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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

MULTI-COLOR CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 26-10910 (MBK)

(Jointly Administered)

¹ The last four digits of Debtor Multi-Color Corporation’s tax identification number are 5853. A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/MCC>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 3284 Northside Parkway NW, Suite 400, Atlanta, Georgia 30327.



**DECLARATION OF JEFFREY KOPA
IN SUPPORT OF DEBTORS' MOTION
FOR ENTRY OF INTERIM AND FINAL ORDERS
(I) AUTHORIZING THE DEBTORS TO (A) OBTAIN
POSTPETITION FINANCING, (B) USE CASH COLLATERAL,
AND (C) GRANT LIENS AND SUPERPRIORITY ADMINISTRATIVE
EXPENSE CLAIMS, (II) GRANTING ADEQUATE PROTECTION TO CERTAIN
PREPETITION SECURED PARTIES, (III) MODIFYING THE AUTOMATIC STAY,
(IV) SCHEDULING A FINAL HEARING, AND (V) GRANTING RELATED RELIEF**

I, Jeffrey Kopa, hereby declare under penalty of perjury:

1. I am a Partner and Managing Director at AlixPartners, LLP ("AlixPartners"), the proposed financial advisor to the above-captioned debtors and debtors in possession (collectively, the "Debtors").

2. I submit this declaration (this "Declaration") in support of (a) the relief requested in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 26] (the "Motion"),² and (b) the Debtors' request for entry of the proposed Final DIP Order, which authorizes, on a final basis, the DIP Facility, the provision of additional funding thereunder, and the continued use of cash collateral (as defined by section 363(a) of the Bankruptcy Code, "Cash Collateral") and other Prepetition Collateral, in each case subject to the terms and conditions set forth in the DIP Documents and the DIP Orders.

² A detailed description of the Debtors, their business, and the facts and circumstances giving rise to the Debtors' chapter 11 cases is set forth in the *Declaration of Garrett Gabel, Chief Restructuring Officer of Multi-Color Corporation and Certain of Its Affiliates, in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [Docket No. 23] (the "First Day Declaration"). Capitalized terms used but not otherwise defined in this Declaration have the meaning ascribed to them in the First Day Declaration, the Motion, or the *Joint Prepackaged Plan of Reorganization of Multi-Color Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 17] (as may be amended, supplemented, or otherwise modified from time to time, the "Plan"), as applicable.

3. Although AlixPartners expects to be compensated for its work as the Debtors' proposed financial advisor in these chapter 11 cases, I am not being compensated separately for this Declaration or testimony in connection therewith. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents, my discussions with the Debtors' management team, other members of the AlixPartners team, and the Debtors' advisors; my review of information concerning the Debtors' operations, financial affairs, and restructuring initiatives, and my views based upon my experience and knowledge. If called as a witness, I could and would testify competently to the facts set forth in this Declaration. I am above 18 years of age, and I am competent to testify.

Background and Qualifications

4. AlixPartners is a global independent restructuring consulting firm that has a wealth of experience in providing restructuring advisory services and has assisted and provided strategic advice to debtors, creditors, bondholders, investors, and other entities in numerous chapter 11 cases of similar size and complexity to these chapter 11 cases. Specifically, AlixPartners' core turnaround and restructuring services include interim management and executive-level officer roles, liability management, liquidity management, lender and creditor advisory, and bankruptcy, insolvency, and case management. Since its inception in 1981, AlixPartners, its predecessor entities, and its affiliate, AP Services, LLC, have provided turnaround, restructuring, and/or crisis management services in numerous large cases.

5. I have over 20 years of financial management experience, much of which has involved distressed companies, and I have analyzed and worked with companies in a diverse range of industries. As an advisor, I have conducted numerous financial, valuation, and liquidation analyses for various companies, including At Home Group Inc., Franchise Group, Inc., Ebix, Inc., Ditech Holding Corporation, Lonestar Resources US Inc., Sheridan Holding Company II, LLC,

Paragon Offshore plc, General Motors, Tidewater, Linn Energy, Berry Petroleum, C&J Energy Services, Basic Energy Services, SH130, CGG Holdings, Gymboree, Dura Automotive, Motorcar Parts of America, Velocity Holding Company, Inc., Fisker Automotive, and Cano Health, Inc. Additionally, I have previously been qualified as an expert in U.S. bankruptcy courts and in U.S. district courts. I have a Bachelor of Business Administration (with high distinction) from the University of Michigan and a Master of Business Administration and Master of Science in Finance from the Indiana University Kelley School of Business. I am a CFA Charterholder and a member of the CFA Institute and the Turnaround Management Association.

6. The Debtors engaged AlixPartners in July 2025 to help evaluate and manage the Company's liquidity, assist the Company's management team with the development of a long-term business plan, evaluate strategic alternatives to enhance liquidity, assist the Company with assessing operating improvement initiatives, and help manage the Debtors' contingency planning efforts. Over the course of its engagement, AlixPartners has (a) evaluated the Debtors' operations and cash requirements to operate their business during these chapter 11 cases, including by assisting in the development of the Debtors' near-term cashflow forecasts, and (b) more recently, estimated and analyzed the Waterfall Analysis (as defined herein). As a result, the AlixPartners team is familiar with the Debtors' books and records.

7. Immediately following its engagement, AlixPartners began obtaining diligence from the Debtors and evaluating the Debtors' operational and near-term liquidity requirements for potential strategic alternatives and, subsequently, for the debtor-in-possession financing process. AlixPartners, under my supervision and supervision of others, has worked with the Debtors' restructuring professionals and key members of the Debtors' business—including, but not limited to, members of the finance, legal, and operations leadership teams—to evaluate and understand

the Debtors' cashflows, financial reporting, and general operations, and has become well-acquainted with the Debtors' capital structure, liquidity needs, and business operations. AlixPartners continued such work after the Petition Date and continues such work today. Consequently, I am intimately familiar with the Debtors' distributable value, as depicted in the Waterfall Analysis.

The Debtors' Waterfall Analysis

8. As part of the Debtors' restructuring efforts, I, along with the assistance of my colleagues at AlixPartners, the Debtors' management, and the Debtors' advisors, prepared an estimate of the recovery for the funded debt claims at the U.S.-based Debtor entities based on the range of values set forth in the Valuation Analysis (as defined herein) associated with the Plan (the "Waterfall Analysis").

9. Prior to AlixPartners conducting the Waterfall Analysis, Evercore prepared an analysis of the Debtors' going-concern enterprise value, based on the information and assumptions set forth in the Valuation Analysis, resulting in such value being estimated at between \$2.9 billion to \$3.4 billion (the "Enterprise Value"). *See Disclosure Statement Relating to the Joint Prepackaged Plan of Reorganization of Multi-Color Corporation and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, Ex. D [Docket No. 18] (the "Valuation Analysis"). I understand that Evercore employed three methodologies—discounted cash flow, public company trading multiples, and precedent transactions—and relied upon the Financial Projections prepared by the Debtors to estimate the Enterprise Value. I relied upon the Enterprise Value for purposes of the Waterfall Analysis.

I. Methodology and Analysis

10. To conduct the Waterfall Analysis, I first estimated the distributable value available at each legal entity to satisfy creditor claims at such entity (the "Distributable Value").

To calculate the Distributable Value, I added the: (a) Enterprise Value, assuming an Effective Date of May 31, 2026; (b) non-operating cash, which includes approximately \$6.6 million in cash at Labels Buyer, LLC and approximately \$1.0 million in cash in the adequate assurance utility account at MCC Norwood, LLC; (c) recovery on scheduled and documented intercompany loans; (d) recovery on the value of any equity that is pledged to the benefit of the secured lenders; and (e) recovery on the value of any equity that was not pledged to secured lenders.

11. I also analyzed the categories of potential unencumbered assets and the corresponding treatment under the Waterfall Analysis. Under this analysis, I estimated the total value of U.S. unencumbered assets to be between \$253 million, in the low recovery case, and \$328 million, in the high recovery case, with a midpoint of \$288 million.

12. After estimating Distributable Value, I then applied the value of the collateral pledged to the ABL lenders, which employed the following assumptions: (a) ABL primary collateral assumed to include all cash, third-party accounts receivable and inventory at each borrower and guarantor, with the exception of inventory in France, on which the ABL lenders do not have a lien; (b) ABL secondary collateral assumed to include all other assets of foreign ABL borrowers and guarantors for the purposes of this waterfall, though actual local collateral positions may vary (not necessary as sufficient primary collateral exists); and (c) ABL collateral assumed to come pro rata from borrowers, then from guarantors, first from primary and then from secondary collateral (*i.e.*, that these liabilities would either be paid down and their liens would be released, or reinstated in a going-concern reorganization).

13. After deducting the ABL collateral from the Distributable Value, I then determined the remaining Distributable Value available to satisfy DIP Claims. All Debtors are assumed to be obligors under the DIP Facility, while MCC's non-Debtor global affiliates are not. The DIP

Facility is assumed to have a new lien on prepetition unencumbered assets in the United States, a junior lien to the ABL on all assets at foreign ABL borrowers and guarantors, and a lien senior to the existing first lien collateral at the U.S. Debtors. I also deducted entity-level non-operating liabilities and finance leases from Distributable Value because (a) non-operating liabilities (*e.g.*, pension in non-U.S. jurisdictions) are not working capital liabilities and would reduce equity value and/or recovery on intercompany loans and (b) the value of the equipment underlying the short- and long-term finance leases is included in the Enterprise Value of the Company and the Company would need to satisfy this senior claim to retain the equipment. Then I determined the DIP Claims recovery from each collateral pool in the following order—potential U.S. unencumbered assets, junior foreign ABL liens, and existing first lien collateral. As a result, I estimate that the DIP Claims would consume 100% of the potential U.S. unencumbered assets, 10% of the junior foreign ABL lien assets, and 0% of the existing first lien collateral after the full satisfaction of ABL Facility Claims.

14. Next, I estimated the remaining first lien collateral after accounting for the satisfaction of the ABL Facility Claims recoveries to the First Lien lenders. After calculating this, I determined that there is not enough first lien collateral available to satisfy the First Lien Claims.

15. Finally, because there are no unencumbered assets left at the U.S. obligors to fully satisfy the First Lien Claims, I determined that there is no recovery for the Junior Funded Debt Claims (*i.e.*, the First Lien Deficiency Claims and the Unsecured Notes Claims) under the high, medium, or low cases analyzed.

II. Estimated Recoveries

16. I understand the Plan provides for claims based on the following classes: (1) Other Secured Claims; (2) Other Priority Claims; (3) ABL Facility Claims; (4) First Lien Secured

Claims; (5) Junior Funded Debt Claims; (6) General Unsecured Claims; (7) Intercompany Claims; (8) Intercompany Interests; (9) Section 501(b) Claims; and (10) Existing Equity Interests. Based on the Waterfall Analysis, I estimate that (a) Classes 1, 2, 3, and 6 will recover in full, (b) recoveries for Classes 7, 8, 9, and 10 are non-material or non-applicable, and (c) Class 4 will have a recovery range between 43 cents, in the low recovery case, and 55 cents, in the high recovery case, on the dollar.

17. Based on the Waterfall Analysis, I estimate that Class 5 will have no recovery, regardless of the low, mid, or high recovery case scenario. Based on the Waterfall Analysis, the estimated value of the Debtors' remaining unencumbered assets in the United States is \$0. Therefore, the Junior Funded Debt Claims, including the First Lien Deficiency Claims and the Unsecured Notes Claims, do not recover in any scenario.

III. The DIP Facility Roll-Up

18. I understand that the Minority Holdout Group alleges that the \$250 million DIP Facility roll-up would transfer between \$133 million to \$167 million of value away from the potential recovery of unsecured creditors (including the Holders of Unsecured Notes Claims). *See* Docket No. 426, ¶ 8.

19. However, based on the Waterfall Analysis, after accounting for the DIP Facility *except for* the roll-up, there remains only \$99 million of unencumbered value for unsecured creditors (including deficiency claims) at the midpoint. Assuming that the Plan remained an unimpairment plan for general unsecured creditors—which I understand would not be the case absent a consensual DIP facility with the Debtors' secured creditors—such \$99 million would be allocated to Holders of Class 5 Claims, with approximately \$74 million allocated for the Holders of First Lien Deficiency Claims and approximately \$25 million allocated for the Holders of

Unsecured Notes Claims. If general unsecured creditors were not unimpaired and participated in such value, I understand that Holders of First Lien Deficiency Claims and Holders of Unsecured Notes Claims would receive materially less than those amounts.

20. In comparison, Holders of Class 5 Claim are estimated to receive approximately \$83.75 million under the Plan *despite* the DIP Facility roll-up. Of that \$83.75 million, approximately \$52.4 million would be allocated for the Holders of First Lien Deficiency Claims and approximately \$31.3 million would be allocated for the Holders of Unsecured Notes Claims. As a result, the recovery for Unsecured Notes Claims under the Plan is higher than the \$25 million set forth above—which, again, ignores the impact of general unsecured creditors participating in such value. The impact of the DIP roll-up on recoveries for the Unsecured Notes Claims, based on the Waterfall Analysis, is therefore \$0.

Conclusion

21. For the reasons stated above and based on my professional opinion and experience, I believe that the Waterfall Analysis developed and applied here is diligent, thorough, and methodical and the resulting estimated recoveries to creditors and the impact of the roll-up are accurate.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct.

Dated: March 16, 2026
New York, New York

Respectfully submitted,

/s/ Jeffrey Kopa

Jeffrey Kopa
Partner and Managing Director
AlixPartners LLP