factors which remain consistent from year to year. Management uses judgment in assessing the particular items, which by virtue of their scale and nature, are disclosed in the consolidated statement of income and related notes as exceptional items. Management considers the consolidated statement of income presentation of exceptional items to be appropriate as it provides useful additional information and is consistent with the way that financial information is measured by management and presented to the Supervisory Board. In that regard, management believes it to be consistent with paragraph 85 of IAS 1 “Presentation of financial statements” (“IAS 1”), which permits the inclusion of line items and subtotals that improve the understanding of performance.

3. Segment and revenue analysis

The Group's two operating and reportable segments are Europe and Americas, which excludes certain corporate headquarter costs that have not been allocated to the segments. This reflects the basis on which the Group performance is reviewed by management and presented to the CODM.

Performance of the business is assessed based on Adjusted EBITDA. Adjusted EBITDA is the profit or loss for the year before income tax charge or credit, net finance expense, depreciation and amortization, exceptional operating items, gain/(loss) on the sale of PPE and the accrual for the long-term performance-based plan (expected to be payable in 2025). Other items are not allocated to segments, as these are reviewed by the CODM on a group-wide basis. Segmental revenues are derived from sales to external customers. Inter-segment revenue is not material.

Reconciliation of profit/(loss) for the year to Adjusted EBITDA:

	Year ended December 31,	
	2022 $'m	2021 $'m
Profit/(loss) for the year	18	(129)
Income tax charge (Note 6)	62	1
Net finance expense (Note 5)	171	167
Depreciation and amortization (Notes 8, 9) *	256	288
Exceptional operating items (Note 4)	76	77
Loss/(gain) on sale of PPE *	4	(2)
Long-term performance-based plan (Note 17)	17	49
Adjusted EBITDA	**604**	**451**

*Comparative figures for have been re-presented to align with 2022 presentation

Segment assets consists of intangible assets, property, plant and equipment, derivative financial instrument assets, deferred tax assets, other non-current assets, inventories, contract assets, trade and other receivables, assets held for sale and cash, cash equivalents and other financial assets. The accounting policies of the segments are the same as those in the consolidated financial statements of the Group as set out in Note 2.

The segment results for the year ended December 31, 2022 and 2021 are:

	Revenue $'m	Adjusted EBITDA $'m	Capital expenditure $'m	Segment assets $'m
Year ended December 31, 2022				
Europe	2,134	356	94	3,713
Americas	1,145	262	51	1,452
Corporate	—	(14)	—	—
Group	**3,279**	**604**	**145**	**5,165**
Year ended December 31, 2021				
Europe	1,912	306	59	3,835
Americas	845	156	35	1,445
Corporate	—	(11)	—	—
Group	**2,757**	**451**	**94**	**5,280**

Capital expenditure is the sum of purchases of property, plant and equipment and intangible assets, net of proceeds from disposal of property, plant and equipment, as per the consolidated statement of cash flows.

One customer accounted for 15% of total revenue in 2022. Total revenue and non-current assets, excluding derivative financial instruments, taxes, pensions and goodwill arising on acquisitions, in countries which account for more than 10% of total revenue or non-current assets, in the current year, is as follows:

	Year ended December 31,	
	2022	2021
Revenue	$'m	$'m
United States of America	923	660
Netherlands	466	358
France	412	407

The revenue above is attributed to countries on a destination basis as follows:

	At December 31,	
	2022	2021
Non-current assets	$'m	$'m
United States of America	274	256
Netherlands	194	199
France	143	133

Within each reportable segment our packaging containers have similar production processes and classes of customers. Further, they have similar economic characteristics as evidenced by similar profit margins, similar degrees of risk and similar opportunities for growth. Based on the foregoing, we do not consider that they constitute separate product lines and therefore additional disclosure relating to product lines is not necessary.

The following illustrate the disaggregation of revenue by destination for the year ended December 31, 2022 and 2021:

	Europe $'m	North America $'m	Rest of the world $'m	Total $'m
Year ended December 31, 2022				
Europe	1,947	12	175	2,134
Americas	—	971	174	1,145
Group	**1,947**	**983**	**349**	**3,279**
Year ended December 31, 2021				
Europe	1,739	13	160	1,912
Americas	2	687	156	845
Group	**1,741**	**700**	**316**	**2,757**

4. Exceptional items

	Year ended December 31, 2022 $'m	2021 $'m
Restructuring and other costs	14	60
Exceptional incident related costs	18	32
Insurance recovery income	—	(22)
Exceptional items – cost of sales, net	**32**	**70**
Restructuring and other costs	9	3
Exceptional incident related costs	16	11
Transaction and integration-related costs	19	25
Insurance recovery income	—	(32)
Exceptional items – SGA expenses, net	**44**	**7**
Exceptional income tax credit	**(13)**	**(18)**
Total exceptional items, net of tax	**63**	**59**

Exceptional items are those that in management's judgment need to be disclosed by virtue of their size, nature or incidence.

2022
Exceptional items before tax of $76 million have been recognized for the year ended December 31, 2022, primarily comprising:

Cost of sales

- Restructuring and other costs of $14 million consists of $11 million related to impairment of property, plant and equipment, and $3 million related to customer / plant start-up costs as well as site closure costs across both the Europe and Americas segment
- Exceptional incident costs of $18 million consists of $9 million of impairment costs related to the ongoing Russia-Ukraine conflict, $6 million in respect of exceptional weather-related events in Erftstadt and Weissenthurm, Germany and $3 million of incremental costs as a result of the 2021 cyber security incident

Selling, general and administrative expenses

- Restructuring and other costs of $9 million is mainly related to redundancy costs following Trivium's transformation program
- Exceptional incident related costs of $16 million consists of $12 million incurred in relation to the ongoing Russia-Ukraine conflict for impairment of assets and subsequent loss on disposal of our sole operating plant in Vyazma, Russia, and $4 million of external third-party technology consulting costs and customer claims as a result of the 2021 cyber security incident
- Transaction costs of $19 million consists of costs related to the ongoing execution of the transformation program of the Group and other advisor fees

2021

Exceptional items before tax of $77 million have been recognized for the year ended December 31, 2021, primarily comprising:

Cost of sales

- Restructuring and other costs of $60 million consists of $58 million related to network optimization and capacity alignment in the Europe segment, mainly in Germany, France, Italy, Latvia and the Netherlands, and $2 million related to impairment of property, plant and equipment
- Exceptional incident costs of $32 million consists of $12 million related to a cyber security incident and $20 million related to the flooding of a plant in Erftstadt, Germany. The cyber security incident costs of $12 million consists of IT recovery costs and incident linked claims. The flooding incident costs of $20 million consists of $7 million of cleaning and ramp-up costs, and $13 million of impairment of property, plant and equipment and inventory items
- Insurance recovery income consists of $22 million of insurance reimbursements, of which $20 million related to the flooding incident and $2 million related to a fire in a plant in Roanoke, Virginia, United States of America

Selling, general and administrative expenses

- Restructuring and other costs of $3 million is mainly related to redundancy costs of $5 million, offset by the $2 million gain on sale of assets related to the sale of a warehouse and a sale of the Group's beer keg business
- Exceptional incident related costs of $11 million consists of external third-party technology consulting costs as a result of the cyber security incident
- Transaction and integration related costs of $25 million consists of costs related to the ongoing execution of the transformation plan of the Group
- Insurance recovery income consists of $32 million of insurance reimbursement relating to the flooding incident

5. Net finance expense/(income)

	Year ended December 31,	
	2022	**2021**
	$'m	**$'m**
Senior Secured and Senior Notes	145	155
Other interest expense	18	13
Interest expense	**163**	**168**
Net foreign currency translation losses/(gains)	5	(5)
Net pension interest costs	5	2
Net (gains)/losses on derivative financial instruments	(2)	2
Net finance expense	**171**	**167**

Included within Senior Secured and Senior Notes is net interest income on cross currency interest rate swaps ("CCIRS") of $18 million (2021: $13 million). During the year ended December 31, 2022, the Group recognized $5 million (2021: $3 million) related to lease liabilities within other interest expense.

6. Current and deferred income tax

	Year ended December 31, 2022 $'m	2021 $'m
Current tax:		
Current tax charge for the year	73	36
Adjustments in respect of prior years	4	(1)
Total current tax charge	**77**	**35**
Deferred tax:		
Deferred tax credit for the year	(25)	(36)
Adjustments in respect of prior years	10	2
Total deferred tax credit	**(15)**	**(34)**
Income tax charge	**62**	**1**

Reconciliation of income tax charge and the accounting loss multiplied by the Group's domestic tax rate for 2022 is as follows:

	Year ended December 31, 2022 $'m	2021 $'m
Profit/(loss) before tax	**80**	**(128)**
Profit/(loss) before tax multiplied by the Dutch corporate tax rate: 25.8%	20	(32)
Tax losses and interest expense for which no deferred income tax asset was recognized	30	22
Re-measurement of deferred taxes	—	1
Adjustment in respect of prior years	14	1
Income subject to state and other local income taxes	8	5
Statutory reporting differences	(10)	—
Non-deductible items	2	4
Other	(2)	—
Income tax charge	**62**	**1**

The total income tax charge outlined above includes tax credits of $13 million (2021: $18 million) in respect of exceptional items, being the tax effect of the items set out in Note 4.

Tax losses for which no deferred income tax asset was recognized predominantly relates to excess interest expense carried forward against future taxable income for which the Group did not recognize a deferred tax asset due to uncertainty regarding their future utilization.

TRIVIUM PACKAGING

The movement in deferred tax assets and liabilities during the year was as follows:

	Deferred tax assets $'m	Deferred tax liabilities $'m	Total $'m
At January 1, 2021	105	(468)	(363)
Recorded in the statement of income	14	20	34
Recorded in other comprehensive income	(10)	—	(10)
Foreign exchange	(4)	19	15
At December 31, 2021	**105**	**(429)**	**(324)**
At January 1, 2022	105	(429)	(324)
Recorded in the statement of income	(8)	23	15
Recorded in other comprehensive income	(15)	—	(15)
Foreign exchange	(4)	17	13
At December 31, 2022	**78**	**(389)**	**(311)**

The components of deferred income tax assets and liabilities are as follows:

	Year ended December 31,	
	2022 $'m	2021 $'m
Tax losses	5	4
Employee benefit obligations	31	61
Depreciation timing differences	5	1
Provisions	29	30
Other	8	9
	78	**105**
Available for offset	(39)	(39)
Deferred tax assets	**39**	**66**
Intangible assets	(282)	(331)
Accelerated depreciation and other fair value adjustments	(97)	(92)
Other	(10)	(6)
	(389)	**(429)**
Available for offset	39	39
Deferred tax liabilities	**(350)**	**(390)**

The deferred tax movement recognized in the consolidated statement of income is as follows:

	Year ended December 31,	
	2022 $'m	2021 $'m
Tax losses	1	—
Employee benefit obligations	(11)	13
Depreciation timing differences	5	(1)
Provisions	(7)	—
Other	(1)	2
Intangible assets	35	36
Accelerated depreciation and other fair value adjustments	(7)	(17)
Other deferred tax liabilities	—	1
	15	**34**

The deferred tax movement recognized in the consolidated statement of comprehensive income relates primarily to employee benefit obligations and derivatives in cash flow hedging relationships.

Deferred tax assets are only recognized on tax loss carryforwards to the extent that the realization of the related tax benefit through future taxable profits is probable based on management's forecasts. The Group did not recognize deferred tax assets of $24million (2021: $19 million) in respect of tax losses amounting to $91 million (2021: $82 million) that can be carried forward against future taxable income due to uncertainty regarding their future utilization. The Group did not recognize deferred tax assets of $70 million (2021: $43 million) in respect of excess interest expense carried forward amounting to $271 million (2021: $165 million) that can be carried forward against future taxable income due to uncertainty regarding their future utilization.

No provision has been made for temporary differences applicable to investments in subsidiaries as the Group is in a position to control the timing of reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Given that exemptions and tax credits would be available in the context of the Group's investments in subsidiaries in the majority of jurisdictions in which it operates, the aggregate amount of temporary differences in respect of which deferred tax liabilities have not been recognized would not be material.

7. Employee costs

	Year ended December 31,	
	2022	2021
	$'m	$'m
Wages and salaries	405	473
Social security costs	75	81
Defined benefit plan pension costs (Note 17)	2	3
Other long-term employee benefit costs (Note 17)	4	2
Defined benefit past service credit (Note 17)	—	(1)
Defined contribution plan pension costs (Note 17)	13	10
Long-term performance-based plan (Note 17)	20	49
Group employee costs	**519**	**617**

	At December 31,	
	2022	2021
Number of employees		
Production	6,475	6,737
Administration	771	691
Group	**7,246**	**7,428**

TRIVIUM PACKAGING

8. Intangible assets

	Goodwill $'m	Customer relationships $'m	Technology $'m	Software $'m	Total $'m
Cost					
At January 1, 2021	1,891	1,533	231	49	**3,704**
Additions	—	—	2	12	**14**
Disposal	(17)	—	—	—	**(17)**
Impairment	—	—	—	—	**—**
Foreign exchange	(112)	(76)	(13)	(4)	**(205)**
At December 31, 2021	**1,762**	**1,457**	**220**	**57**	**3,496**
Amortization					
At January 1, 2021	—	(163)	(26)	(1)	**(190)**
Charge for the year	—	(136)	(20)	(10)	**(166)**
Disposal	—	—	—	—	**—**
Foreign exchange	—	4	1	1	**6**
At December 31, 2021	**—**	**(295)**	**(45)**	**(10)**	**(350)**
Net book value					
At December 31, 2021	**1,762**	**1,162**	**175**	**47**	**3,146**
Cost					
At January 1, 2022	1,762	1,457	220	57	**3,496**
Additions	—	—	8	13	**21**
Disposal	(10)	—	—	(2)	**(12)**
Impairment	—	—	—	—	**—**
Foreign exchange	(84)	(62)	(10)	(4)	**(160)**
At December 31, 2022	**1,668**	**1,395**	**218**	**64**	**3,345**
Amortization					
At January 1, 2022	—	(295)	(45)	(10)	**(350)**
Charge for the year	—	(125)	(18)	(13)	**(156)**
Disposal	—	—	—	1	**1**
Foreign exchange	—	12	2	2	**16**
At December 31, 2022	**—**	**(408)**	**(61)**	**(20)**	**(489)**
Net book value					
At December 31, 2022	**1,668**	**987**	**157**	**44**	**2,856**

Amortization expense of $156 million (2021: $166 million) and research and development costs of $8 million (2021: $9 million) has been charged to the consolidated statement of income.

Work in progress included within technology intangibles at December 31, 2022 was $13 million (2021: $12 million).

Disposal of goodwill in 2022 relates to the sale of the Group's sole operational plant in Vyazma, Russia which was part of the Europe CGU to which goodwill was allocated.

The contracted capital commitments related to intangible assets was $1 million (2021: $1 million).

Goodwill

Allocation of goodwill

Goodwill acquired through business combination activity is allocated to CGUs that are expected to benefit from synergies arising from that combination. For the purpose of impairment testing, goodwill has been allocated to a group of CGUs, which correspond to the Group's operating segments disclosed in Note 3. The operating segments represent the lowest level at which the related goodwill is monitored for internal management purposes.

The allocation of goodwill is presented as follows:

	At December 31,	
	2022	2021
	$'m	$'m
Europe	1,309	1,403
Americas	359	359
Total Goodwill	**1,668**	**1,762**

Impairment tests for goodwill

As outlined in Note 2, goodwill is tested for impairment each year and more frequently if circumstances indicate a possible impairment.

Recoverable amount and carrying amount

The Group principally uses the value in use ("VIU") model for the purposes of goodwill impairment testing, as this reflects the Group's intention to hold and operate its assets. If the VIU model assessment results in an impairment, the Group estimates the fair value less cost of disposal ("FVLCOD") of the CGU in order to establish the recoverable amount being the higher of the VIU and FVLCOD model.

The VIU model is based on the budget approved by the Board for the upcoming 12-month period. The budget projections were then extrapolated for a further 4-year period (2024-2027) making certain assumptions for year-on-year growth rates, capital expenditure and working capital needs of the business. A terminal growth rate was determined per 2027

The discount rate applied to cash flows in the VIU model was estimated using a weighted average cost of capital as determined by the Capital Asset Pricing Model with regard to the risks associated with the cash flows being considered. The pre-tax discount rate applicable to both groups of CGUs was estimated at 9.7% (2021: 7.3%) and 12.4% (2021: 9.6%) with respect to Europe and Americas respectively.

The modelled cash flows for the 4-year extrapolation period were estimated considering the Group's history of earnings, cash flow generation and the nature of the markets in which we operate, where product obsolescence and customer attrition levels are low. The variables employed in modelling estimates include, but are not limited to, Adjusted EBITDA, discount rates, growth rates, replacement and committed capital expenditure requirements, rates of customer retention, volume commitments and sector demand from customers, incremental cost efficiencies, and the ability to maintain our margin through the pass-through of input cost inflation. During 2022, there were headwinds and volatility related to impact of higher metal and

energy input costs, increased inflation as well as the fallout of the Russia-Ukraine conflict. Simultaneously, change in customer attitudes, increasing awareness and regulations on the use of renewable packaging materials provides continued relevance to the stability and growth expected in the metal packaging business. Where relevant, and to the extent possible, the estimated impact of market challenges and opportunities have been reflected in the forecasts used for the VIU calculations. The resultant average growth rate applied by management in respect of the 4-year extrapolation period is 2.9% (2021: 1.4%) and 4.5% (2021: 1.4%) with respect to Europe and Americas respectively.

The terminal value assumes a long-term growth rate and is based on a combination of factors including long-term inflation in addition to industry and market specific factors. The terminal growth rate values applicable to both groups of CGUs were estimated at 2% (2021: 1.4%).

No impairment was noted under the VIU model, as the recoverable amount identified in both CGUs was found to be higher than the carrying amount of the CGUs.

For both CGUs, a sensitivity analysis was performed reflecting potential variations in the Adjusted EBITDA growth rate, the terminal growth rate and discount rate assumptions. For both CGUs, in all reasonable possible changes to key assumptions, the recoverable amount calculated was in excess of the carrying values of the CGU. The variation applied to the Adjusted EBITDA growth rate, the terminal value growth rate and discount rates was a 50 basis points decrease and increase respectively, and represents a reasonably possible change to the key assumptions of the VIU model.

TRIVIUM PACKAGING

9. Property, plant and equipment

	Land and buildings $'m	Plant and machinery $'m	Office equipment, vehicles and other $'m	Total $'m
Cost				
At January 1, 2021	297	859	25	**1,181**
Additions	13	110	20	**143**
Impairment	—	(9)	—	**(9)**
Disposals	(2)	(44)	(5)	**(51)**
Reclassification to assets held for sale	(3)	—	—	**(3)**
Foreign exchange	(14)	(46)	(2)	**(62)**
At December 31, 2021	**291**	**870**	**38**	**1,199**
Depreciation				
At January 1, 2021	(22)	(97)	(9)	**(128)**
Charge for the year *	(19)	(95)	(8)	**(122)**
Disposals *	—	42	4	**46**
Foreign exchange	1	13	1	**15**
At December 31, 2021	**(40)**	**(137)**	**(12)**	**(189)**
Net book value				
At December 31, 2021	**251**	**733**	**26**	**1,010**
Cost				
At January 1, 2022	291	870	38	**1,199**
Additions	22	158	8	**188**
Impairment	(4)	(10)	—	**(14)**
Disposals	(6)	(29)	(1)	**(36)**
Reclassification to assets held for sale	1	—	—	**1**
Foreign exchange	(13)	(38)	(2)	**(53)**
At December 31, 2022	**291**	**951**	**43**	**1,285**
Depreciation				
At January 1, 2022	(40)	(137)	(12)	**(189)**
Charge for the year	(22)	(70)	(8)	**(100)**
Disposals	3	23	1	**27**
Foreign exchange	2	8	1	**11**
At December 31, 2022	**(57)**	**(176)**	**(18)**	**(251)**
Net book value				
At December 31, 2022	**234**	**775**	**25**	**1,034**

*Comparative figures for have been re-presented to align with 2022 presentation

Depreciation expense of $89 million (2021: $114 million) has been charged in cost of sales and $11 million (2021: $8 million) in sales, general and administrative expenses.

Construction in progress included within plant and machinery at December 31, 2022 was $147 million (2021: $105 million).

Included in property, plant and equipment is an amount for land of $62 million (2021: $66 million) which is not depreciated.

Substantially all of the Group's property, plant and equipment is pledged as security under the terms and conditions of the Group's financing arrangements.

An amount of $2 million relates to the carrying value of assets identified as held for sale within the Europe CGU on the reporting date.

Right-of-use assets

The net book value of right-of-use assets can be analyzed as follows:

Net book value	Land and buildings $'m	Plant and machinery $'m	Office equipment, vehicles and others $'m	Total $'m
At December 31, 2022	66	8	5	**79**
At December 31, 2021	72	8	6	**86**

The depreciation expense for the year of the right-of-use assets can be analyzed as follows

Depreciation	Land and buildings $'m	Plant and machinery $'m	Office equipment, vehicles and others $'m	Total $'m
Charge for year ended December 31, 2022	15	4	4	**23**
Charge for year ended December 31, 2021	14	5	4	**23**

Total additions to the right-of-use assets of $22 million (2021: $21 million), total disposals of $2 million (2021: $2 million), and a foreign exchange loss of $5 million (2021: loss of $4 million) was recognized during the year ended December 31, 2022.

During the year, the Group incurred short-term and variable lease expenses of $9 million (2021: $12 million), primarily related to warehouse and plant equipment leases.

Capital commitments

The following capital commitments in relation to property, plant and equipment were authorized by management, but have not been provided for in the consolidated financial statements:

	At December 31,	
	2022 $'m	2021 * $'m
Contracted for	53	38
Not contracted for	31	23
	84	**61**

*Comparative figures for have been re-presented to align with 2022 presentation

10. Other non-current assets

At December 31, 2022, other non-current assets of $7 million (2021: $5 million) include $3 million relating to the Group's investment in its immaterial joint venture.

11. Inventories

	At December 31,	
	2022	2021
	$'m	$'m
Raw materials & consumables	314	167
Work-in-progress	111	70
Finished goods	190	150
	615	**387**

Certain inventories held by the Group have been pledged as security under the Group's Global ABL Facility (Note 16). The amount recognized as a write down in inventories during the year was $34 million (2021: $16 million).

12. Trade and other receivables

	At December 31,	
	2022	2021
	$'m	$'m
Trade receivables	276	284
Other receivables and prepayments	81	131
	357	**415**

Included in other receivables and prepayments is an amount of $16 million (2021: $16 million) related to income tax recoverable.

The fair values of trade and other receivables approximate the amounts shown above. Movements on the provision for impairment of trade receivables during the year ended December 31, 2022, are as follows:

	Year ended December 31,	
	2022	2021
	$'m	$'m
At January 1,	**(4)**	**(4)**
Provision for receivables impairment	—	(1)
Foreign exchange	—	1
At December 31,	**(4)**	**(4)**

The majority of the provision above relates to balances, which are more than six months past due. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable set out above.

Provisions against specific balances

Significant balances are assessed for evidence of increased credit risk. Examples of factors considered are high probability of bankruptcy, breaches of contract or major concession being sought by the customer. Instances of significant single customer related bad debts are rare and there is no significant concentration of risk associated with particular customers.

Providing against the remaining population of customers

The Group monitors actual historical credit losses and adjusts for forward-looking information to measure the level of expected losses. Adverse changes in the payment status of customers of the Group, or national or local economic conditions that correlate with defaults on receivables owing to the Group, may also provide a basis for an increase in the level of provision above historic loss experience.

As of December 31, 2022, trade receivables of $25 million (2021: $46 million) were past due but not impaired. These relate to a number of customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

	At December 31,	
	2022 $'m	2021 $'m
Up to three months past due	22	40
Three to six months past due	1	3
Over six months past due	2	3
	25	**46**

13. Contract assets

The following table provides information about significant changes in contract assets:

	Year ended December 31,	
	2022 $'m	2021 $'m
At January 1,	**28**	**30**
Transfers from contract assets recognized at beginning of year to receivables	(28)	(30)
Increases as a result of new contract assets recognized during the year	33	30
Foreign exchange losses	(3)	(2)
Balance as at December 31,	**30**	**28**

14. Cash, cash equivalents and other financial assets

	At December 31,	
	2022 $'m	2021 $'m
Cash at bank and in hand	166	198
Short term bank deposits	—	15
Cash and cash equivalents as per the statement of cash flows	**166**	**213**
Restricted cash	4	2
Other financial assets	9	—
Cash, cash equivalents and other financial assets	**179**	**215**

Restricted cash includes cash required by law in dedicated accounts. Other financial assets represent are highly liquid instruments redeemable on demand.

TRIVIUM PACKAGING

15. Issued capital

Share capital

Issued and fully paid shares:

	Common shares (par value €1) (million)	Total $'m
At January 1, 2021	**40**	**44**
Share issuance	—	—
At December 31, 2021	**40**	**44**
Share issuance	—	—
At December 31, 2022	**40**	**44**

The Company's two shareholders are OTPP, representing an approximate 58% stake in the Company through one of its controlled entities, and Ardagh, representing an approximate 42% stake in the Company.

There were no share transactions in the year ended December 31, 2022 and 2021.

16. Indebtedness and derivative financial instruments

The Group's net external debt was as follows:

	At December 31,	
	2022 $'m	2021 $'m
Loan notes	2,783	2,842
Other financing	94	89
Indebtedness	**2,877**	**2,931**
Cash, cash equivalents and other financial assets	(179)	(215)
Derivative financial instruments used to hedge foreign currency and interest rate risk	(46)	2
Net debt	**2,652**	**2,718**

The Group's indebtedness of $2,877 million (2021: $2,931 million) is classified as non-current liabilities of $2,855 million (2021: $2,909 million) and current liabilities of $22 million (2021: $22 million) in the consolidated statement of financial position at December 31, 2022.

At December 31, 2022, the Group's net debt and available liquidity was as follows:

Facility	Currency	Maximum amount drawable	Final maturity date	Facility type	Amount drawn		Undrawn amount/ Liquidity
		Local currency 'm			Local currency 'm	$'m	$'m
3.750% Senior Secured Notes	EUR	625	15-Aug-26	Bullet	625	666	—
5.500% Senior Secured Notes	USD	1,050	15-Aug-26	Bullet	1,050	1,050	—
Floating Senior Secured (three-month EURIBOR + 3.750%)	EUR	355	15-Aug-26	Bullet	355	379	—
8.500% Senior Notes	USD	700	15-Aug-27	Bullet	700	700	—
Global ABL Facility	USD	313	11-Apr-27	Revolving	—	—	313
Lease Obligations	Various	—	—	Amortizing	—	84	—
Other Indebtedness	Various	—	—	Amortizing	—	15	—
						2,894	**313**
Deferred debt issue costs						(17)	—
Indebtedness / undrawn facilities						**2,877**	**313**
Cash, cash equivalents and other financial assets						(179)	179
Derivative financial instruments used to hedge foreign currency and interest rate risk						(46)	—
Net debt / available liquidity						**2,652**	**492**

At December 31, 2021, the Group's net debt and available liquidity was as follows:

Facility	Currency	Maximum amount drawable	Final maturity date	Facility type	Amount drawn		Undrawn amount/ Liquidity
		Local currency 'm			Local currency 'm	$'m	$'m
3.750% Senior Secured Notes	EUR	625	15-Aug-26	Bullet	625	708	—
5.500% Senior Secured Notes	USD	1,050	15-Aug-26	Bullet	1,050	1,050	—
Floating Senior Secured (three-month EURIBOR + 3.750%)	EUR	355	15-Aug-26	Bullet	355	402	—
8.500% Senior Notes	USD	700	15-Aug-27	Bullet	700	700	—
Global ABL Facility	USD	240	31-Oct-24	Revolving	—	—	240
Lease Obligations	Various	—	—	Amortizing	—	90	—
Other Indebtedness	Various	—	—	Amortizing	—	3	—
						2,953	**240**
Deferred debt issue costs						(22)	—
Indebtedness / undrawn facilities						**2,931**	**240**
Cash, cash equivalents and other financial assets						(215)	215
Derivative financial instruments used to hedge foreign currency and interest rate risk						2	—
Net debt / available liquidity						**2,718**	**455**

At December 31, 2022, the Group had $313 million (2021: $240 million) available under the $330 million (2021: $250 million) Global ABL Facility, nil of which is drawn.

A number of the Group's lending agreements contain covenants that restrict the Group's flexibility in certain areas such as incurrence of additional indebtedness (primarily maximum indebtedness to Adjusted EBITDA and a minimum Adjusted EBITDA to interest expense), payment of dividends and incurrence of liens. The Global ABL Facility is subject to a springing fixed charge coverage ratio covenant. The facility also includes cash dominion, representations, warranties, events of default and other covenants that are generally of a nature customary for such facilities.

The movement in net debt is as follows:

	Year ended December 31,	
	2022 $'m	2021 $'m
Decrease/(increase) in cash, cash equivalents and other financial assets, net of foreign currency movement	36	(58)
Decrease in indebtedness and derivative financial instruments	(102)	(150)
Decrease in net debt	**(66)**	**(208)**
Net debt at January 1,	2,718	2,926
Net debt at December 31,	**2,652**	**2,718**

The decrease in cash and cash equivalents of $45 million (2021: increase $58 million) is partially offset by the increase of other financial assets $9 million (2021: $nil).

The decrease in indebtedness and derivative financial instruments primarily includes proceeds from borrowings of $154 million (2021: $231 million), increase of other indebtedness due to equipment financing in U.S. of $10 million (2021: $nil), a net foreign exchange gain on borrowings of $66 million (2021: $93 million gain), a fair value gain on the derivative financial instruments used to hedge foreign currency of $48 million (2021: $51 million gain), amortization of a deferred finance cost asset recognized on the issued bonds and Global ABL Facility of $8 million (2021: $9 million), repayment of borrowings of $151 million (2021: $238 million), and a decrease in lease obligations of $6 million (2021: decrease of $6 million).

The maturity profile of the Group's total indebtedness is as follows:

	At December 31,	
	2022 $'m	2021 $'m
Within one year or on demand	22	22
Between one and three years	26	26
Between three and five years	2,810	2,177
Greater than five years	36	728
	2,894	**2,953**
Deferred debt issue costs	(17)	(22)
	2,877	**2,931**

The maturity profile of the contractual undiscounted cash flows related to the Group's lease liabilities as of December 31, 2022, is as follows:

	At December 31,	
	2022	2021
	$'m	$'m
Not later than one year	21	22
Later than one year and not later than five years	53	54
Later than five years	40	41
	114	**117**

The table below analyses the Group's financial liabilities (including interest payable) into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contracted undiscounted cash flows.

At December 31, 2022	Indebtedness $'m	Derivative financial instruments $'m	Trade and other payables $'m
Within one year or on demand	189	—	776
Between one and three years	359	—	—
Between three and five years	2,978	—	—
Greater than five years	50	—	—

At December 31, 2021	Indebtedness $'m	Derivative financial instruments $'m	Trade and other payables $'m
Within one year or on demand	185	—	697
Between one and three years	350	—	—
Between three and five years	2,463	2	—
Greater than five years	779	—	—

Trade and other payables are shown exclusive of other tax and social security payable.

The carrying amount and fair value of the Group's indebtedness (excluding lease obligations) are as follows:

	Carrying value			Fair value
At December 31, 2022	Amount drawn $'m	Deferred debt issue costs $'m	Total $'m	Total $'m
Loan notes	2,795	(12)	2,783	2,570
Global ABL Facility and other indebtedness	15	(5)	10	15
	2,810	**(17)**	**2,793**	**2,585**

	Carrying value			Fair value
At December 31, 2021	Amount drawn $'m	Deferred debt issue costs $'m	Total $'m	Total $'m
Loan notes	2,860	(18)	2,842	2,946
Global ABL Facility and other indebtedness	3	(4)	(1)	3
	2,863	**(22)**	**2,841**	**2,949**

Effective interest rates

The effective interest rates of borrowings at the reporting date are as follows:

	Currency	2022	2021
3.750% Senior Secured Notes due 2026	EUR	4.04%	4.04%
5.500% Senior Secured Notes due 2026	USD	5.84%	5.84%
Floating Senior Secured (three-month EURIBOR + 3.750%) due 2026	EUR	4.67%	4.06%
8.500% Senior Notes due 2027	USD	8.92%	8.92%
Other financing	Various	3.7%-6.9%	1.6%-3.14%

The carrying amounts of the Group's indebtedness are denominated in the following currencies:

	At December 31,	
	2022 $'m	2021 $'m
Euro	1,080	1,143
U.S. dollar	1,761	1,748
Other	36	40
	2,877	**2,931**

Fair value methodology

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair values are calculated as follows:

(i) Senior secured and senior notes - The fair value of debt securities in issue is based on valuation techniques in which all significant inputs are based on observable market data, which represent Level 2 inputs
(ii) Global ABL Facility and other indebtedness - The estimated value of fixed interest-bearing deposits is based on discounted cash flows using prevailing money-market interest rates for debts with similar credit risk and remaining maturity
(iii) CCIRS - The fair values of the CCIRS are derived using Level 2 valuation inputs
(iv) Commodity and foreign exchange derivatives - The fair value of these derivatives is based on quoted market prices and represent Level 2 inputs

Derivative financial instruments

	Assets		Liabilities	
	Fair values $'m	Contractual or notional amounts $'m	Fair values $'m	Contractual or notional amounts $'m
Metal forward contracts	—	3	1	38
Cross currency interest rate swaps	46	750	—	—
Forward foreign exchange contracts	—	—	—	41
At December 31, 2022	**46**	**753**	**1**	**79**

	Assets		Liabilities	
	Fair values $'m	Contractual or notional amounts $'m	Fair values $'m	Contractual or notional amounts $'m
Metal forward contracts	5	28	—	14
Cross currency interest rate swap	—	—	2	750
Forward foreign exchange contracts	—	28	—	—
At December 31, 2021	**5**	**56**	**2**	**764**

Derivative instruments with a fair value of $46 million (2021: non-current liabilities $2 million) are classified as non-current asset, $1 million (2021: $nil) as current liabilities and $nil (2021: $5 million) as current assets in the consolidated statement of financial position at December 31, 2022.

With the exception of the CCIRS which matures in August 2025, the remaining derivative assets and liabilities mature within one year. With the exception of interest on the CCIRS, all cash payments in relation to derivative instruments are paid or received when they mature. Bi-annual interest cash payments and receipts are made and received in relation to the CCIRS.

The Group mitigates the counterparty risk for derivatives by contracting with major financial institutions which have high credit ratings.

Cross currency interest rate swaps

The Group hedges certain portions of its external indebtedness and interest payable thereon using CCIRS, with a net asset at December 31, 2022 of $46 million (December 31, 2021: $2 million net liability).

Net investment hedge in foreign operations

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

The Group has designated $482 million of its 5.5% Senior Secured Notes due 2026 as a net investment hedge. A loss of $31 million (2021: a loss of $40 million) was recognized in relation to this hedge in the consolidated statement of comprehensive income. No hedge ineffectiveness was recognized in the consolidated statement of income.

Metal swap contracts

The Group hedges a substantial portion of its anticipated metal purchases. Excluding conversion and freight costs, the physical metal deliveries are priced based on the applicable indices agreed with the suppliers for the relevant month. The Group determines the existence of an economic relationship between the hedged item and the hedging instrument based on common indices used. Ineffectiveness may arise if there are changes in the forecasted transaction in terms pricing, timing, quantities, or if there are changes in the credit risk of the Group or the counterparty. The Group applies a hedge ratio of 1:1.

Fair values have been based on quoted market prices and are valued using Level 2 valuation inputs. The fair value of these contracts when initiated is nil. No premium is paid or received.

Foreign exchange forward and swap contracts

The Group is exposed to several currencies and, accordingly, hedges a portion of its currency transaction risk. Certain forward contracts are designated as cash flow hedges and are set so to closely match the critical terms of the underlying cash flows. In hedges of forecasted foreign currency sales and purchases ineffectiveness may arise for similar reasons as outlined for metal forward contracts.

The fair values are based on Level 2 valuation techniques and observable inputs including the contract prices. The fair value of these contracts when initiated is nil. No premium is paid or received.

17. Employee benefit obligations

The Group operates defined benefit or defined contribution pension schemes in most of its countries of operation and the assets are held in separately administered funds. The principal funded defined benefit schemes, which are funded by contributions to separately administered funds, are in the U.K. and the U.S.

Other defined benefit schemes are unfunded and the provision is recognized in the consolidated statement of financial position. The principal unfunded scheme is in Germany.

The contribution rates to the funded plans are agreed with the Trustee boards, plan actuaries and the local pension regulators periodically. In addition, the Group has other employee benefit obligations in certain territories.

Total employee obligations recognized in the consolidated statement of financial position is $286 million (2021: $339 million), net of positive employee obligations of $3 million (2021: nil) which are presented within other non-current assets. The total employee obligations include defined benefit pension schemes of $162 million (2021: $228 million) and other employee benefit obligations of $121 million (2021: $111 million).

Defined benefit pension schemes

The employee obligations and assets of the defined benefit schemes included in the consolidated statement of financial position are analyzed below:

	U.S.		Germany		UK		Other		Total	
	2022 $'m	2021 $'m	2022 $'m	2021 $'m	2022 $'m	2021 $'m	2022 $'m	2021 $'m	2022 $'m	2021 $'m
Obligations *	(15)	(21)	(156)	(223)	(87)	(147)	(2)	(2)	**(260)**	**(393)**
Assets	18	24	0	—	79	140	1	1	**98**	**165**
Net obligations	**3**	**3**	**(156)**	**(223)**	**(8)**	**(7)**	**(1)**	**(1)**	**(162)**	**(228)**

*Comparative figures for have been re-presented to align with 2022 presentation

The Group does not have the right to offset the net asset and obligation position between individual defined benefit pension schemes presented above.

In the event of a wind-up of the US scheme, following the full settlement of scheme liabilities by the Trustees, the pension scheme rules provide the Group with an unconditional right to a refund of any remaining surplus. In the ordinary course of business, the Trustees have no rights to wind up or change the benefits due to members of the scheme. As a result, the net surplus in these pension schemes is recognized in full.

The amounts recognized in the consolidated statement of income are:

	Year ended December 31,	
	2022 $'m	2021 $'m
Current service cost and administration costs:		
Cost of sales – current service cost (Note 7) *	(2)	(2)
Cost of sales – past service credit (Note 7)	—	1
Total current service cost	**(2)**	**(1)**
Finance expense	(2)	(2)
Total current service cost and administration costs	**(4)**	**(3)**

*Comparative figures have been re-presented to align with 2022 presentation

The amounts recognized in the consolidated statement of comprehensive income are:

	Year ended December 31,	
	2022 $'m	2021 $'m
Re-measurement of defined benefit obligation:		
Actuarial (loss)/gain arising from changes in demographic assumptions	(1)	2
Actuarial gain arising from changes in financial assumptions	108	7
Actuarial (loss)/gain arising from changes in experience	(12)	10
	95	**19**
Re-measurement of plan assets:		
Actual (loss)/gain, net of expected return on plan assets	(52)	11
Actuarial gain for the year on defined benefit pension schemes	**43**	**30**

The actual return on plan assets resulted in a loss of $49 million in 2022 (2021: a gain of $14 million).

Movement in the defined benefit obligations and assets is as follows:

	Obligations		Assets	
	2022 $'m	2021 * $'m	2022 $'m	2021 $'m
At January 1,	(394)	(443)	165	154
Current service cost	(2)	(2)	—	—
Past service cost	—	1	—	—
Interest (cost)/income	(5)	(5)	3	3
Re-measurements	95	19	(52)	11
Employer contributions	—	—	4	14
Benefits paid	15	14	(6)	(16)
Foreign exchange	31	23	(16)	(1)
At December 31,	**(260)**	**(393)**	**98**	**165**

*Comparative figures have been re-presented to align with 2022 presentation.

The defined benefit obligations above include $157 million in 2022 (2021: $224 million) of unfunded obligations.

Plan assets comprise:

	At December 31,			
	2022 $'m	2022 %	2021 $'m	2021 %
Equities and investments funds	45	46	119	73
Bonds	53	54	42	25
Cash	—	—	4	2
	98	**100**	**165**	**100**

The pension assets are principally unquoted instruments and do not include any of the Company's ordinary shares, other securities or other Group assets.

Investment strategy

The choice of investments takes account of the expected maturity of the future benefit payments. The plans invest in diversified portfolios consisting of an array of asset classes that attempt to maximize returns while minimizing volatility. The asset classes include national and international equities, fixed income government and non-government securities and real estate, as well as cash.

Characteristics and associated risks

The U.S. sponsors a defined benefit pension plan which is subject to Federal law ("ERISA"), reflecting regulations issued by the Internal Revenue Service ("IRS") and the Department of Labor.

The U.S. plan covers hourly employees only. Plan benefits are determined using a formula which reflects the employees' years of service and is based on a final average pay formula.

The U.K. pension plans are trust-based U.K. funded final salary defined benefit schemes providing pensions and lump sum benefits to members and dependents. The pension plan in the U.K. has been closed to future accrual from July 1, 2014. For this plan, pensions are calculated based on

service to the point of closure, but with members' benefits retaining a final salary link while employed by the Company.

The U.K. pension plans are each governed by a board of trustees, which includes members who are independent of the Company. The trustees are responsible for managing the operation, funding and investment strategy. The U.K. pension plans are subject to the U.K. regulatory framework, the requirements of the Pensions Regulator and are subject to a statutory funding objective.

The Group operates a number of defined benefit pension schemes in Germany. The pension plans in Germany operate under the framework of German Company Pension Law (BetrAVG) and general regulations based on German Labor Law. The entitlements of the plan members depend on years of service and final salary. Furthermore, the plans provide the employees with the options of lifelong pensions, a defined amount of installment payments upon reaching retirement age, or a one-time lump sum payment upon reaching such retirement age. No separate assets are held in trust, i.e., the plans are unfunded defined benefit plans.

Assumptions and sensitivities

The principal pension assumptions used in the preparation of the consolidated financial statements take account of the different economic circumstances in the countries of operations and the different characteristics of the respective plans, including the duration of the obligations.

The ranges of the principal assumptions applied in estimating defined benefit obligations were:

	U.S.		Germany		UK	
	2022 %	2021 %	2022 %	2021 %	2022 %	2021 %
Rates of inflation	N/A	N/A	2.20	1.70	2.70	3.00
Rates of increase in salaries	N/A	N/A	2.75	2.50	3.25	3.35
Discount rates *	5.07	2.86	3.85 – 3.87	0.88 – 0.99	4.80	1.80

*Comparative figures have been re-presented to align with 2022 presentation.

Assumptions regarding future mortality experience are set based on actuarial advice in accordance with published statistics and experience.

These assumptions translate into the following average life expectancy in years for a pensioner retiring at age 65. The mortality assumptions for the countries with the most significant defined benefit plans are set out below:

	U.S.		Germany		UK	
	2022 Years	2021 Years	2022 Years	2021 Years	2022 Years	2021 Years
Life expectancy, current pensioners *	22	21	22	24	22	21
Life expectancy, future pensioners	23	23	25	25	24	22

*Comparative figures have been re-presented to align with 2022 presentation.

If the discount rate were to decrease by 50 basis points from management estimates, the carrying amount of the pension obligations would increase by an estimated $16 million (2021: $30 million). If the discount rate were to increase by 50 basis points, the carrying amount of the pension obligations would decrease by an estimated $15 million (2021: $29 million).

If the inflation rate were to decrease by 50 basis points from management estimates, the carrying amount of the pension obligations would decrease by an estimated $11 million (2021: $37 million). If the inflation rate were to increase by 50 basis points, the carrying amount of the pension obligations would increase by an estimated $12 million (2021: $20 million).

If the salary increase rate were to decrease by 50 basis points from management estimates, the carrying amount of the pension obligations would decrease by an estimated $1 million (2021: $10 million). If the salary increase rate were to increase by 50 basis points, the carrying amount of the pension obligations would decrease by an estimated $1 million (2021: $8 million).

The impact of increasing the life expectancy by one year would result in an increase in the Group's liability of $9 million (2021: $14 million) at December 31, 2022, holding all other assumptions constant.

The Group's best estimate of contributions expected to be paid to defined benefit plans in 2022 is $4 million (2021: $5 million). The principal defined benefit schemes are described briefly below:

Nature of the schemes	**Germany * Unfunded**	**UK Funded**	**U.S. Funded**
2022			
Active members	433	55	54
Deferred members	552	274	116
Pensioners including dependents	181	1,208	181
Weighted average duration (years)	8	15	12
2021			
Active members	502	55	58
Deferred members	538	274	120
Pensioners including dependents	1,179	423	180
Weighted average duration (years)	10	18	14

*Comparative figures have been re-presented to align with 2022 presentation.

The expected total benefit payments over the next five years are:

	2023 $'m	**2024 $'m**	**2025 $'m**	**2026 $'m**	**2027 $'m**	**Subsequent five years $'m**
Benefits	18	15	15	16	17	85

The Group also has defined contribution plans; the contribution expense associated with these plans for 2022 was $13 million (2021: $10 million). The Group's best estimate of the contributions expected to be paid to these plans in 2023 is $14 million.

Other employee benefits

	At December 31,	
	2022 $'m	2021 * $'m
End of service employee benefits	15	23
Long-term performance-based plan	93	73
Long-term employee benefits	13	15
	121	**111**

*Comparative figures have been re-presented to align with 2022 presentation.

End of service employee benefits principally comprise amounts due to be paid to employees leaving the Group's service in France and Italy. Total service costs associated with these benefits were $1 million (2021: $nil) and the actuarial gain was $6 million (2021: $2 million).

The long-term performance-based plan comprises of an annual long-term (five-years) cash-bonus incentive program expected to be payable in 2025 for senior management of the Group. The total charge recorded in the consolidated statement of income for the year ended December 31, 2022, amounted to $20 million (2021: $49 million). Of this charge, an amount of $3 million (2021: $nil) related to the discounting effect of the long-term liability is disclosed as net pension interest costs within net finance expense (Note 5).

Long-term employee benefit obligations comprise amounts due to be paid under post-retirement medical schemes in United States of America, partial retirement contracts in Germany and other obligations to pay benefits primarily related to long service awards. Total service costs associated with these benefits were $3 million (2021: $2 million) and the actuarial gain was $2 million (2021: $1 million).

18. Provisions

	At December 31,	
	2022 $'m	2021 $'m
Current	31	64
Non-current	17	30
	48	**94**

The movement in the provision balances is analysed as follows:

	Re-structuring $'m	Customer claims $'m	Environment related $'m	Other provisions $'m	Total provisions $'m
At January 1, 2021	10	13	14	25	62
Provided	59	12	—	13	84
Released	—	(5)	(5)	(3)	(13)
Paid	(29)	(1)	—	(2)	(32)
Foreign exchange	(2)	(1)	(1)	(3)	(7)
At December 31, 2021	**38**	**18**	**8**	**30**	**94**
At January 1, 2022	38	18	8	30	94
Provided	13	7	—	4	24
Released	(5)	(9)	(1)	(4)	(19)
Paid	(27)	(6)	—	(11)	(44)
Foreign exchange	(3)	(1)	—	(3)	(7)
At December 31, 2022	**16**	**9**	**7**	**16**	**48**

The restructuring provision relates to redundancy and other restructuring costs. Customer claims comprise product quality and cyber incident related claim provisions. Environmental provisions relate to probable environmental claims. Other provisions comprise tax related indemnification provisions, major maintenance, transformation related provisions as well as legal claims, probable workers compensations and contractual incentives.

Most of the restructuring provision is expected to be paid in 2023. The remaining balance represents longer term provisions for which the timing of the related payments is subject to uncertainty.

19. Trade and other payables

	At December 31,	
	2022 $'m	2021 $'m
Trade payables	618	509
Other payables and accruals	141	172
Interest payable *	50	50
Other tax and social security payable	19	26
Payables and accruals for exceptional items	16	13
Related party payable	3	3
	847	**773**

*Comparative figures for have been re-presented to align with 2022 presentation

The fair values of trade and other payables approximate the amounts shown above. Other payables and accruals mainly comprise accruals for operating expenses.

Interest payable of $50 million (2021: $50 million) includes interest on Senior Secured and Senior Notes of $56 million (2021: $56 million) and net interest receivable on CCIRS of $6 million (2021: $6 million).

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20. Cash generated from operating activities

	Year ended December 31,	
	2022	2021
	$'m	$'m
Profit/(loss) for the year	**18**	**(129)**
Income tax charge (Note 6)	62	1
Net finance expense (Note 5)	171	167
Depreciation and amortization (Notes 8, 9) *	256	288
Exceptional operating items (Note 4)	76	77
Long-term performance-based plan (Note 17)	17	49
Loss/(gain) on disposal of PPE *	4	(2)
Movement in working capital	(183)	(16)
Other exceptional incident and transactional costs paid	(48)	(25)
Exceptional restructuring paid	(27)	(29)
Movement in restricted cash	(2)	—
Cash generated from operating activities	**344**	**381**

*Comparative figures for have been re-presented to align with 2022 presentation

21. Related party information

(i) Joint venture

At December 31, 2022, the Group owns 49% of shares in Copal SAS. The group recognized expenses of $2 million (2021: $2 million) related to services received from Copal SAS during the year ended December 31, 2022.

(ii) Key management compensation

Key management are those persons who have the authority and responsibility for planning, directing and controlling the activities of the Group. Key management is comprised of the Group's senior management team during the reporting period. The amount payable at December 31, 2022, amounted to $71 million (2021: $65 million). The total cost recognized in the reporting period is as follows:

	Year ended December 31,	
	2022 $'m	2021 $'m
Salaries and other short-term employee benefits	7	16
Other compensation	17	35
Total key management compensation	**24**	**51**

(iii) Pension schemes

The Group's pension schemes are considered related parties. For details of all transactions during the year, please see Note 17.

(iv) Related party balances

The Group was party to a Mutual Services Agreement ("MSA") with its shareholder, Ardagh Group S.A. ("Ardagh"), pursuant to which the Group and Ardagh provided services to each other. These services ended on October 31, 2022.

The Group recognized expenses of $2 million (2021: $11 million) in respect of the MSA during the year ended December 31, 2022.

At December 31, 2022, the Group has a net payable balance due to the Dutch pension fund of $3 million (2021: $3 million) and recognized contributions in respect to the Dutch pensions fund of $11 million (2021: $11 million).

(v) Subsidiaries

The following table provides information relating to our principal operating subsidiaries, all of which are wholly owned, at December 31, 2022.

Company	Country of incorporation	Activity
Trivium Packaging Czech Republic s.r.o.	Czech Republic	Metal Packaging
Trivium Packaging Germany GmbH	Germany	Metal Packaging
Trivium Packaging Erftstadt GmbH	Germany	Metal Packaging
Trivium Packaging Denmark A/S	Denmark	Metal Packaging
Trivium Packaging Iberica SA	Spain	Metal Packaging
Trivium Packaging U.K. Ltd	United Kingdom	Metal Packaging
Trivium Packaging West France SAS	France	Metal Packaging
Trivium Metal Packaging France SAS	France	Metal Packaging
Trivium Aluminum Packaging France SAS	France	Metal Packaging
Trivium Packaging Hungary Kft.	Hungary	Metal Packaging
Trivium Aluminum Packaging Hungary Kft.	Hungary	Metal Packaging
Trivium Packaging Italy Srl	Italy	Metal Packaging
Trivium Packaging Korea Chusik Hoesa	South Korea	Metal Packaging
Trivium Packaging Morocco SAS	Morocco	Metal Packaging
Trivium Packaging Netherlands B.V.	Netherlands	Metal Packaging
Trivium Aluminum Packaging Netherlands B.V.	Netherlands	Metal Packaging
Trivium Packaging Finance B.V.	Netherlands	Finance Company
Trivium Packaging Treasury B.V.	Netherlands	Treasury Company
Trivium Packaging Poland Sp.Z.o.o.	Poland	Metal Packaging
Trivium Packaging Romania S.A.	Romania	Metal Packaging
Trivium Packaging (Seychelles) Ltd	Seychelles	Metal Packaging
Trivium Packaging Ukraine LLC	Ukraine	Metal Packaging
Trivium Packaging Canada Limited	Canada	Metal Packaging
Trivium Packaging USA Inc.	United States	Metal Packaging
Trivium Aluminum Packaging USA Corporation	United States	Metal Packaging
Trivium Packaging Argentina S.A.	Argentina	Metal Packaging
Trivium Packaging Brasil – Fabricacao de Embalagens de Aluminio Ltda	Brazil	Metal Packaging

22. Financial risk factors

The Group's activities expose it to a variety of financial risks: capital structure and risk, interest rate risk, currency exchange risk, commodity price risk, credit risk and liquidity risk.

Capital structure and risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and provide returns to its shareholders. The Group funds its operations primarily from the following sources of capital: borrowings and cash flow. The Group aims to achieve a capital structure that results in an appropriate cost of capital to accommodate material investments, while providing flexibility in short- and medium-term funding. The Group also aims to maintain a strong balance sheet and to provide continuity of financing by having a range of maturities and borrowing from a variety of sources.

The Group's overall treasury objectives are to ensure sufficient funds are available for the Group to carry out its strategy and to manage certain financial risks to which the Group is exposed, details of which are provided below.

Financial risks are managed on the advice of Treasury personnel and senior management. The Group does not permit the use of treasury instruments for speculative purposes, under any circumstances. Treasury personnel regularly review the level of cash and debt facilities required to fund the Group's activities, plans for repayments and refinancing of debt, and identifies an appropriate amount of headroom to provide a reserve against unexpected funding requirements.

Additionally, financial instruments, including derivative financial instruments, are used to hedge exposure to interest rate risk, currency exchange risk and commodity price risk.

Interest rate risk

The Group's policy, in the management of interest rate risk, is to strike the right balance between the Group's fixed and floating rate financial instruments, which occasionally includes the use of cross currency interest rate swaps ("CCIRS"). The balance struck is dependent on prevailing interest rate markets at any point in time.

At December 31, 2022, the Group's external borrowings were 83.8% (2021: 83.2%) fixed with a weighted average interest rate of 5.2% (2021: 5.2%). The weighted average interest rate of the Group for the year ended December 31, 2022 was 5.3% (2021: 4.9%).

Holding all other variables constant, including levels of the Group's external indebtedness, at December 31, 2022 a one percentage point increase in variable interest rates would increase interest payable by approximately $5 million (2021: $5 million) for a 12-month period.

Foreign currency risk

The Group presents its consolidated financial information in U.S. dollar.

The Group operates in twenty countries, across five continents and its main currency exposure in the year to December 31, 2022, from the euro functional currency of its parent company, were in relation to the U.S. dollar, British pound, Polish zloty, Danish krone, Czech koruna, Ukrainian Hryvnia, Argentinian peso and Brazilian real. Foreign currency risk arises from future commercial transactions, recognized assets and liabilities, and net investments in foreign operations.

As a result of the consolidated financial statements being presented in U.S dollar, the Group's results are also impacted by fluctuations in the U.S. dollar exchange rate versus the euro.

The Group has a limited level of transactional currency exposure arising from sales or purchases by operating units in currencies other than their functional currencies.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Foreign currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings and swaps denominated in the Group's principal foreign currencies.

Fluctuations in the value of these foreign currencies with respect to the euro functional currency may have a significant impact on the Group's financial condition and results of operations. When considering the Group's position, the Group believes that a strengthening of the euro exchange rate (the functional currency of Trivium Packaging B.V.) by 1% against all other foreign currencies from the December 31, 2022 rate would decrease shareholders' equity by approximately $7 million (2021: $8 million).

Commodity price risk

The Group is exposed to changes in prices of its main raw materials, primarily steel, aluminum and energy. Production costs are exposed to changes in prices of our main raw materials, primarily steel and aluminum. Steel price has a variable cost associated with its raw material components, coking coal and iron ore. As coking coal and iron ore are priced in U.S. dollars, fluctuations in the U.S. dollar/euro rate also effect their euro cost. The price and foreign currency risk on the steel purchases are hedged by entering into swaps under which we pay fixed euro. The hedging market for coking coal is a relatively new market which does not have the depth of the iron ore and aluminum market and as a consequence, there might be limitations to placing hedges in the market and consequently the Group has no active hedges for coking coal at the reporting date.

Aluminum ingot is traded daily as a commodity on the London Metal Exchange, which has historically been subject to significant price volatility. Because aluminum is priced in U.S. dollars, fluctuations in the U.S. dollar/euro rate also affect the euro cost of aluminum ingot. The price and foreign currency risk on the aluminum purchases are hedged by entering into swaps which pays fixed euro and U.S. dollar prices, respectively. Furthermore, the relative price of oil and its by-products may materially impact our business, affecting our transport, lacquer and ink costs.

Where we do not have pass-through contracts in relation to the underlying metal raw material cost the Group uses derivative agreements to manage this risk. The Group depends on an active liquid market and available credit lines with counterparty banks to cover this risk. The use of derivative contracts to manage our risk is dependent on robust hedging procedures. Increasing raw material costs over time has the potential, if we are unable to pass on price increases, to reduce sales volume and could therefore have a significant impact on our financial condition. The Group is also exposed to possible interruptions of supply of aluminum and steel or other raw materials and any inability to purchase raw materials could negatively impact our operations.

As a result of the volatility of gas and electricity prices, the Group has either included energy pass-through clauses in our sales contracts or developed an active forward-hedging strategy to fix a significant proportion of our energy costs through contractual arrangements directly with our suppliers, where there is no energy clause in the sales contract.

Where pass-through contracts do not exist the Group policy is to purchase gas and electricity by entering into forward price-fixing arrangements with suppliers for the bulk of our anticipated requirements for the year ahead. Such contracts are used exclusively to obtain delivery of our anticipated energy supplies. The Group does not net settle, nor do we sell within a short period of time after taking delivery. The Group avails of the own use exemption and, therefore, these contracts are treated as executory contracts.

The Group typically builds up these contractual positions in tranches of approximately 10% of the anticipated volumes. Any gas and electricity which is not purchased under forward price-fixing arrangements is purchased under index tracking contracts or at spot prices. As at December 31, 2022, we have 51% of our energy risk covered for 2023.

Credit risk

Credit risk arises from derivative contracts, cash and deposits held with banks and financial institutions, as well as credit exposures to the Group's customers, including outstanding receivables. Group policy is to place excess liquidity on deposit, only with recognized and reputable financial institutions. For banks and financial institutions, we strive for independently rated parties with a minimum rating of "BBB+" from at least two credit rating agencies are accepted, where possible. The credit ratings of banks and financial institutions are monitored to ensure compliance with Group policy. Risk of default is controlled within a policy framework of dealing with high quality institutions and by limiting the amount of credit exposure to any one bank or institution.

Group policy is to extend credit to customers of good credit standing. Credit risk is managed on an on-going basis, by experienced personnel within the Group. The Group's policy for the management of credit risk in relation to trade receivables involves periodically assessing the financial reliability of customers, considering their financial position, past experience and other factors. Provisions are made, where deemed necessary, and the utilization of credit limits is regularly monitored. Management does not expect any significant counterparty to fail to meet its obligations. The maximum exposure to credit risk is represented by the carrying amount of each asset. For the year ended December 31, 2022, the Group's ten largest customers accounted for approximately 42% of total revenues (2021: 40%). There is no recent history of default with these customers.

Surplus cash held by the operating entities over and above the balance required for working capital management is transferred to centralized Treasury. Treasury invests surplus cash in interest-bearing current accounts and time deposits with appropriate maturities to provide sufficient headroom as determined by the below-mentioned forecasts.

Liquidity risk

The Group is exposed to liquidity risk which arises primarily from the maturing of short-term and long-term debt obligations. The Group's policy is to ensure that sufficient resources are available either from cash balances, cash flows or undrawn committed bank facilities, to ensure all obligations can be met as they fall due.

To effectively manage liquidity risk, the Group:

- has committed borrowing facilities that it can access to meet liquidity needs;
- maintains cash balances and liquid investments with highly rated counterparties;
- limits the maturity of cash balances;
- borrows the bulk of its debt needs under long-term fixed rate debt securities; and
- has internal control processes to manage liquidity risk.

Cash flow forecasting is performed in the operating entities of the Group and is aggregated by centralized Treasury. Centralized Treasury monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans.

23. Contingencies

Environmental issues

The Group is regulated under various national and local environmental, occupational health and safety and other governmental laws and regulations relating to:

- operation of installations for the manufacture of metal packaging and surface treatment using solvents;
- generation, storage, handling, use and transportation of hazardous materials;
- emission of substances and physical agents into the environment;
- discharge of wastewater and disposal of waste;
- remediation of contamination;
- design, characteristics, collection and recycling of its packaging products; and
- manufacture, sale and servicing of machinery and equipment for the container metal packaging industry.

The Group believes, based on current information, that it is in substantial compliance with applicable environmental laws and regulations and permit requirements. It does not believe it will be required, under existing or anticipated future environmental laws and regulations, to expend amounts, over and above the amounts accrued, which will have a material effect on its business, financial condition or results of operations or cash flows. In addition, no material proceedings against the Group arising under environmental laws are pending.

Legal matters

The French Competition Authority is currently investigating practices implemented in the sector of the manufacturing and sale of food products in contact with materials that may contain or may have contained Bisphenol A. There is, at this stage, no certainty as to the extent of any charge which may arise as a result of this investigation. Accordingly, no provision or indemnification liability has been recognized.

With the exception of the above legal matter, the Group is involved in certain other legal proceedings arising in the normal course of its business. The Group believes that none of these proceedings, either individually or in aggregate, are expected to have a material adverse effect on its business, financial condition, results of operations or cash flows.

24. Exceptional events

Russia-Ukraine conflict
The Group has been impacted by the invasion of Russia into Ukraine as a result of having operations in both countries at the start of the conflict with two plants situated in Ukraine and one plant in Russia. The Group has subsequently sold its sole operating plant in Russia during the second quarter of 2022, whilst the two plants in Ukraine continue to operate on a relatively normal level. In aggregate, the Ukraine operations contribute less than 1% of the Group's total revenue and assets at the reporting date.

Ukraine
During 2022, the plants in Ukraine remained largely operational and were experiencing continuing local demand for the Group's products. The Group is committed to a continued presence in Ukraine and has therefore conducted a detailed review of condition and recoverability of existing assets as part of the impairment assessment at the reporting date. The assessment resulted in recognition of an impairment loss of $3 million related to the carrying amount of its tangible fixed assets.

The Group used a value in use ("VIU") model for the purposes of impairment testing, as this reflects the Group's intention to hold and operate its assets. The VIU model was adjusted for the uncertainty in the trading environment that could hamper future cashflows and profitability as well as for the enhanced risk of operating in a conflict zone that increases the weighted average cost of capital. Consideration was also given to current operational and trading performance of the plants and sensitivity of the model to changes in future profitability and discount rates.

Russia
The Group concluded that its presence in Russia was no longer viable given the current conflict environment. Consequently, in June 2022, the Group sold its sole operational plant in Vyazma, Russia for $4 million, which marks a full operational exit from the Russian market. The proceeds from disposal, net of cash disposed was $1 million. A restructuring provision has been recorded based on mutual agreement with the impacted staff. The Group has incurred a total exceptional loss of $16 million on the sale of the Russian business, which includes an allocation of $10 million relating to the portion of the Group's goodwill in respect of the carrying value of the Russian investment and this is disclosed as a disposal of a portion of the Goodwill allocated to the Europe CGU (see Note 8 for details).

Flooding event (Erftstadt, Germany)
As a consequence of the flooding event in July 2021, the Erftstadt plant's recovery process is still ongoing. Incremental recovery, ramp up costs and impairment of property, plant and equipment of $4 million was recorded during the year ended December 31, 2022.

Hailstorm damage (Weissenthurm, Germany)
In May 2022, the plant in Weissenthurm, Germany was impacted due to a severe hailstorm in the region. As a result, normal levels of production, sales and logistic operations at the plant were interrupted. The incident also resulted in damages to inventory and items of PPE. To date, an amount of $2 million has been recorded as exceptional costs related mainly to damages to inventory and repair of items of PPE.

Cyber security incident
As a consequence of the cyber security event in May 2021, we continue to incur limited exceptional costs linked to servicing customer contracts and incremental third-party advisory costs linked to the IT recovery activity. An amount of $7 million was recorded during the year ended December 31, 2022 in relation to this incident.

25. Events after the reporting period

No subsequent events were noted between the reporting date and the date of approval of these consolidated financial statements

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