

POST HOLDINGS TO ACQUIRE PRIVATE LABEL READY-TO-EAT CEREAL BUSINESS FROM TREEHOUSE FOODS

ST. LOUIS, May 02, 2019 (GLOBE NEWSWIRE) — Post Holdings, Inc. (NYSE:POST), a consumer packaged goods holding company, today announced that it has agreed to acquire the private label ready-to-eat (“RTE”) cereal business of TreeHouse Foods (the “TreeHouse RTE cereal business”). The TreeHouse RTE cereal business is a leading private label RTE cereal manufacturer with wide-ranging RTE cereal production capabilities across two facilities, serving a diverse set of customers across retail channels.

The transaction is expected to be completed in the third calendar quarter (Post's fourth fiscal quarter), subject to customary closing conditions including the expiration of waiting periods under U.S. antitrust laws.

Upon closing of the acquisition, Post expects that the TreeHouse RTE cereal business will be included in Post's existing North American RTE cereal business, Post Consumer Brands.

Financial Details

Terms of the agreement were not disclosed. Post expects to fund the acquisition with cash on hand. Post management anticipates that during the twelve months following the completion of the transaction the TreeHouse RTE cereal business will generate Adjusted EBITDA of \$15-\$20 million, including synergies. Post management further expects to incur \$25-\$30 million in one-time costs.

The transaction is expected to be immediately accretive to Post's free cash flow, excluding one-time transaction expenses. Additionally, Post expects the transaction to result in a tax benefit to Post with a net present value of approximately \$14-\$16 million. For additional information regarding non-GAAP measures, such as Adjusted EBITDA and free cash flow, see the related explanations presented under “Use of Non-GAAP Measures” later in this release.

Use of Non-GAAP Measures

Post uses Adjusted EBITDA and free cash flow, both of which are non-GAAP measures, in this release to supplement financial measures prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Non-GAAP measures are not prepared in accordance with U.S. GAAP, as they exclude certain items, and may not be comparable to similarly-titled measures of other companies.

Post management uses certain non-GAAP measures, including Adjusted EBITDA and free cash flow, as key metrics in the evaluation of the underlying performance of Post and its segments, in making financial, operating and planning decisions, and, in part, in the determination of cash bonuses for Post's executive officers and employees. Additionally, Post is required to comply with certain covenants and limitations that are based on variations of EBITDA in the Company's financing documents. Post management believes the use of non-GAAP measures, including Adjusted EBITDA and free cash flow, provides increased transparency and assists investors in understanding the underlying operating performance of Post and its segments and in the analysis of ongoing operating trends.

Because Post discusses Adjusted EBITDA and free cash flow in this release only in relation to management's expectations of the future effect of the TreeHouse RTE cereal business transaction, Post has not, for the reasons discussed above, provided a reconciliation of its forward-looking Adjusted EBITDA and free cash flow expectations to the mostly directly comparable GAAP measures.

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Prospective financial information is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the prospective financial information described above will not materialize or will vary significantly from actual results. For further discussion of some of the factors that may cause actual results to vary materially from the

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information provided above, see "Forward-Looking Statements" below. Accordingly, the prospective financial information provided above is only an estimate of what Post's management believes is realizable as of the date of this release. It also should be recognized that the reliability of any forecasted financial data diminishes the farther in the future that the data is forecast. In light of the foregoing, the information should be viewed in context and undue reliance should not be placed upon it.

Forward-Looking Statements

Certain matters discussed in this release are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are made based on known events and circumstances at the time of release, and as such, are subject to uncertainty and changes in circumstances. These forward-looking statements include among others, statements regarding expected benefits of the acquisition of the TreeHouse RTE cereal business, expected sources of financing, expectations about future business plans, prospective performance and opportunities, regulatory approvals and the expected timing of completion of the transaction. These forward-looking statements are sometimes identified from the use of forward-looking words such as "believe," "should," "could," "potential," "continue," "expect," "project," "estimate," "predict," "anticipate," "aim," "intend," "plan," "forecast," "target," "is likely," "will," "can," "may," "would" or the negative of these terms or similar expressions, and include all statements regarding future performance, earnings projections, events or developments. There is no assurance that the acquisition of the TreeHouse RTE cereal business by Post will be consummated, and there are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. These risks and uncertainties include, but are not limited to, the following:

- the ability and timing to close the proposed acquisition of the TreeHouse RTE cereal business, including obtaining the required regulatory approvals and the satisfaction of other closing conditions for the proposed acquisition;
- Post's high leverage, Post's ability to obtain additional financing (including both secured and unsecured debt) and Post's ability to service its outstanding debt (including covenants that restrict the operation of its business);
- Post's ability to continue to compete in its product categories and Post's ability to retain its market position and favorable perceptions of its brands;
- Post's ability to anticipate and respond to changes in consumer preferences and trends and introduce new products;
- the possibility that Post may not be able to consummate the initial public offering of its active nutrition business (the "Active Nutrition business") on the expected timeline or at all, that Post may not be able to create value in its Active Nutrition business through such transaction or that the pursuit of such transaction could be disruptive to Post and its Active Nutrition business;
- Post's ability to identify, complete and integrate acquisitions and manage its growth;
- Post's ability to promptly and effectively realize the expected synergies of its acquisition of Bob Evans Farms, Inc. ("Bob Evans") within the expected timeframe or at all;
- higher freight costs, significant volatility in the costs or availability of certain raw materials, commodities or packaging used to manufacture Post's products or higher energy costs;
- impairment in the carrying value of goodwill or other intangibles;
- Post's ability to successfully implement business strategies to reduce costs;
- allegations that Post's products cause injury or illness, product recalls and withdrawals and product liability claims and other litigation;
- legal and regulatory factors, such as compliance with existing laws and regulations and changes to and new laws and regulations affecting Post's business, including current and future laws and regulations regarding food safety, advertising and labeling and animal feeding and housing operations;
- the loss of a significant reduction of purchases by or the bankruptcy of a major customer;
- consolidation in the retail and consumer goods distribution channels;
- losses about the appraisal proceedings brought in connection with the acquisition of Bob Evans by former Bob Evans owners, which could have a material adverse effect on Post's financial performance;
- the ultimate impact litigation or other regulatory matters may have on Post;

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- disruptions or inefficiencies in the supply chain, including as a result of Post's reliance on third party manufacturers for certain of its products;
- changes in weather conditions, natural disasters, agricultural diseases and pests and other events beyond Post's control;
- Post's ability to successfully collaborate with the private equity firm Thomas H. Lee Partners, L.P., whose affiliates invested with Post in 8th Avenue Food & Provisions, Inc. ("8th Avenue");
- costs associated with Bob Evans's obligations in connection with the sale and separation of its restaurant business in April 2017, which occurred prior to Post's acquisition of Bob Evans, including certain indemnification obligations under the restaurants sale agreement and Bob Evans's payment and performance obligations as a guarantor for certain leases;
- the ability of Post's and Post's customers' private brand products to compete with nationally branded products;
- Post's ability to successfully operate its international operations in compliance with applicable laws and regulations;
- changes in economic conditions, disruptions in the United States and global capital and credit markets, changes in interest rates and fluctuations in foreign currency exchange rates;
- the impact of the United Kingdom's exit from the European Union (commonly known as "Brexit") on Post and its operations;
- changes in estimates in critical accounting judgments;
- loss of key employees, labor strikes, work stoppages or unionization efforts;
- losses or increased funding and expenses related to Post's qualified pension or other postretirement plans;
- costs, business disruptions and reputational damage associated with information technology failures, cybersecurity incidents or information security breaches;
- Post's ability to protect its intellectual property and other assets;
- significant differences in Post's and 8th Avenue's actual operating results from Post's guidance regarding its and 8th Avenue's future performance;
- Post's ability to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002; and
- other risks and uncertainties described in Post's filings with the Securities and Exchange Commission.

These forward-looking statements represent Post's judgment as of the date of this release. Investors are cautioned not to place undue reliance on these forward-looking statements. Post disclaims, however, any intent or obligation to update these forward-looking statements.

This release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

About Post Holdings, Inc.

Post Holdings, Inc., headquartered in St. Louis, Missouri, is a consumer packaged goods holding company operating in the center-of-the-store, refrigerated, foodservice, food ingredient, and active nutrition food categories. Through its Post Consumer Brands business, Post is a leader in the North American ready-to-eat cereal category offering a broad portfolio including recognized brands such as Honey Bunches of Oats®, Pebbles™, Great Grains® and Malt-O-Meal® bag cereal. Post also is a leader in the United Kingdom ready-to-eat cereal category with the iconic Weetabix® brand. As a leader in refrigerated foods, Post delivers innovative, value-added egg and refrigerated potato products to the foodservice channel and the retail refrigerated side dish category, offering side dishes and egg, sausage and cheese products through the Bob Evans®, Simply Potatoes®, All Whites®, Better'n Eggs® and Crystal Farms® brands. Post's Active Nutrition platform brings good energy to a wide range of consumers looking to live healthy lives through brands such as Premier Protein®, PowerBar® and Dymatize®. Post participates in the private brand food category through its investment with Thomas H. Lee Partners in 8th Avenue Food & Provisions, a leading, private brand centric, consumer products holding company. For more information, visit www.postholdings.com (<http://www.postholdings.com>).

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