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Corporate & Investment Banking

Berry Global finalizes one of the largest industrial deals of the year

Landmark $15.2B M&A deal delivers value for Berry Global shareholders

In one of the year's largest industrial deals, an all-stock merger between Berry Global and Amcor has created a global leader in consumer packaging solutions, including enhanced technological capabilities in sustainability applications. The deal, which was announced in November 2024, closed at the end of April 2025.

The scale of the new entity is vast: According to Amcor, every second of every day, an estimated 10,000 people come into contact with a company product. The combination brings together complementary businesses, pairing Berry's expertise in rigid packaging with Amcor's leadership in flexible applications. The merger increases the companies' use of alternative materials and lowers its combined carbon footprint — all while providing for an estimated $650 million in synergies by the end of the third year.

Wells Fargo acted as financial advisor to Berry Global on the transaction.

- All-stock merger with Amcor creates packaging leader providing innovative solutions with $650 million of synergies by end of third year
- Berry Global shareholders can maintain investment in the combined company, which features faster earnings growth and strong annual cash flow
- Wells Fargo acted as financial advisor to Berry Global, leveraging the full breadth of Corporate & Investment Banking

Longstanding connectivity

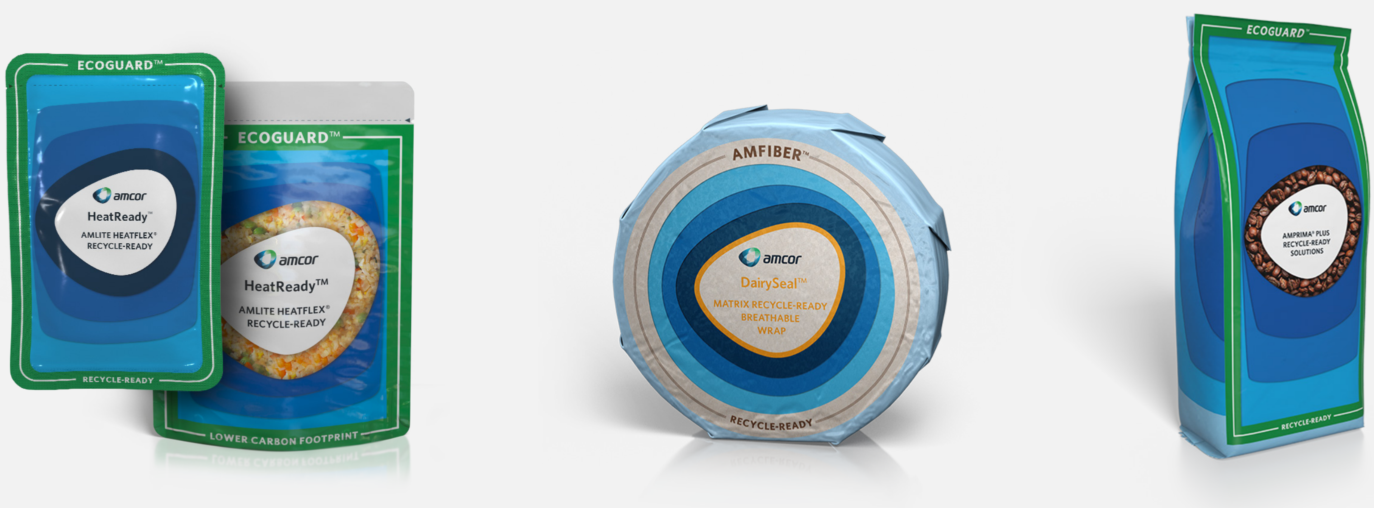
Based in Evansville, Indiana, with a global workforce of 34,000 employees, Berry Global has been an important client of Wells Fargo. The company made a series of strategic investments in recent years, including a $7 billion cross-border acquisition in the U.K. and a spinoff of a segment of its portfolio that combined with a separate public company in 2024. Wells Fargo served as financial advisor to the company on both transactions.

According to Paul Wren, managing director in Wells Fargo's Industrials Group, "After we advised on the spin-merge, we needed to consider how the new, streamlined company was positioned. What was the best opportunity to maximize shareholder value? We believed additional consolidation in the industry was necessary and evaluated a series of industry participants complementary to Berry."

Along a similar timeline, Amcor and Berry began a dialogue between their respective senior management teams, which ultimately resulted in a combination proposal from Amcor to Berry. As Berry evaluated potential financial advisors to aid in review of the proposal, Wells Fargo's strong relationship with Berry, knowledge of the industry, and senior deal team — which included Doug Braunstein, vice chairman of Wells Fargo — positioned the firm for the advisory mandate. Wells Fargo assisted in subsequent negotiations, which began to coalesce around stock-for-stock consideration.

For Berry shareholders, the new company features enhanced institutional investor ownership and a strengthened balance sheet, as Amcor is a member of the S&P 500 index and maintains investment grade credit ratings. Importantly, the combined entity is expected to generate strong cash flow, providing significant capacity to invest in operations and pay a compelling dividend. Additionally, and as part of the announcement, Amcor increased expected earnings growth to 13-18% per annum, up from 10-15%, previously.

Braunstein said, "The all-stock transaction structure worked for both parties, but, more than that, it was particularly relevant for this environment where shareholders are looking for differentiated growth and creativity. It delivered on a number of fronts."



Making it happen

However, the deal and negotiations were complex. Berry and Amcor needed to agree on key areas, including representation on the combined board of directors, matters relating to employees, and, crucially, the appropriate exchange ratio of stock to structure the deal.

Negotiations were further complicated by the cross-border nature of the transaction. Amcor is headquartered in Zurich; incorporated in Jersey, Channel Islands; and maintains a sister equity listing on the Australian exchange. The Wells Fargo deal team relied on specialists from M&A, Equity and Debt Capital Markets, and Ratings & Liability Management to advise on these and other considerations.

"Close collaboration across Corporate & Investment Banking was critical in delivering one Wells Fargo and ensuring our client had the best possible guidance available across a broad range of areas," said Braunstein.

As the announcement neared, terms were finalized: Amcor would maintain 63% of the new equity ownership and Berry 37%. At the time of announcement, the transaction valued Berry at $15.2 billion, including liabilities, and the combined enterprise at $37 billion. More importantly, it strengthened the positioning of two industry leaders expected to innovate and provide packaging for everyday consumer needs.

"*We are honored to have partnered with Berry on this important transaction, leveraging the full breadth of Wells Fargo as a trusted advisor. Our Corporate & Investment Banking franchise has invested heavily in people, services, and capabilities over the past several years, including in Industrials. CIB's momentum is strong, and we are increasingly excited to serve our global client base.*"

Paul Wren, Managing Director, Industrials, Wells Fargo