

EXHIBIT B

FORM OF CERTIFICATE OF TRANSFER FOR NOTES

Ardagh Metal Packaging Finance USA LLC
Ardagh Metal Packaging Finance plc
c/o Ardagh Metal Packaging S.A.
56, rue Charles Martel, L-2134
Luxembourg, Luxembourg

Citibank, N.A., London Branch
Citigroup Centre
25 Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Re: 6.000% Senior Secured Green Notes due 2027 (the “Notes”)

Reference is hereby made to the Indenture, dated as of June 8, 2022 (the “*Indenture*”), among, the Issuers, Citibank, N.A., London Branch, as Trustee, Security Agent, Principal Paying Agent and Transfer Agent and Citibank Europe plc as Registrar. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

_____, (the “*Transferor*”) owns and proposes to transfer the Note[s] or interest in such Note[s] specified in Annex A hereto, in the principal amount of \$ _____ in such Note[s] or interests (the “*Transfer*”), to _____ (the “*Transferee*”), as further specified in Annex A hereto. In connection with the Transfer, the Transferor hereby certifies that:

[CHECK ALL THAT APPLY]

1. ☒ **Check if Transferee will take delivery of a Book-Entry Interest in the Rule 144A Global Note or a Definitive Registered Note pursuant to Rule 144A.** The Transfer is being effected pursuant to and in accordance with Rule 144A under the United States Securities Act of 1933, as amended (the “*Securities Act*”), and, accordingly, the Transferor hereby further certifies that the beneficial interest or the Book-Entry Interest or Definitive Registered Note is being transferred to a Person that the Transferor or any Person acting on its behalf reasonably believed and believes is purchasing the beneficial interest or the Book-Entry Interest or Definitive Registered Note for its own account, or for one or more accounts with respect to which such Person exercises sole investment discretion, and such Person and each such account is a “qualified institutional buyer” within the meaning of Rule 144A under the Securities Act to whom notice has been given that the transfer is being made in reliance on Rule 144A in a transaction meeting the requirements of Rule 144A under the Securities Act and such Transfer is in compliance with any applicable blue sky securities laws of any state or territory of the United States. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or the Book-Entry Interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the Private Placement Legend printed on the Rule 144A Global Note and/or the Definitive Registered Note and in the Indenture and the Securities Act.

2. ☐ **Check if Transferee will take delivery of a Book-Entry Interest in the Regulation S Global Note or a Definitive Registered Note pursuant to Regulation S.** The Transfer is being effected pursuant to and in accordance with Regulation S under the United States Securities Act of 1933, as amended (the “*Securities Act*”). Upon consummation of such proposed transfer in accordance with the terms of the Indenture, the transferred Book-Entry Interest or Definitive Registered Note will not be subject to the restrictions on Transfer enumerated in the Private Placement Legend.

3. ☐ **Check and complete if Transferee will take delivery of a Definitive Registered Note pursuant to any provision of the Securities Act other than Rule 144A or Regulation S.** The Transfer is being effected:

(a) pursuant to and in compliance with an exemption from the registration requirements of the Securities Act other than Rule 144A or Regulation S and in compliance with the transfer restrictions contained in the Indenture and any applicable blue sky securities laws of any State of the United States;

OR

(b) to the Issuers, a Guarantor or a subsidiary thereof;

OR

(c) pursuant to an effective registration statement under the Securities Act and in compliance with the prospectus delivery requirements of the Securities Act.

[[TO THE EXTENT APPLICABLE IN THE CASE OF A TRANSFER UNDER 3(a) OR 3(b) ABOVE] The restrictions on transfer contained in the Indenture and the Private Placement Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Definitive Registered Note will not be subject to the restrictions on transfer enumerated in the Private Placement Legend.]

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuers.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____

ANNEX A TO CERTIFICATE OF TRANSFER

1. The Transferor owns and proposes to transfer the following:

[CHECK ONE]

- (a) ☐ a Book-Entry Interest held through DTC Account No. _____ in the:
- (i) ☐ Rule 144A Global Note ([ISIN]/[CUSIP]) _____),
- (ii) ☐ Regulation S Global Note ([ISIN]/[CUSIP]) _____),
- (b) ☐ a Rule 144A Definitive Registered Note; or
- (c) ☐ a Regulation S Definitive Registered Note,

2. After the Transfer the Transferee will hold:

[CHECK ONE]

- (a) ☐ a Book-Entry Interest held through DTC Account No. _____ in the:
- (i) ☐ Rule 144A Global Note ([ISIN]/[CUSIP]) _____),
- (ii) ☐ Regulation S Global Note ([ISIN]/[CUSIP]) _____),
- (b) ☐ a Rule 144A Definitive Registered Note; or
- (c) ☐ a Regulation S Definitive Registered Note,

in accordance with the terms of the Indenture.