

## **Beverage Packaging Holdings (Luxembourg) II S.A.**

*Société anonyme*

Registered office: 6C rue Gabriel Lippmann,

L-5365, Munsbach

R.C.S. Luxembourg : B 128.914

### **HOLDER NOTIFICATION**

9 February 2012

**Reynolds Group Holdings Limited**

**Beverage Packaging Holdings (Luxembourg) II S.A. (the “Company”)**

**Re: €480,000,000 8% Senior Notes due 2016 (ISIN XSO307398502) (“Senior Notes”)**

**€420,000,000 9½% Senior Subordinated Notes due 2017 (ISIN XSO307399062) (“Senior Subordinated Notes” and, together with the Senior Notes, the “Notes”)**

### **REPORT ON MATERIAL EVENT**

**Pursuant to Section 4.02(a)(iii) of the Indentures (as defined below)**

We refer to Section 4.02(a)(iii) (*Reports and other Information*) of the Senior Notes Indenture dated 29 June 2007 for the issuance of the Senior Notes among the Company, Reynolds Group Holdings Limited (formerly known as Rank Group Holdings Limited, “Reynolds Group”) as an Initial Guarantor, the other Senior Note Guarantors (as defined therein), The Bank of New York Mellon (formerly The Bank of New York) as Trustee and the other parties thereto and to Section 4.02(iii) of the Senior Subordinated Notes Indenture dated 29 June 2007 for the issuance of the Senior Subordinated Notes among the Company, Rank, the other Subordinated Guarantors (as defined therein), The Bank of New York Mellon (formerly The Bank of New York) as Trustee and the other parties thereto (together, the “Indentures”) pursuant to which BP II is required to provide a report to the Trustee after the occurrence of any material acquisition, disposition or restructuring of the Company, Beverage Packaging Holdings (Luxembourg) I S.A. and the Restricted Subsidiaries, taken as a whole, containing a description of such event.

Words used but not defined in this report have the meaning they are given in the Indentures.

The Company announced today that its parent, Reynolds Group, acting through one or more of its subsidiaries intends to commence a private offering of \$750 million aggregate principal amount of 9.875% Senior Notes due 2019 (the “Notes”).

The Notes will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The Notes will be offered only to qualified institutional buyers pursuant to

Rule 144A and to certain persons outside the United States pursuant to Regulation S, each under the Securities Act.

Reynolds Group intends to use the net proceeds from this offering to refinance the \$13.6 million outstanding aggregate principal amount of the 8.250% Senior Notes due 2017, the \$19.4 million outstanding aggregate principal amount of the 8.250% Senior Notes due 2018 and the \$354.5 million outstanding aggregate principal amount of the 9.875% senior subordinated notes due 2014, each issued by its wholly-owned subsidiaries, Graham Packaging Company, L.P. and GPC Capital Corp. I (together, the “Graham Packaging Notes”) and the \$249.3 million outstanding aggregate principal amount of the 5.875% Notes due 2012 issued by its wholly-owned subsidiary, Pactiv Corporation (now known as Pactiv LLC). Reynolds Group intends to use any remaining net proceeds from this offering for general corporate purposes.

Following the refinancing of the Graham Packaging Notes, Graham Packaging Holdings Company and certain of its subsidiaries will guarantee the Notes and certain of Reynolds Group’s existing indebtedness and will provide collateral security for certain of Reynolds Group’s existing secured indebtedness.

The Notes have not been registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from the registration requirements.

#### **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).

This notification 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.

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

This notification 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 our ability to complete the Notes offering; 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.

**Enquiries:**

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[enquiries@reynoldsgroupholdings.com](mailto:enquiries@reynoldsgroupholdings.com)

A handwritten signature in black ink, appearing to be 'HG', written over a horizontal line.

Name: Helen Golding  
Title: Authorised Signatory and Officer

A handwritten signature in blue ink, appearing to be 'CL', written over a horizontal line.

Name: Cindi Lefari  
Title: Authorised Signatory