
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

June 3, 2024

Date of Report (Date of earliest event reported)

BALL CORPORATION

(Exact name of Registrant as specified in its charter)

Indiana

(State of
Incorporation)

001-07349

(Commission
File No.)

35-0160610

(IRS Employer
Identification No.)

9200 W. 108th Circle, Westminster, CO 80021-2510
(Address of principal executive offices, including ZIP Code)

(303) 469-3131
(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	BALL	NYSE

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

On June 3, 2024, the Ball Corporation Board of Directors formally elected Aaron Erter as a Class I director of the Company. Mr. Erter is the current CEO of James Hardie Industries plc. Mr. Erter previously served in key leadership roles at Plz Corp, The Sherwin-Williams Company and The Valspar Corporation.

A copy of the press release is attached hereto as Exhibit 99.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 3, 2024, the Board of Directors of the Company amended the Bylaws to increase the Board of Directors from eleven to twelve, by increasing to five the number of director positions in Class I. Exhibit 3(ii) attached hereto provides the text of the amendment.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.ii	Article 3, Section A of the Amended Bylaws
99.1	Press release dated June 3, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BALL CORPORATION

Date: June 3, 2024

By: /s/ Hannah Lim-Johnson

Name: Hannah Lim-Johnson

Title: Senior Vice President and Chief Legal Officer

Number and Terms of Office: The business of the Corporation shall be controlled and managed in accordance with the Indiana Business Corporation Law by a board of twelve directors, divided into classes as provided in the Amended Articles of Incorporation.



News Release
For Immediate Release
www.ball.com

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Ball Corporation Board Appoints Aaron Erter as Director

WESTMINSTER, Colo., June 3, 2024 – Ball Corporation’s (NYSE:BALL) board of directors has appointed Aaron Erter, CEO of James Hardie Industries plc, the world’s leading producer and marketer of high-performance fiber cement siding and fiber gypsum building solutions, to serve as a director of the corporation.

Erter, 51, joined James Hardie as CEO in 2022, and before that served as CEO of PLZ Corp, a leader of specialty liquid and aerosol manufacturing; global president for Sherwin-Williams’ consumer and industrial businesses; senior vice president and general manager of Valspar’s consumer business; and served in numerous leadership roles in sales and marketing while at Stanley Black & Decker. He holds a bachelor’s in economics from The Wharton School at The University of Pennsylvania and a master’s in business administration from The University of Notre Dame – Mendoza College of Business.

“We are thrilled to welcome Aaron to our board of directors,” said Daniel W. Fisher, chairman and chief executive officer. “With his knowledge of the packaging industry from his time at Sherwin-Williams, and deep expertise in building and managing high-performing teams, P&L optimization, strategy development, product development, marketing, sales leadership and M&A efforts for global, multi-billion dollar organizations, he is an ideal complement to our existing board and executive leadership team, as we continue to focus on executing our enterprise-wide strategy and drive Ball’s purpose to advance aluminum packaging while consistently deliver high-quality results, products and returns.”

About Ball Corporation

Ball Corporation supplies innovative, sustainable aluminum packaging solutions for beverage, personal care and household products customers. Ball Corporation employs 16,000 people worldwide (excluding divested aerospace staff) and reported 2023 net sales of \$12.06 billion. For more information, visit www.ball.com, or connect with us on Facebook or X (Twitter).

Forward-Looking Statement

This release contains “forward-looking” statements concerning future events and financial performance. Words such as “expects,” “anticipates,” “estimates,” “believes,” and similar expressions typically identify forward looking statements, which are generally any statements other than statements of historical fact. Such statements are based on current expectations or views of the future and are subject to risks and uncertainties, which could cause actual results or events to differ materially from those expressed or implied. You should therefore not place undue reliance upon any forward-looking statements, and they should be read in conjunction with, and qualified in their entirety by, the cautionary statements referenced below. Ball undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Key factors, risks and uncertainties that could cause actual outcomes and results to be different are summarized in filings with the Securities and Exchange Commission, including Exhibit 99 in Ball’s Form 10-K, which are available on Ball’s website and at www.sec.gov. Additional factors that might affect: a) Ball’s packaging segments include product capacity, supply, and demand constraints and fluctuations and changes in consumption patterns; availability/cost of raw materials, equipment, and logistics; competitive packaging, pricing and substitution; changes in climate and weather and related events such as drought, wildfires, storms, hurricanes, tornadoes and floods; footprint adjustments and other manufacturing changes, including the startup of new facilities and lines; failure to achieve synergies, productivity improvements or cost reductions; unfavorable mandatory deposit or packaging laws; customer and supplier consolidation; power and supply chain interruptions; changes in major customer or supplier contracts or loss of a major customer or supplier; inability to pass through increased costs; war, political instability and sanctions, including relating to the situation in Russia and Ukraine and its impact on Ball’s supply chain and its ability to operate in Europe, the Middle East and Africa regions generally; changes in foreign exchange or tax rates; and tariffs, trade actions, or other governmental actions, including business

restrictions and orders affecting goods produced by Ball or in its supply chain, including imported raw materials; and b) Ball as a whole include those listed above plus: the extent to which sustainability-related opportunities arise and can be capitalized upon; changes in senior management, succession, and the ability to attract and retain skilled labor; regulatory actions or issues including those related to tax, environmental, social and governance reporting, competition, environmental, health and workplace safety, including U.S. Federal Drug Administration and other actions or public concerns affecting products filled in Ball's containers, or chemicals or substances used in raw materials or in the manufacturing process; technological developments and innovations; the ability to manage cyber threats; litigation; strikes; disease; pandemic; labor cost changes; inflation; rates of return on assets of Ball's defined benefit retirement plans; pension changes; uncertainties surrounding geopolitical events and governmental policies, including policies, orders, and actions related to COVID-19; reduced cash flow; interest rates affecting Ball's debt; successful or unsuccessful joint ventures, acquisitions and divestitures, and their effects on Ball's operating results and business generally.

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