



LSF9 Balta Issuer S.A.

(société anonyme)

33, rue du Puits Romain

L - 8070 Bertrange

R.C.S. (Luxembourg): B 198 084

(the “Company”)

NOTICE

relating to the series of notes

LSFBaltaIssuer 7,75% 15/09/2022 Reg S
LSFBaltaIssuer 7,75% 15/09/2022 Rule 144A

with ISIN XS1265917481; and
with ISIN XS1265968633;

(together, the “Notes”)

issued by the Company pursuant to the indenture dated as of 3 August 2015 (as amended or supplemented from time to time, the “Indenture”) among, *inter alios*, the Company, the Guarantors named therein and U.S. Bank Trustees Limited as Trustee and admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange pursuant to its €290,000,000 7.75% Senior Secured Notes due 2022 prospectus dated 14 August 2015.

LSF9 Balta Issuer S.A. announces signing of term loan agreement

The Company today announces that it has entered into an agreement dated as of 16 March 2017 for a €75 million senior term loan facility (the “Senior Term Loan”), which will bear interest at a rate per annum equal to EURIBOR plus a margin of 5.00% per annum, subject to a margin ratchet based on the Consolidated Senior Secured Net Leverage Ratio (as defined therein), and will mature on the date that is 60 months after the first drawdown of the Senior Term Loan. The proceeds of the Senior Term Loan will be used to finance the Company’s acquisition of Bentley Mills, Inc. (“Bentley”), and to pay related fees and expenses. The Senior Term Loan will rank *pari passu* with the Notes and benefit from the same security and guarantees as the Notes. The Senior Term Loan contains customary loan style affirmative covenants and events of default, with incurrence covenants that are substantially the same as those applicable to the Notes.

The Senior Term Loan and the acquisition of Bentley will close no later than 22 March 2017. On a pro forma basis for the incurrence of the Senior Term Loan and the acquisition of Bentley, the Company’s net debt⁽¹⁾ as of 31 December 2016 would be approximately €385 million.

⁽¹⁾ The Company defines net debt as total current and non-current borrowings (including capital leases), excluding capitalized financing fees, less cash and cash equivalents.

Dated 17 March 2017

The Investor Relations team is responsible for arranging for the release of this announcement on behalf of the Company. For enquiries please contact Investor.Relations@baltagroup.com.



Important Regulatory Notice

This press release is for informational purposes only and does not constitute a prospectus or an offer to sell or issue or the solicitation of an offer to buy or subscribe for any securities in the Grand Duchy of Luxembourg, the United States or any other jurisdiction. This announcement contains inside information.

Certain financial data included in this press release are “non-IFRS financial measures.” These non-IFRS financial measures may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with International Financial Reporting Standards. Although Balta believes these non-IFRS financial measures provide useful information to users in measuring the financial performance and condition of its business, users are cautioned not to place undue reliance on any non-IFRS financial measures or any ratios included in this presentation.

The financial information included in this press release includes preliminary figures that have not been subject to an audit or review by any independent auditor in accordance with any generally accepted auditing standards. This press release also includes certain unaudited pro forma consolidated financial information. The unaudited pro forma adjustments are based upon available information and certain assumptions that Balta management believes to be reasonable. Neither the assumptions underlying the pro forma adjustments nor the resulting unaudited pro forma combined financial information have been audited or reviewed in accordance with any generally accepted auditing standards.

This press release may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of the issuer about further events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from these projections.