SANDERS POLYFILMS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE 18 MONTH PERIOD TO 30 SEPTEMBER 2020

Registered number 02077853

Directors:	AS Green JK Greene A Harris MW Miles
Secretary:	D Hamilton
Registered Office:	Sapphire House Crown Way Rushden England NN10 6FB
Independent Auditors:	Ernst & Young LLP George Square Glasgow G2 1DY
Bankers:	Royal Bank of Scotland Plc

The Strategic Report provides a review of the Company's performance, strategy, risks and uncertainties and key performance indicators.

Change in accounting reference date

On 1 July 2019 the ultimate parent of the Company, RPC Group Plc, became a wholly owned subsidiary of Berry Global Group, Inc. As a result, the financial year end of the Company changed from 31 March to 30 September in order to be co-terminus with the year end of the new ultimate holding company. Accordingly, the financial statements have been prepared for the 18 months from 1 April 2019 to 30 September 2020.

Principal activities and Business Review

The principal activity of the Company during the financial period was the manufacture, sale and marketing of Collation Shrinkfilms at the Company's manufacturing site in Hereford.

However, in March 2020 the closure of the site was announced and the site was marketed for sale. An orderly shutdown process subsequently followed, resulting in the official closure of the site in August 2020 and the sale of the site on the 9th of April 2021.

As a result, the principal activity of the Company is now a holding company for its subsidiaries. Going forward it is anticipated that there will be no change to this activity.

The ongoing Covid-19 pandemic, despite bringing a period of uncertainty, has had a modest effect on the Berry Global Group overall. This is due to the nature of the majority of products, geographic footprint and end market diversity being such that any lower customer demand in particular sectors has been offset by increased demand in others.

During the 18 month period the Company reported an operating loss of £357,690 (12 months to 31 March 2019: profit of £1,043,538) and net assets at 30 September 2020 of £2,806,341 (31 March 2019: £3,473,528).

Key performance indicators

	18 month period to September 2020 **£**	12 months to 31 March 2019 £
Turnover	**21,354,784**	21,802,750
Operating profit pre-exceptional costs	**818,272**	1,043,538
Exceptional costs	**(1,175,962)**	-
Operating (loss)/ profit	**(357,690)**	1,043,538

Key performance indicators (continued)

The Annual Report of Berry Global Group, Inc. contains further operational KPI analysis covering the Consumer Packaging International segment, encompassing the British Polythene Industries Group and the Company. Exceptional costs are in relation to the closure of the Hereford site as mentioned above.

Going Concern

Sanders Polyfilms Limited is a wholly owned subsidiary of Berry Global Group, Inc. As outlined in the business review on page 3, the economic uncertainty experienced as a consequence of Covid-19 has had a modest effect on the financial result of the group as a whole. As a wholly owned subsidiary of Berry Global Group, Inc., Sanders Polyfilms Limited relies upon group facilities to support its activities. Berry Global Group, Inc. has written to the Company confirming that it is able to provide support, and it will provide support, should it be necessary, for at least 12 months from the date of signing the Company financial statements.

The directors of the Company have assessed the ability of the parent to provide support. The Group's facilities and the rationale for preparing the Group financial statements under the going concern basis are disclosed in full in the annual report and financial statements of Berry Global Group, Inc. Having reviewed the financial position of the group and assessed the assurances given, the directors have concluded that there is no material uncertainty casting doubt on the ability of the Company to continue as a going concern and thus the going concern basis of accounting has been adopted in preparing the financial statements of Sanders Polyfilms Limited.

Principal risks and uncertainties

The Company may be affected by a number of risks, not all of which are within our control. Outlined on the following page is a description of some of the factors that may affect the Company. There may be additional factors, in addition to those listed below, which are not currently known to the Company, or which we currently deem as immaterial, which may also have an adverse effect on our business.

Principal risk and uncertainties (continued)

Legal and Regulatory Risk The Company is exposed it to different legal and regulatory requirements and standards.	>> New and existing legislation is monitored and policies and staff training are implemented as necessary. >> The Company's resources dedicated to legal and regulatory compliance benefit from an in-house legal counsel.

Brexit risk While it is difficult to predict the effect of Brexit on the European and global economy, uncertainty regarding the new or modified arrangements between the UK and the EU could have a material adverse effect on business activity (including the buying behaviour of commercial and individual customers.), the political stability and economic conditions in the UK, the EU and elsewhere. Any of these developments, or the perception that any of these developments are likely to occur could have a material adverse effect on economic growth or business activity in the UK, the Eurozone or the EU and could result in the relocation of businesses, cause business interruptions, lead to economic recession or depression and impact the stability of the financial markets, availability of credit, stability of systems or financial institutions or the financial or monetary system.	>> New and existing legislation is monitored and policies and staff training are implemented as necessary. >> The Company's resources dedicated to legal and regulatory compliance benefit from an in-house legal counsel.

Section 172 Statement

Under Section 172 of the Companies Act 2006, there is a general duty on every director to act in a way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its shareholders as a whole.

The Directors consider that they have performed their duty in good faith to engage under section 172 of the Companies Act 2006, to promote the success of the Company for the benefit of the members as a whole, while taking into consideration, amongst other matters:

- The likely consequences of any decisions in the long term;
- The interests of the Company's employees;
- The need to foster the Company's business relationships with suppliers, customers and others;
- The impact of the Company's operations on the community and the environment;
- Maintaining a reputation for high standards of business conduct; and
- The need to act fairly between the members of the Company

Shareholders

Sanders Polyfilms Limited is 100% owned by Berry Global Group, Inc ("Berry Global"), its ultimate parent. Berry Global provides support to the Company through a variety of sources such as executive leadership, strategic direction, IT systems, intercompany funding and going concern support if required. Regular profit forecasts are provided to the directors of both the Company and the parent, to highlight sales and profit growth and ensure we are creating value for all shareholders.

Stakeholder engagement

The directors of Sanders Polyfilms Limited recognise the importance of building and maintaining its relationships with its key stakeholders, advisors and suppliers. The directors take active steps to develop and strengthen them through dialogue and engagement. Such relationships are closely monitored at Board level.

Key Stakeholders

Employees

The Company's long-term success is predicated on the commitment of our workforce to our purpose and its demonstration of our values daily. We engage with our workforce to ensure a safe and healthy workplace for its employees that promotes training, development and equality.

We have invested in Health & Safety and provided appropriate training and personal protective equipment throughout the period. During the COVID-19 pandemic additional communication, guidance and training was provided to staff, particularly to those working from home. Additionally, we have arranged a number of interactive employee wellbeing sessions to ensure we remain connected with our employees throughout the pandemic.

Section 172 Statement (continued)

Employees (continued)

We also seek to share our vision and longer-term strategy with staff through our regular webinars which are open to all employees and the BPI Broadcast bulletin newsletter.

Customers

We establish good relationships with our customers and have dedicated account management for larger accounts. We strive to understand what products our customers require and how to improve our customer service.

We work with our customers from the design stage and throughout the supply chain to deliver innovative, differentiated and environmentally sustainable solutions. We continue to prioritise customer service and strive for continual improvements.

Suppliers

Our suppliers are fundamental to the quality of our products and to ensuring that as a business we meet the high standards of conduct that we set ourselves.

We have an expectation that our suppliers satisfy a level of conduct with respect to labour and employment rights, environmental health and safety, ethics and social responsibility, and global trade practices. Suppliers must meet with our expectations on conduct and must operate in full compliance with all applicable laws and regulations.

Pension trustees

Our relationship with the Trustees of The British Polythene Pension Scheme is excellent. We know how important it is to work in partnership with the Scheme and to make sure that the Trustees are consulted on significant developments in line with the Information Sharing Protocol in place.

Regular dialogue with the Trustees during the COVID-19 pandemic has been important and provided additional assurance.

Our community/the environment

As a global leader in packaging and protection solutions, Berry Global have a responsibility to play a positive role in the communities and environments in which we operate and serve.

A common value that is demonstrated at each of our facilities is the commitment of our employees to partner with their local community to create a positive impact. For example, our Recycled Products business runs a number of initiatives including working with local schools to promote the recycling of plastics.

Section 172 Statement (continued)

Our community/the environment (continued)

We are focused on developing and providing new products designed for sustainability. In line with Group strategy, we are working towards 100% of our fast-moving consumer packaging to be reusable,recyclable, or compostable by 2025. In response to this goal, we offer widely recyclable packaging, items with high levels of recycled material, and an abundance of items optimized to be lightweight.

On behalf of the board

A Harris
Director 28 July 2021

The directors present their report and the audited financial statements of the Company for the 18 month period to 30 September 2020.

Directors

The following persons served as directors during the period.

AS Green
FLP Doorenbosch (resigned 29 April 2020)
DG Duthie (resigned 30 April 2019)
JK Greene (appointed 1 July 2019)
A Harris (appointed 30 April 2019)
SJ Kesterton (resigned 1 July 2019)
MW Miles (appointed 1 July 2019)
PRM Vervaat (resigned 1 July 2019)

Future Developments and Post Balance Sheet Events

As advised in the Strategic Report the Company's manufacturing site in Hereford has now ceased trading and discontinued its operations. The site sale was concluded on 9th April 2021. The Company will continue to act as a holding company for its subsidiaries for the foreseeable future.

Share capital

Information relating to share capital of the Company is given in Note 15 to the financial statements.

Dividends

No dividends were paid or proposed during the current financial period (year to 31 March 2019: £nil).

Financial Risk Management

Financial risk management is carried out by the central treasury department under policies approved by the Board of Directors. The treasury department identifies, evaluates and hedges financial risks.

Financial Instruments

The Company does not use any complex financial instruments.

Appointment of Auditors

Following an audit tender process Ernst & Young LLP were appointed as auditor by the Directors during the period.

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the board

A Harris
Director 28 July 2021

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Opinion

We have audited the financial statements of Sanders Polyfilms Limited for the 18 month period ended 30 September 2020 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 21, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework".

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 September and of its loss for the 18 month period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

Janie McMinn (Senior statutory auditor)
for and on behalf of Ernst & Young LLP,
Statutory Auditor
Glasgow
28 July 2021

	Note	18 months to 30 September 2020	12 months to 31 March 2019
		£	£
Turnover	2	**21,354,784**	21,802,750
Cost of sales		**(18,647,557)**	(19,575,817)
Gross profit		**2,707,227**	2,226,933
Distribution costs		**(747,656)**	-
Administrative expenses		**(1,141,299)**	(1,183,395)
Operating profit before exceptional costs		**818,272**	1,043,538
Exceptional costs	3	**(1,175,962)**	-
Operating (loss)/profit	3	**(357,690)**	1,043,538
Interest receivable and similar income	5	-	584
Interest payable and similar expenses	6	**(421,183)**	(422,338)
(Loss)/profit before taxation		**(778,873)**	621,784
Tax on profit	7	**111,685**	20,899
(Loss)/profit for the financial period		**(667,188)**	642,683

The Company's principal activities in the period relates to discontinued operations.

The Company has no items of other comprehensive income other than the results for the period as set out above.

The notes on pages 18 to 40 form part of these financial statements.

	Note	30 September 2020 £	31 March 2019 £
Fixed assets			
Plant and equipment - owned	*8*	**1,560,558**	1,638,506
Plant and equipment - leased	*8*	**69,378**	-
Investments	*9*	**340,000**	340,000
		1,969,936	1,978,506
Current assets			
Stocks	*10*	-	1,766,891
Trade and other receivables	*11*	**13,536,183**	7,714,836
Cash at bank and in hand		**6,682**	66,631
Deferred tax asset	*13*	**85,130**	-
		13,627,995	**9,548,358**
Creditors amounts falling due within one year			
Trade and other payables: amounts falling due within one year	*12*	**(12,719,855)**	(8,026,781)
Lease liabilities	*14*	**(34,395)**	-
		(12,754,250)	(8,026,781)
Net current assets		**873,745**	1,521,577
Total assets less current liabilities		**2,843,681**	3,500,083
Creditors amounts falling due after more than one year			
Deferred tax liabilities	*13*	-	(26,555)
Lease liabilities	*14*	**(37,340)**	-
Net assets		**2,806,341**	3,473,528
Equity			
Called up share capital	*15*	**125,000**	125,000
Capital redemption reserve	*16*	**335,000**	335,000
Retained earnings		**2,346,341**	3,013,528
Total shareholders' funds		**2,806,341**	3,473,528

Sanders Polyfilms Limited, Registered number 02077853

These financial statements on pages 15 to 40 were approved by the directors and authorised for issue on 28 July 2021, and are signed on their behalf by:

A. Harris
Director

	Called Up Share Capital	Share Premium Account	Retained Earnings	Total shareholders' Funds
	£	**£**	**£**	**£**
At 1 April 2019	**125,000**	**335,000**	**3,013,528**	**3,473,528**
Impact of change in accounting policy Adoption **of IFRS16 – Leases**	**-**	**-**	**1**	**1**
At 1 April 19 adjusted	**125,000**	**335,000**	**3,013,529**	**3,473,529**
Loss for period	**-**	**-**	**(667,188)**	**(667,188)**
At 30 September 2020	**125,000**	**335,000**	**2,346,341**	**2,806,341**

	Called Up Share Capital	Share Premium Account	Retained Earnings	Total shareholders' Funds
	£	£	£	£
At 1 April 2018	125,000	335,000	2,370,845	2,830,845
Profit for the financial year	-	-	642,683	642,683
At 31 March 2019	125,000	335,000	3,013,528	3,473,528

1. ACCOUNTING POLICIES

Basis of Preparation
Sanders Polyfilms Limited (the "Company") is a private company limited by shares domiciled and incorporated in England and Wales, United Kingdom.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2019/20 Cycle) issued in May 2020 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Berry Global Group, Inc. includes the Company in its Annual Report and consolidated financial statements. The consolidated Annual Report and financial statements of Berry Global Group, Inc. are prepared in accordance with US GAAP and are available to the public and may be obtained from 101 Oakley Street, Evansville, Indiana, United States, 47710. Consequently, the exemption to prepare consolidated accounts has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- IAS 1: Presentation of financial statements in respect of statement of cash flows including comparatives and statement of compliance with all IFRS;
- IAS 1: Presentation of financial statements' comparative information requirements in respect of IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets;
- IAS 24: Related party disclosures' to disclose relation party transaction entered into between two or more wholly owned members of a group;
- IAS 8: Accounting policies, changes in accounting estimates and errors' for the disclosure of new standard not yet effective; and
- IAS 24: Related party disclosures in respect of key management compensation.

As the consolidated financial statements of Berry Global Group, Inc. include the equivalent disclosures the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 7: Financial Instruments: Disclosures; and

1. ACCOUNTING POLICIES (continued)

- IFRS 13: Fair value measurement in respect of the disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

Going concern

A decision has been taken to close the manufacturing site and no new trading will occur in the future, however, the Company will continue to act as a holding company for its subsidiaries.

Sanders Polyfilms Limited is a wholly owned subsidiary of Berry Global Group, Inc. As outlined in the business review on page 3, the economic uncertainty experienced as a consequence of Covid-19 has *had a modest effect on the financial result of the group as a whole. As a wholly owned subsidiary of* Berry Global Group, Inc., Sanders Polyfilms Limited relies upon group facilities to support its activities. Berry Global Group, Inc. has written to the Company confirming that it is able to provide support, and it will provide support, should it be necessary, for at least 12 months from the date of signing the Company financial statements.

The directors of the Company have assessed the ability of the parent to provide support. The Group's facilities and the rationale for preparing the Group financial statements under the going concern basis are disclosed in full in the annual report and financial statements of Berry Global Group, Inc. Having reviewed the financial position of the group and assessed the assurances given, the directors have concluded that there is no material uncertainty casting doubt on the ability of the Company to continue as a going concern and thus the going concern basis of accounting has been adopted in preparing the financial statements of Sanders Polyfilms Limited.

Turnover recognition

Turnover from the sale of goods and services is measured at the fair value of the consideration, net of rebates, trade discounts, VAT and other sales-related taxes. Turnover from the sale of goods and services is recognised when the Company has transferred the significant risks and rewards of ownership of the goods and services to the buyer, the amount of turnover can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

1. ACCOUNTING POLICIES (continued)

Taxation
The tax expense represents the sum of the current taxes payable and deferred tax.

The current tax payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date and any adjustment to tax payable in respect of prior years.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised using tax rates that have been enacted or substantively enacted by the balance sheet date. Tax is charged or credited in the income statement, except when it relates to items charged or credited through the statement of other comprehensive income, in which case the deferred tax is also dealt with through the statement of other comprehensive income.

Tangible fixed assets
Items of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged to the income statement on a straight line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. Depreciation begins when the asset is available for use. The estimated useful lives are as follows:

1. ACCOUNTING POLICIES (continued)

Land and Buildings Freehold - 50 years straight line
Land and Buildings Leasehold - 50 years straight line
Plant and Machinery - 5-12 years straight line
Fixtures, fittings and equipment- 5-12 years straight line
Motor Vehicles - 4 years straight line

Residual values and useful lives are reassessed annually.

Assets held under finance leases/hire purchase are capitalised and depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease.

Impairment of tangible assets
At each balance sheet date, the Company reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately in the income statement.

Investments
Investments in subsidiaries are stated at cost less provisions for impairment in the Company financial statements.

Stocks
Stocks are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

1. ACCOUNTING POLICIES (continued)

Trade and other receivables
Trade and other receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business, if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Cash and cash equivalents
Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Trade and other payables
Trade and other payables are stated at amortised cost.

Provisions
A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Interest
Interest is recognised in income or expense using the effective rate of interest method. Financing fees are amortised over the expected life of the related facility.

Related party transactions
The Company has taken advantage of the exemption contained with FRS101 and has therefore not disclosed transactions or balances with entities which are wholly-owned subsidiaries of the Group.

1. ACCOUNTING POLICIES (continued)

Dividends payable
Dividends payable to the Company's shareholders are recorded as a liability in the period in which the dividends are approved and no longer discretionary.

Foreign currencies
Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in income and expense for the period. Non-monetary assets and liabilities carried at historical cost that are denominated in foreign currencies are translated at the rates prevailing at the date when the historical cost was determined.

Employee benefits
Defined contribution scheme
Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due..

Financial instruments
Certain derivative financial instruments are designated as hedges in line with the Company's treasury policy. Hedges are classified as follows:

- Fair value hedges that hedge the exposure to changes in the fair value of a recognised asset or liability; and
- Cash flow hedges that hedge exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a forecast transaction.

For fair value hedges, any gain or loss from remeasuring the hedging instrument at fair value is recognised in the profit and loss account. Any gain or loss on the hedged item attributable to the hedged risk is adjusted against the carrying amount of the hedged item and similarly recognised in the profit and loss account.

For cash flow hedges, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge, as defined by IAS 39 'Financial Instruments: Recognition and Measurement', is recognised in equity, with any ineffective portion recognised in the profit and loss account. When hedged cash flows result in the recognition of a non-financial asset or liability, the associated gains or losses previously recognised in equity are included in the initial measurement of the asset or liability. For all other cash flow hedges, the gains or losses that are recognised in equity are transferred to the profit and loss account in the same period in which the hedged cash flows affect the profit and loss account.

1. **ACCOUNTING POLICIES (continued)**

Any gains or losses arising from changes in fair value of derivative financial instruments not designated as hedges are recognised in the profit and loss account.

When a hedging instrument is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised immediately in the profit and loss account.

Exceptional Items
The directors believe that the presentation of the results after adjusting for exceptional and non-underlying items assists in comparing trends and with improving the understanding of business performance. The Company has developed a policy of accounting treatment and disclosure which is consistently applied in identifying these costs which in some situations require judgement as to their amount and appropriateness of their classification.

Key accounting estimated and judgements
The preparation of the financial statements requires the Directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Areas requiring the Directors to make judgements, estimates and assumptions are highlighted in these accounting policies and throughout the notes to the financial statements.

Key estimation and judgement areas are as follows:

- Stocks: the recoverability and value of stocks are kept under constant review and provision is made where appropriate.
- Trade and other receivables: the recoverability of debtors are kept under constant review and provision is made where appropriate.

New Standards and Interpretations
With the exception of the following, there are no other amendments to accounting standards, or IFRIC interpretations that are effective for the 18 month period ended 30 September 2020 that have had a material impact on the Company.

Significant areas of judgement and estimation
The application of IFRS 16 requires significant estimation and judgement, particularly around the calculation of the incremental borrowing rate and determining the lease term when there are options to extend or terminate early.

1. ACCOUNTING POLICIES (continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Company used incremental borrowing rates specific to each lease with an average rate of 5.61%.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For property leases the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate)

Most extension options in vehicles leases have not been included in the lease liability, because the Company could replace the assets without significant cost or business disruption and thus are not reasonably certain to extend.

IFRS 16 Leases
IFRS 16 is a new accounting standard that is effective for the 18 month period ended 30 September 2020 (see note 14).

The Company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 and IFRIC 4. The impact of adopting the standard on 1 April 2019 was, in broad terms, to bring the Company's leases on to the statement of financial position. Previously these were predominantly treated as operating leases and were 'off-balance sheet'. More specifically the impact of adoption was:

- The recognition of a right of use asset of £220,156 and lease liability of £220,155 on the date of adoption with £1 impact on reserves;
- The total annual charge to the income statement increased by £2,362, reducing profit before tax by this figure in the current financial period to 30 September 2020; and
- EBITDA increased by £2,362 as the former lease expense was re-classified as a depreciation charge and interest cost in the year.

The details of accounting policies under IAS 17 and IFRIC 4 are disclosed separately if they are different from those under IFRS 16 and the impact of changes is disclosed in note 14.

i) **Identification of a lease**
Policy applicable for contracts entered into from 1 April 2019

1. ACCOUNTING POLICIES (continued)

At inception of a contract the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset the Company assesses whether:

- the contract involves the sole use of a specific identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has the right to substitute the identified asset for a similar asset then the asset is not identified;

- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

- the Company has the right to direct the use of the asset.

This policy is applied to contracts entered into, or changed, on or after 1 April 2019.

Policy applicable for contracts entered into prior to 1 April 2019
For contracts entered into before 1 April 2019, the Company determined whether the arrangement was or contained a lease based on the assessment of whether:

- fulfilment of the arrangement was dependent on the use of a specific asset or assets; and

- the arrangement had conveyed a right to use the asset. An arrangement conveyed the right to use the asset if the Company had the ability or right to operate or control the physical access to the asset while obtaining or controlling more than an insignificant amount of the output.

ii) As a lessee
Policy applicable for contracts entered into from 1 April 2019:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

1. **ACCOUNTING POLICIES (continued)**

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Company is reasonably certain to exercise.

Generally the lease liability represents the present value of contractual future lease payments including optional renewal periods where the group is reasonably certain to exercise the extension option.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in 'Property, plant and equipment' and discloses the corresponding lease liability in the statement of financial position.

Short-term leases and leases of low-value assets
The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Policy applicable for contracts entered into prior to 1 April 2019
Previously, where the Company entered into a lease which entailed taking substantially all the risks and rewards of ownership of an asset, the lease was treated as a 'finance lease'.

The asset was recorded in the balance sheet as property, plant and equipment and depreciated over its estimated useful life or the term of the lease, whichever was shorter. Future instalments under such leases, net of finance charges, were included within creditors.

Rentals payable were apportioned between the finance element, which was charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

1. **ACCOUNTING POLICIES (continued)**

All other leases were accounted for as 'operating leases' and the rental charges charged to the profit and loss account on a straight-line basis over the expected life of the lease.

2. **TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the Company. An analysis of turnover is given below:

	18 months to 30 September 2020	12 months to 31 March 2019
	£	£
United Kingdom	**18,937,874**	18,947,777
Overseas	**2,416,910**	2,854,973
	21,354,784	21,802,750

3. **OPERATING (LOSS) / PROFIT**

Operating (loss) / profit is stated after charging / (crediting):

	18 months to 30 September 2020	12 months to 31 March 2019
	£	£
Depreciation of owned fixed assets	**213,340**	151,550
Depreciation of leased fixed assets	**150,778**	-
Auditors' remuneration		
- Audit fees	**35,020**	14,731
Operating lease costs:		
- Plant and equipment	**1,216**	20,302
- Other	**-**	-
Cost of inventories expensed in the profit and loss account	**14,803,609**	16,592,405
Exceptional costs		
- Acquisition costs	**74,962**	-
- Site closure costs	**1,101,000**	-
Net (gain) / loss on foreign currency translation	**(5,830)**	3,853

4. STAFF COSTS

The average monthly number of staff employed by the Company during the financial period amounted to:

	18 months to 30 September 2020	12 months to 31 March 2019
	Number	Number
Number of administrative staff	**10**	13
Number of operational staff	**32**	37
	42	50

The aggregate payroll costs of the above were:

	18 months to 30 September 2020	12 months to 31 March 2019
	£	£
Wages and salaries	**1,873,476**	1,550,068
Social security costs	**197,510**	149,825
Other pension costs	**51,788**	39,749
	2,122,774	1,739,642

The directors did not receive any emolument from the Company in respect of their service to the Company during the financial period (12 months to March 2019: £nil). A number of the Company's directors are remunerated through the ultimate and immediate parent Company as well as fellow subsidiary undertakings.

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	18 months to 30 September 2020	12 months to 31 March 2019
	£	£
Interest on bank deposits	-	584
Total interest receivable and similar income	-	584

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	18 months to 30 September 2020	12 months to 31 March 2019
	£	£
Interest on bank overdrafts and loans	-	857
Interest on finance lease and hire purchase contracts	-	747
Intra group interest	411,561	420,734
IFRS 16 interest expense	9,622	-
Total interest payable and similar expenses	421,183	422,338

7. TAX ON (LOSS) / PROFIT

	18 months to 30 September 2020	12 months to 31 March 2019
	£	£
Current tax income		
Current Year	-	-
Adjustments for prior years	-	461
Deferred tax (income) / expense		
Origination/(reversal) of temporary differences	(113,860)	(6,426)
Impact of change in tax rates	2,646	122
Adjustments for prior years	(471)	(15,056)
	(111,685)	(21,360)
Total tax income in profit and loss account	(111,685)	(20,899)

7. TAX ON (LOSS) / PROFIT (continued)

Factors affecting the income tax expense

The difference between the income tax expense for the period and the standard rate of corporation tax in the UK is explained below:

	18 months to 30 September 2020	**18 months to 30 September 2020**	12 months to 31 March 2019	12 months to 31 March 2019
	%	**£**	%	£
Reconciliation of effective tax rate				
(Loss)/Profit before taxation		**(778,873)**		621,784
Current tax at 19% (2019: 19%)	**19.0%**	**(147,986)**	19.0%	118,139
Permanent differences	**(1.1%)**	**8,522**	0.5%	3,006
Other timing differences	-	-	0.1%	438
Impact of change in tax rates	**(0.3%)**	**2,646**	-	122
Adjustments to tax charge in respect of previous periods	**0.1%**	**(471)**	(2.3%)	(14,595)
Group relief surrendered - not paid for	**(3.3%)**	**25,604**	(20.6%)	(128,009)
Total tax income in profit and loss account	**14.4%**	**(111,685)**	(3.3%)	(20,899)

The Finance (No.2) Act 2015 reduced the main rate of UK corporation tax to 19%, effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the corporation tax, thereby maintaining the current rate of 19%. Deferred taxes on the balance sheet have been measured at 19% (2019 – 19%) which represents the future corporation tax rate that was enacted at the balance sheet date.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. The Finance Bill 2021 was substantively enacted on 24 May 2021 and given Royal Assent on 10 June 2021. However as this was not substantively enacted at the balance sheet date this has not been reflected in the

7. TAX ON (LOSS) / PROFIT (continued)

measurement of deferred tax balances at the period end. It is not anticipated that these changes will have a material impact on the Company's deferred tax balances.

The Finance Act 2021, which was substantively enacted on 24 May 2021 and given Royal Assent on 10 June 2021, also included legislation in respect of Capital Allowance 'Super-deductions' of 130% in respect of General Pool plant and machinery, alongside First Year Allowances of 50% for Special Rate Pool plant and machinery for the two years commencing 1 April 2021. The Group expects these changes, which had not been enacted at the balance sheet date, to significantly increase the deduction for Capital Allowances in the financial years ending 30 September 2022 and 30 September 2023.

On 29 March 2017, the UK Government invoked Article 50 of the Treaty of Lisbon, notifying the European Council of its intention to withdraw from the European Union (the 'EU'). On 24 December the UK and the EU entered into EU-UK Comprehensive Trade Agreement having received Royal Assent. The agreement respects the autonomy of the UK and EU respectively. The treaty, beyond expressing transparency and mutual areas of co-operation was silent on UK tax laws and rates. The directors have assessed and have not identified any significant matters impacting the financial statements.

8. PROPERTY, PLANT AND EQUIPMENT

Owned assets	Land & Buildings - Freehold	Land & Buildings Leasehold	Plant and equipment	Fixtures Fittings and Equipment	Motor Vehicles	Total
	£	£	£	£	£	£
COST						
At 1 April 2019	1,291,166	144,961	5,868,779	943,360	29,192	8,277,458
Additions	-	-	203,864	-	-	203,864
Disposals	-	-	(149,668)	-	-	(149,668)
At 30 September 2020	**1,291,166**	**144,961**	**5,922,975**	**943,360**	**29,192**	**8,331,654**
ACCUMULATED DEPRECIATION						
At 1 April 2019	259,761	144,961	5,272,453	932,585	29,192	6,638,952
Charge for the period	44,851	-	168,489	-	-	213,340
Disposals	-	-	(81,196)	-	-	(81,196)
At 30 September 2020	**304,612**	**144,961**	**5,359,746**	**932,585**	**29,192**	**6,771,096**
NET BOOK VALUE						
At 30 September 2020	**986,554**	**-**	**563,229**	**10,775**	**-**	**1,560,558**
At 31 March 2019	1,031,405	-	596,326	10,775	-	1,638,506

8. **PROPERTY, PLANT AND EQUIPMENT (continued)**

Right-of-use - leased assets	Land & buildings £	Plant and equipment £	Total £
COST			
At 1 April 2019	-	-	-
Impact of Adoption of IFRS16	181,992	38,164	220,156
At 30 September 2020	181,992	38,164	220,156
ACCUMULATED DEPRECIATION			
At 1 April 2019	-	-	-
Charge for the period	135,043	15,735	150,778
At 30 September 2020	135,043	15,735	150,778
NET BOOK VALUE			
At 30 September 2020	**46,949**	**22,429**	**69,378**
At 31 March 2019	-	-	-

9. **INVESTMENTS**

Cost and carrying value	
At 1 April 2019 and 30 September 2020	**340,000**

Subsidiary undertakings	Country of Incorporation	Holding	% held direct		Nature of business	Address
Coflex Films Limited	Great Britain	Ordinary Shares	100%	100%	Dormant	Velocity 1 Brooklands Drive, Brooklands, Weybridge, Surrey, England, KT13 0SL
Romfilms Limited	Great Britain	Ordinary Shares	99.5%	100%	Holding company	Sapphire House, Crown Way, Rushden, Northamptonshire, England, NN10 6FB
Exlshrink Limited	Great Britain	Ordinary Shares	100%	50%	Dormant	Sapphire House, Crown Way, Rushden, Northamptonshire, England, NN10 6FB
Romfilms SRL	Romania	Ordinary Shares	100%	100%	Manufacture of shrinkfilms	Str. Lenau Nicolaus, 17, Arad, Arad, 310263, Arad, Romania

Romfilms SRL is a 100% subsidiary of Romfilms Limited, a company owned 99.5% by Sanders Polyfilms Limited

10. STOCKS

	30 September 2020	31 March 2019
	£	£
Raw materials	-	1,062,658
Finished goods	-	704,233
	-	1,766,891

Stock provisions at 30 September 2020 were £nil (31 March 2019: £124,799).

11. TRADE AND OTHER RECEIVABLES

	30 September 2020	31 March 2019
	£	£
Trade debtors	**1,393,950**	4,521,029
Amounts owed by group undertakings	**12,078,276**	3,156,731
Other receivables	**16,216**	23,456
Prepayments and accrued income	**47,741**	13,620
	13,536,183	7,714,836

A bad debt provision of £69,662 (31 March 2019: £129,664) is included in the trade debtors figure.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 September 2020	31 March 2019
	£	£
Trade creditors	**826,656**	3,611,048
Other taxation and social security	**359,866**	404,078
Other creditors	**613,482**	156,428
Accruals and deferred income	**303,753**	22,113
Amounts owed to group undertakings	**10,616,098**	3,833,114
	12,719,855	8,026,781

13. **DEFERRED TAX (ASSETS)/LIABILITIES**

The movement in the deferred taxation provision during the period was:

	Accelerated Capital Allowances	**Total**	Accelerated Capital Allowances	Total
	30 September 2020	**30 September 2020**	31 March 2019	31 March 2019
	£	**£**	£	£
At 1 April 2019/2018	**26,555**	**26,555**	47,915	47,915
Rate change	**2,646**	**2,646**	(469)	(469)
Charged to income	**(113,860)**	**(113,860)**	(5,834)	(5,834)
Adjustment in respect of prior periods	**(471)**	**(471)**	(15,057)	(15,057)
At 30 September 2020/ 31 March 2019	**(85,130)**	**(85,130)**	26,555	26,555

14. **LEASE LIABILITIES**

	30 September 2020	01 April 2019
	£	£
Lease liabilities falling due within one year	**34,395**	**109,342**
Lease liabilities falling due after more than one year	**37,340**	**110,813**
	71,735	**220,155**

Lease liabilities are initially measured at the present value of future lease payments, discounted using the Company's incremental borrowing rate. See note 1 for further disclosure on lease liabilities.

The total cash outflow for leases in the period was £158,043.

14. LEASE LIABILITIES (continued)

IFRS 16 Impact of transition

This note explains the impact of the adoption of IFRS 16 Leases on the Company's financial statements.

Transition

The Company applied IFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at 1 April 2019.

Impact on period to 30 September 2020

On transition to IFRS 16, the Company recognised an additional £220,156 of right-of-use assets (see note 8) and £220,155 of lease liabilities with £1 recognised in retained earnings. In summary, the impact on the statement of financial position at the date of adoption is set out below. Further details of the impact are shown within note 1.

As at 30 September 2020:	As would have been reported £'000	Effect £'000	**As reported under IFRS 16 £'000**
Property, plant & equipment	-	69,378	**69,378**
Lease liabilities	(125,032)	53,297	**(71,735)**
Net Assets	(125,032)	122,675	**(2,357)**

When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate at 1 April 2019. The weighted-average rate applied is 5.61%.

14. **LEASE LIABILITIES (continued)**

	Land & buildings	Plant and equipment	Total
			01-Apr-19
	£'000	£'000	£'000
Operating lease commitment at 31 March 2019 as disclosed in the Company's financial statements	260,772	-	260,772
Restatement [1]	(69,189)	41,373	(27,816)
Discounted using the incremental borrowing rate at 1 April 2019	(9,593)	(3,208)	(12,801)
Lease liabilities recognised at 1 April 2019	181,990	38,165	220,155

[1] A detailed review of leases was undertaken as part of the adoption of IFRS 16 and as a result, the future minimum lease payments under operating leases has been restated to correctly reflect contractual terms and break clauses within the leases.

Exemptions and practical expedients

In applying IFRS 16 for the first time, the Company has used the following practical expedients permitted by the standard:

- Relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 January 2019;
- Accounting for low-value operating leases and operating leases with a remaining lease term of less than 12 months as at 1 April 2019 on straight-line basis as an expense without recognising a right-of-use asset or a lease liability; and
- Using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Company relied on its assessment made applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease.

NOTES TO THE FINANCIAL STATEMENTS for the 18 month period to 30 September 2020 (continued)

15. CALLED UP SHARE CAPITAL

	30 September 2020 £	31 March 2019 £
Alloted, called up and fully paid:		
125,000 (2019: 125,000) ordinary shares of £1	**125,000**	125,000
	125,000	125,000

16. SHARE PREMIUM ACCOUNT

	30 September 2020 £	31 March 2019 £
At beginning and end of period	**335,000**	335,000
	335,000	335,000

17. CAPITAL COMMITMENTS

	30 September 2020 £	31 March 2019 £
At 30 September 2020 the Company had commitments as follows:		
Contracted for but not provided in the financial statements	-	77,132
	-	77,132

18. CONTINGENT LIABILITIES

The Company has an obligation under the Group VAT registration at 30 September 2020 amounting to £5,303,000 (31 March 2019: £266,000). Following the year end, a proportion of this has been spread over a 10 month period due to the COVID-19 pandemic and the remainder has been paid by other group members in the British Polythene Industries VAT group.

19. RELATED PARTY TRANSACTIONS

Transactions with wholly owned subsidiaries of Berry Global Group, Inc. are not disclosed on the basis of the exemption contained in FRS 101.

There were no other related party transactions during the year.

20. ULTIMATE PARENT

On 1 July 2019 the ultimate parent of the Company, RPC Group Plc, became a wholly owned subsidiary of Berry Global Group, Inc.

As a result, the ultimate parent company undertaking of the only group of undertakings for which group financial statements are drawn up and of which the Company is a member is Berry Global Group, Inc. Copies of the Annual Report and consolidated financial statements may be obtained from 101 Oakley Street, Evansville, Indiana, United States, 47710.

21. POST BALANCE SHEET EVENT

The sale of the Company's manufacturing site in Hereford was concluded on 9th April 2021 following the official closure of the site during August 2020.

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2020 ANNUAL REPORT

Always advancing to protect what's important.

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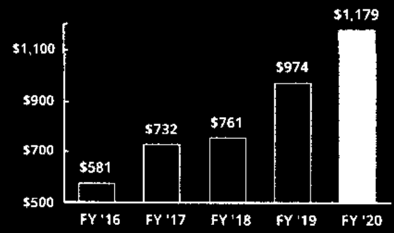
Berry

FINANCIAL HIGHLIGHTS*

FISCAL YEARS ENDED	SEPTEMBER 26, 2020	SEPTEMBER 28, 2019	% CHANGE
Net Sales	$11,709	$8,878	32%
Operating Income	1,179	974	21%
Operating EBITDA	2,157	1,530	41%
Free Cash Flow	947	764	24%

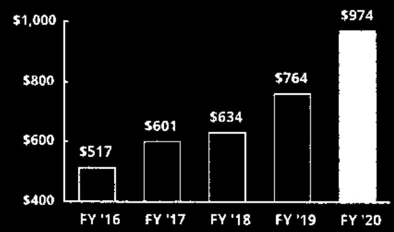
NET SALES

OPERATING INCOME

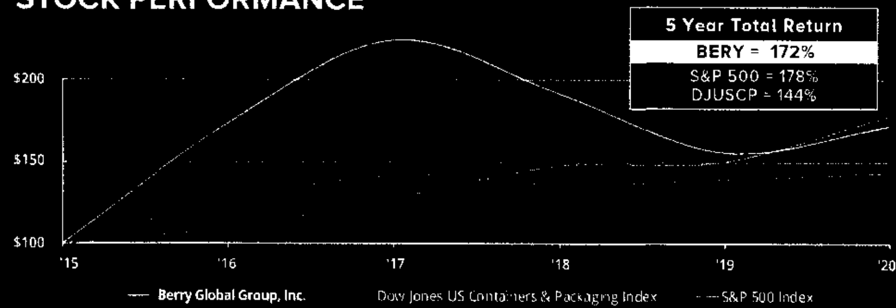


OPERATING EBITDA

FREE CASH FLOW



STOCK PERFORMANCE**



Sustainability, Environmental, and Social Responsibility

At Berry Global, we create innovative packaging products and solutions that make life better for people and the planet. We do this every day by leveraging our unmatched global capabilities, sustainability leadership, and deep innovation expertise to advance what's important across the value chain.

As industry leaders in sustainability, our commitment to the environment goes beyond a corporate responsibility – it is a part of our company DNA and represented in our company mission, **Always advancing to protect what's important.** The Board of Directors and its committees align to our strategic priorities, including our impact 2025 strategy, and oversee the execution of our environmental, social, and governance strategies and initiatives as an integrated part of our overall strategy and risk management. At Berry, the Board is actively engaged with management on related topics such as sustainability goals; analysis of alternative pathways to achieve those goals; customer, investor, and other stakeholder expectations; and the environmental impact of our Company.

We develop and design new products and materials across the globe with an eye toward the circular economy. From our products to our operations, we are innovating for the world, providing solutions for the world's leading and emerging brands. Our team of 47,000 employees have the expertise needed to innovate and lead our peers into a more sustainable future. Only at Berry will you find the deep expertise in material science, manufacturing and design for recyclability, providing transformational products which make a positive impact for our customers.

We stand behind the power of plastics and its ability to not only meet, but exceed sustainability goals for our customers. At Berry, our global footprint and leading purchasing scale offers unique access to uninterrupted raw material supply and high quality sustainable polymers. These strong vendor partnerships, paired with our internal expertise, prove instrumental to our success.

With 295 manufacturing facilities, extensive product lines, and robust conversion processes, we provide partnership to customers as they prioritize and fulfill their sustainability initiatives, achieving the greatest impact for our customer's investment. Continued partnerships with innovators in the industry and like-minded brand owners will fuel the potential for a more circular economy. And our continued industry-leading investments help ensure recycling and reuse of product packaging.

As we reflect on 2020, we see an era of undeniable change. In the fight against COVID-19, plastics was, and continues to be, a critical component of protecting the health of people around the world. Although this year presented unprecedented change, the challenges we solved and the innovation(s) we delivered never sat idle or become siloed – they were harnessed and unleashed across the value chain to benefit people all around the world. The plastics industry is one that is constantly innovating, creating products which make our lives better through the products we use every day. At Berry, we remain steadfast in our promise to our customers:

Innovation for the World. Solutions for You.

Our Values

Partnerships

We recognize the importance of strong, sustainable partnerships throughout all aspects of our business; we view our employees, customers, suppliers, and communities as our partners.

Excellence

We pursue excellence in all that we do by optimizing our processes, enhancing our sustainability initiatives, and by providing the highest quality products and services to our customers. We believe in continuous training and development for our employees so that we can deliver excellence to our customers.

Growth

Strategic growth is imperative for our business. Growth comes in many forms: financial growth, customer growth, employee growth and development, product growth and innovation, and the global growth of our Company.

Safety

Our number one value, we relentlessly pursue safety in all we do. We maintain high standards to ensure our facilities are safe and environmentally conscious.

Sustainability Strategy

IMPACT 2025

Products

Optimize Design

- Lightweight products
- Design 100% of packaging to be reusable, recyclable, or compostable

Sustainable Sourcing

- Achieve 10% recycled content across fast-moving consumer goods packaging
- Encourage the development of renewable materials

Performance

Climate Change

- Reduce greenhouse gas emissions 25% by 2025 versus our 2016 baseline

Continuous Improvement

- Reduce landfill waste 5% per year
- Reduce energy and water consumption 1% per year

Operation Clean Sweep

- Prevent resin loss through OCS
- Implement OCS at acquisition sites within the first year

Partners

End Plastic Waste

- Expand and modernize waste infrastructure to increase recovery and prevent loss of plastic to the environment
- Engage the plastics industry on OCS

Limit Global Warming to 1.5°C

- Increase renewable energy
- Expand the use of plastic in place of alternative materials
- Promote science-based targets

Minimize product impacts through design and innovation

Increase our offer of widely recyclable packaging, items with high levels of recycled material, and an abundance of items optimized to be lightweight

Continuously improving in order to minimize our operational impacts

Advance initiatives focused on reducing our impact on the environment in emissions, waste, energy, and water

Partnered with key organizations to meet our sustainability goals and engaged employees to build stronger communities around the world

Recent Accomplishments

Set a new record for annual usage of post-consumer plastic of 70,000 metric tons driven by our acquisition of RPC

Continued long-term reduction in Scope 1-2 GHG emissions intensity, reduced 3% year-over-year and 46% since 2008

Joined the Alliance to End Plastic Waste as founding member and signed the New Plastics Economy Global Commitment

We are proud to have introduced a number of products designed for sustainability. In line with our strategy, we are working towards 100% of our fast-moving consumer packaging to be reusable, recyclable, or compostable by 2025. In response to this goal, we offer widely recyclable packaging, items with high levels of recycled material, and an abundance of items optimized to be lightweight.

Sustainability Progress

Partnership to improve the quantity and quality of plastic recycled through digital watermarking

Formalized partnership to create a closed loop system for plastic film recycling

Berry received ISCC+ certification at 9 facilities, ensuring traceability of recycled and bio-based polymers through the supply chain

Announced off-take agreement for recycled plastic produced via advanced recycling

Announced supply agreement to produce Philadelphia cream cheese packaging using recycled content produced via advanced recycling

Launched first moisture absorber with post-consumer recycled plastic

Human Capital Management

We believe that it is the cumulative success of our thousands of employees around the globe that fosters excellence within our organization.

Embracing Employee Development

Focused on advancing careers of employees from shop floor to executive level through employee development programs including:

- **Leadership Development Program** growing key leadership competencies for mid-level employees
- **Front Leadership Program** training manufacturing plant employees to drive a safe work environment
- **Internship Program** focused on talent retention through leadership development, senior-level exposure, and education
- **Executive Development Program** to provide global exposure and enterprise thinking

24,500 employees participated in our skill and competency building eLearning platform

Fostering the development of a thoughtful, diverse workplace through our plugIN Diversity and Inclusion Network and its initiatives:

- Diversity Council provides global oversight of the plugIN mission in partnership with Berry's executive leadership and includes a cross-section of senior employees
- Employees Resource Groups celebrate diversity and encourage unique perspectives to help fuel innovation
- Opportunities to create connections at all levels and drive a positive global culture through Peer Groups, Coffee and Conversation, and Talks with CEO

employee resource groups celebrating diversity

total recordable incident rate, below industry average of 3.8

Environmental Partners

Our partners representing the environmental sustainability area are critical to our success in ending plastic waste, promoting a circular economy, and advocating for the power of plastics. Each partner performs a specific role relative to our sustainability goals. Although every partner is important, we believe our impact is greatest with the Alliance to End Plastic Waste, Ellen MacArthur Foundation, and Operation Clean Sweep. Our significant global scope and scale allow us to make a positive impact through providing sustainable, value added packaging around the world, including a focus on worldwide efforts in recycling innovation, lightweighting, and design for sustainability.

ALLIANCE TO END PLASTIC WASTE

In January 2019, we joined the Alliance to End Plastic Waste as a founding member. The Alliance is a new organization, now comprised of 42 companies and has made an initial multi-billion dollar commitment to invest in solutions to eliminate plastic waste in the environment. The focus of the alliance is narrowed to four main areas: infrastructure, development of innovations, education and engagement, and clean up.

Announced in June 2019, we are a proud signatory of the New Plastics Economy Global Commitment to eliminate plastic pollution at its source. By signing the Global Commitment, we have pledged to:

- Take action to eliminate problematic or unnecessary plastic packaging
- 100% of plastic packaging to be reusable, recyclable, or compostable
- A target of 10% post consumer recycled content across all plastic packaging used
- Take action to increase reusable packaging

Operation

Operation Clean Sweep (OCS) is an international program designed to prevent and help keep plastic litter materials out of the marine environment. As an active member since 2012, we have pledged to prevent resin pellet, flake, and powder loss. The organization is a critical component to our Impact 2025 strategy, and is an important guide in many of our manufacturing facilities.

... of sustainability.berryglobal.com/resources

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended September 26, 2020

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-35672

Berry

BERRY GLOBAL GROUP, INC.

A Delaware corporation	101 Oakley Street, Evansville, Indiana, 47710 (812) 424-2904	IRS employer identification number 20-5234618

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, $0.01 par value per share	BERY	New York Stock Exchange LLC

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes × No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No ×

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes × No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes × No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer × Accelerated filer ☐ Non-accelerated filer ☐ Small reporting company ☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ×

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934) Yes No ×

The aggregate market value of the common stock of the registrant held by non-affiliates was approximately $4.6 billion as of March 27, 2020, the last business day of the registrant's most recently completed second fiscal quarter. The aggregate market value was computed using the closing sale price as reported on the New York Stock Exchange. As of November 23, 2020, there were 133.5 million shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Berry Global Group, Inc.'s Proxy Statement for its 2021 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Information included in or incorporated by reference in filings with the U.S. Securities and Exchange Commission (the "SEC") and the Company's press releases or other public statements, contain or may contain forward-looking statements. This report includes "forward-looking" statements with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. These statements contain words such as "believes," "expects," "may," "will," "should," "would," "could," "seeks," "approximately," "intends," "plans," "estimates," "project", "outlook," "anticipates" or "looking forward" or similar expressions that relate to our strategy, plans, intentions, or expectations. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates, and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. All forward-looking statements are made only as of the date hereof, and we undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Additionally, we caution readers that the list of important factors discussed in the section titled "Risk Factors" may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report may not in fact occur. Accordingly, readers should not place undue reliance on those statements.

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FORM 10-K FOR THE FISCAL YEAR ENDED SEPTEMBER 26, 2020

Item 1. BUSINESS

(In millions of dollars, except as otherwise noted)

General

Berry Global Group, Inc. ("Berry," "we," or the "Company") is a leading global supplier of a broad range of innovative rigid, flexible and non-woven products used every day within consumer and industrial end markets. We sell our products predominantly into stable, consumer-oriented end markets, such as healthcare, personal care, and food and beverage. Our customers consist of a diverse mix of leading global, national, mid-sized regional and local specialty businesses. The size and scope of our customer network allows us to introduce new products we develop or acquire to a vast audience that is familiar with our business. For the fiscal year ended September 26, 2020 ("fiscal 2020"), no single customer represented more than 5% of net sales and our top ten customers represented approximately 15% of net sales. We believe our manufacturing processes, manufacturing footprint and our ability to leverage our scale to reduce costs, positions us as a low-cost manufacturer relative to our competitors.

Additional financial information about our segments is provided in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the "Notes to Consolidated Financial Statements," which are included elsewhere in this Form 10-K.

Segment Overview

Consumer Packaging International

The Consumer Packaging International segment primarily consists of the following product groups:

Closures and Dispensing Systems. We manufacture a wide range of closures, dispensing systems and applicators for a variety of end markets specializing in convenience, safety, security and e-commerce formats.

Pharmaceutical Devices and Packaging. We manufacture inhalers and dose counters in addition to bottles and vials for over-the-counter and prescription medicines.

Bottles and Canisters. We manufacture a collection packaging solutions for consumer and industrial applications across personal care, beverage, and food markets.

Polythene films. We manufacture polythene films for a diverse range of end markets, including agriculture and horticulture, construction, industrial, healthcare and waste services.

Recycling. We have capabilities to recycle both rigid and flexible end of life materials from industrial and consumer sources with a wide range of re-use applications across packaging and non-packaging formats.

Containers. We manufacture injection molded and thermoformed containers and lids across consumer and industrial packaging end markets.

Technical Components. We manufacture complex high-precision molds and molded components including temporary waste storage solutions and products manufactured using rotational molding technology for materials handling and specialty vehicles markets.

Consumer Packaging North America

The Consumer Packaging North America segment primarily consists of the following product groups:

Containers and Pails. We manufacture a collection of containers and pails for nationally branded and private label customers. These are offered in various styles with accompanying lids, bails and handles. Containers and lids are available decorated with in-mold-labeling, indirect flexographic print, digital printing, direct print, and other decoration technologies.

Foodservice. We manufacture lightweight polypropylene cups and lids for hot and cold beverages. Utilizing thermoforming and injection-molding, we offer mono-material cup and lid packaging solutions for simplification in post-consumer collection and compatibility with recycling systems. Our markets include quick service restaurants, fast casual dining, food service delivery, convenience stores, stadiums, and retail stores.

Closures and Overcaps. We manufacture child-resistant, continuous-thread, and tamper evident closures, as well as aerosol overcaps. We sell our closures and overcaps into numerous end markets, including household chemical, healthcare, food and beverage, and personal care.

Bottles and Prescription Vials. We manufacture bottles and prescription vials utilizing widely recyclable materials which service various spirits, food and beverage, vitamin and nutritional, and personal care markets.

Tubes. We manufacture a complete line of extruded and laminate tubes in a wide variety of sizes and material blends including blends up to 70% post-consumer resin. The majority of our tubes are sold in the personal care market, but we also sell our tubes in the pharmaceutical and household chemical markets.

Engineered Materials

The Engineered Materials segment primarily includes the following product groups:

Stretch and Shrink Films. We manufacture both hand and machine-wrap stretch films and custom shrink films, which are used to prepare products and packages for storage and shipping. We sell stretch film products primarily through distribution and shrink film directly to a diverse mix of end users.

Converter Films. We manufacture sealant and barrier films for various flexible packaging converters companies. In addition, certain of our products are used for industrial applications, where converters use our films in finished products for various end market applications.

Institutional Can Liners. We manufacture trash-can liners and food bags for offices, restaurants, schools, hospitals, hotels, municipalities, and manufacturing facilities.

Tape Products. We manufacture cloth and foil tape products. Other tape products include high-quality, high-performance liners of splicing and laminating tapes, flame-retardant tapes, flashing and seaming tapes, double-faced cloth, masking, mounting, and medical and specialty tapes. Tape products are sold primarily through distributors and directly to end users for industrial, building and construction, and retail market applications.

Food and Consumer Films. We manufacture printed film products for the fresh bakery, tortilla, deli, and frozen vegetable markets. We also manufacture barrier films used for cereal, cookie, cracker and dry mix packages that are sold directly to food manufacturers.

Retail Bags. We manufacture a diversified portfolio of polyethylene-based film products to end users in the retail markets. Our products include drop cloths and retail trash bags. These products are sold primarily through grocery stores, hardware stores, home improvement centers, paint stores, and mass merchandiser outlets.

Agriculture Films. We manufacture agriculture films primarily used in the silage, green house and mulch applications.

Health, Hygiene & Specialties

The Health, Hygiene & Specialties segment primarily includes the following product groups:

Health Products. We manufacture medical garment materials, surgical drapes, household cleaning wipes, and face masks. The key end markets and application for these products is infection prevention.

Hygiene Products. We manufacture a broad collection of components for baby diapers, adult incontinence and other absorbent hygiene products, elastic films and laminates, and substrates for dryer sheets. The primary end market for these products is personal care.

Specialties Products. We manufacture a broad array of products and components for geosynthetics and filtration products servicing the specialty industrial markets.

Marketing, Sales, and Competition

We reach our large and diversified customer base through a direct sales force of dedicated professionals and the strategic use of distributors. Our scale enables us to dedicate certain sales and marketing efforts to particular products or customers, when applicable, which enables us to develop expertise that we believe is valued by our customers.

The major markets in which the Company sells its products are highly competitive. Areas of competition include service, innovation, quality, and price. This competition is significant as to both the size and the number of competing firms. Competitors include but are not limited to Amcor, Silgan, Aptar, Reynolds, Intertape, 3M, Tredegar, Avgol, and Fitesa.

Raw Materials

Our primary raw material is plastic resin. In addition, we use other materials such as butyl rubber, adhesives, paper and packaging materials, linerboard, rayon, polyester fiber, and foil, in various manufacturing processes. These raw materials are available from multiple sources and in general we purchase from a variety of global suppliers. While temporary shortages of raw materials can occur, we expect to continue to successfully manage raw material supplies without significant supply interruptions.

Employees

Our commitment to the health and safety of our employees remains our number one priority as evidenced by our OSHA incident rate of approximately 1.0 being significantly lower than the industry average. Specifically related to the COVID-19 pandemic, our rigorous precautionary measures have included the formation of global and regional response teams that maintain contact with authorities and experts, restrictions on company travel, quarantine protocols, disinfection measures and other actions designed to help protect employees. We expect to continue these measures until the pandemic is adequately contained.

As of the end of fiscal 2020, we employed approximately 47,000 employees with approximately 20% of those employees being covered by collective bargaining agreements. The collective bargaining agreements covering a majority of these employees expire annually and as a result, are due for renegotiation in fiscal year ending 2021 ("fiscal 2021"). Our relations with employees under collective bargaining agreements remain satisfactory and there have been no significant work stoppages or other labor disputes during the past three years.

Patents, Trademarks and Other Intellectual Property

We customarily seek patent and trademark protection for our products and brands while seeking to protect our proprietary know-how. While important to our business in the aggregate, sales of any one individually patented product is not considered material to any specific segment or the consolidated results.

Environmental and Sustainability

Plastic continues to gain share as the preferred substrate across many of the applications in which we participate. This is driven by its superior capabilities – clarity, protection, design versatility, consumer safety, convenience and barrier properties, as well as its superior environmental performance. As the most resource-efficient substrate, the use of plastics reduces greenhouse gas emissions, energy consumption, water use, and waste generation compared to alternatives. In addition to reducing waste through lighter weight products, plastics also prevent significant waste generation by both protecting products through the supply chain and extending the shelf-life of food. For these reasons, we believe plastics is and will continue to be the most sustainable material.

Many of our customers have aggressive sustainability goals. Customers are increasingly interested in products that can help them achieve their goals and want to partner with companies that have similar ambitions. We are taking a science-based approach, using lifecycle assessment to inform our decision making process. We have teams dedicated to improving the circularity of our products – optimizing design for reuse, recycling or composting. We are also reducing our use of virgin, fossil fuels by increasing use of both recycled plastics and bioplastics, lightweighting our products, and increasing the use of renewable energy in our operations. We continue to launch new products and components in North America and Europe made with post-consumer resin. To meet growing demand for recycled content, we have entered into offtake agreements for both mechanically recycled and advanced recycled resins as well as expanded our own recycling operations in North America and Europe. We are also partnering with the Ellen MacArthur Foundation, Alliance to End Plastic Waste and other leading companies in our efforts to create a more circular economy for plastics.

Available Information

We make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments, if any, to those reports through our internet website as soon as reasonably practicable after they have been electronically filed with the SEC. Our internet address is www.berryglobal.com. The information contained on our website is not being incorporated herein.

Item 1A. RISK FACTORS

Operational Risks

Effectively managing change and growth.

Our future revenue and operating results will depend on our ability to effectively manage the anticipated growth and managing customer timelines. We are continuously investing in growth areas and expanding our operations, increasing our headcount and expanding into new product offerings. This growth has placed significant demands on our management as well as our financial and operational resources, and continued growth presents several challenges, including:

- expanding manufacturing capacity, maintaining quality and increasing production;
- identifying, attracting and retaining qualified personnel;
- increasing our regulatory compliance capabilities, particularly in new lines of business or product offerings;

Increases in resin prices or a shortage of available resin could harm our financial condition and results of operations.

Plastic resins are subject to price fluctuations and availability, due to external factors, such as the COVID-19 pandemic, that are beyond our control. Material shortages or our inability to timely pass through price increases to our customers may adversely affect our business, financial condition and results of operations.

We may not be able to compete successfully and our customers may not continue to purchase our products.

We compete with multiple companies in each of our product lines on the basis of a number of considerations, including price, service, quality, product characteristics and the ability to supply products to customers in a timely manner. Our products also compete with various other substrates. Some of these competitive products are not subject to the impact of changes in resin prices, which may have a significant and negative impact on our competitive position versus substitute products. Our competitors may have financial and other resources that are substantially greater than ours and may be better able than us to withstand higher costs. Competition could result in our products losing market share or our having to reduce our prices, either of which could have a material adverse effect on our business, financial condition and results of operations. In addition, since we do not have long-term arrangements with many of our customers, these competitive factors could cause our customers to shift suppliers and/or packaging material quickly. Our success depends, in part, on our ability to respond timely to customer and market changes.

We may pursue and execute acquisitions or divestitures, which could adversely affect our business.

As part of our growth strategy, we consider transactions that either complement or expand our existing business and create economic value. Transactions involve special risks, including the potential assumption of unanticipated liabilities and contingencies as well as difficulties in integrating acquired businesses or carving-out divested businesses, which may result in substantial costs, delays or other problems that could adversely affect our business, financial condition and results of operations. Furthermore, we may not realize all of the synergies we expect to achieve from our current strategic initiatives due to a variety of risks. If we are unable to achieve the benefits that we expect to achieve from our strategic initiatives, it could adversely affect our business, financial condition and results of operations. Additionally, the impact of travel and safety restriction related to external factors, such as the COVID-19 pandemic, could continue to negatively impact various integration activities and back office functions, which may adversely affect our business

In the event of a catastrophic loss of one of our key manufacturing facilities, our business would be adversely affected.

While we manufacture our products in a large number of diversified facilities and maintain insurance covering our facilities, including business interruption insurance, a catastrophic loss of the use of all or a portion of one of our key manufacturing facilities due to accident, labor issues, weather conditions, natural disaster, pandemic or otherwise, whether short or long-term, could result in significant losses.

Employee retention or the failure to renew collective bargaining agreements could disrupt our business.

While we have not had material issues historically with employee retention of qualified personnel, there can be no assurance we will be able to recruit, train, assimilate, motivate and retain employees in the future. Additionally, we may not be able to maintain constructive relationships with labor unions or trade councils. We may not be able to

successfully negotiate new collective bargaining agreements on satisfactory terms in the future. The loss of a substantial number of these employees or a prolonged labor dispute could disrupt our business and result in significant losses.

We depend on information technology systems and infrastructure to operate our business, and increased cybersecurity threats, system inadequacies, and failures could disrupt our operations, compromise customer, employee, vendor and other data which could negatively affect our business.

We rely on the efficient and uninterrupted operation of information technology systems and networks. These systems and networks are vulnerable to increased cybersecurity threats and more sophisticated computer crime, energy interruptions, telecommunications failures, breakdowns, natural disasters, terrorism, war, computer malware or other malicious intrusions.

We also maintain and have access to sensitive, confidential or personal data or information that is subject to privacy and security laws, regulations, and customer controls. Despite our efforts to protect such information, security breaches, misplaced or lost data and programming damages could result in production downtimes, operational disruptions, transaction errors, loss of business opportunities, violation of privacy laws and legal liability, fines, penalties or negative publicity could result in a negative impact on the business. While we have not had material system interruptions historically associated with these risks, there can be no assurance that these advanced and persistent threats will prevent future interruptions that could result in significant losses.

Financial and Legal Risks

Our substantial indebtedness could affect our ability to meet our obligations and may otherwise restrict our activities.

We have a significant amount of indebtedness, which requires significant interest payments. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our obligations on commercially reasonable terms, would have a material adverse effect on our business, financial condition and results of operations.

Our substantial indebtedness could have important consequences. For example, it could

- make it more difficult for us to satisfy our obligations under our indebtedness;
- limit our ability to borrow money for our working capital, capital expenditures, product development, debt service requirements or other corporate purposes;
- require us to dedicate a substantial portion of our cash flow to payments on our indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures, product development and other corporate requirements;
- increase our vulnerability to general adverse economic and industry conditions; and
- limit our ability to respond to business opportunities, including growing our business through acquisitions.

Uncertainty regarding the United Kingdom's ("UK") withdrawal from the European Union ("EU") and the outcome of future arrangements between the UK and the EU could have a material adverse impact on us.

Following the UK's referendum vote to leave the EU in June 2016 (commonly referred to as "Brexit"), the UK government formally notified the European Council of its decision to leave the EU. The UK will remain a member of the EU until the date on which a withdrawal agreement comes into force. While it is difficult to predict the effect of Brexit on the European and global economy, uncertainty regarding new or modified arrangements between the UK and the EU could have a material adverse effect on business activity (including the buying behavior of commercial and individual customers), the political stability and economic conditions in the UK, the EU and elsewhere.

Any of these developments, or the perception that any of these developments are likely to occur, could have a material adverse effect on economic growth or business activity in the UK, the Eurozone, or the EU, and could result in the relocation of businesses, cause business interruptions, lead to economic recession or depression, and impact the stability of the financial markets, availability of credit, political systems or financial institutions and the financial and monetary system.

Goodwill and other intangibles represent a significant amount of our net worth, and a future write-off could result in lower reported net income and a reduction of our net worth.

We have a substantial amount of goodwill. Future changes in market multiples, cost of capital, expected cash flows, or other external factors, such as the COVID-19 pandemic may adversely affect our business and cause our goodwill to be impaired, resulting in a non-cash charge against results of operations to write off goodwill or indefinite lived intangible assets for the amount of impairment. If a future write-off is required, the charge could result in significant losses.

Our international operations pose risks to our business that may not be present with our domestic operations.

Foreign operations are subject to certain risks that are unique to doing business in foreign countries. These risks include fluctuations in foreign currency exchange rates, inflation, economic or political instability, shipping delays in our products and receiving delays of raw materials, changes in applicable laws, including assessments of income and non-income related taxes, reduced protection of intellectual property, inability to readily repatriate cash to the U.S. effectively, and regulatory policies and various trade restrictions including potential changes to export taxes or countervailing and anti-dumping duties for exported products from these countries. Any of these risks could disrupt our business and result in significant losses. We are also subject to the Foreign Corrupt Practices Act and other anti-bribery and anti-corruption laws that generally bar bribes or unreasonable gifts to foreign governments or officials. We have implemented safeguards, training and policies to discourage these practices by our employees and agents. However, our existing safeguards, training and policies to assure compliance and any future improvements may prove to be less than effective and our employees or agents may engage in conduct for which we might be held responsible. If employees violate our policies, we may be subject to regulatory sanctions. Violations of these laws or regulations could result in sanctions including fines, debarment from export privileges and penalties and could adversely affect our business, financial condition and results of operations.

Current and future environmental and other governmental requirements could adversely affect our financial condition and our ability to conduct our business.

While we have not been required historically to make significant capital expenditures in order to comply with applicable environmental laws and regulations, we cannot predict our future capital expenditure requirements because of continually changing compliance standards and environmental technology. Furthermore, violations or contaminated sites that we do not know about (including contamination caused by prior owners and operators of such sites or newly discovered information) could result in additional compliance or remediation costs or other liabilities, which could be material. In addition, federal, state, local, and foreign governments could enact laws or regulations concerning environmental matters, such as greenhouse gas emissions, that increase the cost of producing, or otherwise adversely affect the demand for, plastic products. Legislation that would prohibit, tax or restrict the sale or use of certain types of plastic and other containers, and would require diversion of solid waste such as packaging materials from disposal in landfills, has been or may be introduced. Although we believe that any such laws promulgated to date have not had a material adverse effect on us, there can be no assurance that future legislation or regulation would not have a material adverse effect on us. Furthermore, a decline in consumer preference for plastic products due to environmental considerations could result in significant losses.

We may not be successful in protecting our intellectual property rights, including our unpatented proprietary know-how and trade secrets, or in avoiding claims that we infringed on the intellectual property rights of others.

In addition to relying on patent and trademark rights, we rely on unpatented proprietary know-how and trade secrets, and employ various methods, including confidentiality agreements with employees and consultants, customers and suppliers to protect our know-how and trade secrets. However, these methods and our patents and trademarks may not afford complete protection and there can be no assurance that others will not independently develop the know-how and trade secrets or develop better production methods than us. Further, we may not be able to deter current and former employees, contractors and other parties from breaching agreements and misappropriating proprietary information and it is possible that third parties may copy or otherwise obtain and use our information and proprietary technology without authorization or otherwise infringe on our intellectual property rights. Furthermore, no assurance can be given that we will not be subject to claims asserting the infringement of the intellectual property rights of third parties seeking damages, the payment of royalties or licensing fees and/or injunctions against the sale of our products. Any such litigation could be protracted and costly and could result in significant losses.

Item 1B. **UNRESOLVED STAFF COMMENTS**

None

Item 2. **PROPERTIES**

Our primary manufacturing facilities by geographic area were as follows.

Geographic Region	Total Facilities	Leased Facilities
U.S and Canada	118	29
Europe	137	33
Rest of world	48	28

Item 3. **LEGAL PROCEEDINGS**

Berry is party to various legal proceedings involving routine claims which are incidental to our business. Although our legal and financial liability with respect to such proceedings cannot be estimated with certainty, we believe that any ultimate liability would not be material to the business, financial condition, results of operations or cash flows.

Item 4. **MINE SAFETY DISCLOSURES**

Not applicable.

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock "BERY" is listed on the New York Stock Exchange. As of the date of this filing there were fewer than 500 active record holders of the common stock, but we estimate the number of beneficial stockholders to be much higher as a number of our shares are held by brokers or dealers for their customers in street name. During fiscal 2019 and 2020, we did not declare or pay any cash dividends on our common stock.

Issuer Purchases of Equity Securities

During the fourth quarter of fiscal 2020, the Company did not repurchase shares. As of September 26, 2020, $393 million of authorized shares remained available for purchase under the current repurchase program

Item 6. SELECTED FINANCIAL DATA

The following table presents selected historical consolidated financial data derived from the consolidated financial statements of Berry Global Group, Inc for the periods indicated. The financial data for our fiscal 2016 through fiscal 2020 should be read in conjunction with those consolidated financial statements, related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations. The table presented below is unaudited.

	Fiscal 2020	Fiscal 2019	Fiscal 2018	Fiscal 2017	Fiscal 2016
Statement of Operations Data:					
Net sales	**$11,709**	$ 8,878	$ 7,869	$7,095	$ 6,489
Operating income	**1,179**	974	761	732	581
Net income	**559**	404	496	340	236
Net Income Per Share Data:					
Basic, net income per share	**$ 4.22**	$ 3.08	$ 3.77	$ 2.66	$ 1.95
Diluted, net income per share	**4.14**	3.00	3.67	2.56	1.89
Balance Sheet Data:					
Total assets	**$16,701**	$16,469	$ 9,131	$8,476	$ 7,653
Long-term debt obligations	**10,237**	11,365	5,844	5,641	5,755
Statement of Cash Flow Data:					
Net cash from operating activities	**$ 1,530**	$ 1,201	$ 1,004	$ 975	$ 857
Net cash from investing activities	**(316)**	(6,251)	(1,035)	(774)	(2,579)
Net cash from financing activities	**(1,220)**	5,426	113	(226)	1,817

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Berry Global Group, Inc. ("Berry," "we," or the "Company") is a leading global supplier of a broad range of innovative rigid, flexible and non-woven products used every day within consumer and industrial end markets We sell our products predominantly into stable, consumer-oriented end markets, such as healthcare, personal care, and food and beverage. Our customers consist of a diverse mix of leading global, national, mid-sized regional and local specialty businesses. The size and scope of our customer network allows us to introduce new products we develop or acquire to a vast audience that is familiar with our business. For fiscal year 2020, no single customer represented more than 5% of net sales and our top ten customers represented approximately 15% of net sales. We believe our manufacturing processes, manufacturing footprint and our ability to leverage our scale to reduce costs, positions us as a low-cost manufacturer relative to our competitors.

Executive Summary

COVID-19. The ongoing pandemic has impacted various businesses and supply chains, including travel restrictions and the extended shutdown of certain industries in various countries. Due to the nature of the majority of our products, geographic footprint and end market diversity, on a consolidated net sales basis we have been modestly impacted with lower customer demand in food service and industrials being offset by higher consumer demand in our healthcare, hygiene and food product categories. The Company will continue to evaluate the potential impacts and closely monitor developments as they arise.

Business. The Company's operations are organized into four reporting segments: Consumer Packaging International, Consumer Packaging North America, Engineered Materials and Health, Hygiene & Specialties. The structure is designed to align us with our customers, provide improved service, drive future growth, and to facilitate synergies realization. The Consumer Packaging International segment primarily consists of containers, closures, dispensing systems, pharmaceutical devices, polythene films, and technical components and includes the international portion of the acquired business of RPC Group Plc ("RPC"). The Consumer Packaging North America segment primarily consists of containers, foodservice items, closures, overcaps, bottles, prescription vials, and tubes. The Engineered Materials segment primarily consists of tapes and adhesives, polyethylene-based film products, can liners, and specialty coated and laminated products. The Health, Hygiene & Specialties segment primarily consists of nonwoven specialty materials and films used in hygiene, infection prevention, personal care, industrial, construction, and filtration applications.

Outlook. The Company is affected by general economic and industrial growth, plastic resin availability and affordability, and general industrial production. Our business has both geographic and end market diversity, which reduces the effect of any one of these factors on our overall performance. Our results are affected by our ability to pass through raw material and other cost changes to our customers, improve manufacturing productivity and adapt to volume changes of our customers. By providing advantaged products in targeted markets, we continue to believe our underlying long-term demand fundamental in all divisions will remain strong as we focus on delivering protective solutions that enhance consumer safety and execute on the Company's mission statement of "Always Advancing to Protect What's Important." For fiscal 2021, we project cash flow from operations between $1,625 to $1,525 million and free cash flow between $975 to $875 million. Projected fiscal 2021 free cash flow assumes $650 million of capital spending For the definition of free cash flow and further information related to free cash flow as a non-GAAP financial measure, see "Liquidity and Capital Resources."

Recent Acquisitions and Dispositions

Our acquisition strategy is focused on improving our long-term financial performance, enhancing our market positions, and expanding our existing and complementary product lines. We seek to obtain businesses for attractive post-synergy multiples, creating value for our stockholders from synergy realization, leveraging the acquired products across our customer base, creating new platforms for future growth, and assuming best practices from the businesses we acquire. While the expected benefits on earnings are estimated at the commencement of each transaction, once the execution of the plan and integration occur, we are generally unable to accurately estimate or track what the ultimate effects have been due to system integrations and movements of activities to multiple facilities. As historical business combinations and restructuring plans have not allowed us to accurately separate realized synergies compared to what was initially identified, we estimate the synergy realization based on the overall segment profitability post-integration.

RPC Group Plc Acquisition

In July 2019, the Company completed the acquisition of RPC for aggregate consideration of $6.1 billion. RPC is a leading plastic product design and engineering company for packaging and select non-packaging markets, with 189 sites in 34 countries. RPC develops and manufactures a diverse range of products for a wide variety of customers, including many household names, and enjoys strong market positions in many of the end markets it serves and the geographical areas in which it operates. It uses a wide range of polymer conversion techniques and is also one of the largest plastic recyclers in Europe The international based facilities are operated within the Consumer Packaging International segment with the remaining U.S. based facilities operated within the Consumer Packaging North America segment. The Company expects to realize annual cost synergies of $150 million of which an estimated $50 million is expected to be realized in fiscal 2021. Refer to Note 2. Acquisitions and Dispositions for further information.

Seal For Life Disposition

In July 2019, the Company completed the sale of its Seal For Life ("SFL") business which was operated in our Health, Hygiene & Specialties segment *for net proceeds of $326 million. A pretax gain of $214 million on the sale was recorded in Restructuring and transaction activities on the Consolidated Statements of Income.*

U.S. Flexible Packaging Converting Disposition

In October 2020, the Company reached an initial agreement to sell its U.S. flexible packaging converting business which was primarily operated in the Engineered Materials segment for $140 million, which is preliminary and subject to adjustment at closing. The Company reported fiscal 2020 net sales of approximately $200 million related to the business.

Discussion of Results of Operations for Fiscal 2020 Compared to Fiscal 2019

Acquisition sales and operating income disclosed within this section represent the results from acquisitions for the current period. Business integration expenses consist of restructuring and impairment charges, acquisition related costs, and other business optimization costs. Tables present dollars in millions.

Consolidated Overview

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Net sales	$11,709	$8,878	$2,831	32%
Operating income	$ 1,179	$ 974	$ 205	21%
Operating income percentage of net sales	10%	11%		

The net sales growth is primarily attributed to acquisition net sales of $3,346 million and an organic volume increase of 2%, partially offset by lower selling prices of $581 million due to the pass through of lower resin costs and Prior YTD divestiture sales of $96 million.

The operating income increase is primarily attributed to acquisition operating income of $245 million, an $87 million favorable impact from cost productivity and product mix, a $47 million favorable impact from the 2% organic volume increase, a $39 million inventory fair value step-up related to the RPC acquisition in the Prior YTD, a $35 million decrease in business integration expenses, and a $31 million decrease in depreciation and amortization. These improvements were partially offset by a $214 million unfavorable change from the Prior YTD gain on the sale of our SFL business, a $32 million increase in selling, general and administrative expense primarily related to higher accrued performance-based compensation, and Prior YTD divestiture operating income of $28 million.

Consumer Packaging International

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Net sales	$4,195	$1,229	$2,966	241%
Operating income	$ 299	$ 12	$ 287	2,392%
Operating income percentage of net sales	7%	1%		

The net sales growth in the Consumer Packaging International segment is primarily attributed to net sales of $2,971 from the RPC acquisition, a $39 million favorable impact from foreign currency changes, and an organic volume increase of 1%, partially offset by lower selling prices of $56 million due to the pass through of lower resin costs.

The operating income increase is primarily attributed to acquisition operating income of $196 million, a $39 million inventory fair value step-up related to the RPC acquisition in the Prior YTD, a $21 million decrease in business integration costs, and a $21 million favorable impact from cost productivity and product mix.

Consumer Packaging North America

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Net sales	$2,850	$2,636	$214	8%
Operating income	$ 320	$ 234	$ 86	37%
Operating income percentage of net sales	11%	9%		

The net sales growth in the Consumer Packaging North America segment is primarily attributed to acquisition net sales of $356 million related to the U.S. portion of the acquired RPC business and a 2% base volume improvement, partially offset by lower selling prices of $205 million due to the pass through of lower resin costs.

The operating income increase is primarily attributed to acquisition operating income of $47 million, a $27 million favorable impact from cost productivity and product mix, and a $16 million favorable impact from the base volume increase. These increases were partially offset by a $12 million increase in selling, general and administrative expenses.

Engineered Materials

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Net sales	$2,334	$2,538	$(204)	(8)%
Operating income	$ 317	$ 318	$ (1)	0%
Operating income percentage of net sales	14%	13%		

The net sales decrease in the Engineered Materials segment is primarily attributed to lower selling prices of $159 million due to the pass through of lower resin costs and a 2% organic volume decline primarily within our industrials business as a result of the impact of the COVID-19 pandemic.

The operating income decrease was modestly impacted by the organic volume decline and an increase in selling, general and administrative expenses. These increases were partially offset by a $12 million decrease in depreciation and amortization expense.

Health, Hygiene & Specialties

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Net sales	$2,330	$2,475	$(145)	(6)%
Operating income	$ 243	$ 410	$(167)	(41)%
Operating income percentage of net sales	10%	17%		

The net sales decrease in the Health, Hygiene & Specialties segment is primarily attributed to lower selling prices of $164 million due to the pass through of lower resin costs, Prior YTD sales of $96 million related to the divested SFL business, and a $37 million unfavorable impact from foreign currency changes, partially offset by a 7% organic volume improvement.

The operating income decrease is primarily attributed to a $214 million unfavorable change from the Prior YTD gain on the sale of our SFL business, Prior YTD divestiture operating income of $28 million, and an $11 million increase in selling, general and administrative expenses. These decreases were partially offset by a $43 million favorable impact from cost productivity and product mix, a $36 million favorable impact from the organic volume improvement, and a $13 million decrease in depreciation and amortization expense.

Other expense, net

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Other expense, net	$31	$155	$(124)	(80)%

The Other expense decrease is primarily attributed to Prior YTD charges for foreign exchange forward contracts of $99 million and cross currency swaps of $41 million related to the closing of the RPC acquisition.

Interest expense, net

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Interest expense, net	$435	$329	$106	32%

The interest expense increase is primarily attributed to the incremental debt facilities entered into as part of the RPC acquisition.

Income tax expense

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Income tax expense	$154	$86	$68	79%

The income tax expense increase is primarily attributed to higher pre-tax book income. Our effective tax rate for fiscal 2020 was 22% and was positively impacted by 2% from generation of federal and state credits and 1% from change in foreign valuation allowance. These favorable items were partially offset by 2% from withholding taxes, 1% from foreign income taxed in the U.S. and from other discrete items. Refer to Note 7. Income Taxes for further information.

Comprehensive Income

	Fiscal Year 2020	Fiscal Year 2019	$ Change	% Change
Comprehensive Income	$394	$174	$220	126%

The increase in comprehensive income is primarily attributed to a $155 million increase in net income and a $105 million favorable change in currency translation, partially offset by a $23 million unfavorable change in the fair value of interest rate hedges and a $17 million decrease in unrealized gains on the Company's pension plans. Currency translation gains are primarily related to non-U.S. subsidiaries with a functional currency other than the U.S. dollar whereby assets and liabilities are translated from the respective functional currency into U.S. dollars using period-end exchange rates. The change in currency translation was primarily attributed to locations utilizing the euro, British pound sterling, Brazilian real and Chinese renminbi as their functional currency. As part of the overall risk management, the Company uses derivative instruments to reduce exposure to changes in interest rates attributed to the Company's floating-rate borrowings and records changes to the fair value of these instruments in Accumulated other comprehensive income (loss). The change in fair value of these instruments in fiscal 2020 versus fiscal 2019 is primarily attributed to a change in the forward interest curve between measurement dates.

Discussion of Results of Operations for Fiscal 2019 Compared to Fiscal 2018

Acquisition sales and operating income disclosed within this section represent the results from acquisitions for the current period. Business integration expenses consist of restructuring and impairment charges, acquisition related costs, and other business optimization costs. Tables present dollars in millions.

Consolidated Overview

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Net sales	$8,878	$7,869	$1,009	13%
Operating income	$ 974	$ 761	$ 213	28%
Operating income percentage of net sales	11%	10%		

The net sales growth is primarily attributed to acquisition net sales of $1,479 million partially offset by prior period divestiture sales of $20 million, a $48 million unfavorable impact from foreign currency changes, lower selling prices of $175 million due to the pass through of lower resin costs, a 1% decline as the result of a customer product transition and a 2% base volume decline.

The operating income increase is primarily attributed to a $214 million gain on the sale of our SFL business, acquisition operating income of $114 million, and a $37 million decrease in depreciation and amortization. These improvements were partially offset by an increase in business integration costs of $28 million, a $25 million negative impact from price cost spread, an $18 million unfavorable impact from foreign currency changes, a $39 million inventory fair value step-up, and a $26 million impact from lower base volumes.

Consumer Packaging International

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Net sales	$1,229	$215	$1,014	472%
Operating income	$ 12	$ 17	$ (5)	(29)%
Operating income percentage of net sales	1%	8%		

The net sales growth in the Consumer Packaging International segment is primarily attributed to acquisition net sales from the RPC acquisition of $1,031 million.

The operating income decrease is primarily attributed to an increase in business integration costs of $52 million and a $36 million inventory fair value step-up related to the RPC acquisition partially offset by acquisition operating income of $82 million.

Consumer Packaging North America

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Net sales	$2,636	$2,463	$173	7%
Operating income	$ 234	$ 190	$ 44	23%
Operating income percentage of net sales	9%	8%		

The net sales growth in the Consumer Packaging North America segment is primarily attributed to acquisition net sales of $133 million related to the U.S. portion of the acquired RPC business and a 2% base volume improvement partially offset by lower selling prices due to the pass through of lower resin costs.

The operating income increase is primarily attributed to acquisition operating income of $15 million, a $23 million decrease in depreciation and amortization, and a $13 million increase from the higher base volumes. These increases were partially offset by a $13 million increase in business integration costs primarily related to the RPC acquisition.

Engineered Materials

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Net sales	$2,538	$2,633	$(95)	(4)%
Operating income	$ 318	$ 365	$(47)	(13)%
Operating income percentage of net sales	13%	14%		

The net sales decline in the Engineered Materials segment is primarily attributed to lower selling prices of $117 million due to the pass through of lower resin costs and a 5% base volume decline due to softness in industrial markets and supply chain disruption related to material qualifications. These decreases were partially offset by acquisition net sales of $151 million related mainly to the Laddawn acquisition.

The operating income decrease is primarily attributed to a $33 million unfavorable impact from price cost spread and a $23 million impact from the base volume decline partially offset by acquisition operating income of $6 million.

Health, Hygiene & Specialties

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Net sales	$2,475	$2,558	$ (83)	(3)%
Operating income	$ 410	$ 189	$221	117%
Operating income percentage of net sales	17%	7%		

The net sales decline in the Health, Hygiene & Specialties segment is primarily attributed to lower selling prices of $40 million due to the pass through of lower resin costs, a 2% decline as the result of a customer product transition, a 3% base volume decline as a result of weakness in the North American baby care market, prior year sales of $20 million related to the divested SFL business and a $46 million unfavorable impact from foreign currency changes. These declines were partially offset by acquisition net sales of $164 million related to the Clopay acquisition.

The operating income increase is primarily attributed to a $214 million gain on the sale of our SFL business and a decrease in business integration costs of $30 million. These improvements were partially offset by a $15 million unfavorable impact from foreign currency changes and a $15 million impact from lower base volumes.

Other expense, net

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Other expense, net	$155	$25	$130	520%

The other expense increase is primarily attributed to losses related to the foreign exchange forward contracts of $99 million and cross-currency swaps of $41 million entered into for the closing of the RPC acquisition.

Interest expense, net

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Interest expense, net	$329	$259	$70	27%

The interest expense increase is primarily attributed to the incremental debt facilities entered into as part of the RPC acquisition.

Income tax (benefit) expense

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Income tax (benefit) expense	**$86**	$(19)	$105	(553)%

The income tax expense increase is primarily attributed to the $124 million provisional transition benefit recorded in fiscal 2018 as a result of the recent U.S. tax legislation. Our effective tax rate for fiscal 2019 was 18% and was positively impacted by 6% from the sale of subsidiaries, 2% from share-based compensation and 2% from research and development credits. These favorable items were partially offset 2% from U.S. state taxes, 3% from foreign valuation allowances, 2% from foreign rate differential and other discrete items.

Comprehensive Income

	Fiscal Year 2019	Fiscal Year 2018	$ Change	% Change
Comprehensive Income	**$174**	$408	$(234)	(57)%

The decrease in comprehensive income is primarily attributed to a $92 million decrease in net income, a $160 million unfavorable change in the fair value of interest rate hedges, a $58 million decrease in unrealized gains on the Company's pension plans, partially offset by a $56 million favorable change in currency translation. Currency translation gains are primarily related to non-U.S. subsidiaries with a functional currency other than the U.S. dollar whereby assets and liabilities are translated from the respective functional currency into U.S. dollars using period-end exchange rates. The change in currency translation was primarily attributed to locations utilizing the euro, British pound sterling, Brazilian real and Chinese renminbi as their functional currency. As part of the overall risk management, the Company uses derivative instruments to reduce exposure to changes in interest rates attributed to the Company's floating-rate borrowings and records changes to the fair value of these instruments in Accumulated other comprehensive income (loss). The change in fair value of these instruments in fiscal 2019 versus fiscal 2018 is primarily attributed to a change in the forward interest curve between measurement dates.

Liquidity and Capital Resources

Senior Secured Credit Facility

We manage our global cash requirements considering (i) available funds among the many subsidiaries through which we conduct business, (ii) the geographic location of our liquidity needs, and (iii) the cost to access international cash balances. We have an $850 million asset-based revolving line of credit that matures in May 2024. At the end of fiscal 2020, the Company had no outstanding balance on the revolving credit facility. The Company was in compliance with all covenants at the end of fiscal 2020. Refer to Note 3. Long-Term Debt for further information.

Contractual Obligations and Off Balance Sheet Transactions

Our contractual cash obligations at the end of fiscal 2020 are summarized in the following table which does not give any effect to retirement plans. Refer to Note 8. Retirement Plans, or taxes as we cannot reasonably estimate the timing of future cash outflows.

	Payments due by period as of the end of fiscal 2020				
	Total	< 1 year	1 - 3 years	4 - 5 years	> 5 years
Long-term debt, excluding capital leases	$10,246	$ 59	$1,851	$1,638	$6,698
Capital leases	86	20	40	13	13
Fixed interest rate payments	781	140	269	257	115
Variable interest rate payments[(a)]	881	191	345	257	88
Operating leases	703	118	190	139	256
Total contractual cash obligations	$12,697	$528	$2,695	$2,304	$7,170

(a) Based on applicable interest rates in effect end of fiscal 2020

Cash Flows from Operating Activities

Net cash provided by operating activities increased $329 million from fiscal 2019 primarily attributed to improved net income prior to non-cash activities, partially offset by a reduction in the working capital benefit compared to fiscal 2019.

Net cash provided by operating activities increased $197 million from fiscal 2018 primarily attributed to decreases in working capital due to lower raw material costs partially offset by professional fees related to the RPC acquisition.

Cash Flows from Investing Activities

Net cash used in investing activities decreased $5,935 million from fiscal 2019 primarily attributed to lower acquisition and divestiture related activities, partially offset by increased capital expenditures.

Net cash used in investing activities increased $5,216 million from fiscal 2018 primarily attributed to increased capital expenditures, settlement of acquisition related derivatives, and higher acquisition spending partially offset by the sale of our SI L business.

Cash Flows from Financing Activities

Net cash used in financing activities changed $6,646 million from fiscal 2019 primarily attributed to $1.2 billion net repayments on long-term borrowings during fiscal 2020 compared to $5.6 billion net proceeds from long-term borrowings used to finance the RPC acquisition in fiscal 2019.

Net cash from financing activities increased $5,313 million from fiscal 2018 primarily attributed to proceeds from long-term borrowings to finance the RPC acquisition, partially offset by higher repayments on long-term borrowings

Share Repurchases

The Company did not have any share repurchases in fiscal 2020. The Company's share repurchases totaled $74 million in fiscal 2019.

Free Cash Flow

We define "free cash flow" as cash flow from operating activities less net additions to property, plant and equipment and payments of the tax receivable agreement which was terminated in fiscal 2019. Based on our definition, our consolidated free cash flow is summarized as follows.

	Years Ended		
	September 26, 2020	September 28, 2019	September 29, 2018
Cash flow from operating activities	**$1,530**	$1,201	$1,004
Additions to property, plant and equipment, net	**(583)**	(399)	(333)
Payments of tax receivable agreement		(38)	(37)
Free cash flow	**$ 947**	$ 764	$ 634

Free cash flow, as presented in this document, is a supplemental financial measure that is not required by, or presented in accordance with, generally accepted accounting principles in the U.S. ("GAAP"). Free cash flow is not a GAAP financial measure and should not be considered as an alternative to cash flow from operating activities or any other measure determined in accordance with GAAP. We use free cash flow as a measure of liquidity because it assists us in assessing our company's ability to fund its growth through its generation of cash, and believe it is useful to investors for such purpose. In addition, free cash flow and similar measures are widely used by investors, securities analysts and other interested parties in our industry to measure a company's liquidity. Free cash flow may be calculated differently by other companies, including other companies in our industry or peer group, limiting its usefulness as a comparative measure.

Liquidity Outlook

At the end of fiscal 2020, our cash balance was $750 million, which was primarily located outside the U.S. We believe our existing U.S. based cash and cash flow from U.S. operations, together with available borrowings under our senior secured credit facilities, will be adequate to meet our liquidity needs over the next twelve months. The Company has the ability to repatriate the cash located outside the U.S. to the extent not needed to meet operational and capital needs without significant restrictions. We do not expect our free cash flow to be sufficient to cover all long-term debt obligations and intend to refinance these obligations prior to maturity.

Summarized Guarantor Financial Information

Berry Global, Inc. ("Issuer") has notes outstanding which are fully, jointly, severally, and unconditionally guaranteed by its parent, Berry Global Group, Inc. (for purposes of this section, "Parent") and substantially all of Issuer's domestic subsidiaries. Separate narrative information or financial statements of the guarantor subsidiaries have not been included because they are 100% owned by Parent and the guarantor subsidiaries unconditionally guarantee such debt on a joint and several basis. A guarantee of a guarantor subsidiary of the securities will terminate upon the following customary circumstances: the sale of the capital stock of such guarantor if such sale complies with the indentures, the designation of such guarantor as an unrestricted subsidiary, the defeasance or discharge of the indenture or in the case of a restricted subsidiary that is required to guarantee after the relevant issuance date, if such guarantor no longer guarantees certain other indebtedness of the issuer. The guarantees of the guarantor subsidiaries are also limited as necessary to prevent them from constituting a fraudulent conveyance under applicable law and any guarantees guaranteeing subordinated debt are subordinated to certain other of the Company's debts. Parent also guarantees the Issuer's term loans and revolving credit facilities. The guarantor subsidiaries guarantee our term loans and are co-borrowers under our revolving credit facility.

Presented below is summarized financial information for the Parent, Issuer and guarantor subsidiaries on a combined basis, after intercompany transactions have been eliminated.

	Year Ended September 26, 2020
Net sales	$5,903
Gross profit	1,246
Earnings from continuing operations	243
Net income	$ 243

Includes $23 million of income associated with intercompany activity with non-guarantor subsidiaries.

	September 26, 2020	September 28, 2019
Assets		
Current assets	$ 1,417	$ 1,237
Noncurrent assets	6,153	5,088
Liabilities		
Current liabilities	$ 841	$ 862
Noncurrent liabilities	11,936	11,915

Includes $572 million of intercompany payables due to non-guarantor subsidiaries as of September 26, 2020 and $45 million of intercompany receivables due from non-guarantor subsidiaries as of September 28, 2019.

Critical Accounting Policies and Estimates

We disclose those accounting policies that we consider to be significant in determining the amounts to be utilized for communicating our consolidated financial position, results of operations and cash flows in the first note to our consolidated financial statements included elsewhere herein. Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of financial statements in conformity with these principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates under different assumptions or conditions.

Acquisitions. We record acquisitions resulting in the consolidation of an enterprise using the purchase method of accounting. Under this method, the Company records the assets acquired, including intangible assets that can be identified and named, and liabilities assumed based on their estimated fair values at the date of acquisition. The purchase price in excess of the fair value of the assets acquired and liabilities assumed is recorded as goodwill. Among other sources of relevant information, the Company uses independent appraisals and actuarial or other valuations to assist in determining the estimated fair values of the assets and liabilities. Various assumptions are used in the determination of these estimated fair values including discount rates, market and volume growth rates, and other prospective financial information. Transaction costs associated with acquisitions are expensed as incurred. Refer to Note 2. Acquisitions and Dispositions for further information.

Pensions. The accounting for our pension plans requires us to recognize the overfunded or underfunded status of the pension plans on our balance sheet. For these sponsored plans, the relevant accounting guidance requires that management make certain assumptions relating to the long-term rate of return on plan assets, discount rates used to determine the present value of future obligations and expenses, salary inflation rates, mortality rates and other assumptions. We believe that the accounting estimates related to our pension plans are critical accounting estimates because they are highly susceptible to change from period to period based on the performance of plan assets, actuarial valuations, market conditions and contracted benefit changes. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by our actuaries.

We review annually the discount rate used to calculate the present value of pension plan liabilities. The discount rate used at each measurement date is set based on a high-quality corporate bond yield curve, derived based on bond universe information sourced from reputable third-party indices, data providers, and rating agencies. In countries where there is no deep market in corporate bonds, we have used a government bond approach to set the discount rate. Additionally, the expected long term rate of return on plan assets is derived for each benefit plan by considering the expected future long-term return assumption for each individual asset class. A single long-term return assumption is then derived for each plan based upon the plan's target asset allocation. Refer to Note 8. Retirement Plans for further information.

Goodwill and Other Indefinite Lived Intangible Assets. On an annual basis and at interim periods when circumstances require, we test the recoverability of goodwill and indefinite-lived intangible assets.

We elected to complete a step 1 quantitative test to evaluate impairment of goodwill in order to (1) reset the values of our new reporting units for future qualitative assessments and (2) determine if the carrying value of any reporting unit exceeded its fair value. This was completed on the first day of the fourth fiscal quarter of fiscal 2020. We utilized a discounted cash flow analysis in combination with a comparable company market approach to determine the fair value of each reporting unit. There were no indicators of impairment in the fourth quarter that required us to perform an additional test for the recoverability of goodwill.

After the completion of the step 1 quantitative test we determined that the fair value of each of our reporting units was greater than the carrying value. Future declines in our peer company and our market capitalizations and total enterprise value along with lower valuation market multiples or significant declines in operating performance could impact future impairment tests or may require a more frequent assessment.

The Company's goodwill, fair value and carrying value of our reporting units are as follows:

	Fair Value June 28, 2020	Carrying Value June 28, 2020	Goodwill September 26, 2020
Consumer Packaging North America	$ 5,440	$ 3,596	$1,757
Engineered Materials	3,880	1,458	605
Health, Hygiene & Specialties	3,880	2,538	798
Consumer Packaging International: Rigid	5,380	4,531	1782
Consumer Packaging International: Non-Rigid	710	590	231
	$19,290	$12,713	$5,173

Indefinite lived intangible assets are tested for impairment annually using both qualitative screens and quantitative assessments where appropriate and are written down to fair value based on either discounted cash flows or appraised values. Refer to Note 1. Basis of Presentation and Summary of Significant Accounting Policies for further information.

Deferred Taxes and Effective Tax Rates. We estimate the effective tax rate ("ETR") and associated liabilities or assets for each of our legal entities in accordance with authoritative guidance. We utilize tax planning to minimize or defer tax liabilities to future periods. In recording ETRs and related liabilities and assets, we rely upon estimates, which are based upon our interpretation of U.S. and local tax laws as they apply to our legal entities and our overall tax structure. Audits by local tax jurisdictions, including the U.S. Government, could yield different interpretations from our own and cause the Company to owe more taxes than originally recorded. As part of the ETR, if we determine that a deferred tax asset arising from temporary differences is not likely to be utilized, we will establish a valuation allowance against that asset to record it at its expected realizable value. In multiple foreign jurisdictions, the Company believes that it will not generate sufficient future taxable income to realize the related tax benefits. The Company has provided a full valuation allowance against its foreign net operating losses included within the deferred tax assets in multiple foreign jurisdictions. The Company has not provided a valuation allowance on its federal net operating losses in the U.S. because it has determined that future reversals of its temporary taxable differences will occur in the same periods and are of the same nature as the temporary differences giving rise to the deferred tax assets. Refer to Note 7 Income Taxes for further information.

Based on a critical assessment of our accounting policies and the underlying judgments and uncertainties affecting the application of those policies, we believe that our consolidated financial statements provide a meaningful and fair perspective of the Company and its consolidated subsidiaries. This is not to suggest that other risk factors such as changes in economic conditions, changes in material costs, our ability to pass through changes in material costs, and others could not materially adversely impact our consolidated financial position, results of operations and cash flows in future periods.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We are exposed to market risk from changes in interest rates primarily through our senior secured credit facilities. As of September 26, 2020, our senior secured credit facilities are comprised of (i) \$6.2 billion term loans and (ii) an \$850 million revolving credit facility with no borrowings outstanding. Borrowings under our senior secured credit facilities bear interest at a rate equal to an applicable margin plus LIBOR. The applicable margin for LIBOR rate borrowings under the revolving credit facility ranges from 1.25% to 1.50%, and the margin for the term loans is 2.00% per annum. As of September 26, 2020, the LIBOR rate of approximately 0.18% was applicable to the term loans. A 0.25% change in LIBOR would increase our annual interest expense by \$8 million on variable rate term loans.

We seek to minimize interest rate volatility risk through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. These financial instruments are not used for trading or other speculative purposes. As of September 26, 2020, the Company effectively had (i) a \$450 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.398%, with an expiration in June 2026, (ii) a \$1 billion interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.835% with an expiration in June 2026, (iii) a \$400 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.916% with an expiration in June 2026, (iv) a \$884 million interest rate swap transaction that swaps a one month variable LIBOR contract for a fixed annual rate of 1.857%, with an expiration in June 2024, and (v) a \$473 million interest rate swap transaction that swaps a one month variable LIBOR contract for a fixed annual rate of 2.050%, with an expiration in June 2024.

Foreign Currency Risk

As a global company, we face foreign currency risk exposure from fluctuating currency exchange rates, primarily the U.S. dollar against the euro, British pound sterling, Brazilian real, Chinese renminbi, Canadian dollar and Mexican peso. Significant fluctuations in currency rates can have a substantial impact, either positive or negative, on our revenue, cost of sales, and operating expenses. Currency translation gains and losses are primarily related to non-U.S. subsidiaries with a functional currency other than U.S. dollars whereby assets and liabilities are translated from the respective functional currency into U.S. dollars using period-end exchange rates and impact our Comprehensive income. A 10% decline in foreign currency exchange rates would have had a \$32 million unfavorable impact on fiscal 2020 Net income.

The Company is party to certain cross-currency swaps to hedge a portion of our foreign currency risk. The swap agreements mature May 2022 (€250 million) and June 2024 (€1,625 million) and July 2027 (€700 million). In addition to the cross-currency swaps, we hedge a portion of our foreign currency risk by designating foreign currency denominated long-term debt as net investment hedges of certain foreign operations. As of September 26, 2020, we had outstanding long-term debt of €785 million that was designated as a hedge of our net investment in certain euro-denominated foreign subsidiaries.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Financial Statements

Index to Financial Statement Schedules

All schedules have been omitted because they are not applicable or not required or because the required information is included in the consolidated financial statements or notes thereto.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In connection with the preparation of this Form 10-K, management evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 26, 2020. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of September 26, 2020.

Management's Report on Internal Controls over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of our management, the Company conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's internal controls over financial reporting were effective as of September 26, 2020.

The effectiveness of our internal control over financial reporting as of September 26, 2020, has been audited by the Company's independent registered public accounting firm, as stated in their report, which is included herein.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 26, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Except as set forth below, the information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2021 Annual Meeting of Stockholders.

Code of Ethics

We have a Code of Business Ethics that applies to all directors and employees, including our Chief Executive Officer and senior financial officers. These standards are designed to deter wrongdoing and to promote the highest ethical, moral, and legal conduct of all employees. We also have adopted a Supplemental Code of Ethics, which is in addition to the standards set by our Code of Business Ethics, in order to establish a higher level of expectation for the most senior leaders of the Company. The Supplemental Code of Ethics sets the expectations as to how our senior leaders conduct themselves in dealings with the Company, customers, suppliers and coworkers and it further defines our commitment to compliance with the Company's policies, procedures and government regulations. Our Code of Business Ethics and Supplemental Code of Ethics can be obtained, free of charge, by contacting our corporate headquarters or can be obtained from the Corporate Governance section of the Investors page on the Company's internet site. In the event that we make changes in, or provide waivers from, the provisions of the Code of Business Ethics or Supplemental Code of Ethics that the SEC requires us to disclose, we will disclose these events in the corporate governance section of our website within four business days following the date of such amendment or waiver.

Item 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2021 Annual Meeting of Stockholders.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item, is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2021 Annual Meeting of Stockholders.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2021 Annual Meeting of Stockholders.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2021 Annual Meeting of Stockholders

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements

The financial statements listed under Item 8 are filed as part of this report.

2. Financial Statement Schedules

Schedules have been omitted because they are either not applicable or the required information has been disclosed in the financial statements or notes thereto.

3. Exhibits

The exhibits listed on the Exhibit Index immediately following the signature page of this annual report are filed as part of this report.

Item 16. FORM 10-K SUMMARY

None.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Berry Global Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Berry Global Group, Inc. (the Company) as of September 26, 2020 and September 28, 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended September 26, 2020, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at September 26, 2020 and September 28, 2019, and the results of its operations and its cash flows for each of the three years in the period ended September 26, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 26, 2020, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated November 23, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Accounting for RPC Group Plc Business Combination

Description of the Matter

As discussed in Note 2 to the consolidated financial statements, in July 2019, the Company completed the acquisition of the entire outstanding share capital of RPC Group Plc ("RPC"), for aggregate consideration of $6.1 billion. The acquisition was accounted for under the purchase method of accounting and the assets acquired and liabilities assumed have been recorded based on estimates of fair value. The purchase price allocation for RPC was finalized during fiscal year 2020.

Auditing the Company's accounting for the allocation of the purchase price for its acquisition of RPC was complex due to the overall significance of the RPC acquisition and the estimation uncertainty in determining the fair value of certain assets. The most complex fair value determination related to the customer relationships intangible assets. The

estimation uncertainty was primarily due to the sensitivity of the respective fair values to underlying assumptions. In particular, the significant inputs and assumptions used by the Company to estimate the fair value of the customer relationships intangible assets included prospective financial information that incorporated assumptions as to revenue growth rates, Earnings Before Interest, Tax, Depreciation and Amortization ("EBITDA") margins and the expected customer retention rate.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that address the risks of material misstatement relating to the estimation of the fair value of the customer relationships intangible assets. For example, we tested controls over management's review of the projected revenue growth rates and EBITDA margins, and we tested controls over management's review of the customer retention rate including management's testing of the completeness and accuracy of the source information used to calculate the customer retention rates.

To test the estimate of the fair value of the customer relationships intangible assets, we performed audit procedures that included, among others, assessing methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We involved a specialist to assist in the auditing of key valuation assumptions. We compared the significant assumptions used by management to current industry and economic trends, historical results of the acquired business and to historical experience related to previous acquisitions of similar businesses and assessed economic factors that could affect the significant assumptions. We also performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the customer relationships intangible assets that would result from changes in the assumptions.

Valuation of Goodwill

Description of the Matter

At September 26, 2020, the Company had a goodwill balance of $5.1 billion. As discussed in Note 1 to the consolidated financial statements, goodwill is tested for impairment at least annually at the reporting unit level. The Company's goodwill is initially assigned to its reporting units as of the acquisition date. In fiscal 2020, the Company performed a quantitative goodwill impairment test for all of its reporting units. The fair value for each reporting unit is estimated based on a market approach and a discounted cash flow analysis and is reconciled to the Company's current market capitalization.

Auditing management's annual goodwill impairment test for certain of the reporting units was complex and highly judgmental due to the significant estimation required to determine the fair value of the reporting unit. The significant estimation uncertainty was primarily due to the sensitivity of the respective fair value to underlying assumptions about the future operating performance of the reporting unit. In particular, the fair value estimate was sensitive to significant assumptions in the prospective financial information such as the revenue growth rate, EBITDA margin, and terminal year growth rate, which are affected by expectations about future market or economic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that address the risks of material misstatement over the Company's goodwill impairment review process, including controls over management's review of the significant assumptions described above.

To test the estimated fair value, we, along with our valuation specialists, performed audit procedures that included, among others, assessing methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We compared the significant assumptions used by management to current industry and economic trends, changes in the Company's business model, customer base or product mix, historical operating results and other relevant factors that would affect the significant assumptions. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value that would result from changes in the assumptions. In addition, we tested management's reconciliation of the fair value of the reporting units to the market capitalization of the Company.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1991.

Indianapolis, Indiana
November 23, 2020

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Berry Global Group, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Berry Global Group, Inc.'s internal control over financial reporting as of September 26, 2020, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Berry Global Group, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of September 26, 2020, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of September 26, 2020 and September 28, 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended September 26, 2020, and the related notes and our report dated November 23, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Indianapolis, Indiana
November 23, 2020

Berry Global Group, Inc.

Consolidated Statements of Income
(in millions of dollars)

	Fiscal years ended		
	September 26, 2020	September 28, 2019	September 29, 2018
Net sales	$11,709	$8,878	$7,869
Costs and expenses:			
Cost of goods sold	9,301	7,259	6,438
Selling, general and administrative	850	583	480
Amortization of intangibles	300	194	154
Restructuring and transaction activities	79	(132)	36
Operating income	1,179	974	761
Other expense, net	31	155	25
Interest expense, net	435	329	259
Income before income taxes	713	490	477
Income tax expense	154	86	(19)
Net income	$ 559	$ 404	$ 496
Net income per share (refer to Note 13):			
Basic	$ 4.22	$ 3.08	$ 3.77
Diluted	$ 4.14	$ 3.00	$ 3.67

Berry Global Group, Inc.

Consolidated Statements of Comprehensive Income
(in millions of dollars)

	Fiscal years ended		
	September 26, 2020	September 28, 2019	September 29, 2018
Net income	$ 559	$ 404	$ 496
Currency translation	1	(104)	(127)
Pension and postretirement benefits	(60)	(43)	3
Derivative instruments	(106)	(83)	36
Other comprehensive loss, net of tax	(165)	(230)	(88)
Comprehensive income	$ 394	$ 174	$ 408

See notes to consolidated financial statements.

Berry Global Group, Inc.

Consolidated Balance Sheets
(in millions of dollars)

	September 26, 2020	September 28, 2019
Assets		
Current assets:		
Cash and cash equivalents	$ 750	$ 750
Accounts receivable	1,469	1,526
Inventories	1,268	1,324
Prepaid expenses and other current assets	168	157
Assets held for sale	162	
Total current assets	3,817	3,757
Property, plant and equipment	4,561	4,714
Goodwill and intangible assets	7,670	7,831
Right-of-use assets	562	
Other assets	91	167
Total assets	$16,701	$16,469
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 1,115	$ 1,159
Accrued employee costs	324	214
Other current liabilities	644	562
Current portion of long-term debt	75	104
Liabilities held for sale	25	
Total current liabilities	2,183	2,039
Long-term debt	10,162	11,261
Deferred income taxes	601	803
Employee benefit obligations	368	327
Operating lease liabilities	464	
Other long-term liabilities	831	421
Total liabilities	14,609	14,851
Stockholders' equity:		
Common stock (133.6 and 132.3 shares issued, respectively)	1	1
Additional paid-in capital	1,034	949
Retained earnings	1,608	1,054
Accumulated other comprehensive loss	(551)	(386)
Total stockholders' equity	2,092	1,618
Total liabilities and stockholders' equity	$16,701	$16,469

See notes to consolidated financial statements.

Berry Global Group, Inc.

Consolidated Statements of Changes in Stockholders' Equity

(in millions of dollars)

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total
Balance at September 30, 2017	$ 1	$ 826	$ (68)	$ 256	$1,015
Net income attributable to the Company				496	496
Other comprehensive loss			(88)		(88)
Share-based compensation		23			23
Proceeds from issuance of common stock		23			23
Common stock repurchased and retired		(2)		(33)	(35)
Balance at September 29, 2018	$ 1	$ 870	$(156)	$ 719	$1,434
Net income attributable to the Company				404	404
Other comprehensive loss			(230)		(230)
Share-based compensation		27			27
Proceeds from issuance of common stock		55			55
Common stock repurchased and retired		(3)		(69)	(72)
Balance at September 28, 2019	$ 1	$ 949	$(386)	$1,054	$1,618
Net income attributable to the Company	—	—	—	559	559
Other comprehensive loss	—	—	(165)	—	(165)
Share-based compensation	—	33	—	—	33
Proceeds from issuance of common stock	—	30	—	—	30
Acquisition[(a)]	—	22	—	—	22
Adoption of ASC 842	—	—		(5)	(5)
Balance at September 26, 2020	$ 1	$1,034	$(551)	$1,608	$2,092

(a) Represents noncontrolling interest (refer to Note 2)

See notes to consolidated financial statements

Berry Global Group, Inc.

Consolidated Statements of Cash Flows

(in millions of dollars)

	Fiscal years ended		
	September 26, 2020	September 28, 2019	September 29, 2018
Cash Flows from Operating Activities:			
Net income	$ 559	$ 404	$ 496
Adjustments to reconcile net cash from operating activities:			
Depreciation	545	419	384
Amortization of intangibles	300	194	154
Non-cash interest expense	27	1	4
Share-based compensation expense	33	27	23
Deferred income tax	(96)	(52)	(86)
Settlement of derivatives	11	19	30
Transaction activities	—	(38)	
Other non-cash operating activities, net	42	(1)	16
Changes in operating assets and liabilities:			
Accounts receivable	49	150	(53)
Inventories	48	99	(79)
Prepaid expenses and other assets	(12)	14	18
Accounts payable and other liabilities	24	(35)	97
Net cash from operating activities	1,530	1,201	1,004
Cash Flows from Investing Activities:			
Additions to property, plant and equipment, net	(583)	(399)	(333)
Divestiture of business	—	326	
Acquisition of business and purchase price derivatives	(14)	(6,178)	(702)
Settlement of net investment hedges	281		
Net cash from investing activities	(316)	(6,251)	(1,035)
Cash Flows from Financing Activities:			
Proceeds from long-term borrowings	1,202	6,784	498
Repayment of long-term borrowings	(2,436)	(1,214)	(335)
Proceeds from issuance of common stock	30	55	23
Repurchase of common stock	—	(74)	(33)
Payment of tax receivable agreement	—	(38)	(37)
Debt financing costs	(16)	(87)	(3)
Net cash from financing activities	(1,220)	5,426	113
Effect of currency translation on cash	6	(7)	(7)
Net change in cash and cash equivalents	—	369	75
Cash and cash equivalents at beginning of period	750	381	306
Cash and cash equivalents at end of period	$ 750	$ 750	$ 381

See notes to consolidated financial statements.

Berry Global Group, Inc.

Notes to Consolidated Financial Statements (in millions of dollars, except as otherwise noted)

1. Basis of Presentation and Summary of Significant Accounting Policies

Background

Berry Global Group, Inc. ("Berry," "we," or the "Company") is a leading global supplier of a broad range of innovative non-woven, flexible, and rigid products used every day within consumer and industrial end markets.

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") pursuant to the rules and regulations of the Securities and Exchange Commissions. Periods presented in these financial statements include fiscal periods ending September 26, 2020 ("fiscal 2020"), September 28, 2019 ("fiscal 2019"), and September 29, 2018 ("fiscal 2018"). The Company has recast certain prior period amounts to conform to current reporting. Fiscal 2020, fiscal 2019, and fiscal 2018 were fifty-two week periods. The Company has evaluated subsequent events through the date the financial statements were issued.

The consolidated financial statements include the accounts of Berry and its subsidiaries, all of which includes our wholly owned and majority owned subsidiaries. The Company has certain foreign subsidiaries that report on a calendar period basis which we consolidate into our respective fiscal period. Intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition and Accounts Receivable

Our revenues are primarily derived from the sale of non-woven, flexible and rigid products to customers. Revenue is recognized when performance obligations are satisfied, in an amount reflecting the consideration to which the Company expects to be entitled. We consider the promise to transfer products to be our sole performance obligation. If the consideration agreed to in a contract includes a variable amount, we estimate the amount of consideration we expect to be entitled to in exchange for transferring the promised goods to the customer using the most likely amount method. Our main sources of variable consideration are customer rebates. The accrual for customer rebates was $104 million and $114 million at September 26, 2020 and September 28, 2019, respectively, and is included in Other current liabilities on the Consolidated Balance Sheets. The Company disaggregates revenue based on reportable business segment, geography, and significant product line. Refer to Note 12. Segment and Geographic Data for further information.

The Company has entered into various factoring agreements to sell certain receivables to third-party financial institutions. The transfer of receivables is accounted for as a sale, without recourse. Net sales available under qualifying U.S. based programs were $931 million and $940 million for the year ended September 26, 2020 and September 28, 2019, respectively. There were no amounts outstanding from financial institutions related to these programs. The fees associated with transfer of receivables for all programs were not material for any of the periods presented.

Purchases of Raw Materials and Concentration of Risk

The Company's most significant raw material used in the production of its products is plastic resin. The largest supplier of the Company's total resin material requirements represented approximately 13% of purchases in fiscal 2020. The Company uses a variety of suppliers to meet its resin requirements.

Research and Development

Research and development costs are expensed when incurred. The Company incurred research and development expenditures of $79 million, $50 million, and $45 million in fiscal 2020, 2019, and 2018, respectively.

Share-Based Compensation

The Company utilizes the Black-Scholes option valuation model for estimating the fair value of stock options and amortizes the estimated fair value on a straight-line basis over the requisite service period. The share-based compensation plan is more fully described in Note 11. Stockholders' Equity.

Foreign Currency

For the non-U.S. subsidiaries that account in a functional currency other than U.S. Dollars, assets and liabilities are translated into U.S. Dollars using period-end exchange rates. Sales and expenses are translated at the average exchange rates in effect during the period. Foreign currency translation gains and losses are included as a component of Accumulated other comprehensive income (loss) within Stockholders' equity. Gains and losses resulting from foreign currency transactions are included in the Consolidated Statements of Income.

Cash and Cash Equivalents

All highly liquid investments purchased with a maturity of three months or less from the time of purchase are considered to be cash equivalents.

Allowance for Doubtful Accounts

The Company's customers are located principally throughout the U.S. and Europe, without significant concentration with any one customer. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. The Company's accounts receivable and related allowance for doubtful accounts are analyzed in detail on a quarterly basis and all significant customers with delinquent balances are reviewed to determine future collectability. The allowance for doubtful accounts was $25 million and $28 million at September 26, 2020 and September 28, 2019, respectively.

Inventories

Inventories are stated at the lower of cost or net realizable value and are valued using the first-in, first-out method. Management periodically reviews inventory balances, using recent and future expected sales to identify slow-moving and/or obsolete items. The cost of spare parts is charged to cost of goods sold when purchased. We evaluate our reserve for inventory obsolescence on a quarterly basis and review inventory on-hand to determine future salability. We base our determinations on the age of the inventory and the experience of our personnel. We reserve inventory that we deem to be not salable in the quarter in which we make the determination. We believe, based on past history and our policies and procedures, that our net inventory is salable. Inventory as of fiscal 2020 and 2019 was:

	2020	2019
Inventories:		
Finished goods	$ 708	$ 743
Raw materials	560	581
	$1,268	$1,324

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is computed primarily by the straight-line method over the estimated useful lives of the assets ranging from 15 to 40 years for buildings and improvements, 2 to 20 years for machinery, equipment, and tooling, and over the term of the agreement for capital leases. Leasehold improvements are depreciated over the shorter of the useful life of the improvement or the lease term. Repairs and maintenance costs are charged to expense as incurred. Property, plant and equipment as of fiscal 2020 and 2019 was:

	2020	2019
Property, plant and equipment:		
Land, buildings and improvements	$ 1,669	$ 1,549
Equipment and construction in progress	6,213	6,090
	7,882	7,639
Less accumulated depreciation	(3,321)	(2,925)
	$ 4,561	$ 4,714

Long-lived Assets

Long-lived assets, including property, plant and equipment and definite lived intangible assets are reviewed for impairment in accordance with ASC 360, "Property, Plant and Equipment," whenever facts and circumstances indicate that the carrying amount may not be recoverable. Specifically, this process involves comparing an asset's carrying value to the estimated undiscounted future cash flows the asset is expected to generate over its remaining life. If this process were to result in the conclusion that the carrying value of a long-lived asset would not be recoverable, a write-down of the asset to fair value would be recorded through a charge to operations.

Goodwill

The changes in the carrying amount of goodwill by reportable segment are as follows:

	Consumer Packaging International	Consumer Packaging North America	Engineered Materials	Health, Hygiene & Specialties	Total
Balance as of fiscal 2018	$ 46	$1,409	$629	$860	$2,944
Foreign currency translation adjustment	(73)	(1)		7	(67)
Acquisitions	1,705	500	9	2	2,216
Dispositions	–			(42)	(42)
Balance as of fiscal 2019	$1,678	$1,908	$638	$827	$5,051
Foreign currency translation adjustment	32	-	—	(16)	16
Final RPC purchase price valuation	303	(151)	7	--	159
Held for sale	–	–	(40)	(13)	(53)
Balance as of fiscal 2020	$2,013	$1,757	$605	$798	$5,173

In fiscal year 2020, the Company completed a step 1 quantitative test to evaluate impairment of goodwill. The fair value for each reporting unit is estimated based on a market approach and a discounted cash flow analysis and is reconciled back to the current market capitalization for Berry to ensure that the implied control premium is reasonable. Our forecasts included long-term growth of 3% and modest margin expansion attributed to capital investments, and discount rates ranging from 9.0% to 11.5% being applied to the forecasted cash flows. As a result of our annual impairment evaluations the Company concluded that no impairment existed in fiscal 2020. However, future declines in valuation market multiples, sustained lower earnings, or macroeconomic challenges could impact future impairment tests.

The Company has recognized cumulative goodwill impairment charges of $165 million, which occurred in fiscal 2011.

Deferred Financing Fees

Deferred financing fees are amortized to interest expense using the effective interest method over the lives of the respective debt agreements. Pursuant to ASC 835-30, the Company presents $85 million and $112 million as of fiscal 2020 and fiscal 2019, respectively, of debt issuance and deferred financing costs on the balance sheet as a deduction from the carrying amount of the related debt liability instead of a deferred charge.

Intangible Assets

Customer relationships are being amortized using an accelerated amortization method which corresponds with the customer attrition rates used in the initial valuation of the intangibles over the estimated life of the relationships which range from 5 to 17 years. Definite lived trademarks are being amortized using the straight-line method over the estimated life of the assets which are not more than 15 years. Other intangibles, which include technology and licenses, are being amortized using the straight-line method over the estimated life of the assets which range from 5 to 14 years. The Company has trademarks that total $248 million that are indefinite lived and we test annually for impairment on the first day of the fourth quarter. We completed the annual impairment test of our indefinite lived trade names utilizing the relief from royalty method and noted no impairment in fiscal 2020, 2019 and 2018

	Customer Relationships	Trademarks	Other Intangibles	Accumulated Amortization	Total
Balance as of fiscal 2018	$1,882	$293	$185	$(1,020)	$1,340
Foreign currency translation adjustment	(56)	(4)	(2)	4	(58)
Amortization expense				(194)	(194)
Acquisition intangibles	1,590	108	(22)	16	1,692
Netting of fully amortized intangibles	(9)			9	
Balance as of fiscal 2019	$3,407	$397	$161	$(1,185)	$2,780
Foreign currency translation adjustment	53	7	3	(2)	61
Amortization expense	--	--	–	(300)	(300)
Final RPC purchase price valuation	(137)	118	(25)	—	(44)
Netting of fully amortized intangibles	—	—	(10)	10	--
Balance as of fiscal 2020	$3,323	$522	$129	$(1,477)	$2,497

Insurable Liabilities

The Company records liabilities for the self-insured portion of workers' compensation, health, product, general and auto liabilities. The determination of these liabilities and related expenses is dependent on claims experience. For most of these liabilities, claims incurred but not yet reported are estimated based upon historical claims experience.

Income Taxes

The Company accounts for income taxes under the asset and liability approach, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequence of events that have been recognized in the Company's financial statements or income tax returns. Income taxes are recognized during the period in which the underlying transactions are recorded. Deferred taxes, with the exception of non-deductible goodwill, are provided for temporary differences between amounts of assets and liabilities as recorded for financial reporting purposes and such amounts as measured by tax laws. If the Company determines that a deferred tax asset arising from temporary differences is not likely to be utilized, the Company will establish a valuation allowance against that asset to record it at its expected realizable value. The Company recognizes uncertain tax positions when it is more likely than not that the tax position will be sustained upon examination by relevant taxing authorities, based on the technical merits of the position. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company's effective tax rate is dependent on many factors including, the impact of enacted tax laws in jurisdictions in which the Company operates; the amount of earnings by jurisdiction, due to varying tax rates in each country; and the Company's ability to utilize foreign tax credits related to foreign taxes paid on foreign earnings that will be remitted to the U.S.

Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net income and other comprehensive income (loss). Other comprehensive income (losses) include net unrealized gains or losses resulting from currency translations of foreign subsidiaries, changes in the value of our derivative instruments and adjustments to the pension liability.

The accumulated balances related to each component of other comprehensive income (loss), net of tax before reclassifications were as follows:

	Currency Translation	Defined Benefit Pension and Retiree Health Benefit Plans	Derivative Instruments	Accumulated Other Comprehensive Loss
Balance as of fiscal 2017	$ (48)	$ (16)	$ (4)	$ (68)
Other comprehensive income (loss)	(127)	9	33	(85)
Net amount reclassified from accumulated other comprehensive income (loss)		(6)	3	(3)
Balance as of fiscal 2018	$(175)	$ (13)	$ 32	$(156)
Other comprehensive income (loss)	(104)	9	(107)	(202)
Net amount reclassified from accumulated other comprehensive income (loss)[(a)]		(52)	24	(28)
Balance as of fiscal 2019	$(279)	$ (56)	$ (51)	$(386)
Other comprehensive income (loss)	1	3	(137)	(133)
Net amount reclassified from accumulated other comprehensive income (loss)	-	(63)	31	(32)
Balance as of fiscal 2020	$(278)	$(116)	$(157)	$(551)

(a) Refer to Note 4. Financial Instruments and Fair Value Measurements and Note 8. Retirement Plans for further information.

Pension

Pension benefit costs include assumptions for the discount rate, retirement age, and expected return on plan assets. Retiree medical plan costs include assumptions for the discount rate, retirement age, and health-care-cost trend rates. Periodically, the Company evaluates the discount rate and the expected return on plan assets in its defined benefit pension and retiree health benefit plans. In evaluating these assumptions, the Company considers many factors, including an evaluation of the discount rates, expected return on plan assets and the health-care-cost trend rates of other companies; historical assumptions compared with actual results; an analysis of current market conditions and asset allocations; and the views of advisers.

Net Income Per Share

The Company calculates basic net income per share based on the weighted-average number of outstanding common shares. The Company calculates diluted net income per share based on the weighted-average number of outstanding common shares plus the effect of dilutive securities.

Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make extensive use of estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of sales and expenses. Actual results could differ materially from these estimates. Changes in estimates are recorded in results of operations in the period that the event or circumstances giving rise to such changes occur.

Recently Issued Accounting Pronouncements

Leases

Effective September 29, 2019, the Company adopted ASU 2016-02, Leases (Topic 842), including all related amendments, using the modified retrospective approach and recognized the cumulative effect of adoption to retained earnings. Under the new standard, the lessee of an operating lease is required to do the following: 1) recognize a right-of-use asset and a lease liability in the statement of financial position, 2) recognize a single lease cost allocated over the lease term generally on a straight-line basis, and 3) classify all cash payments within operating activities on the statement of cash flows. Refer to Note 6. Commitments, Leases and Contingencies for further information.

Credit Losses

In June 2016, the FASB issued ASU 2016-13, Financial Instruments — Credit Losses (Topic 326) and issued subsequent amendments to the initial guidance. The new standard requires entities to measure all expected credit losses for most financial assets held at the reporting date based on an expected loss model, which includes historical experience, current conditions, and reasonable and supportable forecasts. The new standard also requires enhanced disclosure. The new standard will be effective for the Company beginning in fiscal 2021. The Company has completed its evaluation of this new standard and has determined that it will not have a material impact on our consolidated financial statements.

Defined Benefit Plans

In August 2018, the FASB issued ASU 2018-14, Changes to the Disclosure Requirements for Defined Benefit Plans. The new standard removes requirements to disclose the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next fiscal year and the effects of a one-percentage-point changes in assumed health care cost trend rates. The standard also adds requirements to disclose the reasons for significant gains and losses related to changes in the benefit obligations for the period and the accumulated benefit obligation (ABO) for plans with ABOs in excess of plan assets. The new standard will be effective for the Company beginning in fiscal 2022. The Company is currently evaluating the impact of the adoption of this standard to our disclosures.

Income Taxes

In December 2019, the FASB issued ASU 2019-12, Income Taxes — Simplifying the Accounting for Income Taxes (Topic 740). The new guidance eliminates certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. It also clarifies and simplifies other aspects of the accounting for income taxes. The new standard will be effective for the Company beginning fiscal 2022. The Company is currently evaluating the impact of the adoption of this new standard.

Reference Rate Reform

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform — Facilitation of the Effects of Reference Rate Reform on Financial Reporting (Topic 848). This standard provides temporary optional expedients and exceptions to the GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from LIBOR and other interbank offered rates to alternative reference rates, such as SOFR. ASU 2020-04 is effective upon issuance and generally can be applied through the end of calendar year 2022. The Company is currently evaluating the impact and whether it plans to adopt the optional expedients and exceptions provided under this new standard.

2. Acquisitions and Dispositions

RPC Group Plc

In July 2019, the Company completed the acquisition of the entire outstanding share capital of RPC Group Plc ("RPC"), for aggregate consideration of $6.1 billion. RPC is a leading plastic product design and engineering company for packaging and select non-packaging markets, with 189 sites in 34 countries. RPC develops and manufactures a diverse range of products for a wide variety of customers, including many household names, and enjoys strong market positions in many of the end markets it serves and the geographical areas in which it operates. It uses a wide range of polymer conversion techniques in both rigid and flexible plastics manufacturing, and is one of the largest plastic converters in Europe. The Consumer Packaging International segment primarily consists of the international based facilities, with the remaining U.S. based facilities operated within the Consumer Packaging North America segment. The results of RPC have been included in the consolidated results of the Company since the date of the acquisition.

The acquisition has been accounted for under the purchase method of accounting. Under this method, the assets acquired and liabilities assumed have been recorded based on fair values as of the acquisition date. The Company has recognized goodwill on this transaction primarily as a result of expected cost synergies, and expects goodwill to be partially deductible for tax purposes.

The preliminary purchase price allocation has been updated for certain measurement period adjustments based on the final valuation resulting in a $70 million increase in working capital, a $201 million decrease in property, plant and equipment, a $135 million decrease in customer relationships, a $93 million net increase in trade names and other intangibles, a $51 million decrease in deferred tax liabilities, and a $22 million increase in noncontrolling interest. These adjustments resulted in corresponding adjustments to goodwill.

The following table summarizes the final purchase price allocation (in millions):

Consideration	
Cash	$6,084
Total consideration transferred	6,084
Identifiable assets acquired and liabilities assumed	
Working capital[(a)]	770
Property, plant and equipment	2,174
Identifiable intangible assets	1,670
Other assets	2
Other long-term liabilities	(875)
Goodwill	2,365
Net assets acquired and liabilities assumed	6,106
Noncontrolling interest	(22)
Total consideration transferred	$6,084

(a) Includes a $58 million step up of inventory to fair value

To finance the purchase, the Company issued $1,250 million aggregate principal amount of first priority senior secured notes due 2026, $500 million aggregate principal amount of second priority senior secured notes due 2027, and entered into incremental term loans due July 2026, to fund the remainder of the purchase price.

When including RPC results for the periods prior to the acquisition date, unaudited pro forma net sales and net income were $12.6 billion and $465 million, respectively, for fiscal 2019. The unaudited pro forma net sales and net income assume that the RPC acquisition had occurred as of the beginning of the period.

Seal For Life

In July 2019, the Company completed the sale of its Seal For Life ("SFL") business which was operated in our Health, Hygiene & Specialties reporting segment for net proceeds of $325 million. A pretax gain on sale of $214 million was recorded in fiscal 2019, within Restructuring and transaction activities on the Consolidated Statements of Income. SFL recorded $96 million in net sales during fiscal 2019.

3. Long-Term Debt

Long-term debt consists of the following:

Facility	Maturity Date	September 26, 2020	September 28, 2019
Term loan	October 2022	**$ 1,545**	$ 1,545
Term loan	January 2024	**448**	489
Term loan	July 2026	**4,208**	4,250
Revolving line of credit	May 2024	**–**	
6.00% Second Priority Senior Secured Notes	October 2022	**200**	400
5.125% Second Priority Senior Secured Notes	July 2023	**300**	700
1.00% First Priority Senior Secured Notes[(a)]	July 31, 2025	**814**	
4.50% Second Priority Senior Secured Notes	February 2026	**500**	500

Facility	Maturity Date	September 26, 2020	September 28, 2019
4.875% First Priority Senior Secured Notes	July 2026	**1,250**	1,250
5.625% Second Priority Senior Secured Notes	July 2027	**500**	500
1.50% First Priority Senior Secured Notes[(a)]	July 31, 2027	**436**	
Debt discounts and deferred fees		**(85)**	(112)
Finance leases and other	Various	**121**	167
Retired debt	Various	**–**	1,676
Total long-term debt		**10,237**	11,365
Current portion of long-term debt		**(75)**	(104)
Long-term debt, less current portion		**$10,162**	$11,261

(a) Euro denominated

Fiscal 2020 Activity

In January 2020, the Company (i) issued €700 million aggregate principal amount of 1.00% first priority senior secured notes due 2025 and €375 million aggregate principal amount of 1.50% first priority senior secured notes due 2027 (the "Euro notes") and (ii) refinanced its existing $4.25 billion Term loan maturing in July 2026, resulting in a 50 basis point interest rate reduction. The proceeds of the Euro notes were used to prepay the entire outstanding amount of our existing euro denominated Term loan. Debt extinguishment costs of $18 million, primarily compromised of deferred debt discount and financing fees, were recorded in Other expense, net on the Consolidated Statements of Income upon the extinguishment of the euro Term loan.

Berry Global, Inc. Senior Secured Credit Facility

Our wholly owned subsidiary Berry Global, Inc.'s senior secured credit facilities consist of $6.2 billion of term loans and an $850 million asset-based revolving line of credit. The availability under the revolving line of credit is the lesser of $850 million or based on a defined borrowing base which is calculated based on available accounts receivable and inventory.

The term loan facility requires minimum quarterly principal payments, with the remaining amount payable upon maturity. The Company may voluntarily repay outstanding loans under the senior secured credit facilities at any time without premium or penalty, other than customary "breakage" costs with respect to eurodollar loans. All obligations under the senior secured credit facilities are unconditionally guaranteed by the Company and, subject to certain exceptions, each of the Company's existing and future direct and indirect domestic subsidiaries. The guarantees of those obligations are secured by substantially all of the Company's assets as well as those of each domestic subsidiary guarantor.

Despite not having financial maintenance covenants, our debt agreements contain certain negative covenants. We are in compliance with all covenants as of September 26, 2020. The failure to comply with these negative covenants could restrict our ability to incur additional indebtedness, effect acquisitions, enter into certain significant business combinations, make distributions or redeem indebtedness.

Future maturities of long-term debt as of fiscal year end 2020 are as follows:

Fiscal Year	Maturities
2021	$ 75
2022	75
2023	1,811
2024	785
2025	864
Thereafter	6,712
	$10,322

Interest paid was $430 million, $330 million, and $253 million in fiscal 2020, 2019, and 2018, respectively.

Debt discounts and deferred financing fees are presented net of Long-term debt, less the current portion in the Consolidated Balance Sheet and are amortized to Interest expense through maturity.

4. Financial Instruments and Fair Value Measurements

In the normal course of business, the Company is exposed to certain risks arising from business operations and economic factors. The Company may use derivative financial instruments to help manage market risk and reduce the exposure to fluctuations in interest rates and foreign currencies. These financial instruments are not used for trading or other speculative purposes. For those derivative instruments that are designated and qualify as hedging instruments, the Company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

To the extent hedging relationships are found to be effective, changes in the fair value of the derivatives are offset by changes in the fair value of the related hedged item and recorded to Accumulated other comprehensive loss. Any identified ineffectiveness, or changes in the fair value of a derivative not designated as a hedge, are recorded to the Consolidated Statements of Income.

Cross-Currency Swaps

The Company is party to certain cross-currency swaps to hedge a portion of our foreign currency risk. The swap agreements mature May 2022 (€250 million), June 2024 (€1,625 million) and July 2027 (€700 million). In addition to the cross-currency swaps, we hedge a portion of our foreign currency risk by designating foreign currency denominated long-term debt as net investment hedges of certain foreign operations. As of September 26, 2020, we had outstanding long-term debt of €785 million that was designated as a hedge of our net investment in certain euro-denominated foreign subsidiaries. When valuing cross-currency swaps the Company utilizes Level 2 inputs (substantially observable).

During fiscal 2020, the Company entered into transactions to cash settle existing cross-currency swaps and received proceeds of $281 million. The swap settlement impact has been included as a component of Currency translation within Accumulated other comprehensive loss. Following the settlement of the existing cross-currency swaps, we entered into new cross-currency swaps with matching notional amounts and maturity dates of the original swaps.

Interest Rate Swaps

The primary purpose of the Company's interest rate swap activities is to manage interest expense variability associated with our outstanding variable rate term loan debt. When valuing interest rate swaps the Company utilizes Level 2 inputs (substantially observable).

During fiscal 2019, the Company entered into (i) a $400 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 2.533% with an effective date of February 2019 and expiration in July 2023, (ii) a $884 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.857%, with an effective date in July 2019 and expiration in June 2024, and (iii) a $473 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 2.050%, with an effective date in July 2019 and expiration in June 2024.

During fiscal 2020, the Company entered into transactions to extend and recoupon its existing interest rate swaps. As of September 26, 2020, the Company effectively had (i) a $450 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.398%, with an expiration date in June 2026, (ii) a $1 billion interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.835%, with an expiration date in June 2026, (iii) a $400 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.916%, with an expiration date in June 2026, (iv) an $884 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.857%, with an expiration in June 2024, and (v) a $473 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 2.050%, with an expiration in June 2024.

The Company records the fair value positions of all derivative financial instruments on a net basis by counterparty for which a master netting arrangement is utilized. Balances on a gross basis are as follows:

Derivatives Instruments	Hedge Designation	Balance Sheet Location	2020	2019
Cross-currency swaps	Designated	Other assets	$ —	$88
Cross-currency swaps	Designated	Other long-term liabilities	270	
Interest rate swaps	Designated	Other long-term liabilities	226	81

The effect of the Company's derivative instruments on the Consolidated Statements of Income is as follows:

Derivatives instruments	Statements of Income Location	Fiscal years ended September 26, 2020	September 28, 2019	September 29, 2018
Cross-currency swaps[(a)]	Interest expense, net	$(25)	$(19)	$(5)
Cross-currency swaps[(b)]	Other expense, net	—	41	
Foreign exchange forward contracts	Other expense, net	—	99	
Interest rate swaps	Interest expense, net	32	2	(1)

(a) Designated

(b) Not designated

The amortization related to unrealized losses in Accumulated other comprehensive loss is expected to be $5 million in the next 12 months. The Company's financial instruments consist primarily of cash and cash equivalents, long-term debt, interest rate swap agreements, cross-currency swap agreements and capital lease obligations. The fair value of our long-term indebtedness exceeded book value by $26 million as of fiscal 2020, and $77 million as of fiscal 2019. The Company's long-term debt fair values were determined using Level 2 inputs as other significant observable inputs were not available.

Non-recurring Fair Value Measurements

The Company has certain assets that are measured at fair value on a non-recurring basis when impairment indicators are present or when the Company completes an acquisition. The Company adjusts certain long-lived assets to fair value only when the carrying values exceed the fair values. The categorization of the framework used to value the assets is considered Level 3, due to the subjective nature of the unobservable inputs used to determine the fair value. These assets that are subject to our annual impairment analysis primarily include our definite lived and indefinite lived intangible assets, including Goodwill and our property, plant and equipment. The Company reviews Goodwill and other indefinite lived assets for impairment as of the first day of the fourth fiscal quarter each year, and more frequently if impairment indicators exist. The Company determined Goodwill and other indefinite lived assets were not impaired in our annual fiscal 2020, 2019, and 2018 assessments.

Included in the following tables are the major categories of assets and their current carrying values that were measured at fair value on a non-recurring basis in the current year, along with the impairment loss recognized on the fair value measurement for the fiscal years then ended:

	As of the end of fiscal 2020 Level 1	Level 2	Level 3	Total	Impairment
Indefinite lived trademarks	$—	$—	$ 248	$ 248	$—
Goodwill	—	—	5,173	5,173	—
Definite lived intangible assets	—	—	2,249	2,249	—
Property, plant and equipment	—	—	4,561	4,561	2
Total	$—	$—	$12,231	$12,231	$ 2

	As of the end of fiscal 2019				
	Level 1	Level 2	Level 3	Total	Impairment
Indefinite lived trademarks	$	$	$ 248	$ 248	$
Goodwill			5,051	5,051	
Definite lived intangible assets			2,532	2,532	
Property, plant and equipment			4,714	4,714	8
Total	$	$	$12,545	$12,545	$ 8

	As of the end of fiscal 2018				
	Level 1	Level 2	Level 3	Total	Impairment
Indefinite lived trademarks	$	$	$ 248	$ 248	$
Goodwill			2,944	2,944	
Definite lived intangible assets			1,092	1,092	
Property, plant and equipment			2,488	2,488	
Total	$	$	$6,772	$6,772	$

5. Goodwill and Intangible Assets

The following table sets forth the gross carrying amount and accumulated amortization of the Company's goodwill and intangible assets as of the fiscal years ended:

	2020	2019	Amortization Period
Goodwill	**$ 5,173**	$ 5,051	Indefinite lived
Customer relationships	**3,323**	3,407	5 17 years
Trademarks (indefinite lived)	**248**	248	Indefinite lived
Trademarks (definite lived)	**274**	149	Not more than 15 years
Other intangibles	**129**	161	5 14 years
Accumulated amortization	**(1,477)**	(1,185)	
Intangible assets, net	**2,497**	2,780	
Total goodwill and intangible assets, net	**$ 7,670**	$ 7,831	

Future amortization expense for definite lived intangibles as of fiscal 2020 for the next five fiscal years is $280 million, $258 million, $244 million, $231 million, and $219 million each year for fiscal years ending 2021, 2022, 2023, 2024, and 2025, respectively.

6. Commitments, Leases and Contingencies

The Company has various purchase commitments for raw materials, supplies and property and equipment incidental to the ordinary conduct of business.

Collective Bargaining Agreements

At the end of fiscal 2020, we employed approximately 47,000 employees, and approximately 20% of those employees were covered by collective bargaining agreements. The majority of these agreements are due for renegotiation in fiscal 2021. Our relations with employees under collective bargaining agreements remain satisfactory and there have been no significant work stoppages or other labor disputes during the past three years.

Leases

During the first quarter of fiscal 2020, the Company adopted ASU 2016-02, Leases (Topic 842). The Company leases certain manufacturing facilities, warehouses, office space, manufacturing equipment, office equipment, and automobiles.

Under the new standard, we recognize right-of-use assets and lease liabilities for leases with original lease terms greater than one year based on the present value of lease payments over the lease term using our incremental borrowing rate on a collateralized basis. Short-term leases, with original lease terms of less than one year, are not recognized on the balance sheet. We are party to certain leases, namely for manufacturing facilities, which offer renewal options to extend the original lease term. Renewal options are included in the right-of-use asset and lease liability based on our assessment of the probability that the options will be exercised.

We have elected the package of practical expedients which allows the Company to not reassess, (i) whether any expired or existing contracts are or contain leases, (ii) lease classification for any expired or existing leases, and (iii) initial direct costs for any existing leases. Additionally, we have elected the practical expedient to not separate lease and non-lease components for all asset classes.

Supplemental lease information is as follows:

Leases	Classification	2020
Assets		
Operating lease right-of-use assets	Right-of-use asset	**$562**
Finance lease right-of-use assets	Property, plant, and equipment, net	**78**
Current liabilities		
Operating lease liabilities	Other current liabilities	**$115**
Finance lease liabilities	Current portion of long-term debt	**17**
Non-current liabilities		
Operating lease liabilities	Operating lease liability	**$464**
Finance lease liabilities	Long-term debt, less current portion	**59**

Lease cost	2020
Operating lease cost	**$120**
Finance lease cost:	
Amortization of right-of-use assets	**24**
Interest on lease liabilities	**3**
Total finance lease cost	**27**
Short-term lease cost	**27**
Total lease cost	**$174**

Cash paid for amounts included in lease liabilities	2020
Operating cash flows from operating leases	**$120**
Operating cash flows from finance leases	**3**
Financing cash flows from finance leases	**38**

	2020
Weighted-average remaining lease term operating leases	**8 years**
Weighted-average remaining lease term finance leases	**4 years**
Weighted-average discount rate operating leases	**4.6%**
Weighted-average discount rate finance leases	**3.8%**

Right-of-use assets obtained in exchange for new operating lease liabilities were $44 million for fiscal 2020.

At September 26, 2020, annual lease commitments were as follows:

Fiscal Year	Operating Leases	Finance Leases
2021	$ 118	$ 20
2022	103	23
2023	87	17
2024	72	7
2025	67	6
Thereafter	256	13
Total lease payments	703	86
Less: Interest	(124)	(10)
Present value of lease liabilities	$ 579	$ 76

Litigation

The Company is party to various legal proceedings involving routine claims which are incidental to its business. Although the Company's legal and financial liability with respect to such proceedings cannot be estimated with certainty, the Company believes that any ultimate liability would not be material to its financial position, results of operations or cash flows.

7. Income Taxes

The Company is being taxed at the U.S. corporate level as a C-Corporation and has provided U.S Federal, State and foreign income taxes. Significant components of income tax expense for the fiscal years ended are as follows:

	2020	2019	2018
Current			
U.S			
Federal	$ 84	$ 60	$ 19
State	12	11	8
Non-U.S.	154	67	40
Total current	250	138	67
Deferred:			
U.S			
Federal	(29)	(47)	(72)
State	(13)	(3)	12
Non-U.S.	(54)	(2)	(26)
Total deferred	(96)	(52)	(86)
Expense for income taxes	$154	$ 86	$(19)

U.S. income from continuing operations before income taxes was $206 million, $229 million, and $373 million for fiscal 2020, 2019, and 2018, respectively. Non-U.S. income from continuing operations before income taxes was $507 million, $261 million, and $104 million for fiscal 2020, 2019, and 2018, respectively. The Company paid cash taxes of $243 million, $115 million, and $60 million in fiscal 2020, 2019, and 2018, respectively.

The reconciliation between U.S. Federal income taxes at the statutory rate and the Company's benefit for income taxes on continuing operations for fiscal years ended are as follows:

	2020	2019	2018
U.S. Federal income tax expense at the statutory rate	$150	$103	$ 117
Adjustments to reconcile to the income tax provision:			
U.S. state income tax expense	6	9	12
Federal and state credits	(14)	(8)	(7)
Share-based compensation	(4)	(12)	(8)
Tax Cuts and Jobs Act	—		(124)
Withholding taxes	15		
Changes in foreign valuation allowance	(8)	13	(10)
Foreign income taxed in the U.S	9	3	
Manufacturing tax benefits	-		(6)
Rate differences between U.S and foreign	(6)	7	3
Sale of subsidiary	-	(38)	
Other	6	9	4
Expense for income taxes	$154	$ 86	$ (19)

Deferred income taxes result from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes. The components of the net deferred income tax liability as of fiscal years ended are as follows:

	2020	2019
Deferred tax assets:		
Allowance for doubtful accounts	$ 3	$ 3
Deferred gain on sale-leaseback	5	5
Accrued liabilities and reserves	104	64
Inventories	10	9
Net operating loss carryforward	291	348
Interest expense carryforward	28	35
Derivatives	127	
Lease liability	147	
Research and development credit carryforward	11	12
Federal and state tax credits	14	11
Other	33	40
Total deferred tax assets	773	527
Valuation allowance	(150)	(141)
Total deferred tax assets, net of valuation allowance	623	386
Deferred tax liabilities:		
Property, plant and equipment	429	487
Intangible assets	588	597
Leased asset	142	
Included in held for sale	(4)	
Other	15	63
Total deferred tax liabilities	1,170	1,147
Net deferred tax liability	$ (547)	$ (761)

The Company had $54 million of net deferred tax assets recorded in Other assets, and $601 million of net deferred tax liabilities recorded in Deferred income taxes on the Consolidated Balance Sheets.

As of September 26, 2020, the Company has recorded deferred tax assets related to federal, state, and foreign net operating losses, interest expense, and tax credits. These attributes are spread across multiple jurisdictions and generally have expiration periods beginning in 2020 while a portion remains available indefinitely. Each attribute has been assessed for realization and a valuation allowance is recorded against the deferred tax assets to bring the net amount recorded to the amount more likely than not to be realized. The valuation allowance against deferred tax assets was $150 million and $141 million as of the fiscal years ended 2020 and 2019, respectively, related to the foreign and U.S. federal and state operations.

The Company is permanently reinvested except to the extent the foreign earnings are previously taxed or to the extent that we have sufficient basis in our non-U.S. subsidiaries to repatriate earnings on an income tax free basis.

Uncertain Tax Positions

The following table summarizes the activity related to our gross unrecognized tax benefits for fiscal years ended:

	2020	2019
Beginning unrecognized tax benefits	$165	$ 74
Gross increases – tax positions in prior periods	13	2
Gross decreases – tax positions in prior periods	(12)	
Gross increases – current period tax positions	—	6
Gross increases – from RPC acquisition	7	88
Settlements	(1)	(1)
Lapse of statute of limitations	(4)	(4)
Ending unrecognized tax benefits	$168	$165

As of fiscal year end 2020, the amount of unrecognized tax benefit that, if recognized, would affect our effective tax rate was $161 million and we had $40 million accrued for payment of interest and penalties related to our uncertain tax positions. Our penalties and interest related to uncertain tax positions are included in income tax expense.

As a result of global operations, we file income tax returns in the U.S. federal, various state and local, and foreign jurisdictions and are routinely subject to examination by taxing authorities throughout the world. Excluding potential adjustments to net operating losses, the U.S. federal and state income tax returns are no longer subject to income tax assessments for years before 2016. With few exceptions, the major foreign jurisdictions are no longer subject to income tax assessments for year before 2014.

8. Retirement Plans

The Company sponsors defined contribution 401(k) retirement plans covering substantially all employees. Contributions are based upon a fixed dollar amount for employees who participate and percentages of employee contributions at specified thresholds. Contribution expense for these plans was $40 million, $26 million, and $20 million for fiscal 2020, 2019, and 2018, respectively.

The North American defined benefit pension plans, which cover certain manufacturing facilities, are closed to future entrants. The majority of the retirement benefit obligations in the United Kingdom ("UK") are defined benefit pension plans, and are closed to future entrants. The assets of all the plans are held in a separate trustee administered fund to meet long-term liabilities for past and present employees.

Most of the Company's German operations provide non-contributory pension plans. There is no external funding for these plans although they are secured by insolvency insurance required under German law. In general, the plans provide a fixed retirement benefit not related to salaries and are closed to new entrants. Germany represents $97 million of Mainland Europe's total underfunded status.

The net amount of liability recognized is included in Employee Benefit Obligations on the Consolidated Balance Sheets. The Company uses fiscal year end as a measurement date for the retirement plans.

Change in Projected Benefit Obligations (PBO)	Fiscal 2020 North America	Fiscal 2020 UK	Fiscal 2020 Mainland Europe	Fiscal 2020 Total	Fiscal 2019 North America	Fiscal 2019 UK	Fiscal 2019 Mainland Europe	Fiscal 2019 Total
Beginning of period	$344	$827	$206	$1,377	$307	$ —	$ —	$ 307
Acquisition	—	—	—	—		810	209	1,019
Service cost	—	—	1	1			2	2
Interest cost	10	15	1	26	12	4	1	17
Currency	—	31	13	44		(24)	(10)	(34)
Actuarial loss (gain)	30	41	(7)	64	42	44	8	94
Benefit settlements	(6)	—	(16)	(22)				
Benefits paid	(17)	(26)	(6)	(49)	(17)	(7)	(4)	(28)
End of period	$361	$888	$192	$1,441	$344	$827	$206	$1,377

Change in Fair Value of Plan Assets	Fiscal 2020 North America	Fiscal 2020 UK	Fiscal 2020 Mainland Europe	Fiscal 2020 Total	Fiscal 2019 North America	Fiscal 2019 UK	Fiscal 2019 Mainland Europe	Fiscal 2019 Total
Beginning of period	$269	$ 729	$ 67	$1,065	$277	$ —	$ —	$ 277
Acquisition	—	—	—	—		702	70	772
Currency	—	27	4	31		(22)	(3)	(25)
Return on assets	22	21	(2)	41	9	51	2	62
Contributions	—	18	7	25		5	2	7
Benefit settlements	(6)	—	(16)	(22)				
Benefits paid	(17)	(26)	(6)	(49)	(17)	(7)	(4)	(28)
End of period	$268	$ 769	$ 54	$1,091	$269	$729	$ 67	$1,065
Underfunded status	$ (93)	$(119)	$(138)	$ (350)	$ (75)	$(98)	$(139)	$ (312)

At the end of fiscal 2020, the Company had $180 million of net unrealized losses recorded in Accumulated other comprehensive loss on the Consolidated Balance Sheets. The Company expects $8 million to be realized in fiscal 2021.

The following table presents significant weighted-average assumptions used to determine benefit obligation and benefit cost for the fiscal years ended:

(Percentages)	Fiscal 2020 North America	Fiscal 2020 UK	Fiscal 2020 Mainland Europe
Weighted-average assumptions:			
Discount rate for benefit obligation	2.2	1.6	0.8
Discount rate for net benefit cost	2.9	1.8	0.7
Expected return on plan assets for net benefit costs	6.1	3.8	2.2

(Percentages)	Fiscal 2019 North America	Fiscal 2019 UK	Fiscal 2019 Mainland Europe
Weighted-average assumptions:			
Discount rate for benefit obligation	2.9	1.8	0.7
Discount rate for net benefit cost	4.0	2.3	1.0
Expected return on plan assets for net benefit costs	6.1	4.3	1.7

In evaluating the expected return on plan assets, Berry considered its historical assumptions compared with actual results, an analysis of current market conditions, asset allocations, and the views of advisors. The return on plan assets is derived from target allocations and historical yield by asset type. A one quarter of a percentage point reduction of expected return on pension assets or discount rate applied to the pension liability would result in an immaterial change to the Company's pension expense

In accordance with the guidance from the FASB for employers' disclosure about postretirement benefit plan assets the table below discloses fair values of each pension plan asset category and level within the fair value hierarchy in which it falls. There were no material changes or transfers between level 3 assets and the other levels.

Fiscal 2020 Asset Category	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 18	$ 18	$ —	$ 36
U.S. large cap comingled equity funds	72	27		99
U.S. mid cap equity mutual funds	49	16	—	65
U.S. small cap equity mutual funds	3	16	—	19
International equity mutual funds	12	99	—	111
Real estate equity investment funds	3	158	91	252
Corporate bond mutual funds	10	—	27	37
Corporate bonds	—	146	—	146
International fixed income funds	66	209	—	275
International insurance policies	—	—	51	51
Total	$233	$689	$169	$1,091

Fiscal 2019 Asset Category	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 15	$ 89	$	$ 104
U.S. large cap comingled equity funds		124		124
U.S. mid cap equity mutual funds	42			42
U.S. small cap equity mutual funds	3			3
International equity mutual funds	18	94		112
Real estate equity investment funds	3	179	75	257
Corporate bond mutual funds	12			12
Corporate bonds		164	14	178
Guaranteed investment account			8	8
International fixed income funds	73	93		166
International insurance policies			59	59
Total	$166	$743	$156	$1,065

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid for the fiscal year end:

	North America	UK	Mainland Europe	Total
2021	$19	$ 27	$ 6	$ 52
2022	19	26	7	52
2023	19	27	6	52
2024	19	29	9	57
2025	19	30	7	56
2026 2030	94	159	51	304

Net pension expense included the following components as of fiscal years ended:

	2020	2019	2018
Service cost	$ 1	$ 2	$
Interest cost	26	17	11
Amortization of net actuarial loss	5	1	2
Expected return on plan assets	(46)	(24)	(17)
Net periodic benefit expense (income)	$(14)	$ (4)	$ (4)

Our defined benefit pension plan asset allocations as of fiscal years ended are as follows:

Asset Category	2020	2019
Equity securities and equity-like instruments	50%	50%
Debt securities and debt-like	42	33
International insurance policies	5	6
Other	3	11
Total	100%	100%

The Company's retirement plan assets are invested with the objective of providing the plans the ability to fund current and future benefit payment requirements while minimizing annual Company contributions. The retirement plans held $42 million of the Company's stock at the end of fiscal 2020. The Company re-addresses the allocation of its investments on a regular basis.

9. Restructuring and Transaction Activities

The Company has announced various restructuring plans in the last three fiscal years which included shutting down facilities. In all instances, the majority of the operations from rationalized facilities was transferred to other facilities within the respective segment.

During fiscal 2018, the Company shut down one facility in each of the Engineered Materials, Health, Hygiene & Specialties, and Consumer Packaging North America segment, which accounted for approximately $10 million, $30 million, and $15 million of annual net sales, respectively.

During fiscal 2019 and 2020, the Company did not shut down any facilities with significant net sales.

Since 2018, total expected costs attributed to restructuring programs total $106 million with $3 million remaining to be recognized in the future.

	Expected Total Costs	Cumulative Charges through Fiscal 2020	To be Recognized in Future
Severance and termination benefits	$ 78	$ 78	$
Facility exit costs	18	15	3
Asset impairment	10	10	—
Total	$106	$103	$ 3

The table below sets forth the significant components of the restructuring and transaction activity charges recognized for the fiscal years ended, by segment:

	2020	2019	2018
Consumer Packaging International	$58	$ 54	$
Consumer Packaging North America	10	12	3
Engineered Materials	6	2	6
Health, Hygiene & Specialties	5	(200)	27
Consolidated	$79	$(132)	$36

The table below sets forth the activity with respect to the restructuring charges and the impact on our accrued restructuring reserves:

	Employee Severance and Benefits	Facility Exit Costs	Non-cash Impairment Charges	Transaction Activities	Total
Balance as of fiscal 2018	$ 9	$ 4	$	$	$ 13
Charges[a]	10	4	8	(146)	(124)
Non-cash asset impairment			(8)		(8)
Cash	(17)	(3)	—	146	126
Balance as of fiscal 2019	$ 2	$ 5	$	$	$ 7
Charges	34	9	2	34	79
Non-cash asset impairment	—	-	(2)	—	(2)
Cash	(26)	(7)	—	(34)	(67)
Balance as of fiscal 2020	$ 10	$ 7	$—	$ —	$ 17

(a) Consists of $214 million gain on the sale of our SEI business in 2019 offset by professional fees and other costs related to the RPC acquisition

10. Related Party Transactions

The Company made payments related to the income tax receivable agreement of $38 million in fiscal 2019. Apollo Global Management, LLC ("Apollo") received $29 million of the fiscal 2019 payment. Mr. Evan Bayh, a member of the Company's Board of Directors, has been employed by Apollo since 2011. The agreement was terminated in fiscal 2019.

11. Stockholders' Equity

Share Repurchases

In August 2018, the Company announced that its Board authorized a $500 million share repurchase program. Share repurchases will be made through open market purchases, privately negotiated transactions, Rule 10b5-1 plans, or other transactions in accordance with applicable securities laws and in such amounts at such times as we deem appropriate based upon prevailing market and business conditions and other factors. The share repurchase program has no expiration date and may be suspended at any time.

No shares were repurchased during fiscal 2020. During fiscal 2019, the Company repurchased approximately 1,512 thousand shares for $72 million, at an average price of $47.64. All share repurchases were immediately retired. Common stock was reduced by the number of shares retired at $0.01 par value per share. The Company allocates the excess purchase price over par value between additional paid-in capital and retained earnings.

Equity Incentive Plans

In fiscal 2018, the Company amended the 2015 Berry Global Group, Inc. Long-Term Incentive Plan to authorize the issuance of 12.5 million shares, an increase of 5 million shares from the previous authorization.

The Company recognized total share-based compensation expense of $33 million, $27 million, and $23 million for fiscal 2020, 2019, and 2018, respectively. The intrinsic value of options exercised in fiscal 2020 was $28 million.

Information related to the equity incentive plans as of the fiscal years ended are as follows:

	2020		2019	
	Number of Shares (in thousands)	Weighted Average Exercise Price	Number of Shares (in thousands)	Weighted Average Exercise Price
Options outstanding, beginning of period	10,263	$37.82	10,744	$32.40
Options granted	2,562	45.60	2,259	47.66
Options exercised	(1,223)	24.96	(2,476)	22.41
Options forfeited or cancelled	(142)	45.05	(264)	46.07
Options outstanding, end of period	11,460	$40.84	10,263	$37.82
Option price range at end of period	$3.04 – 54.33		$3.04 – 54.33	
Options exercisable at end of period	5,599		4,720	
Options available for grant at period end	2,678		5,099	
Weighted average fair value of options granted during period	$ 14.26		$ 15.34	

The fair value for options granted has been estimated at the date of grant using a Black-Scholes model, generally with the following weighted average assumptions:

	2020	2019	2018
Risk-free interest rate	1.7%	2.5%	2.7%
Dividend yield	0.0%	0.0%	0.0%
Volatility factor	27.2%	26.3%	26.1%
Expected option life	6.5 years	6.5 years	6.5 years

For purposes of the valuation model in fiscal years 2020, 2019, and 2018, the Company used the simplified method due to the lack of historical data upon which to estimate the expected term.

The following table summarizes information about the options outstanding as of fiscal 2020:

Range of Exercise Prices	Number Outstanding	Intrinsic Value of Outstanding	Weighted Remaining Contractual Life	Weighted Exercise Price	Number Exercisable	Intrinsic Value of Exercisable	Unrecognized Compensation	Weighted Recognition Period
	(in thousands)	(in millions)			(in thousands)	(in millions)	(in millions)	
$3.04 – 54.33	11,460	$92	6.8 years	$40.84	5,599	$77	$4	2.1 years

12. Segment and Geographic Data

Berry's operations are organized into four reporting segments: Consumer Packaging International, Consumer Packaging North America, Engineered Materials, and Health, Hygiene & Specialties. The structure is designed to align us with our customers, provide improved service, and drive future growth in a cost efficient manner.

Selected information by reportable segment is presented in the following tables.

	2020	2019	2018
Net sales			
Consumer Packaging International	$ 4,195	$1,229	$ 215
Consumer Packaging North America	2,850	2,636	2,463
Engineered Materials	2,334	2,538	2,633
Health, Hygiene & Specialties	2,330	2,475	2,558
Total	$11,709	$8,878	$7,869
Operating income			
Consumer Packaging International	$ 299	$ 12	$ 17
Consumer Packaging North America	320	234	190
Engineered Materials	317	$ 318	365
Health, Hygiene & Specialties	243	410	189
Total	$ 1,179	$ 974	$ 761
Depreciation and amortization			
Consumer Packaging International	$ 318	$ 93	$ 15
Consumer Packaging North America	250	216	229
Engineered Materials	105	116	108
Health, Hygiene & Specialties	172	188	186
Total	$ 845	$ 613	$ 538

	2020	2019
Total assets:		
Consumer Packaging International	$ 7,575	$ 7,085
Consumer Packaging North America	3,716	4,243
Engineered Materials	2,006	1,862
Health, Hygiene & Specialties	3,404	3,279
Total assets	$16,701	$16,469

Selected information by geographical region is presented in the following tables:

	2020	2019	2018
Net sales:			
United States and Canada	$ 6,250	$6,293	$6,266
Europe	4,223	1,637	759
Rest of world	1,236	948	844
Total net sales	$11,709	$8,878	$7,869

	2020	2019
Long-lived assets:		
United States and Canada	$ 6,753	$ 7,021
Europe	3,813	3,654
Rest of world	2,318	2,037
Total long-lived assets	$12,884	$12,712

Selected information by product line is presented in the following tables:

(in percentages)	2020	2019	2018
Net sales:			
Packaging	82%	84%	100%
Non-packaging	18	16	
Consumer Packaging International	100%	100%	100%
Rigid Open Top	45%	45%	44%
Rigid Closed Top	55	55	56
Consumer Packaging North America	100%	100%	100%
Core Films	38%	40%	41%
Retail & Industrial	62	60	59
Engineered Materials	100%	100%	100%
Health	20%	15%	18%
Hygiene	52	53	51
Specialties	28	32	31
Health, Hygiene & Specialties	100%	100%	100%

13. Net Income per Share

Basic net income per share is calculated by dividing the net income attributable to common stockholders by the weighted-average number of common shares outstanding during the period, without consideration for common stock equivalents. Diluted net income per share is computed by dividing the net income attributable to common stockholders by the weighted-average number of common share equivalents outstanding for the period determined using the treasury-stock method and the if-converted method. For purposes of this calculation, stock options are considered to be common stock equivalents and are only included in the calculation of diluted net income per share when their effect is dilutive. There were 7 million and 5 million shares excluded from the fiscal 2020 and 2019 diluted net income per share calculation, respectively, as their effect would be anti-dilutive. There were no shares excluded from the fiscal 2018 calculation.

The following tables and discussion provide a reconciliation of the numerator and denominator of the basic and diluted net income per share computations.

(in millions, except per share amounts)	2020	2019	2018
Numerator			
Net income attributable to the Company	$ 559	$ 404	$ 496
Denominator			
Weighted average common shares outstanding — basic	132.6	131.3	131.4
Dilutive shares	2.5	3.3	3.8
Weighted average common and common equivalent shares outstanding — diluted	135.1	134.6	135.2
Per common share income			
Basic	$ 4.22	$ 3.08	$ 3.77
Diluted	$ 4.14	$ 3.00	$ 3.67

14. Quarterly Financial Data (Unaudited)

The following table contains selected unaudited quarterly financial data for fiscal years ended.

	2020				2019			
	First	Second	Third	Fourth	First	Second	Third	Fourth
Net sales	$2,816	$2,975	$2,910	$3,008	$1,972	$1,950	$1,937	$3,019
Cost of goods sold	2,296	2,391	2,272	2,342	1,619	1,578	1,551	2,511
Gross profit	520	584	638	666	353	372	386	508
Net income	$ 47	$ 126	$ 191	$ 195	$ 88	$ 74	$ 13	$ 229
Net income per share:								
Basic	$ 0.36	$ 0.95	$ 1.44	$ 1.47	$ 0.67	$ 0.57	$ 0.10	$ 1.74
Diluted	$ 0.35	$ 0.94	$ 1.42	$ 1.44	$ 0.66	$ 0.55	$ 0.10	$ 1.69

The fourth fiscal quarter for 2019 includes certain unusual, nonrecurring items related to the acquisition of RPC and divestiture of our SFL business. Refer to Note 2. Acquisitions and Dispositions for further information.

15. Subsequent Events

U.S Flexible Packaging Converting Disposition

In October 2020, the Company reached an initial agreement to sell its U.S. flexible packaging converting business which was primarily operated in the Engineered Materials segment for $140 million, which is preliminary and subject to adjustment at closing. The Company reported fiscal 2020 net sales of approximately $200 million related to the sold business. For the period ended September 26, 2020, the Company has classified assets of $162 million and liabilities of $25 million as held for sale.

Business Reorganization

In October 2020, the Company reorganized portions of its four operating segments in order to better align our various businesses for future growth. This reorganization includes the following changes: (1) the Health, Hygiene & Specialties segment will include the Tapes business historically reported in our Engineered Materials segment, (2) the Consumer Packaging International segment will include the North American Healthcare business historically operated in Consumer Packaging North America segment and (3) the Engineered Materials segment will include the European films business which was historically operated in the Consumer Packaging International segment. We will report results based on our reorganized structure beginning with our results for the first quarter of fiscal 2021

Exhibit No	Description of Exhibit
2.1	Rule 2.7 Announcement, dated as of March 8, 2019 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on March 14, 2019)
2.2	Co-Operation Agreement, dated as of March 8, 2019, by and among Berry Global Group, Inc., Berry Global International Holdings Limited and RPC Group Plc (incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on March 14, 2019).
3.1	Amended and Restated Certificate of Incorporation of Berry Global Group, Inc., as amended through March 6, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on May 2, 2019).
3.2	Amended and Restated Bylaws of Berry Global Group, Inc., as amended and restated effective as of March 6, 2019 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on March 8, 2019).
4.1	Indenture, dated as of May 12, 2014, by and among Berry Plastics Corporation, the guarantors party thereto and U.S. Bank National Association, as Trustee, relating to the 5.50% second priority senior secured notes due 2022 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on May 13, 2014).
4.2	Indenture, dated as of June 5, 2015, by and among Berry Plastics Corporation, the guarantors party thereto and U.S. Bank National Association, as Trustee, relating to the 5.125% second priority senior secured notes due 2023 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 5, 2015).
4.3	Indenture, dated as of October 1, 2015, by and between Berry Plastics Escrow Corporation, as Issuer, and U.S. Bank National Association, as Trustee, relating to the 6.00% second priority senior secured notes due 2022 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 6, 2015).
4.4	First Supplemental Indenture, dated as of October 1, 2015, by and between Berry Plastics Corporation, Berry Plastics Group, Inc., the subsidiaries of Berry Plastics Corporation party thereto, Berry Plastics Escrow Corporation, and U.S. Bank National Association, as Trustee, relating to the Indenture, by and between Berry Plastics Escrow Corporation, as Issuer, and U.S. Bank, National Association, as Trustee, relating to the 6.00% second priority senior secured notes due 2022, dated October 1, 2015 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 6, 2015).
4.5	Registration Rights Agreement, dated as of October 1, 2015, by and between Berry Plastics Corporation, Berry Plastics Group, Inc., each subsidiary of Berry Plastics Corporation identified therein, and Goldman, Sachs & Co., and Credit Suisse, on behalf of themselves and as representatives of the initial purchasers, relating to the 6.00% second priority senior secured notes due 2022 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 6, 2015).
4.6	Form of common stock certificate of Berry Plastics Group, Inc. (incorporated by reference to Exhibit 4.27 of Amendment No. 5 to the Company's Registration Statement on Form S-1 filed on September 19, 2012).
4.7	Indenture, by and between Berry Global Escrow Corporation and U.S. Bank National Association, as Trustee and Collateral Agent, relating to the 4.875% First Priority Senior Secured Notes due 2026, dated June 5, 2019 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 6, 2019).
4.7A	Supplemental Indenture, among Berry Global Group, Inc., Berry Global, Inc., Berry Global Escrow Corporation, each of the parties identified as a Subsidiary Guarantor thereon, and U.S. Bank National Association, as Trustee, relating to the 4.875% First Priority Senior Secured Notes due 2026, dated July 1, 2019 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 2, 2019).

Exhibit No	Description of Exhibit
4.8	Indenture, by and between Berry Global Escrow Corporation and U.S. Bank National Association, as Trustee and Collateral Agent, relating to the 5.625% Second Priority Senior Secured Notes due 2027, dated June 5, 2019 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 6, 2019).
4.8A	Supplemental Indenture, among Berry Global Group, Inc., Berry Global, Inc., Berry Global Escrow Corporation, each of the parties identified as a Subsidiary Guarantor thereon, and U.S. Bank National Association, as Trustee, relating to the 5.625% Second Priority Senior Secured Notes due 2027, dated July 1, 2019 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on July 2, 2019).
4.9	Indenture, among Berry Global, Inc., certain guarantors party thereto, U.S. Bank National Association, as Trustee and Collateral Agent, and Elavon Financial Services DAC, as Paying Agent, Transfer Agent and Registrar, relating to the 1.00% First Priority Senior Secured Notes due 2025 and 1.50% First Priority Senior Secured Notes due 2027, dated January 2, 2020 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 2, 2020).
4.10	Description of Securities (incorporated by reference to Exhibit 4.9 to the Company's Annual Report on Form 10-K filed on November 11, 2019).
10.1	$850,000,000 Third Amended and Restated Revolving Credit Agreement, dated as of May 1, 2019, by and among Berry Global, Inc., Berry Global Group, Inc., the lenders party thereto, Bank of America, N.A., as collateral agent and administrative agent, and the financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 6, 2019).
10.2	U.S. $1,200,000,000 Second Amended and Restated Credit Agreement, dated as of April 3, 2007, by and among Berry Plastics Corporation formerly known as Berry Plastics Holding Corporation, Berry Plastics Group, Inc., Credit Suisse, Cayman Islands Branch, as collateral and administrative agent, the lenders party thereto from time to time, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1(b) to Berry Plastics Corporation's Current Report on Form 8-K filed on April 10, 2007).
10.3	Second Amended and Restated Intercreditor Agreement, dated as of February 5, 2008, by and among Berry Plastics Group, Inc., Berry Plastics Corporation, certain subsidiaries identified as parties thereto, Bank of America, N.A. and Credit Suisse, Cayman Islands Branch as first lien agents, and U.S. Bank National Association, as successor in interest to Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K filed on November 23, 2015).
10.4	U.S. $1,147,500,000 and $814,375,000 Incremental Assumption Agreement, dated as of February 10, 2017 by and among Berry Plastics Group, Inc., Berry Plastics Corporation and certain of its subsidiaries referenced therein, Credit Suisse AG, Cayman Islands Branch, as administrative agent for the lenders under the term loan credit agreement referenced therein, Citibank, N.A., as initial Term I lender and Citibank, N.A., as incremental term J lender therein, (incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K filed on November 21, 2017).
10.5	U.S. $1,644,750,000 and $498,750,000 Incremental Assumption Agreement, dated as of August 10, 2017, by and among Berry Plastics Group, Inc., Berry Plastics Corporation and certain of its subsidiaries referenced therein, Credit Suisse AG, Cayman Islands Branch, as administrative agent for the lenders under the term loan credit agreement referenced therein, Wells Fargo Bank, National Association, as initial Term M lender and Wells Fargo Bank, National Association, as initial Term N lender therein (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K filed on November 21, 2017)

Exhibit No	Description of Exhibit
10.6	U.S. $900,000,000 and $814,375,000 Incremental Assumption Agreement, dated as of November 27, 2017, by and among Berry Global Group, Inc., Berry Global, Inc. and certain of its subsidiaries referenced therein, Credit Suisse AG, Cayman Islands Branch, as administrative agent for the lenders under the term loan credit agreement referenced therein, Citibank, N.A., as initial Term O Lender and Citibank, N.A., as initial Term P Lender therein (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on February 7, 2018)
10.7	U.S. $1,644,750,000 and $496,250,000 Incremental Assumption Agreement and Amendment, dated as of February 12, 2018, by and among Berry Global Group, Inc., Berry Global, Inc. and certain of its subsidiaries referenced therein, Credit Suisse AG, Cayman Islands Branch, as administrative agent for the lenders under the term loan credit agreement referenced therein, Citibank, N.A., as initial Term Q lender, and Citibank, N.A., as initial Term R lender therein (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 3, 2018).
10.8	U.S. $800,000,000 and $814,375,000 Incremental Assumption Agreement, dated as of May 16, 2018, by and among Berry Global Group, Inc., Berry Global, Inc. and certain of its subsidiaries referenced therein, Credit Suisse AG, Cayman Islands Branch, as administrative agent for the lenders under the term loan credit agreement referenced therein, Citibank, N.A., as initial Term S lender, and Citibank, N.A., as initial Term T lender therein (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 3, 2018).
10.9	Incremental Assumption Agreement and Amendment, among Berry Global Group, Inc., Berry Global, Inc. and certain subsidiaries of Berry Global, Inc., as Loan Parties, Credit Suisse AG, Cayman Islands Branch, as Administrative Agent, Goldman Sachs Bank USA, as Initial Term U Lender, and Goldman Sachs Bank USA, as Initial Term V Lender, dated as of July 1, 2019 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 2, 2019).
10.10	Incremental Assumption Agreement and Amendment, among Berry Global Group, Inc., Berry Global, Inc. and certain subsidiaries of Berry Global, Inc., as Loan Parties, Credit Suisse AG, Cayman Islands Branch, as Administrative Agent, Goldman Sachs Bank USA, as Initial Term U Lender, and Goldman Sachs Bank USA, as Initial Term V Lender, dated as of July 1, 2019 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 2, 2019).
10.11	Amendment and Waiver to Equipment Lease Agreement, dated as of January 19, 2011, between Chicopee, Inc., as Lessee and Gossamer Holdings, LLC, as Lessor (incorporated by reference to Exhibit 10.16 to AVINTIV Specialty Materials Inc.'s Registration Statement Form S-4 filed on October 25, 2011).
10.12	Second Amendment to Equipment Lease Agreement, dated as of October 7, 2011, between Chicopee, Inc., as Lessee and Gossamer Holdings, LLC, as Lessor (incorporated by reference to Exhibit 10.17 to AVINTIV Specialty Materials Inc.'s Registration Statement Form S-4 filed on October 25, 2011).
10.13	Third Amendment to Equipment Lease Agreement, dated as of February 28, 2012, between Chicopee, Inc., as Lessee and Gossamer Holdings, LLC, as Lessor (incorporated by reference to Exhibit 10.1 to AVINTIV Specialty Materials Inc.'s Quarterly Report on Form 10-Q filed on May 15, 2012).
10.14	Fourth Amendment to Equipment Lease Agreement, dated as of March 22, 2013, between Chicopee, Inc., as Lessee and Gossamer Holdings, LLC, as Lessor (incorporated by reference to Exhibit 10.1 to AVINTIV Specialty Materials Inc.'s Quarterly Report on Form 10-Q filed on May 9, 2013).
10.15†	2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to Berry Plastics Corporation's Registration Statement Form S-4 filed on November 2, 2006).
10.16†	Amendment No. 2 to the Berry Plastics Group Inc., 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K filed on December 11, 2013).

Exhibit No	Description of Exhibit
10.17†	Amendment No. 3 to Berry Plastics Group, Inc. 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 10, 2015).
10.18†	Form of 2016 Omnibus Amendment to Awards Granted Under the Berry Plastics Group, Inc. 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 22, 2016).
10.19†	Omnibus amendment to awards granted under the Berry Plastics Group, Inc., 2006 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K filed on December 11, 2013).
10.20†	Form of Performance-Based Stock Option Agreement of Berry Plastics Group, Inc. (incorporated by reference to Exhibit 10.9 to Berry Plastics Corporation's Registration Statement Form S-4 filed on November 2, 2006).
10.21†	Form of Accreting Stock Option Agreement of Berry Plastics Group, Inc. (incorporated by reference to Exhibit 10.10 to Berry Plastics Corporation's Registration Statement Form S-4 filed on November 2, 2006).
10.22†	Form of Time-Based Stock Option Agreement of Berry Plastics Group, Inc. (incorporated by reference to Exhibit 10.11 to Berry Plastics Corporation's Registration Statement Form S-4 filed on November 2, 2006).
10.23†	Form of Performance-Based Stock Appreciation Rights Agreement of Berry Plastics Group, Inc. (incorporated by reference to Exhibit 10.12 to Berry Plastics Corporation's Registration Statement Form S-4 filed on November 2, 2006).
10.24†	Employment Agreement of Thomas E. Salmon (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 6, 2017).
10.25†	Berry Plastics Group, Inc. Executive Bonus Plan, amended and restated December 22, 2015, effective as of September 27, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 28, 2015).
10.26†	Berry Plastics Group, Inc. 2012 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K filed on December 17, 2012).
10.27†	Amendment No. 1 to the Berry Plastics Group, Inc., 2012 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K filed on December 11, 2013).
10.28†	Omnibus amendment to awards granted under the Berry Plastics Group, Inc., 2012 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K filed on December 11, 2013).
10.29†	Amendment No. 2 to the Berry Plastics Group, Inc. 2012 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on March 10, 2015).
10.30†	Form of 2016 Omnibus Amendment to Awards Granted Under the Berry Plastics Group, Inc. 2012 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 22, 2016).
10.31†	2015 Berry Plastics Group, Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on March 10, 2015.
10.32†	First Amendment to 2015 Berry Plastics Group, Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 6, 2018).

Exhibit No	Description of Exhibit
10.33†	Form of 2016 Omnibus Amendment to Awards Granted Under the Berry Plastics Group, Inc. 2015 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on July 22, 2016).
10.34†	Fourth Amended and Restated Stockholders Agreement, by and among Berry Plastics Group, Inc., and the stockholders of the Corporation listed on schedule A thereto, dated as of January 15, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on January 30, 2015).
10.35†	Employment Agreement, dated January 1, 2002, between the Berry Plastics Corporation and Curtis Begle (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on January 31, 2014).
10.36†	Amendment No. 1 to Employment Agreement, dated as of September 13, 2006, by and between the Berry Plastics Corporation and Curtis Begle (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on January 31, 2014).
10.37†	Amendment No. 2 to Employment Agreement, dated December 31, 2008, by and between the Berry Plastics Corporation and Curtis Begle (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on January 31, 2014).
10.38†	Amendment No. 3 to Employment Agreement, dated August 1, 2010, by and between the Berry Plastics Corporation and Curtis L. Begle (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on January 31, 2014).
10.39†	Amendment No. 4 to Employment Agreement, dated December 16, 2011, by and between the Berry Plastics Corporation and Curtis L. Begle (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed on January 31, 2014).
10.40†	Employment Agreement, dated February 28, 1998, between Berry Plastics Corporation and Mark Miles, together with amendments dated February 28, 2003, September 13, 2006, December 31, 2008, and December 31, 2011 (incorporated by reference to Exhibit 10.40 to the Company's Annual Report on Form 10-K filed on November 30, 2016).
10.41†	Form of Amendment to Employment Agreement by and between Berry Plastics Corporation and each of Curtis L Begle, Mark W. Miles, and Thomas E. Salmon (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 22, 2016).
10.42†	Senior Executive Employment Contract dated as of September 30, 2015 by and between PGI Specialty Materials Inc. and Jean Marc Galvez, together with the International Assignment Letter dated December 18, 2016 from Berry Global, Inc. (f/k/a Berry Plastics Corporation) (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on February 7, 2018).
10.43†*	Employment Agreement, dated December 16, 2010, between Berry Plastics Corporation and Jason Greene, together with amendments dated December 31, 2011 and July 20, 2016.
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.
32.1*	Section 1350 Certification of the Chief Executive Officer.
32.2*	Section 1350 Certification of the Chief Financial Officer.

Exhibit No	Description of Exhibit
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101.

* Filed herewith

† Management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 20th day of November, 2020.

BERRY GLOBAL GROUP, INC.

By /s/ Thomas E. Salmon
Thomas E. Salmon
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas E. Salmon Thomas E. Salmon	Chief Executive Officer and Chairman of the Board of Directors and Director (Principal Executive Officer)	November 23, 2020
/s/ Mark W. Miles Mark W. Miles	Chief Financial Officer (Principal Financial Officer)	November 23, 2020
/s/ James M. Till James M. Till	Executive Vice President and Controller (Principal Accounting Officer)	November 23, 2020
/s/ B. Evan Bayh B. Evan Bayh	Director	November 23, 2020
/s/ Jonathan F. Foster Jonathan F. Foster	Director	November 23, 2020
/s/ Idalene F. Kesner Idalene F. Kesner	Director	November 23, 2020
/s/ Carl J. Rickertsen Carl J. Rickertsen	Director	November 23, 2020
/s/ Ronald S. Rolfe Ronald S. Rolfe	Director	November 23, 2020
/s/ Paula Sneed Paula Sneed	Director	November 23, 2020
/s/ Robert A. Steele Robert A. Steele	Director	November 23, 2020
/s/ Stephen E. Sterrett Stephen E. Sterrett	Director	November 23, 2020
/s/ Scott B. Ullem Scott B. Ullem	Director	November 23, 2020

NON-GAAP FINANCIAL MEASURES*

Operating EBITDA and adjusted free cash flow, as presented in this document, are supplemental financial measures that are not required by, or presented in accordance with, generally accepted accounting principles in the United States ("GAAP"). Reconciliations of such measures to GAAP financial measures are provided below. Investors are urged to consider carefully the comparable GAAP measures and the reconciliations to those measures provided. For further information, see the accompanying Form 10-K.

	FISCAL				
	2016	2017	2018	2019	2020
U.S. GAAP Operating income	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	538	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]		[illegible]	[illegible]	[illegible]	[illegible]
Operating EBITDA	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

	FISCAL				
	2016	2017	2018	2019	2020
Cash flow from operating activities	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Free cash flow	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

*[illegible]

STOCKHOLDER INFORMATION

CORPORATE HEADQUARTERS

Berry Global Group, Inc.
101 Oakley Street
Evansville, Indiana 47710
812.424.2904
berryglobal.com

INVESTOR RELATIONS CONTACT

Dustin Stilwell
812 306 2964
ir@berryglobal.com

ANNUAL MEETING OF SHAREHOLDERS

February 24, 2021, at 10:00 a.m. Central Time,
Tropicana – Room Walnut D
450 NW Riverside Dr., Evansville, Indiana 47708

REGISTRAR AND TRANSFER AGENT

Computershare
P.O. Box 505000
Louisville, KY 40233
800.962.4284

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP

ADDITIONAL INFORMATION

You can access financial and other information about Berry Global Group, Inc. at ir.berryglobal.com, including press releases, Forms 10-K, 10-Q, and 8-K as filed with the Securities and Exchange Commission, and information on Corporate Governance such as charters of Board Committees, our Code of Business Ethics and Corporate Governance Guidelines. You can also request that any of these materials be mailed to you at no charge by writing us at the address above.

BERY
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NYSE

Please visit our website, **berryglobal.com** to view our most recent Corporate Sustainability Report.

Berry

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