



## ***Fiscal 2016 Second Quarter***

May 10, 2016

Earnings Conference Call Supplement  
(Unaudited Results)

Jonathan D. Rich – Chief Executive Officer

Mark W. Miles – Chief Financial Officer

A decorative blue wave graphic is located at the bottom of the slide, consisting of several overlapping, curved lines that create a sense of movement and depth.

# Safe Harbor Statements

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## Forward-Looking Statements

This presentation contains “forward-looking statements” which involve risks and uncertainties. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “would,” “could,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “anticipates” “outlook,” or “looking forward,” or similar expressions that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected.

Important factors that could cause actual results to differ materially from our expectations, which we refer to as cautionary statements, are disclosed under “Risk Factors” and elsewhere in our Annual Report on Form 10-K and subsequent filings with the Securities and Exchange Commission, including, without limitation, in conjunction with the forward-looking statements included in this presentation. All forward-looking information and subsequent written and oral forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results include: (1) risks associated with our substantial indebtedness and debt service; (2) changes in prices and availability of resin and other raw materials and our ability to pass on changes in raw material prices on a timely basis; (3) the impact of potential changes in interest rates; (4) performance of our business and future operating results; (5) risks related to our acquisition strategy and integration of acquired businesses; (6) reliance on unpatented know-how and trade secrets; (7) increases in the cost of compliance with laws and regulations, including environmental, safety, and production and product laws and regulations; (8) risks related to disruptions in the overall economy and the financial markets may adversely impact our business; (9) catastrophic loss of one of our key manufacturing facilities, natural disasters, and other unplanned business interruptions; (10) risks of competition, including foreign competition, in our existing and future markets; (11) general business and economic conditions, particularly an economic downturn; (12) potential failure to realize the intended benefits of the Avintiv acquisition, including the inability to realize the anticipated cost synergies in the anticipated amounts or within the contemplated timeframes or cost expectations; (13) increased exposure to international risks as a result of the Avintiv acquisition, including foreign currency exchange rate risk and the risks of compliance with applicable export controls, sanctions, anti-corruption laws and regulations and (14) the other factors discussed in the under the heading “Risk Factors” in our Annual Report on Form 10-K and subsequent filings with the Securities and Exchange Commission.

We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. Accordingly, readers should not place undue reliance on those statements. All forward-looking statements are based upon information available to us on the date of this presentation. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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 net income, and adjusted free cash flow intended to supplement, not substitute for, comparable measures. 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. Adjusted EBITDA is a non-GAAP financial measure used by management to measure performance of the Company’s operations, and also among the criteria upon which performance-based compensation may be based. Adjusted EBITDA also is used by our lenders for debt covenant compliance purposes. For further information about our non-GAAP measures, please see our earnings release, SEC filings and supplemental data at the end of this presentation.

# Fiscal Second Quarter Highlights

(\$ in millions)	March Quarter			Fiscal YTD		
	2016	2015	YoY%	2016	2015	YoY%
Net Sales	\$ 1,614	\$ 1,224	32%	\$ 3,226	\$ 2,444	32%
Operating EBITDA	\$ 317	\$ 210	51%	\$ 593	\$ 391	52%
Margin	19.6%	17.2%		18.4%	16.0%	
Adjusted FCF	\$ 90	\$ 71	27%	\$ 135	\$ 107	26%

## Quarterly Financial Highlights

- Operating EBITDA of **\$317 million** (19.6% of net sales) increased 51% YoY
- Improved EBITDA margins by 240 basis points to **19.6%** compared to the prior year margins of 17.2%
- Generated **\$464 million** of Adjusted Free Cash Flow for the last twelve months ended
- All segments recorded operating EBITDA margins **>19%**

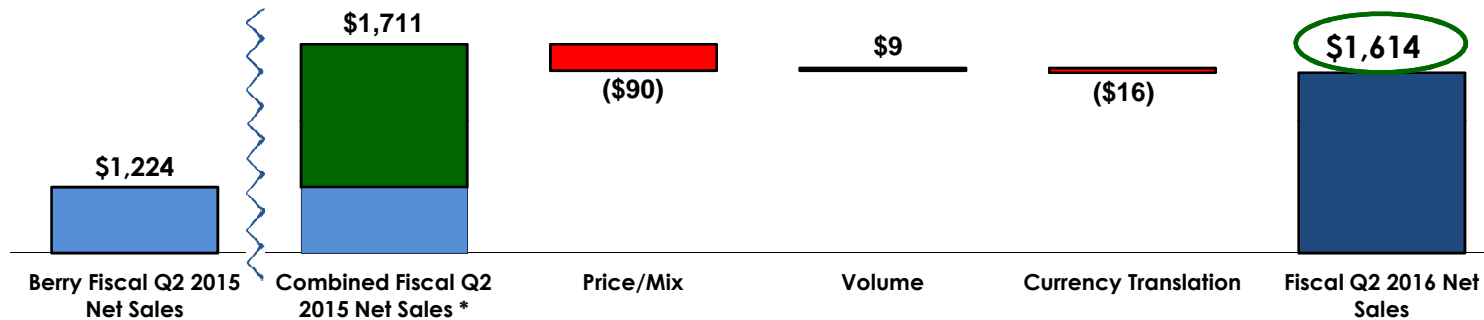
## Business Highlights

- Continued integration of the Avintiv acquisition
- Increased cost synergy target related to the Avintiv acquisition by \$30 million to **\$80 million**
- Total voluntary pre-payment on debt of **\$150 million** in the quarter totaling **\$200 million** paid for the fiscal year

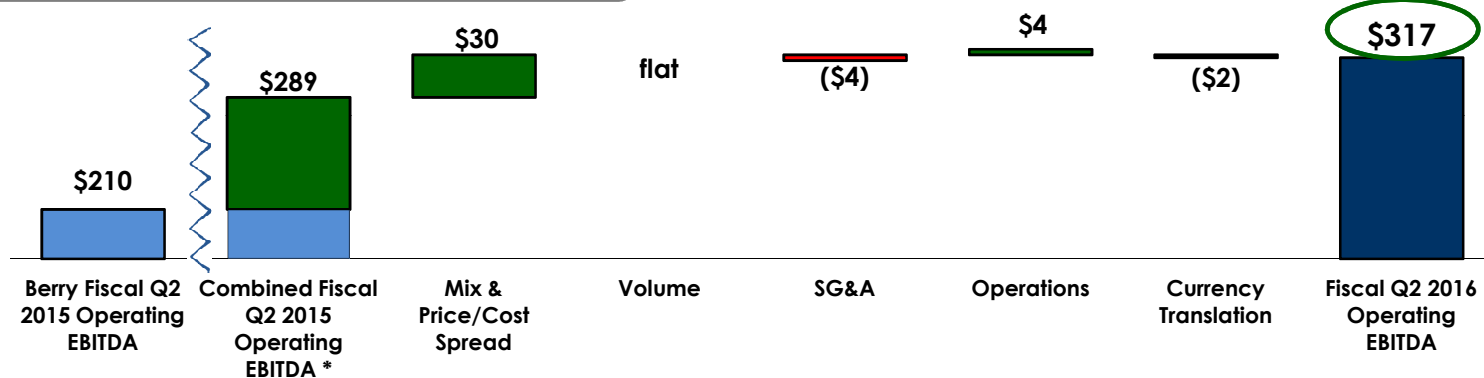
**Achieved Record EBITDA and Revenue for Any Quarter in the Company's History**

# Fiscal Q2 2016 Net Sales and Operating EBITDA Bridge

## Fiscal Q2 Net Sales



## Fiscal Q2 Operating EBITDA



**Margin: 17.2%      16.9%      19.6%**

Note: All dollar amounts in millions  
 \* Net sales and operating EBITDA for acquisitions in the March 2015 fiscal quarter were \$487 million and \$79 million, respectively.

# Consumer Packaging (CP)

	March Quarter			Fiscal YTD		
	2016	2015	YoY%	2016	2015	YoY%
Net Sales	\$ 687	\$ 719	-4.5%	\$ 1,370	\$ 1,432	-4.3%
Operating EBITDA	137	131	4.6%	253	240	5.4%
Margin	19.9%	18.2%		18.5%	16.8%	

## Fiscal Q2 Operating EBITDA (\$M)

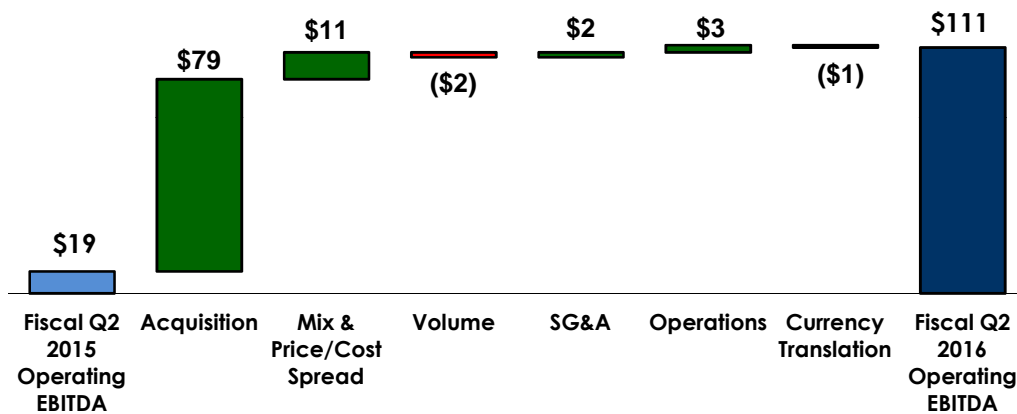


Note: All dollar amounts in millions

# Health, Hygiene, & Specialties (HH&S)

	March Quarter			Fiscal YTD		
	2016	2015	YoY%	2016	2015	YoY%
Net Sales	\$ 568	\$ 133	327%	\$ 1,132	\$ 261	334%
Operating EBITDA	111	19	484%	206	37	457%
Margin	19.5%	14.3%		18.2%	14.2%	
Combined Net Sales	\$ 568	\$ 620	-8%	\$ 1,132	\$ 1,277	-11%

## Fiscal Q2 Operating EBITDA (\$M)

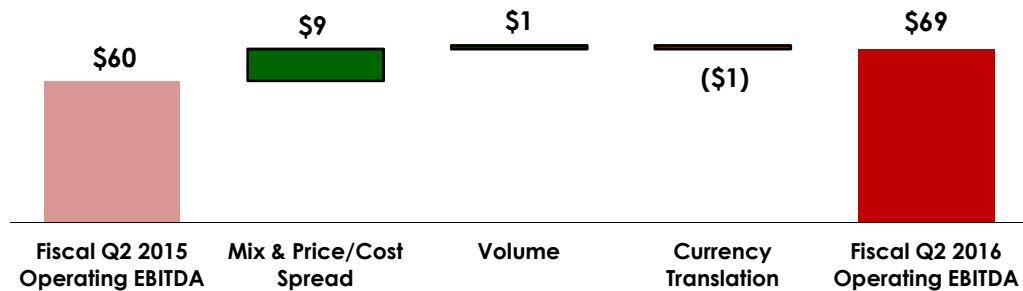


Note: All dollar amounts in millions

# Engineered Materials (EM)

	March Quarter			Fiscal YTD		
	2016	2015	YoY%	2016	2015	YoY%
Net Sales	\$ 359	\$ 372	-3.5%	\$ 724	\$ 751	-3.6%
Operating EBITDA	69	60	15.0%	134	114	17.5%
Margin	19.2%	16.1%		18.5%	15.2%	

## Fiscal Q2 Operating EBITDA (\$M)



Note: All dollar amounts in millions

# Condensed Income Statement

	Quarterly Period Ended	
	April 2, 2016	March 28, 2015
Net sales	\$1,614	\$1,224
Costs and expenses	1,449	1,112
Operating income	165	\$112
Other expense (income), net	(7)	1
Interest expense, net	74	52
Income before income taxes	98	59
Income tax expense	39	21
Net income	\$59	\$38
Net income per share:		
Diluted	\$ 0.47	\$ 0.31
Adjusted Diluted	\$ 0.58	\$ 0.42

Note: All dollar amounts in millions, except per share amounts

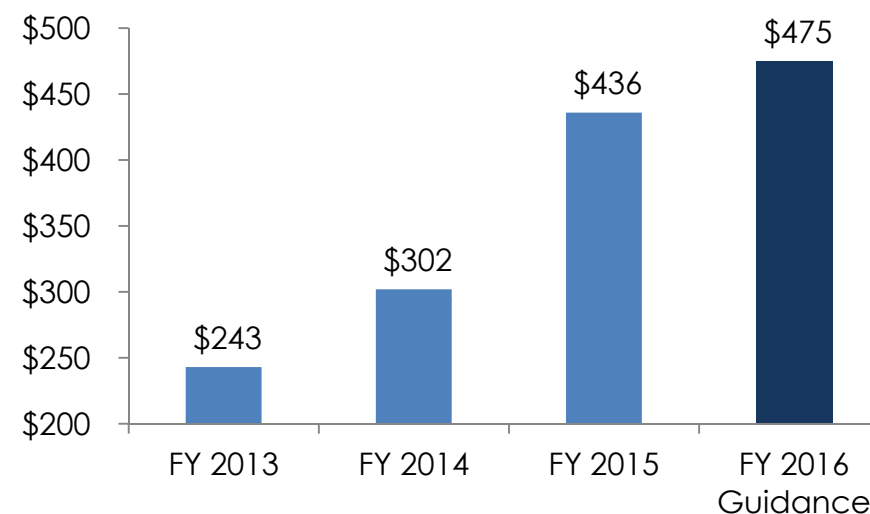


# Adjusted Free Cash Flow

(\$ in millions)	LTM Mar-2016
<b>Adjusted EBITDA</b>	\$ 1,212
Pro forma adjustments <sup>(1)</sup>	(195)
<b>Operating EBITDA</b>	1,017
Capital expenditures	(265)
Cash interest expense	(227)
Taxes <sup>(2)</sup>	(86)
Working capital	86
Restructuring and other <sup>(3)</sup>	(61)
<b>Adjusted free cash flow</b>	\$ 464
<b>Adjusted free cash flow per share <sup>(4)</sup></b>	~ \$3.84
<b>Berry free cash flow yield</b>	~ 11%

	March Quarter	
	2016	2015
Cash flow from operations	\$ 170	\$ 112
Capital expenditures (net)	(80)	(41)
<b>Adjusted Free Cash Flow</b>	\$ 90	\$ 71

## Free Cash Flow by Year



Note: Dollars in millions, except per share amounts.

(1) Pro forma adjustments include Operating EBITDA and unrealized cost savings from the Avintiv acquisition

(2) Includes tax receivable agreement payment in FY '16 Guidance of \$57 million made in October 2015 and other cash taxes

(3) Includes integration expenses and other business optimization costs

(4) Based on shares outstanding and the stock price at the end of the March 2016 quarter

# Fiscal Year 2016 Outlook

	FY 2016 Guidance and Assumptions	FY 2016 <u>Original</u> Guidance and Assumptions
<b>Operating EBITDA</b>	<b>\$1,190 million</b>	<b>\$1,160 million</b>
Volumes:		
-CP	(1%)	(1%)
-HH&S	2%	2%
-EM	Flat	Flat
<i>Total Volumes</i>	<i>Flat</i>	<i>Flat</i>
<b>Adjusted FCF</b>	<b>\$475 million</b>	<b>\$475 million</b>
Avintiv cost synergies	\$80 million	\$50 million
Working Capital	Use of \$10 million	Flat

## Fiscal Year 2016 Adjusted Free Cash Flow Guidance

Operating EBITDA	\$ 1,190
Capital expenditures	(285)
Cash interest expense	(270)
Taxes	(87)
Restructuring & Other	(63)
Working capital	(10)
<b>Adjusted free cash flow</b>	<b>\$ 475</b>

Note: All dollar amounts in millions



# Q&A

***Fiscal 2016 Second Quarter***

Earnings Conference Call

# Non-GAAP Financial Measure

		Actual		As of March 2016	Original Guidance
	FY 2013	FY 2014	FY 2015	LTM	FY 2016
Cash flow from operations	\$464	\$530	\$637	\$782	\$817
Capital expenditures, net	(221)	(196)	(162)	(261)	(285)
Payment of tax receivable agreement	-	(32)	(39)	(57)	(57)
<b>Adjusted free cash flow</b>	<b>\$243</b>	<b>\$302</b>	<b>\$436</b>	<b>\$464</b>	<b>\$475</b>

# Non-GAAP Reconciliation

	Quarterly Period Ended		Two Quarterly Periods Ended	
	April 2, 2016	March 28, 2015	April 2, 2016	March 28, 2015
<b>Operating income:</b>				
Consumer Packaging	\$67	\$65	\$110	\$93
Health, Hygiene, & Specialties	53	10	58	17
Engineered Materials	45	37	83	70
Total operating income	\$165	\$112	\$251	\$180
<b>Depreciation and amortization:</b>				
Consumer Packaging	\$63	\$56	\$130	\$118
Health, Hygiene, & Specialties	49	8	103	18
Engineered Materials	19	21	37	40
Total depreciation and amortization	\$131	\$85	\$270	\$176
<b>Restructuring and impairment charges:</b>				
Consumer Packaging	\$2	\$3	\$5	\$8
Health, Hygiene, & Specialties	4	—	16	—
Engineered Materials	1	—	2	—
Total restructuring and impairment charges <sup>(2)</sup>	\$7	\$3	\$23	\$8
<b>Business optimization costs <sup>(1)</sup> :</b>				
Consumer Packaging	\$5	\$7	\$8	\$21
Health, Hygiene, & Specialties	5	1	29	2
Engineered Materials	4	2	12	4
Total business optimization costs <sup>(2)</sup>	\$14	\$10	\$49	\$27
<b>Operating EBITDA:</b>				
Consumer Packaging	\$137	\$131	\$253	\$240
Health, Hygiene, & Specialties	111	19	206	37
Engineered Materials	69	60	134	114
Total operating EBITDA	\$317	\$210	\$593	\$391

Note: Dollars in millions. Unaudited

(1) Includes integration expenses, non-cash charges, and other business optimization costs.

(2) Increase from prior year period is primarily related to the Avintiv acquisition.