

*This is a joint press release by Refresco Group N.V. ("Refresco" or the "Company"), PAI Partners SAS ("PAI") and British Columbia Investment Management Corporation ("bcIMC") acting jointly through Sunshine Investments B.V. (the "Offeror" or the "Consortium"), pursuant to the provisions of Section 4, paragraphs 1 and 3, Section 5, paragraph 1 and Section 7, paragraph 4 of the Netherlands Decree in Public Takeover Bids (Besluit openbare biedingen Wft, (the "Decree") in connection with the intended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of Refresco (the "Shares"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Refresco. Any offer will be made only by means of an offer memorandum (the "Offer Memorandum") approved by the AFM. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States.*

## Refresco and a consortium of PAI and bcIMC agree on a recommended cash public offer of EUR 20 per share for all shares of Refresco

Paris, France / Victoria, British Columbia, Canada / Rotterdam, the Netherlands – 25 October 2017

- A Consortium of PAI Partners SAS ("PAI") and British Columbia Investment Management Corporation ("bcIMC") to make a recommended offer of EUR 20 (cum dividend) in cash per ordinary share of Refresco (the "Offer Price") for a consideration of EUR 1.623 billion
- The Offer Price represents:
  - a premium of approximately 22% to the average Refresco closing share price of EUR 16.37 since the announcement of the acquisition of Cott's bottling activities ("Cott TB") on 25 July 2017 (the "Average Share Price")<sup>1</sup>;
  - a premium of approximately 41% to the Refresco closing share price of EUR 14.21 on 5 April 2017 (the "April Share Price")<sup>2</sup>; and
  - an Enterprise Value to EBITDA multiple of approximately 8.5x post Cott TB synergies for the twelve-month period ending 30 June 2017<sup>3</sup>
- The Consortium fully supports Refresco's buy-and-build strategy going forward, including the completion of the Cott TB acquisition
- Major shareholders and shareholding members of the Boards, holding in aggregate 26.5% of the total issued and outstanding shares, have committed to tender all their shares
- The Consortium has committed financing in place, providing high deal certainty
- Refresco's Executive Board and Supervisory Board fully support and unanimously recommend the offer

With reference to the press releases of Refresco Group N.V. on 3 October 2017 and 17 October 2017, PAI, bcIMC and Refresco today jointly announce that they have reached conditional agreement on a recommended, fully funded, public offer by a consortium of PAI and bcIMC, acting jointly through Sunshine Investments B.V. ("the Offeror" or the "Consortium") for all the issued and outstanding ordinary shares of Refresco (the "Shares") at an offer price of EUR 20 (cum dividend) in cash per Share (the "Offer").

The Offer Price represents a premium of approximately 22% to the Average Share Price, a premium of approximately 41% to the April Share Price, and a premium of approximately 38% to the Refresco IPO price. The Offer Price values 100% of the Shares at EUR 1.623 billion and equates to an Enterprise Value of approximately EUR 3.3 billion, which implies an EBITDA multiple of 8.5x post Cott TB synergies for the twelve-month period ending 30 June 2017.

<sup>1</sup> Average share price for period from 25 July 2017 up to and including 2 October 2017, the date prior to Refresco's public announcement of PAI and bcIMC's renewed interest in a take private transaction.

<sup>2</sup> Share price prior to PAI's proposal of 6 April 2017 and subsequent public announcement made by Refresco, adjusted for the FY2016 dividend of EUR 0.38 per share paid on 6 June 2017.

<sup>3</sup> Pro forma for the Cott TB acquisition including full run-rate synergies of EUR 47 million.

The Offer provides Refresco's shareholders with a fair price for their Shares including an attractive premium. The Consortium has fully committed financing in place on a "certain funds" basis and has completed its due diligence, providing high deal certainty and facilitating a swift and efficient transaction process to completion.

**Hans Roelofs, CEO of Refresco:** "This Offer represents a fair value for our shareholders and is yet another milestone for the Company. The Consortium fully supports our strategy and with its track record, financial strength and understanding of our business, they can support the Company whilst we accelerate our growth plan going forward.

Obtaining a public listing in 2015 was a well-considered decision and it has brought the Company many opportunities. However, we have also grown and prospered under private equity ownership. Our ownership structure is never a goal in itself. Rather, our focus remains on being in an environment that allows us to continue executing our proven strategy of buy-and-build.

The first time PAI approached us was prior to our public listing in 2015. They have always been impressed by our business and performance, and the agreement reached today reflects the important steps Refresco has realised since the IPO. Our latest acquisition of Cott TB, creating the world's largest independent bottler with leadership positions across Europe and North America, is a truly transformational acquisition right at the heart of our buy-and-build strategy.

We are convinced that this is a good transaction for the Company and all stakeholders involved and we therefore recommend our shareholders to accept the Offer. Our focus of growing alongside our customers in the markets where we currently operate and expanding geographically remains unchanged. I look forward to this new phase of private ownership, and for all our employees and customers to capitalize on the opportunities ahead of us."

**Frédéric Stévenin, Managing Partner, PAI:** "Refresco is a high-quality business and an attractive consolidation platform in the beverage industry which we intend to fully support using PAI's wealth of experience in the European food and beverage industry. We share the Refresco management team's overall vision for the group and we are excited by the opportunity to work with them and the team at bcIMC to realise its potential."

**Jim Pittman, Senior Vice President, Private Equity at bcIMC:** "bcIMC has followed Refresco with interest for several years. We feel its scale, global presence, and track record of growth are a good fit for our clients' portfolios. We are keen to work with PAI, a long-term strategic partner, to support Refresco and management in the execution of its strategic plans over the coming years."

### Process and strategic rationale

In April of this year, Refresco announced that it was approached by PAI with a proposal for the acquisition of 100% of its shares for a consideration of EUR 1.4 billion. The Executive Board and the Supervisory Board (together the "Boards") did not object to the strategic proposition of a take-private transaction, in particular, as PAI's interest was principally based on Refresco's successful buy-and-build strategy, which represented the most important condition for the Boards in considering any proposal. However, at that time, the Boards were of the opinion that the proposed terms and conditions did not reflect the value creation potential stemming from the intended acquisition of Cott TB. Refresco signed the acquisition agreement for Cott TB in July, which is intended to transform Refresco from a pan-European player into the world's largest independent bottler with leadership positions across Europe and North America, annual turnover of EUR 3.6 billion and 59 production sites with combined production volumes of approximately 12 billion litres.

Over the past few months, there have been various interactions between Refresco and the Consortium. Since early August, the Consortium, as well as other parties, liaised with Refresco in relation to the equity raise that was planned as part of the financing of the Cott TB acquisition. This process confirmed and strengthened the Consortium's interest in the Company, its operations and its management team. As a result, the Consortium submitted a revised offer on 3 October 2017 of EUR 19.75 per Share in cash (representing a consideration of EUR 1.6 billion), reflecting the progress and developments at Refresco since April.

After due and careful consideration, and interaction on a number of topics, including financial and non-financial conditions, Refresco entered into detailed negotiations with the Consortium. Throughout the process, the Boards of Refresco have met regularly to discuss developments of the process and make key decisions. The Boards of Refresco have received financial and legal advice and have given careful consideration to the strategic, financial and social aspects and consequences of the proposed transaction. On 24 October 2017, the parties reached conditional agreement on a final offer of EUR 20 (cum dividend) in cash per Share and including other terms and conditions that were acceptable to the Company.

The Consortium intends to fully support Refresco management's existing buy-and-build strategy and would seek to provide access to its extensive network and relationships across the consumer goods sector globally for the Company's benefit. The Consortium also intends to provide access to capital for the Company to accelerate its buy-and-build strategy, both in Europe and North America. The Consortium believes that the Company will play a prominent role in the consolidation and outsourcing trends of the beverage industry in Europe, North America and worldwide.

The Boards are of the opinion that the Offer Price fully reflects the value creation potential of the Company, including the recent Cott TB acquisition. Accepting the Offer now allows Refresco's shareholders to realise the value potential immediately instead of over time, whilst eliminating the associated execution risk. Furthermore, it prevents the anticipated dilution from the equity issuance of EUR 200 million that was planned in connection with the financing of the acquisition of Cott TB. The Boards of Refresco believe that the Offer represents a fair price to the Refresco shareholders and is in the best interests of Refresco and all of its stakeholders.

#### Irrevocables and recommendation

Refresco's major shareholders (Ferskur, 3i and Tamoia) and the shareholding members of the Boards, representing together 26.5% of the issued and outstanding ordinary shares, have entered into irrevocable undertakings to, subject to customary conditions, tender their Shares if the Offer is launched. The members of the Executive Board will reinvest a part of the proceeds of their tendered Shares in Refresco after the Offer.

In accordance with the applicable public offer rules, any information shared with these major shareholders about the Offer shall, if not published prior to the Offer Memorandum being made generally available, be included in the Offer Memorandum in respect of the Offer (if and when issued) and these major shareholders will tender their Shares on the same terms and conditions as the other shareholders.

In reaching its recommendation, the Boards have explicitly taken into account the interests of all stakeholders. The Offer provides high deal certainty, as the Consortium has completed its due diligence and has fully committed financing in place on a "certain funds" basis. This should also allow for swift execution, eliminating uncertainty and unnecessary distraction for the Company. The Consortium will support the Company in the execution of its successful buy-and-build strategy and is able to provide Refresco with expertise and access to capital in support of continued capital expenditures, investments and acquisitions. The Consortium will maintain the current company structure, headquarters, management and employee commitments. PAI and bcIMC respect Refresco's culture of excellence, which requires highly talented employees and they also fully support the Company's commitment to its customers.

J.P. Morgan Securities plc has issued a fairness opinion to the Executive Board and Supervisory Board of Refresco and Rabobank has issued a fairness opinion to the Supervisory Board of Refresco.

Taking all these considerations into account, both the Executive Board and the Supervisory Board fully support and unanimously recommend to Refresco shareholders to tender their Shares under the Offer, if and when made.

### Financing of the Offer

The Offer Price values 100% of the Shares at EUR 1.623 billion. The Consortium shall finance the Offer through a combination of equity funding and third party debt financing. As such, the Offeror has received binding equity commitment letters from funds managed, controlled and/or advised by both PAI and bcIMC, for an aggregate amount of EUR 1.0 billion, which are fully committed (the “Equity Financing”). In addition, the Offeror has entered into binding debt commitment papers with a consortium of reputable banks for debt financing for an aggregate amount of approximately EUR 2.4 billion of term debt, which is fully committed on a "certain funds" basis (the “Debt Financing”). The Consortium has no reason to believe that any conditions to the Equity Financing or the Debt Financing will not be fulfilled on or prior to the settlement date of the Offer.

From the arranged Equity Financing and the Debt Financing, the Offeror will be able to fund the acquisition of the Shares under the Offer, the refinancing of Refresco’s existing debt (including the refinancing of the debt associated with the Cott TB acquisition) and the payment of fees and expenses related to the Offer.

### Next steps

Refresco and the Consortium will seek to obtain all necessary approvals and competition clearances as soon as practical.

The Consortium intends to publish the Offer Memorandum and launch the Offer in December 2017.

Refresco will hold an Extraordinary General Meeting of Shareholders (“EGM”) at the latest six business days before closing of the Offer period. Based on the required steps and subject to the necessary approvals, the Consortium and Refresco anticipate that the Offer will close in Q1 2018.

### Advisors

J.P. Morgan Securities plc is acting as financial advisor to Refresco and Allen & Overy LLP is acting as legal advisor to Refresco. Rabobank is acting as independent financial advisor to Refresco’s Supervisory Board.

Rothschild and Credit Suisse are acting as financial advisors to the Consortium. Loyens & Loeff N.V. is acting as legal advisor to the Consortium and Freshfields Bruckhaus Deringer LLP is acting as legal advisor to bcIMC.

### Media call

Refresco will host a media call today, 25 October 2017, at 09:00am CET, which can be accessed as follows:

Netherlands: +31 (0) 20 721 9251

UK: +44 (0)330 336 9105

USA: +1 323-794-2551

Conference ID: 1072524

### Analyst call

Refresco will host an analyst call today, 25 October 2017, at 10:00am CET, which can be accessed as follows:

Netherlands: +31 (0) 20 721 9251

UK: +44 (0)330 336 9105

USA: +1 323-794-2093

Conference ID: 6909180

### - Annex: further details on the merger protocol

## Annex: further details on the merger protocol

### Key aspects of the Offer

- The Offer is subject to a minimal acceptance level of 95%, which will be reduced to 80% if Refresco's shareholders meeting adopts the resolutions allowing for an asset sale and liquidation.
- The Offer is subject to the Cott TB purchase agreement not being terminated.
- The Consortium will pursue statutory squeeze out proceedings if 95% or more of the shares are tendered under the Offer.
- The Consortium and Refresco have agreed to certain non-financial covenants with regard to strategy, governance, employees, headquarter locations and other matters customary for this type of transaction.
- The Consortium intends to promptly de-list Refresco's shares from Euronext Amsterdam.
- The Consortium and Refresco have agreed to customary exclusivity provisions.

### Corporate governance, management and employees

Following settlement of the Offer, the Company's Supervisory Board will comprise six members, of which four new members will be nominated by the Offeror. The two continuing members of the Supervisory Board will be independent, as defined in the Dutch Corporate Governance Code.

The current members of Refresco's Executive Board shall, upon settlement of the Offer, continue to serve on the Executive Board.

The existing rights and benefits of the employees of Refresco will be respected by the Consortium, including rights and benefits under individual employment agreements, collective labor agreements, social plans and covenants made to the works council and trade unions. Furthermore, the Consortium does not envisage material reductions of the total workforce as a direct consequence of the Offer and will ensure that the culture of excellence is fostered and that qualified employees will be offered attractive training and national and international career progression based on available opportunities.

### Non-financial covenants

The Consortium has provided certain non-financial covenants with regard to Refresco's strategy, governance, employees and retention matters, as well as other matters. These non-financial covenants will apply for three years following completion of the Offer.

The Consortium will ensure that Refresco's structure of the Group remains unchanged, including the name of Refresco and the location of its headquarters. The Consortium fully supports Refresco's buy-and-build strategy and acknowledges that Refresco may require additional capital in order to pursue acquisitions as part of its buy-and-build strategy. As such, the Consortium will consider providing additional equity capital in order to finance such add-on acquisitions. In addition, the Consortium acknowledges the importance of research and development for the business of Refresco and shall allow Refresco to keep investing therein.

### Acquisition of 100%

The Consortium's willingness to pay the Offer Price is predicated on the acquisition of 100% of Refresco's shares. If the Consortium acquires less than 95% but at least 80% of the Shares, the Consortium intends to acquire the entire business of Refresco at the same price as the Offer Price pursuant to an asset sale, combined with a liquidation of the Company, to deliver such consideration to the remaining Refresco shareholders (the "Asset Sale and Liquidation"). The Asset Sale and Liquidation is subject to the approval of Refresco's EGM. The Boards have agreed to unanimously recommend to the shareholders to vote in favour of the Asset Sale and Liquidation. Following completion of the Offer, the Consortium may utilise all other available legal measures in order to acquire full ownership of Refresco's outstanding Shares and/ or its business in accordance with the terms of the merger protocol.



### Pre-Offer and Offer conditions

The commencement of the Offer is subject to the satisfaction or waiver of the following Pre-Offer conditions:

- a. no material breach of the merger protocol having occurred;
- b. the Cott TB purchase agreement not being terminated;
- c. no material adverse effect having occurred;
- d. no revocation or amendment of the recommendation by the Boards;
- e. resignations of certain Supervisory Board members;
- f. no governmental or court order which restrains, prohibits or delays the making or consummation of the Offer;
- g. no Offer condition has become permanently incapable of satisfaction and not having been waived;
- h. trading in Refresco's shares not having been suspended or ended as a result of a listing measure;
- i. no notification having been received from the Financial Markets ("AFM") stating that pursuant to Article 5:80 Paragraph 2 of the Dutch financial supervision act (Wet op het financieel toezicht, "Wft") investment firms shall not be allowed to cooperate with the Offer;
- j. the AFM having approved the Offer Memorandum; and
- k. the merger protocol not having been terminated.

If and when made, the consummation of the Offer will be subject to the satisfaction or waiver of the following Offer conditions:

- a. minimum acceptance level of at least 95% of Shares, which will be reduced to 80% in the event shareholder resolutions allowing an Asset Sale and Liquidation are passed at the EGM;
- b. no material breach of the merger protocol having occurred;
- c. no material adverse effect having occurred;
- d. completion of the Cott TB acquisition;
- e. no revocation or amendment of the recommendation by the Boards;
- f. no governmental or court order which restrains, prohibits or delays the making or consummation of the Offer;
- g. competition clearances having been obtained;
- h. trading in Refresco's shares not having been suspended or ended as a result of a listing measure;
- i. no notification having been received from the AFM stating that pursuant to Article 5:80 Paragraph 2 of the Wft investment firms shall not be allowed to cooperate with the Offer; and
- j. the merger protocol not having been terminated.

The condition under a. may be waived down to 75% regardless of whether the resolutions on the Asset Sale and Liquidation are adopted, but only with the prior written consent of the Boards. The other conditions may be waived by the interested party or parties.

On termination of the merger protocol by the Consortium in case of a Competing Offer (as described below), Refresco will forfeit a termination fee to the Consortium that is equal to 1% of the equity value of Refresco as represented by the Offer Price.

### Exclusivity

Refresco and the Consortium may terminate the merger protocol in the event that a bona fide third party makes an offer which, in the reasonable opinion of the Executive Board and the Supervisory Board is a substantially more beneficial offer than the Offer of the Consortium taking into account the overall terms and conditions of the offers and the track record and identity of the Consortium compared to such third party, provided that the competing offer: (i) exceeds the Offer Price by at least 7.5%; (ii) is launched or is binding on the offeror; and (iii) is not subject to a financing condition (a "Competing Offer"). In the event of a Competing Offer, the Consortium will be given the opportunity to match such offer, in which case the merger protocol may not be terminated by Refresco. As part of the agreement, Refresco has entered into customary undertakings not to solicit third party offers.

### Indicative timetable

The Consortium and Refresco will seek to obtain all necessary approvals and competition clearances as soon as practicable. It is the Consortium's intention to submit a request for approval of its Offer Memorandum document to the AFM within six weeks from today and to publish the Offer Memorandum shortly after approval by the AFM, in accordance with the applicable statutory timetable.

Refresco will hold the EGM at least six business days before closing of the Offer period in accordance with Section 18 Paragraph 1 of the Decree to inform the Refresco shareholders about the Offer. The Refresco shareholders shall be requested to, subject to the Offer being declared unconditional: (i) resolve on amendment of Refresco's Articles of Association; (ii) accept the resignation of the resigning members of the Supervisory Board, provide discharge to each member of the Supervisory Board and appoint the new members to the Supervisory Board; and (iii) approve the Asset Sale and Liquidation of Refresco.

A position statement providing further information to the Refresco shareholders in accordance with Article 18, Paragraph 2 of the Decree shall be timely made available by Refresco. Based on the required steps and subject to the necessary approvals, the Consortium and Refresco anticipate that the Offer will close in Q1 2018.

### Other

The information in this press release is not intended to be complete. For further information explicit reference is made to the Offer Memorandum, which is expected to be published later this year or in the beginning of 2018. The Offer Memorandum will contain further details regarding the Offer.

### General restrictions

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Consortium and Refresco disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither the Consortium, nor Refresco, nor any of their advisors assumes any responsibility for any violation by any of these restrictions. Any Refresco shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay. This announcement is not to be published or distributed in or to Japan, Australia or the United States.

The information in the press release is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or the solicitation of an offer to buy or acquire the securities of Refresco in any jurisdiction.

### Forward looking statements

Certain statements in this press release may be considered "forward-looking statements," such as statements relating to the impact of this transaction on the Consortium and Refresco. Forward-looking statements include those preceded by, followed by or that include the words "anticipated," "expected" or similar expressions. These forward-looking statements speak only as of the date of this release. Although the Consortium and Refresco believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these forward-looking statements will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, the Consortium's ability to achieve the anticipated results from the acquisition of Refresco, the effects of competition (in particular the response to the transaction in the marketplace), economic conditions in the global markets in which the Consortium and Refresco operate, and other factors that can be found in the Consortium's and Refresco press releases and public filings.

Neither the Consortium nor Refresco, nor any of their advisors, accepts any responsibility for any financial information contained in this press release relating to the business, results of operations or financial condition of the other or their respective groups. Each of the Consortium and Refresco expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

### Financial calendar 2017

Publication of Q3 2017 results

9 November 2017

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### About Refresco

Refresco (Euronext: RFRG) is the leading independent bottler of soft drinks and fruit juices for retailers and A-brands with production in the Benelux, Finland, France, Germany, Italy, Poland, Spain, the UK and the US. The Company realised in 2016 full year volumes and revenue of circa 6.5 billion litres and circa €2.1 billion, respectively. Refresco offers an extensive range of product and packaging combinations from 100% fruit juices to carbonated soft drinks and mineral waters in carton, PET, Aseptic PET, cans and glass. Focused on innovation, Refresco continuously searches for new and alternative ways to improve the quality of its products and packaging combinations in line with consumer and customer demand, environmental responsibilities and market demand. Refresco is headquartered in Rotterdam, the Netherlands and has about 5,500 employees. [www.refresco.com](http://www.refresco.com)

### About PAI Partners

PAI Partners is a leading European private equity firm with offices in Paris, London, Luxembourg, Madrid, Milan, Munich, New York and Stockholm. PAI manages €8.3 billion of dedicated buyout funds. Since 1994, the company has completed 61 transactions in 11 countries, representing c. €41 billion in transaction value. PAI is characterised by its industrial approach to ownership combined with its sector-based organisation. They provide the companies they own with the financial and strategic support required to pursue their development and enhance strategic value creation. [www.paipartners.com](http://www.paipartners.com)

### About bcIMC

With C\$135.5 billion of managed net assets, British Columbia Investment Management Corporation (bcIMC) is one of Canada's largest institutional investors within the global capital markets. Based in Victoria, British Columbia, bcIMC is a long-term investor that invests in all major asset classes including private equity. bcIMC's clients include public sector pension plans, public trusts, and insurance funds. [www.bcimc.com](http://www.bcimc.com)



### Notes to the press release

This is a public announcement by Refresco N.V. pursuant to section 17 paragraph 1 of the European Market Abuse Regulation (596/2014). This public announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Refresco Group N.V.