

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): February 6, 2024

Glatfelter Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of
incorporation)

001-03560

(Commission File Number)

23-0628360

(I.R.S. Employer Identification No.)

4350 Congress Street, Suite 600,
Charlotte, North Carolina

(Address of principal executive offices)

28209

(Zip Code)

Registrant's telephone number, including area code: 704 885-2555

(N/A)

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:

- ☒ 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))

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, \$0.01 par value per share	GLT	New York Stock Exchange

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. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On February 6, 2024, Glatfelter Corporation, a Pennsylvania corporation (“Glatfelter” or the “Company”), Treasure Merger Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of Glatfelter (“First Merger Sub”), and Treasure Merger Sub II, LLC, a Delaware limited liability company and a wholly owned subsidiary of Glatfelter (“Second Merger Sub” and, together with First Merger Sub, the “Merger Subs”), entered into certain definitive agreements with Berry Global Group, Inc., a Delaware corporation (“Berry”), and Treasure Holdco, Inc., a Delaware corporation and a wholly owned subsidiary of Berry (“Spinco”). The definitive agreements provide for a series of transactions pursuant to which, among other things, Berry will transfer the business, operations and activities that constitute the global nonwovens and hygiene films business of Berry (the “HHNF Business”) to Spinco, subject to the terms and conditions set forth in the definitive agreements (the “Separation”). In connection with the Separation, Spinco will assume certain debt of the HHNF Business and will make certain cash distributions to Berry. After the Separation, Berry will distribute to its stockholders 100% of the issued and outstanding shares of common stock, par value \$0.01 per share, of Spinco (“Spinco Common Stock”) held by Berry by way of either a pro rata dividend or, with Glatfelter’s consent, an exchange offer (the “Distribution”). After the Distribution, First Merger Sub will be merged with and into Spinco (“First Merger”), with Spinco being the surviving corporation and a wholly owned subsidiary of Glatfelter, immediately following which Spinco will be merged with and into Second Merger Sub, with Second Merger Sub being the surviving limited liability company and a wholly owned subsidiary of Glatfelter (collectively, the “Merger”). Following the completion of the First Merger, the holders of the shares of common stock, par value \$0.01 per share, of Glatfelter (“Glatfelter Common Stock”) will own 10% of the outstanding capital stock of Glatfelter, and the holders of the shares of common stock, par value \$1.00 per share, of Berry (“Berry Common Stock”) (as holders of Spinco Common Stock immediately following the Distribution) will own 90% of the outstanding capital stock of Glatfelter. The transactions are expected to be tax-free to the shareholders of Glatfelter and the stockholders of Berry for U.S. federal income tax purposes, except to the extent that cash is paid to the stockholders of Berry in lieu of fractional shares in the Distribution or the Merger. Prior to the closing, Berry will seek to obtain a private letter ruling from the Internal Revenue Service (the “IRS”) that the transactions (including the Separation and the Distribution) will qualify as a tax-free reorganization under the Internal Revenue Code (the “Code”).

The definitive agreements entered into in connection with the transactions include (1) a Reverse Morris Trust (“RMT”) Transaction Agreement, dated as of February 6, 2024 (the “RMT Transaction Agreement”), by and among the Company, Merger Subs, Berry and Spinco, (2) a Separation and Distribution Agreement, dated as of February 6, 2024 (the “Separation Agreement”), by and among the Company, Berry and Spinco, (3) an Employee Matters Agreement, dated as of February 6, 2024, by and among the Company, Berry and Spinco, and (4) a Tax Matters Agreement, dated as of February 6, 2024, by and among the Company, Berry and Spinco.

The Separation Agreement

The Separation Agreement sets forth the terms and conditions regarding the Separation of the HHNF Business from Berry. The Separation Agreement identifies and provides for the transfer of certain assets of Berry to Spinco, and the assumption of certain liabilities of Berry by Spinco. The Separation Agreement further allocates other assets between Spinco and Berry and provides for various continuing relationships between Berry’s group of companies and Spinco’s group of companies.

The Separation Agreement also governs the rights and obligations of Berry and Spinco regarding the Distribution. Pursuant to the Separation Agreement, the Distribution may be effected (1) by means of a pro rata dividend of Spinco Common Stock to Berry's stockholders (the "Spin-Off"), or (2) with Glatfelter's consent, by way of an offer to exchange shares of Spinco Common Stock for outstanding shares of Berry Common Stock (the "Exchange Offer"), followed by a pro rata, clean-up distribution to Berry's stockholders of the unsubscribed shares of Spinco Common Stock held by Berry that were not exchanged in the Exchange Offer.

Consummation of the Distribution is subject to various conditions, including, among other things, (1) the substantial completion of the Separation and payment by Spinco to Berry of a cash dividend, (2) the satisfaction or waiver of all conditions under the RMT Transaction Agreement, and (3) the delivery to the board of directors of Berry of a solvency opinion by an independent appraisal firm in respect of the solvency of Spinco and the solvency and surplus of Berry (such solvency opinion to be reasonably acceptable to Berry).

In addition to the foregoing, the Separation Agreement also contains numerous other provisions relating to certain ongoing relationships among the parties, including indemnification, sharing of financial information, treatment of nonpublic information, corporate records, assistance in litigation and dispute resolution.

The RMT Transaction Agreement

Pursuant to the RMT Transaction Agreement, immediately following the consummation of the Distribution, First Merger Sub will be merged with and into Spinco, with Spinco being the surviving corporation and a wholly owned subsidiary of Glatfelter, immediately following which Spinco will be merged with and into Second Merger Sub, with Second Merger Sub being the surviving limited liability company and a wholly owned subsidiary of Glatfelter. On the closing date and prior to the effective time of the First Merger, Glatfelter will amend and restate its articles of incorporation to effect a reverse stock split and to authorize additional shares of Glatfelter Common Stock in order to ensure a sufficient number of shares are available for issuance to holders of Berry Common Stock in connection with the First Merger.

As a result of the First Merger, each share of Spinco Common Stock then issued and outstanding (other than each share of Spinco Common Stock held by Spinco as treasury stock or by Spinco or its subsidiaries, which will be cancelled without consideration) will automatically be converted into and become exchangeable for the right to receive a number of shares of Glatfelter Common Stock such that the aggregate number of shares of Glatfelter Common Stock issued to the holders of Berry Common Stock as a result of the Merger represent 90% of the outstanding shares of Glatfelter Common Stock, following the completion of the Merger. Glatfelter shareholders will continue to hold 10% of the outstanding shares of Glatfelter Common Stock, following completion of the Merger.

The RMT Transaction Agreement also provides that, as of immediately following the effective time of the First Merger, Glatfelter will set the size of its board of directors (the "Glatfelter Board") at nine members, consisting of the Chief Executive Officer of Glatfelter as of the effective time of the Merger, plus five additional directors designated by Berry's board of directors, and three directors designated by Glatfelter's board of directors. In addition, the RMT Transaction Agreement provides that Curt Begle, the current President of Berry's HHNF Business, will be appointed as Chief Executive Officer of the combined company.

Completion of the Merger is subject to the satisfaction or waiver of certain closing conditions, including, among other things, (1) consummation of the Distribution, (2) approval of the required transactions by Glatfelter's shareholders, (3) the listing of Glatfelter Common Stock issuable to holders of Spinco Common Stock on the NYSE, (4) receipt of applicable regulatory approvals, including the expiration or early termination of the statutory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and other required regulatory approvals, (5) the absence of any law or order prohibiting the consummation of the transactions, (6) the effectiveness of the registration statements to be filed by Glatfelter and Spinco with the Securities and Exchange Commission (the "SEC") pursuant to the RMT Transaction Agreement, (7) the absence of any Material Adverse Effect (as defined in the RMT Transaction Agreement) on either the HHNF Business or Glatfelter, (8) the receipt of a private letter ruling from the IRS to the effect that the Distribution and certain related transactions will qualify for tax-free treatment under the Code, and (9) Berry's receipt of a cash dividend from Spinco in accordance with the terms of the Separation Agreement.

Glatfelter, Merger Subs, Berry and Spinco, each make certain customary representations, warranties and covenants, as applicable under the circumstances, in the RMT Transaction Agreement.

In addition, Glatfelter and Berry have agreed, among other things, that neither they nor any of their subsidiaries will (1) solicit alternative transactions, or (2) enter into discussions concerning, or provide information or data in connection with, alternative transactions, except under limited circumstances described in the RMT Transaction Agreement. Glatfelter has agreed that it will be obligated to hold a meeting of its shareholders to vote on the transaction even if the board of directors of Glatfelter has made an RMT Partner Change of Recommendation (as defined in the RMT Transaction Agreement). However, in certain circumstances after the occurrence of a triggering event (as further described in the RMT Transaction Agreement), Berry or Glatfelter may terminate the RMT Transaction Agreement to enter into definitive agreements for a Spinco Superior Proposal or an RMT Partner Superior Proposal, respectively (each as defined in the RMT Transaction Agreement).

The RMT Transaction Agreement also contains covenants relating to obtaining financing for the various payments and issuances that Spinco will be making in connection with the transactions contemplated by the RMT Transaction Agreement and the Separation Agreement.

The RMT Transaction Agreement contains certain customary termination rights for Glatfelter and Berry, including, without limitation, a right for either party to terminate the RMT Transaction Agreement if the Merger is not consummated on or before the earlier of (1) August 6, 2025, and (2) 45 days prior to the one-year anniversary of the expiration or termination of the waiting period under the HSR Act (the "Outside Date"). Upon the termination of the RMT Transaction Agreement under specified circumstances, Glatfelter will be required to pay Berry a termination fee of \$10 million, or Berry will be required to pay Glatfelter a termination fee of \$10 million. Such circumstances would be in connection with certain terminations related to or following an RMT Partner Superior Proposal, a Spinco Superior Proposal or an Intervening Event (each as defined in the RMT Transaction Agreement).

The RMT Transaction Agreement also provides the methodology by which certain expenses will be borne.

The Commitment Letter

On February 6, 2024, Spinco entered into a commitment letter (the "Commitment Letter"), by and among Spinco, Citigroup Global Markets Inc. ("Citi"), Wells Fargo Bank, National Association ("WF"), and Wells Fargo Securities, LLC ("WF Securities"), pursuant to which (i) Citi and WF commit to provide to Spinco a seven year first priority, senior secured term loan credit facility in the principal amount of \$1,585 million (the "Term Loan Facility"), and (ii) Citi and WF Securities commit to provide to Spinco a five year first priority, senior secured revolving credit facility in the principal amount of \$250 million (the "ABL Facility"). The proceeds of the Term Loan Facility will be used by Spinco on the closing date to repay certain existing indebtedness of Glatfelter, repay certain obligations of Spinco owing to certain subsidiaries of Berry, and to pay transaction fees and expenses related to the foregoing, the Merger and related transactions. The proceeds of the ABL Facility will be used for Spinco's general corporate purposes. The commitments under the Commitment Letter are subject to customary closing conditions.

The above descriptions of the RMT Transaction Agreement, the Separation Agreement and the Commitment Letter have been included to provide investors and securityholders with information regarding the terms of such agreements. They are not intended to provide any other factual information about Glatfelter, Berry, or Spinco, or their respective subsidiaries or affiliates. The RMT Transaction Agreement and the Separation Agreement each contain representations and warranties that Glatfelter and Merger Subs, on the one hand, and Berry and Spinco, on the other hand, made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the contracts between the parties to such agreements and may be subject to important qualifications and limitations agreed by the parties in connection with negotiating the terms of such agreements. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, may be subject to a contractual standard of materiality different from those generally applicable to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. For the foregoing reasons, such representations and warranties should not be relied upon as statements of factual information.

Item 7.01. Regulation FD Disclosure.

On February 7, 2024, Berry and Glatfelter issued a joint press release announcing the parties' entry into definitive agreements in connection with an RMT transaction. A copy of this press release is furnished on Exhibit 99.1 hereto and is incorporated herein by reference.

On February 7, 2024, Berry and Glatfelter held a joint investor call relating to the transactions contemplated by the definitive agreements. Berry and Glatfelter made available on the investor relations section of their respective websites an investor presentation in connection with the investor call. A copy of the investor presentation is furnished on Exhibit 99.2 hereto and is incorporated herein by reference.

The information in this Item 7.01, including the exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

Cautionary Statement Concerning Forward-Looking Statements

Statements in this release that are not historical, including statements relating to the expected timing, completion and effects of the proposed transaction between Berry and Glatfelter, are considered "forward-looking" within the meaning of the federal securities laws and are presented pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements because they contain words such as "believes," "expects," "may," "will," "should," "would," "could," "seeks," "approximately," "intends," "plans," "estimates," "projects," "outlook," "anticipates" or "looking forward," or similar expressions that relate to strategy, plans, intentions, or expectations. All statements relating to estimates and statements about the expected timing and structure of the proposed transaction, the ability of the parties to complete the proposed transaction, benefits of the transaction, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, and other statements that are not historical facts are forward-looking statements. In addition, senior management of Berry and Glatfelter, from time to time make forward-looking public statements concerning expected future operations and performance and other developments.

Actual results may differ materially from those that are expected due to a variety of factors, including without limitation: the occurrence of any event, change or other circumstances that could give rise to the termination of the proposed transaction; the risk that Glatfelter shareholders may not approve the transaction proposals; the risk that the necessary regulatory approvals may not be obtained or may be obtained subject to conditions that are not anticipated or may be delayed; risks that any of the other closing conditions to the proposed transaction may not be satisfied in a timely manner; risks that the anticipated tax treatment of the proposed transaction is not obtained; risks related to potential litigation brought in connection with the proposed transaction; uncertainties as to the timing of the consummation of the proposed transaction; unexpected costs, charges or expenses resulting from the proposed transaction; risks and costs related to the implementation of the separation of Berry's HHNF Business into a new entity ("Spinco"), including timing anticipated to complete the separation; any changes to the configuration of the businesses included in the separation if implemented; the risk that the integration of the combined company is more difficult, time consuming or costly than expected; risks related to financial community and rating agency perceptions of each of Berry and Glatfelter and its business, operations, financial condition and the industry in which they operate; risks related to disruption of management time from ongoing business operations due to the proposed transaction; failure to realize the benefits expected from the proposed transaction; effects of the announcement, pendency or completion of the proposed transaction on the ability of the parties to retain customers and retain and hire key personnel and maintain relationships with their counterparties, and on their operating results and businesses generally; and other risk factors detailed from time to time in Glatfelter's and Berry's reports filed with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC. These risks, as well as other risks associated with the proposed transaction, will be more fully discussed in the registration statements, proxy statement/prospectus and other documents that will be filed with the SEC in connection with the proposed transaction. The foregoing list of important factors may not contain all of the material factors that are important to you. New factors may emerge from time to time, and it is not possible to either predict new factors or assess the potential effect of any such new factors. Accordingly, readers should not place undue reliance on those statements. All forward-looking statements are based upon information available as of the date hereof. All forward-looking statements are made only as of the date hereof and neither Berry nor Glatfelter undertake any obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Non-GAAP Financial Information

Non-GAAP financial information included within this current report and accompanying materials is provided as a complement to the results provided in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Due to high variability and difficulty in predicting items that impact cash from operating activities and capital expenditures, Glatfelter is not able to provide a reconciliation between projected free cash flow and the most comparable GAAP metric without unreasonable effort.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed transaction between Berry and Glatfelter. In connection with the proposed transaction, Berry and Glatfelter intend to file relevant materials with the SEC, including a registration statement on Form S-4 by Glatfelter that will contain a proxy statement/prospectus relating to the proposed transaction. In addition, Spinco expects to file a registration statement in connection with its separation from Berry. This communication is not a substitute for the registration statements, proxy statement/prospectus or any other document which Berry and/or Glatfelter may file with the SEC. STOCKHOLDERS OF BERRY AND GLATFELTER ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain copies of the registration statements and proxy statement/prospectus (when available) as well as other filings containing information about Berry and Glatfelter, as well as Spinco, without charge, at the SEC's website, www.sec.gov. Copies of documents filed with the SEC by Berry or Spinco will be made available free of charge on Berry's investor relations website at ir.berryglobal.com. Copies of documents filed with the SEC by Glatfelter will be made available free of charge on Glatfelter's investor relations website at www.glatfelter.com/investors.

No Offer or Solicitation

This communication is for informational purposes only and is not intended to and does not constitute an offer to sell, or the solicitation of an offer to sell, subscribe for or buy, or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, sale or solicitation would be unlawful, prior to registration or qualification under the securities laws of any such jurisdiction. No offer or sale of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Participants in Solicitation

Berry and its directors and executive officers, and Glatfelter and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from the holders of Glatfelter common stock and/or the offering of securities in respect of the proposed transaction. Information about the directors and executive officers of Berry, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth under the caption "Security Ownership of Beneficial Owners and Management" in the definitive proxy statement for Berry's 2024 Annual Meeting of Stockholders, which was filed with the SEC on January 4, 2024 (https://www.sec.gov/ixviewer/ix.html?doc=/Archives/edgar/data/0001378992/000110465924001073/tm2325571d6_def14a.htm). Information about the directors and executive officers of Glatfelter including a description of their direct or indirect interests, by security holdings or otherwise, is set forth under the caption "Ownership of Company Stock" in the proxy statement for Glatfelter's 2023 Annual Meeting of Shareholders, which was filed with the SEC on March 31, 2023 (<https://www.sec.gov/ixviewer/ix.html?doc=/Archives/edgar/data/0000041719/000004171923000012/glt-20230331.htm>). In addition, Curt Begle, the current President of Berry's Health, Hygiene & Specialties Division, will be appointed as Chief Executive Officer of the combined company. Investors may obtain additional information regarding the interest of such participants by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>99.1</u>	<u>Joint Press Release dated February 7, 2024</u>
<u>99.2</u>	<u>Joint Investor Presentation dated February 7, 2024</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

Glatfelter Corporation

February 7, 2024

By: /s/ Jill L. Urey

Name: Jill L. Urey

Title: Vice President, General Counsel & Compliance



Berry Global and Glatfelter Announce Plans for Tax-Free Spin-Off and Merger of Berry's Health, Hygiene and Specialties Global Nonwovens and Films Business with Glatfelter, Creating a Global Specialty Materials Leader

Combination creates a large-scale global franchise with an industry-leading solution set serving attractive, growing specialty materials markets

Establishes leading positions in the high value-added categories within the specialty materials industry, served by differentiated innovation capabilities

Transaction values the combined company at \$3.6 billion on an enterprise value basis, with pro forma revenue of ~\$3.6 billion and Adj. EBITDA ⁽¹⁾ of ~\$455 million

Berry and Glatfelter shareholders to own 90% and 10% of the combined company, respectively. Berry to receive an approximate net \$1 billion cash distribution at closing

Enhances earnings power with secular rebound and expected cost synergies of at least \$50 million by year three

Tax-efficient Reverse Morris Trust transaction allows for full shareholder participation in upside of combined company

Accelerates strategic repositioning of Berry to a pure-play provider of innovative, sustainable global packaging solutions

Improves Glatfelter's leverage profile to increase shareholder value – transaction pro forma net leverage ⁽²⁾ of 4x

Meaningfully accelerates Glatfelter's strategy to further optimize product portfolio and strengthen strategic innovation and sustainability offerings

Significant step in the optimization of Berry's portfolio and the culmination of a comprehensive review to drive value creation for Berry shareholders

Berry and Glatfelter to Host Joint Investor Conference Call, Wednesday February 7, 2024 at 8:30 AM Eastern Daylight Time

EVANSVILLE, IN & CHARLOTTE, NC--(BUSINESS WIRE)—Feb. 7, 2024-- Berry Global Group, Inc. (NYSE:BERY) and Glatfelter Corporation (NYSE:GLT) announced today they have entered into definitive agreements for Berry to spin-off and merge the majority of its Health, Hygiene and Specialties segment to include its Global Nonwovens and Films business (“HHNF”) with Glatfelter, to create a leading, publicly-traded company in the specialty materials industry. The Boards of Directors of Berry and Glatfelter have unanimously approved the transaction.

The new combined company (“NewCo”) will become a global leader in the growing specialty materials industry, serving the world’s largest brand owners across global end markets with favorable long-term growth dynamics. HHNF brings an extensive portfolio of proprietary technologies, with a strong focus on healthcare, hygiene, and specialty end markets, while Glatfelter provides a broad range of innovation capabilities and sustainability solutions. Together, the combined company will offer a highly complementary product suite, including both polymer-based and fiber-based solutions, supported by strong innovation capabilities, with significant geographic diversification and a presence in all major markets.

“This announcement is the culmination of a comprehensive review of strategic alternatives to determine the value-maximizing path forward for Berry shareholders”, said Kevin Kwilinski, Berry’s Chief Executive Officer. “We believe these two businesses, in combination, can drive significant value for shareholders with complementary portfolios, positioning each for greater success. Following completion of the transaction, Berry will become a pure-play provider of innovative, sustainable global packaging solutions, which we believe will deliver even more predictable earnings growth for Berry shareholders. Additionally, we believe HHNF in combination with Glatfelter will thrive as an independent company that is positioned to drive long-term growth with its global brand-owner customers.”

"The uniting of our organizations creates a premier nonwovens supplier and a global leader in specialty materials, with the talent, technologies, scale, and footprint to deliver commercial and operational excellence, and a wide range of solutions for our customers. Our combined company is scaled to accelerate innovation and leverage our intellectual property over a large worldwide commercial platform and is well positioned to deliver substantial shareholder value," said Thomas Fahnenmann, Glatfelter's President and Chief Executive Officer.

Berry to Enhance its Focus on Consumer Packaging Leadership

In September, Berry announced a review of strategic alternatives for its Health, Hygiene & Specialties (‘HH&S’) segment. Today's announcement is the culmination of a comprehensive review of strategic alternatives to determine the value-maximizing path forward for Berry shareholders. The remaining HH&S businesses, including Berry’s tapes business, will be retained by Berry.

The proposed transaction marks an important milestone in Berry's transition to becoming a streamlined and focused provider of consumer packaging. Post-separation, Berry will continue to offer industry-leading products, solutions, and material science to help customers achieve their commercial and sustainability goals. Pro forma for the separation transaction, Berry generated approximately \$10.2 billion of revenue and \$1.8 billion in Adjusted EBITDA for the last twelve months period end December 30, 2023. Furthermore, in conjunction with today's announcement, Berry will change the name of its *Engineered Materials* segment to *Flexibles* to showcase the continued evolution of this segment towards high-value products and solutions.

Glatfelter to Deliver Significant Shareholder Value and Platform for Future Growth

For Glatfelter, the proposed transaction represents the next significant milestone in the Company's time-tested strategy as a leading global supplier of specialty materials. The combination of Berry's HHNF business and Glatfelter provides meaningful scale given the complementary technology and product portfolios, along with a platform for considerable growth in future periods. The transaction provides NewCo the opportunity to deliver significant value creation for Glatfelter shareholders by immediately deleveraging Glatfelter's balance sheet and increasing the equity value of the overall enterprise, while also enhancing its credit profile with customers and suppliers. Glatfelter's recent focus on optimizing its portfolio, managing the price/cost spread dynamic, and driving commercial and operational excellence, along with G&A cost discipline, provides the foundation to meaningfully contribute towards the overall success of NewCo.

Financial Highlights

Together, HHNF and Glatfelter generated pro forma revenue of approximately \$3.6 billion and Adjusted EBITDA ⁽¹⁾ of approximately \$455 million based on combined results for the last twelve months ('LTM') period ended December 2023 for Berry and the LTM period ended September 2023 for Glatfelter, along with expected cost synergies of \$50 million and combined pro forma adjustments of \$25 million to be realized by year three.

- (1) Adjusted/Operating EBITDA are non-GAAP measures that refer to earnings before interest, taxes, depreciation, and amortization, pro forma, and as further described as Operating EBITDA for the LTM period ended December 2023 for Berry and Adjusted EBITDA for the LTM period ended September 2023 for Glatfelter, along with expected cost synergies of \$50 million and combined pro forma adjustments to be realized by year three. A reconciliation to the nearest GAAP can be found in GLT's September 10-Q for adjusted earnings and Berry numbers are a carveout of HH&S and unaudited.
- (2) Pro forma net leverage is a non-GAAP measure and refers to NewCo.'s net debt divided by adjusted EBITDA

Governance and Management

The new, publicly-traded company, which will be renamed and rebranded by transaction close, will be led by Curt Begle, Berry's current President of HH&S, who will serve as CEO. Additional members of the combined company's senior management team will be announced at a later date.

"I am humbled and honored to be trusted as the leader of this new global enterprise and its 8,700 skilled and dedicated team members. This combination positions us to delight our customers, enhance the lives of our employees, and create value for our shareholders. Today's announcement is the first step in creating a pure-play leader in nonwovens and specialty materials well-positioned in growing, global markets. We will increase the combined company's relevance as a supplier of choice, through product innovation, superior service, and reliability. Our combined, well-invested platforms will provide value-added product offerings with leading sustainability-driven solutions for brand-owner customers globally," stated Curt Begle, President of Berry's Health, Hygiene & Specialties division.

The Board of Directors of the combined company will initially be comprised of nine total members, consisting of six designated by Berry and three designated by Glatfelter. The chairman will be designated by Glatfelter, and all directors will be named at a future date.

Strategic Rationale of the Combination

- Creates a leading global competitor in the large and growing specialty materials industry
- Broadens substrate, product and end market mix, combining highly complementary portfolios
- Provides for significant geographic diversification with a presence in all major markets
- Scales resources to drive innovation and leverage R&D across a large, global franchise
- Combines extensive operational expertise, coupled with deep industry knowledge and technical know-how
- Enables significant synergy potential; expected cost synergies \$50 million composed of a combination of procurement, G&A and other operational improvement opportunities expected by the third year following closing

Transaction Details

The transaction is being structured as a Reverse Morris Trust transaction and is intended to be tax-free to Berry, Glatfelter and their respective shareholders for U.S. federal income tax purposes. Key details of the transaction include:

- **Ownership:** Berry shareholders will own 90% of the combined company's common shares upon consummation of the transaction. Glatfelter shareholders will own the remaining 10% of the combined company.
 - **Cash Proceeds:** Berry is expected to receive net cash proceeds of approximately \$1 billion at close and intends to use these proceeds to repay existing debt. Berry expects to maintain its existing capital allocation priorities following this transaction.
 - **Financing:** NewCo. has obtained committed financing from Citigroup and Wells Fargo Bank, N.A. and expects to raise permanent debt financing by transaction close, resulting in net leverage of approximately 4.0x, inclusive of Glatfelter's \$500 million 4.75% Senior Notes due 2029, which are anticipated to remain outstanding.
 - **Closing:** Closing of the transaction is expected to occur in the second half of calendar 2024, subject to various customary closing conditions, including regulatory approvals and Glatfelter shareholder approval. No vote of Berry's shareholders is required for the transaction. Employee representation will be involved where applicable.
 - **Pro Forma Impact to Berry:** The transaction is expected to be leverage neutral to Berry.
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Additionally, prior to closing of the transaction, Glatfelter will complete a reverse stock split of all of its issued and outstanding common stock. The reverse stock split ratio will be determined by Glatfelter and Berry, closer to the closing date of the transaction, and additional information will be provided prior to the effective time of the reverse stock split.

Conference Call Details

Berry and Glatfelter management will together discuss the transaction on a joint conference call/webcast scheduled for today at 8:30 a.m. ET. This call is expected to last approximately 30 minutes. A copy of this release along with the investor presentation can be found on Glatfelter's investor website at www.glatfelter.com.

This will be followed by a separate conference call to discuss Berry's fiscal first quarter 2024 financial results at 10:00 a.m. ET today. Both calls will be webcast live at the Company's website at <https://ir.berryglobal.com/financials>. A new, simplified event registration and access provides two ways to access the call. A replay of the webcast will be available via the same link on our website approximately two hours after the completion of the call.

By Telephone

Participants may register for the transaction announcement call [here](#) now or any time up to and during the time of the call, and will immediately receive the dial-in number and a unique pin to access the call. While you may register at any time up to and during the time of the call, you are encouraged to join the call 10 minutes prior to the start of the event.

Via the Internet

The transaction-related conference call and accompanying webcast slides will also be broadcast live over the internet. To access the event, click on the following link: <https://ir.berryglobal.com/financials>. A replay of the webcast will be available via the same link on our website approximately two hours after the completion of the call.

Advisors

Citigroup Global Markets Inc. and Wells Fargo are serving as financial advisors to Berry, and Bryan Cave Leighton Paisner LLP is serving as legal advisor to Berry. J.P. Morgan Securities LLC is serving as financial advisor to Glatfelter, and King & Spalding LLP is serving as legal advisor.

Cautionary Statement Concerning Forward-Looking Statements

Statements in this release that are not historical, including statements relating the expected timing, completion and effects of the proposed transaction between Berry and Glatfelter, are considered "forward looking" within the meaning of the federal securities laws and are presented pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements because they contain words such as "believes," "expects," "may," "will," "should," "would," "could," "seeks," "approximately," "intends," "plans," "estimates," "projects," "outlook," "anticipates" or "looking forward," or similar expressions that relate to strategy, plans, intentions, or expectations. All statements relating to estimates and statements about the expected timing and structure of the proposed transaction, the ability of the parties to complete the proposed transaction, benefits of the transaction, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, and other statements that are not historical facts are forward-looking statements. In addition, senior management of Berry and Glatfelter, from time to time make forward-looking public statements concerning expected future operations and performance and other developments.

Actual results may differ materially from those that are expected due to a variety of factors, including without limitation: the occurrence of any event, change or other circumstances that could give rise to the termination of the proposed transaction; the risk that Glatfelter shareholders may not approve the transaction proposals; the risk that the necessary regulatory approvals may not be obtained or may be obtained subject to conditions that are not anticipated; risks that any of the other closing conditions to the proposed transaction may not be satisfied in a timely manner; risks that the anticipated tax treatment of the proposed transaction is not obtained; risks related to potential litigation brought in connection with the proposed transaction; uncertainties as to the timing of the consummation of the proposed transaction; unexpected costs, charges or expenses resulting from the proposed transaction; risks and costs related to the implementation of the separation of the Berry's HH&S global nonwovens and films business into a new entity ("Spinco"), including timing anticipated to complete the separation; any changes to the configuration of the businesses included in the separation if implemented; the risk that the integration of the combined companies is more difficult, time consuming or costly than expected; risks related to financial community and rating agency perceptions of each of Berry and Glatfelter and its business, operations, financial condition and the industry in which they operate; risks related to disruption of management time from ongoing business operations due to the proposed transaction; failure to realize the benefits expected from the proposed transaction; effects of the announcement, pendency or completion of the proposed transaction on the ability of the parties to retain customers and retain and hire key personnel and maintain relationships with their counterparties, and on their operating results and businesses generally; and other risk factors detailed from time to time in Glatfelter's and Berry's reports filed with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC. These risks, as well as other risks associated with the proposed transaction, will be more fully discussed in the registration statements, proxy statement/prospectus and other documents that will be filed with the SEC in connection with the proposed transaction. The foregoing list of important factors may not contain all of the material factors that are important to you. New factors may emerge from time to time, and it is not possible to either predict new factors or assess the potential effect of any such new factors. Accordingly, readers should not place undue reliance on those statements. All forward-looking statements are based upon information available as of the date hereof. All forward-looking statements are made only as of the date hereof and neither Berry nor Glatfelter undertake any obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed transaction between Berry and Glatfelter. In connection with the proposed transaction, Berry and Glatfelter intend to file relevant materials with the SEC, including a registration statement on Form S-4 by Glatfelter that will contain a proxy statement/prospectus relating to the proposed transaction. In addition, Spinco expects to file a registration statement in connection with its separation from Berry. This communication is not a substitute for the registration statements, proxy statement/prospectus or any other document which Berry and/or Glatfelter may file with the SEC. STOCKHOLDERS OF BERRY AND GLATFELTER ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain copies of the registration statements and proxy statement/prospectus (when available) as well as other filings containing information about Berry and Glatfelter, as well as the Spinco, without charge, at the SEC's website, <http://www.sec.gov>. Copies of documents filed with the SEC by Berry or the Spinco will be made available free of charge on Berry's investor relations website at <https://ir.berryglobal.com>. Copies of documents filed with the SEC by Glatfelter will be made available free of charge on Glatfelter's investor relations website at <https://www.glatfelter.com/investors>.

No Offer or Solicitation

This communication is for informational purposes only and is not intended to and does not constitute an offer to sell, or the solicitation of an offer to sell, subscribe for or buy, or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, sale or solicitation would be unlawful, prior to registration or qualification under the securities laws of any such jurisdiction. No offer or sale of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Participants in Solicitation

Berry and its directors and executive officers, and Glatfelter and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from the holders of Glatfelter capital stock and/or the offering of securities in respect of the proposed transaction. Information about the directors and executive officers of Berry, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth under the caption "Security Ownership of Beneficial Owners and Management" in the definitive proxy statement for Berry's 2024 Annual Meeting of Stockholders, which was filed with the SEC on January 4, 2024 (https://www.sec.gov/ixviewer/ix.html?doc=/Archives/edgar/data/0001378992/000110465924001073/tm2325571d6_def14a.htm). Information about the directors and executive officers of Glatfelter including a description of their direct or indirect interests, by security holdings or otherwise, is set forth under the caption "Ownership of Company Stock" in the proxy statement for Glatfelter's 2023 Annual Meeting of Shareholders, which was filed with the SEC on March 31, 2023 (<https://www.sec.gov/ixviewer/ix.html?doc=/Archives/edgar/data/0000041719/000004171923000012/glt-20230331.htm>). In addition, Curt Begle, the current President of the Berry's Health, Hygiene & Specialties Division, will be appointed as Chief Executive Officer of the combined company. Investors may obtain additional information regarding the interest of such participants by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available.

About Berry

At Berry Global Group, Inc. (NYSE: BERY), we create innovative packaging solutions that we believe make life better for people and the planet. We do this every day by leveraging our unmatched global capabilities, sustainability leadership, and deep innovation expertise to serve customers of all sizes around the world. Harnessing the strength in our diversity and industry-leading talent of over 40,000 global employees across more than 250 locations, we partner with customers to develop, design, and manufacture innovative products with an eye toward the circular economy. The challenges we solve and the innovations we pioneer benefit our customers at every stage of their journey. For more information, visit our [website](#), or connect with us on [LinkedIn](#) or [Twitter](#). (BERY-F)

About Glatfelter

Glatfelter is a leading global supplier of engineered materials with a strong focus on innovation and sustainability. The Company's high-quality, technology-driven, innovative, and customizable nonwovens solutions can be found in products that are Enhancing Everyday Life®. These include personal care and hygiene products, food and beverage filtration, critical cleaning products, medical and personal protection, packaging products, as well as home improvement and industrial applications. Headquartered in Charlotte, NC, the Company's 2022 revenue was \$1.5 billion with approximately 2,980 employees worldwide. Glatfelter's operations utilize a variety of manufacturing technologies including airlaid, wetlaid and spunlace with fifteen manufacturing sites located in the United States, Canada, Germany, France, Spain, the United Kingdom, and the Philippines. The Company has sales offices in all major geographies serving customers under the Glatfelter and Sontara® brands. Additional information about the Company may be found on our website at www.glatfelter.com or connect with us on [LinkedIn](#).

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Berry Global and Glatfelter Plans for Tax-Free Spin-Off and Merger of Berry's HH&S Global Nonwovens and Films Business with Glatfelter

*Creating a Global Leader in Specialty
Materials for Attractive End Markets*

February 7, 2024



Today's Presenters



Kevin Kwilinski

Chief Executive Officer



Mark Miles

Chief Financial Officer



Curt Begle

*President, Health, Hygiene &
Specialties Division*



Thomas Fahnemann

Chief Executive Officer



Ramesh Shettigar

*Chief Financial Officer &
Treasurer*

Safe Harbor Statements and Important Information

Forward-Looking Statements

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These slides are not intended to be a stand-alone presentation but are for use in conjunction with the earnings call. This presentation should be read together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the related notes thereto included in our public filings.

Non-GAAP Financial Measures

This presentation includes certain non-GAAP financial measures such as operating EBITDA, adjusted EBITDA, adjusted operating income, adjusted earnings per share, free cash flow, and supplemental unaudited financial information intended to supplement, not substitute for, comparable measures under generally accepted accounting principles in the United States (GAAP). Information reconciling forward-looking operating EBITDA is not provided because such information is not available without unreasonable effort due to the high variability, complexity, and low visibility with respect to certain items, including debt refinancing activity or other non-comparable items. These items are uncertain, depend on various factors, and could be material to our results computed in accordance with GAAP. Investors are urged to consider carefully the comparable GAAP measures and the reconciliations to those measures provided in our earnings release, presentations, and SEC filings. For further information about our non-GAAP measures, please see our earnings release, SEC filings. Further, percentage changes for revenue, Operating EBITDA, and Adjusted EPS are shown on “comparable basis” with the prior year period, which excludes the impacts of foreign currency along with any recent divestitures. We believe this comparison provides meaningful and useful information to investors about the trends in our businesses and clarifies the impact of non-recurring items.

Safe Harbor Statements and Important Information (cont.)

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Transaction Summary

Deal Structure

- The majority of Berry's HH&S segment to include its Global Nonwovens and Films Business and Glatfelter (GLT) to combine via a Reverse Morris Trust transaction expected to be valued at approximately \$3.6B
- Transaction expected to be tax-free to Berry, Glatfelter, and their respective shareholders

Ownership

- Berry shareholders to own approximately 90% of the newly combined company or "NewCo"
- Glatfelter shareholders to own approximately 10% of NewCo

Capital Structure & Financing

- Fully committed financing in place in support of transaction
- NewCo net leverage of 4.0x expected post transaction close; facilitating ~\$1B net cash distribution to Berry at closing
- Improves Glatfelter's leverage profile to increase shareholder value
- Existing Glatfelter senior notes due 2029 expected to remain in place; other debt to be retired
- Glatfelter to complete a reverse stock split prior to transaction close; ratio to be determined by GLT and BERY ⁽¹⁾

Management & Governance

- Curt Begle, President of Berry HH&S, to lead NewCo as CEO
- Senior management team will include combined team of Berry and Glatfelter leaders
- Board of Directors comprised of 9 members, with 6 designated by Berry and 3 designated by Glatfelter

Closing

- Glatfelter shareholder vote required
- No shareholder vote required for Berry shareholders
- Targeted to close in the 2H of CY 2024, subject to customary closing conditions and regulatory approvals

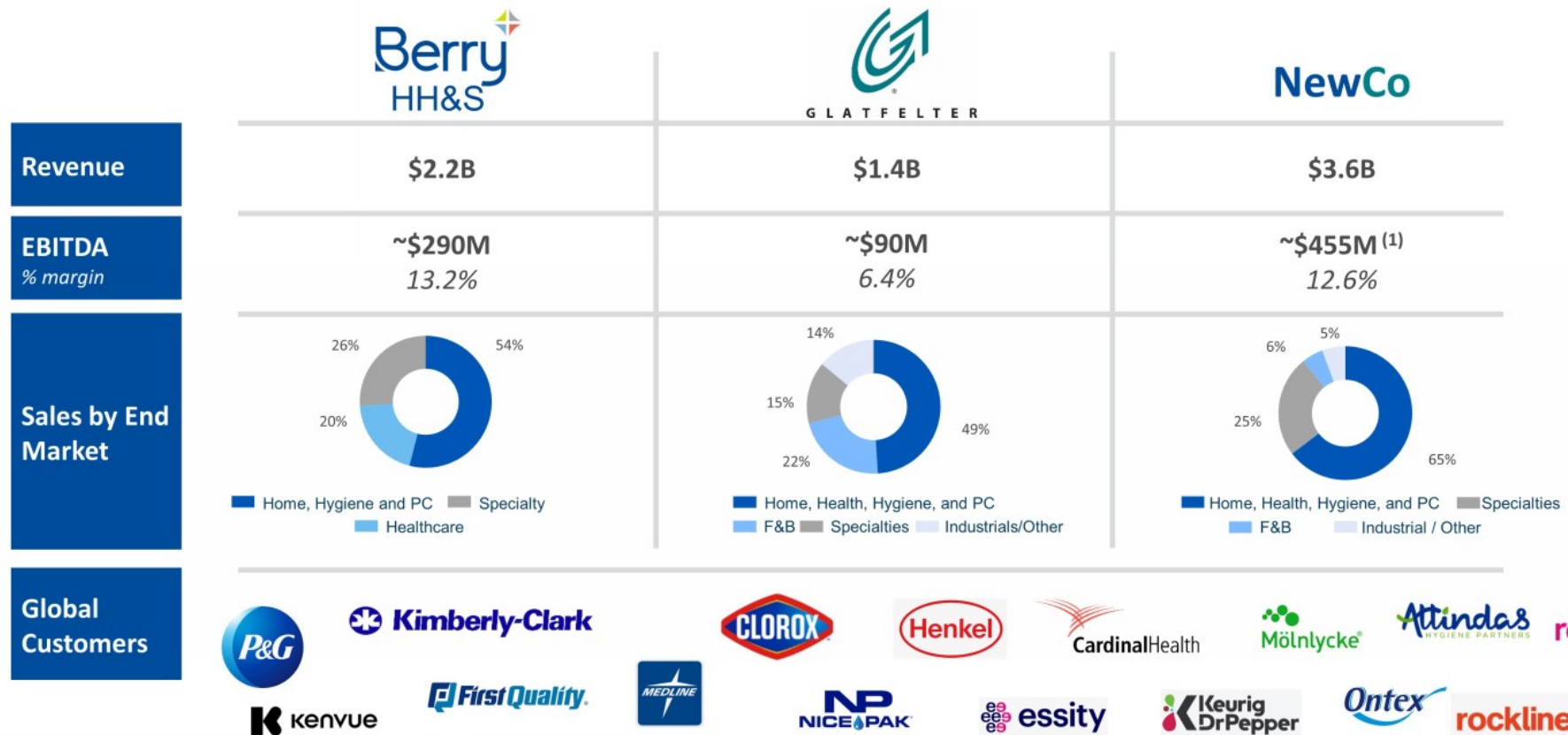
(1) Prior to closing of the transaction, Glatfelter will complete a reverse stock split of all of its issued and outstanding common stock. The reverse stock split ratio is to be determined by Glatfelter and Berry. Additional information will be provided prior to the effective time of the reverse stock split.



Global Leader in Specialty Materials

- ✓ *Fast-growing home, health and hygiene end markets*
- ✓ *Leadership with scale in all major geographies*
- ✓ *Growth through innovation and operational excellence*
- ✓ *Product portfolio focused on sustainable solutions*
- ✓ *A leader in global nonwovens*

Combined Enterprise Serving CPGs and Regional Players



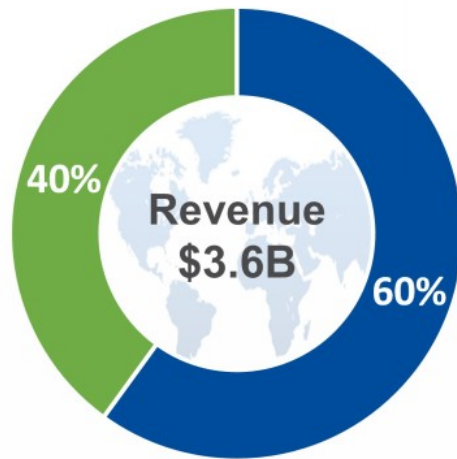
Note: HHS only includes Berry's Global Nonwovens and Films Business
References to revenue and Adj. EBITDA is December LTM 2023 for BERY
and September LTM 2023 for GLT

(1) Includes expected cost synergies of \$50M and combined pro forma
adjustments of \$25M to be realized over 3 years

**NewCo well-positioned to serve the world's best-known brand
owners in fast-growing markets**

NewCo Significant Global Company

Global leader with scale in all major geographies



■ ROW ■ Americas

- ✓ Low-single to mid-single digit long-term growth outlook for the **Americas**
- ✓ Low-single to high-single digit long-term growth outlook for the **ROW**
- ✓ 45 state-of-the-art manufacturing locations
- ✓ ~8,650 employees
- ✓ 1,000+ customers
- ✓ Locations: Americas – 23, Europe – 18, Asia-Pacific - 4

Complementary Technology & Product Portfolios



Value-added niche businesses



Building Wrap and Roofing Solutions



Tree Shelters



Bedding & Upholstery



FIBC Bags



Agriculture



Cable Wrap

Shared Applications



Baby, Adult and Feminine Care Absorbent Hygiene Components



Healthcare & Surgical Suite



Disinfecting, Personal Care and Institutional Wipes



Laundry Care



Filtration Media



Geotextiles



G L A T F E L T E R

Sophisticated fiber-based businesses



Single-Serve Coffee



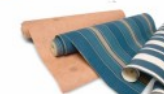
Tea Bags



Tabletop



Decorative Laminate



Wallcover

Powerful Industry Brands



Sontara®

Tempera®

GlatPure™

DYNAGRID®

DYNACAP®

Broadest product offering in the industry for both polymer-based and fiber-based product applications

Key Drivers of Growth for NewCo

Mega Trends



- Attractive growth trends in health, hygiene & personal care
- Population growth coupled with rising standards of living in emerging markets
- Substitution from reusable products to disposable specialty materials
- Aging population driving adult incontinence & healthcare demand

Commercial & Operational Excellence



- Prioritize customer relationships
- Leverage global footprint
- Focus on global innovation and R&D
- Execute on productivity opportunities
- Sustainability offerings

Organic Growth Investments



- Broad manufacturing platform with technology and sustainability leadership
- Further penetration in key growth markets including:
 - Asia
 - Africa
 - India

Strategic Opportunities



- Multiple strategic angles including:
 - Adjacent markets
 - Geographic expansion
 - Product line extensions
 - Differentiated technologies
 - Synergy capture

NewCo will benefit from market growth, operational execution, organic investments and M&A opportunities

NewCo expected to have enterprise value of approximately \$3.6B

Creates two leading independent companies, each positioned for greater success

TRANSACTION BENEFITS TO BERRY

- Berry becomes a more focused “pure play” leading supplier of sustainable global packaging solutions
- Unlocks value in Berry; shareholders can participate in potential upside of NewCo
- Expect more consistent earnings growth and cash flow generation
- Berry to receive net cash distribution of ~\$1.0B and intends to use the proceeds to repay existing debt
- Transaction expected to be tax-free to BERY and GLT shareholders

TRANSACTION SUMMARY

	NewCo	Value to BERY
Pro forma Adjusted EBITDA	\$455M	
Transfer of GLT notes	\$0.5B	
New Financing ⁽¹⁾	\$1.3B	\$1.0B
Equity Value — (BERY 90%; GLT 10%) (assumes ~8x Adj. EBITDA)	\$1.8B	\$1.6B
NewCo Enterprise Value	\$3.6B	\$2.6B

(note: New financing uses: \$1B distribution to Berry, \$0.4B retirement of GLT debt, (\$0.1B) cash less expenses)

(note: Expect pro forma leverage for NewCo. to be ~4.0x)

(1) New financing net of contributed cash

Target close is in the 2H of calendar 2024

Berry Global Group, Inc.

Berry will simplify its portfolio, enhance stability of earnings and long-term growth and maintain its position as a sustainable global packaging solutions leader

Key Segments



Kevin Kwilinski
President and CEO

Annual Revenue
\$10.2B

Operating EBITDA
\$1.8B

**Consumer
Packaging –
International**

~40%
Sales

~17%
Op. EBITDA margin

**Consumer
Packaging –
North America**

~30%
Sales

~18%
Op. EBITDA margin

Flexibles

~30%
Sales

~15%
Op. EBITDA margin

Global leadership positions; #1 or #2 in over 75% of the markets served



Q&A

February 7, 2024

Announcement Call Supplemental Presentation



Dustin M. Stilwell

VP, Head of Investor Relations

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G L A T F E L T E R

Ramesh Shettigar

Chief Financial Officer and Treasurer

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