

*NOT FOR DISTRIBUTION IN THE UNITED STATES*

*This press release does not constitute an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration. There will be no public offering in the United States of any of the securities mentioned in this press release.*

**FOR IMMEDIATE RELEASE**

**July 18, 2016**

**Lecta S.A. launches offering in respect of €590 million Senior Secured Notes and concurrently an exchange offer for up to €390 million of its existing Senior Secured Floating Rate Notes due 2018**

- **New Floating Rate Senior Secured Notes due 2022 and Fixed Rate Senior Secured Notes due 2023 (split to be determined)**
- **Maturity profile improved**
- **Exchange offer of existing Senior Secured Floating Rate Notes due 2018 for new Floating Rate Senior Secured Notes due 2022**

Lecta S.A. (the “Company”), announced today the launch of offerings (the “Offerings”) in respect of €90 million aggregate principal amount of New Floating Rate Senior Secured Notes due 2022 (“New Floating Rate Notes”) and Fixed Rate Senior Secured Notes due 2023 (together with the New Floating Rate Notes, the “New Notes”) to refinance its Existing Notes (as defined herein). With the new financing, the Company extends its maturity profile by 6 to 7 years.

Concurrently with the launch of the new bonds, the Company hereby announces an invitation to its holders outside the United States of its outstanding €390,000,000 Senior Secured Floating Rate Notes due 2018 (ISIN XS0780141999) (the “Existing Floating Rate Notes”) to exchange their Existing Floating Rate Notes for purchase by the Company in exchange for New Floating Rate Notes (the “Exchange Offer”). Concurrently with the closing of the Offerings and settlement of the Exchange Offer, the indentures governing the Company’s Existing Notes will be satisfied and discharged and the Company will provide a 30-day redemption notice with respect to any of the Existing Floating Rate Notes outstanding and the outstanding €200,000,000 8<sup>7</sup>/<sub>8</sub>% Fixed Rate Senior Secured Notes due 2019 (ISIN: XS0780141569 (144A); XS0780068036 (Regulation S)) (together with the Existing Floating Rate Notes, the “Existing Notes”).

The Exchange Offer is being made on the terms and subject to the conditions contained in the exchange offer memorandum dated July 18, 2016 (the “Exchange Offer Memorandum”) prepared by the Company, and is subject to the offer restrictions set out below and as more fully described in the Exchange Offer Memorandum.

Pursuant to the terms of the Exchange Offer Memorandum, the New Floating Rate Notes will bear interest at a rate of 3-month EURIBOR (subject to a 0% floor) plus a minimum new issue spread of 600 basis points, to be confirmed upon expiration of the Exchange Offer. The New Floating Rate Notes will be sold with an issue price (the “New Issue Price”) not more than 99%. The principal amount of New Floating Rate Notes to be issued in exchange for Existing Floating Rate Notes will be determined by multiplying the tendered principal amount of Existing Floating Rate Notes by the quotient of the Exchange Price (100%) divided by the New Issue Price.

## Expected Timetable of the Exchange Offer

<b>Events</b>	<b>Times and Dates</b>
<i>Expiration of Exchange Offer</i> .....	12:00 p.m. London (UK) local time on Friday, July 22, 2016, unless extended, re-opened, amended or terminated by the Company in its sole discretion
<i>Indicative announcement of the level of participation in the Exchange Offer</i> .....	As soon as reasonably practicable after 12:00 p.m. London (UK) local time on Friday, July 22, 2016
<i>Pricing of New Notes</i> .....	Friday, July 22, 2016
<i>Announcement of acceptance of Existing Floating Rate Notes and issuance of the New Notes</i> .....	As soon as reasonably practicable after Pricing on Friday, July 22, 2016
<i>Settlement Date of the Exchange Offer</i> .....	Expected on Wednesday, July 27, 2016, or as soon as reasonably practicable thereafter.

*This press release constitutes a public disclosure of inside information by Lecta S.A. under Regulation (EU) 596/2014 (16 April 2014). This notification was made by Mr. Denis Cramazou, Group Controller of Lecta S.A. on July 18, 2016 at 10.00 a.m. CET.*

*This announcement is for informational purposes only and the Exchange Offer is only being made pursuant to the terms of the Exchange Offer Memorandum. The Exchange Offer is not being made to, and tenders of the Existing Floating Rate Notes are not being solicited from, holders in any jurisdiction in which it is unlawful to make such tender. None of the Company, the trustee under the Existing Floating Rate Notes indenture, the Exchange Agent or the Dealer-Managers, makes any recommendation as to whether holders should tender their Existing Floating Rate Notes in the Exchange Offer. This announcement will be made available on the Company's web site and posted to the Luxembourg Stock Exchange.*

*Recipients of the Exchange Offer Memorandum should not construe its contents as legal, business or tax advice. Each holder is responsible for assessing the merits of the Exchange Offer and must make its own decision as to whether or not to tender its Existing Floating Rate Notes.*

### **Exchange Agent**

The Company has retained Deutsche Bank AG, London Branch (Tel: +44 20 7547 5000; Email: [xchange.offer@db.com](mailto:xchange.offer@db.com)) to act as the Exchange Agent. Requests for the Exchange Offer Memorandum may be directed to the Exchange Agent.

### **Dealer Managers**

The Company has retained Deutsche Bank AG, London Branch (Tel: +44 20 7545 8011) and Credit Suisse Securities (Europe) Limited (Tel: +44 20 7883 8763) to act as Dealer Managers for the Exchange Offer. Any questions concerning the terms and conditions of the Exchange Offer should be directed to the Dealer Managers.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

### **United States**

The Exchange Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes,

but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Existing Floating Rate Notes may not be tendered in the Exchange Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any U.S. persons as defined in Regulation S under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or any persons located or resident in the United States. Any purported tender of Existing Floating Rate Notes in the Exchange Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Existing Floating Rate Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Existing Floating Rate Notes tendering in the Exchange Offer will represent that it is not a U.S. person as defined in Regulation S under the U.S. Securities Act, it is not located in the United States and it is not participating in the Exchange Offer from the United States or it is acting on a nondiscretionary basis for a principal that is not a U.S. person as defined in Regulation S under the U.S. Securities Act, that is located outside the United States and that is not giving an order to participate in the Exchange Offer from the United States. For the purposes of this and the above paragraph, United States means United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### **European Economic Area**

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), each Dealer Manager has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of New Notes which are the subject of the offering contemplated by the Exchange Offer Memorandum to the public in that Relevant Member State other than:

- a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,
- d) provided that no such offer of New Floating Rate Senior Secured Notes shall require the Issuer or any Dealer Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any New Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the New Notes to be offered so as to enable an investor to decide to purchase or subscribe the New Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

### **United Kingdom**

Each of the Dealer Managers has represented and agreed that:

- a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage an investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the New Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer;
- b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the New Notes in, from or otherwise involving the United Kingdom.

### **Italy**

None of the Exchange Offer, the Exchange Offer Memorandum or any other documents or materials relating to the Exchange Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* ("CONSOB") pursuant to Italian laws and regulations.

The Exchange Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act") and article 35-bis, paragraph 4, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Any Holder located in the Republic of Italy can participate in the Exchange Offer only if the Notes tendered by it have a nominal amount or an aggregate nominal amount, equal to or greater than €50,000 (an "Eligible Italian Investor"). Accordingly, holders located in the Republic of Italy that do not qualify as Eligible Italian Investors may not participate in the Exchange Offer and neither the Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer may be distributed or otherwise made available to them as part of the Exchange Offer.

Eligible Italian Investors may exchange their Existing Floating Rate Notes in the Exchange Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Existing Floating Rate Notes or the Exchange Offer Memorandum.

### **Belgium**

Neither the Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer have been submitted to or will be submitted for approval or recognition to the Belgian Banking, Finance and Insurance Commission (*Commission bancaire, financière et des assurances/Commissie voor het Bank-, Financie- en Assurantiewezen*) and, accordingly, the Exchange Offer may not be made in Belgium by way of a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids or as defined in Article 3 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, each as amended or replaced from time to time. Accordingly, the Exchange Offer may not be advertised and the Exchange Offer will not be extended, and neither the Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (as amended from time to time), acting on their own account. Insofar as Belgium is concerned, the Exchange Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Exchange Offer. Accordingly, the information contained in the Exchange Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

### **Grand Duchy of Luxembourg**

The terms and conditions relating to the Exchange Offer Memorandum have not been approved by and will not be submitted for approval to the Luxembourg Financial Services Authority (*Commission de Surveillance du Secteur Financier*) for purposes of public offering in the Grand Duchy of Luxembourg (“Luxembourg”). Accordingly, the Exchange Offer may not be made to the public in Luxembourg, directly or indirectly, and neither the Exchange Offer Memorandum nor any other prospectus, form of application, advertisement or other material may be distributed, or otherwise made available in or from, or published in, Luxembourg except in circumstances which do not constitute a public offer of securities to the public, subject to prospectus requirements, in accordance with the Luxembourg Act of July 10, 2005 on prospectuses for securities.

### **France**

The Exchange Offer Memorandum has not been prepared in the context of a public offering in France within the meaning of the French *Code Monétaire et Financier* and may not be distributed or caused to be distributed to the public in France and the New Notes have not been offered or sold, and will not be offered or sold, directly or indirectly, to the public in the French Republic, and such offers, sales and distributions have been and will be made in the French Republic only to (i) providers of investment services relating to portfolio management for the account of third parties and/or qualified investors (*investisseurs qualifiés*) and (ii) a limited group of investors (*cercle restreint d'investisseurs*), in each case acting for their own account, all as defined in, and in accordance with, Articles L. 411-1, L. 411-2 and D. 411-1 to D. 411-4 of the French Code *monétaire et financier*.

Prospective investors are informed that (a) no prospectus has been approved by the *Autorité des marchés financiers*, (b) such prospective investors may only take part in the transaction for their own account as provided in articles D. 411-1 and D. 411-4, D. 744-1, D. 754-1 and D. 764-1 of the French *Code monétaire et financier* and (c) the New Notes may not be further distributed directly or indirectly to the public in the French Republic otherwise than in accordance with articles L. 411-1, L. 411-2, L. 412-1 and L. 621-8 to L. 621-8-3 of the French *Code monétaire et financier*.

### **Spain**

The New Notes may not be offered or sold in Spain except in accordance with the requirements of the Spanish Securities Market Law (*Ley 24/1988, de 28 de Julio del Mercado de Valores*), as amended and restated and Royal Decree 1310/2005 (*Real Decreto 1310/2005 de 4 de Noviembre*), as amended and restated (“R.D. 1310/2005”). The Exchange Offer Memorandum is neither verified nor registered in the administrative registries of the *Comisión Nacional del Mercado de Valores*, and therefore a public offer for subscription of the New Notes will not be carried out in Spain. Notwithstanding that and in accordance with Article 38 of R.D. 1310/2005, a private placement of the New Notes addressed exclusively to institutional investors (as defined in Article 39.1 of R.D. 1310/2005) may be carried out in accordance with the requirements of R.D. 1310/2005.