



Premium Brands Holdings Corporation Announces Completion of \$172,500,000 Financing of 4.65% Convertible Unsecured Subordinated Debentures

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Vancouver, B.C., April 10, 2018. Premium Brands Holdings Corporation (“Premium Brands” or the “Company”) (TSX:PBH), a leading producer, marketer and distributor of branded specialty food products, is pleased to announce the successful closing of the issue and sale of \$172,500,000 of 4.65% convertible unsecured subordinated debentures (the “Debentures”) at a price of \$1,000 per Debenture (the “Offering”). The Debentures were offered to the public through a syndicate of underwriters which was co-led by BMO Capital Markets, CIBC Capital Markets, and Scotia Capital Inc., and included National Bank Financial Inc., TD Securities Inc., RBC Dominion Securities Inc., Cormark Securities Inc., Canaccord Genuity Corp., Industrial Alliance Securities Inc. and PI Financial Corp. (collectively, the “Underwriters”). The Offering included \$22,500,000 of Debentures issued pursuant to the exercise, in full, of an over-allotment option granted to the Underwriters by the Company.

The Company intends to use the net proceeds of the Offering to reduce existing indebtedness under its revolving credit facility (the “Credit Facility”), thereby increasing the amount available to be drawn under the Credit Facility, as required, to fund a portion of the purchase price of the previously announced acquisition (the “Acquisition”) of Concord Premium Meats Ltd. (“Concord”) in the amount of approximately \$122 million, to fund the intended redemption of the Company’s outstanding 5.00% convertible unsecured subordinated debentures due April 30, 2020 and to fund future potential strategic acquisitions and capital projects that may arise. Concord is an Ontario based manufacturer of branded and customized protein solutions for retailers and foodservice customers across Canada. The closing of the Acquisition is subject to approval of the Competition Bureau and customary closing conditions, and is expected to close in the second quarter of 2018. There can be no assurance that the Acquisition will be completed or, if completed, will be on the terms that are substantially the same as those previously announced.

The Debentures will bear interest from the date of issue at 4.65% per annum, payable semi-annually in arrears on April 30 and October 31 of each year commencing October 31, 2018, and have a maturity date of April 30, 2025 (the “Maturity Date”).

The Debentures are convertible at the holder’s option at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the Company for redemption of the Debentures into common shares at a conversion price of \$182.51 per common share (the “Conversion Price”), subject to adjustments as provided in the indenture governing the Debentures. The Conversion Price equates to a conversion rate of 5.4792 common shares for each \$1,000 principal amount of Debentures.

The Debentures will be listed on the Toronto Stock Exchange under the symbol “PBH.DB.G”.

About Premium Brands

Premium Brands owns a broad range of leading specialty food manufacturing and differentiated food distribution businesses with operations in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario,

Quebec, Nova Scotia, Nevada, Ohio, Arizona, Minnesota, Mississippi and Washington State. The Company services a diverse base of customers located across North America and its family of brands and businesses includes Grimm's, Harvest, McSweeney's, Bread Garden Go, Hygaard, Hempler's, Isernio's, Quality Fast Foods, Fletcher's U.S., Direct Plus, Harlan Fairbanks, Creekside Bakehouse, Stuyver's Bakestudio, Centennial Foodservice, B&C Food Distributors, SJ Fine Foods, Shahir, Wescadia, Duso's, Maximum Seafood, Ocean Miracle Seafood, SK Food Group, OvenPride, Hub City Fisheries, Audrey's, Deli Chef, Piller's, Freybe, Expresco, C&C Packing, Premier Meats, Belmont Meats, Leadbetter, Skilcor, Buddy's Kitchen, Raybern's, Island City Baking, Shaw Bakers, Partners Crackers, Conte Foods, Larosa Foods, Gourmet Chef, Diana's Seafood, Interprovincial Meat Sales, Meat Factory, Frandon Seafood and Country Prime Meats.

Forward-Looking Statements

This press release contains forward looking statements with respect to the Company, including its business operations, strategy and financial performance and condition. These statements generally can be identified by the use of forward looking words such as "may", "could", "should", "would", "will", "expect", "intend", "plan", "estimate", "project", "anticipate", "believe" or "continue", or the negative thereof or similar variations.

Although management believes that the expectations reflected in such forward looking statements are reasonable and represent the Company's internal expectations and belief as of April 10, 2018, such statements involve unknown risks and uncertainties beyond the Company's control which may cause its actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward looking statements.

Some of the factors that could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include: (i) increases in the cost of raw materials used in the production of the Company's products; (ii) reductions in consumer discretionary spending resulting from changes in economic conditions and/or general consumer confidence levels; (iii) increases in the cost of products sourced from third party manufacturers and sold through the Company's distribution networks; (iv) deterioration of the Company's relationships with its larger customers; (v) liabilities, losses and expenses resulting from defects in the Company's products and/or product recalls; (vi) unseasonably poor weather conditions; (vii) inability to access adequate amounts of raw materials; (viii) changes in consumer food product preferences; (ix) increased competition from other food manufacturers and distributors; (x) being unable to continue to grow the Company's sales; (xi) inability to execute on, and risks associated with, the Company's business acquisition strategies; (xii) completing the Company's business restructuring initiatives and capital projects in line with cost estimates and achieving the associated expected benefits therefrom; (xiii) changes in the value of the Canadian dollar relative to the U.S. dollar; (xiv) failure or breach of the Company's information systems; (xv) new government regulations; (xvi) not being able to source an adequate supply of labour; (xvii) potential disputes with employees represented by labour unions; (xviii) not being able to raise the capital needed to fund the Company's growth initiatives; (xix) the loss and/or inability to attract key senior personnel; (xx) increases in the interest rates associated with the Company's funded debt; (xxi) financial exposure resulting from credit extended to the Company's customers; (xxii) the malfunction of critical equipment used in the Company's operations; (xxiii) livestock health issues; (xxiv) international trade issues; (xxv) changes in environmental, health and safety standards; (xxvi) risks associated with the implementation of the Company's enterprise resource planning system; (xxvii) the risk that the Concord Acquisition will not be completed; (xxviii) possible failure to realize the anticipated benefits of the Acquisition; and (xxix) risks related to the business of Concord and to other recently acquired businesses. Details on these risk factors as well as other factors can be found in the Company's 2017 MD&A, which is filed electronically through SEDAR and is available online at www.sedar.com.

Unless otherwise indicated, the forward looking information in this document is made as of April 10, 2018 and, except as required by applicable law, will not be publicly updated or revised. This cautionary statement expressly qualifies the forward looking information in this press release.

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