

**NOTICE OF REDEMPTION
TO THE HOLDERS OF
BEVERAGE PACKAGING HOLDINGS (LUXEMBOURG) II S.A.
(THE “ISSUER”)
€420,000,000 9.500% SENIOR SUBORDINATED NOTES DUE 2017
COMMON CODES 030739922 AND 030739906
ISIN XS0307399229 AND XS0307399062**

NOTICE IS HEREBY GIVEN, THAT, pursuant to the Indenture dated as of June 29, 2007, among the Issuer, The Bank of New York Mellon, as trustee (the “Trustee”), principal paying agent and transfer agent, BNY Fund Services (Ireland) Limited, as paying agent in Dublin and transfer agent and Credit Suisse as security agent, as amended or supplemented from time to time (the “Indenture”), pursuant to which the Issuer has issued €420,000,000 in aggregate principal amount of its Senior Subordinated Notes due 2017 (the “Notes”), there is hereby called for redemption pursuant to Section 3.05 of the Indenture and Section 5 of the Notes on January 9, 2014 (the “Redemption Date”) to Holders of all outstanding Notes at the Redemption Price of 103.167% of the principal amount thereof (the “Redemption Price”) plus accrued and unpaid interest to, but not including, the Redemption Date. The record date for the redemption shall be December 25, 2013. This notice of redemption is being given pursuant to Section 9 of the Notes and Section 3.05 of the Indenture.

On the Redemption Date the Redemption Price will become due and payable for each of the Notes being redeemed, together with accrued and unpaid interest thereon to, but not including, the Redemption Date. The total payment will be calculated as the Redemption Price of €1,031.67 per €1,000 principal amount of Notes redeemed plus accrued and unpaid interest of €6.33 per €1,000 principal amount of Notes redeemed, totaling €1,038.00 per €1,000 principal amount of Notes redeemed. Interest due and payable on the Notes will be paid in the usual manner on December 15, 2013.

Unless the Issuer defaults in making payment of the Redemption Price and such accrued and unpaid interest, or the Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest on the Notes being redeemed shall cease to accrue on and after the Redemption Date.

The Notes must be surrendered to The Bank of New York Mellon, as Paying Agent, at its corporate trust office referred to below, for payment of the Redemption Price and accrued and unpaid interest. If payment is requested to be made to other than the registered holder, a written instrument of transfer duly executed by the registered holder must accompany the Notes.

The Notes should be surrendered to the Paying Agent for payment of the Redemption Price plus accrued and unpaid interest at the corporate trust office of the Paying Agent as follows:

<i>Registered & Certified Mail:</i>	<i>Regular Mail or Courier:</i>	<i>In Person by Hand Only:</i>
The Bank of New York Mellon	The Bank of New York Mellon	The Bank of New York Mellon
One Canada Square	One Canada Square	One Canada Square
40th Floor	40th Floor	40th Floor
London E145AL	London E145AL	London E145AL
United Kingdom	United Kingdom	United Kingdom

The method chosen for the delivery of the Notes is at the option and risk of the holder. If delivery is by mail, use of registered or certified mail, properly insured, is suggested. Notes held through Euroclear and Clearstream should be surrendered for redemption in accordance with Euroclear and Clearstream's procedures therefor.

Paying agents making payments of interest or principal on securities may be obligated to withhold a 28% tax from remittance to individuals who have failed to furnish the paying agent with a valid taxpayer identification number. Holders of the Notes who wish to avoid the imposition of the tax should submit a properly completed and executed IRS Form W-9 or IRS Form W-8 when presenting their Notes for payment.

The ISIN and Common Code numbers referred to above have been assigned to the Notes by an organization not affiliated with the Issuer or the Trustee and are included solely for the convenience of the Holders of the Notes. Neither the Issuer nor the Trustee shall be responsible for the selection or use of the Common Code numbers, nor is any representation made as to their correctness or accuracy on the Notes or as indicated in this redemption notice.

Holders of the Notes with questions regarding the redemption of the Notes should contact: Reynolds Group Holdings Limited, Attention: Joseph E. Doyle, Level Nine, 148 Quay Street, Auckland 1010 New Zealand (Telephone: +1 (847) 482-2409).

Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Indenture.

Date: December 10, 2013

Very truly yours,

BEVERAGE PACKAGING HOLDINGS
(LUXEMBOURG) II S.A.

By:  _____
Name: Helen Dorothy Golding
Title: Authorised Signatory