Flow Beverage Corp. Enters Into Support Agreement With NFS Leasing Canada Inc. and RI Flow LLC

TORONTO--(BUSINESS WIRE)--September 2, 2025--**Flow Beverage Corp.** (TSX:FLOW; OTCPK:FLWBF) ("**Flow**" or the "**Company**") announced today that Flow and its subsidiaries entered into a support agreement (the "**Support Agreement**") with NFS Leasing Canada Inc. and RI Flow LLC (together, the "**Lenders**") whereby the ownership of Flow's business will be transitioned to the Lenders or their designee through a structured foreclosure (the "**Restructuring Transaction**") to be implemented pursuant to receivership proceedings commenced before the Ontario Superior Court of Justice (Commercial List)(the "**Court**"). The Lenders have agreed to provide bridge financing to the Company while the Restructuring Transaction is implemented, which will permit the Company's business to operate in the ordinary course.

The Support Agreement follows an exhaustive strategic review conducted under the supervision of a special committee of independent directors (the "**Special Committee**"), which considered all alternatives in the circumstances to address the Company's liquidity challenges. The Special Committee had previously engaged Origin Merchant Partners as financial advisor to assist with the exploration of such alternatives.

Pursuant to the Support Agreement, the key elements of the Restructuring Transaction are as follows:

- The Lenders or their assignee ("**NewCo**") will accept substantially all of the assets of the Company and its subsidiaries in full satisfaction and extinguishment of their indebtedness;
- NewCo will offer employment to certain of Flow's current employees;
- Certain other existing indebtedness will remain with Flow which will result in NewCo operating the business with an improved and deleveraged balance sheet;
- The receiver will be authorized to consent to the Restructuring Transaction, including the foreclosure, on behalf of the Company and its subsidiaries; and
- Following the completion of the Restructuring Transaction, the Company and its subsidiaries and their remaining assets and liabilities will be wound-down under the supervision of the receiver and the Court pursuant to proceedings commenced under the *Bankruptcy and Insolvency Act* (Canada).

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking information and forward-looking statements within the meaning of applicable securities laws ("Forward-Looking Statements"). The Forward-Looking Statements contained in this press release relate to future events or Flow's future plans, operations, strategy, performance or financial position and are based on Flow's current expectations, estimates, projections, beliefs and assumptions. Such Forward-Looking Statements have been made by Flow in light of the information available to it at the time the statements were made and reflect its experience and perception of historical trends. All statements and information other than historical fact may be forward-looking statements. Such Forward-

Looking Statements are often, but not always, identified by the use of words such as “may”, “would”, “should”, “could”, “expect”, “intend”, “estimate”, “anticipate”, “plan”, “foresee”, “believe”, “continue”, “expect”, “believe”, “anticipate”, “estimate”, “will”, “potential”, “proposed” and other similar words and expressions.

Forward-Looking Statements are based on certain expectations and assumptions and are subject to known and unknown risks and uncertainties and other factors, many of which are beyond Flow’s control, that could cause actual events, results, performance and achievements to differ materially from those anticipated in these Forward-Looking Statements, including: there can be no assurances that Flow and the Lenders will be able to execute the Restructuring Transaction on the terms reflected in the Support Agreement. Forward-Looking Statements are provided for the purpose of assisting the reader in understanding Flow and its business, operations, prospects, and risks at a point in time in the context of historical and possible future developments, and the reader is therefore cautioned that such information may not be appropriate for other purposes. Forward-Looking Statements should not be read as guarantees of future performance or results. Readers are cautioned not to place undue reliance on these Forward-Looking Statements, which speak only as of the date of this press release. Unless otherwise noted or the context otherwise indicates, the Forward-Looking Statements contained herein are provided as of the date hereof, and the Company disclaims any intention or obligation, except to the extent required by law, to update or revise any Forward-Looking Statements as a result of new information or future events, or for any other reason.

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