

*For Immediate Release*

7 July 2011

**IRISH STOCK EXCHANGE**

**COMPANY ANNOUNCEMENT**

**Reynolds Group Holdings Limited**

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

**Re: €480,000,000 8% Senior Notes due 2016 (ISIN XSO307398502)  
€420,000,000 9½% Senior Subordinated Notes due 2017 (ISIN  
XSO307399062)**

**Beverage Packaging Holdings (Luxembourg) II S.A** (the “Company”) wishes to announce that on 7 July 2011, a notice was sent to Holders of the Notes, to inform them that on 7 July 2011, the Company’s parent, Reynolds Group Holdings Limited (“Reynolds Group”), announced its intention to hold a bank meeting with prospective lenders on July 11, 2011 in New York, New York to discuss the proposed bank financing in connection with the acquisition of Graham Packaging Company Inc. (“Graham”).

Reynolds Group further announced that it intends to finance the acquisition of Graham and associated transaction costs with a combination of approximately U.S.\$2.0 billion of senior secured term loans pursuant to an amendment to its existing credit agreement, approximately U.S.\$2.0 billion of new senior indebtedness (currently anticipated to consist of U.S.\$1.5 billion of secured and U.S.\$500 million of unsecured senior indebtedness) and available cash. Pro forma for the anticipated financing, Reynolds Group estimates net senior secured leverage of under 3.5x and net total leverage of 6.0x Pro Forma Adjusted EBITDA for the twelve month period ended March 31, 2011. Reynolds Group expects to realize strategic benefits and approximately U.S.\$75 million of operational cost savings as a result of the combination. These synergies will be achieved primarily through reductions in administrative expenses, procurement savings and logistical efficiencies. The proposed financing structure will not require any amendments to the covenants in the indentures governing Graham’s outstanding notes. There can be no assurance that the proposed amendment to Reynolds Group’s existing credit agreement will be achieved.

Reynolds Group also confirmed that any Graham debt that remains outstanding following the acquisition of Graham is not expected to benefit from guarantees or security from Reynolds Group and its subsidiaries.

In addition, Graham (NYSE:GRM) announced today that its wholly-owned subsidiaries Graham Packaging Company, L.P. and GPC Capital Corp. I commenced tender offers and consent solicitations with respect to any and all of their outstanding 9.875% Senior

Subordinated Notes due October 7, 2014, 8.25% Senior Notes due January 1, 2017, and 8.25% Senior Notes due October 1, 2018.

**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 announcement is not an offer to sell or a solicitation of an offer to purchase any indebtedness 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. Any indebtedness that may be incurred in connection with the acquisition of Graham may not be registered under the United States Securities and Exchange Act of 1933, as amended, and may not be offered or sold within the United States absent registration or an applicable exemption from registration requirements.

**Forward-Looking Statements:**

This announcement 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 of Graham (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 aluminium 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:**

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

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

Ph: + 1 847-482-2409