



Dean Foods Announces Termination of Agreement in Principle with Industrial Realty Group, LLC for the Sale of Dean Foods' Meadow Gold Hawaii Business

Reached Agreement in Principle with an Interested Party for the Sale of Dean Foods' Hilo Facility and Related Assets on the Big Island, Kauai and Maui as an Ongoing Business

Operations of Honolulu Facility Set to Close By April 30, 2020

DALLAS --([BUSINESS WIRE](#))-- April 13, 2020 — Dean Foods Company (“Dean Foods” or the “Company”) today announced that Industrial Realty Group, LLC has terminated the previously announced agreement in principle to buy Dean Foods’ Meadow Gold Hawaii operations, including the assets, rights, interests and properties relating to Dean Foods’ Hilo and Honolulu facilities. As a result, the Company intends to close operations at its Honolulu facility by April 30, 2020.

Following the termination of the agreement with Industrial Realty Group, the Company has reached an agreement in principle with an interested party for the sale of Dean Foods’ Hilo facility as an ongoing business and related distribution branches on the Big Island, Kauai and Maui, as well as the Meadow Gold Hawaii brand name and related intellectual property. Pursuant to the agreement, which is subject to final approval by the Bankruptcy Court, an interested party will acquire the assets, rights, interests and properties relating to Dean Foods’ Meadow Gold Hawaii business with the exception of the Honolulu facility.

“We are extremely disappointed that we were unable to finalize an agreement for Industrial Realty Group to acquire our Hawaii operations,” said Eric Beringause, President and Chief Executive Officer of Dean Foods. “This was a difficult decision but, ultimately, given the timeline of our Chapter 11 restructuring we were not able to find a path forward that would enable our Honolulu operations to continue through our comprehensive court-supervised sale process. That said, we are pleased to have reached an agreement in principle for our Hilo facility and that an interested party intends to continue the plant’s operations and maintain the Meadow Gold Hawaii brand name. I want to thank our employees for their hard work, dedication and patience throughout this challenging process. We are grateful for their commitment to our customers and our company.”

As previously announced on April 4, 2020, the U.S. Bankruptcy Court for the Southern District of Texas (the “Court”) approved the sale, subject to entry of final agreed orders, of a substantial portion of Dean Foods’ business operations, including the sale of the assets, rights, interests and properties relating to 44 of the Company’s fluid and frozen facilities, to Dairy Farmers of America (“DFA”) for \$433 million. The Court also approved the sale, subject to entry of final agreed orders, of the assets, rights, interests and properties relating to eight additional facilities, two distribution branches and certain other assets to Prairie Farms Dairy for \$75 million in cash and the sale of Dean Foods’ facility in Miami, Florida to Mana Saves McArthur, LLC for \$16.5 million. The Court also approved Producers Dairy Foods’ purchase of Dean Foods’ Reno, Nevada facility for \$3.7 million and its purchase of the “Berkeley Farms” trademark

and related intellectual property for \$3 million, as well as Harmoni, Inc.'s acquisition of the Company's Uncle Matt's business for \$7.25 million. Each transaction remains subject to customary closing conditions, including any required regulatory approvals. The Company anticipates completing all transactions by early May.

Additional information is available on the restructuring page of the Company's website, DeanFoodsRestructuring.com. In addition, Court filings and other information related to the proceedings are available on a separate website administered by the Company's claims agent, Epiq Bankruptcy Solutions LLC, at <https://dm.epiq11.com/case/southernfoods/dockets>, or by calling Epiq representatives toll-free at 1-833-935-1362 or 1-503-597-7660 for calls originating outside of the U.S.

Davis Polk & Wardwell LLP and Norton Rose Fulbright are serving as legal advisors to the Company, Evercore is serving as its investment banker and Alvarez & Marsal is serving as its financial advisor.

About Dean Foods

Dean Foods is a leading food and beverage company and the largest processor and direct-to-store distributor of fresh fluid milk and other dairy and dairy case products in the United States. Headquartered in Dallas, Texas, the Dean Foods portfolio includes DairyPure[®], the country's first and largest fresh, national white milk brand, and TruMoo[®], the leading national flavored milk brand, along with well-known regional dairy brands such as Alta Dena[®], Berkeley Farms[®], Country Fresh[®], Dean's[®], Friendly's[®], Garelick Farms[®], LAND O LAKES^{®**} milk and cultured products, Lehigh Valley Dairy Farms[®], Mayfield[®], McArthur[®], Meadow Gold[®], Oak Farms[®], PET^{®**}, T.G. Lee[®], Tuscan[®] and more. Dean Foods also has a joint venture with Organic Valley[®], distributing fresh organic products to local retailers. In all, Dean Foods has more than 50 national, regional and local dairy brands as well as private labels. Dean Foods also makes and distributes ice cream, cultured products, juices, teas, and bottled water. Approximately 15,000 employees across the country work every day to make Dean Foods the most admired and trusted provider of wholesome, great-tasting dairy products at every occasion. For more information about Dean Foods and its brands, visit www.deanfoods.com.

*The LAND O LAKES brand is owned by Land O'Lakes, Inc. and is used by license.

**PET is a trademark used by license.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this release that address activities, events or developments that the Company expects, believes, targets or anticipates will or may occur in the future are forward-looking statements. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and other factors, which could include the following: risks and uncertainties relating to the Company's Chapter 11 cases (the "Chapter 11 Case"), including but not limited to, the Company's ability to obtain bankruptcy court approval with respect to motions in the Chapter 11 Case, the Company's ability to consummate the planned sale of the business pursuant to the Chapter 11 Case and, if consummated, to obtain an adequate price, the effects of the Chapter 11 Case on the Company and on the interests of various constituents, bankruptcy court rulings in the Chapter 11 Case and the outcome of the Chapter 11 Case in general, the length of time the Company will operate under the Chapter 11 Case, risks associated with third-party motions in the Chapter 11 Case, the potential adverse effects of the Chapter 11 Case on the Company's liquidity or results of operations and increased legal and other professional costs necessary to execute the Company's reorganization; the conditions to which the

Company's debtor-in-possession financing is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company's control; the consequences of the acceleration of our debt obligations; as well as other risk factors set forth in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. Additionally, there can be no assurances that the sales of assets will receive regulatory approval or that any sale will be successfully consummated. The Company therefore cautions readers against relying on these forward-looking statements. All forward-looking statements attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by the foregoing cautionary statements. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based except as required by law.

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