

GREIF INC  
Form 10-Q  
June 08, 2017

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

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FORM 10-Q

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QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
<sup>x</sup> 1934

For the quarterly period ended April 30, 2017  
Commission File Number 001-00566

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Greif, Inc.  
(Exact name of registrant as specified in its charter)

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Delaware 31-4388903  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
425 Winter Road, Delaware, Ohio 43015  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (740) 549-6000  
Not Applicable  
Former name, former address and former fiscal year, if changed since last report.

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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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted 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 and post 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 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  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

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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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No x

The number of shares outstanding of each of the issuer's classes of common stock as of the close of business on June 5, 2017:

Class A Common Stock 25,835,281 shares

Class B Common Stock 22,009,725 shares

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Table of Contents

Item	Page
	<u>Part I. Financial Information</u>
1	<u>Financial Statements</u> 4
	<u>Condensed Consolidated Statements of Income for the Three and Six Months Ended April 30, 2017 and 2016 (Unaudited)</u> 4
	<u>Condensed Consolidated Statements of Comprehensive Income for the Three and Six Months Ended April 30, 2017 and 2016 (Unaudited)</u> 5
	<u>Condensed Consolidated Balance Sheets at April 30, 2017 (Unaudited) and October 31, 2016</u> 6
	<u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended April 30, 2017 and 2016 (Unaudited)</u> 8
	<u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u> 9
2	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 31
3	<u>Quantitative and Qualitative Disclosures About Market Risk</u> 49
4	<u>Controls and Procedures</u> 50
	<u>Part II. Other Information</u>
1A	<u>Risk Factors</u> 50
2	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 50
6	<u>Exhibits</u> 51
	<u>Signatures</u> 52

Table of Contents

## PART I. FINANCIAL INFORMATION

## ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## GREIF, INC. AND SUBSIDIARY COMPANIES

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(in millions, except per share amounts)	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	2017	2016
Net sales	\$887.4	\$839.6	\$1,708.3	\$1,611.0
Cost of products sold	705.5	665.9	1,363.1	1,286.0
Gross profit	181.9	173.7	345.2	325.0
Selling, general and administrative expenses	97.0	94.5	193.6	187.7
Restructuring charges	5.1	5.4	4.8	7.7
Non-cash asset impairment charges	2.0	1.7	3.9	40.8
Pension settlement charge	1.1	—	24.6	—
Gain on disposal of properties, plants and equipment, net	(1.8 )	(7.9 )	(2.8 )	(8.8 )
Gain on disposal of businesses, net	(1.9 )	(2.8 )	(1.4 )	(2.8 )
Operating profit	80.4	82.8	122.5	100.4
Interest expense, net	14.3	19.9	33.0	38.4
Other expense, net	3.2	1.7	6.8	4.7
Income before income tax expense and equity earnings of unconsolidated affiliates, net	62.9	61.2	82.7	57.3
Income tax expense	23.0	28.7	34.8	34.7
Net income	39.9	32.5	47.9	22.6
Net income attributable to noncontrolling interests	(3.9 )	(1.1 )	(6.5 )	(2.3 )
Net income attributable to Greif, Inc.	\$36.0	\$31.4	\$41.4	\$20.3
Basic earnings per share attributable to Greif, Inc. common shareholders:				
Class A Common Stock	\$0.61	\$0.53	\$0.71	\$0.35
Class B Common Stock	\$0.92	\$0.80	\$1.05	\$0.51
Diluted earnings per share attributable to Greif, Inc. common shareholders:				
Class A Common Stock	\$0.61	\$0.53	\$0.71	\$0.35
Class B Common Stock	\$0.92	\$0.80	\$1.05	\$0.51
Weighted-average number of Class A common shares outstanding:				
Basic	25.8	25.8	25.8	25.7
Diluted	25.8	25.8	25.8	25.7
Weighted-average number of Class B common shares outstanding:				
Basic	22.0	22.1	22.0	22.1
Diluted	22.0	22.1	22.0	22.1
Cash dividends declared per common share:				
Class A Common Stock	\$0.42	\$0.42	\$0.84	\$0.84
Class B Common Stock	\$0.63	\$0.63	\$1.25	\$1.25
See accompanying Notes to Condensed Consolidated Financial Statements				

Table of Contents

## GREIF, INC. AND SUBSIDIARY COMPANIES

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in millions)	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	2017	2016
Net income	\$39.9	\$32.5	\$47.9	\$22.6
Other comprehensive income (loss), net of tax:				
Foreign currency translation	10.4	46.3	1.2	18.0
Interest rate derivative	0.2	—	4.8	—
Minimum pension liabilities	1.3	(1.3 )	29.4	0.6
Other comprehensive income, net of tax	11.9	45.0	35.4	18.6
Comprehensive income	51.8	77.5	83.3	41.2
Comprehensive income attributable to noncontrolling interests	3.3	4.1	4.2	1.7
Comprehensive income attributable to Greif, Inc.	\$48.5	\$73.4	\$79.1	\$39.5
See accompanying Notes to Condensed Consolidated Financial Statements				

Table of Contents

## GREIF, INC. AND SUBSIDIARY COMPANIES

## CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in millions)	April 30, 2017	October 31, 2016
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$87.0	\$ 103.7
Trade accounts receivable, less allowance of \$7.0 in 2017 and \$8.8 in 2016	428.8	399.2
Inventories	330.6	277.4
Assets held for sale	86.9	11.8
Prepaid expenses and other current assets	132.3	128.2
	1,065.6	920.3
Long-term assets		
Goodwill	751.2	786.4
Other intangible assets, net of amortization	86.8	110.6
Deferred tax assets	10.1	9.0
Assets held by special purpose entities	50.9	50.9
Pension asset	26.2	22.2
Other long-term assets	93.6	89.7
	1,018.8	1,068.8
Properties, plants and equipment		
Timber properties, net of depletion	275.2	277.8
Land	102.6	99.5
Buildings	391.4	390.1
Machinery and equipment	1,487.5	1,484.8
Capital projects in progress	101.9	91.3
	2,358.6	2,343.5
Accumulated depreciation	(1,217.2 )	(1,179.6 )
	1,141.4	1,163.9
Total assets	\$3,225.8	\$ 3,153.0

See accompanying Notes to Condensed Consolidated Financial Statements

Table of Contents

## GREIF, INC. AND SUBSIDIARY COMPANIES

## CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in millions)	April 30, 2017	October 31, 2016
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$369.3	\$ 372.0
Accrued payroll and employee benefits	79.4	93.7
Restructuring reserves	8.1	10.4
Current portion of long-term debt	15.0	—
Short-term borrowings	35.5	51.6
Liabilities held for sale	17.3	—
Other current liabilities	135.8	131.5
	660.4	659.2
Long-term liabilities		
Long-term debt	1,033.6	974.6
Deferred tax liabilities	206.9	193.0
Pension liabilities	158.0	179.8
Postretirement benefit obligations	13.4	13.7
Liabilities held by special purpose entities	43.3	43.3
Contingent liabilities and environmental reserves	6.8	6.8
Other long-term liabilities	83.6	92.9
	1,545.6	1,504.1
Commitments and contingencies (Note 13)		
Redeemable noncontrolling interests (Note 18)	33.0	31.8
Equity		
Common stock, without par value	144.0	141.4
Treasury stock, at cost	(135.5 )	(135.6 )
Retained earnings	1,332.2	1,340.0
Accumulated other comprehensive income (loss), net of tax:		
Foreign currency translation	(266.7 )	(270.2 )
Interest rate derivative	4.8	—
Minimum pension liabilities	(98.8 )	(128.2 )
Total Greif, Inc. shareholders' equity	980.0	947.4
Noncontrolling interests	6.8	10.5
Total shareholders' equity	986.8	957.9
Total liabilities and shareholders' equity	\$3,225.8	\$ 3,153.0
See accompanying Notes to Condensed Consolidated Financial Statements		

Table of Contents

## GREIF, INC. AND SUBSIDIARY COMPANIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

Six Months Ended April 30, (in millions)	2017	2016
Cash flows from operating activities:		
Net income	\$47.9	\$22.6
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation, depletion and amortization	61.7	64.3
Non-cash asset impairment charges	3.9	40.8
Pension settlement charge	24.6	—
Gain on disposals of properties, plants and equipment, net	(2.8 )	(8.8 )
Gain on disposals of businesses, net	(1.4 )	(2.8 )
Unrealized foreign exchange loss	2.1	5.0
Deferred income tax benefit	(7.8 )	(4.1 )
Other, net	1.1	(0.6 )
Increase (decrease) in cash from changes in certain assets and liabilities:		
Trade accounts receivable	(36.9 )	(12.6 )
Inventories	(59.6 )	(0.8 )
Deferred purchase price on sold receivables	(21.7 )	(15.2 )
Accounts payable	4.2	(12.7 )
Restructuring reserves	(2.3 )	(8.7 )
Pension and postretirement benefit liabilities	(1.7 )	(0.8 )
Other, net	4.2	(7.9 )
Net cash provided by operating activities	15.5	57.7
Cash flows from investing activities:		
Acquisitions of companies, net of cash acquired	—	(0.4 )
Collection of subordinated note receivable	—	44.2
Purchases of properties, plants, and equipment	(39.7 )	(44.8 )
Purchases of and investments in timber properties	(5.4 )	(3.5 )
Purchases of properties, plants and equipment with insurance proceeds	—	(3.6 )
Proceeds from the sale of properties, plants, equipment and other assets	7.3	3.8
Proceeds from the sale of businesses	0.8	23.6
Proceeds from insurance recoveries	0.4	6.6
Net cash provided by (used in) investing activities	(36.6 )	25.9
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	888.2	564.2
Payments on long-term debt	(954.3)	(593.6)
Proceeds (payments) on short-term borrowings, net	(13.9 )	6.1
Proceeds from trade accounts receivable credit facility	203.6	14.8
Payments on trade accounts receivable credit facility	(53.6 )	(36.1 )
Long-term debt and credit facility financing fees paid	(4.5 )	—
Dividends paid to Greif, Inc. shareholders	(49.2 )	(49.3 )
Dividends paid to noncontrolling interests	(3.5 )	(1.3 )
Acquisitions of treasury stock	—	(5.2 )
Other	—	(0.8 )
Net cash provided by (used in) financing activities	12.8	(101.2)
Reclassification of cash to assets held for sale	(5.9 )	—
Effects of exchange rates on cash	(2.5 )	1.0
Net decrease in cash and cash equivalents	(16.7 )	(16.6 )



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Cash and cash equivalents at beginning of period	103.7	106.2
Cash and cash equivalents at end of period	\$87.0	\$89.6
See accompanying Notes to Condensed Consolidated Financial Statements		

Table of Contents

GREIF, INC. AND SUBSIDIARY COMPANIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 — BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with the U.S. Securities and Exchange Commission (“SEC”) instructions to Quarterly Reports on Form 10-Q and include all of the information and disclosures required by accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting. The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual amounts could differ from those estimates.

The Company’s fiscal year begins on November 1 and ends on October 31 of the following year. Any references to the year 2017 or 2016, or to any quarter of those years, relates to the fiscal year or quarter, as the case may be, ended in that year.

The information filed herein reflects all adjustments that are, in the opinion of management, necessary for a fair presentation of the condensed consolidated balance sheets as of April 30, 2017 and October 31, 2016, the condensed consolidated statements of income and comprehensive income for the three and six months ended April 30, 2017 and 2016 and the condensed consolidated statements of cash flows for the six months ended April 30, 2017 and 2016 of Greif, Inc. and its subsidiaries (the “Company”). The condensed consolidated financial statements include the accounts of Greif, Inc., all wholly-owned and consolidated subsidiaries and investments in limited liability companies, partnerships and joint ventures in which it has controlling influence or is the primary beneficiary. Non-majority owned entities include investments in limited liability companies, partnerships and joint ventures in which the Company does not have controlling influence and are accounted for using either the equity or cost method, as appropriate.

The unaudited condensed consolidated financial statements included in the Quarterly Report on Form 10-Q (this “Form 10-Q”) should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for its fiscal year ended October 31, 2016 (the “2016 Form 10-K”).

Newly Adopted Accounting Standards

In February 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis,” which makes changes to both the variable interest model and the voting interest model and eliminates the indefinite deferral of FASB Statement No. 167, included in ASU 2010-10, for certain investment funds. All reporting entities that hold a variable interest in other legal entities were required to re-evaluate their consolidation conclusions as well as disclosure requirements. The Company adopted the new guidance beginning on November 1, 2016, and the adoption did not have a material impact on the Company’s financial position, results of operations, comprehensive income, cash flows or disclosures.

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350),” which simplifies the subsequent measurement of goodwill in Accounting Standards Codification (“ASC”) 350 by eliminating the step 2 requirement to perform procedures to determine the fair value at the impairment testing date of assets and liabilities in order to calculate goodwill impairment based on the implied fair value of goodwill. This amendment modifies the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. The Company elected to adopt the new guidance beginning on February 1, 2017 using a prospective approach, and the adoption did not have a material impact on the Company’s financial position, results of operations, comprehensive income, cash flows or disclosures.

Recently Issued Accounting Standards

The FASB has issued ASUs through 2017-10. The Company has reviewed each recently issued ASU.

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606),” which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from

customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The update is effective on November 1, 2018 using one of two retrospective application methods. The Company is in the process of determining the potential impact of adopting

Table of Contents

the new revenue standards, but anticipates that the impact of adoption will be limited to expanded disclosures with no material impact on its financial position, results of operations, comprehensive income, or cash flow.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)," which amends the lease accounting and disclosure requirements in ASC 842, "Leases". The objective of this update is to increase transparency and comparability among organizations recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about lease arrangements. This ASU will require the recognition of lease assets and lease liabilities for those leases classified as operating leases under previous GAAP. The update is effective on November 1, 2019 using a modified retrospective approach. The Company is in the process of determining the potential impact of adopting this guidance on its financial position, results of operations, comprehensive income, cash flows and disclosures.

In October 2016, the FASB issued ASU 2016-16, "Intra-Equity Transfers of Assets Other Than Inventory (Topic 740)," which improves the accounting for income tax consequences of intra-entity transfers of assets other than inventory. This ASU is effective on November 1, 2018 and early adoption is permitted, including any interim period. The Company is in the process of determining the potential impact of adopting this guidance on its financial position, results of operations, comprehensive income, cash flows and disclosures.

In March 2017, the FASB issued ASU 2017-07, "Compensation - Retirement Benefits (Topic 715)," which provides additional guidance in ASC 715 for the presentation of net periodic benefit cost in the income statement and on the components eligible for capitalization in assets. This ASU will require the reporting of the service cost component to be in the same line item as other compensation costs arising from services rendered by the pertinent employees. Also, the other components of net benefit cost will be required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. This update also allows only the service cost component to be eligible for capitalization when applicable. The update is effective on November 1, 2018 using a retrospective approach for the presentation of the service cost component and the other components of net periodic pension cost and net periodic post-retirement benefit cost in the income statement and prospectively, on and after the effective date, for the capitalization of the service cost component of net periodic pension cost and net periodic post-retirement benefit in assets. The Company is in the process of determining the potential impact of adopting this guidance on its financial position, results of operations, comprehensive income, cash flows and disclosures.

**NOTE 2 — ACQUISITIONS AND DIVESTITURES**

During the six months ended April 30, 2017, the Company completed no material divestitures or acquisitions, deconsolidated two nonstrategic businesses, and liquidated one non-U.S. nonstrategic business. The Company deconsolidated one nonstrategic business in the Flexible Products & Services segment during the first quarter of 2017, and one nonstrategic business in the Rigid Industrial Packaging & Services segment during the second quarter of 2017. The Company liquidated one non-U.S. nonstrategic business in the Rigid Industrial Packaging & Services segment during the second quarter of 2017. The gain on disposal of businesses was \$1.4 million for the six months ended April 30, 2017. Proceeds from divestitures completed in fiscal year 2015 and collected during the six months ended April 30, 2017 were \$0.8 million. The Company has \$3.8 million of notes receivable recorded from the sale of businesses, ranging in remaining terms from five months to twenty months.

The Company completed three material divestitures and no material acquisitions for the six months ended April 30, 2016. The divestitures were of nonstrategic businesses in the Rigid Industrial Packaging & Services segment. The gain on disposals of businesses was \$2.8 million for the six months ended April 30, 2016. Proceeds from divestitures were \$23.6 million.

**NOTE 3 — SALE OF NON-UNITED STATES ACCOUNTS RECEIVABLE**

On April 27, 2012, Cooperage Receivables Finance B.V. (the "Main SPV") and Greif Coordination Center BVBA, an indirect wholly owned subsidiary of Greif, Inc. ("Seller"), entered into the Nieuw Amsterdam Receivables Purchase Agreement (the "European RPA") with affiliates of a major international bank (the "Purchasing Bank Affiliates"). On April 18, 2017, the Main SPV and Seller amended and extended the term of the existing European RPA. Under the European RPA, as amended, the maximum amount of receivables that may be sold and outstanding under the European RPA at any time is €100.0 million (\$109.0 million as of April 30, 2017). Under the terms of the European RPA, the Company has the ability to loan excess cash to the Purchasing Bank Affiliates in the form of a subordinated

loan receivable. During the first quarter of 2016, the Company collected \$44.2 million that had been loaned to the Purchasing Bank Affiliates, as excess cash at the end of fiscal 2015.

Under the terms of the European RPA, the Company has agreed to sell trade receivables meeting certain eligibility requirements that the Seller had purchased from other indirect wholly-owned subsidiaries of the Company under a factoring agreement. The structure of the transactions provide for a legal true sale, on a revolving basis, of the receivables transferred from the Company's various subsidiaries to the respective Purchasing Bank Affiliates. The purchaser funds an initial purchase price of a certain percentage of eligible receivables based on a formula, with the initial purchase price approximating 75 percent to 90 percent of

Table of Contents

eligible receivables. The remaining deferred purchase price is settled upon collection of the receivables. At the balance sheet reporting dates, the Company removes from accounts receivable the amount of proceeds received from the initial purchase price since they meet the applicable criteria of ASC 860, “Transfers and Servicing,” and the Company continues to recognize the deferred purchase price in prepaid expenses and other current assets or other current liabilities. The receivables are sold on a non-recourse basis with the total funds in the servicing collection accounts pledged to the banks between settlement dates.

In October 2007, Greif Singapore Pte. Ltd., an indirect wholly-owned subsidiary of Greif, Inc., entered into the Singapore Receivable Purchase Agreement (the “Singapore RPA”) with a major international bank. The maximum amount of aggregate receivables that may be financed under the Singapore RPA is 15.0 million Singapore Dollars (\$10.7 million as of April 30, 2017). Under the terms of the Singapore RPA, the Company has agreed to sell trade receivables in exchange for an initial purchase price of approximately 90 percent of the eligible receivables. The remaining deferred purchase price is settled upon collection of the receivables.

The table below contains certain information related to the Company’s accounts receivable sales programs:

(in millions)	Three Months		Six Months	
	Ended April 30, 2017	2016	Ended April 30, 2017	2016
<b>European RPA</b>				
Gross accounts receivable sold to third party financial institution	\$176.5	\$162.3	\$314.1	\$303.3
Cash received for accounts receivable sold under the programs	156.2	143.5	278.2	268.5
Deferred purchase price related to accounts receivable sold	20.3	18.6	35.9	34.4
Loss associated with the programs	0.1	0.2	0.2	0.5
Expenses associated with the programs	—	—	—	—
<b>Singapore RPA</b>				
Gross accounts receivable sold to third party financial institution	\$15.1	\$10.4	\$25.0	\$21.1
Cash received for accounts receivable sold under the program	13.7	10.4	21.7	21.1
Deferred purchase price related to accounts receivable sold	1.3	—	3.2	—
Loss associated with the program	—	—	—	—
Expenses associated with the program	—	—	—	—
<b>Total RPAs and Agreements</b>				
Gross accounts receivable sold to third party financial institution	\$191.6	\$172.7	\$339.1	\$324.4
Cash received for accounts receivable sold under the program	169.9	153.9	299.9	289.6
Deferred purchase price related to accounts receivable sold	21.6	18.6	39.1	34.4
Loss associated with the program	0.1	0.2	0.2	0.5
Expenses associated with the program	—	—	—	—

Table of Contents

The table below contains certain information related to the Company's accounts receivable sales programs and the impact it has on the condensed consolidated balance sheets:

(in millions)	April 30, October 31, 2017      2016	
<b>European RPA</b>		
Accounts receivable sold to and held by third party financial institution	\$ 126.7	\$ 106.7
Deferred purchase price asset (liability) related to accounts receivable sold	23.8	(0.4      )
<b>Singapore RPA</b>		
Accounts receivable sold to and held by third party financial institution	\$ 5.5	\$ 4.0
Deferred purchase price asset related to accounts receivable sold	0.5	0.5

**Total RPAs and Agreements**

Accounts receivable sold to and held by third party financial institution	\$ 132.2	\$ 110.7
Deferred purchase price asset related to accounts receivable sold	24.3	0.1

The deferred purchase price related to the accounts receivable sold is reflected as prepaid expenses and other current assets or other current liabilities on the Company's consolidated balance sheet and was initially recorded at an amount which approximates its fair value due to the short-term nature of these items. The cash received initially and the deferred purchase price relate to the sale or ultimate collection of the underlying receivables and are not subject to significant other risks given their short nature; therefore, the Company reflects all cash flows under the accounts receivable sales programs as operating cash flows on the Company's consolidated statements of cash flows.

Additionally, the Company performs collections and administrative functions on the receivables sold, similar to the procedures it uses for collecting all of its receivables, including receivables that are not sold under the European RPA and the Singapore RPA. The servicing liability for these receivables is not material to the consolidated financial statements.

**NOTE 4 — INVENTORIES**

Inventories are stated at the lower of cost or market and are summarized as follows:

(in millions)	April 30, October 31, 2017      2016	
Raw materials	\$ 225.9	\$ 185.4
Work-in-process	11.9	12.2
Finished goods	92.8	79.8
	\$ 330.6	\$ 277.4

Table of Contents

## NOTE 5 — ASSETS AND LIABILITIES HELD FOR SALE AND DISPOSALS OF PROPERTIES, PLANTS AND EQUIPMENT, NET

The following table presents assets and liabilities classified as held for sale as of April 30, 2017 and October 31, 2016:

(in millions)	April 30, October 31,	
	2017	2016
Cash and cash equivalents	\$ 5.9	\$ —
Trade accounts receivable, less allowance	6.4	—
Inventories	2.3	—
Properties, plants and equipment, net	21.4	11.8
Goodwill	32.7	—
Other intangibles assets, net	17.0	—
Other assets	1.2	—
Assets held for sale	\$ 86.9	\$ 11.8
Accounts payable	\$ 2.7	\$ —
Other current liabilities	4.3	—
Other long-term liabilities	10.3	—
Liabilities held for sale	\$ 17.3	\$ —

As of April 30, 2017, there were two asset groups within the Rigid Industrial Packaging & Services segment and one asset group in the Flexible Products & Services segment classified as assets and liabilities held for sale. The assets held for sale are being marketed for sale, and it is the Company's intention to complete the sales of these assets within the next twelve months.

As of October 31, 2016, there was one asset group in the Rigid Industrial Packaging & Services segment and one asset group in the Flexible Products & Services segment classified as assets and liabilities held for sale.

For the three months ended April 30, 2017, the Company recorded a gain on disposal of properties, plants and equipment, net of \$1.8 million. This included disposals of assets in the Rigid Industrial Packaging Products & Services segment that resulted in gains of \$0.3 million and special use property sales that resulted in gains of \$1.5 million in the Land Management segment.

For the six months ended April 30, 2017, the Company recorded a gain on disposal of properties, plants and equipment, net of \$2.8 million. This included disposals of assets in the Rigid Industrial Packaging Products & Services segment that resulted in gains of \$0.9 million and special use property sales that resulted in gains of \$1.9 million in the Land Management segment.

For the three months ended April 30, 2016, the Company recorded a gain on disposal of properties, plants and equipment, net of \$7.9 million. This included insurance recoveries that resulted in gains of \$6.4 million in the Rigid Industrial Packaging & Services segment, disposal of assets in the Flexible Products & Services segment classified as held for sale that resulted in gains of \$0.8 million, sales of surplus properties in the Land Management segment that resulted in gains of \$0.2 million, and other net gains totaling an additional \$0.5 million.

For the six months ended April 30, 2016, the Company recorded a gain on disposal of properties, plants and equipment, net of \$8.8 million. This included insurance recoveries that resulted in gains of \$6.4 million in the Rigid Industrial Packaging & Services segment, disposal of assets in the Flexible Products & Services segment that resulted in gains of \$0.9 million, sales of surplus properties in the Land Management segment that resulted in gains of \$0.8 million, and other net gains totaling an additional \$0.7 million.



Table of Contents

## NOTE 6 — GOODWILL AND OTHER INTANGIBLE ASSETS

The following table summarizes the changes in the carrying amount of goodwill by segment for the six month period ended April 30, 2017:

(in millions)	Rigid Industrial Packaging & Services	Paper Packaging & Services	Total
Balance at October 31, 2016	\$ 726.9	\$ 59.5	\$786.4
Goodwill allocated to divestitures and businesses held for sale	(36.3 )	—	(36.3 )
Currency translation	1.1	—	1.1
Balance at April 30, 2017	\$ 691.7	\$ 59.5	\$751.2

Table of Contents

As of April 30, 2017 and October 31, 2016, the accumulated goodwill impairment loss was \$50.3 million in the Flexible Products & Services segment.

The following table summarizes the carrying amount of net other intangible assets by class as of April 30, 2017 and October 31, 2016:

(in millions)	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
April 30, 2017:			
Indefinite lived:			
Trademarks and patents	\$ 13.0	\$ —	\$ 13.0
Definite lived:			
Customer relationships	\$ 143.0	\$ 83.5	\$ 59.5
Trademarks and patents	9.1	3.5	5.6
Non-compete agreements	0.4	0.2	0.2
Other	22.1	13.6	8.5
Total	\$ 187.6	\$ 100.8	\$ 86.8

October 31, 2016:

Indefinite lived:			
Trademarks and patents	\$ 13.0	\$ —	\$ 13.0
Definite lived:			
Customer relationships	\$ 167.6	\$ 86.9	\$ 80.7
Trademarks and patents	12.1	4.8	7.3
Non-compete agreements	1.0	0.9	0.1
Other	23.5	14.0	9.5
Total	\$ 217.2	\$ 106.6	\$ 110.6

Amortization expense for the three months ended April 30, 2017 and 2016 was \$3.1 million and \$4.3 million, respectively. Amortization expense for the six months ended April 30, 2017 and 2016 was \$6.9 million and \$8.5 million, respectively. Amortization expense for the next five years is expected to be \$13.2 million in 2017, \$12.2 million in 2018, \$12.1 million in 2019, \$11.5 million in 2020 and \$10.0 million in 2021.

Definite lived intangible assets for the periods presented are subject to amortization and are being amortized using the straight-line method over periods that are contractually, legally determined, or over the period a market participant would benefit from the asset.

**NOTE 7 — RESTRUCTURING CHARGES**

The following is a reconciliation of the beginning and ending restructuring reserve balances for the six month period ended April 30, 2017:

(in millions)	Employee Separation Costs	Other Costs	Total
Balance at October 31, 2016	\$ 9.2	\$1.2	\$10.4
Costs incurred and charged to expense	3.9	0.9	4.8
Costs paid or otherwise settled	(6.2 )	(0.9 )	(7.1 )
Balance at April 30, 2017	\$ 6.9	\$1.2	\$8.1

The focus for restructuring activities in 2017 is to continue to rationalize operations and close underperforming assets in the Rigid Industrial Packaging & Services and Flexible Products & Services segments. During the three months ended April 30, 2017, the



Table of Contents

Company recorded restructuring charges of \$5.1 million, as compared to \$5.4 million of restructuring charges recorded during the three months ended April 30, 2016. The restructuring activity for the three months ended April 30, 2017 consisted of \$4.7 million in employee separation costs and \$0.4 million in other restructuring costs. During the six months ended April 30, 2017, the Company recorded restructuring charges of \$4.8 million, which compares to \$7.7 million of restructuring charges recorded during the six months ended April 30, 2016. The restructuring activity for the six months ended April 30, 2017 consisted of \$3.9 million in employee separation costs and \$0.9 million in other restructuring costs.

The following is a reconciliation of the total amounts expected to be incurred from approved restructuring plans or plans that are being formulated and have not been announced as of the date of this Form 10-Q. Remaining amounts expected to be incurred are \$19.8 million as of April 30, 2017 compared to \$16.1 million as of October 31, 2016. The change was due to the formulations of new plans during the period.

(in millions)	Total Amounts Expected to be Incurred	Amounts Incurred During the six month period ended April 30, 2017	Amounts Remaining to be Incurred
<b>Rigid Industrial Packaging &amp; Services</b>			
Employee separation costs	\$ 17.6	\$ 3.2	\$ 14.4
Other restructuring costs	4.1	0.7	3.4
	21.7	3.9	17.8
<b>Flexible Products &amp; Services</b>			
Employee separation costs	1.2	0.4	0.8
Other restructuring costs	1.4	0.2	1.2
	2.6	0.6	2.0
<b>Paper Packaging &amp; Services</b>			
Employee separation costs	0.3	0.3	—
Other restructuring costs	—	—	—
	0.3	0.3	—
	\$ 24.6	\$ 4.8	\$ 19.8

**NOTE 8 — CONSOLIDATION OF VARIABLE INTEREST ENTITIES**

The Company evaluates whether an entity is a variable interest entity (“VIE”) whenever reconsideration events occur and performs reassessments of all VIEs quarterly to determine if the primary beneficiary status is appropriate. The Company consolidates VIEs for which it is the primary beneficiary. If the Company is not the primary beneficiary and an ownership interest is held, the VIE is accounted for under the equity or cost methods of accounting, as appropriate. When assessing the determination of the primary beneficiary, the Company considers all relevant facts and circumstances, including: the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance; and the obligation to absorb the expected losses and/or the right to receive the expected returns of the VIE.

**Significant Nonstrategic Timberland Transactions**

In 2005, the Company sold certain timber properties to Plum Creek Timberlands, L.P. (“Plum Creek”) in a series of transactions that included the creation of two separate legal entities that are now consolidated as separate VIEs. One is an indirect subsidiary of Plum Creek (the “Buyer SPE”), and the other is STA Timber LLC, an indirect wholly owned subsidiary of the Company (“STA Timber”). As of April 30, 2017 and October 31, 2016, consolidated assets of Buyer SPE consisted of \$50.9 million of restricted bank financial instruments which are expected to be held to maturity. For both of the three month periods ended April 30, 2017 and 2016, Buyer SPE recorded interest income of \$0.6 million.

For both of the six month periods ended April 30, 2017 and 2016, Buyer SPE recorded interest income of \$1.2 million.

As of April 30, 2017 and October 31, 2016, STA Timber had consolidated long-term debt of \$43.3 million. For both of the three month periods ended April 30, 2017 and 2016, STA Timber recorded interest expense of \$0.6 million. For both of the six month periods ended April 30, 2017 and 2016, STA Timber recorded interest expense of \$1.2 million. The intercompany borrowing arrangement between the two VIEs is eliminated in consolidation. STA Timber is exposed to credit-related losses in the event of nonperformance by an issuer of a deed of guarantee in the transaction.

Table of Contents

## Flexible Packaging Joint Venture

On September 29, 2010, Greif, Inc. and one of its indirect subsidiaries formed a joint venture (referred to herein as the “Flexible Packaging JV” or “FPS VIE”) with Dabbagh Group Holding Company Limited and one of its subsidiaries, originally National Scientific Company Limited and now Gulf Refined Packaging for Industrial Packaging Company LTD. The Flexible Packaging JV owns the operations in the Flexible Products & Services segment. The Flexible Packaging JV has been consolidated into the operations of the Company as of its formation date of September 29, 2010.

The Flexible Packaging JV is deemed to be a VIE since the total equity investment at risk is not sufficient to permit the legal entity to finance its activities without additional subordinated financial support. The major factors that led to the conclusion that the Company was the primary beneficiary of this VIE was that (1) the Company has the power to direct the most significant activities due to its ability to direct the operating decisions of the FPS VIE, which power is derived from the significant CEO discretion over the operations of the FPS VIE combined with the Company’s sole and exclusive right to appoint the CEO of the FPS VIE, and (2) the significant variable interest through the Company’s equity interest in the FPS VIE.

All entities contributed to the Flexible Packaging JV were existing businesses acquired by one of the Company's subsidiaries that were reorganized under Greif Flexibles Asset Holding B.V. and Greif Flexibles Trading Holding B.V.

The following table presents the Flexible Packaging JV total net assets:

(in millions)	April 30, 2017	October 31, 2016
Cash and cash equivalents	\$ 13.3	\$ 15.2
Trade accounts receivable, less allowance of \$2.2 in 2017 and \$2.8 in 2016	45.5	43.3
Inventories	49.5	50.9
Properties, plants and equipment, net	23.2	25.0
Other assets	33.7	37.3
Total Assets	\$ 165.2	\$ 171.7
Accounts payable	\$ 30.7	\$ 30.7
Other liabilities	36.5	43.7
Total Liabilities	\$ 67.2	\$ 74.4

Net (income) losses attributable to the noncontrolling interest in the Flexible Packaging JV for the three months ended April 30, 2017 and 2016 were \$(1.2) million and \$1.6 million, respectively; and for the six months ended April 30, 2017 and 2016, net (income) losses attributable to the noncontrolling interest were \$(1.8) million and \$2.6 million, respectively.

## Non-United States Accounts Receivable VIE

As further described in Note 3, Cooperage Receivables Finance B.V. is a party to the European RPA. Cooperage Receivables Finance B.V. is deemed to be a VIE since this entity is not able to satisfy its liabilities without the financial support from the Company. While this entity is a separate and distinct legal entity from the Company and no ownership interest in this entity is held by the Company, the Company is the primary beneficiary because it has (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE. As a result, Cooperage Receivables Finance B.V. has been consolidated into the operations of the Company.

Table of Contents

## NOTE 9 — LONG-TERM DEBT

Long-term debt is summarized as follows:

(in millions)	April 30, 2017	October 31, 2016
2017 Credit Agreement	\$433.9	\$—
Prior Credit Agreement	—	201.2
Senior Notes due 2017	—	300.1
Senior Notes due 2019	247.5	247.0
Senior Notes due 2021	216.7	216.6
Receivables Facility	150.0	—
Other debt	8.1	9.7
	1,056.2	974.6
Less current portion	15.0	—
Less deferred financing costs	7.6	—
Long-term debt	\$1,033.6	\$974.6

## 2017 Credit Agreement

On November 3, 2016, the Company and certain of its international subsidiaries entered into a new senior secured credit agreement (the “2017 Credit Agreement”) with a syndicate of financial institutions. The 2017 Credit Agreement replaced in its entirety the \$1.0 billion senior secured credit agreement entered into on December 19, 2012, by the Company and two of its international subsidiaries ("Prior Credit Agreement") with a syndicate of financial institutions. The total available borrowing under the 2017 Credit Agreement was \$650.5 million as of April 30, 2017, which has been reduced by \$11.9 million for outstanding letters of credit, all of which was then available without violating covenants.

The 2017 Credit Agreement provides for an \$800.0 million revolving multicurrency credit facility expiring November 3, 2021, and a \$300.0 million term loan, with quarterly principal installments commencing April 30, 2017, through maturity on November 3, 2021, both with an option to add an aggregate of \$550.0 million to the facilities with the agreement of the lenders. The Company used the term loan on February 1, 2017, to repay the principal of the Company’s \$300.0 million 6.75% Senior Notes that matured on that date. The revolving credit facility is available to fund ongoing working capital and capital expenditure needs, for general corporate purposes, and to finance acquisitions. Interest is based on either a Eurodollar rate or a base rate that resets periodically plus a calculated margin amount. On November 3, 2016, a total of approximately \$208.0 million was used to pay the obligations outstanding under the Prior Credit Agreement in full and certain costs and expenses incurred in connection with the 2017 Credit Agreement. The financing costs associated with the 2017 Credit Agreement totaled \$6.3 million as of April 30, 2017, and are recorded as a direct deduction from the long-term debt liability.

The 2017 Credit Agreement contains certain covenants, which include financial covenants that require the Company to maintain a certain leverage ratio and an interest coverage ratio. The leverage ratio generally requires that at the end of any fiscal quarter the Company will not permit the ratio of (a) its total consolidated indebtedness, to (b) the Company's net income plus depreciation, depletion, and amortization, interest expense (including capitalized interest), and income taxes, minus certain extraordinary gains and non-recurring gains (or plus certain extraordinary losses and non-recurring losses) and plus or minus certain other items for the preceding twelve months ("adjusted EBITDA") to be greater than 4.00 to 1.00 (or 3.75 to 1.00, during any collateral release period). The interest coverage ratio generally requires that at the end of any fiscal quarter the Company will not permit the ratio of (a) adjusted EBITDA, to (b) the consolidated interest expense to the extent paid or payable, to be less than 3.00 to 1.00, during the applicable preceding twelve month period.

As of April 30, 2017, \$433.9 million was outstanding under the 2017 Credit Agreement. The current portion of the 2017 Credit Agreement was \$15.0 million and the long-term portion was \$418.9 million. The weighted average interest rate on the 2017 Credit Agreement was 1.86% for the six months ended April 30, 2017. The actual interest rate on the 2017 Credit Agreement was 2.22% as of April 30, 2017.

Senior Notes due 2017

On February 9, 2007, the Company issued \$300.0 million of 6.75% Senior Notes due February 1, 2017. These Senior Notes were paid in full on February 1, 2017, with \$300.0 million of term loan proceeds borrowed under the 2017 Credit Agreement.



Table of Contents

## Senior Notes due 2019

On July 28, 2009, the Company issued \$250.0 million of 7.75% Senior Notes due August 1, 2019. Interest on these Senior Notes is payable semi-annually. The financing costs associated with the Senior Notes due 2019 totaled \$1.1 million as of April 30, 2017, and are recorded as a direct deduction from the long-term liability.

## Senior Notes due 2021

On July 15, 2011, Greif, Inc.'s wholly-owned subsidiary, Greif Nevada Holdings, Inc., S.C.S. issued €200.0 million of 7.375% Senior Notes due July 15, 2021. These Senior Notes are fully and unconditionally guaranteed on a senior basis by Greif, Inc. Interest on these Senior Notes is payable semi-annually. The financing costs associated with the Senior Notes due 2021 totaled \$0.2 million as of April 30, 2017, and are recorded as a direct deduction from the long-term liability.

## United States Trade Accounts Receivable Credit Facility

On September 28, 2016, the Company amended and restated its existing receivables financing facility in the United States to establish a \$150.0 million United States Trade Accounts Receivable Credit Facility (the "Receivables Facility") with a financial institution. The Receivables Facility matures in September 2017. The \$150.0 million outstanding as of April 30, 2017 is reported in long-term debt in the condensed consolidated balance sheets because the Company intends to refinance the obligation on a long-term basis and has the intent and ability to consummate a long-term refinancing.

## NOTE 10 — FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

## Recurring Fair Value Measurements

The following table presents the fair value for those assets and (liabilities) measured on a recurring basis as of April 30, 2017 and October 31, 2016:

(in millions)	April 30, 2017			Balance Sheet Location
	Level 1	Level 2	Level 3 Total	
Interest rate derivatives	\$—	\$ 8.2	\$ 8.2	Other long-term assets
Foreign exchange hedges	—	—	—	Prepaid expenses and other current assets
Foreign exchange hedges	—	(1.5 )	(1.5 )	Other current liabilities
Insurance annuity	—	19.8	19.8	Other long-term assets
Total <sup>(1)</sup>	\$—	\$ 6.7	\$ 26.5	
	October 31, 2016			
	Fair Value Measurement			
(in millions)	Level 1	Level 2	Level 3 Total	Balance Sheet Location
Foreign exchange hedges	\$—	\$ 0.3	\$ 0.3	Prepaid expenses and other current assets
Foreign exchange hedges	—	(0.3 )	(0.3 )	Other current liabilities
Insurance annuity	—	20.1	20.1	Other long-term assets
Total <sup>(1)</sup>	\$—	\$ 20.1	\$ 20.1	

<sup>(1)</sup>The carrying amounts of cash and cash equivalents, trade accounts receivable, accounts payable, current liabilities and short-term borrowings as of April 30, 2017 and October 31, 2016 approximate their fair values because of the short-term nature of these items and are not included in this table.

Table of Contents

## Interest Rate Derivatives

The Company has various borrowing facilities which charge interest based on the 1 month U.S. dollar LIBOR rate plus an interest spread. During the first quarter of 2017, the Company entered into a forward interest rate swap with a notional amount of \$300.0 million. As of February 1, 2017, the Company began to receive variable rate interest payments based upon one month U.S. dollar LIBOR and in return was obligated to pay interest at a fixed rate of 1.194%. This effectively converted the borrowing rate on \$300.0 million of debt from a variable rate to a fixed rate. This derivative is designated as a cash flow hedge for accounting purposes. Accordingly, any effective portion of the gain or loss on this derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period during which the hedged transaction affects earnings. Any ineffective portion of the gain or loss on the derivative instrument is recognized into earnings. For additional disclosures of the gain or loss included with other comprehensive income, see also Note 16 to the interim condensed consolidated financial statements. The assumptions used in measuring fair value of the interest rate derivative are considered level 2 inputs, which are based upon LIBOR and interest paid based upon a designated fixed rate over the life of the swap agreements.

## Foreign Exchange Hedges

The Company conducts business in various international currencies and is subject to risks associated with changing foreign exchange rates. The Company's objective is to reduce volatility associated with foreign exchange rate changes. Accordingly, the Company enters into various contracts that change in value as foreign exchange rates change to protect the value of certain existing foreign currency assets and liabilities, commitments and anticipated foreign currency cash flows.

As of April 30, 2017, the Company had outstanding foreign currency forward contracts in the notional amount of \$101.8 million (\$78.9 million as of October 31, 2016). Adjustments to fair value are recognized in earnings, offsetting the impact of the hedged profits. The assumptions used in measuring fair value of foreign exchange hedges are considered level 2 inputs, which were based on observable market pricing for similar instruments, principally foreign exchange futures contracts. Realized losses recorded in other expense, net under fair value contracts were \$0.3 million for the three months ended April 30, 2017 and realized gains were \$0.2 million for the three months ended April 30, 2016. Realized losses were \$1.5 million and \$0.3 million for the six months ended April 30, 2017, and 2016, respectively.

## Other Financial Instruments

The fair values of the Company's 2017 Credit Agreement and the Receivables Facility do not materially differ from carrying value as the Company's cost of borrowing is variable and approximates current borrowing rates. The fair values of the Company's long-term obligations are estimated based on either the quoted market prices for the same or similar issues or the current interest rates offered for the debt of the same remaining maturities, which are considered level 2 inputs in accordance with ASC Topic 820, Fair Value Measurements and Disclosures.

The following table presents the estimated fair values of the Company's senior notes:

(in millions)	April 30, October 31,	
	2017	2016
Senior Notes due 2017		
Estimated fair value	\$	—\$ 302.4
Senior Notes due 2019		
Estimated fair value	276.1	280.1
Senior Notes due 2021		
Estimated fair value	266.5	264.9

Table of Contents

## Non-Recurring Fair Value Measurements

The following table presents quantitative information about the significant unobservable inputs used to determine the fair value of the impairment of long-lived assets held and used and net assets held for sale for the six months ended April 30, 2017 and 2016:

(in millions)	Quantitative Information about Level 3 Fair Value Measurements			
	Fair Value Impairment	Valuation Technique	Unobservable Input	Range of Input Values
April 30, 2017				
Impairment of Net Assets Held for Sale	\$3.6	Broker Quote/ Indicative Bids	Indicative Bids	N/A
Impairment of Long Lived Assets	0.3	Sales Value	Sales Value	N/A
Total	\$3.9			
April 30, 2016				
Impairment of Net Assets Held for Sale	\$34.7	Broker Quote/ Indicative Bids	Indicative Bids	N/A
Impairment of Long Lived Assets	6.1	Sales Value	Sales Value	N/A
Total	\$40.8			

## Long-Lived Assets

The assumptions used in measuring fair value of long-lived assets are considered level 3 inputs, which include bids received from third parties, recent purchase offers, market comparable information and discounted cash flows based on assumptions that market participants would use. As a result of the Company measuring long-lived assets at fair value on a non-recurring basis, during the six months ended April 30, 2017, the Company recorded impairment charges of \$0.3 million. As a result of the Company measuring long-lived assets at fair value on a non-recurring basis, during the six months ended April 30, 2016, the Company recorded impairment charges of \$3.8 million related to properties, plants and equipment, net, in the Rigid Industrial Packaging & Services segment, \$1.5 million related to a cost method investment in the Paper Packaging & Services segment, and \$0.8 million of properties, plants and equipment, net, in the Flexible Products & Services segment.

## Assets and Liabilities Held for Sale

The assumptions used in measuring fair value of assets and liabilities held for sale are considered level 3 inputs, which include recent purchase offers, market comparables and/or data obtained from commercial real estate brokers. During the six month period ended April 30, 2017, one asset group was reclassified to assets and liabilities held for sale, resulting in a \$3.6 million impairment to net realizable value. For additional disclosures on the assets and liabilities held for sale, also see Note 5 to the interim condensed consolidated financial statements.

## Goodwill and Other Intangible Assets

On an annual basis or whenever events or circumstances indicate impairment may have occurred, the Company performs impairment tests for goodwill and long lived intangible assets as defined under ASC 350, "Intangibles-Goodwill and Other." The Company concluded that no impairment existed as of April 30, 2017 and October 31, 2016.

## NOTE 11 — INCOME TAXES

Income tax expense for the quarter was computed in accordance with ASC 740-270 "Income Taxes - Interim Reporting" (ASC 740-270). Under this method, losses from jurisdictions for which a valuation allowance has been provided have not been included in the amount to which the ASC 740-270 rate was applied. Income tax expense of the Company fluctuates primarily due to changes in income mix by jurisdiction, including changes in losses and income from jurisdictions for which a valuation allowance has been provided, and the impact of discrete items in the respective quarter.

Income tax expense was \$23.0 million and \$28.7 million for the three months ended April 30, 2017 and 2016, respectively, and \$34.8 million and \$34.7 million for the six months ended April 30, 2017 and 2016, respectively. Prior to the three months ended January 31, 2017 the Company asserted under ASC 740-30, formerly Accounting Principles Board opinion 23 ("APB 23"), that unremitted earnings of its subsidiaries directly, or indirectly, owned by Greif International Holdings

Table of Contents

BV (“GIH”) were permanently reinvested. As a result of the Company’s debt re-financing concluded in November 2016, the Company reassessed its unremitted earnings position in the first quarter of fiscal year 2017. The Company concluded that the unremitted earnings of subsidiaries owned directly, or indirectly, by GIH may be used to fully fund the repayment of up to €187.0 million (\$203.9 million as of April 30, 2017) of third-party debt of GIH’s non-U.S. parent company, Greif Luxembourg Holding Sarl, a company organized under the laws of Luxembourg. The amount of pre-2017 non-U.S. earnings that may be remitted to repay this debt is \$104.0 million. Further, the Company has concluded that, until such third-party debt has been fully repaid, the current earnings of the subsidiaries owned directly, or indirectly, by GIH may be distributed to and utilized to repay such debt. Accordingly, deferred tax liabilities of \$3.6 million related to withholding taxes have been recorded through the second quarter of 2017 with respect to the \$104.0 million of pre-2017 unremitted earnings, which represents the total tax liability for all of the pre-2017 unremitted earnings expected to be remitted and, starting in fiscal year 2017, deferred tax liabilities have been recorded on current year earnings not required to be immediately reinvested by the respective subsidiary of GIH. During the second quarter of 2017, €120.0 million (\$130.8 million as of April 30, 2017) of the debt was repaid, utilizing, in part, \$104.0 million of pre-2017 earnings distributed to GIH during the quarter. Other than this change in assertion with respect to the unremitted earnings of subsidiaries owned directly, or indirectly, by GIH, the Company has not recognized U.S. deferred income taxes on its undistributed earnings from other non-U.S. subsidiaries as it is the Company’s intention to reinvest those earnings indefinitely outside of the U.S., or to repatriate the earnings only when it is tax-efficient to do so.

**NOTE 12 — POST RETIREMENT BENEFIT PLANS**

During the six months ended April 30, 2017, an annuity contract for approximately \$49.2 million was purchased with United States defined benefit plan assets, and the pension obligation for certain retirees in the United States under that plan was irrevocably transferred from that plan to the annuity contract. Additionally, lump sum payments totaling \$38.9 million were made from the defined benefit plan assets to certain participants who agreed to such payments, representing the current fair value of the participant’s respective pension benefit. The settlement items described above resulted in a decrease in the fair value of plan assets and the projected benefit obligation of \$88.1 million and a non-cash pension settlement charge of \$24.6 million of unrecognized net actuarial loss included in accumulated other comprehensive loss.

During the three months ended April 30, 2017, net lump sum payments totaling \$3.8 million were made resulting in a non-cash pension settlement charge of \$1.1 million of unrecognized actuarial loss included in accumulated other comprehensive loss.

As a result of the settlements described above, the Company remeasured the United States defined pension plan as of November 30, 2016. The result of this remeasurement was a decline in projected benefit obligation of \$21.3 million. This reduction is due to an increase in discount rates from 3.82 percent as of October 31, 2016 to 4.20 percent as of November 30, 2016.

The components of net periodic pension cost include the following:

(in millions)	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	2017	2016
Service cost	\$3.3	\$3.1	\$6.6	\$6.2
Interest cost	4.6	5.6	9.2	11.2
Expected return on plan assets	(7.1 )	(8.3 )	(14.2)	(16.6)
Amortization of prior service cost and net actuarial gain	2.8	2.9	5.6	5.8
Net periodic pension costs	\$3.6	\$3.3	\$7.2	\$6.6

The Company made \$5.1 million and \$6.2 million in pension contributions in the six months ended April 30, 2017 and 2016, respectively.



Table of Contents

The components of net periodic cost for postretirement benefits include the following:

(in millions)	Three Months Ended		Six Months Ended	
	April 30, 2017	April 30, 2016	April 30, 2017	April 30, 2016
Service cost	\$—	\$—	\$—	\$—
Interest cost	0.1	0.1	0.2	0.2
Amortization of prior service cost and net actuarial gain	(0.4 )	(0.4 )	(0.7 )	(0.8 )
Net periodic benefit for postretirement benefits	\$(0.3)	\$(0.3)	\$(0.5)	\$(0.6)

**NOTE 13 — CONTINGENT LIABILITIES AND ENVIRONMENTAL RESERVES****Litigation-related Liabilities**

The Company may become involved from time-to-time in litigation and regulatory matters incidental to its business, including governmental investigations, enforcement actions, personal injury claims, product liability, employment health and safety matters, commercial disputes, intellectual property matters, disputes regarding environmental clean-up costs, litigation in connection with acquisitions and divestitures, and other matters arising out of the normal conduct of its business. The Company intends to vigorously defend itself in such litigation. The Company does not believe that the outcome of any pending litigation will have a material adverse effect on its consolidated financial statements.

The Company may accrue for contingencies related to litigation and regulatory matters if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because litigation is inherently unpredictable and unfavorable resolutions can occur, assessing contingencies is highly subjective and requires judgments about future events. The Company regularly reviews contingencies to determine whether its accruals are adequate. The amount of ultimate loss may differ from these estimates.

**Environmental Reserves**

As of April 30, 2017 and October 31, 2016, environmental reserves were \$6.8 million and were recorded on an undiscounted basis. These reserves are principally based on environmental studies and cost estimates provided by third parties, but also take into account management estimates. The estimated liabilities are reduced to reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of relevant costs. For sites that involve formal actions subject to joint and several liabilities, these actions have formal agreements in place to apportion the liability. As of April 30, 2017 and October 31, 2016, environmental reserves of the Company included \$4.0 million and \$3.9 million, respectively, for various European drum facilities acquired from Blagden and Van Leer; \$0.4 million and \$0.3 million, respectively, for its various container life cycle management and recycling facilities; \$1.5 million and \$1.7 million, respectively, for remediation of sites no longer owned by the Company; and \$0.9 million and \$0.9 million, respectively, for various other facilities around the world.

The Company's exposure to adverse developments with respect to any individual site is not expected to be material. Although environmental remediation could have a material effect on results of operations if a series of adverse developments occur in a particular quarter or year, the Company believes that the chance of a series of adverse developments occurring in the same quarter or year is remote. Future information and developments will require the Company to continually reassess the expected impact of these environmental matters.

**NOTE 14 — EARNINGS PER SHARE**

The Company has two classes of common stock and, as such, applies the "two-class method" of computing earnings per share ("EPS") as prescribed in ASC 260, "Earnings Per Share." In accordance with this guidance, earnings are allocated in the same fashion as dividends would be distributed. Under the Company's articles of incorporation, any distribution of dividends in any year must be made in proportion of one cent a share for Class A Common Stock to one and one-half cents a share for Class B Common Stock, which results in a 40% to 60% split to Class A and B shareholders, respectively. In accordance with this, earnings are allocated first to Class A and Class B Common Stock to the extent that dividends are actually paid and the remainder is allocated assuming all of the earnings for the period have been distributed in the form of dividends.





Table of Contents

The Company calculates EPS as follows:

$$\text{Basic Class A EPS} = \frac{40\% * \text{Average Class A Shares Outstanding} + 60\% * \text{Average Class B Shares Outstanding}}{40\% * \text{Average Class A Shares Outstanding} + 60\% * \text{Average Class B Shares Outstanding}} * \frac{\text{Undistributed Net Income} + \text{Class A Dividends Per Share}}{\text{Average Class A Shares Outstanding}}$$

$$\text{Diluted Class A EPS} = \frac{40\% * \text{Average Class A Shares Outstanding} + 60\% * \text{Average Class B Shares Outstanding}}{40\% * \text{Average Class A Shares Outstanding} + 60\% * \text{Average Class B Shares Outstanding}} * \frac{\text{Undistributed Net Income} + \text{Class A Dividends Per Share}}{\text{Average Diluted Class A Shares Outstanding}}$$

$$\text{Basic Class B EPS} = \frac{60\% * \text{Average Class B Shares Outstanding} + 40\% * \text{Average Class A Shares Outstanding}}{60\% * \text{Average Class B Shares Outstanding} + 40\% * \text{Average Class A Shares Outstanding}} * \frac{\text{Undistributed Net Income} + \text{Class B Dividends Per Share}}{\text{Average Class B Shares Outstanding}}$$

\*Diluted Class B EPS calculation is identical to Basic Class B calculation

The following table provides EPS information for each period:

(in millions)	Three Months Ended		Six Months Ended	
	April 30, 2017	April 30, 2016	April 30, 2017	April 30, 2016
Numerator for basic and diluted EPS				
Net income attributable to Greif, Inc.	\$36.0	\$31.4	\$41.4	\$20.3
Cash dividends	(24.7 )	(24.8 )	(49.2 )	(49.3 )
Undistributed net income (loss) attributable to Greif, Inc.	\$11.3	\$6.6	\$(7.8 )	\$(29.0)

The Class A Common Stock has no voting rights unless four quarterly cumulative dividends upon the Class A Common Stock are in arrears. The Class B Common Stock has full voting rights. There is no cumulative voting for the election of directors.

#### Common Stock Repurchases

The Company's Board of Directors has authorized the purchase of up to four million shares of Class A Common Stock or Class B Common Stock or any combination of the foregoing. During 2016, the Stock Repurchase Committee authorized the Company to repurchase 110,241 shares of Class B Common Stock as part of the program and those shares were repurchased during 2016. There have been no other shares repurchased under this program from November 1, 2015 through April 30, 2017. As of April 30, 2017, the Company had repurchased 3,294,513 shares, including 1,425,452 shares of Class A Common Stock and 1,869,061 shares of Class B Common Stock.

The following table summarizes the Company's Class A and Class B common and treasury shares as of the specified dates:

	Authorized Shares	Issued Shares	Outstanding Shares	Treasury Shares
April 30, 2017				
Class A Common Stock	128,000,000	42,281,920	25,830,419	16,451,501
Class B Common Stock	69,120,000	34,560,000	22,009,725	12,550,275
October 31, 2016				
Class A Common Stock	128,000,000	42,281,920	25,781,791	16,500,129
Class B Common Stock	69,120,000	34,560,000	22,009,725	12,550,275



Table of Contents

The following is a reconciliation of the shares used to calculate basic and diluted earnings per share:

	Three Months Ended		Six Months Ended	
	April 30,		April 30,	
	2017	2016	2017	2016
Class A Common Stock:				
Basic shares	25,824,194	25,761,733	25,805,981	25,729,623
Assumed conversion of stock options	4,688	4,876	4,679	4,301
Diluted shares	25,828,882	25,766,609	25,810,660	25,733,924
Class B Common Stock:				
Basic and diluted shares	22,009,725	22,108,942	22,009,725	22,114,454

**NOTE 15 — EQUITY EARNINGS OF UNCONSOLIDATED AFFILIATES, NET OF TAX AND NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS**

Equity earnings of unconsolidated affiliates, net of tax

Equity earnings of unconsolidated affiliates, net of tax represent the Company's share of earnings of affiliates in which the Company does not exercise control and has a 20 percent or more voting interest. Investments in such affiliates are accounted for using the equity method of accounting. If the fair value of an investment in an affiliate is below its carrying value and the difference is deemed to be other than temporary, the difference between the fair value and the carrying value is charged to earnings. The Company had an equity interest in two such affiliates as of April 30, 2017. There were no equity earnings of unconsolidated affiliates, net of tax, for the three and six months ended April 30, 2017 and 2016. There were no dividends received from the Company's equity method affiliates for the three and six months ended April 30, 2017 and 2016.

Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests represent the portion of earnings from the operations of the Company's consolidated subsidiaries attributable to unrelated third party equity owners that were deducted from net income to arrive at net income attributable to the Company. Net income attributable to noncontrolling interests for the three months ended April 30, 2017 and 2016 was \$3.9 million and \$1.1 million respectively. Net income attributable to noncontrolling interests for the six months ended April 30, 2017 and 2016 was \$6.5 million and \$2.3 million, respectively.

Table of Contents

## NOTE 16 — EQUITY AND COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes of equity from October 31, 2016 to April 30, 2017 (Dollars in millions, shares in thousands):

	Capital Stock		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Greif, Inc. Equity	Non controlling interests	Total Equity
	Common Shares	Amount	Treasury Shares	Amount					
As of October 31, 2016	47,792	\$ 141.4	29,050	\$(135.6)	\$1,340.0	\$ (398.4 )	\$947.4	\$ 10.5	\$957.9
Net income					41.4		41.4	6.5	47.9
Other comprehensive income (loss):									
- foreign currency translation						3.5	3.5	(2.3 )	1.2
- interest rate derivative, net of income tax of \$2.9 million						4.8	4.8		4.8
- change in minimum pension liability adjustment from remeasurement, settlement, and amortization, net of income tax of \$17.5 million						29.4	29.4		29.4
Comprehensive income							79.1		83.3
Net income allocated to redeemable noncontrolling interests							—	(2.2 )	(2.2 )
Deconsolidation of noncontrolling interest							—	(2.6 )	(2.6 )
Other							—		—
Dividends paid to Greif, Inc. shareholders					(49.2 )		(49.2 )		(49.2 )
Dividends to noncontrolling interests							—	(3.1 )	(3.1 )
Long-term incentive shares issued	49	2.6	(49 )	0.1			2.7		2.7
As of April 30, 2017	47,841	\$ 144.0	29,001	\$(135.5)	\$1,332.2	\$ (360.7 )	\$980.0	\$ 6.8	\$986.8

Table of Contents

The following table summarizes the changes of equity from October 31, 2015 to April 30, 2016 (Dollars in millions, shares in thousands):

	Capital Stock		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Greif, Inc. Equity	Non controlling interests	Total Equity
	Common Shares	Amount	Treasury Shares	Amount					
As of October 31, 2015	47,814	\$ 139.1	29,028	\$(130.6)	\$1,384.5	\$ (377.4 )	\$1,015.6	\$ 44.3	\$1,059.9
Net income					20.3		20.3	2.3	22.6
Other comprehensive income (loss):									
- foreign currency translation						18.6	18.6	(0.6 )	18.0
- minimum pension liability adjustment, net of immaterial income tax						0.6	0.6		0.6
Comprehensive loss							39.5		41.2
Out of period mark to redemption value of redeemable noncontrolling interest					(19.8 )		(19.8 )		(19.8 )
Current period mark to redemption value of redeemable noncontrolling interest					(2.0 )		(2.0 )		(2.0 )
Reclassification of redeemable noncontrolling interest					1.2		1.2	(22.8 )	(21.6 )
Net income allocated to redeemable noncontrolling interests							—	(2.4 )	(2.4 )
Other							—	(0.3 )	(0.3 )
Dividends paid to Greif, Inc. shareholders					(49.3 )		(49.3 )		(49.3 )
Dividends paid to noncontrolling interests							—	(2.2 )	(2.2 )
Treasury shares acquired	(110 )		110	(5.2 )			(5.2 )		(5.2 )
Restricted stock executives and directors	42	1.0	(42 )	0.1			1.1		1.1
Long-term incentive shares issued	41	1.0	(41 )	0.1			1.1		1.1
As of April 30, 2016	47,787	\$ 141.1	29,055	\$(135.6)	\$1,334.9	\$ (358.2 )	\$982.2	\$ 18.3	\$1,000.5

The following table provides the rollforward of accumulated other comprehensive income (loss) for the six months ended April 30, 2017:

(in millions)	Foreign Currency Translation	Interest Rate Derivative	Minimum Pension Liability Adjustment	Accumulated Other Comprehensive Income (Loss)

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Balance as of October 31, 2016	\$ (270.2 )	\$ —	\$ (128.2 )	\$ (398.4 )
Other Comprehensive Income	3.5	4.8	29.4	37.7
Current-period Other Comprehensive Income	3.5	4.8	29.4	37.7
Balance as of April 30, 2017	\$ (266.7 )	\$ 4.8	\$ (98.8 )	\$ (360.7 )

27

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Table of Contents

The following table provides the rollforward of accumulated other comprehensive income (loss) for the six months ended April 30, 2016:

(in millions)	Foreign Currency Translation	Minimum Pension Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance as of October 31, 2015	\$ (256.6 )	\$ (120.8 )	\$ (377.4 )
Other Comprehensive Income Before Reclassifications	18.6	0.6	19.2
Current-period Other Comprehensive Income	18.6	0.6	19.2
Balance as of April 30, 2016	\$ (238.0 )	\$ (120.2 )	\$ (358.2 )

The components of accumulated other comprehensive income (loss) above are presented net of tax, as applicable.

**NOTE 17 — BUSINESS SEGMENT INFORMATION**

The Company has five operating segments, which are aggregated into four reportable business segments: Rigid Industrial Packaging & Services; Paper Packaging & Services; Flexible Products & Services; and Land Management. The Company's reportable business segments offer different products and services. The accounting policies of the reportable business segments are substantially the same as those described in the "Basis of Presentation and Summary of Significant Accounting Policies" note in the 2016 Form 10-K. The measure of segment profitability that is used by the Company is operating profit.

The following segment information is presented for the periods indicated:

(in millions)	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	2017	2016
Net sales:				
Rigid Industrial Packaging & Services	\$624.3	\$589.6	\$1,185.8	\$1,124.5
Paper Packaging & Services	188.7	167.2	371.6	325.6
Flexible Products & Services	66.6	76.2	136.3	149.1
Land Management	7.8	6.6	14.6	11.8
Total net sales	\$887.4	\$839.6	\$1,708.3	\$1,611.0
Operating profit (loss):				
Rigid Industrial Packaging & Services	\$55.5	\$59.2	\$84.2	\$56.6
Paper Packaging & Services	19.8	24.2	30.6	45.4
Flexible Products & Services	1.8	(2.9 )	2.3	(6.0 )
Land Management	3.3	2.3	5.4	4.4
Total operating profit	\$80.4	\$82.8	\$122.5	\$100.4
Depreciation, depletion and amortization expense:				
Rigid Industrial Packaging & Services	\$20.5	\$21.1	\$39.9	\$42.9
Paper Packaging & Services	7.6	7.9	15.9	15.6
Flexible Products & Services	1.5	2.0	3.4	4.1
Land Management	1.4	1.0	2.5	1.7
Total depreciation, depletion and amortization expense	\$31.0	\$32.0	\$61.7	\$64.3

Table of Contents

The following table presents net sales to external customers by geographic area:

(in millions)	Three Months Ended		Six Months Ended	
	April 30,		April 30,	
	2017	2016	2017	2016
Net sales:				
United States	\$434.5	\$406.3	\$842.5	\$778.7
Europe, Middle East and Africa	325.5	310.8	611.4	587.0
Asia Pacific and other Americas	127.4	122.5	254.4	245.3
Total net sales	\$887.4	\$839.6	\$1,708.3	\$1,611.0

The following table presents total assets by segment and total properties, plants and equipment, net by geographic area:

(in millions)	April 30, October 31,	
	2017	2016
Assets:		
Rigid Industrial Packaging & Services	\$2,045.7	\$ 1,930.8
Paper Packaging & Services	460.7	439.8
Flexible Products & Services	152.6	156.1
Land Management	342.9	339.9
Total segments	3,001.9	2,866.6
Corporate and other	223.9	286.4
Total assets	\$3,225.8	\$ 3,153.0

Properties, plants and equipment, net:

United States	\$707.6	\$ 723.3
Europe, Middle East and Africa	299.6	300.5
Asia Pacific and other Americas	134.2	140.1
Total properties, plants and equipment, net	\$1,141.4	\$ 1,163.9

**NOTE 18 — REDEEMABLE NONCONTROLLING INTERESTS****Mandatorily Redeemable Noncontrolling Interests**

The terms of the joint venture agreement for one joint venture within the Rigid Industrial Packaging & Services segment include mandatory redemption by the Company, in cash, of the noncontrolling interest holders' equity at a formulaic price after the expiration of a lockout period specific to each noncontrolling interest holder. The redemption features cause the equity interest to be classified as a mandatorily redeemable instrument under the accounting guidance, and this interest is included at the current redemption value each period in long-term or short-term liabilities of the Company, as applicable. The impact of marking to redemption value at each period end is recorded in interest expense. One remaining partner has the ability to require the Company to redeem its equity in the third quarter of 2017 and the Company has a contractual obligation to redeem the outstanding equity interests of each remaining partner in 2021 and 2022.

During the first quarter of 2017, an asset group within the Rigid Industrial Packaging & Services segment was classified as assets and liabilities held for sale. The mandatorily redeemable noncontrolling interest was included within this asset group and was classified out of other long-term liabilities and into liabilities held for sale during the first quarter of 2017.



Table of Contents

The following table summarizes the change in mandatorily redeemable noncontrolling interest for the six months ended April 30, 2017:

(in millions)	Mandatorily Redeemable Noncontrolling Interest
Balance as of October 31, 2016	\$ 9.0
Current period mark to redemption value	—
Reclassification to liabilities held for sale	(9.0 )
Balance as of April 30, 2017	\$ —

**Redeemable Noncontrolling Interests**

Redeemable noncontrolling interests related to one joint venture within the Paper Packaging & Services segment and one joint venture within the Rigid Industrial Packaging & Services segment are held by the respective noncontrolling interest owners. The holders of these interests share in the profits and losses of these entities on a pro rata basis with the Company. However, the noncontrolling interest owners have the right to put all or a portion of those noncontrolling interests to the Company at a formulaic price after a set period of time, specific to each agreement. Redeemable noncontrolling interests are reflected in the condensed consolidated balance sheets at redemption value. The following table summarizes the change in redeemable noncontrolling interest for the six months ended April 30, 2017:

(in millions)	Redeemable Noncontrolling Interest
Balance as of October 31, 2016	\$ 31.8
Current period mark to redemption value	—
Redeemable noncontrolling interest share of income and other	2.2
Dividends to redeemable noncontrolling interest and other	(1.0 )
Balance as of April 30, 2017	\$ 33.0

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The terms "Greif," "our company," "we," "us" and "our" as used in this discussion refer to Greif, Inc. and its subsidiaries. Our fiscal year begins on November 1 and ends on October 31 of the following year. Any references in this Form 10-Q to the years 2017 or 2016, or to any quarter of those years, relates to the fiscal year or quarter, as the case may be, ended in that year.

The discussion and analysis presented below relates to the material changes in financial condition and results of operations for our condensed consolidated balance sheets as of April 30, 2017 and October 31, 2016, and for the condensed consolidated statements of income for the three months ended April 30, 2017 and 2016. This discussion and analysis should be read in conjunction with the condensed consolidated financial statements that appear elsewhere in this Form 10-Q and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 (the "2016 Form 10-K"). Readers are encouraged to review the entire 2016 Form 10-K, as it includes information regarding Greif not discussed in this Form 10-Q. This information will assist in your understanding of the discussion of our current period financial results.

All statements, other than statements of historical facts, included in this Form 10-Q, including without limitation, statements regarding our future financial position, business strategy, budgets, projected costs, goals, trends and plans and objectives of management for future operations, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "aspiration," "objective," "project," "believe," "continue," "on track," "negative thereof or variations thereon or similar terminology. All forward-looking statements made in this Form 10-Q are based on assumptions, expectations and other information currently available to management. Although we believe that the expectations reflected in forward-looking statements have a reasonable basis, we can give no assurance that these expectations will prove to be correct.

Forward-looking statements are subject to risks and uncertainties that could cause our actual results to differ materially from those forecasted, projected or anticipated, whether expressed in or implied by the statements. Such risks and uncertainties that might cause a difference include, but are not limited to, the following: (i) historically, our business has been sensitive to changes in general economic or business conditions, (ii) we may not successfully implement our business strategies, including achieving our transformation and growth objectives, (iii) our operations subject us to currency exchange and political risks that could adversely affect our results of operations, (iv) the current and future challenging global economy and disruption and volatility of the financial and credit markets may adversely affect our business, (v) the continuing consolidation of our customer base and suppliers may intensify pricing pressure, (vi) we operate in highly competitive industries, (vii) our business is sensitive to changes in industry demands, (viii) raw material and energy price fluctuations and shortages may adversely impact our manufacturing operations and costs, (ix) geopolitical conditions, including direct or indirect acts of war or terrorism, could have a material adverse effect on our operations and financial results, (x) we may encounter difficulties arising from acquisitions, (xi) in connection with acquisitions or divestitures, we may become subject to liabilities, (xii) we may incur additional restructuring costs and there is no guarantee that our efforts to reduce costs will be successful, (xiii) tax legislation initiatives or challenges to our tax positions may adversely impact our results or condition, (xiv) full realization of our deferred tax assets may be affected by a number of factors, (xv) several operations are conducted by joint ventures that we cannot operate solely for our benefit, (xvi) certain of the agreements that govern our joint ventures provide our partners with put or call options, (xvii) our ability to attract, develop and retain talented and qualified employees, managers and executives is critical to our success, (xviii) our business may be adversely impacted by work stoppages and other labor relations matters, (xix) we may not successfully identify illegal immigrants in our workforce, (xx) our pension and postretirement plans are underfunded and will require future cash contributions and our required future cash contributions could be higher than we expect, each of which could have a material adverse effect on our financial condition and liquidity, (xxi) we may be subject to losses that might not be

covered in whole or in part by existing insurance reserves or insurance coverage, (xxii) our business depends on the uninterrupted operations of our facilities, systems and business functions, including our information technology (IT) and other business systems, (xxiii) a security breach of customer, employee, supplier or Company information may have a material adverse effect on our business, financial condition and results of operations, (xxiv) legislation/regulation related to environmental and health and safety matters and corporate social responsibility could negatively impact our operations and financial performance, (xxv) product liability claims and other legal proceedings could adversely affect our operations and financial performance, (xxvi) we may incur fines or penalties, damage to our reputation or other adverse consequences if our employees, agents or business partners violate, or are alleged to have violated, anti-bribery, competition or other laws, (xxvii) changing climate, climate change regulations and greenhouse gas effects may adversely affect our operations and financial performance, (xxviii) the frequency and volume of our timber and timberland sales will impact our financial performance, (xxix) changes in U.S. generally accepted accounting principles (U.S. GAAP) and SEC rules and regulations could materially impact

## Table of Contents

our reported results, (xxx) if we fail to maintain an effective system of internal control, we may not be able to accurately report financial results or prevent fraud, and (xxxi) we have a significant amount of goodwill and long-lived assets which, if impaired in the future, would adversely impact our results of operations. The risks described above are not all-inclusive, and given these and other possible risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. For a detailed discussion of the most significant risks and uncertainties that could cause our actual results to differ materially from those forecasted, projected or anticipated, see “Risk Factors” in Part I, Item 1A of our most recently filed Form 10-K and our other filings with the Securities and Exchange Commission. All forward-looking statements made in this Form 10-Q are expressly qualified in their entirety by reference to such risk factors. Except to the limited extent required by applicable law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### OVERVIEW

#### Business Segments

We operate in four business segments: Rigid Industrial Packaging & Services; Paper Packaging & Services; Flexible Products & Services; and Land Management.

We are a leading global producer of rigid industrial packaging products, such as steel, fibre and plastic drums, rigid intermediate bulk containers, closure systems for industrial packaging products, transit protection products, water bottles and remanufactured and reconditioned industrial containers, and services, such as container life cycle management, filling, logistics, warehousing and other packaging services. We sell our industrial packaging products and services to customers in industries such as chemicals, paints and pigments, food and beverage, petroleum, industrial coatings, agricultural, pharmaceutical and minerals, among others.

We produce and sell containerboard, corrugated sheets, corrugated containers and other corrugated and specialty products to customers in North America in industries such as packaging, automotive, food and building products. Our corrugated container products are used to ship such diverse products as home appliances, small machinery, grocery products, building products, automotive components, books and furniture, as well as numerous other applications.

We are a leading global producer of flexible intermediate bulk containers and related services. Our flexible intermediate bulk containers consist of a polypropylene-based woven fabric that is produced at our production sites, as well as sourced from strategic regional suppliers. Our flexible products are sold globally and service similar customers and market segments as our Rigid Industrial Packaging & Services segment. Additionally, our flexible products significantly expand our presence in the agricultural and food industries, among others.

As of April 30, 2017, we owned approximately 243,100 acres of timber properties in the southeastern United States.

Our Land Management team is focused on the active harvesting and regeneration of our United States timber properties to achieve sustainable long-term yields. While timber sales are subject to fluctuations, we seek to maintain a consistent cutting schedule, within the limits of market and weather conditions. We also sell, from time to time, timberland and special use properties, which consist of surplus properties, higher and better use (“HBU”) properties and development properties.

### CRITICAL ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of these condensed consolidated financial statements, in accordance with these principles, require us to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities as of the date of our condensed consolidated financial statements.

Our significant accounting policies are discussed in Part II, Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations of the 2016 Form 10-K. We believe that the consistent application of these policies enables us to provide readers of the condensed consolidated financial statements with useful and reliable information about our results of operations and financial condition.

Recently Issued and Newly Adopted Accounting Standards

See Note 1 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for a detailed description of recently issued and newly adopted accounting standards.

Table of Contents

## RESULTS OF OPERATIONS

The following comparative information is presented for the three and six months ended April 30, 2017 and 2016. Historical revenues and earnings may or may not be representative of future operating results as a result of various economic and other factors.

Items that could have a significant impact on the financial statements include the risks and uncertainties listed in Part I, Item 1A — Risk Factors, of the 2016 Form 10-K. Actual results could differ materially using different estimates and assumptions, or if conditions are significantly different in the future.

The non-GAAP financial measure of EBITDA is used throughout the following discussion of our results of operations. EBITDA is defined as net income, plus interest expense, net, plus income tax expense, plus depreciation, depletion and amortization. Since we do not calculate net income by business segment, EBITDA by business segment is reconciled to operating profit by business segment. We use EBITDA as one of the financial measures to evaluate our historical and ongoing operations and believe that this non-GAAP financial measure is useful to enable investors to perform meaningful comparisons of our historical and current performance. In addition, we present our U.S. and non-U.S. income before income taxes after eliminating the impact of non-cash asset impairment charges, non-cash pension settlement charges, restructuring charges, and losses on sales of businesses, which are non-GAAP financial measures. We believe that excluding the impact of these special items (non-cash asset impairment charges, non-cash pension settlement charges, restructuring charges, and losses on sales of businesses) enable investors to perform a meaningful comparison of the geographic source of our income before income tax expense and is information that investors find valuable. The foregoing non-GAAP financial measures are intended to supplement and should be read together with our financial results. These non-GAAP financial measures should not be considered an alternative or substitute for, and should not be considered superior to, our reported financial results. Accordingly, users of this financial information should not place undue reliance on the non-GAAP financial measures.

## Second Quarter Results

The following table sets forth the net sales, operating profit (loss) and EBITDA for each of our business segments for the three month periods ended April 30, 2017 and 2016:

(in millions)	Three Months Ended April 30,	
	2017	2016
Net sales:		
Rigid Industrial Packaging & Services	\$624.3	\$589.6
Paper Packaging & Services	188.7	167.2
Flexible Products & Services	66.6	76.2
Land Management	7.8	6.6
Total net sales	\$887.4	\$839.6
Operating profit (loss):		
Rigid Industrial Packaging & Services	\$55.5	\$59.2
Paper Packaging & Services	19.8	24.2
Flexible Products & Services	1.8	(2.9 )
Land Management	3.3	2.3
Total operating profit	\$80.4	\$82.8
EBITDA:		
Rigid Industrial Packaging & Services	\$72.5	\$78.7
Paper Packaging & Services	27.4	32.1
Flexible Products & Services	3.6	(1.0 )
Land Management	4.7	3.3
Total EBITDA	\$108.2	\$113.1



Table of Contents

The following table sets forth EBITDA, reconciled to net income and operating profit, for our consolidated results for the three month periods ended April 30, 2017 and 2016:

(in millions)	Three Months Ended April 30,	
	2017	2016
Net income	\$39.9	\$32.5
Plus: interest expense, net	14.3	19.9
Plus: income tax expense	23.0	28.7
Plus: depreciation, depletion and amortization expense	31.0	32.0
EBITDA	\$108.2	\$113.1
Net income	\$39.9	\$32.5
Plus: interest expense, net	14.3	19.9
Plus: income tax expense	23.0	28.7
Plus: other expense, net	3.2	1.7
Operating profit	80.4	82.8
Less: other expense, net	3.2	1.7
Plus: depreciation, depletion and amortization expense	31.0	32.0
EBITDA	\$108.2	\$113.1

The following table sets forth EBITDA for our business segments, reconciled to the operating profit (loss) for each segment, for the three month periods ended April 30, 2017 and 2016:

(in millions)	Three Months Ended April 30,	
	2017	2016
Rigid Industrial Packaging & Services		
Operating profit	\$55.5	\$59.2
Less: other expense, net	3.5	1.6
Plus: depreciation and amortization expense	20.5	21.1
EBITDA	\$72.5	\$78.7
Paper Packaging & Services		
Operating profit	\$19.8	\$24.2
Plus: depreciation and amortization expense	7.6	7.9
EBITDA	\$27.4	\$32.1
Flexible Products & Services		
Operating profit (loss)	\$1.8	\$(2.9 )
Less: other (income) expense, net	(0.3 )	0.1
Plus: depreciation and amortization expense	1.5	2.0
EBITDA	\$3.6	\$(1.0 )
Land Management		
Operating profit	\$3.3	\$2.3
Plus: depreciation, depletion and amortization expense	1.4	1.0
EBITDA	\$4.7	\$3.3
Consolidated EBITDA	\$108.2	\$113.1





Table of Contents

Net Sales

Net sales were \$887.4 million for the second quarter of 2017 compared with \$839.6 million for the second quarter of 2016. The 5.7 percent increase was due primarily to strategic pricing decisions and increases in index prices in our Rigid Industrial Packaging & Services segment and an increase in volumes in our mills and corrugator facilities in our Paper Packaging & Services segment, partially offset by the impact of our 2016 divestitures and foreign currency translation in our Rigid Industrial Packaging & Services and Flexible Products & Services segments. See the "Segment Review" below for additional information on net sales by segment during the second quarter of 2017.

Gross Profit

Gross profit was \$181.9 million for the second quarter of 2017 compared with \$173.7 million for the second quarter of 2016. The respective reasons for the improvement or decline in each segment are described below in the "Segment Review." Gross profit margin was 20.5 percent for the second quarter of 2017 compared with 20.7 percent for the second quarter of 2016.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses increased 2.6 percent to \$97.0 million for the second quarter of 2017 from \$94.5 million for the second quarter of 2016. This increase was primarily due to increased professional fees and incentive accruals based on projected results. SG&A expenses were 10.9 percent of net sales for the second quarter of 2017 compared with 11.3 percent of net sales for the second quarter of 2016.

Restructuring Charges

Restructuring charges were \$5.1 million for the second quarter of 2017 compared with \$5.4 million for the second quarter of 2016. See Note 7 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for additional information on the restructuring charges reported during the second quarter of 2017.

Gain on Disposal of Properties, Plants and Equipment, net

The gain on disposal of properties, plants and equipment, net was \$1.8 million and \$7.9 million for the second quarter of 2017 and 2016, respectively. See Note 5 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for additional information on the gain reported during the second quarter of 2017.

Gain on Disposal of Businesses, net

The gain on disposal of businesses, net was \$1.9 million for the second quarter of 2017 and \$2.8 million for the second quarter of 2016. See Note 2 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for additional information on the loss reported during the second quarter of 2017.

Operating Profit

Operating profit was \$80.4 million for the second quarter of 2017 compared with \$82.8 million for the second quarter of 2016. The \$2.4 million decrease consisted of a \$3.7 million decrease in the Rigid Industrial Packaging & Services segment, a \$4.4 million decrease in the Paper Packaging & Services segment, partially offset by a \$4.7 million increase in the Flexible Products & Services segment and a \$1.0 million increase in the Land Management segment. The primary factors that contributed to the \$2.4 million decrease, when compared to the second quarter of 2016, were increased SG&A expenses of \$2.5 million, increased pension settlement charges of \$1.1 million, and decreased gains on disposals of property, plant and equipment, and businesses, net of \$7.0 million, partially offset by the increase in gross profit.

EBITDA

EBITDA was \$108.2 million for the second quarter of 2017 compared with \$113.1 million for the second quarter of 2016. The 4.3% decrease was primarily due to the same factors that impacted operating profit, as described above. Depreciation, depletion and amortization expense was \$31.0 million for the second quarter of 2017 compared with \$32.0 million for the second quarter of 2016.

Trends

We expect our fiscal year 2017 results to benefit from further execution of our transformation efforts. These results are expected to be achieved despite increasing raw material costs, which may adversely impact our results.

## Table of Contents

### Segment Review

#### Rigid Industrial Packaging & Services

Our Rigid Industrial Packaging & Services segment offers a comprehensive line of rigid industrial packaging products, such as steel, fiber and plastic drums, rigid intermediate bulk containers, closure systems for industrial packaging products, transit protection products, water bottles and remanufactured and reconditioned industrial containers, and services, such as container life cycle management, filling, logistics, warehousing and other packaging services. Key factors influencing profitability in the Rigid Industrial Packaging & Services segment are:

• Selling prices, product mix, customer demand and sales volumes;

• Raw material costs;

• Energy and transportation costs;

• Benefits from executing the Greif Business System;

• Restructuring charges;

• Divestiture of businesses and facilities; and

• Impact of foreign currency translation.

Net sales increased 5.9 percent to \$624.3 million for the second quarter of 2017 compared with \$589.6 million for the second quarter of 2016. The \$34.7 million increase in net sales was primarily the result of an increase in selling prices due to strategic pricing decisions and increases in index prices, partially offset by the impact of the 2016 divestitures in this segment.

Gross profit was \$133.9 million for the second quarter of 2017 compared with \$123.9 million for the second quarter of 2016. The \$10.0 million increase in gross profit was due to the same factors that impacted net sales and improvements in manufacturing expenses. Gross profit margin increased to 21.4 percent from 21.0 percent for the three months ended April 30, 2017 to 2016, respectively. This increase was primarily attributable to gross profit margin increases to 24.4 percent from 22.3 percent in North America and to 19.6 percent from 17.7 percent in Europe, Middle East, and Africa. Gross profit margins decreased in Asia Pacific to 14.2 percent from 24.8 percent due primarily to increased steel costs ahead of pass-through price changes and in Latin America to 13.6 percent from 15.8 percent.

Operating profit was \$55.5 million for the second quarter of 2017 compared with operating profit of \$59.2 million for the second quarter of 2016. The \$3.7 million decrease was primarily attributable to an increase in SG&A expenses of \$3.9 million mainly due to an increase in allocated corporate costs, an increase in restructuring charges of \$1.5 million, a reduction in gain on disposal of properties, plants, equipment and businesses, net of \$7.4 million, an increase in non-cash asset impairment charges of \$0.3 million, and an increase in pension settlement charges of \$0.6 million, partially offset by the same factors impacting gross profit.

EBITDA was \$72.5 million for the second quarter of 2017 compared with \$78.7 million for the second quarter of 2016. The \$6.2 million decrease was due to the same factors that impacted the segment's operating profit, as described above, and an increase in other expense, net of \$1.9 million. Depreciation, depletion and amortization expense was \$20.5 million for the second quarter of 2017 compared with \$21.1 million for the second quarter of 2016.

#### Paper Packaging & Services

Our Paper Packaging & Services segment produces and sells containerboard, corrugated sheets, corrugated containers and other corrugated and specialty products in North America. Key factors influencing profitability in the Paper Packaging & Services segment are:

• Selling prices, product mix, customer demand and sales volumes;

• Raw material costs, primarily old corrugated containers;

• Energy and transportation costs; and

• Benefits from executing the Greif Business System.

Net sales increased \$21.5 million to \$188.7 million for the second quarter of 2017 compared with \$167.2 million for the second quarter of 2016, primarily due to increases in volumes in our mills and corrugator facilities and a \$6.5 million increase in specialty product sales.

Table of Contents

Gross profit was \$32.9 million for the second quarter of 2017 compared with \$37.4 million for the second quarter of 2016. Gross profit margin was 17.4 percent and 22.4 percent for the second quarters of 2017 and 2016, respectively. The decrease in gross profit margin was due primarily to increased input costs, partially offset by volume increases. Operating profit was \$19.8 million for the second quarter of 2017 compared with \$24.2 million for the second quarter of 2016. The decrease was primarily due to the same factors impacting gross profit, as described above and increased restructuring charges of \$0.3 million and pension settlement charges of \$0.5 million.

EBITDA was \$27.4 million for the second quarter of 2017 compared with \$32.1 million for the second quarter of 2016. This decrease was due primarily to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$7.6 million and \$7.9 million for the second quarters of 2017 and 2016, respectively.

**Flexible Products & Services**

Our Flexible Products & Services segment offers a comprehensive line of flexible products, such as flexible intermediate bulk containers. Key factors influencing profitability in the Flexible Products & Services segment are:

• Selling prices, product mix, customer demand and sales volumes;

• Raw material costs, primarily resin;

• Energy and transportation costs;

• Benefits from executing the Greif Business System;

• Restructuring charges;

• Divestiture of businesses and facilities; and

• Impact of foreign currency translation.

Net sales decreased \$9.6 million to \$66.6 million for the second quarter of 2017 compared with \$76.2 million for the second quarter of 2016. This decrease was primarily due to a \$2.7 million impact of an immaterial divestiture in 2016 and a \$4.0 million negative impact from foreign currency translation.

Gross profit was \$12.3 million for the second quarter of 2017 compared with \$9.6 million for the second quarter of 2016. This increase was primarily attributable to reduced labor and fixed production costs of \$2.4 million. Gross profit margin increased to 18.5 percent for the second quarter of 2017 from 12.6 percent for the second quarter of 2016.

Operating profit was \$1.8 million for the second quarter of 2017 compared with an operating loss of \$2.9 million for the second quarter of 2016. This improvement was primarily related to the same factors impacting gross profit and a reduction in restructuring charges of \$2.1 million.

EBITDA was \$3.6 million for the second quarter of 2017 compared with negative \$1.0 million for the second quarter of 2016. This improvement was due primarily to the same factors that impacted the segment's operating profit, as described above. Depreciation, depletion and amortization expense was \$1.5 million for the second quarter of 2017 compared with \$2.0 million for the second quarter of 2016.

**Land Management**

As of April 30, 2017, our Land Management segment consisted of approximately 243,100 acres of timber properties in the southeastern United States. Key factors influencing profitability in the Land Management segment are:

• Planned level of timber sales;

• Selling prices and customer demand;

• Gains on timberland sales; and

• Gains on the disposal of development, surplus and HBU properties ("special use property").

In order to maximize the value of our timber property, we continue to review our current portfolio and explore the development of certain of these properties in the United States. This process has led us to characterize our property as follows:

- Surplus property, meaning land that cannot be efficiently or effectively managed by us, whether due to parcel size, lack of productivity, location, access limitations or for other reasons.

Table of Contents

• HBU property, meaning land that in its current state has a higher market value for uses other than growing and selling timber.

• Development property, meaning HBU land that, with additional investment, may have a significantly higher market value than its HBU market value.

• Core Timberland, meaning land that is best suited for growing and selling timber.

We report the disposal of surplus and HBU property in our condensed consolidated statements of income under “gain on disposals of properties, plants and equipment and businesses, net” and report the sale of development property under “net sales” and “cost of products sold.” All HBU, development and surplus property is used by us to productively grow and sell timber until sold. Timberland gains are recorded as gains on disposals of properties, plants and equipment, net.

Whether timberland has a higher value for uses other than growing and selling timber is a determination based upon several variables, such as proximity to population centers, anticipated population growth in the area, the topography of the land, aesthetic considerations, including access to water, the condition of the surrounding land, availability of utilities, markets for timber and economic considerations both nationally and locally. Given these considerations, the characterization of land is not a static process, but requires an ongoing review and re-characterization as circumstances change.

As of April 30, 2017, we had approximately 19,810 acres of special use property in the United States that we expect will be available for sale in the next five to seven years.

Net sales increased to \$7.8 million for the second quarter of 2017 compared with \$6.6 million for the second quarter of 2016 due primarily to an increase in timber sales and consulting revenues.

Operating profit increased to \$3.3 million for the second quarter of 2017 compared with \$2.3 million for the second quarter of 2016.

EBITDA was \$4.7 million and \$3.3 million for the second quarters of 2017 and 2016, respectively. Depreciation, depletion and amortization expense was \$1.4 million and \$1.0 million for the second quarters of 2017 and 2016, respectively.

#### Other Income Statement Changes

##### Interest expense, net

Interest expense, net, was \$14.3 million for the second quarter of 2017 compared with \$19.9 million for the second quarter of 2016. This decrease was primarily due to the repayment of Senior Notes due February 2017 with funds borrowed under our 2017 Credit Agreement.

##### U.S. and non-U.S. Income before Income Tax Expense

Refer to the following tables for details of the U.S. and non-U.S. income before income taxes and U.S. and non-U.S. income before income taxes after eliminating the impact of non-cash asset impairment charges, non-cash pension settlement charges, restructuring charges, and losses on sales of businesses.

#### Summary

	Three Months Ended April 30,	
	2017	2016
Non-U.S. % of Consolidated Net Sales	51.0 %	51.6 %
U.S. % of Consolidated Net Sales	49.0 %	48.4 %
	100.0 %	100.0 %
Non-U.S. % of Consolidated I.B.I.T.	43.7 %	53.5 %
U.S. % of Consolidated I.B.I.T.	56.3 %	46.5 %
	100.0 %	100.0 %
Non-U.S. % of Consolidated I.B.I.T. before Special Items	42.6 %	58.2 %
U.S. % of Consolidated I.B.I.T. before Special Items	57.4 %	41.8 %
	100.0 %	100.0 %



Table of Contents

## Non-U.S. I.B.I.T. Reconciliation

	Three Months Ended April 30,	
(in millions)	2017	2016
Non-U.S. I.B.I.T.	\$27.5	\$32.7
Non-cash asset impairment charges	(0.1 )	1.6
Restructuring charges	4.0	4.1
Gain on sale of businesses, net	(1.9 )	(0.3 )
Total Non-U.S. Special Items	2.0	5.4
Non-U.S. I.B.I.T. before Special Items	\$29.5	\$38.1

## U.S. I.B.I.T. Reconciliation

	Three Months Ended April 30,	
(in millions)	2017	2016
U.S. I.B.I.T.	\$35.4	\$28.5
Non-cash asset impairment charges	2.1	0.1
Non-cash pension settlement charge	1.1	—
Restructuring charges	1.1	1.3
Gain on sale of businesses, net	—	(2.5 )
Total U.S. Special Items	4.3	(1.1 )
U.S. I.B.I.T. before Special Items	\$39.7	\$27.4

\*Income Before Income Tax Expense = I.B.I.T.

## Income tax expense

Our income tax expense was computed in accordance with ASC 740-270, where losses from jurisdictions for which a valuation allowance have been provided have not been included in the amount to which the ASC 740-270 rate was applied.

In the second quarter of 2017, tax expense was \$23.0 million on \$62.9 million of pretax income, as compared to the second quarter of 2016, where tax expense was \$28.7 million on \$61.2 million of pretax income. Tax expense for the second quarter of 2017 reflected a \$2.7 million decrease due to the mix of income and losses among various jurisdictions, including changes in losses and income from jurisdictions for which a valuation allowance has been provided, as well as the timing of recognition of the related tax expense under ASC 740-270. Additional decreases in tax expense related to \$1.7 million due to changes in the measurement of uncertain tax positions netted against releases resulting from audit settlements and expiration of the statute of limitations in several jurisdictions and \$1.3 million attributable to other immaterial discrete items.

We are subject to audits by federal, state, local, and foreign tax authorities. Management believes that adequate provisions have been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the tax audits are resolved in a manner not consistent with management's expectations, we could be required to adjust its provision for income taxes in the period such resolution occurs.

## Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests represents the portion of earnings from the operations of our majority owned subsidiaries that was subtracted from net income to arrive at net income attributable to us. Net income attributable to noncontrolling interests for the second quarters of 2017 and 2016 was \$3.9 million and \$1.1 million, respectively. This increase was primarily due to an increase in the net operating profit of the Flexible Packaging JV and several other consolidated joint ventures.

Net income attributable to Greif, Inc.

Based on the same factors noted above, net income attributable to Greif, Inc. was \$36.0 million for the second quarter of 2017 compared to \$31.4 million for the second quarter of 2016.



Table of Contents

## OTHER COMPREHENSIVE INCOME (LOSS) CHANGES

## Foreign currency translation

In accordance with ASC 830, "Foreign Currency Matters," the assets and liabilities denominated in a foreign currency are translated into United States Dollars at the rate of exchange existing at the end of the current period, and revenues and expenses are translated at average exchange rates over the month in which they are incurred. The cumulative translation adjustments, which represent the effects of translating assets and liabilities of our international operations, are presented in the condensed consolidated statements of changes in equity in accumulated other comprehensive (loss).

## Minimum pension liability, net

Change in minimum pension liability, net for the second quarters of 2017 and 2016 was \$1.3 million and \$(1.3) million, respectively. The increase in comprehensive income resulting from the change in minimum pension liability, net was primarily due to the pension settlement charge as a result of the settlements that occurred during 2017.

## Year-to-Date Results

The following table sets forth the net sales, operating profit (loss) and EBITDA for each of our business segments for the six month periods ended April 30, 2017 and 2016:

(in millions)	Six Months Ended	
	April 30,	
	2017	2016
Net sales:		
Rigid Industrial Packaging & Services	\$1,185.8	\$1,124.5
Paper Packaging & Services	371.6	325.6
Flexible Products & Services	136.3	149.1
Land Management	14.6	11.8
Total net sales	\$1,708.3	\$1,611.0
Operating profit (loss):		
Rigid Industrial Packaging & Services	\$84.2	\$56.6
Paper Packaging & Services	30.6	45.4
Flexible Products & Services	2.3	(6.0 )
Land Management	5.4	4.4
Total operating profit	\$122.5	\$100.4
EBITDA:		
Rigid Industrial Packaging & Services	\$118.2	\$96.2
Paper Packaging & Services	46.5	61.0
Flexible Products & Services	4.8	(3.3 )
Land Management	7.9	6.1
Total EBITDA	\$177.4	\$160.0

Table of Contents

The following table sets forth EBITDA, reconciled to net income and operating profit, for our consolidated results for the six month periods ended April 30, 2017 and 2016:

(in millions)	Six Months Ended April 30,	
	2017	2016
Net income	\$47.9	\$22.6
Plus: interest expense, net	33.0	38.4
Plus: income tax expense	34.8	34.7
Plus: depreciation, depletion and amortization expense	61.7	64.3
EBITDA	\$177.4	\$160.0
Net income	\$47.9	\$22.6
Plus: interest expense, net	33.0	38.4
Plus: income tax expense	34.8	34.7
Plus: other expense, net	6.8	4.7
Operating profit	122.5	100.4
Less: other expense, net	6.8	4.7
Plus: depreciation, depletion and amortization expense	61.7	64.3
EBITDA	\$177.4	\$160.0

The following table sets forth EBITDA for our business segments, reconciled to the operating profit (loss) for each segment, for the six month periods ended April 30, 2017 and 2016:

(in millions)	Six Months Ended April 30,	
	2017	2016
Rigid Industrial Packaging & Services		
Operating profit	\$84.2	\$56.6
Less: other expense, net	5.9	3.3
Plus: depreciation and amortization expense	39.9	42.9
EBITDA	\$118.2	\$96.2
Paper Packaging & Services		
Operating profit	\$30.6	\$45.4
Plus: depreciation and amortization expense	15.9	15.6
EBITDA	\$46.5	\$61.0
Flexible Products & Services		
Operating profit (loss)	\$2.3	\$(6.0 )
Less: other expense, net	0.9	1.4
Plus: depreciation and amortization expense	3.4	4.1
EBITDA	\$4.8	\$(3.3 )
Land Management		
Operating profit	\$5.4	\$4.4
Plus: depreciation, depletion and amortization expense	2.5	1.7
EBITDA	\$7.9	\$6.1
Consolidated EBITDA	\$177.4	\$160.0



## Table of Contents

### Net Sales

Net sales were \$1,708.3 million for the first half of 2017 compared with \$1,611.0 million for the first half of 2016. The 6.0 percent increase was due primarily to strategic pricing initiatives and increases in index prices in our Rigid Industrial Packaging & Services segment and an increase in volumes in business in our mills and corrugator facilities in our Paper Packaging & Services segment, partially offset by the impact of the 2016 divestitures in our Rigid Industrial Packaging & Services segment. See the "Segment Review" below for additional information on net sales by segment during the first half of 2017.

### Gross Profit

Gross profit was \$345.2 million for the first half of 2017 compared with \$325.0 million for the first half of 2016. The respective reasons for the improvement or decline in each segment are described below in the "Segment Review." Gross profit margin was 20.2 percent for both the first half of 2017 and 2016.

### Selling, General and Administrative Expenses

SG&A expenses increased 3.1 percent to \$193.6 million for the first half of 2017 from \$187.7 million for the first half of 2016. This increase was primarily due to an increase in incentive accruals based on projected results. SG&A expenses were 11.3 percent of net sales for the first half of 2017 compared with 11.7 percent of net sales for the first half of 2016.

### Restructuring Charges

Restructuring charges were \$4.8 million for the first half of 2017 compared with \$7.7 million for the first half of 2016. See Note 7 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for additional information on the restructuring charges reported during the first half of 2017.

### Gain on Disposal of Properties, Plants and Equipment, net

The gain on disposal of properties, plants and equipment, net was \$2.8 million and \$8.8 million for the first half of 2017 and 2016, respectively. See Note 5 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for additional information on the gain reported during the first half of 2017.

### Gain on Disposal of Businesses, net

The gain on disposal of businesses, net was \$1.4 million for the first half of 2017 and \$2.8 million during the first half of 2016. See Note 2 to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q for additional information on the gain reported during the first half of 2017.

### Operating Profit

Operating profit was \$122.5 million for the first half of 2017 compared with \$100.4 million for the first half of 2016. The \$22.1 million increase consisted of a \$27.6 million increase in the Rigid Industrial Packaging & Services segment, a \$8.3 million increase in the Flexible Products & Services segment and a \$1.0 million increase in the Land Management segment, partially offset by a \$14.8 million decrease in the Paper Packaging & Services segment. The factors that contributed to the \$22.1 million increase, when compared to the first half of 2016, were lower non-cash impairment charges of \$36.9 million, lower restructuring charges of \$2.9 million and the improvements in gross profit, partially offset by higher pension settlement charges of \$24.6 million, a reduction of \$7.4 million in gain on disposal of properties, plants and equipment and businesses, net and an increase of \$5.9 million in SG&A expenses.

### EBITDA

EBITDA was \$177.4 million for the first half of 2017 compared with \$160.0 million for the first half of 2016. The \$17.4 million increase was primarily due to the same factors that impacted operating profit, as described above. Depreciation, depletion and amortization expense was \$61.7 million for the first half of 2017 compared with \$64.3 million for the first half of 2016.

### Segment Review

#### Rigid Industrial Packaging & Services

Net sales increased 5.5 percent to \$1,185.8 million for the first half of 2017 compared with \$1,124.5 million for the first half of 2016. The \$61.3 million increase in net sales was primarily the result of an increase in selling prices due to strategic pricing decisions and increases in index prices, partially offset by the impact of the 2016 divestitures in this segment.



Table of Contents

Gross profit was \$246.3 million for the first half of 2017 compared with \$226.7 million for the first half of 2016. The \$19.6 million increase in gross profit was primarily due to improvements in manufacturing expenses and the positive impact of strategic volume and pricing actions. Gross profit margin increased to 20.8 percent from 20.2 percent for the six months ended April 30, 2017 to 2016, respectively. This increase was primarily attributable to gross profit margin increases to 23.1 percent from 20.9 percent in North America and to 18.9 percent from 17.2 percent in Europe, Middle East, and Africa. Gross profit margins in Asia Pacific decreased to 15.4 percent from 23.9 percent due primarily to increased steel costs ahead of pass-through price changes and decreased to 14.9 percent from 15.8 percent in Latin America.

Operating profit was \$84.2 million for the first half of 2017 compared with \$56.6 million for the first half of 2016. The \$27.6 million increase was primarily attributable to the same factors impacting gross profit, a reduction in non-cash asset impairment charges of \$34.9 million, offset by \$14.7 million of pension settlement charges, a reduction in gain on disposal of properties, plants, equipment and businesses, net of \$7.0 million and a \$5.6 million increase in SG&A mainly due to the increase in allocated corporate costs.

EBITDA was \$118.2 million for the first half of 2017 compared with \$96.2 million for the first half of 2016. The \$22.0 million increase was due to the same factors that impacted the segment's operating profit, as described above, and an increase in other expense, net of \$2.6 million. Depreciation, depletion and amortization expense was \$39.9 million for the first half of 2017 compared with \$42.9 million for the first half of 2016.

**Paper Packaging & Services**

Net sales increased \$46.0 million to \$371.6 million for the first half of 2017 compared with \$325.6 million for the first half of 2016, primarily due to increases in volumes in our mills and corrugator facilities and a \$12.0 million increase in specialty product sales.

Gross profit was \$68.2 million for the first half of 2017 compared with \$73.2 million for the first half of 2016. Gross profit margin was 18.4 percent and 22.5 percent for the first half of 2017 and 2016, respectively. The decrease in gross profit margin was due primarily to increased input costs as well as reductions in published containerboard index prices, partially offset by an increase in volumes.

Operating profit was \$30.6 million for the first half of 2017 compared with \$45.4 million for the first half of 2016. The decrease was primarily due to the same factors impacting gross profit, as described above, and pension settlement charges of \$9.7 million.

EBITDA was \$46.5 million for the first half of 2017 compared with \$61.0 million for the first half of 2016. This decrease was due primarily to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$15.9 million and \$15.6 million for the first half of 2017 and 2016, respectively.

**Flexible Products & Services**

Net sales decreased \$12.8 million to \$136.3 million for the first half of 2017 compared with \$149.1 million for the first half of 2016. This decrease was primarily due to the impact of an immaterial divestiture in 2016 and foreign currency translation.

Gross profit was \$25.4 million for the first half of 2017 compared with \$20.1 million for the first half of 2016. This increase was primarily attributable to reduced labor and fixed production costs and the impact of strategic volume and pricing decisions. Gross profit margin increased to 18.6 percent for the first half of 2017 from 13.5 percent for the first half of 2016.

Operating profit was \$2.3 million for the first half of 2017 compared with an operating loss of \$6.0 million for the first half of 2016. This increase was primarily related to the same factors impacting gross profit, a reduction in restructuring charges of \$2.8 million and a reduction in non-cash asset impairment charges of \$0.5 million, partially offset by a reduction in gain on disposal of properties, plants, equipment and businesses, net of \$1.3 million.

EBITDA was \$4.8 million for the first half of 2017 compared with negative \$3.3 million for the first half of 2016. This increase was due primarily to the same factors that impacted the segment's operating profit, as described above. Depreciation, depletion and amortization expense was \$3.4 million for the first half of 2017 compared with \$4.1 million for the first half of 2016.

**Land Management**

Net sales increased to \$14.6 million for the first half of 2017 compared with \$11.8 million for the first half of 2016.

Operating profit increased to \$5.4 million for the first half of 2017 from \$4.4 million for the first half of 2016.

Table of Contents

EBITDA was \$7.9 million and \$6.1 million for the first half of 2017 and 2016, respectively. Depreciation, depletion and amortization expense was \$2.5 million and \$1.7 million for the first half of 2017 and 2016, respectively.

## Other Income Statement Changes

## Interest expense, net

Interest expense, net, was \$33.0 million for the first half of 2017 compared with \$38.4 million for the first half of 2016. This decrease was primarily due to the repayment of Senior Notes due February 2017 with funds borrowed under our 2017 Credit Agreement.

## U.S. and non-U.S. Income before Income Tax Expense

Refer to the following tables for details of the U.S. and non-U.S. income before income taxes and U.S. and non-U.S. income before income taxes after eliminating the impact of non-cash asset impairment charges, non-cash pension settlement charges, restructuring charges, and losses on sales of businesses.

## Summary

	Six Months	
	Ended April 30,	
	2017	2016
Non-U.S. % of Consolidated Net Sales	50.7 %	51.7 %
U.S. % of Consolidated Net Sales	49.3 %	48.3 %
	100.0%	100.0%
Non-U.S. % of Consolidated I.B.I.T.	57.6 %	64.1 %
U.S. % of Consolidated I.B.I.T.	42.4 %	35.9 %
	100.0%	100.0%
Non-U.S. % of Consolidated I.B.I.T. before Special Items	43.8 %	60.7 %
U.S. % of Consolidated I.B.I.T. before Special Items	56.2 %	39.3 %
	100.0%	100.0%

## Non-U.S. I.B.I.T. Reconciliation

	Six Months	
	Ended April 30,	
(in millions)	2017	2016
Non-U.S. I.B.I.T.	\$47.6	\$36.7
Non-cash asset impairment charges	0.3	19.9
Restructuring charges	3.7	6.2
Gain on sale of businesses, net	(1.4 )	(0.3 )
Total Non-U.S. Special Items	2.6	25.8
Non-U.S. I.B.I.T. before Special Items	\$50.2	\$62.5

## U.S. I.B.I.T. Reconciliation

	Six Months	
	Ended April 30,	
(in millions)	2017	2016
U.S. I.B.I.T.	\$35.1	\$20.6
Non-cash asset impairment charges	3.6	20.9
Non-cash pension settlement charge	24.6	—
Restructuring charges	1.1	1.5
Gain on sale of businesses, net	—	(2.5 )
Total U.S. Special Items	29.3	19.9
U.S. I.B.I.T. before Special Items	\$64.4	\$40.5

\*Income Before Income Tax Expense = I.B.I.T.





Table of Contents

Income tax expense

Our income tax expense was computed in accordance with ASC 740-270, where losses from jurisdictions for which a valuation allowance have been provided have not been included in the amount to which the ASC 740-270 rate was applied.

In the first half of 2017, tax expense was \$34.8 million on \$82.7 million of pretax income, as compared to the first half of 2016, where tax expense was \$34.7 million on \$57.3 million of pretax income. Tax expense in 2017 decreased by \$4.8 million due to the mix of income and losses among various jurisdictions, including changes in losses and income from jurisdictions for which a valuation allowance has been provided, as well as the timing of recognition of the related tax expense under ASC 740-270. An additional decrease in tax expense of \$3.7 million was due to changes in the measurement of uncertain tax positions netted against releases resulting from audit settlements and expiration of the statute of limitations in several jurisdictions. These decreases were offset by a non-cash impairment charge in the first half of 2016 of \$34.0 million for which a tax benefit of \$4.6 million was recognized, as well as additional tax expense in the first half of 2017 of \$3.6 million due to a change in the Company's assertion under ASC 740-30 (formally APB23) for unremitted foreign earnings.

We are subject to audits by federal, state, local, and foreign tax authorities. Management believes that adequate provisions have been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the tax audits are resolved in a manner not consistent with management's expectations, we could be required to adjust our provision for income taxes in the period such resolution occurs.

Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests for the first half of 2017 and 2016 was \$6.5 million and \$2.3 million, respectively. This increase was primarily due to overall increase in the net operating profit of the Flexible Packaging JV in the first half of 2017 compared to 2016.

Net income attributable to Greif, Inc.

Based on the same factors noted above, net income attributable to Greif, Inc. was \$41.4 million for the first half of 2017 compared to \$20.3 million for the first half of 2016.

**OTHER COMPREHENSIVE INCOME (LOSS) CHANGES**

Foreign currency translation

In accordance with ASC 830, "Foreign Currency Matters," the assets and liabilities denominated in a foreign currency are translated into United States Dollars at the rate of exchange existing at the end of the current period, and revenues and expenses are translated at average exchange rates over the month in which they are incurred. The cumulative translation adjustments, which represent the effects of translating assets and liabilities of our international operations, are presented in the condensed consolidated statements of changes in equity in accumulated other comprehensive income (loss).

Minimum pension liability, net

Change in minimum pension liability, net for the first half of 2017 and 2016 was \$29.4 million and \$0.6 million, respectively. The increase in comprehensive income resulting from the change in minimum pension liability, net was primarily due to the pension settlement charge and remeasurement of the defined benefit plan in the United States as a result of the settlements that occurred during the six months ended April 30, 2017.

**BALANCE SHEET CHANGES**

Working capital changes

The \$29.6 million increase in accounts receivable to \$428.8 million as of April 30, 2017 from \$399.2 million as of October 31, 2016 was primarily due to timing of collections.

The \$53.2 million increase in inventories to \$330.6 million as of April 30, 2017 from \$277.4 million as of October 31, 2016 was primarily due to safety stock purchased in advance of planned maintenance events at our mills and anticipated raw material price increases throughout the quarter.

The \$2.7 million decrease in accounts payable to \$369.3 million as of April 30, 2017 from \$372.0 million as of October 31, 2016 was primarily due to the timing of payments and benefits from early payment discounts where financially justified.



## Table of Contents

### Other balance sheet changes

The \$75.1 million increase in assets held for sale to \$86.9 million as of April 30, 2017 from \$11.8 million as of October 31, 2016 was primarily due to a reclassification into assets held for sale for one asset group within the Rigid Industrial Packaging & Services segment.

The \$35.2 million decrease in goodwill to \$751.2 million as of April 30, 2017 from \$786.4 million as of October 31, 2016 was primarily due to a \$32.7 million reclassification into assets held for sale for two asset groups within the Rigid Industrial Packaging & Services segment.

The \$23.8 million decrease in other intangible assets to \$86.8 million as of April 30, 2017 from \$110.6 million as of October 31, 2016 was primarily due to a \$17.0 million reclassification into assets held for sale for one asset group within the Rigid Industrial Packaging & Services segment.

The \$22.5 million decrease in properties, plants and equipment, net to \$1,141.4 million as of April 30, 2017 from \$1,163.9 million as of October 31, 2016 was primarily due to depreciation expense and a \$13.2 million reclassification into assets held for sale for one asset group within the Rigid Industrial Packaging & Services segment, partially offset by capital expenditures incurred.

### LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity are operating cash flows, borrowings under our senior secured credit facility, the senior notes we have issued and, to a lesser extent, proceeds from our trade accounts receivable facility and proceeds from the sale of our non-United States accounts receivable. We use these sources to fund our working capital needs, capital expenditures, cash dividends, common stock repurchases and acquisitions. We anticipate continuing to fund these items in a like manner. We currently expect that operating cash flows, borrowings under our senior secured credit facility, proceeds from our U.S. trade accounts receivable credit facility and proceeds from the sale of our non-United States accounts receivable will be sufficient to fund our anticipated working capital, capital expenditures, cash dividends, debt repayment, potential acquisitions of businesses and other liquidity needs for at least 12 months. However, if funds held outside the U.S. are needed for operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate those funds. For those international earnings considered to be permanently reinvested, we currently have no plans or intentions to repatriate such funds for U.S. operations.

#### Capital Expenditures

During the first six months of 2017, we invested \$37.7 million in capital expenditures and \$5.4 million in purchases of and investments in timber properties, compared with \$44.8 million in capital expenditures and \$3.5 million in purchases of and investments in timber properties, during the first six months of 2016.

We expect capital expenditures, excluding purchases of and investments in timber properties, to be approximately \$100.0 to \$115.0 million in 2017. The 2017 capital expenditures will replace and improve existing equipment and fund new facilities.

#### Sale of Non-United States Accounts Receivable

On April 27, 2012, Cooperage Receivables Finance B.V. (the "Main SPV") and Greif Coordination Center BVBA, our indirect wholly owned subsidiary ("Seller"), entered into the Nieuw Amsterdam Receivables Purchase Agreement (the "European RPA") with affiliates of a major international bank (the "Purchasing Bank Affiliates"). On April 18, 2017, the Main SPV and Seller amended and extended the term of the existing European RPA. Under the European RPA, as amended, the maximum amount of receivables that may be sold and outstanding under the European RPA at any time to €100.0 million (\$109.0 million as of April 30, 2017). Under the terms of the European RPA, we have the ability to loan excess cash to the Purchasing Bank Affiliates in the form of a subordinated loan receivable. During the first quarter of 2016, we collected \$44.2 million that had been loaned to the Purchasing Bank Affiliates, as excess cash at the end of fiscal 2015.

Under the terms of the European RPA, we have agreed to sell trade receivables meeting certain eligibility requirements that the Seller had purchased from other of our indirect wholly-owned subsidiaries under a factoring agreement. The structure of the transactions provide for a legal true sale, on a revolving basis, of the receivables transferred from our various subsidiaries to the respective Purchasing Bank Affiliates. The purchaser funds an initial purchase price of a certain percentage of eligible receivables based on a formula, with the initial purchase price approximating 75 percent to 90 percent of eligible receivables. The remaining deferred purchase price is settled upon

collection of the receivables. At the balance sheet reporting dates, we remove from accounts receivable the amount of proceeds received from the initial purchase price since they meet the applicable criteria of ASC 860, "Transfers and Servicing," and we continue to recognize the deferred purchase price in prepaid expenses and other current assets

Table of Contents

or other current liabilities. The receivables are sold on a non-recourse basis with the total funds in the servicing collection accounts pledged to the banks between settlement dates.

In October 2007, Greif Singapore Pte. Ltd., our indirect wholly-owned subsidiary, entered into the Singapore Receivable Purchase Agreement (the "Singapore RPA") with a major international bank. The maximum amount of aggregate receivables that may be financed under the Singapore RPA is 15.0 million Singapore Dollars (\$10.7 million as of April 30, 2017). Under the terms of the Singapore RPA, we have agreed to sell trade receivables in exchange for an initial purchase price of approximately 90 percent of the eligible receivables. The remaining deferred purchase price is settled upon collection of the receivables.

See Note 3 to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional information regarding these various RPAs.

Acquisitions, Divestitures and Other Significant Transactions

During the first half of 2017, we completed no material divestitures or acquisitions, deconsolidated two nonstrategic businesses (one in the Rigid Industrial Packaging & Services segment and one in the Flexible Products & Services segment), and liquidated one non-U.S. nonstrategic business in the Rigid Industrial Packaging & Services segment. The gain on disposal of businesses was \$1.4 for the six months ended April 30, 2017. Proceeds from divestitures completed in fiscal year 2015 and collected during the six months ended April 30, 2017 were \$0.8 million. We have \$3.8 million of notes receivable recorded from the sale of businesses, ranging in remaining term from five months to twenty months.

During the first half of 2016, we completed no material acquisitions and three material divestitures of nonstrategic businesses in the Rigid Industrial Packaging & Services segment. The gain on disposals of businesses was \$2.8 million for the six months ended April 30, 2016. Proceeds from divestitures were \$23.6 million.

See Note 2 to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional information regarding these divestitures.

We have conditional contractual obligations to redeem the outstanding equity interest of certain noncontrolling interest holders in our joint ventures at which time we may incur additional cash outflows.

See Note 18 to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional information regarding these conditional contractual obligations.

Borrowing Arrangements

Long-term debt is summarized as follows:

(in millions)	April 30, 2017	October 31, 2016
2017 Credit Agreement	\$433.9 —	\$ —
Prior Credit Agreement	— 201,200,000	201.2
Senior Notes due 2017	— 300,100,000	300.1
Senior Notes due 2019	247.5 247,000,000.0	247.0
Senior Notes due 2021	216.7 216,600,000	216.6
Receivables Facility	150.0 —	—
Other debt	8.1 9,700,000	9.7
	1,056.2	974.6
Less current portion	15.0 —	—
Less deferred financing costs	7.6 —	—
Long-term debt	\$1,033.6	\$ 974.6

2017 Credit Agreement

On November 3, 2016, we and certain of our international subsidiaries entered into a new senior secured credit agreement (the "2017 Credit Agreement") with a syndicate of financial institutions. The 2017 Credit Agreement replaced in its entirety the \$1.0 billion senior secured credit agreement we entered into on December 19, 2012, with two of our international subsidiaries ("Prior



Table of Contents

Credit Agreement") with a syndicate of financial institutions. The total available borrowing under the 2017 Credit Agreement was \$650.5 million as of April 30, 2017, which has been reduced by \$11.9 million for outstanding letters of credit, all of which was then available without violating covenants.

The 2017 Credit Agreement provides for an \$800.0 million revolving multicurrency credit facility expiring November 3, 2021, and a \$300.0 million term loan, with quarterly principal installments commencing April 30, 2017, through maturity on November 3, 2021, both with an option to add an aggregate of \$550.0 million to the facilities with the agreement of the lenders. We used the proceeds of the term loan on February 1, 2017, to repay the principal of our \$300.0 million 6.75% Senior Notes that matured on that date. The revolving credit facility is available to fund ongoing working capital and capital expenditure needs, for general corporate purposes, and to finance acquisitions. Interest is based on either a Eurodollar rate or a base rate that resets periodically plus a calculated margin amount. On November 3, 2016, a total of approximately \$208.0 million was used to pay the obligations outstanding under the Prior Credit Agreement in full and certain costs and expenses incurred in connection with the 2017 Credit Agreement. The financing costs associated with the 2017 Credit Agreement totaled \$6.3 million as of April 30, 2017, and are recorded as a direct deduction from the long-term debt liability.

The 2017 Credit Agreement contains certain covenants, which include financial covenants that require us to maintain a certain leverage ratio and an interest coverage ratio. The leverage ratio generally requires that at the end of any fiscal quarter we will not permit the ratio of (a) our total consolidated indebtedness, to (b) our net income plus depreciation, depletion, and amortization, interest expense (including capitalized interest), and income taxes, minus certain extraordinary gains and non-recurring gains (or plus certain extraordinary losses and non-recurring losses) and plus or minus certain other items for the preceding twelve months ("adjusted EBITDA") to be greater than 4.00 to 1.00 (or 3.75 to 1.00, during any collateral release period). The interest coverage ratio generally requires that at the end of any fiscal quarter we will not permit the ratio of (a) adjusted EBITDA, to (b) the consolidated interest expense to the extent paid or payable, to be less than 3.00 to 1.00, during the applicable preceding twelve month period.

As of April 30, 2017, \$433.9 million was outstanding under the 2017 Credit Agreement. The current portion of the 2017 Credit Agreement was \$15.0 million and the long-term portion was \$418.9 million. The weighted average interest rate on the 2017 Credit Agreement was 1.86% for the six months ended April 30, 2017. The actual interest rate on the 2017 Credit Agreement was 2.22% as of April 30, 2017.

Senior Notes

On February 9, 2007, we issued \$300.0 million of 6.75% Senior Notes due February 1, 2017. These Senior Notes were paid in full on February 1, 2017 with \$300.0 million of term loan proceeds borrowed under the 2017 Credit Agreement.

We have issued \$250.0 million of our 7.75% Senior Notes due August 1, 2019. Proceeds from the issuance of these Senior Notes were principally used for general corporate purposes, including the repayment of amounts outstanding under the then existing revolving multicurrency credit facility, without any permanent reduction of the commitments. These Senior Notes are general unsecured obligations of Greif, Inc., provide for semi-annual payments of interest at a fixed rate of 7.75%, and do not require any principal payments prior to maturity on August 1, 2019. These Senior Notes are not guaranteed by any of our subsidiaries and thereby are effectively subordinated to all of our subsidiaries' existing and future indebtedness. The Indenture pursuant to which these Senior Notes were issued contains covenants, which, among other matters, limit our ability to create liens on our assets to secure debt and to enter into sale and leaseback transactions. These covenants are subject to a number of limitations and exceptions as set forth in the Indenture. As of April 30, 2017, we were in compliance with these covenants. The financing costs associated with these Senior Notes totaled \$1.1 million as of April 30, 2017, and are recorded as a direct deduction from the long-term liability.

One of our Luxembourg subsidiaries has issued €200.0 million of 7.375% Senior Notes due July 15, 2021. These Senior Notes are fully and unconditionally guaranteed on a senior basis by Greif, Inc. A portion of the proceeds from the issuance of these Senior Notes was used to repay non-U.S. borrowings under our then existing revolving multicurrency credit facility, without any permanent reduction of the commitments thereunder, with the remaining proceeds available for general corporate purposes, including the financing of acquisitions. These Senior Notes are general unsecured obligations of the Luxembourg subsidiary and Greif, Inc. and provide for semi-annual payments of



interest at a fixed rate of 7.375%, and do not require any principal payments prior to maturity on July 15, 2021. These Senior Notes are not guaranteed by any subsidiaries of Greif, Inc. or of the issuer and thereby are effectively subordinated to all existing and future indebtedness of the subsidiaries of the issuer and of Greif, Inc. The Indenture pursuant to which these Senior Notes were issued contains covenants, which, among other matters, limit our ability to create liens on our assets to secure debt and to enter into sale and leaseback transactions. These covenants are subject to a number of limitations and exceptions as set forth in the Indenture. As of April 30, 2017, we were in compliance with these covenants. The financing costs associated with the Senior Notes due 2021 totaled \$0.2 million as of April 30, 2017, and are recorded as a direct deduction from the long-term liability.

## Table of Contents

The assumptions used in measuring fair value of all of the Senior Notes are considered level 2 inputs, which were based on observable market pricing for similar instruments.

### United States Trade Accounts Receivable Credit Facility

We and certain of our domestic subsidiaries have a \$150.0 million United States Accounts Receivable Facility (the "Receivables Facility") with a financial institution. The Receivables Facility matures in September 2017. In addition, we can terminate the Amended Receivables Facility at any time upon five days prior written notice. The Receivables Facility is secured by certain of our United States trade accounts receivables and bears interest at a variable rate based on the London InterBank Offered Rate ("LIBOR") or an applicable base rate, plus a margin, or a commercial paper rate plus a margin. Interest is payable on a monthly basis and the principal balance is payable upon termination of the Receivables Facility. The Receivables Facility also contains certain covenants and events of default, which are materially similar to the 2017 Credit Agreement covenants. As of April 30, 2017, we were in compliance with these covenants. Proceeds of the Receivables Facility are available for working capital and general corporate purposes.

### Financial Instruments

#### Interest Rate Derivatives

We have various borrowing facilities which charge interest based on the 1 month U.S. dollar LIBOR rate plus an interest spread. During the first quarter of 2017, we entered into a forward interest rate swap with a notional amount of \$300.0 million. As of February 1, 2017, we began to receive variable rate interest payments based upon one month U.S. dollar LIBOR and in return were obligated to pay interest at a fixed rate of 1.194%. This effectively converted the borrowing rate on \$300.0 million of debt from a variable rate to a fixed rate. This derivative is designated as a cash flow hedge for accounting purposes. Accordingly, any effective portion of the gain or loss on this derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period during which the hedged transaction affects earnings. Any ineffective portion of the gain or loss on the derivative instrument is recognized into earnings. For additional disclosures of the gain or loss included with other comprehensive income, see Note 16 to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q. The assumptions used in measuring fair value of the interest rate derivative are considered level 2 inputs, which are based upon LIBOR and interest paid based upon a designated fixed rate over the life of the swap agreements.

#### Foreign Exchange Hedges

We conduct business in various international currencies and are subject to risks associated with changing foreign exchange rates. Our objective is to reduce volatility associated with foreign exchange rate changes. Accordingly, we enter into various contracts that change in value as foreign exchange rates change to protect the value of certain existing foreign currency assets and liabilities, commitments and anticipated foreign currency cash flows. As of April 30, 2017, we had outstanding foreign currency forward contracts in the notional amount of \$101.8 million (\$78.9 million as of October 31, 2016). Adjustments to fair value are recognized in earnings, offsetting the impact of the hedged profits. The assumptions used in measuring fair value of foreign exchange hedges are considered level 2 inputs, which were based on observable market pricing for similar instruments, principally foreign exchange futures contracts. Realized losses recorded in other expense, net under fair value contracts were \$0.3 million for the three months ended April 30, 2017 and realized gains were \$0.2 million for the three months ended April 30, 2016. Realized losses were \$1.5 million and \$0.3 million for the six months ended April 30, 2017, and 2016, respectively.

#### Stock Repurchase Program and Other Share Acquisitions

Our Board of Directors has authorized the purchase of up to four million shares of Class A Common Stock or Class B Common Stock or any combination of the foregoing. See Note 14 to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional information regarding this program and the repurchase of shares of Class A and B Common Stock.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

There has not been a significant change in the quantitative and qualitative disclosures about our market risk from the disclosures contained in the 2016 Form 10-K.



Table of Contents

## ITEM 4. CONTROLS AND PROCEDURES

## Changes in Internal Control Over Financial Reporting

We continue to consolidate some of our transaction processing and general accounting activities onto a common, company-wide management information and accounting system, including the conversion of several of our U.S. and international plants during the quarter. The consolidation is intended to further enhance our internal control over financial reporting and our operating efficiencies. No other changes occurred in our internal control over financial reporting during our most recent fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Disclosure Controls and Procedures

With the participation of our principal executive officer and principal financial officer, our management has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report:

Information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission;

Information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure; and

Our disclosure controls and procedures are effective.

## PART II. OTHER INFORMATION

## ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in the 2016 Form 10-K under Part I, Item 1A — Risk Factors.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## Issuer Purchases of Class A Common Stock

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs <sup>(1)</sup>
November 2016 —			—	705,487
December 2016 —			—	705,487
January 2017 —			—	705,487
February 2017 —			—	705,487
March 2017 —			—	705,487
April 2017 —			—	705,487

Table of Contents

## Issuer Purchases of Class B Common Stock

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs <sup>(1)</sup>
November 2016	—	—	—	705,487
December 2016	—	—	—	705,487
January 2017	—	—	—	705,487
February 2017	—	—	—	705,487
March 2017	—	—	—	705,487
April 2017	—	—	—	705,487

<sup>(1)</sup>Our Board of Directors has authorized a stock repurchase program which permits us to purchase up to 4.0 million shares of our Class A Common Stock or Class B Common Stock, or any combination thereof. As of April 30, 2017, the maximum number of shares that may yet be purchased was 705,487 shares, which may be any combination of Class A Common Stock or Class B Common Stock.

## ITEM 6. EXHIBITS

## (a.) Exhibits

## Exhibit No. Description of Exhibit

10.1	Amendment Agreement dated April 18, 2017, by and among Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. Trading as Rabobank London, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Nieuw Amsterdam Receivables Corporation S. À.R.L., Cooperage Receivables Finance B.V., Stichting Cooperage Receivables Finance Holding, Greif Services Belgium BVBA, Greif, Inc., the Originators as described therein and Trust International Management (T.I.M.) B.V. (in connection with the Master Definitions Agreement dated April 27, 2012 and as amended and restated April 20, 2015).
10.2	Amendment and Restated Master Definition Agreement dated April 18, 2017, by and among Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. Trading as Rabobank London, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Nieuw Amsterdam Receivables Corporation S. À.R.L., Cooperage Receivables Finance B.V., Stichting Cooperage Receivables Finance Holding, Greif Services Belgium BVBA, Greif, Inc., the Originators as described therein and Trust International Management (T.I.M.) B.V.
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a — 14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a — 14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer required by Rule 13a —14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code.
32.2	Certification of Chief Financial Officer required by Rule 13a — 14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code.

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101 The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Income (Loss) and Comprehensive Income (Loss), (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flow and (iv) Notes to Condensed Consolidated Financial Statements.

51

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Table of Contents

SIGNATURES

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

Greif, Inc.  
(Registrant)

Date: June 8, 2017 /s/ Lawrence A. Hilsheimer  
Lawrence A. Hilsheimer,  
Executive Vice President and Chief Financial Officer