

Gores Holdings, Inc. Completes Acquisition of Hostess Brands, LLC, Maker of Twinkies®

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Combined company renamed Hostess Brands, Inc. and will trade on NASDAQ under TWNK and TWNKW

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LOS ANGELES--(BUSINESS WIRE)--Gores Holdings, Inc. ("Gores Holdings") (NASDAQ CM: GRSHU, GRSH, GRSHW), a special purpose acquisition company sponsored by an affiliate of The Gores Group, LLC ("The Gores Group" or "Gores"), today announced that it completed the acquisition of Hostess Brands, LLC ("Hostess Brands"), the maker of Hostess® Twinkies®, Ding Dongs® and CupCakes. The transaction has been unanimously approved by the Boards of Directors of both Gores Holdings and the indirect parent of Hostess Brands, and was approved at a special meeting of Gores Holdings' shareholders on November 3, 2016. In connection with the transaction, Gores Holdings has been renamed Hostess Brands, Inc. ("Hostess" or "the Company"), and its common stock and warrants will trade on NASDAQ under the symbols "TWNK" and "TWNKW", respectively.

As previously announced, along with the \$375 million of Gores Holdings' shareholder equity, additional investors comprising large institutional investors, C. Dean Metropoulos (through \$50 million of additional rollover contribution) and Gores affiliates participated in a \$350 million private placement, led by Alec Gores, Chairman and CEO of The Gores Group. Additionally, funds managed by affiliates of Apollo Global Management, LLC (together with its consolidated subsidiaries, "Apollo") (NYSE: APO) and C. Dean Metropoulos and family, the prior majority owners of Hostess, will continue to hold an approximately 42% combined stake in the Company. Dean Metropoulos and William Toler continue to lead Hostess as Executive Chairman and Chief Executive Officer, respectively.

Dean Metropoulos, Executive Chairman of Hostess, stated, "We are excited to introduce Hostess as a public company and I am extremely proud of the job our team has done in repositioning and growing Hostess during the past four years. I believe the Company has strong growth potential and can think of no one better to partner with in this next journey than Alec Gores and the Gores team who have a well-earned reputation for not only identifying, but adding value to the businesses with which they affiliate."

Alec Gores, Chairman and CEO of The Gores Group, said, "Hostess and its best-known product are the epitome of American icons. Dean, Bill and their team have done an outstanding job of positioning the Company for future, profitable growth. We are thrilled to be part of the next stage in this Company's life and look forward to helping create value for our shareholders."

Andrew Jhavar, Senior Partner and Head of the Consumer & Retail Group at Apollo, added, "Hostess has many exciting levers for continued growth going forward, and the Company is well positioned given its strong leadership, dedicated team members and loyal customer base. Becoming a public company is the next evolution in the revitalization of Hostess. Our team at Apollo looks forward to working with the Gores team, the Company's new Board members and Dean, Bill and the rest of the management team in assisting to drive profitable growth and future shareholder value at Hostess."

In 2013, C. Dean Metropoulos and certain funds affiliated with Apollo acquired select Hostess assets out of the liquidation of the old Hostess Brands company. That summer, they returned Hostess products to store shelves after a months-long absence in what became one of the biggest news stories of the year. Since that time, the management team has successfully rebuilt the business and the brand through investments to enhance operations, creative product innovation, expanded distribution through a direct-to-warehouse system, targeted acquisitions and a competitive business model. Hostess had revenues for the twelve months ended June 30, 2016 of approximately \$658 million and operates five baking facilities located in Emporia, KS, Indianapolis, IN, Columbus, GA and Southbridge, MA.

Upon completion of the transaction, the Hostess Board of Directors consists of Dean Metropoulos, Mark Stone, Andrew Jhawar, Larry Bodner, Neil Defeo, Jerry Kaminski and Craig Steeneck.

Deutsche Bank Securities Inc. acted as lead capital markets advisor and financial advisor, Moelis & Company and Morgan Stanley acted as joint-capital markets advisors and Weil, Gotshal & Manges LLP acted as legal advisor to Gores Holdings. Rothschild Inc., Credit Suisse Securities (USA) LLC and Perella Weinberg Partners LP acted as M&A advisors to Hostess Brands. Morgan, Lewis & Bockius LLP acted as legal advisor to Apollo and Hostess Brands. Paul, Weiss, Rifkind, Wharton & Garrison LLP acted as legal advisor and UBS acted as financial advisor to Dean Metropoulos and his family.

About Hostess Brands, Inc.

Hostess is one of the largest packaged food companies focused on developing, manufacturing, marketing, selling and distributing fresh baked sweet goods in the United States. The brand's history dates back to 1919, when the Hostess CupCake was introduced to the public, followed by Twinkies® in 1930. Today, Hostess produces a variety of new and classic treats including Ding Dongs®, Ho Hos®, Donettes® and Fruit Pies, in addition to Twinkies® and CupCakes.

For more information about Hostess products and Hostess Brands, please visit hostesscakes.com. Follow Hostess on Twitter: [@Hostess_Snacks](https://twitter.com/Hostess_Snacks); on Facebook: facebook.com/Hostess; on Instagram: [Hostess_Snacks](https://Instagram/Hostess_Snacks); and on Pinterest: pinterest.com/hostesscakes.

About Gores Holdings, Inc.

Gores Holdings is a special purpose acquisition company sponsored by an affiliate of The Gores Group, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Gores Holdings completed its initial public offering in August 2015, raising approximately \$375 million in cash proceeds. Gores Holdings' officers and certain of its directors are affiliated with The Gores Group. Founded in 1987 by Alec Gores, The Gores Group is a global investment firm focused on acquiring controlling interests in mature and growing businesses which can benefit from the firm's operating experience and flexible capital base. Over its nearly 30 year history, The Gores Group has become a leading investor having demonstrated a reliable track record of creating value in its portfolio companies alongside management. Headquartered in Los Angeles, The Gores Group maintains offices in Boulder, CO, and London. For more information, please visit www.gores.com.

About Apollo Global Management, LLC

Apollo (NYSE: APO) is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, Chicago, Bethesda, Toronto, London, Frankfurt, Madrid, Luxembourg, Singapore, Mumbai, Delhi, Shanghai and Hong Kong. Apollo had assets under management of approximately \$189 billion as of September 30, 2016, in private equity, credit and real estate funds invested across a core group of nine industries where Apollo has considerable knowledge and resources. For more information about Apollo, please visit www.agm.com.

About Metropoulos & Co.

Metropoulos & Co. is a merchant banking and management firm focused principally on the food and consumer sectors in the United States and Europe. Dean Metropoulos and his management team partners have been involved in more than 83 acquisitions with over \$20 billion of aggregate transaction value. Companies where Metropoulos & Co. has been an investor and Dean Metropoulos has been an executive include: Pabst Brewing Company, Pinnacle Foods, Aurora Foods, Stella Foods, The Morningstar Group, International Home Foods, Ghirardelli Chocolates, Mumm and Perrier Jouet Champagnes and Hilldown Holdings, PLC (Premier International Foods, Burtons Biscuits and Christie Tyler Furniture), among others.

Forward-Looking Statements

This press release contain statements reflecting our views about our future performance that constitute "forward-looking

statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve substantial risks and uncertainties. Forward-looking statements are generally identified through the inclusion of words such as "believes," "expects," "intends," "estimates," "projects," "anticipates," "will," "plan," "may," "should," or similar language. Statements addressing our future operating performance and statements addressing events and developments that we expect or anticipate will occur are also considered as forward-looking statements. All forward looking statements included herein are made only as of the date hereof. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise.

These statements inherently involve risks and uncertainties that could cause actual results to differ materially from those anticipated in such forward-looking statements. These risks and uncertainties include, but are not limited to, maintaining, extending and expanding our reputation and brand image; protecting our intellectual property rights; leveraging our brand value to compete against lower-priced alternative brands; correctly predicting, identifying and interpreting changes in consumer preferences and demand and offering new products to meet those changes; operating in a highly competitive industry; our continued ability to produce and successfully market products with extended shelf life; our ability to drive revenue growth in our key products or add products that are faster-growing and more profitable; volatility in commodity, energy, and other input prices; our dependence on our major customers; our geographic focus could make us particularly vulnerable to economic and other events and trends in North America; increased costs in order to comply with governmental regulation; general political, social and economic conditions; a portion of our workforce belongs to unions and strikes or work stoppages could cause our business to suffer; product liability claims, product recalls, or regulatory enforcement actions; unanticipated business disruptions; dependence on third parties for significant services; our insurance may not provide adequate levels of coverage against claims; failures, unavailability, or disruptions of our information technology systems; our ability to achieve expected synergies and benefits and performance from our strategic acquisitions; dependence on key personnel or a highly skilled and diverse workforce; and our ability to finance our indebtedness on terms favorable to us; and other risks as set forth from time to time in our Securities and Exchange Commission filings, including, without limitation, our Annual Report on Form 10-K.

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