



FOR IMMEDIATE RELEASE

GPD Companies, Inc. Announces Amendments to and Further Extension of Consent Solicitation

THE WOODLANDS, Texas, September 15, 2021 — GPD Companies, Inc. (the “**Company**”) today announced that it is amending and extending its previously announced solicitation of consents (the “**Consent Solicitation**”) from the holders of its 10.125% Senior Secured Notes due 2026 (144A CUSIP: 64051NAA1, Regulation S CUSIP: U6404NAA3) (the “**Notes**”) to certain amendments (the “**Proposed Amendments**”) to the indenture governing the Notes (the “**Indenture**”), as further described below.

The Company is modifying the terms of the Proposed Amendments to remove the previously requested borrowing base concept in Section 4.09(b)(1) (the “**Credit Facility Basket**”) of the Indenture and related definitions and increase the dollar size of the Credit Facility Basket from \$175 million to \$275 million. As modified, the Proposed Amendments are set forth in full in the Company’s Supplement to the Consent Solicitation Statement, dated September 15, 2021 (as so supplemented, the “**Consent Solicitation Statement**”), which is being sent to all holders of the Notes eligible to consent to the Proposed Amendments.

The Company is also (i) further extending the expiration time for the Consent Solicitation to 5:00 p.m., New York City time, on September 20, 2021, unless further extended or earlier terminated by the Company (as so extended, the “**Expiration Time**”), (ii) increasing the consent fee to be paid to holders of the Notes who validly deliver their consents at or prior to the Expiration Time from U.S.\$2.50 per U.S.\$1,000 principal amount of Notes to U.S.\$5.00 per U.S.\$1,000 principal amount of Notes and (iii) providing that the full \$2,475,000 amount that the Company is offering to pay to holders for their consent, based on the current \$495,000,000 aggregate principal amount outstanding of the Notes, will be paid to consenting holders on a pro rata basis on the settlement date of the Consent Solicitation.

As of 5:00 p.m., New York City time, on September 15, 2021, the Company had received consents from holders representing 54.35% of the outstanding Notes.

Except as described above, all other terms and conditions of the Consent Solicitation remain unchanged and in effect. Holders of the Notes who have validly delivered their consents with respect to the Proposed Amendments do not need to deliver new consents. Consents (whether previously or hereafter delivered) may only be revoked in the manner described in the Consent Solicitation Statement.

Copies of the Consent Solicitation Statement and the Supplement to the Consent Solicitation Statement may be obtained from Global Bondholder Services Corporation, the Information and Tabulation Agent for the Consent Solicitation, at (212) 430-3774 (banks and brokers), (866) 470-3700 (toll-free) or by email at contact@gbsc-usa.com.

Goldman Sachs & Co. LLC is serving as the Solicitation Agent for the Consent Solicitation. Questions regarding the Consent Solicitation may be directed to the Solicitation Agent at (212) 902-5962 (collect), (800) 828-3182 (toll-free) or by email at GS-LM-NYC@gs.com.

None of the Company, the Solicitation Agent or the Information and Tabulation Agent makes any recommendation as to whether holders should deliver their consents pursuant to the Consent Solicitation, and no one has been authorized by any of them to make such recommendation. Holders must make their own decisions as to whether to participate in the Consent Solicitation.

This press release is for informational purposes only and is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this press release or otherwise.

Forward-Looking Statements

This press release contains forward-looking statements, including with respect to the Consent Solicitation. Actual results may differ materially from those reflected in the forward-looking statements. We undertake no obligation to release publicly the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof.

About GPD Companies, Inc.

GPD Companies, Inc. is a leading group of global value-added distributors formed by One Rock Capital Partners, LLC. For more information, visit www.gpdcompanies.com.

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