

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

May 16, 2024

Date of Report (Date of earliest event reported)



**O-I GLASS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-9576**  
(Commission  
File Number)

**22-2781933**  
(IRS Employer  
Identification No.)

**One Michael Owens Way**  
**Perrysburg, Ohio**  
(Address of principal executive offices)

**43551-2999**  
(Zip Code)

**(567) 336-5000**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, \$.01 par value	OI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

## ITEM 7.01. REGULATION FD DISCLOSURE.

### *Offering of Notes*

On May 16, 2024, O-I Glass, Inc. (the “Company”) issued a press release (the “Notes Press Release”) announcing that OI European Group B.V. (“OIEG”), an indirect wholly owned subsidiary of the Company, intends to offer, subject to market and other conditions, in a private offering (the “Offering”) €400 million aggregate principal amount of senior notes due 2029 (the “Notes”), to be guaranteed on a joint and several basis by Owens-Illinois Group, Inc. (“OI Group”) and certain of OI Group’s U.S. domestic subsidiaries that are guarantors under OI Group’s credit agreement. A copy of the Notes Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Notes will be issued pursuant to an indenture that will contain covenants which, among other things, restrict the ability of OI Group and its subsidiaries to incur liens, engage in certain sale and leaseback transactions and consolidate, merge or sell all or substantially all of OI Group’s assets.

OIEG expects to use the net proceeds from the Offering, together with cash on hand, to purchase any and all of its outstanding 2.875% Senior Notes due 2025 (the “2025 Notes”), of which €500 million aggregate principal amount (approximately \$539 million based on the March 29, 2024 (the last business day in March 2024) exchange rate of €1.00 = \$1.0777) are currently outstanding, pursuant to a concurrent tender offer for any and all of the 2025 Notes (the “2025 Notes Tender Offer”). After the expiration of the 2025 Notes Tender Offer, OIEG may, subject to applicable federal securities laws, use any net proceeds from the Offering not used to fund the 2025 Notes Tender Offer to fund one or more redemptions of the 2025 Notes not acquired in the 2025 Notes Tender Offer, purchase such 2025 Notes through open market purchases or privately negotiated transactions, satisfy and discharge the indenture governing the 2025 Notes or repay such 2025 Notes at maturity. Any net proceeds received from the Offering not used to fund the 2025 Notes Tender Offer or any such redemption, repurchase or repayment of the 2025 Notes may be used for general corporate purposes.

The Notes and the guarantees have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or applicable state securities laws, and will be offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. Unless so registered, the Notes and the guarantees may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. Prospective purchasers that are qualified institutional buyers are hereby notified that the seller of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

The Company intends to be opportunistic in exploring opportunities to refinance certain of its upcoming near-term debt maturities. In doing so, the Company, through its subsidiary Owens-Brockway Glass Container Inc., is currently considering, subject to market conditions, a potential private offering of U.S. dollar-denominated, senior unsecured notes (in such instance, the notes would not be registered under the Securities Act and would not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption therefrom). However, there can be no assurances that any such offering will occur as described or at all. Nothing contained in this release shall constitute an offer to sell or the solicitation of an offer to buy any such notes.

### *Commencement of Tender Offer*

On May 16, 2024, the Company issued a press release (the “Tender Offer Press Release”) announcing the commencement by OIEG of the 2025 Notes Tender Offer. A copy of the Tender Offer Press Release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information contained in this Item 7.01 is for informational purposes only and shall not constitute a notice of tender offer or redemption for the 2025 Notes or an offer to sell or the solicitation of an offer to buy the 2025 Notes, the Notes or the guarantees, nor shall there be any sale of the Notes and the guarantees in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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The information contained in this Item 7.01, including Exhibits 99.1 and 99.2, is being furnished and shall not be deemed “filed” with the Securities and Exchange Commission (the “SEC”) for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act and such information shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act or the Exchange Act.

#### Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking” statements related to the Company within the meaning of Section 21E of the Exchange Act and Section 27A of the Securities Act. Forward-looking statements reflect the Company’s current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “plan,” “estimate,” “intend,” “predict,” “potential,” “continue,” and the negatives of these words and other similar expressions generally identify forward-looking statements.

It is possible that the Company’s future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) the general political, economic and competitive conditions in markets and countries where the Company has operations, including uncertainties related to economic and social conditions, trade disputes, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, changes in tax rates and laws, war, civil disturbance or acts of terrorism, natural disasters, public health issues and weather, (2) cost and availability of raw materials, labor, energy and transportation (including impacts related to the current Ukraine-Russia and Israel-Hamas conflicts and disruptions in supply of raw materials caused by transportation delays), (3) competitive pressures from other glass container producers and alternative forms of packaging or consolidation among competitors and customers, (4) changes in consumer preferences or customer inventory management practices, (5) the continuing consolidation of the Company’s customer base, (6) the Company’s ability to improve its glass melting technology, known as the modular advanced glass manufacturing asset (“MAGMA”) program, and implement it within the timeframe expected, (7) unanticipated supply chain and operational disruptions, including higher capital spending, (8) seasonality of customer demand, (9) the failure of the Company’s joint venture partners to meet their obligations or commit additional capital to the joint venture, (10) labor shortages, labor cost increases or strikes, (11) the Company’s ability to acquire or divest businesses, acquire and expand plants, integrate operations of acquired businesses and achieve expected benefits from acquisitions, divestitures or expansions, (12) the Company’s ability to generate sufficient future cash flows to ensure the Company’s goodwill is not impaired, (13) any increases in the underfunded status of the Company’s pension plans, (14) any failure or disruption of the Company’s information technology, or those of third parties on which the Company relies, or any cybersecurity or data privacy incidents affecting the Company or its third-party service providers, (15) risks related to the Company’s indebtedness or changes in capital availability or cost, including interest rate fluctuations and the ability of the Company to generate cash to service indebtedness and refinance debt on favorable terms, (16) risks associated with operating in foreign countries, (17) foreign currency fluctuations relative to the U.S. dollar, (18) changes in tax laws or U.S. trade policies, (19) the Company’s ability to comply with various environmental legal requirements, (20) risks related to recycling and recycled content laws and regulations, (21) risks related to climate-change and air emissions, including related laws or regulations and increased environmental, social and governance scrutiny and changing expectations from stakeholders, (22) risks related to the Company’s long-term succession planning process and (23) the other risk factors discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 and any subsequently filed Quarterly Reports on Form 10-Q or the Company’s other filings with the SEC.

It is not possible to foresee or identify all such factors. Any forward-looking statements in this Current Report on Form 8-K are based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results, or developments may differ materially from expectations. While the Company continually reviews trends and uncertainties affecting the Company’s results or operations and financial condition, the Company does not assume any obligation to update or supplement any particular forward-looking statements contained in this Current Report on Form 8-K.

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Notes Press Release, dated May 16, 2024</a>
<a href="#">99.2</a>	<a href="#">Tender Offer Press Release, dated May 16, 2024</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

O-I GLASS, INC.

Date: May 16, 2024

By: /s/ John A. Haudrich

Name: John A. Haudrich

Title: Senior Vice President and Chief Financial Officer

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**FOR IMMEDIATE RELEASE****For more information, contact:**

Chris Manuel  
Vice President of Investor Relations  
567-336-2600  
Chris.Manuel@o-i.com

**OI European Group B.V. Launches €400 Million Senior Notes Offering****PERRYSBURG, Ohio / SCHIEDAM, the Netherlands (May 16, 2024):**

O-I Glass, Inc. (the “Company”) announced that OI European Group B.V. (“OIEG”), an indirect wholly owned subsidiary of the Company, intends to offer, subject to market and other conditions, €400 million aggregate principal amount of its senior notes due 2029 (the “Notes”) in a private offering (the “Offering”) to eligible purchasers under Rule 144A and Regulation S of the U.S. Securities Act of 1933, as amended (the “Securities Act”). OIEG’s obligations under the Notes will be guaranteed on a joint and several basis by Owens Illinois Group, Inc. (“OI Group”) and certain U.S. domestic subsidiaries of OI Group that are guarantors under OI Group’s credit agreement.

OIEG expects to use the net proceeds received from this Offering, together with cash on hand, to purchase any and all of its outstanding 2.875% Senior Notes due 2025 (the “2025 Notes”), of which €500 million aggregate principal amount (approximately \$539 million based on the March 29, 2024 (the last business day in March 2024) exchange rate of €1.00 = \$1.0777) are currently outstanding, pursuant to a tender offer for any and all of the 2025 Notes (the “2025 Notes Tender Offer”). After the expiration of the 2025 Notes Tender Offer, OIEG may, subject to applicable federal securities laws, use any net proceeds from this Offering not used to fund the 2025 Notes Tender Offer to fund one or more redemptions of the 2025 Notes not acquired in the 2025 Notes Tender Offer, purchase such 2025 Notes through open market purchases or privately negotiated transactions, satisfy and discharge the indenture governing the 2025 Notes or repay such 2025 Notes at maturity. Any net proceeds received from this Offering not used to fund the 2025 Notes Tender Offer or any such redemption, repurchase or repayment of the 2025 Notes may be used for general corporate purposes.

The Notes and the guarantees have not been registered under the Securities Act, or applicable state securities laws, and will be offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. Unless so registered, the Notes and the guarantees may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. Prospective purchasers that are qualified institutional buyers are hereby notified that the seller of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

The information contained in this news release is for informational purposes only and shall not constitute a notice of tender offer or redemption for the 2025 Notes or an offer to sell or the solicitation of an offer to buy the 2025 Notes, the Notes or the guarantees, nor shall there be any sale of the Notes and the guarantees in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “FSMA”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is only addressed to and directed at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”), (iii) fall within Article 49(2) (a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the announcement to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Notes will only be available to relevant persons and this announcement must not be acted on or relied on by anyone who is not a relevant person. No key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. Any offer of the Notes in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA from a requirement to publish a prospectus for offers of securities.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Regulation (EU) 2017/1129 (as amended), and any relevant implementing measure in the relevant Member State of the European Economic Area (the “Prospectus Regulation”). The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Regulation, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

MiFID II and UK MiFIR professionals/ECPs-only / No PRIIPs KID or UK PRIIPs KID – Manufacturer target market (MIFID II and UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (“KID”) has been or will be prepared as not available to retail investors in the European Economic Area or the United Kingdom.

#### About O-I Glass

At O-I Glass, Inc. (NYSE: OI), we love glass and we’re proud to be one of the leading producers of glass bottles and jars around the globe. Glass is not only beautiful, it’s also pure and completely recyclable, making it the most sustainable rigid packaging material. Headquartered in Perrysburg, Ohio (USA), O-I is the preferred partner for many of the world’s leading food and beverage brands. We innovate in line with customers’ needs to create iconic packaging that builds brands around the world. Led by our diverse team of more than 23,000 people across 68 plants in 19 countries, O-I achieved net sales of \$7.1 billion in 2023.

#### Forward-Looking Statements

This press release contains “forward-looking” statements related to the Company within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Section 27A of the Securities Act. Forward-looking statements reflect the Company’s current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “plan,” “estimate,” “intend,” “predict,” “potential,” “continue,” and the negatives of these words and other similar expressions generally identify forward-looking statements.

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It is possible that the Company's future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) the general political, economic and competitive conditions in markets and countries where the Company has operations, including uncertainties related to economic and social conditions, trade disputes, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, changes in tax rates and laws, war, civil disturbance or acts of terrorism, natural disasters, public health issues and weather, (2) cost and availability of raw materials, labor, energy and transportation (including impacts related to the current Ukraine-Russia and Israel-Hamas conflicts and disruptions in supply of raw materials caused by transportation delays), (3) competitive pressures from other glass container producers and alternative forms of packaging or consolidation among competitors and customers, (4) changes in consumer preferences or customer inventory management practices, (5) the continuing consolidation of the Company's customer base, (6) the Company's ability to improve its glass melting technology, known as the modular advanced glass manufacturing asset ("MAGMA") program, and implement it within the timeframe expected, (7) unanticipated supply chain and operational disruptions, including higher capital spending, (8) seasonality of customer demand, (9) the failure of the Company's joint venture partners to meet their obligations or commit additional capital to the joint venture, (10) labor shortages, labor cost increases or strikes, (11) the Company's ability to acquire or divest businesses, acquire and expand plants, integrate operations of acquired businesses and achieve expected benefits from acquisitions, divestitures or expansions, (12) the Company's ability to generate sufficient future cash flows to ensure the Company's goodwill is not impaired, (13) any increases in the underfunded status of the Company's pension plans, (14) any failure or disruption of the Company's information technology, or those of third parties on which the Company relies, or any cybersecurity or data privacy incidents affecting the Company or its third-party service providers, (15) risks related to the Company's indebtedness or changes in capital availability or cost, including interest rate fluctuations and the ability of the Company to generate cash to service indebtedness and refinance debt on favorable terms, (16) risks associated with operating in foreign countries, (17) foreign currency fluctuations relative to the U.S. dollar, (18) changes in tax laws or U.S. trade policies, (19) the Company's ability to comply with various environmental legal requirements, (20) risks related to recycling and recycled content laws and regulations, (21) risks related to climate-change and air emissions, including related laws or regulations and increased environmental, social and governance scrutiny and changing expectations from stakeholders, (22) risks related to the Company's long-term succession planning process and (23) the other risk factors discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 and any subsequently filed Quarterly Reports on Form 10-Q or the Company's other filings with the Securities and Exchange Commission.

It is not possible to foresee or identify all such factors. Any forward-looking statements in this press release are based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results, or developments may differ materially from expectations. While the Company continually reviews trends and uncertainties affecting the Company's results or operations and financial condition, the Company does not assume any obligation to update or supplement any particular forward-looking statements contained in this press release.

SOURCE: O-I Glass, Inc.

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**FOR IMMEDIATE RELEASE**

**OI EUROPEAN GROUP B.V.  
OFFER TO PURCHASE FOR CASH  
ANY AND ALL 2.875% SENIOR NOTES DUE 2025**

**PERRYSBURG, Ohio / SCHIEDAM, the Netherlands (May 16, 2024)** O-I Glass, Inc. (NYSE: OI) (“OI Glass”), announced today that OI European Group B.V. (“OIEG”, the “Company,” “we,” “us” and “our”), has commenced its offer (the “Offer”) to purchase for cash any and all of the outstanding securities of the Company listed in Table I below (the “Notes”). As of May 16, 2024, €500 million aggregate principal amount of the Notes were outstanding.

The Offer is made upon the terms and subject to the conditions set forth in the offer to purchase, dated May 16, 2024 (as may be amended or supplemented from time to time, the “Offer to Purchase”), and its accompanying notice of guaranteed delivery (the “Notice of Guaranteed Delivery” and, together with the Offer to Purchase, the “Tender Offer Documents”). Capitalized terms used but not defined in this announcement have the meanings given to them in the Offer to Purchase.

All documentation relating to the Offer, including the Offer to Purchase and the Notice of Guaranteed Delivery, together with any updates, are available from the Information and Tender Agent, as set forth below, and will also be available via the Offer Website: <https://www.dfkingltd.com/OI>.

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**Timetable for the Offer**

<b><u>Date</u></b>	<b><u>Calendar Date and Time</u></b>
Commencement of the Offer	May 16, 2024.
Withdrawal Date	5:00 p.m. (New York City time) on May 23, 2024, unless extended.
Expiration Date	5:00 p.m. (New York City time) on May 23, 2024, unless extended.
Guaranteed Delivery Date	5:00 p.m. (New York City time) on the second business day after the Expiration Date, expected to be on May 28, 2024, unless extended.
Settlement Date	Expected to be the third business day after the Expiration Date and the first business day following the Guaranteed Delivery Date. The expected Settlement Date is May 29, 2024, unless extended.

**TABLE I: NOTES SUBJECT TO THE OFFER**

<b>Title of Notes</b>	<b>ISINs/Common Codes</b>	<b>Principal Amount Outstanding</b>	<b>Total Consideration (1)</b>
2.875% Senior Notes due 2025 (the “Notes”)	ISINs: XS2079700261 / XS2077666316 Common Codes: 207970026 / 207766631	€ 500,000,000	€ 992.50

(1) Per €1,000 principal amount of Notes accepted for purchase in the Offer (exclusive of any accrued and unpaid interest, which will be paid in addition to the Total Consideration, as applicable, to, but not including, the Settlement Date).

**Purpose of the Offer**

The primary purpose of the Offer is to acquire up to all of the outstanding Notes. The Offer is being made in connection with OIEG’s proposed offering of new senior notes (the “New Notes Offering”) denominated in Euros (the “New Notes”). Statements in this release regarding the New Notes Offering shall not constitute an offer to sell or a solicitation of an offer to buy any securities. The Total Consideration for any and all of the Notes, the Accrued Coupon Payment (as defined below) and all related fees and expenses are expected to be funded by the concurrent New Notes Offering, together with cash on hand. The Offer is subject to the satisfaction of certain conditions as more fully described under the heading “*Description of the Offer—Financing Condition*” in the Offer to Purchase including, among other things, the Financing Condition (as defined below). Notes that are accepted in the Offer will be purchased, retired and cancelled by us and will no longer remain outstanding obligations of ours.

**Details of the Offer**

The Offer will expire at 5:00 p.m. (New York City time) on May 23, 2024 (as the same may be extended, the “Expiration Date”). Tendered Notes may be withdrawn at any time prior to 5:00 p.m. (New York City time), on May 23, 2024 with respect to the Offer (as the same may be extended, the “Withdrawal Date”), but not thereafter, except as required by applicable law as described in the Offer to Purchase. The Offer is not conditioned on any minimum amount of Notes being tendered.

For a Holder who holds Notes through Clearstream or Euroclear to validly tender Notes pursuant to the Offer, such Holder must tender such Notes by the submission of valid Tender Instructions in accordance with the procedures described in the Offer to Purchase and of such Clearing System, as applicable. There is no letter of transmittal for the Offer to Purchase.

Upon the terms and subject to the conditions set forth in the Tender Offer Documents, Holders who (i) validly tender Notes at or prior to the Expiration Date (and do not validly withdraw such Notes at or prior to the Withdrawal Date) or (ii) deliver a properly completed and duly executed Notice of Guaranteed Delivery and all other required documents at or prior to the Expiration Date and validly tender their Notes at or prior to 5:00 p.m. (New York City time) on May 28, 2024 pursuant to the Guaranteed Delivery Procedures, and, in each case, whose Notes are accepted for purchase by us, will receive the applicable Total Consideration for each €1,000 principal amount of Notes, which will be payable in cash. We will accept and pay for all validly tendered and not validly withdrawn Notes that are accepted for purchase by us.

The Total Consideration payable for each €1,000 principal amount of Notes that are validly tendered, and not validly withdrawn, and accepted for purchase will be equal to €992.50.

In addition to the Total Consideration, Holders whose Notes are accepted for purchase by us will be paid the accrued and unpaid interest on such Notes from the last interest payment date (which was February 15, 2024) up to, but not including, the Settlement Date for the Offer, which is expected to be May 29, 2024 (the “Accrued Coupon Payment”).

Interest will cease to accrue on the Settlement Date for all Notes accepted in the Offer, including those tendered through the Guaranteed Delivery Procedures.

The Offer is subject to certain conditions, including, among other things, the Financing Condition, and certain customary conditions. Subject to applicable law and limitations described in the Offer to Purchase, we may waive any of the conditions in our sole discretion.

Our obligation to accept and pay for any Notes validly tendered and not validly withdrawn is conditioned on the successful completion, after the date hereof and prior to the Settlement Date of the New Notes Offering on terms and resulting in receipt of net proceeds satisfactory to us (the “Financing Condition”).

From time to time after the Expiration Date, we or our affiliates may acquire Notes that are not purchased in the Offer through open market purchases, privately negotiated transactions, tender offers, exchange offers, redemptions, satisfaction and discharge or otherwise, upon such terms and at such prices as we or our affiliates may determine or as may be provided for in the Indenture or other documents governing the Notes (which may be on terms more or less favorable from those contemplated in the Offer and, in either case, could be for cash or other consideration).

For further details on the procedures for tendering the Notes, please refer to the Offer to Purchase, including the procedures set out under the heading “*Description of the Offer—Procedures for Tendering Notes*” in the Offer to Purchase.

We have retained BNP Paribas to act as the Dealer Manager for the Offer (the “Dealer Manager”). Questions regarding terms and conditions of the Offer should be directed to BNP Paribas at +33 1 55 77 78 94 or via the email address [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com).

D.F. King has been appointed as information agent and tender agent (the “Information and Tender Agent”) in connection with the Offer. Questions or requests for assistance in connection with the Offer or the delivery of Tender Instructions, or for additional copies of the Tender Offer Documents, may be directed to the Information and Tender Agent at +44 20 7920 9700 (collect), or via e-mail at [OI@dfkingltd.com](mailto:OI@dfkingltd.com). You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer. The Tender Offer Documents can be accessed at the Offer Website: <https://www.dfkingltd.com/OI>.

***We reserve the right, in our sole discretion, not to accept any Tender Instructions, not to purchase any Notes or to extend, re-open, withdraw or terminate the Offer and to amend or waive any of the terms and conditions of the Offer in any manner, subject to applicable laws and regulations.***

**Holders are advised to read carefully the Offer to Purchase for full details of and information on the procedures for participating in the Offer, as applicable.**

*Holders are advised to check with any bank, securities broker or other intermediary through which they hold the Notes when such intermediary would require to receive instructions from a Holder in order for that the Holder to be able to participate in the Offer before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above.*

*Unless stated otherwise, announcements in connection with the Offer will be made available on our website at [www.o-i.com](http://www.o-i.com). Such announcements may also be made by (i) the issue of a press release and (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants.*

*Copies of all such announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for whom are set out below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Holders are urged to contact the Information and Tender Agent for the relevant announcements relating to the Offer. In addition, all documentation relating to the Offer to Purchase, together with any updates, will be available via the Offer Website: <https://www.dfkingltd.com/OI>.*

**DISCLAIMER** This announcement must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Offer to Purchase or the action you should take, you are recommended to seek your own financial, legal and tax advice, including as to any tax consequences, immediately from your broker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Offer.

None of the Company, the Dealer Manager, the Trustee, the Transfer Agent, the Registrar, the Paying Agent, the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates makes any recommendation as to whether or not Holders should tender their Notes in the Offer.

None of the Company, the Dealer Manager, the Trustee, the Transfer Agent, the Registrar, the Paying Agent, the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Company, the Notes, or the Offer contained in this announcement or in the Offer to Purchase. None of the Company, the Dealer Manager, the Trustee, the Transfer Agent, the Registrar, the Paying Agent, the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates is acting for any Holder, or will be responsible to any Holder for providing any protections which would be afforded to its clients or for providing advice in relation to the Offer, and accordingly none of the Company, the Dealer Manager, the Trustee, the Transfer Agent, the Registrar, the Paying Agent, the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for any failure by the Company to disclose information with regard to the Company or Notes which is material in the context of the Offer and which is not otherwise publicly available.

## **General**

This announcement is for informational purposes only. Neither this announcement nor the Offer to Purchase, or the electronic transmission thereof, as applicable, constitutes an offer to sell or buy any of the New Notes pursuant to the New Notes Offering, a solicitation for acceptance of the Offer, or a notice of redemption under the indenture governing the Notes. This announcement is not an offer to purchase or a solicitation of an offer to purchase any other securities of the Company or any of its subsidiaries. The Offer is being made solely pursuant to the Offer to Purchase. The distribution of this announcement in certain jurisdictions may be restricted by law. The Offer is not being made to Holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of the Company by the Dealer Manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

No action has been or will be taken in any jurisdiction that would permit the possession, circulation or distribution of either this announcement, the Offer to Purchase or any material relating to us or the Notes in any jurisdiction where action for that purpose is required. Accordingly, neither this announcement, the Offer to Purchase nor any other offering material or advertisements in connection with the Offer may be distributed or published, in or from any such country or jurisdiction, except in compliance with any applicable rules or regulations of any such country or jurisdiction.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Offer to Purchase comes are required by us, the Dealer Manager and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.

In the United Kingdom, the communication of this announcement and any other documents or materials relating to the Offer to Purchase are not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"); (ii) persons who fall within Article 43(2) of the Financial Promotion Order, (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order; or (iv) any other persons to whom these documents and/or materials may lawfully be communicated in accordance with the Financial Promotion Order. Any investment or investment activity to which the Offer to Purchase relates is available only to such persons or will be engaged in only with such persons and other persons should not rely on it.

In any European Economic Area (EEA) Member State (the “Relevant State”), the Offer to Purchase is only addressed to and are only directed at qualified investors in that Relevant State within the meaning of the Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “Prospectus Regulation”). Each person in a Relevant State who receives any communication in respect of the Offer to Purchase will be deemed to have represented, warranted and agreed to with the Dealer Manager and OI Glass that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

Each Holder participating in the Offer will give certain representations in respect of the jurisdictions referred to above and generally as set out herein. Any tender of Notes pursuant to the Offer from a Holder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Manager and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes pursuant to the Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted.

### **Forward-Looking Statements**

This announcement may contain “forward-looking” statements as defined under U.S. securities laws. Forward-looking statements reflect OI Glass’s current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “plan,” “estimate,” “intend,” “predict,” “potential,” “continue,” and the negatives of these words and other similar expressions generally identify forward-looking statements.

It is possible OI Glass’s future financial performance may differ from expectations due to a variety of factors including, but not limited to, the following: (1) the general political, economic and competitive conditions in markets and countries where OI Glass has operations, including uncertainties related to economic and social conditions, trade disputes, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, changes in tax rates and laws, war, civil disturbance or acts of terrorism, natural disasters, public health issues and weather, (2) cost and availability of raw materials, labor, energy and transportation (including impacts related to the current Ukraine-Russia and Israel-Hamas conflicts and disruptions in supply of raw materials caused by transportation delays), (3) competitive pressures from other glass container producers and alternative forms of packaging or consolidation among competitors and customers, (4) changes in consumer preferences or customer inventory management practices, (5) the continuing consolidation of OI Glass’s customer base, (6) OI Glass’s ability to improve its glass melting technology, known as the modular advanced glass manufacturing asset (“MAGMA”) program, and implement it within the timeframe expected, (7) unanticipated supply chain and operational disruptions, including higher capital spending, (8) seasonality of customer demand, (9) the failure of OI Glass’s joint venture partners to meet their obligations or commit additional capital to the joint venture, (10) labor shortages, labor cost increases or strikes, (11) OI Glass’s ability to acquire or divest businesses, acquire and expand plants, integrate operations of acquired businesses and achieve expected benefits from acquisitions, divestitures or expansions, (12) OI Glass’s ability to generate sufficient future cash flows to ensure OI Glass’s goodwill is not impaired, (13) any increases in the underfunded status of OI Glass’s pension plans, (14) any failure or disruption of OI Glass’s information technology, or those of third parties on which OI Glass relies, or any cybersecurity or data privacy incidents affecting OI Glass or its third-party service providers, (15) risks related to OI Glass’s indebtedness or changes in capital availability or cost, including interest rate fluctuations and the ability of OI Glass to generate cash to service indebtedness and refinance debt on favorable terms, (16) risks associated with operating in foreign countries, (17) foreign currency fluctuations relative to the U.S. dollar, (18) changes in tax laws or U.S. trade policies, (19) OI Glass’s ability to comply with various environmental legal requirements, (20) risks related to recycling and recycled content laws and regulations, (21) risks related to climate-change and air emissions, including related laws or regulations and increased environmental, social and governance scrutiny and changing expectations from stakeholders, (22) risks related to OI Glass’s long-term succession planning process and (23) the other risk factors discussed in OI Glass’s Annual Report on Form 10-K for the year ended December 31, 2023 and any subsequently filed Quarterly Reports on Form 10-Q or OI Glass’s other filings with the Securities and Exchange Commission.

It is not possible to foresee or identify all such factors. Any forward-looking statements in this announcement are based on certain assumptions and analyses made by OI Glass in light of its experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. While OI Glass continually reviews trends and uncertainties affecting OI Glass's results of operations and financial condition, we and OI Glass do not assume any obligation to update or supplement any particular forward-looking statements contained in this announcement.

### **About OI GLASS**

At O-I Glass, Inc. (NYSE: OI), we love glass and we're proud to be one of the leading producers of glass bottles and jars around the globe. Glass is not only beautiful, it's also pure and completely recyclable, making it the most sustainable rigid packaging material. Headquartered in Perrysburg, Ohio (USA), O-I is the preferred partner for many of the world's leading food and beverage brands. We innovate in line with customers' needs to create iconic packaging that builds brands around the world. Led by our diverse team of more than 23,000 people across 68 plants in 19 countries, O-I achieved net sales of \$7.1 billion in 2023.

### **Contacts**

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