

## **Reynolds Group Holdings Limited Announces Completion of its Acquisition of Graham Packaging Company Inc.**

### **Business Wire**

New York, New York – September 8 2011 – On 17 June 2011, Reynolds Group Holdings Limited (“Reynolds Group”) announced its intention to acquire all of the outstanding stock of Graham Packaging Company Inc. (the “Acquisition”). The Acquisition was completed on September 8, 2011, for \$25.50 per share in cash, for a total enterprise value, including net debt, of approximately \$4,500,000,000.

The Acquisition was funded with a portion of the proceeds from new senior indebtedness comprised of (i) \$1,500,000,000 aggregate principal amount of 7.875% senior secured notes due 2019, (ii) \$1,000,000,000 aggregate principal amount of 9.875% senior notes due 2019 and (iii) \$2,000,000,000 in incremental term loans incurred under an amended and restated senior secured credit agreement dated August 9, 2011 (the “New Financing Indebtedness”).

This press release is for informational purposes only and is not an offer to sell or purchase nor the solicitation of an offer to sell or purchase securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful. The New Financing Indebtedness has not been registered under the United State Securities Act of 1933, as amended, and may not be offered or sold within the United States absent registration or an applicable exemption from the registration requirements.

Further information in respect of the Acquisition and the New Financing Indebtedness is available at [www.reynoldsgroupholdings.com](http://www.reynoldsgroupholdings.com).

### **About Reynolds Group:**

Reynolds Group is a leading global manufacturer and supplier of consumer food and beverage packaging and storage products. Reynolds Group is based in Auckland, New Zealand. Additional information regarding Reynolds Group is available at [www.reynoldsgroupholdings.com](http://www.reynoldsgroupholdings.com).

### **Forward-Looking Statements:**

This press release may contain “forward-looking statements.” Forward-looking statements include statements regarding the goals, beliefs, plans or current expectations of Reynolds Group, taking into account the information currently available to our management. Forward-looking statements are not statements of historical fact. For example, when we use words such as “believe,” “anticipate,” “expect,” “estimate,” “intend,” “should,” “would,” “could,” “may,” “will” or other words that convey uncertainty of future events or outcomes, we are making forward-looking statements. While management has based any forward-looking statements contained herein on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties, and other factors, many of which are outside of our control that could cause actual results to materially differ from such statements. Such uncertainties, risks and assumptions, include, but are not limited to: risks related to the completion of the Acquisition (including, without limitation, risks related

to Reynolds Group's ability to achieve the expected strategic benefits and operational cost synergies); risks related to the cost of raw materials, our suppliers for raw materials and any interruption to our supply of raw materials; risks related to our substantial indebtedness and our ability to service our indebtedness; risks related to our aluminum hedging activities and other hedging activities may result in significant losses and in period-to-period earnings volatility; risks related to downturns in our target markets; risks related to increases in interest rates which would increase the cost of servicing our debt; risks related to dependence on the protection of our intellectual property and the development of new products; risks related to exchange rate fluctuations; risks related to the consolidation of our customer base, competition and pricing pressure; risks related to the impact of a loss of one of our manufacturing facilities; risks related to our exposure to environmental liabilities and potential changes in legislation or regulation; and risks related to our dependence on key management and other highly skilled personnel.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above.

## **Contact**

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