



**Important Notice**  
**The Depository Trust Company**

<b>B #:</b>	17308-22
<b>Date:</b>	August 26, 2022
<b>To:</b>	All Participants
<b>Category:</b>	Underwriting
<b>From:</b>	Underwriting Operations
<b>Attention:</b>	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
<b>Subject:</b>	Section 3(c)(7) restrictions for owners of Global Notes of Post Brothers Holdings LLC CUSIP Number 73742P AA2

(A) CUSIP Number: 73742P AA2

(B) Security Description: US\$60,100,000 9.00% Senior Secured Notes due August 18, 2025 Global Notes

(C) Offer Amount: US\$53,100,000 of Global Notes (US\$7,000,000 Notes issued concurrently under separate CUSIP)

(D) Managing Underwriter: UMB Bank, N.A

(E) Paying Agent: UMB Bank, N.A.

(F) Closing Date: August 18, 2022

**Special Instructions:**

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Non-Confidential

**Post Brothers Holdings LLC**  
840 First Avenue, Suite 400  
King of Prussia, PA 19406

**Refer to the attachments for important instructions from the Issuer.**

POST BROTHERS HOLDINGS LLC (THE “ISSUER”)

GLOBAL NOTES

CUSIP No. 73742P AA2

The Issuer on behalf of the Agent (the “Agent”) named in the Note Purchase Agreement dated August 18, 2022 (the “Note Purchase Agreement”) relating to the above referenced notes, are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), offers, sales and resales of the U.S.\$60,100,000 9.00%. Senior Secured Notes due August 18, 2025 (the “Notes”) within the United States or to U.S. Persons may only be made in minimum denominations of \$100,000, and integral multiples of \$1,000 in excess thereof to “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A that are also “qualified purchasers” (“QPs”) within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Notes (1) represents to and agrees with the Issuer and the Agent that (A) (i) the purchaser is a QIB who is a QP (a “QIB/QP”); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Notes; (vii) the purchaser understands that the Issuer may receive a list of participants holding positions in its Notes from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Notes outside the United States and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Notes have not been registered under the Securities Act and represents to and agrees with the Issuer and the Agent that, for so long as the Notes are outstanding, it will not offer, resell, pledge or otherwise transfer the Notes in the United States or to a U.S. Person except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Notes will bear a legend with respect to such transfer restrictions. See Section 6 in the Note Purchase Agreement.

The note issuance documents provide that the Issuer will have the right to (i) require any holder of Notes that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Notes to a QIB that is also a QP or (ii) redeem any Notes held by such a holder on specified

terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Notes to a proposed transferee that is a U.S. Person who is not both a QIB and a QP. As used herein, the terms “United States” and “U.S. Person” have the meanings given such terms in Regulation S under the Securities Act.

The restrictions on transfer required by the Issuer (outlined above) will be reflected under the notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory.

Any questions or comments regarding this subject may be directed to the Issuer at 840 First Ave., Suite 400, King of Prussia, Pennsylvania 19406, or by calling 215-253-4890.