Report to Bondholders

For The Year Ended
December 31, 2024

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TRIVIUM PACKAGING

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Presentation of Financial and Other Information

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 steel 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, IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). References to IFRS Accounting Standards hereafter should be construed as references to IFRS Accounting Standards 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 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 are valued at fair value.

The preparation of consolidated financial information in conformity with IFRS Accounting Standards 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 continuous 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 material 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 6, 2025.

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 and their impact relating to:

- economic, political, credit, and/or financial environment;
- competitive pressures of the markets in which we operate including perception of our products;
- our ability to realize the growth opportunities, cost savings and synergies that are anticipated from the continuous improvement efforts that we undertake;
- worldwide economic activity from global pandemics;
- 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;
- currency, interest rate, credit, liquidity and commodity price fluctuations;
- limited availability or increased cost of energy;
- our ability to fund ongoing capital expenditures;
- climate change and climate events affecting the availability and cost of resources for our products and our ability to conduct business;
- non-compliance with laws and regulations in multiple jurisdictions, including advertising, consumer protection, product requirements, planning, employment, environmental and other laws and regulations;
- changes in legal and regulatory framework, including 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 and divestments;
- changes to 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;
- conducting operations in many different countries;
- 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 and multiples)	
	Year ended December 31, 2024	Year ended December 31, 2023
Income statement data		
Revenue	2,937	3,098
Adjusted EBITDA [(1)]	452	436
Depreciation and amortization expense	(285)	(283)
Net finance expense [(2)]	(198)	(210)
Exceptional operating expense [(3)]	(53)	(58)
(Loss)/Gain on disposal of PP&E	(3)	7
Long-term performance-based plan release [(4)]	27	7
Loss before tax	**(60)**	**(101)**
Income tax charge	(12)	(10)
Loss for the year	**(72)**	**(111)**
Other data		
Adjusted EBITDA margin [(1)]	15.4%	14.1%
Interest expense [(2)]	189	185
Net capital expenditure [(5)]	117	134
Ratio of net debt to LTM Adjusted EBITDA [(1)(8)(9)]	5.6x	6.3x
Balance sheet data		
Cash, cash equivalents and other financial assets [(6)]	344	246
Total assets	4,752	4,993
Indebtedness [(7)]	2,929	2,985
Total equity	483	574
Net debt [(8)]	2,534	2,728

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 31, 2024 and 2023 are presented below.

Reported Currency	Unaudited - Reported (in $ millions, except percentages)			
	Three months ended December 31,		Year ended December 31,	
	2024	2023	2024	2023
Revenue				
EAA	422	427	1,724	1,858
AGAB	284	296	1,213	1,240
Group	**706**	**723**	**2,937**	**3,098**
Adjusted EBITDA [(1)]				
EAA	58	65	268	266
AGAB	44	55	199	182
Corporate	(7)	(3)	(15)	(12)
Group	**95**	**117**	**452**	**436**
Adjusted EBITDA margin [(1)]				
EAA	13.7%	15.2%	15.5%	14.3%
AGAB	15.5%	18.6%	16.4%	14.7%
Corporate	n/a	n/a	n/a	n/a
Group	**13.5%**	**16.2%**	**15.4%**	**14.1%**

Constant Currency	Unaudited - Constant Currency (in $ millions, except percentages)			
	Three months ended December 31,		Year ended December 31,	
	2024	2023	2024	2023
Revenue				
EAA	422	434	1,724	1,864
AGAB	284	297	1,213	1,242
Group	**706**	**731**	**2,937**	**3,106**
Adjusted EBITDA [(1)]				
EAA	58	65	268	266
AGAB	44	56	199	182
Corporate	(7)	(3)	(15)	(12)
Group	**95**	**118**	**452**	**436**
Adjusted EBITDA margin [(1)]				
EAA	13.7%	15.0%	15.5%	14.3%
AGAB	15.5%	18.9%	16.4%	14.7%
Corporate	n/a	n/a	n/a	n/a
Group	**13.5%**	**16.1%**	**15.4%**	**14.0%**

All footnotes are on page 14 of this document.

Review of the three months ended December 31, 2024

Group

Revenue for the three months ended December 31, 2024 decreased by $17 million, or 2%, to $706 million, compared to $723 million for the three months ended December 31, 2023. Adjusted EBITDA for the three months ended December 31, 2024 decreased by $22 million, or 19%, to $95 million, compared to $117 million in the three months ended December 31, 2023. Excluding the favorable foreign currency translation effects on revenue and Adjusted EBITDA of $8 million and $1 million, respectively, revenue decreased by $25 million or 3% and Adjusted EBITDA decreased by $23 million or 19%.

EAA

Revenue for the three months ended December 31, 2024 decreased by $5 million, or 1%, to $422 million, compared to $427 million in the three months ended December 31, 2023. On a constant currency basis, revenue decreased by $12 million or 3%, primarily due to reduced selling prices mainly as a result of lower input costs, partially offset by favorable volume/mix effects. Adjusted EBITDA for the three months ended December 31, 2024 decreased by $7 million, or 11%, to $58 million, compared with $65 million in the three months ended December 31, 2023. On a constant currency basis, Adjusted EBITDA decreased by $7 million or 11%, driven largely by timing impact of pass-through of lower input costs and a prior-year volume level true-up, partially offset by impact of favorable volume/mix effects and the operational and cost efficiencies realized from the Group's ongoing value creation program.

AGAB

Revenue for the three months ended December 31, 2024 decreased by $12 million or, 4%, to $284 million, compared to $296 million for the three months ended December 31, 2023. On a constant currency basis, revenue decreased by $13 million or 4%, primarily due to unfavorable volume/mix effects and reduced selling prices mainly as a result of lower input costs. Adjusted EBITDA for the three months ended December 31, 2024 decreased by $11 million, or 20%, to $44 million, compared with $55 million in the three months ended December 31, 2023. On a constant currency basis Adjusted EBITDA decreased by $12 million or 21%, largely driven by overhead inefficiencies and unfavorable volume/mix effects, partially offset by the operational and cost efficiencies realized from the Group's ongoing value creation program.

Corporate

Corporate costs reflect certain headquarter costs that have not been allocated to the segments. For the three-months ended December 31, 2024, the Group incurred corporate costs of $7 million compared with $3 million for the three-month period ended December 31, 2023.

Review of the year ended December 31, 2024

Group

Revenue for the year ended December 31, 2024 decreased by $161 million, or 5%, to $2,937 million, compared to $3,098 million for the year ended December 31, 2023. Adjusted EBITDA for the year ended December 31, 2024 increased by $16 million, or 4%, to $452 million, compared to $436 million in the year ended December 31, 2023. Excluding the favorable foreign currency translation effects on revenue of $8 million, revenue decreased by $169 million or 5%.

EAA

Revenue for the year ended December 31, 2024 decreased by $134 million or, 7%, to $1,724 million, compared to $1,858 million in the year ended December 31, 2023. On a constant currency basis, revenue decreased by $140 million or 8%, primarily due to reduced selling prices mainly as a result of lower input costs and, to a lower extent, unfavorable volume/mix effects. Adjusted EBITDA for the year ended December 31, 2024 increased by $2 million, or 1%, to $268 million, compared to $266 million in the year ended December 31, 2023, driven mainly by operational and cost efficiencies realized from the Group's value creation program, partially offset by timing impact of pass-through of lower input costs, unfavorable volume/mix effect and negative year-on-year input cost inflation effects.

AGAB

Revenue for the year ended December 31, 2024 decreased by $27 million or, 2%, to $1,213 million, compared to $1,240 million for the year ended December 31, 2023. On a constant currency basis, revenue decreased by $29 million or 2%, primarily due to reduced selling prices mainly as a result of lower input costs and unfavorable volume/mix effects. Adjusted EBITDA for the year ended December 31, 2024 increased by $17 million, or 9%, to $199 million, compared with $182 million for the year ended December 31, 2023, driven mainly by a positive year-on-year input cost inflation timing effect as well as the operational and cost efficiencies realized from the Group's value creation program, partially offset by fixed cost inefficiencies.

Corporate

Corporate costs reflect certain headquarter costs that have not been allocated to the segments. For the year ended December 31, 2024, the Group incurred corporate costs of $15 million compared with $12 million for the year ended December 31, 2023.

Capital Expenditure

	Year ended December 31	
	2024 $'m	**2023 $'m**
EAA	62	109
AGAB	59	65
Gross capital expenditure	**121**	**174**
Less: proceeds from capital projects financing	(4)	(40)
Net capital expenditure	**117**	**134**

Gross capital expenditure is the sum of purchases of property, plant and equipment and intangible assets, net of proceeds relating to property, plant and equipment, as per the consolidated statement of cash flows. Net capital expenditure is the sum of gross capital expenditure after adjusting for proceeds from capital projects financing.

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Liquidity and Capital Resources at December 31, 2024

Our principal sources of liquidity are cash generated from operations and external financings, including borrowings and other credit facilities. Our working capital funding arrangements include borrowings available under the Group's Global Asset Based Loan ("ABL") Facility as well as factoring and other receivable financing programs. These and other sources of external financing as of December 31, 2024 are described further in the table below.

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	649	—
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	369	—
8.500% Senior Notes	USD	700	15-Aug-27	Bullet	700	700	—
Global ABL Facility	USD	210	11-Apr-27	Revolving	—	—	210
Lease Obligations	Various	—	—	Amortizing	—	105	—
Other Indebtedness	Various	—	—	Amortizing	—	58	—
						2,931	**210**
Deferred debt issue costs						(2)	—
Indebtedness / undrawn facilities						**2,929**	**210**
Cash, cash equivalents and other financial assets						(344)	344
Derivative financial instruments used to hedge foreign currency and interest rate risk						(51)	—
Net debt / available liquidity						**2,534**	**554**

The Group's business activities are exposed to a variety of capital structure, interest rate, currency exchange, commodity price, credit and liquidity risks. Please see Note 23 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.

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 $317 million were sold under these programs as at December 31, 2024 (2023: $354 million).

Sustainability

During 2024, 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 replacing 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 United Nations (UN) Social Development Goals (SDGs) that are most relevant to our business and are further associated with concrete Key Performance Indicators (KPIs) and targets that we aim to achieve by 2030.

During 2024, we made important strides towards our CO2 emission reduction goals that had previously received validation by the Science-Based Targets Initiative (SBTI). As a further acknowledgement of the progress we are making in our sustainability journey, Trivium received for the fourth consecutive year a Platinum rating from EcoVadis and is for the second consecutive year on the A-list from the Carbon Disclosure Project (CDP) for Climate. These achievements demonstrate our sustainability leadership in what we do.

Footnotes to the Selected Financial Information

(1) Adjusted EBITDA consists of profit or loss for the year before income tax charge or credit, depreciation and amortization expense, exceptional operating expense, net finance expense, gain or loss on disposal of PP&E and the accrual or release of the long-term performance-based plan. 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 metal 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 Accounting Standards and should not be considered an alternative to net profit/(loss) as indicators of operating performance or any other measures of performance derived in accordance with IFRS Accounting Standards.

(2) Net finance and interest expense are as presented in Note 5 to the non-statutory consolidated financial statements.

(3) Exceptional operating items are shown on a number of different lines in the consolidated statement of income. See Note 4 to the non-statutory consolidated financial statements for further details.

(4) Long-term performance-based plan accrual or release are included as part of the selling, general and administrative expenses in the consolidated statement of income and are included in current liabilities and payable in 2025.

(5) Net capital expenditure is the sum of gross capital expenditure after adjusting for proceeds from capital projects financing. Gross capital expenditure is the sum of purchases of PP&E and intangible assets, net of proceeds relating to PP&E, as per the consolidated statement of cash flows.

(6) Cash, cash equivalents and other financial assets include restricted cash as per Note 15 to the non-statutory consolidated financial statements.

(7) Indebtedness comprises of non-current and current financing, net of deferred debt issue costs as per Note 17 to the non-statutory consolidated financial statements.

(8) 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 as per Note 17 to the non-statutory consolidated financial statements.

(9) Net debt to Adjusted EBITDA ratio at December 31, 2024 of 5.6x, is based on the net debt at December 31, 2024 amounting to $2,534 million and Adjusted EBITDA for the year ended December 31, 2024 amounting to $452 million. Net debt to Adjusted EBITDA ratio at December 31, 2023 of 6.3x, is based on the net debt at December 31, 2023 amounting to $2,728 million and Adjusted EBITDA for the year ended December 31, 2023 amounting to $436 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 6, 2025, 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. The current composition of the Supervisory Board is as follows:

Name	Age	Position
Herman Troskie	54	Chairperson and Supervisory Director
Rick Frier	63	Vice-Chairperson and Supervisory Director
Mark Fleming	50	Supervisory Director
Debra Kelly-Ennis	68	Supervisory Director
Ashfaq Qadri	43	Supervisory Director
John Sheehan	59	Supervisory Director
Amanda Sourry	61	Supervisory Director
Blake Sumler	54	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. The current composition of the Management Board is as follows:

Name	Age	Position
Michael Mapes	47	Chief Executive Officer and Director
Stefan Siebert	57	Chief Financial Officer and Director

Supervisory Board Members

Herman Troskie

Herman Troskie is Chairperson and Supervisory Director of Trivium. He is the Chair of the Board of Directors of Ardagh Group S.A. and Ardagh Metal Packaging S.A. He was previously the CEO of Corporate, Legal and Tax Advisory at Stonehage Fleming, the international Family Office. He has extensive experience in the areas of international corporate structuring, cross-border financing and capital markets. Mr. Troskie qualified as a South African Attorney in 1997, and as a Solicitor of the Senior Courts of England and Wales in 2001.

Rick Frier

Rick Frier is Vice-Chairperson and Supervisory Director of Trivium, and also serves as chair of the Audit Committee. He is an accomplished executive with extensive experience in leadership and financial management. In addition to his role at Trivium, Rick is the Chairman of the Board for Coolsys Inc. and has previously held the position of CEO Interim and Chairman of the Board for US Salt Inc. He is also a board member of Whitehorse Finance Inc. Rick's previous roles were Chairman of Exal Corporation, Chairman of Shearer's Food Inc., and board member of Affinion Holdings Group. Before joining Trivium, he served as the Chief Financial Officer of Chiquita Brands International, overseeing the company's global financial operations and leading two business units. Throughout his career, Rick has held several other Chief Financial Officer positions, demonstrating his expertise in financial strategy and operations. Rick 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 Supervisory Director of Trivium. He 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. Mr. Fleming 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. She has held marketing, sales and general management positions with RJR Nabisco, Inc., The Coca-Cola Company, General Motors Co. and Grand Metropolitan plc. She 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.

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 TricorBraun, GPA Holdings, and previously served on the boards of The AZEK Company, Stone Canyon Industries Holdings, Hawkwood Energy and Kanata Energy Group. Prior to joining Ontario Teachers', he 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 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, he spent twelve years in the equity capital markets with Investec, RBS, and NCB covering a range of sectors. Mr. Sheehan 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. She also serves as a non-executive director on the boards of Kroger Co., PVH Corp, and OFI. Ms. Sourry 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 OTPP. He joined OTPP in 2013 and has worked in private equity for more than 15 years. He also sits on boards of directors of portfolio companies such as PODS. 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.

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.

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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 aluminum packaging. He 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, he held a variety of finance roles in Ardagh Group, including Division Controller for the Specialties business between 2001 and 2011. He 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).

Senior Management of the Group

Robert Huffman

Robert Huffman is the President of the AGAB Division of Trivium. Previously at Exal Corporation, he 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, he 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 Master in Accountancy and BSBA from The Ohio State University.

Andrew Vanstone

Andrew Vanstone is the Chief Transformation Officer (CTO) of Trivium. He has around 30 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. He 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, he 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 (CSO) 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 (CIO) 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. He 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. Mr. Wijdeveld 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.

Floor van Griensven

Floor van Griensven is the Chief People Officer (CPO) of Trivium. She has well over 20 years of international experience in Human Resources operations and Human Resources transformations. Prior to Trivium, she served in several leadership roles at Heineken in the Netherlands, Germany, and in the Democratic Republic of Congo. She also spent several years practicing employment law in the Netherlands. Ms. van Griensven is a graduate of Uppsala University in Sweden and holds a Master’s Degree in Law from Maastricht University in the Netherlands.

Ewoud van Gellicum

Ewoud van Gellicum is the Chief Legal Officer (a.i.) of Trivium. He has over 25 years of experience in the corporate, M&A and commercial legal field. Prior to Trivium, he served in several General Counsel and Company Secretary roles at TomTom, Atrium European Real Estate, Dasym Private Equity, Steinhoff International, CarNext and Q8 Petroleum Europe. Previously, he was a senior associate at the law firm Stibbe (Amsterdam and London offices) where he was part of the practice groups Corporate M&A, Corporate Finance, and TMT Media. Mr. van Gellicum holds a Master's Degree in Law from the Erasmus University in Rotterdam, the Netherlands.

JehanZeb Noor resigned from his position on February 20, 2025.

Major Shareholders

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 17 to the consolidated financial statements. Trivium Packaging Finance B.V.'s shareholder is Trivium Packaging B.V., a joint venture between 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.

Risk Factors

RISK FACTORS

Risks Relating to Our Business

Changes to the economic, political, credit, and/or financial environment in which we operate could have an adverse effect on our business, such as affecting consumer demand of certain end-use categories, which includes products related to beauty and personal care, beverage, food, home care and industrial, nutrition, paints and coatings, petfood, pharmaceutical, seafood, vitamins, supplements and over the counter packaging, which could impact our customers and as a result, reduce the demand for our products.

Demand for our packaging depends on demand for the products which use our packaging, which is primarily consumer driven and dependent on general economic conditions.

Such macroeconomic conditions can be strongly influenced by geo-political events such as war, insurrection and other such conflicts between nations and state actors and can arise with little warning. Deteriorating 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. Any adverse economic conditions may also lead to a limited availability of credit, which could have an adverse effect on the financial condition, particularly on the purchasing ability of some of our customers and distributors. This may result in requests for extended payment terms, credit losses, finished goods obsolescence, insolvencies and diminished available sales channels. Deteriorating general economic conditions could also have an adverse impact on our suppliers, causing them to experience financial distress or insolvency, and jeopardizing their ability to provide timely deliveries of raw materials and other essentials to us, which could in turn have adverse effects on our business, results of operations, financial condition, cash flows or prospects. Furthermore, such changes in general economic conditions as described above, among others, may reduce our ability to forecast developments in our industry and plan our operations and costs accordingly, resulting in operational inefficiencies.

Recent geopolitical events that have had a significant impact on macroeconomic conditions around the world include the Russia-Ukraine war, political tension and conflicts in the Middle East, disruption to the global supply chain and the cost-of-living crises in countries around the world. The ongoing Russia-Ukraine war and the sanctions and export-control measures instituted by the United States, the European Union and the United Kingdom, among others, against Russian and Belarussian persons and entities in response have contributed to heightened inflationary pressures (including increased prices for oil and natural gas), market volatility and economic uncertainty, particularly in Europe, which have affected our business. Inflation rates began rising significantly in the European Union, the United States, the United Kingdom and Brazil in late 2021, remained at high levels through 2022 and 2023, and while inflation has declined during 2024, rates continue to be monitored very closely for volatility. Sustained high prices and actions taken by central banks and other state actors to combat rising inflation rates could further undermine economic growth, contribute to regional or global economic recessions, cause declines in consumer spending and confidence and increase borrowing costs, among other effects, each of which could adversely impact our business, results of operations, financial condition, cash flows or prospects.

See "——*Our substantial debt could adversely affect our financial health and our ability to effectively manage and grow our business, including preventing us from fulfilling our obligations under the Notes*" for a detailed discussion on the impact of changes in global economic conditions on our ability to raise new financing or refinance our existing borrowings. A slowdown of the global economy could lead to volatility in exchange rates that could increase the costs of our products. See "*—Foreign currency, interest rate and commodity price fluctuations may* have a material impact on our business" for a further discussion on how this volatility could have a material adverse effect on our business.

Any economic downturn or recession, lower than expected growth, increases in inflation or an otherwise uncertain economic outlook, either globally or in the markets in which we operate could have an adverse effect on our business, results of operations, financial condition, cash flows or prospects.

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 highly 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, Sonoco, CCL Container and Ball Packaging. Some of our competitors may have greater financial, technical or marketing resources, or may have more desirably located, newly installed facilities or excess capacity. 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.

In addition, we are subject to substantial competition from producers of packaging made from plastic, carton and composites, particularly from producers of plastic packaging and composite packaging. Changes in consumer preferences in terms of the level of food processing (such as fresh or frozen food content and dry compared to wet pet food), the choice of packaging materials, style and product presentation, or the misinformation about the impact of packaging type on the environment, can significantly influence sales, and there can be no assurance that our products will successfully compete against alternative packaging products. An increase in our 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.

Certain of our customers meet some of their metal packaging requirements through self-manufacturing, which reduces their external purchases of packaging. The potential of further vertical integration of our customers could introduce new production capacity in the market, which may create an imbalance between metal packaging supply and demand and could have a material adverse effect on our future performance.

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

We drive value creation through the Trivium Business System ("TBS"), a unifying, strategic and largely uniform approach to all things we do commercially, operationally and administratively in order to achieve our principal objective of profit growth and to drive a culture of excellence. Through the TBS, we have launched a top-down playbook of value levers to unlock opportunities, that help drive capability building and improved organizational health, by having an established global standardized approach, processes and tools across the organization built on a core set of lean practices.

Such cost savings and synergies may not be realized due to a variety of reasons, including, worsening or volatile global economic conditions, reduced demand for metal packaging, our inability to reduce headcount, or eliminate duplicative overhead and functions, difficulties in rationalizing manufacturing capacity or fully taking advantage of the shared services within our business, higher than expected employee severance or retention costs, higher than expected overhead expenses and expenses related to facility closures, delays in the anticipated timing of activities related to our ongoing 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 ongoing TBS initiatives, or if the implementation of the TBS initiatives adversely affect 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.

Pandemics or disease outbreaks, as well as measures to prevent their 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.

Pandemics, such as the COVID-19 pandemic which occurred between 2020 and 2022, may reduce global economic activity resulting in lower demand for certain of our customers' products and, therefore, the products we manufacture. Further pandemics or disease outbreaks may have an adverse effect on our operations, including disruptions to our supply chain and workforce. In general, pandemics or disease outbreaks may require our plants to curtail or cease production and also have an impact on capital markets liquidity which could in turn 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 or a disease outbreak 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 (such as the protective measures and vaccination programs adopted) 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 could adversely affect the demand for some or all of our products or otherwise 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. Unseasonable weather conditions could lead to unpredictability of demand and materially adversely affect our business.

Demand for some of our products is seasonal. For example, our food business sales related to fruit and vegetables are typically greater in the second and third quarters of the year in line with the European and North American harvest season, 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 unpredictable and variable (in quantity and fish type) local fish catches due to underlying climate conditions. The variable nature of the fruit and vegetable as well as seafood packaging businesses combined with our vulnerability to climate conditions could have a material adverse effect on our business, financial condition and results of operations.

As 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, 2024, our ten largest customers accounted for approximately 43% of our revenues and our largest customer accounted for approximately 14% of our 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.

Further, as of December 31, 2024, more than 80% of our customers are under multi-year supply 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 previously acquired companies with similar or complementary product lines. Such consolidation increases 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, consumer taxation, nutritional preferences and health-related concerns 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, such as fruit and vegetables. Our ability to develop new product offerings for a diverse group of global customers with differing preferences, while maintaining functionality and spurring innovation, is critical to our success. This requires a thorough understanding of our existing and potential customers and end-users on a global basis, particularly in potential high developing markets. Failure to adapt and deliver quality products that meet our customers' or end-users' needs, through research and development or licensing of new technology, ahead of our competitors, could have a material adverse effect on our business, results of operations, financial condition, cash flows or prospects.

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 materially adversely affected by the availability and increase in the costs of raw and other input materials, including as a result of changes in tariffs and duties.

Although the raw and other input materials that we use have historically been available in adequate supply from multiple sources, for certain raw and other input materials, we have in the past experienced and we may experience again temporary shortages due to transportation, production delays impacting supplier plant output, pandemic outbreaks, geopolitical conflicts, climate conditions and other factors. No assurance can be given that we would be able to secure our raw and other input 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, 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. In particular, the recently imposed metal and aluminum tariffs by the US Administration and the reciprocal retaliation tariffs from other countries, could result in increases in inflation and an uncertain economic outlook, either globally or in the markets in which we operate, which could have a material adverse effect on our business, results of operations, financial condition, cash flows or prospects. In addition, 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. In recent years, we have experienced significant price changes with respect to tinplate and aluminum and while we have the ability to pass through changes in our input costs based on our contracting, we might not always be successful in limiting our exposure, which could materially adversely affect our business, results of operations, financial condition, cash flows or prospects.

In our European operations, aluminum is generally purchased under multi-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. Since aluminum is priced in U.S. dollars, fluctuations in the U.S. dollar/euro rate also affect the euro cost of aluminum ingot. While we hedge aluminum prices on a selective basis based on the pricing preferences of our customers and the forecasted volume of sales against such pricing preferences, we may not be successful in limiting exposure, which could materially adversely affect our business, results of operations, financial condition, cash flows or prospects. See "—Foreign currency, interest rate and commodity price fluctuations may have a material impact on our business" for further description on the currency risks associated with the price volatility of aluminum.

Our business is exposed to both the availability of aluminum and the volatility of aluminum prices, including associated premiums. While in the past sufficient quantities of raw materials have been 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 (such as with respect to aluminum on the London Metal Exchange), the demand by other industries (such as automotive, aerospace and construction) for the same raw materials and the availability of complementary and substitute materials. Adverse economic or financial changes, industrial disputes, pandemic-related or energy-related supply disruptions, 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 such as steel, aluminum and coatings, we may not be able to pass on all or substantially all raw material price increases and other input price increases (or increase our prices to offset increases in raw and other input material costs without suffering reductions in unit volume, revenue and operating income), now or in the future.

In addition, we may not be able to hedge successfully against raw material cost increases. See "*—Foreign currency, interest rate and commodity price fluctuations may have a material impact on our business*" for a more detailed description on hedging risks associated with commodity prices. 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, the number of major steel and aluminum suppliers has decreased due to closures, predominantly in North America, which hinders our ability to obtain adequate supplies of these raw materials locally and potentially leading to higher prices for steel and aluminum due to lower available capacity and/or applicable import tariffs.

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.

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, while 53% of our revenues are from subsidiaries with a functional currency in euros. 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 approximately 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 Czech koruna, the Brazilian real and the Argentine peso. For the year ended December 31, 2024, 47% of our revenues was from subsidiaries with functional currencies other than the euro. The exchange rates between the currencies which we are exposed to, such as the U.S. dollar, the British pound, the Czech koruna, the Brazilian real and the Argentine peso, have fluctuated significantly in the past and may continue to do so in the future, which could have a material adverse effect on our results of operations.

In our European operations, we incur currency transaction risks primarily on metal purchases, as metal prices are mainly 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. While 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. Further, volatility in exchange rates may 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 heading costs and limit our ability to hedge our exchange rate exposures.

We are also exposed to interest rate risk. Fluctuations in interest rates may affect our interest expense on the up to $240 million Asset Based Loan we entered into in 2019 (the "ABL Facility"), non-recourse factoring facilities and our existing Senior Secured Euro Floating Rate Notes and the cost of any new financing. We use cross-currency interest rate swaps to manage a portion of interest risk arising out of the Senior Secured Notes, 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.

We are also subject to commodity risk, mainly as a result of fluctuations in the price and availability of raw materials and energy, such as steel, aluminum, natural gas, electricity and diesel. If we are unable to pass through increases in aluminum input costs to our customers, we operate hedging programs to manage the price risk on our aluminum purchased, but increased prices for aluminum could affect customer demand. *See "—Our profitability could be adversely affected by the availability and increase in the costs of raw and other input materials, including as a result of changes in tariffs and duties*.

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 and require access to reliable sources of affordable energy as certain 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. We are not able to predict to what extent energy prices will vary in the future.

In addition, in the event of energy shortages, we may not be able to meet our energy needs. This could lead to production stoppages, shutdowns, a decline in output, and decreased sales. In the event of a prolonged shortfall of adequate energy supplies, we could experience financial distress. In addition, any future increases or fluctuations in energy costs could result in a significant increase in our operating costs, and if we are not able to recover these costs from our customers, there could be a material adverse effect on our business, financial condition and results of operations.

Further, while our policy is, where practicable, to enter into energy forward purchase contracts to cover the majority of the upcoming 12-month forecast energy consumption for the Group, we may not be successful in doing so in the future and in limiting exposure, which could materially adversely affect our business.

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 our operations, if we do not have funds available for borrowing under our ABL Facility to cover these capital expenditure requirements, 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 our business plans to maintain and improve our manufacturing capacity, which may negatively impact our competitive position and, ultimately, our revenues and profitability.

Climate change may adversely affect our ability to conduct our business, including the availability and cost of resources required for our production processes.

There continues to be growing concerns regarding the adverse impacts of climate change caused by carbon dioxide and other greenhouse gases (“GHG”) emitted into the atmosphere. These impacts include risks posed by rising global temperatures, changes in weather and precipitation patterns, and the increased frequency and severity of extreme weather events and natural disasters. The impact of climate change affects our operations and the markets in which we operate, and we anticipate that the risks to our business posed by climate change will increase over time.

Climate risks include physical risks and transition risks, either of which may adversely affect our ability to conduct our business. Our operations could be exposed to physical risks resulting from chronic and acute climate change and extreme weather-related events, such as increased frequency and severity of storms, droughts, fires, hurricanes, tornadoes and floods. Such extreme weather events may, among other things, directly damage our physical assets (such as facilities, raw materials and products); impact their value or productivity; cause raw material shortages (including reductions in energy supply and water supply), and supply chain disruptions (including delays in the delivery of raw materials that are critical to our operations and products); increase production costs; and exacerbate health and safety risks. See *“—Any interruption in the operations of our production facilities may adversely affect our business including infrastructure failure from physical damage”* for a further discussion on the impact such damage to our physical assets could have on our business.

In addition, unseasonal weather patterns or events can reduce demand for certain cans, and as a result, our packaging products. See *“—Our profitability could be affected by varied seasonal demands. Unseasonable weather conditions could lead to unpredictability of demand and adversely affect our business*” for a more detailed discussion on the impact of unseasonable weather on demand for our products.

We could also be exposed to transition risks resulting from climate-driven changes in policy, technology and market preferences. Carbon pricing policies, including increased prices for certain fuels, such as natural gas, the introduction of or an increase in carbon taxes, the introduction or expansion of carbon trading regimes, and power generation shifts from fossil fuels to renewable energy, may lead to increased electricity costs, increased fuel costs (including for fuels used to transport raw materials we use and products we ship), and adverse changes in the value of our assets. In addition, measures to address climate change through laws and regulations could create economic risks and uncertainties for our business. For example, governments or regulators could require manufactures to reduce their direct carbon emissions, potentially requiring us to obtain and operate GHG control and abatement equipment or to adopt mandatory GHG emissions control technologies. Moreover, market preferences, including for products and practices that are associated with lower carbon footprints, such as those that entail less transport and delivery, could affect demand for our products. Climate-driven increases in electricity prices, fuel costs, impacts on the value of our assets, direct compliance costs and changes in market preferences could have an adverse effect on our business, results of operations, financial condition, cash flows or prospects. See *“—We are subject to various environmental and other legal requirements and may be subject to additional requirements that could impose substantial costs upon us*” for a more detailed discussion on the risks to our business associated with the introduction of new laws and regulations by governments to combat climate change.

We are subject to various environmental and other legal requirements and may be subject to additional requirements in the future that could impose substantial costs on us.

Our operations and properties are subject to extensive laws, ordinances, regulations and other legal requirements relating to environmental protection, employee health and safety, and the presence, generation, storage, and disposal of hazardous substances and wastes. 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 or hazardous materials or substances, the generation, storage, handling, transportation and disposal of regulated materials or wastes, product safety, food safety and workplace health and safety. See *"—We are subject to extensive, complex and evolving legal and regulatory frameworks and changes in laws and government regulations (including product requirements) and their enforcement may have a material impact on our operations"* for a discussion of the product and food safety regulations that are applicable to us and *"—Any interruption in the operations of our production facilities may adversely affect our business including infrastructure failure from physical damage"* for a discussion of the risks related to workplace health and safety. Such laws and regulations are also subject to constant review by lawmakers and regulators which may result in the development or imposition of further environmental or health and safety legal requirements on our business.

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. These costs could arise from, among other things, inquiries and enforcement by regulators, including demands for more stringent pollution control devices could also result in the need for further capital upgrades to our production facilities at substantial cost. For example, under the EU Industrial Emissions Directive (Directive 2010/75/EU) ("EU IED"), permitted pollutant emissions levels from our production facilities are substantially reduced on a periodic basis. EU member states may continue to introduce lower permitted pollutant emissions levels into national legislation and impose stricter limits in the future. Additional pollutant or GHG emissions control schemes may be introduced in any jurisdiction on a national and/or local level, which may require additional measures. Further, in order to comply with air emission restrictions, significant capital investments may be necessary at some sites.

We also 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 EU IED, 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/or administrative sanctions and liabilities, including substantial fines and orders, or a partial or total shutdown of our operations.

Furthermore, changes to the laws and regulations governing the materials that are used in our production facilities and products may impact the price of such materials or result in such materials no longer being available. For example, the European Union Registration, Evaluation, Authorization and Restriction of Chemicals ("REACH") regulations impose stringent obligations on the manufacturers, importers and users of chemical substances. Certain substances that we use in our manufacturing process may be required to be removed from the market under REACH's authorization and restriction provisions or substituted for alternative substances. Regulators in the E.U. and U.S. also are increasingly focused on the use or presence of persisting or non-degradable chemicals, such as per- and polyfluoroalkyl substances, in a variety of products, including various forms of packaging products. Restrictions or prohibitions on the use of any such chemicals used in our business could materially impact our ability to continue producing such products and could require product reformulation or discontinuation. Any of the foregoing could adversely impact our operations and result in a material adverse effect on our business, results of operations, financial condition, cash flows or prospects.

In addition, our sites 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 or obligations to investigate or remediate releases of hazardous substances, as well as claims for alleged damage to persons, property or natural resources. Liability may be imposed on us as owners, lessors, occupiers or operators of contaminated facilities. These potential liabilities or obligations may arise as a result of or in relation to contamination at our currently or formerly owned, leased, occupied or operated sites or facilities, or at sites or facilities that were formerly, owned, leased, occupied or operated by companies we acquired or at sites where we have sent waste for treatment or disposal. Depending on the relevant jurisdiction, our closure of a site may trigger a requirement to investigate and, potentially, remediate some or all contamination at a site.

There can be no assurance that our acquisition due diligence exercises have identified or accurately quantified all material environmental liabilities related to the facilities or assumed or retained by the entities that we have acquired. Liability for remediation may be imposed on (a) current owners, lessors, occupiers, or operators of contaminated properties even if another party, such as a former owner or a neighboring property owner, caused the contamination; or (b) on former owners, lessors, occupiers or operators if the contamination was caused during the period of their ownership, lease, occupation or operation; and (c) with respect of third-party treatment or disposal sites without regard to whether the party disposing of the waste was at fault or the disposal activity was legal at the time it was conducted. If we are designated as a "potentially responsible party" for the clean-up and remediation of releases of hazardous substances at a facility, including any so-called "Superfund" sites in the United States, this could result in us incurring significant costs, remedial obligations, claims for damages and/or reputational damage, any or all of which could have a material adverse effect on our business, results of operations, financial condition, cash flows or prospects.

We are subject to extensive, complex and evolving legal and regulatory frameworks and changes in laws and government regulations (including product requirements) and their enforcement may have a material impact on our operations.

Our business operates in multiple jurisdictions and is subject to complex legal and regulatory frameworks, including in relation to product requirement, environmental, anti-trust, economic sanctions, anti-corruption and anti-money laundering matters. Laws and regulations in these areas are complex and constantly evolving, and enforcement continues to increase. As a result, we may become subject to increasing limitations on our business activities and risks of fines or other sanctions for non-compliance. Additionally, we may become subject to governmental investigations and lawsuits by private parties. Compliance costs associated with current and proposed laws and potential regulations could be substantial, and any failure or alleged failure to comply with these laws or regulations could lead to litigation or government action, all of which could materially adversely affect our business, results of operations, financial condition, cash flows or prospects.

For example, changes in laws and regulations relating to deposits on, requirements for re-use, and any limits or restrictions to the recycling of, metal packaging could adversely affect our business if implemented on a large scale in the major markets in which we operate. We anticipate continuing efforts to reform or adopt such laws and regulations in the future.

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 limit 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. These regulatory changes could also affect our prices, margins, investments and activities, particularly if these changes resulted in significant or structural changes in the market for food packaging that might affect the market shares for metal packaging, the volumes produced or production costs.

Further, changes in laws and regulations imposing restrictions on, and conditions for use of, food and beverage contact materials or on the use of materials and agents in the production of our products could likewise adversely affect our business, such as epoxy-based coatings. Changes in regulatory agency statements, adverse information concerning bisphenol A or rulings made in certain jurisdictions may result in restrictions, for example, on bisphenol A in epoxy-based internal liners for some of our products. Such restrictions have required us, together with our respective suppliers and customers, to develop substitutes for relevant products to meet legal and customer requirements. In addition, changes to health and food safety regulations could increase costs and may also have a material adverse effect on revenues if the public attitude toward end-products, for which we provide packaging, were substantially affected as a result.

Environmental, sustainability, food and beverage health and safety, political and ethical concerns could lead government authorities to implement and strictly enforce other regulations that are likely to impose restrictions on us and could have a material adverse effect on our business, results of operations, financial condition, cash flows or prospects. Furthermore, 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.

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 related to injuries as a result of the type of activities performed by our employees during the manufacturing process. These employee activities carry an elevated risk of accidents, failure to implement effective safety measures may result in increases in the frequency and severity of workplace injuries. If these claims succeed, they could have an adverse impact on our reputation, our business, financial condition, and results of operations.

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

We are involved in legal proceedings arising in the normal course of business, 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 environmental litigation, contractual litigation with customers and suppliers, 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 reputation, 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.

Any interruption in the operations of our production facilities may adversely affect our business including infrastructure failure from physical damage.

All of our manufacturing activities take place at production facilities that we own or lease under long-term leases. 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 an adverse effect on our business, financial condition and results of operations.

Even though we conduct regular maintenance on our operating equipment, due to the extreme operating conditions inherent in some of our manufacturing processes, we cannot assure you that we will not incur unplanned business interruptions due to equipment breakdowns or similar manufacturing problems. We could also experience disruption to our IT systems and other automated manufacturing processes, including through cybersecurity attacks, which could halt or severely reduce production. See "*—Our heavy reliance on technology and automated systems to operate our business could mean that any significant failure or disruption of these systems, including as a result of cybersecurity attacks, could have a material adverse effect on our business and reputation*" for a further discussion on the impact of a cybersecurity attack on our business. There can be no assurance that alternative production capacity would be readily available in the event of an interruption.

If any of the aforementioned failures or disruptions affect any of our major operating lines or production facilities, it may result in a disruption of our ability to supply customers and a consequent loss of revenues. The potential impact of any disruption would depend on the nature and extent of the damage caused to such facility. For example, our industry's business model typically involves a metal food can ends production facility supplying multiple metal food can production facilities. A failure or disruption in an ends production facility could therefore impact our ability to supply multiple customers with ends and any inability to source ends from another location could result in a material loss of sales.

To the extent that we experience production disruptions as a result of any of aforementioned factors, we may also be required to make unplanned capital expenditures even though we may not have available resources at such time, which would result in significant costs and expenses. As a result, our liquidity may be adversely affected, which could have an adverse effect on our business, financial condition, results of operations, cash flow or prospects.

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. 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 divestments and acquisitions including being unable to integrate acquisitions effectively.

We may divest parts of our business or acquire other businesses from time to time. Risks associated with divestments include, for example, that we don't realize the most optimum value for parts of our business divested and that we may lose customer relationships or become exposed to legal or other risks associated with our divested business. 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.

Further, there is no certainty that any acquired business will be effectively integrated. If we cannot successfully integrate acquired businesses within a reasonable time frame, we may not be able to realize the cost savings, synergies and revenue enhancements that we anticipate either in the anticipated amount or time frame, and the costs of achieving these benefits may be higher than, and the timing may differ from, what we expected. Our ability to realize anticipated cost savings and synergies may be affected by a number of factors, including the use of more cash or other financial resources on integration and implementation activities than we expect, such as restructuring and other exit costs, unanticipated conditions imposed in connection with obtaining required regulatory approvals, and increases in expected acquisition costs and expenses, which may offset the cost savings and other synergies realized from such acquisitions. To the extent we pursue an acquisition that causes us to incur unexpected costs or that fails to generate expected returns, or fail to successfully integrate such businesses, the diversion of management attention and other resources from our existing operations could have a material adverse effect on our business, results of operations, financial condition, cash flows or prospects.

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

As of December 31, 2024, the Group's net employee benefit obligations were approximately $185 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 and contribute to 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, which cover the majority of our employees. We cannot ensure that upon the expiration of any existing collective bargaining agreement, new agreements will be reached without union action or that our operating companies will be able to negotiate acceptable new contracts with trade unions, which could result in strikes by the affected workers and increased operating costs as a result of higher wages or benefits paid to unionized employees. Further, if unionized employees 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 or equipment fault could be severe. Such consequences might include adverse effects on consumer health and reputation, an increase in our litigation exposure and financial costs, and loss of market share and revenues.

If our products fail to meet rigorous standards or warranties that we provide in certain contracts in respect of our products and their conformity to the specific use defined by the customer, 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-users for losses that they suffer as a result of this failure. Customers and end-users 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. In addition, if our packaging fails to preserve the integrity of its contents, 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. This could result in liability to our customers and to third parties for bodily injury or other tangible or intangible damages suffered as a result. If any of these claims are successful, there could be a material adverse effect on our business, results of operations, financial condition, cash flows or prospects.

Further, 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 individually material claims for damages for defective products in the past and have not conducted any substantial product recalls or other individually material corrective action, these events may occur in the future.

Our existing insurance coverage may be insufficient and future coverage may be difficult or prohibitively 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 the coverage 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 also suffer indirect losses, such as the disruption of our business or third-party claims of damages, because of an insured risk event. While we carry business interruption coverage and general liability coverage, such coverage is subject to certain limitations, thresholds and limits and may not fully cover all indirect losses.

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

We depend on our executive and senior management as well as skilled personnel, and our operations may be disrupted if we are unable to retain or motivate such personnel.

We depend on our experienced executive team, who are identified under "Supervisory Board, Management Board and Senior Management" of this Report to Bondholders. These individuals possess manufacturing, sales, marketing, technical, financial and other specialized skills that are critical to the operation of our business. The loss of services of one or more of the members of our executive team, members of senior management or other key and skilled personnel, could adversely affect our operations, decision-making process, core values and organizational behavior, and competitiveness until a suitable replacement can be found.

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

Our facilities are located in Europe, the United States, Brazil, Argentina, Morocco, South Korea 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;
- organized strikes, work stoppages or business interruption events at our suppliers or customers;
- cancellation or unenforceability of contractual rights or title to real property;
- compliance with a variety of laws and regulations in various jurisdictions;
- fines or claims against Trivium from failing to protect its workers from workplace incidents due to the lack of a safe working environment;
- fines or claims against Trivium's suppliers for compliance with laws and regulations;
- inconsistent regulations, licensing and legal requirements may increase our cost of operations as we endeavour 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.

Our heavy reliance on technology and automated systems to operate our business could mean that any significant failure or disruption of these systems, including as a result of cybersecurity attacks, could have a material adverse effect on our business and reputation.

We depend on automated systems , including cloud-based service providers, and technology to operate our business, including accounting systems, manufacturing systems and telecommunication systems. There can be no assurance that these systems will not fail or suffer from substantial or repeated disruptions due to various events, some of which are beyond our control, such as natural disasters, power failures, terrorist attacks, equipment or software failures, user errors or computer viruses. Any such disruptions could severely interrupt the operation of our production facilities for an extended period of time, which could have an adverse effect on the supply of our products and result in a material adverse effect on our business, financial condition, results of operations, cash flow or prospects.

Increased global cybersecurity threats and more sophisticated and targeted computer crime also pose a potentially significant risk to the security of our systems and networks and the confidentiality, availability and integrity of our data, as well as the confidential data of our employees, customers, suppliers, business partners and other third parties that we may hold. Loss, disclosure, misappropriation of, or access to such data 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 also adversely affect our reputation.

As the cyber-threat landscape evolves, these attacks are growing in frequency, sophistication and intensity, and due to the nature of some of these attacks, there is also a risk that they may remain undetected for a period of time. We have previously been the target of cyberattacks and expect such attempts to continue. In 2021, we announced that we had experienced a cybersecurity incident (the "Cybersecurity Incident"), the response to which included temporarily shutting down certain IT systems and applications used by us. Although no cybersecurity incident occurred during the years ended December 31, 2022, 2023 or 2024 that resulted in an interruption of our operations, nor known losses of critical data or otherwise had a material impact on our strategy, financial condition or results of operations, the scope and impact of any future incident cannot be predicted.

Substantial or repeated systems failures or disruptions, including as a result of not effectively remediating system failures, cybersecurity incidents and other disruptions could result in the unauthorized release of confidential or otherwise protected information, improper use of our systems and networks, defective products, harm to individuals or property, contractual or regulatory actions and fines, penalties and potential liabilities, production downtime and operational disruptions and loss or compromise of important or sensitive data. For example, the loss, disclosure, misappropriation of or access to our employees' or business partners' information or our failure to meet increasing data privacy, security and incident disclosure obligations could impact our reputation and result in lost revenue, increased costs, future legal claims or proceedings, including class actions, liability or regulatory actions or penalties, including, for instance, under the EU and UK General Data Protection Regulation. The adoption of artificial intelligence technologies could aggravate these risks by increasing the risk that information is inadvertently or maliciously compromised. Any of the aforementioned risks could result in increased costs, lost revenue, reputational harm and decreased competitiveness, which could materially adversely affect our business, financial condition, results of operations, cash flow or prospects, and increased global cybersecurity threats and more sophisticated and targeted computer crime may further increase this risk.

Our substantial debt could adversely affect our financial health and ability to effectively manage and grow our business, including preventing us from fulfilling our obligations under the Notes.

We have a substantial amount of debt and significant debt service obligations. As at December 31, 2024, we had indebtedness and net debt of $2,929 million and $2,534 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.

Further, notwithstanding our current indebtedness levels and restrictive covenants, we may still be able to incur substantial additional debt or make certain restricted payments, which could exacerbate the risks described above.

Adverse developments in our business, results of operations and financial condition due to deteriorating global economic conditions, increased interest rates or other factors could cause rating 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. See "*—Changes to the economic, political, credit, and/or financial environment in which we operate could have an adverse effect on our business, such as affecting consumer demand of certain end-use categories, which includes products related to beauty and personal care, beverage, food, home care and industrial, nutrition, paints and coatings, petfood, pharmaceutical, seafood, vitamins, supplements and over the counter packaging, which could impact our customers and as a result, reduce the demand for our products*" for further detail on deteriorating economic conditions.

If we are unable to raise additional capital, or if the cost of raising additional capital significantly increases, as is the case when central banks raise benchmark interest rates, we may be unable to make necessary or desired capital expenditures, take advantage of investment opportunities, refinance existing indebtedness or meet unexpected financial requirements. This could cause us to default on our indebtedness, delay or abandon anticipated expenditures and investments, or otherwise limit our operations, all of which could have an adverse effect on our business, results of operations, financial condition, cash flows or prospects.

Non-Statutory Consolidated Financial Statements

INDEX TO THE NON-STATUTORY CONSOLIDATED FINANCIAL STATEMENTS

Non-statutory consolidated financial statements of Trivium Packaging B.V. and its subsidiaries for the year ended December 31, 2024

Independent auditor's report

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

Report on the audit of the non-statutory consolidated financial statements 2024

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 2024, and of its result and its cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

We have audited the accompanying non-statutory consolidated financial statements 2024 which are part of the Report to Bondholders of Trivium Packaging B.V., Amsterdam.

The non-statutory consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2024;
- the following statements for 2024: the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

The financial reporting framework applied in the preparation of the non-statutory consolidated financial statements is IFRS Accounting Standards.

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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.

Independence

We are independent of Trivium Packaging B.V. in accordance with the 'Wet toezicht accountants-organisaties' (Wta, Audit firms supervision act), 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 at the instruction of Trivium Packaging B.V., 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 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.

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.

We conclude that the other information is consistent with the non-statutory consolidated financial statements and does not contain material misstatements.

By performing our procedures, we comply with the requirements included in the Dutch 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 with IFRS Accounting Standards; 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.

In preparing 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 framework 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, and is not a guarantee that an audit conducted in accordance with the Dutch Standards on Auditing will always detect a material misstatement when it exists. 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.

Utrecht, 7 March 2025
PricewaterhouseCoopers Accountants N.V.

Original has been signed by H.J. Kruisman RA

Appendix to our auditor's report on the non-statutory consolidated financial statements 2024 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

The Directors are responsible for preparing the non-statutory consolidated financial statements of Trivium Packaging B.V. and its subsidiaries (together the "Group" or "Trivium Group") in accordance with IFRS Accounting Standards 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, 2024 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 apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state that these non-statutory consolidated financial statements comply with IFRS Accounting Standards; 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 is aware, there is no relevant audit information of which the Group's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a Director in order to make him 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 6, 2025.

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF INCOME

	Notes	Year ended December 31, 2024			Year ended December 31, 2023		
		Before exceptional items $'m	Exceptional items $'m Note 4	Total $'m	Before exceptional items $'m	Exceptional items $'m Note 4	Total $'m
Revenue	3	2,937	—	2,937	3,098	—	3,098
Cost of sales		(2,360)	(38)	(2,398)	(2,559)	(44)	(2,603)
Gross profit/(loss)		**577**	**(38)**	**539**	**539**	**(44)**	**495**
Sales, general and administrative expenses		(220)	(15)	(235)	(196)	(14)	(210)
Amortization of intangible assets	9	(166)	—	(166)	(176)	—	(176)
Operating profit/(loss)		**191**	**(53)**	**138**	**167**	**(58)**	**109**
Net finance expense	5	(198)	—	(198)	(195)	(15)	(210)
Loss before tax		**(7)**	**(53)**	**(60)**	**(28)**	**(73)**	**(101)**
Income tax (charge)/credit	6	(24)	12	(12)	(23)	13	(10)
Loss for the year		**(31)**	**(41)**	**(72)**	**(51)**	**(60)**	**(111)**

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

TRIVIUM PACKAGING

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended December 31, 2024 $'m	2023 $'m
Loss for the year		**(72)**	**(111)**
Other comprehensive (loss)/income:			
Items that may subsequently be reclassified to the statement of income			
Foreign currency translation adjustments:			
— Arising in the year		(21)	17
		(21)	**17**
Effective portion of changes in fair value of cash flow hedges:			
— Fair value adjustments into reserves		47	(37)
— Movement out of reserves to the statement of income		(48)	25
— Movement in deferred tax		—	(1)
		(1)	**(13)**
Cost of hedging reserves adjustments:			
— Fair value adjustments into reserves		(1)	1
		(1)	**1**
Items that will not be reclassified to the statement of income			
Movement in employee benefit obligations:			
— Re-measurement of employee benefit obligations	18	8	(18)
— Movement in deferred tax		(2)	5
		6	**(13)**
Total other comprehensive loss for the year		**(17)**	**(8)**
Total comprehensive loss for the year		**(89)**	**(119)**

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

TRIVIUM PACKAGING B.V.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	At December 31, 2024 $'m	At December 31, 2023 $'m
Non-current assets			
Intangible assets	9	2,502	2,770
Property, plant and equipment	10	1,100	1,129
Deferred tax assets	6	21	21
Other non-current assets	11	12	9
Derivative financial instruments	17	—	11
		3,635	**3,940**
Current assets			
Inventories	12	427	477
Trade and other receivables	13	272	288
Contract assets	14	21	38
Assets held for sale		—	2
Derivative financial instruments	17	53	2
Cash, cash equivalents and other financial assets	15	344	246
		1,117	**1,053**
TOTAL ASSETS		**4,752**	**4,993**
Equity			
Issued capital	16	44	44
Share premium		930	930
Other reserves		(36)	(11)
Retained earnings		(455)	(389)
TOTAL EQUITY		**483**	**574**
Non-current liabilities			
Indebtedness	17	2,894	2,949
Employee benefit obligations	18	188	306
Deferred tax liabilities	6	273	311
Provisions	19	7	11
Contract liabilities		8	17
		3,370	**3,594**
Current liabilities			
Indebtedness	17	35	36
Trade and other payables	20	824	723
Contract liabilities		3	20
Income tax payable		17	20
Provisions	19	20	26
		899	**825**
TOTAL LIABILITIES		**4,269**	**4,419**
TOTAL EQUITY AND LIABILITIES		**4,752**	**4,993**

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

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, 2023	**44**	**930**	**(35)**	**13**	**2**	**(265)**	**689**
Loss for the year	—	—	—	—	—	(111)	**(111)**
Other comprehensive income/(loss)	—	—	17	(13)	1	(13)	**(8)**
Hedging losses transferred to inventory	—	—	—	4	—	—	**4**
At December 31, 2023	**44**	**930**	**(18)**	**4**	**3**	**(389)**	**574**
At January 1, 2024	**44**	**930**	**(18)**	**4**	**3**	**(389)**	**574**
Loss for the year	—	—	—	—	—	(72)	**(72)**
Other comprehensive (loss)/income	—	—	(21)	(1)	(1)	6	**(17)**
Hedging gains transferred to inventory	—	—	—	(2)	—	—	**(2)**
At December 31, 2024	**44**	**930**	**(39)**	**1**	**2**	**(455)**	**483**

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, 2024 $'m	2023 $'m
Cash flows from operating activities			
Cash generated from operating activities	21	483	439
Income tax paid		(48)	(40)
Interest paid		(173)	(174)
Net cash from operating activities		**262**	**225**
Cash flows from investing activities			
Purchase of property, plant and equipment		(118)	(177)
Purchase of intangible assets		(10)	(16)
Proceeds from disposal of property, plant and equipment		7	19
Movement in short-term financial assets		—	2
Net cash used in investing activities		**(121)**	**(172)**
Cash flows from financing activities			
Proceeds from borrowings	17	101	255
Repayment of borrowings	17	(109)	(205)
Lease payments		(28)	(26)
Net cash (used in)/from financing activities		**(36)**	**24**
Net increase in cash and cash equivalents		**105**	**77**
Cash and cash equivalents at the beginning of the year		243	166
Foreign exchange loss on cash and cash equivalents		(7)	—
Cash and cash equivalents at the end of the year	15	**341**	**243**

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 "Trivium Group") are a leading supplier of innovative, value-added, rigid metal packaging solutions. The Group's products mainly include steel 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, 2024 (the "reporting date") and for the comparative year presented. The principal operating subsidiaries forming the Group are listed in Note 22.

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

2. Summary of material accounting policies

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with, and are in compliance with IFRS Accounting Standards, which are comprised of standards and interpretations approved by the IASB. References to IFRS Accounting Standards hereafter should be construed as references to IFRS Accounting Standards 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 Accounting Standards 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.

Areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are material 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. on March 6, 2025.

Going concern

The Management Board has prepared an assessment, on which 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 Management Board has taken into account all available information about a period, extending to at least, March 31, 2026 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.

New and amended standards and interpretations

The Group applied for the first-time certain IFRS Accounting Standards and amendments, which are effective for annual periods beginning on or after January 1, 2024.

Amendments to IAS 1 for non-current liabilities with covenants and classification of liabilities as current and non-current

The amendment for non-current liabilities with covenants clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments for classification of liabilities aims to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. These amendments had no impact on the Group's consolidated financial statements.

Amendments to IAS 7 and IFRS 7 for supplier finance arrangements

The amendments add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements. These amendments had no impact on the Group's consolidated financial statements.

Amendments to IFRS 16 for lease liability in a sale and leaseback arrangement

The amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. These amendments had no impact on the Group's consolidated financial statements.

Upcoming accounting pronouncements, not yet effective

The Supervisory Board's assessment of the impact of new IFRS Accounting 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.

The Group has not early adopted any IFRS Accounting Standards, interpretation or amendments that have been issued but which are not yet effective.

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 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 for consolidation into the Group are consistent with the accounting 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.

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.

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 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. 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.

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 have an estimated useful economic life greater than one year are capitalized.

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 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.

(i) Trade and other receivables

Trade and other receivables are recognized initially at fair value and 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 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. These investments are 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.

(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 17. 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.

(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 forecasted 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 the finance income or expense line item.

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, material estimates and assumptions (Note 9, 17, 18)
- Quantitative disclosures of fair value measurement hierarchy (Note 17)
- Financial instruments, including those carried at amortized cost (Note 17)

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 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 similar to defined benefit pension plans. Actuarial gains and losses are recognized in full in the consolidated statement of income and in the period in which they arise. The Group's long-term performance-based plan is measured based on the expected amount payable.

(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 are 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 future expected sales are recognized as a contract liability. The amount of contract liability recognized at the reporting date in the consolidated statement of financial position relates to the expected sales 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 steel 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 steel 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. In general, 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 separately identifies 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, exceptional incident costs and related insurance recoveries, directly attributable acquisition costs and acquisition integration costs, profit or loss on disposal or termination of operations and assets, start-up and ramp-up costs incurred in relation to and associated with new plant or 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 management 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 gains on 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 net interest expense on borrowings and other facilities, including amortization of deferred debt issuance costs, finance lease expenses, certain net foreign currency translation related to financing, net interest cost on employee benefit obligations, losses on extinguishment of borrowings, ineffective portions of losses on 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 financing linked expenses.

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 when 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 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 which is not a business combination that at the time of the transaction affected neither accounting nor taxable profit or loss and did not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting 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 9.

(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 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 assesses whether amounts for interest and penalties linked to uncertain tax positions can be separated from income taxes and are not part of an overall settlement with the tax authority. Such separable amounts are classified separately within the consolidated financial statements outside of income tax expense and payable.

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.

(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 18.

The liability with respect to the long-term performance-based plan is based on management's best estimate of the expected amount payable in 2025.

(iv) Exceptional items

The consolidated statement of income separately identifies 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, which permits the inclusion of line items and subtotals that improve the understanding of the Group’s performance.

3. Segment and revenue analysis

The Group has two operating and reportable segments, EAA (Europe, Asia and Africa) and AGAB (Americas and Global Aerosol and Beverage), which exclude certain corporate headquarter costs and items included in reconciliation table below that have not been allocated to these segments, as these are reviewed by the CODM on a group-wide basis. 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, which is the profit or loss for the year before income tax charge or credit, net finance expense, depreciation and amortization expense, exceptional operating expense, gain or loss on the sale of PP&E and the accrual or release for the long-term performance-based plan. Segmental revenues are derived from sales to external customers. Inter-segment revenue is not material.

Reconciliation of loss for the year to Adjusted EBITDA:

	Year ended December 31,	
	2024 $'m	2023 $'m
Loss for the year	(72)	(111)
Income tax charge (Note 6)	12	10
Net finance expense (Note 5)	198	210
Depreciation and amortization expense (Notes 9, 10)	285	283
Exceptional operating expense (Note 4)	53	58
Long-term performance-based plan release (Note 18)	(27)	(7)
Loss/(gain) on sale of PP&E	3	(7)
Adjusted EBITDA	**452**	**436**

Segment assets consist 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, 2024 and 2023 are:

	Revenue $'m	Adjusted EBITDA $'m	Net capital expenditure $'m	Segment assets $'m
Year ended December 31, 2024				
EAA	1,724	268	58	2,463
AGAB	1,213	199	59	2,289
Corporate	—	(15)	—	—
Group	**2,937**	**452**	**117**	**4,752**
Year ended December 31, 2023				
EAA	1,858	266	83	2,612
AGAB	1,240	182	51	2,381
Corporate	—	(12)	—	—
Group	**3,098**	**436**	**134**	**4,993**

Net capital expenditure is the sum of gross capital expenditure after adjusting for proceeds from capital projects financing. Gross capital expenditure is the sum of purchases of property, plant and equipment and intangible assets, net of proceeds relating to property, plant and equipment, as per the consolidated statement of cash flows.

One customer accounted for more than 14% of total revenue in 2024. Total revenue and non-current assets, excluding derivative financial instruments, deferred taxes, pensions, investment in joint venture 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,	
	2024	2023
Revenue	$'m	$'m
United States of America	763	797
France	404	433
Netherlands	340	434

The revenue above is attributed to countries on a destination basis.

	At December 31,	
	2024	2023
Non-current assets	$'m	$'m
United States of America	273	284
Netherlands	190	209
France	142	158

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 considered necessary.

The following table illustrates the disaggregation of revenue by destination for the year ended December 31, 2024 and 2023:

	Europe $'m	North America $'m	Rest of the world $'m	Total $'m
Year ended December 31, 2024				
EAA	1,653	14	57	1,724
AGAB	206	799	208	1,213
Group	**1,859**	**813**	**265**	**2,937**
Year ended December 31, 2023				
EAA	1,767	11	80	1,858
AGAB	208	832	200	1,240
Group	**1,975**	**843**	**280**	**3,098**

4. Exceptional items

	Year ended December 31,	
	2024	2023
	$'m	$'m
Restructuring and other costs	16	31
Impairment of PP&E and intangibles	18	10
Exceptional event related costs	4	3
Exceptional items – cost of sales, net	**38**	**44**
Restructuring and other costs	3	9
Exceptional event related costs	—	1
Transaction and advisory related costs	12	4
Exceptional items – SG&A expenses, net	**15**	**14**
Exceptional operating expense	**53**	**58**
Exceptional items – non-operating items	—	15
Exceptional items before tax	**53**	**73**
Exceptional income tax credit	(12)	(13)
Total exceptional items	**41**	**60**

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

2024

Exceptional items before tax of $53 million have been recognized for the year ended December 31, 2024, primarily comprising:

Cost of sales

- Restructuring and other costs of $16 million, of which $6 million relates to network optimization and capacity alignment initiatives in the EAA segment, mainly in the Netherlands, United Kingdom and Germany. In addition, there are $8 million of customer-related intermediate supply costs for a new line investment incurred in the AGAB segment and $2 million of line ramp-up costs in the EAA segment.
- Impairment of PP&E and intangibles of $18 million is incurred in relation to the aforementioned network optimization and capacity alignment initiatives as well as idle asset reviews and changes in planned use of equipment.
- Exceptional incident costs of $4 million, of which $5 million relates to incremental costs arising from an exceptional tinplate and slugs supply disruption in our EAA and AGAB businesses caused by incidents at our supplier's manufacturing facility. This was partly offset by a release of $1 million of unused claim provisions from the 2021 cyber incident.

Selling, general and administrative expenses

- Restructuring and other costs of $3 million linked to restructuring costs arising from Trivium's value creation program.
- Transaction costs of $12 million, of which $11 relates to advisory fees and other costs mainly associated with the execution of the value creation program of the Group. A further amount $1 million related to the settlement of certain 2019 acquisition-linked costs on behalf of our shareholders.

2023

Exceptional items before tax of $73 million have been recognized for the year ended December 31, 2023, primarily comprising:

Cost of sales

- Restructuring and other costs of $31 million, of which $14 million relates to network optimization and capacity alignment initiatives within the EAA and AGAB segment, predominantly in the Netherlands, Germany, Seychelles and the United States. In addition, there are $14 million of predominantly ramp-up and pre-operating costs associated with manufacturing capacity expansions and network optimization projects and $3 million of foreign exchange losses due to a more than 25% devaluation of the Argentina peso versus the U.S. dollar, incurred within the AGAB segment in the third and fourth quarter.
- Impairment of PP&E and intangibles of $10 million is incurred in relation to the aforementioned network optimization and capacity alignment as well as idle asset reviews.
- Exceptional incident costs of $3 million mainly relates to incremental costs incurred due to an exceptional supply disruption of slugs into our North American aerosol business caused by a fire and total loss of our supplier's slug manufacturing facility.

Selling, general and administrative expenses

- Restructuring and other costs of $9 million, of which $7 million relates to restructuring costs linked to Trivium's value creation program and $2 million relates to costs linked to major litigations or investigations.
- Exceptional incident related costs of $1 million relates mainly to the final portion of IT recovery costs related to the 2021 cyber security incident.
- Transaction costs of $4 million relates to advisory fees and other costs mainly associated with the execution of the value creation program of the Group.

Finance expenses

- Exceptional finance expenses of $15 million relates to the foreign exchange losses on investments and tax-linked receivables due to a more than 25% devaluation of the Argentine peso versus the U.S. dollar, incurred within the AGAB segment in the third and fourth quarter.

5. Net finance expense

	Year ended December 31, 2024 $'m	2023 $'m
Senior Secured and Senior Notes	159	158
Other interest expense	30	27
Interest expense	**189**	**185**
Net foreign currency translation losses/(gains)	1	(1)
Net interest costs of employee benefit obligations	7	12
Net losses/(gains) on derivative financial instruments	1	(1)
Exceptional finance expense (Note 4)	—	15
Net finance expense	**198**	**210**

Included within Senior Secured and Senior Notes is net interest income on cross currency interest rate swaps ("CCIRS") of $17 million (2023: $17 million). During the year ended December 31, 2024, the Group recognized $8 million (2023: $5 million) of interest expense related to lease liabilities within other interest expense.

6. Current and deferred income tax

	Year ended December 31, 2024 $'m	2023 $'m
Current tax:		
Charge for the year	47	40
Adjustments in respect of prior years	(3)	(6)
Total current tax charge	**44**	**34**
Deferred tax:		
Credit for the year	(30)	(30)
Adjustments in respect of prior years	(2)	6
Total deferred tax credit	**(32)**	**(24)**
Income tax charge	**12**	**10**

Reconciliation of income tax charge and the accounting loss multiplied by the Group's domestic tax rate for 2024 and 2023 is as follows:

	Year ended December 31, 2024 $'m	2023 $'m
Loss before tax	**(60)**	**(101)**
Loss before tax multiplied by the Dutch corporate tax rate: 25.8%	(16)	(26)
Tax losses and interest expense for which no deferred tax asset was recognized	38	23
Adjustment in respect of prior years	(5)	—
Income subject to state and other local income taxes	7	4
Statutory reporting differences	(10)	3
Non-deductible items	4	7
Other	(6)	(1)
Income tax charge	**12**	**10**

The total income tax charge outlined above includes tax credits of $12 million (2023: $13 million) in respect of exceptional items, being the tax effect of the items set out in Note 4.

Deferred tax assets generated in current year not benefited, 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.

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, 2023	86	(397)	(311)
Recorded in the statement of income	8	16	24
Recorded in other comprehensive income	4	—	4
Foreign exchange	2	(9)	(7)
At December 31, 2023	**100**	**(390)**	**(290)**
At January 1, 2024	100	(390)	(290)
Recorded in the statement of income	(5)	37	32
Recorded in other comprehensive income	(2)	—	(2)
Foreign exchange	(3)	11	8
At December 31, 2024	**90**	**(342)**	**(252)**

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

	Year ended December 31, 2024 $'m	2023 $'m
Employee benefit obligations	23	32
Lease liabilities	21	17
Trade and other payables	13	16
Inventory	16	11
Tax losses	5	6
Restricted interest carry forward	1	6
Depreciation timing differences	5	4
Provisions	1	3
Other	5	5
	90	**100**
Available for offset	(69)	(79)
Deferred tax assets	**21**	**21**
Intangible assets	(208)	(253)
Depreciation timing differences	(110)	(109)
Right of use assets	(20)	(16)
Contract assets	(3)	(8)
Trade and other receivables	—	(2)
Other	(1)	(2)
	(342)	**(390)**
Available for offset	69	79
Deferred tax liabilities	**(273)**	**(311)**

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

	Year ended December 31, 2024 $'m	2023 $'m
Intangible assets	37	34
Employee benefit obligations	(11)	1
Inventory	6	4
Deferred revenue	4	(8)
Depreciation timing differences	(3)	(11)
Provisions	(1)	3
Tax (gains)/losses	(1)	2
Other	1	(1)
	32	**24**

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 $24 million (2023: $25 million) in respect of tax losses amounting to $96 million (2023: $97 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 $119 million (2023: $95 million) in respect of excess interest expense carried forward amounting to $456 million (2023: $364 million) that can be carried forward against future taxable income due to uncertainty regarding their future utilization. The Group also did not recognize deferred tax assets of $10 million (2023: $11 million) in respect of other deductible temporary differences amounting to $42 million (2023: $47 million) that can be carried forward against future taxable income due to uncertainty regarding their 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 these temporary differences and it is probable that these temporary differences 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 considered material.

Pillar Two update
The group is subject to the global minimum top-up tax ('Pillar Two') legislation, which has entered into force in the Netherlands on 31 December 2023 and effective as of January 1, 2024 onwards. The Group is active in the Netherlands and multiple other countries.

The Company makes use of the transitional CBCR safe harbor rules, using the financial statements data. These rules are expected to apply for all countries where the Group operates. No top-up tax is included in the consolidated tax expense since the safe harbor rules are met.

Each of the subsidiaries is legally responsible for the minimum top-up taxes payable in the jurisdiction in which they operate.

The Group has applied a temporary mandatory relief from deferred tax accounting for the impacts of the top-up tax and accounts for it as a current tax when it is incurred. The Group therefore neither recognizes nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

7. Sales, general and administrative expenses

Sales, general and administrative expenses comprise of functional labor and non-labor costs.

8. Employee costs

	Year ended December 31, 2024 $'m	2023 $'m
Wages and salaries	473	448
Social security costs	83	82
Defined benefit plan pension costs (Note 18)	1	1
Other employee benefit obligation costs (Note 18)	3	4
Defined contribution plan pension costs (Note 18)	15	13
Long-term performance-based plan reversal (Note 18)	(27)	(7)
Group employee costs	**548**	**541**

	At December 31, 2024	2023
Number of employees		
Production	6,098	6,080
Administration	1,263	1,216
Group	**7,361**	**7,296**

9. Intangible assets

	Goodwill $'m	Customer relationships $'m	Technology $'m	Software $'m	Total $'m
Cost					
At January 1, 2023	1,668	1,395	218	64	**3,345**
Additions	—	—	5	12	**17**
Disposal	—	—	—	(1)	**(1)**
Foreign exchange	47	33	5	2	**87**
At December 31, 2023	**1,715**	**1,428**	**228**	**77**	**3,448**
Amortization					
At January 1, 2023	—	(408)	(61)	(20)	**(489)**
Charge for the year	—	(129)	(33)	(14)	**(176)**
Disposal	—	—	—	1	**1**
Foreign exchange	—	(11)	(1)	(2)	**(14)**
At December 31, 2023	**—**	**(548)**	**(95)**	**(35)**	**(678)**
Net book value					
At December 31, 2023	**1,715**	**880**	**133**	**42**	**2,770**
Cost					
At January 1, 2024	1,715	1,428	228	77	**3,448**
Additions	—	—	2	8	**10**
Impairment	—	—	(1)	—	**(1)**
Foreign exchange	(75)	(43)	(23)	11	**(130)**
At December 31, 2024	**1,640**	**1,385**	**206**	**96**	**3,327**
Amortization					
At January 1, 2024	—	(548)	(95)	(35)	**(678)**
Charge for the year	—	(128)	(21)	(17)	**(166)**
Foreign exchange	—	14	2	3	**19**
At December 31, 2024	**—**	**(662)**	**(114)**	**(49)**	**(825)**
Net book value					
At December 31, 2024	**1,640**	**723**	**92**	**47**	**2,502**

Research and development costs of $9 million (2023: $8 million) has been charged to the consolidated statement of income. Construction in progress relating to technology and software intangibles at December 31, 2024 was $7 million (2023: $19 million).

The contracted capital commitments related to intangible assets was $1 million (2023: $7 million).

Goodwill

Allocation of goodwill

Goodwill acquired through a 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 as 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,	
	2024	2023
	$'m	$'m
EAA	1,156	1,227
AGAB	485	487
Total Goodwill	**1,641**	**1,714**

Impairment test for goodwill

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 annual budget approved by the Board. The budget projections were then extrapolated for a further 4-year period (2026-2029) 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 2029.

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 9.3% (2023: 9.9%) and 11.8% (2023: 11.6%) for EAA and AGAB, 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, volume commitments and sector demand from customers, incremental cost efficiencies, and ability to maintain our margin through pass-through of input costs. 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% (2023: 3%) and 2.5% (2023: 4%) with respect to EAA and AGAB, 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% and 2.5% for EAA and AGAB, respectively (2023: 2.1% for EEA and 2.4% for AGAB).

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 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.

10. Property, plant and equipment

	Land and buildings $'m	Plant and machinery $'m	Office equipment, vehicles and other $'m	Total $'m
Cost				
At January 1, 2023	291	951	43	**1,285**
Additions	32	155	11	**198**
Impairment (Note 4)	—	(10)	—	**(10)**
Disposals	(7)	(26)	(4)	**(37)**
Foreign exchange	8	24	1	**33**
At December 31, 2023	**324**	**1,094**	**51**	**1,469**
Depreciation				
At January 1, 2023	(57)	(176)	(18)	**(251)**
Charge for the year	(24)	(76)	(7)	**(107)**
Disposals	3	19	3	**25**
Foreign exchange	(1)	(5)	(1)	**(7)**
At December 31, 2023	**(79)**	**(238)**	**(23)**	**(340)**
Net book value				
At December 31, 2023	**245**	**856**	**28**	**1,129**
Cost				
At January 1, 2024	324	1,094	51	**1,469**
Additions	39	100	22	**161**
Impairment (Note 4)	—	(17)	—	**(17)**
Disposals	(12)	(30)	(4)	**(46)**
Foreign exchange	(13)	(44)	(4)	**(61)**
At December 31, 2024	**338**	**1,103**	**65**	**1,506**
Depreciation				
At January 1, 2024	(79)	(238)	(23)	**(340)**
Charge for the year	(24)	(84)	(11)	**(119)**
Disposals	9	24	3	**36**
Foreign exchange	4	12	1	**17**
At December 31, 2024	**(90)**	**(286)**	**(30)**	**(406)**
Net book value				
At December 31, 2024	**248**	**817**	**35**	**1,100**

Depreciation expense of $110 million (2023: $102 million) has been charged in cost of sales and $9 million (2023: $5 million) in sales, general and administrative expenses.

Construction in progress included within plant and machinery at December 31, 2024 was $81 million (2023: $138 million).

Included in property, plant and equipment is an amount for freehold land of $58 million (2023: $61 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.

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, 2024	83	9	5	**97**
At December 31, 2023	76	8	3	**87**

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, 2024	17	5	3	**25**
Charge for year ended December 31, 2023	16	4	3	**23**

Total additions to the right-of-use assets of $41 million (2023: $29 million), total disposals of $3 million (2023: $1 million), and a foreign exchange loss of $3 million (2023: gain of $3 million) was recognized during the year ended December 31, 2024.

During the year, the Group incurred short-term and variable lease expenses of $10 million (2023: $11 million), primarily related to warehouse and plant equipment leases.

The contracted capital commitments related to property, plant and equipment was $11 million (2023: $24 million).

11. Other non-current assets

At December 31, 2024, other non-current assets of $12 million (2023: $9 million) include $3 million relating to the Group's investment in its immaterial joint ventures.

12. Inventories

	At December 31,	
	2024	2023
	$'m	$'m
Raw materials & consumables	241	243
Work-in-progress	54	74
Finished goods	132	160
	427	**477**

Certain inventories held by the Group have been pledged as security under the Group's Global ABL Facility (Note 17). The amount recognized as a write down in inventories during the year was $22 million (2023: $40 million).

13. Trade and other receivables

	At December 31,	
	2024 $'m	2023 $'m
Trade receivables	194	212
Other receivables and prepayments	78	76
	272	**288**

Included in other receivables and prepayments is an amount of $11 million (2023: $8 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, 2024, are as follows:

	Year ended December 31,	
	2024 $'m	2023 $'m
At January 1,	**(3)**	**(4)**
Provision for receivables impairment	(3)	—
Receivables written off during the year	—	1
At December 31,	**(6)**	**(3)**

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, 2024, trade receivables of $26 million (2023: $38 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,	
	2024 $'m	2023 $'m
Up to three months past due	26	33
Three to six months past due	—	2
Over six months past due	—	3
	26	**38**

14. Contract assets

The following table provides information about movement in contract assets:

	Year ended December 31,	
	2024 $'m	2023 $'m
At January 1,	**38**	**30**
Transfers from contract assets to receivables	(38)	(30)
New contract assets recognized during the year	23	37
Foreign exchange (loss)/gain	(2)	1
Balance as at December 31,	**21**	**38**

15. Cash, cash equivalents and other financial assets

	At December 31,	
	2024 $'m	2023 $'m
Cash at bank and in hand	271	243
Short-term bank deposits	70	—
Cash and cash equivalents as per the statement of cash flows	**341**	**243**
Restricted cash	3	3
Cash, cash equivalents and other financial assets	**344**	**246**

Restricted cash includes cash required by law in dedicated accounts. Short-term bank deposits represent highly liquid instruments redeemable within one month of the reporting date.

16. Issued capital

At December 31, 2024 and 2023, there were a total of 40 million issued and fully paid shares with a par value of €1 amounting to a share capital balance of $44 million.

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, 2024 and 2023.

17. Indebtedness and derivative financial instruments

The Group's net external debt was as follows:

	At December 31, 2024 $'m	At December 31, 2023 $'m
Loan notes	2,767	2,827
Other financing	162	158
Indebtedness	**2,929**	**2,985**
Cash, cash equivalents and other financial assets	(344)	(246)
Derivative financial instruments used to hedge foreign currency and interest rate risk	(51)	(11)
Net debt	**2,534**	**2,728**

An amount of $2,894 million of the Group's indebtedness is classified as non-current liabilities (2023: $2,949 million) and $35 million (2023: $36 million) as current liabilities.

At December 31, 2024, 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	649	—
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	369	—
8.500% Senior Notes	USD	700	15-Aug-27	Bullet	700	700	—
Global ABL Facility	USD	210	11-Apr-27	Revolving	—	—	210
Lease Obligations	Various	—	—	Amortizing	—	105	—
Other Indebtedness	Various	—	—	Amortizing	—	58	—
						2,931	**210**
Deferred debt issue costs						(2)	—
Indebtedness / undrawn facilities						**2,929**	**210**
Cash, cash equivalents and other financial assets						(344)	344
Derivative financial instruments used to hedge foreign currency and interest rate risk						(51)	—
Net debt / available liquidity						**2,534**	**554**

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At December 31, 2023, 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	691	—
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	392	—
8.500% Senior Notes	USD	700	15-Aug-27	Bullet	700	700	—
Global ABL Facility	USD	237	11-Apr-27	Revolving	—	—	237
Lease Obligations	Various	—	—	Amortizing	—	94	—
Other Indebtedness	Various	—	—	Amortizing	—	67	—
						2,994	**237**
Deferred debt issue costs						(9)	—
Indebtedness / undrawn facilities						**2,985**	**237**
Cash, cash equivalents and other financial assets						(246)	246
Derivative financial instruments used to hedge foreign currency and interest rate risk						(11)	—
Net debt / available liquidity						**2,728**	**483**

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 Group complied with all applicable covenants in the reporting year.

The movement in net debt is as follows:

	Year ended December 31,	
	2024	2023
	$'m	$'m
Increase in cash, cash equivalents and other financial assets, net of foreign currency movement	(98)	(67)
(Decrease)/increase in indebtedness and derivative financial instruments	(96)	143
(Decrease)/increase in net debt	**(194)**	**76**
Net debt at January 1,	2,728	2,652
Net debt at December 31,	**2,534**	**2,728**

The increase in cash and cash equivalents of $98 million (2023: $77 million) is partially offset by the decrease of restricted cash of nil (2023: $1 million) and decrease of other financial assets of nil (2023: increase $9 million).

The net increase in indebtedness and derivative financial instruments primarily includes proceeds from ABL and other facilities of $101 million (2023: $255 million), a net foreign exchange gain on borrowings of $66 million (2023: $40 million loss), a fair value gain on the derivative financial instruments used to hedge foreign currency of $40 million (2023: loss of $35 million), amortization of a deferred finance cost asset recognized on the issued bonds and Global ABL Facility of $7 million (2023: $8 million), repayment of ABL and other facilities of $109 million (2023: $205 million), and an increase in lease obligations of $11 million (2023: $10 million).

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

	At December 31, 2024 $'m	At December 31, 2023 $'m
Within one year or on demand	35	36
Between one and three years	2,811	2,177
Between three and five years	39	735
Greater than five years	46	46
	2,931	**2,994**
Deferred debt issue costs	(2)	(9)
	2,929	**2,985**

The maturity profile of the contractual undiscounted cash flows related to the Group's lease liabilities as of December 31, 2024, is as follows:

	At December 31, 2024 $'m	At December 31, 2023 $'m
Not later than one year	28	22
Later than one year and not later than five years	69	60
Later than five years	49	46
	146	**128**

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, 2024	**Indebtedness $'m**	**Trade and other payables $'m**	**Total $'m**
Within one year or on demand	213	755	968
Between one and three years	2,991	—	2,991
Between three and five years	50	—	50
Greater than five years	59	—	59

At December 31, 2023	Indebtedness $'m	Trade and other payables $'m	Total $'m
Within one year or on demand	206	648	854
Between one and three years	2,494	—	2,494
Between three and five years	782	—	782
Greater than five years	63	—	63

Trade and other payables are shown exclusive of interest payable and 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, 2024	Amount drawn $'m	Deferred debt issue costs $'m	Total $'m	Total $'m
Loan notes	2,768	(1)	2,767	2,740
Global ABL Facility and other indebtedness	58	(1)	57	58
	2,826	**(2)**	**2,824**	**2,798**

	Carrying value			Fair value
At December 31, 2023	Amount drawn $'m	Deferred debt issue costs $'m	Total $'m	Total $'m
Loan notes	2,833	(6)	2,827	2,771
Global ABL Facility and other indebtedness	67	(3)	64	67
	2,900	**(9)**	**2,891**	**2,838**

Effective interest rates

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

	Currency	2024	2023
3.750% Senior Secured Notes due 2026	EUR	3.97%	4.04%
5.500% Senior Secured Notes due 2026	USD	5.77%	5.84%
Floating Senior Secured (three-month EURIBOR + 3.750%) due 2026	EUR	5.34%	5.19%
8.500% Senior Notes due 2027	USD	8.88%	8.92%
Other financing	Various	3.8%-8.7%	4.8%-8.9%

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

	At December 31,	
	2024 $'m	2023 $'m
Euro	1,100	1,165
U.S. dollar	1,790	1,779
Other	39	41
	2,929	**2,985**

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 techniques and observable inputs including the contract prices
(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	
	Fair values $'m	**Contractual or notional amounts $'m**
Metal forward contracts	2	13
Cross currency interest rate swaps	51	750
At December 31, 2024	**53**	**763**

	Assets	
	Fair values $'m	**Contractual or notional amounts $'m**
Metal forward contracts	2	29
Cross currency interest rate swap	11	750
At December 31, 2023	**13**	**779**

Derivative instruments with a fair value of nil (2023: $11 million) are classified as non-current asset, $53 million (2023: $2 million) are classified as current assets.

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 a CCIRS instrument.

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 $28 million (2023: a gain of $16 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.

Aluminum swap contracts

The Group hedges a substantial portion of its anticipated Aluminum 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 sales in terms of 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.

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, looks to match its open currency transaction asset and liability positions. Where open positions exist, these are offset through entering into foreign exchange forward and swap contracts. The fair value of these contracts when initiated is nil. No premium is paid or received and the fair value changes are reflected in the consolidated statement of income.

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 $317 million were sold under these programs as at December 31, 2024 (2023: $354 million).

18. Employee benefit obligations

	Year ended December 31, 2024			Year ended December 31, 2023		
	Defined benefit plan $'m	Other employee benefit obligations $'m	TOTAL $'m	Defined benefit plan $'m	Other employee benefit obligations $'m	TOTAL $'m
Net Liabilities	(160)	(28)	(188)	(184)	(122)	(306)
Net Asset	3	—	3	3	—	3
Net Obligation	**(157)**	**(28)**	**(185)**	**(181)**	**(122)**	**(303)**

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 relating mainly towards long service awards and post-employment benefit schemes.

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	
	2024 $'m	2023 $'m	2024 $'m	2023 $'m	2024 $'m	2023 $'m	2024 $'m	2023 $'m	2024 $'m	2023 $'m
Obligations	(14)	(16)	(159)	(177)	(80)	(94)	(1)	(1)	**(254)**	**(288)**
Assets	15	19	—	—	82	88	—	—	**97**	**107**
Net obligations	**1**	**3**	**(159)**	**(177)**	**2**	**(6)**	**(1)**	**(1)**	**(157)**	**(181)**

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

During 2024, the Group has initiated efforts to wind-up the US pension 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. 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, 2024 $'m	2023 $'m
Current service cost and administration costs:		
Cost of sales – current service cost (Note 8)	(1)	(1)
Total current service cost	**(1)**	**(1)**
Finance expense	(5)	(6)
Total current service cost and administration costs	**(6)**	**(7)**

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

	Year ended December 31, 2024 $'m	2023 $'m
Re-measurement of defined benefit obligation:		
Changes in demographic assumptions	—	2
Changes in financial assumptions	14	(10)
Changes in experience adjustments	3	(12)
	17	**(20)**
Re-measurement of plan assets:		
Actual (loss)/gain, net of expected return on plan assets	(9)	2
Actuarial gain/(loss) for the year on defined benefit pension schemes	**8**	**(18)**

The actual return on plan assets resulted in a gain of $4 million in 2024 (2023: a loss of $7 million). Movement in the defined benefit obligations and assets is as follows:

	Obligations 2024 $'m	Obligations 2023 $'m	Assets 2024 $'m	Assets 2023 $'m
At January 1,	(288)	(260)	107	98
Current service cost	(1)	(1)	—	—
Interest (cost)/income	(10)	(11)	5	5
Re-measurements	17	(20)	(9)	2
Settlement paid	(2)	—	(2)	—
Employer contributions	—	—	14	13
Benefits paid	16	15	(16)	(15)
Foreign exchange	13	(11)	(1)	4
At December 31,	**(255)**	**(288)**	**98**	**107**

Plan assets comprise of the following:

	At December 31, 2024 $'m	2024 %	2023 $'m	2023 %
Equities and investments funds	26	27	61	57
Bonds	67	68	45	42
Cash	5	5	1	1
	98	**100**	**107**	**100**

The pension assets are principally unquoted instruments and do not include any of the Company's ordinary shares, issued 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	
	2024 %	2023 %	2024 %	2023 %	2024 %	2023 %
Rates of inflation	N/A	N/A	2.00	2.10	2.70	2.60
Rates of increase in salaries	N/A	N/A	1.70	1.77	3.15	3.05
Discount rates	5.53	4.88	3.40	3.30	5.45	4.55

Assumptions regarding future mortality experience in the respective countries 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	
	2024 Years	2023 Years	2024 Years	2023 Years	2024 Years	2023 Years
Life expectancy, current pensioners	24	22	26	26	23	24
Life expectancy, future pensioners	22	23	23	23	20	20

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 $15 million (2023: $17 million). If the discount rate were to increase by 50 basis points, the carrying amount of the pension obligations would decrease by an estimated $13 million (2023: $15 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 $9 million (2023: $11 million). If the inflation rate were to increase by 50 basis points, the carrying amount of the pension obligations would increase by an estimated $9 million (2023: $12 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 (2023: $1 million). If the salary increase rate were to increase by 50 basis points, the carrying amount of the pension obligations would increase by an estimated $1 million (2023: $1 million).

The impact of increasing the life expectancy by one year would result in an increase in the Group's liability of $9 million (2023: $9 million) at December 31, 2024, holding all other assumptions constant.

The Group's best estimate of contributions expected to be paid to defined benefit plans in the next twelve months is $3 million. The principal defined benefit schemes are described briefly below:

Nature of the schemes	Germany Unfunded	UK Funded	U.S. Funded
2024			
Active members	358	40	—
Deferred members	532	219	142
Pensioners including dependents	1,209	468	204
Weighted average duration (years)	11	12	9
2023			
Active members	415	55	51
Deferred members	535	274	111
Pensioners including dependents	1,170	423	185
Weighted average duration (years)	11	13	11

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

	2025 $'m	2026 $'m	2027 $'m	2028 $'m	2029 $'m	Subsequent five years $'m
Benefits	19	18	18	18	18	56

The Group also has defined contribution plans; the contribution expense associated with these plans for 2024 was $15 million (2023: $13 million). The Group's best estimate of the contributions expected to be paid to these plans in 2025 is $17 million.

Other employee benefits

	Long-term performance-based plan		End of service employee benefits		Long-term employee benefits		Total	
	2024 $'m	2023 $'m	2024 $'m	2023 $'m	2024 $'m	2023 $'m	2024 $'m	2023 $'m
At January 1,	(91)	(93)	(16)	(15)	(15)	(13)	(122)	(121)
Current service cost	—	7	(1)	(1)	(2)	(3)	(3)	3
Interest cost (Note 5)	(1)	(5)	—	(1)	(1)	—	(2)	(6)
Re-measurements	27	—	—	—	1	—	28	—
Benefits paid	—	—	1	1	3	2	4	3
Reclass to current	65	—	—	—	—	—	65	—
Foreign exchange	—	—	—	—	2	(1)	2	(1)
At December 31,	**—**	**(91)**	**(16)**	**(16)**	**(12)**	**(15)**	**(28)**	**(122)**

The long-term performance-based plan comprises of a long-term (five-years) cash-bonus incentive program expected to be payable in 2025 for senior management of the Group. The long-term performance-based plan was updated during 2024 to provide a best estimate of the expected amount payable and the liability was also reclassed to current.

End of service employee benefits principally comprise amounts due to be paid to employees leaving the Group's service in France and Italy.

Long-term employee benefit obligations comprise amounts due to be paid under post-retirement medical schemes in the United States of America, partial retirement contracts in Germany and other obligations to pay benefits primarily related to long service awards.

19. Provisions

	At December 31,	
	2024 $'m	2023 $'m
Current	20	26
Non-current	7	11
	27	**37**

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, 2023	16	9	7	16	48
Provided	13	7	—	2	22
Released	(1)	(9)	(1)	(5)	(16)
Paid	(13)	(1)	(1)	(4)	(19)
Foreign exchange	1	—	—	1	2
At December 31, 2023	**16**	**6**	**5**	**10**	**37**
At January 1, 2024	16	6	5	10	37
Provided	15	6	—	3	24
Released	(6)	(4)	(2)	(3)	(15)
Paid	(16)	(3)	—	(2)	(21)
Reclass	—	—	—	6	6
Foreign exchange	(2)	(1)	—	(1)	(4)
At December 31, 2024	**7**	**4**	**3**	**13**	**27**

The restructuring provision relates to redundancy and other restructuring costs. Customer claims comprise product quality related claim provisions. Environmental provisions relate to probable environmental claims. Other provisions predominantly comprise provisions for major maintenance, legal claims, and probable workers compensations.

20. Trade and other payables

	At December 31,	
	2024 $'m	2023 $'m
Trade payables	527	503
Other payables and accruals	154	138
Long-term performance-based plan	59	—
Interest payable	53	53
Other tax and social security payable	16	22
Payables and accruals for exceptional items	12	4
Related party payable	3	3
	824	**723**

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 $53 million (2023: $53 million) includes interest payable on Senior Secured and Senior Notes of $59 million (2023: $59 million) and net interest receivable on CCIRS of $6 million (2023: $6 million).

21. Cash generated from operating activities

	Year ended December 31, 2024 $'m	2023 $'m
Loss for the year	**(72)**	**(111)**
Income tax charge (Note 6)	12	10
Net finance expense (Note 5)	198	210
Depreciation and amortization expense (Notes 9, 10)	285	283
Exceptional operating expense (Note 4)	53	58
Long-term performance-based plan release (Note 18)	(27)	(7)
Loss/(gain) on disposal of PP&E	3	(7)
Movement in working capital	65	69
Other exceptional incident and transactional costs paid	(18)	(49)
Exceptional restructuring paid	(16)	(17)
Cash generated from operating activities	**483**	**439**

22. Related party information

(i) Joint venture

At December 31, 2024, the Group owns 49% of shares in Copal SAS. The group recognized expenses of $3 million (2023: $3 million) related to manufacturing services received from Copal SAS during the year ended December 31, 2024.

(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, 2024, amounted to $41 million (2023: $73 million). The total cost recognized in the reporting period is as follows:

	Year ended December 31, 2024 $'m	2023 $'m
Salaries and other short-term employee benefits	10	9
Other compensation	(13)	(1)
Total key management compensation	**(3)**	**8**

(iii) Pension schemes

The Group's pension schemes are considered related parties. For details, please see Note 18.

(iv) Other related party transactions

At December 31, 2024, the Group has a net payable balance due to the Dutch pension fund of $3 million (2023: $3 million) and recognized contributions in respect to the Dutch pensions fund of $12 million (2023: $11 million). Furthermore, an income of $1 million (2023: $1 million) was recognized on account of sales and recharges.

(v) Subsidiaries

The following table provides information relating to our principal operating subsidiaries, all of which are wholly owned, at December 31, 2024.

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 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

23. 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 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 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 borrowings 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 reviews 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, 2024, approximately 83.6% (2023: 82.8%) of the Group's external borrowings were fixed with a weighted average interest rate of 5.2% (2023: 5.2%). The weighted average interest rate of all the Group's external borrowings for the year ended December 31, 2024 was 5.6% (2023: 5.6%).

Holding all other variables constant, including levels of the Group's external variable rate indebtedness, at December 31, 2024 an increase in variable interest rates by 1% would increase interest payable by approximately $5 million (2023: $5 million) for a 12-month period.

Foreign currency risk

The Group operates in twenty countries, across five continents and its main currency exposures, were in relation to the U.S. dollar and British pound vs. the euro, being the functional currency of the Group's parent company. 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 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 principal foreign currencies from the December 31, 2024 rate would decrease shareholders' equity by approximately $12 million (2023: $9 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, fluctuation in the U.S. dollar/euro rate have an effect on 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.

As at December 31, 2024, we have 79% of our energy risk covered for 2025 and 17% of our energy risk covered for 2026.

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 collection experience and other factors, e.g. credit insurance. 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, 2024, the Group's ten largest customers accounted for approximately 43% of total revenues (2023: 42%). There is no recent history of bad debt write-off 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.

The Group effectively manages liquidity risk through the below actions:

- having committed borrowing facilities that it can access to meet liquidity needs;
- maintaining cash balances and liquid investments with highly rated counterparties;
- limiting the maturity of cash balances;
- borrowing the bulk of its debt needs under long-term fixed rate debt securities; and
- having 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, who also monitor rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. The Group aims to maintain sufficient headroom on its undrawn committed borrowing facilities at all times so that it does not breach borrowing limits or covenants on any of its borrowing facilities. The centralized forecasting takes into consideration the Group's debt financing plans.

24. 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 Group is involved in 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.

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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