

## Harbinger Group Delivers Letter to the Board of Central Garden & Pet Company

June 9, 2014 7:59 AM ET

NEW YORK--(BUSINESS WIRE)--Jun. 9, 2014-- Harbinger Group Inc. (“HRG”) today released a letter to the Board of Directors (“CENT Board”) of Central Garden & Pet Company (“CENT”) requesting a dialogue intended to create significant shareholder value for all CENT shareholders. In its letter, HRG requested that the CENT Board explore strategic alternatives, including a potential sale of all of the equity of CENT or all or a portion of its assets to HRG or one or more of its affiliates.

On several occasions in the past, HRG has communicated its desire to engage in a constructive dialogue regarding a potential transaction with CENT, but to date CENT has not indicated a willingness to engage in such a dialogue. HRG is making its letter public to advance its desire to have a dialogue with the CENT Board and its management team.

HRG's letter to the CENT Board follows:

June 9, 2014

Members of the Board of Directors  
Central Garden & Pet Company  
1340 Treat Blvd., Suite 600  
Walnut Creek, California 94597

Ladies and Gentlemen:

Harbinger Group Inc., through a wholly owned subsidiary, is a shareholder of Central Garden & Pet Company (the “Company”) and owns 1,659,962 shares of the Company’s Class A Common Stock, representing approximately 4.5% of the outstanding shares of Class A Common Stock, and 547,048 shares of the Company’s Common Stock, representing approximately 4.4% of the outstanding shares of Common Stock, making us one of the Company’s largest economic stakeholders.

We are a holding company focused on acquiring and owning businesses in a variety of industries. We are long-term investors that have substantial experience successfully investing in a variety of industries, including successful investments in the industries in which the Company operates. Currently, our equity market capitalization is approximately \$2.5 billion and we have more than \$420 million of cash, cash equivalents and investments.

Based on our review of the Company’s public information and substantial experience in the industry, we believe that there is substantial opportunity for the Company’s Board of Directors (the “Board”) and management team to reverse what we believe to be years of underperformance and create significant shareholder value by exploring strategic alternatives, including a potential sale of the entire Company or all or a portion of its assets to us or one or more of our affiliates. We are prepared to engage in a constructive dialogue with the Board regarding strategic alternatives and commence confirmatory due diligence review immediately. We are confident that through such dialogue we or one or more of our affiliates can sign a definitive transaction document within 45 days at a price that would provide compelling returns to the Company and its stockholders.

On several occasions in the past we have communicated our desire to discuss a transaction with the Company to Mr. William Brown, the Chairman of the Board and its controlling stockholder. We are disappointed that to date the Company has not indicated a willingness to engage with us. We are confident that an independent and objective evaluation of our proposal will result in the Board concluding that immediate action to engage in a dialogue with us is in the best interests of the Company and all of its shareholders. We implore you to act as unbiased stewards and fiduciaries in your service to all of the Company’s shareholders. We also intend to begin to engage fellow shareholders in a dialogue with respect to our proposal.

We are prepared to meet immediately with you and your advisors in order to discuss our proposal. Nothing in this letter is intended to create a legally binding obligation, and no such obligation will exist unless and until a definitive transaction agreement is executed.

We are very much looking forward to moving forward and discussing our proposal with the Board.

Very truly yours,

/s/Philip A. Falcone  
Philip A. Falcone  
Chief Executive Officer

#### About Harbinger Group Inc.

Harbinger Group Inc. is a diversified holding company. HRG's principal operations are conducted through companies that: offer life insurance and annuity products; offer branded consumer products (such as consumer batteries, residential locksets, residential builders' hardware, faucets, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn, garden and home pest control products, personal insect repellents); provide asset-backed loans; and own energy assets. HRG is principally focused on acquiring controlling and other equity stakes in businesses across a diversified range of industries and growing its existing businesses. In addition to HRG's intention to acquire controlling equity interests, HRG may also make investments in debt instruments and acquire minority equity interests in companies. HRG is headquartered in New York and traded on the New York Stock Exchange under the symbol HRG. For more information on HRG, visit: [www.harbingergroupinc.com](http://www.harbingergroupinc.com).

#### Forward Looking Statements

"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995: This release contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements, including statements regarding the proposals and potential transactions described herein and those contained in the letter sent to the CENT Board on the date hereof ("Letter") and the potential impact of such transactions. These statements are based on the beliefs and assumptions of HRG's management and the management of HRG's subsidiaries (including target businesses). Generally, forward-looking statements include information concerning the transactions described herein, other actions, events, results, strategies and expectations and are generally identifiable by use of the words "believes," "expects," "intends," "anticipates," "plans," "seeks," "estimates," "projects," "may," "will," "could," "might," or "continues" or similar expressions. Factors that could cause actual results, events and developments to differ include, without limitation, that possibility that no discussions are had between HRG and CENT or such discussion are terminated, no transaction is consummated with CENT, a materially different transaction is consummated with CENT than those described herein or in the Letter and/or HRG or its affiliates change their intentions or plans with respect to CENT, including their desire to consummate a transaction or continue their investment in CENT. Other general factors that could cause actual results, events and developments to differ include: capital market conditions, the ability of HRG's subsidiaries (including, target businesses following their acquisition) to generate sufficient net income and cash flows to make upstream cash distributions, HRG's and its subsidiaries' ability to identify any suitable future acquisition opportunities and their ability to achieve efficiencies/cost avoidance, cost savings, income and margins, growth, economies of scale and combined operations, future economic performance, conditions to, and the timetable for, completing the integration of financial reporting of acquired or target businesses with HRG or HRG subsidiaries, completing future acquisitions and dispositions, litigation, potential and contingent liabilities, management's plans, changes in regulations, taxes and the risks that may affect the performance of the operating subsidiaries of HRG and those factors listed under the caption "Risk Factors" in HRG's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, filed with the Securities and Exchange Commission. All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. Neither HRG nor any of its affiliates undertake any obligation to update or revise forward-looking statements, including to reflect changed facts, assumptions or the occurrence of future events or results.

Source: Harbinger Group Inc.

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