# NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT. THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY NOTES

# SCHOELLER ALLIBERT GROUP B.V. and BCP IV RTP HOLDINGS LIMITED and SCHOELLER INDUSTRIES B.V.

Schoeller Allibert Group B.V., BCP IV RTP Holdings Limited and Schoeller Industries B.V. Announce Results of Change of Control Tender Offer for any and all of Schoeller Allibert Group B.V.'s 8.000% Senior Secured Notes due 2021

June 19, 2018 — Schoeller Allibert Group B.V. (the "Company"), BCP IV RTP Holdings Limited ("Brookfield") and Schoeller Industries B.V. ("Schoeller Industries" and together with Brookfield and the Company, the "Offerors") announces the results of its cash change of control tender offer (the "Tender Offer") for any and all of its outstanding €210,000,000 8.000% Senior Secured Notes due 2021 with ISIN (Reg S) XS1500468407, (144A) XS1500468589 and Common Code (Reg S) 150046840, (144A) 150046858 (the "Notes"), which expired at 4:00 p.m., London time, on June 14, 2018 (the "Expiration Time"). The Tender Offer was made upon the terms and conditions of the notice of change of control and offer to purchase dated May 16, 2018, as supplemented by the change of control and offer extension notice dated June 13, 2018 (together, the "Notice"). Capitalized terms used but not otherwise defined in this press release shall have their meanings given to them in the Notice.

The Offeror hereby announces €200,000 in aggregate principal amount of Notes were validly tendered prior to the Expiration Time and have been or will be accepted for repurchase.

Title of Security	Principal Amount Outstanding	Principal Amount Accepted	Percentage of Outstanding Amount
8.000% Senior Secured Notes due 2021	€210,000,000	€200,000	0.095%

Holders who validly tendered their Notes on or prior to 4:00 p.m., London time on June 14, 2018 (the "**Tender Deadline**"), and which Notes are accepted for purchase by us, are eligible to receive €1,010.00 per €1,000.00 principal amount of the Notes tendered.

The Tender Offer is expected to settle on June 19, 2018 (the "**Settlement Date**"), and all payments for Notes tendered prior to the Expiration Time will be made on the Settlement Date. The Tender Offer is also subject to customary conditions as set forth in the Notice. The Offeror reserves the right, in its sole discretion, to waive any and all conditions.

In connection with the Tender Offer, Deutsche Bank AG, London Branch acted as tender agent (in such capacity, the "**Tender Agent**").

Any questions regarding the terms of the Offer may be directed to the Tender Agent at its telephone number and address listed below.

#### THE OFFERORS

## SCHOELLER ALLIBERT GROUP B.V.

Taurusavenue 35 South tower, Seventeenth floor 2132 LS Hoofddorp The Netherlands Fax: +33 880 047 399

## **BCP IV RTP HOLDINGS LIMITED**

99 Bishopsgate London EC2M 3XD United Kingdom

#### SCHOELLER INDUSTRIES B.V.

Prins Bernhardplein 200, I 09, Amsterdam The Netherlands

Communications should be sent to the attention of:

#### THE TENDER AGENT

Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB

Communications should be sent to the attention of: Trust and Agency Services

E-mail: xchange.offer@db.com

For information by Telephone: +44(0) 20 547 5000

For Facsimile Transmission: +44(0) 20 7547 5001

None of the Offerors, their board of directors, their executive officers, the Trustee, the Tender Agent or any of their respective affiliates makes any recommendation as to whether you should tender any or all of your Notes. This announcement is not an offer to purchase any Notes or a solicitation of an offer to sell any Notes. The Tender Offer is being made solely by means of the Notice.

## DISCLAIMER

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase any Notes. The Offer is not being made to Holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

# FORWARD-LOOKING STATEMENTS

Information set forth in this announcement contains forward-looking statements that are subject to risks and uncertainties, and actual results or events may differ materially from these forward-looking statements. A discussion of factors that may affect future results or events is contained in the Notice relating to the Offer. The Offerors disclaim any obligation to update or revise statements contained in this announcement based on new information or otherwise.