



## Sonoco Announces Reference Yield for Tender Offer for its 5.75% Senior Notes Due 2040

May 12, 2021

HARTSVILLE, S.C., May 12, 2021 (GLOBE NEWSWIRE) -- Sonoco (NYSE: SON), one of the largest diversified global packaging companies ("Sonoco"), today announced the pricing terms of its previously-announced cash tender offer (the "Offer") to purchase up to \$300,000,000 aggregate principal amount (the "Tender Cap") of its 5.75% Senior Notes due 2040 (the "Notes"), as well as the anticipated early settlement date for the Offer on May 13, 2021 (the "Early Settlement Date"), as previously announced.

The Offer commenced on April 28, 2021 and will expire at 11:59 p.m., New York City time, on May 25, 2021 (such time and date, as the same may be extended, the "Expiration Date"). No tenders will be valid if submitted after the Expiration Date. The terms and conditions of the Offer are described in the Offer to Purchase, dated April 28, 2021 (as it may be amended or supplemented from time to time, the "Offer to Purchase").

The following table sets forth some of the terms of the Offer:

Title of Security/CUSIP Number	Principal Amount Outstanding	Reference U.S. Treasury Security	Bloomberg Reference Page <sup>(1)</sup>	Reference Yield	Fixed Spread (basis points)	Early Tender Premium (2)(3)	Total Consideration (2)(3)	Principal Amount Tendered
5.75% Senior Notes due 2040/ 835495AJ1	\$600,000,000	1.625% UST due November 15, 2050	FIT 1	2.381%	120 bps	\$50.00	\$1,296.73	\$63,206,000

(1) The applicable page on Bloomberg from which the Dealer Manager named below will quote the bid side prices of the Reference U.S. Treasury Security (as defined in the Offer to Purchase). In the above table, "UST" denotes a U.S. Treasury Security.

(2) Per \$1,000 principal amount of Notes validly tendered and accepted for purchase.

(3) The Total Consideration is based on the fixed spread for the Notes over the Reference Yield (as defined in the Offer to Purchase) as of 10:00 a.m., New York City time, today, May 12, 2021. The Total Consideration, which include an early tender premium of \$50.00 per \$1,000 principal amount of the Notes accepted for purchase (the "Early Tender Premium"), will be paid to holders of Notes who tendered, and did not validly withdraw, their Notes at or before the Early Tender Deadline (as defined below), and whose Notes are accepted for purchase. The Total Consideration does not include Accrued Interest (as defined below), which will be paid on Notes accepted for purchase.

Sonoco will accept for purchase all \$63,206,000 aggregate principal amount of Notes validly tendered and not validly withdrawn prior to the Early Tender Deadline.

The deadline to validly withdraw tenders was 5:00 p.m., New York City time, on May 11, 2021 (such date and time, as may be extended, the "Withdrawal Deadline"), and no withdrawal rights shall exist for tenders submitted after the Early Tender Deadline except in certain limited circumstances where additional withdrawal rights are required by law. Only holders of Notes that validly tendered and did not validly withdraw their Notes at or prior to the Early Tender Deadline will be eligible to receive the Total Consideration on the Early Settlement Date, subject to the satisfaction or waiver of all conditions to the Offer.

Payments for Notes purchased will include accrued and unpaid interest from and including the most recent interest payment date for the Notes up to, but not including, the applicable settlement date.

Holders of Notes who validly tender their Notes following the Early Tender Deadline but on or prior to the Expiration Date will only receive the "Tender Offer Consideration" per \$1,000 principal amount of any such Notes validly tendered and not validly withdrawn by such holders that are accepted for purchase, which is equal to the Total Consideration minus the Early Tender Premium.

Sonoco reserves the right, but is under no obligation, to increase, decrease or eliminate the Tender Cap at any time, subject to applicable law, which could result in Sonoco purchasing a greater or lesser aggregate principal amount of the Notes, and Sonoco may do so without extending the Early Tender Deadline, the Withdrawal Deadline or the Expiration Date.

Tenders of Notes will be accepted only in principal amounts equal to \$2,000 or integral multiples of \$1,000 in excess thereof. The Offer is not conditioned on any minimum principal amount of Notes being tendered. Sonoco's obligation to accept for payment and to pay for the Notes validly tendered and not validly withdrawn in the Offer is subject to the satisfaction or waiver of a number of conditions described in the Offer to Purchase. Sonoco reserves the absolute right, subject to applicable law, to: (i) waive any or all conditions to the Offer; (ii) extend, terminate or withdraw the Offer; (iii) increase, decrease or eliminate the Tender Cap without extending the Early Tender Deadline, the Withdrawal Deadline or the Expiration Date, which could result in Sonoco's purchasing a greater or lesser aggregate principal amount of the Notes; or (iv) otherwise amend the Offer in any respect.

None of Sonoco or its board of directors, J.P. Morgan Securities LLC (the "Dealer Manager"), D. F. King & Co., Inc., (the "Tender Agent and Information Agent") or The Bank of New York Mellon Trust Company, NA., as trustee under the indenture pursuant to which the Notes were issued, is making any recommendation as to whether holders should tender any Notes in the Offer. Holders must make their own decisions as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender. Holders should consult their own tax, accounting, financial and legal advisers as they

deem appropriate regarding the suitability of the tax, accounting, financial and legal consequences of participating or declining to participate in the Offer.

#### Information Relating to the Offer

Sonoco has retained J.P. Morgan Securities LLC as Dealer Manager. D.F. King & Co., Inc. is the Tender Agent and Information Agent. For additional information regarding the terms of the tender offer, please contact J.P. Morgan Securities LLC at (866) 834-4666 (toll-free) or (917) 808-9154 (collect). Requests for documents and questions regarding the tendering of securities may be directed to D.F. King & Co., Inc. by telephone at (212) 269-5550 (for banks and brokers only), (866) 356-7814 (for all others toll-free) or by email at [sonoco@dfking.com](mailto:sonoco@dfking.com) or to the Dealer Manager at the above telephone numbers.

This press release does not constitute an offer or an invitation by Sonoco to participate in the Offer in any jurisdiction in which it is unlawful to make such an offer or solicitation. The Offer is being made only pursuant to the Offer to Purchase, and the information in this press release is qualified by reference to such Offer to Purchase. This press release is not an offer to purchase any other securities of Sonoco.

#### About Sonoco

Founded in 1899, Sonoco is a global provider of consumer, industrial, healthcare and protective packaging. With annualized net sales of approximately \$5.2 billion, the Company has 20,000 employees working in more than 300 operations in 34 countries serving some of the world's best-known brands in some 85 nations. Sonoco is committed to creating sustainable products, services and programs for our customers, employees and communities that support our corporate purpose of *Better Packaging. Better Life.* The Company was listed as one of Fortune's World's Most Admired Companies 2021 as well as being included in Barron's 100 Most Sustainable Companies for the third year in a row.

#### Forward-looking Statements

Statements included herein that are not historical in nature, are intended to be, and are hereby identified as "forward-looking statements" for purposes of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially from those expressed or forecasted in such forward-looking statements. The Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed herein might not occur. Additional information concerning some of the factors that could cause materially different results is included in the Company's reports on forms 10-K, 10-Q and 8-K filed with the Securities and Exchange Commission. Such reports are available from the Securities and Exchange Commission's public reference facilities and its website and from the Company's investor relations department and the Company's website at [www.sonoco.com](http://www.sonoco.com).

Contact:

Roger Schrum

+843-339-6018

[roger.schrum@sonoco.com](mailto:roger.schrum@sonoco.com)



Source: Sonoco Products Company