



FOR IMMEDIATE RELEASE

GPD Companies, Inc. Announces Successful Consent Solicitation

THE WOODLANDS, Texas September 20, 2021 — GPD Companies, Inc. (the “**Company**”) today announced that it has received consents from holders representing 98.91% of its 10.125% Senior Secured Notes due 2026 (144A CUSIP: 64051NAA1, Regulation S CUSIP: U6404NAA3) (the “**Notes**”) pursuant to its previously announced solicitation of consents (the “**Consent Solicitation**”), which expired today at 5:00 p.m., New York City time (the “**Expiration Time**”). The consents received in the Consent Solicitation permit the Company to increase the size of the credit facility basket in the indenture governing the Notes (the “**Indenture**”) from \$175 million to \$275 million (such amendment, as further described in the Consent Solicitation Statement, dated September 7, 2021, as supplemented by the Supplement to the Consent Solicitation Statement, dated September 15, 2021, the “**Amendment**”), and amend its existing intercreditor agreement in order to make conforming changes to reflect the Amendment. In light of the successful Consent Solicitation, the Company intends, subject to market and other conditions, to obtain an increase in commitments under its existing ABL credit agreement.

The Company has executed a supplemental indenture (the “**Supplemental Indenture**”) to the Indenture to effect the Amendment approved in the Consent Solicitation. The Amendment will become operative upon payment of the Consent Fee (as defined below) on the settlement date (the “**Settlement Date**”), which the Company expects to occur on September 21, 2021.

The Company will pay to each holder that validly delivered (and did not validly revoke) a consent in respect of the Amendment at or prior to the Expiration Time U.S.\$5.00 per U.S.\$1,000 principal amount of Notes (the “**Consent Fee**”). The full \$2,475,000 Consent Fee, 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.

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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