

# Adler Pelzer Group

## ADLER PELZER HOLDING GmbH

€350,000,000 4.125% Senior Secured Notes due 2024

Regulation S Notes

Common Code: 153391459

ISIN Number: XS1533914591

Rule 144A Notes

Common Code: 153391831

ISIN Number: XS1533918311

Press Release: May 10, 2018

### **Adler Pelzer Holding GmbH Announces Effective Time for its Consent Solicitation to the Holders of its outstanding €350,000,000 4.125% Senior Secured Notes due 2024**

Adler Pelzer Holding GmbH (formerly HP Pelzer Holding GmbH) (the "**Issuer**") has received the requisite consents from the Holders of a majority of its outstanding €350,000,000 4.125% Senior Secured Notes due 2024 (the "Notes") as of 5:00 p.m. London time, on May 9, 2018 pursuant to the Issuer's previously announced consent solicitation (the "**Consent Solicitation**") as described in the consent solicitation statement dated May 3, 2018 (the "**Consent Solicitation Statement**").

As a result of receiving the requisite consents, this morning the Issuer has executed a binding supplemental indenture to the indenture governing the Notes. In accordance with the terms and conditions of the Consent Solicitation Statement, any consents received prior to or after the execution of the supplemental indenture may no longer be revoked and the Proposed Waiver and Amendments (as defined in the Consent Solicitation Statement) will become operative on upon payment of the Consent Fees.

The Issuer will not pay any Consent Fee as detailed in the Consent Solicitation Statement unless and until (i) the Indenture Supplement has been signed, and (ii) certain conditions as described in the Consent Solicitation Statement are met, including, the completion of the Investment (as defined in the Consent Solicitation Statement).

*"We are thrilled about the outcome of this consent solicitation and truly appreciate our investors' long-term support as reflected by the consent threshold being reached a full two days prior to the end of the consent period. We firmly believe our investors will benefit from FSI's investment, which makes our company stronger on the market and will allow us to better serve our customers",* said Pietro Lardini, CEO of Adler Pelzer Group.

The Issuer has engaged J.P. Morgan Securities plc to act as Solicitation Agent for the Solicitation. Questions regarding the terms of the consent solicitation may be directed to the Solicitation Agent as follows:

Telephone: +44 20 7134 2468

Email: [emea\\_lm@jpmorgan.com](mailto:emea_lm@jpmorgan.com)

Attention: Liability Management

The Issuer has also engaged Lucid Issuer Services Limited to act as the Tabulation Agent and Information Agent for the consent solicitation. Questions or requests for assistance or copies of the Consent Solicitation Statement may be directed to the Tabulation Agent and Information Agent as follows:

Telephone: +44 207 704 0880

Email: [pelzer@lucid-is.com](mailto:pelzer@lucid-is.com)

Attn: Paul Kamminga

#### DISCLAIMER

**This press release is not a consent solicitation and must be read in conjunction with the Consent Solicitation Statement. This press release and the Consent Solicitation Statement contain important information which should be read carefully before any decision is made with respect to the Change of Control Waiver and the Proposed Amendments. Those documents should be consulted for additional information regarding consent procedures and the conditions for the consent solicitation. To receive copies of the Consent Solicitation Statement or for questions relating to the consent solicitation, please contact the Solicitation Agent, the Tabulation Agent or the Information Agent using the contact information given above. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Change of Control Waiver and the Proposed Amendments, it is recommended to seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank, manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to consent to the Change of Control Waiver and the Proposed Amendments in accordance with the customary procedures of Euroclear or Clearstream, as applicable. None of the Issuer, the Guarantor, the Solicitation Agents, the Trustee, the Tabulation Agent, the Information Agent or any person who controls, or is a director, officer, employee, agent of any such person, or any affiliate of any such person makes any recommendation whether Holders should consent to the Change of Control Waiver and the Proposed Amendments. The Issuer is not making the consent solicitation to, nor will the Issuer accept deliveries of any consent from, Holders in any jurisdiction in which the solicitation of consents or the acceptance thereof would not be in compliance with the laws of such jurisdiction.**

**This press release includes forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. By their nature, the forward-looking events described in this press release may not be accurate or occur at all. Accordingly, you should not place undue reliance on these forward-looking statements, which speak only as of the date on which the statements were made.**

**Any deadlines set by any intermediary or clearing system may be earlier than the deadlines specified in the Consent Solicitation Statement.**