

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY NOTES



**VIRIDIAN GROUP FUNDCO II LIMITED**

**Viridian Group FundCo II Limited Announces Results of Tender Offer for its (i) €313,000,000 11½% Senior Secured Notes due 2017 and (ii) \$250,000,000 11½% Senior Secured Notes due 2017**

February 27, 2015 — Viridian Group FundCo II Limited (the “**Offeror**”) announces today the results of its cash tender offer (the “**Tender Offer**”) for any and all of its (i) €313,000,000 11½% Senior Secured Notes due 2017 (the “**Euro Notes**”) and (ii) \$250,000,000 11½% Senior Secured Notes due 2017 (the “**Dollar Notes**”) and, together with the Euro Notes, the “**Notes**”) from holders of the Notes (“**Noteholders**”), which expired at 10:00 p.m., London time (5:00 p.m., New York time), on February 26, 2015 (the “**Final Expiration Date**”). The Tender Offer was made upon the terms and conditions described in the memorandum dated as of January 28, 2015 (the “**Tender Offer Memorandum**”). Capitalized terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Tender Offer Memorandum.

The Offeror hereby announces that as at the Expiration Date, €726,000 in aggregate principal amount of Euro Notes and \$0 in aggregate principal amount of Dollar Notes were validly tendered and not withdrawn prior to the Expiration Date and will be accepted for repurchase on February 27, 2015 (the “**Final Payment Date**”), subject to the conditions set forth in the Tender Offer Memorandum. Noteholders who have validly tendered their Notes at or prior to the Expiration Date and whose Notes are accepted for purchase will be eligible to receive the applicable Purchase Price (as set out below), plus accrued and unpaid interest up to but not including the Payment Date. The Offeror previously accepted €195,819,000 of the Euro Notes and \$182,742,000 of the Dollar Notes for purchase on February 13, 2014.

NOTES	ISIN CODE	Aggregate principal amount accepted at Final Expiration Date	Purchase Price per €1,000	Aggregate principal amount outstanding following completion of the Tender Offer
11.125% Senior	XS0752223940 Reg S XS0752224591 Rule 144A	€726,000	€1,038.26	€251,865,000
Secured 11.125% Senior Secured	USG9366AAA72 Reg S US92827AAA34 Rule 144A	\$0	\$1,037.87	\$201,750,000

The Tender Offer was made in conjunction with a refinancing transaction, pursuant to which the Offeror issued new senior secured notes (the “**New Notes**”), the proceeds of which are being used to fund the Tender Offer. The Tender Offer is subject to other customary conditions as set forth in the Tender Offer Memorandum. The Offeror reserves the right, in its sole discretion, to waive any and all conditions.

The Offeror intends to redeem Notes that are not validly tendered and accepted for payment in the Tender Offer in accordance with the terms of the “optional redemption” and “make whole” provisions of the indenture governing the Notes dated March 6, 2012, among, inter alios, the Offeror and The Bank of New York Mellon, as trustee (the “**Indenture**”), on or about the 30th day following the issuance of a redemption notice on or about January 28, 2015 (the “**Post-Closing Redemption**”). The Post-Closing Redemption is conditional upon the completion of one or more financing transactions by the Offeror (in its discretion).

Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch and The Royal Bank of Scotland plc are acting as “**Dealer Managers**” for the Tender Offer. In connection with the Tender Offer, Deutsche Bank AG, London Branch has been appointed as tender agent for the Euro Notes (the “**Euro Tender Agent**”) and Deutsche Bank Trust Company Americas has been appointed as tender agent for the Dollar Notes (the “**Dollar Tender Agent**” and, together with the Euro Tender Agent, the “**Tender Agents**”). Noteholders with questions about the Tender Offer should contact the Dealer Managers or the applicable Tender Agent. Any extension, amendment or termination of the Final Tender Offer shall be published by the Offeror by press release or notice to the Tender Agents.

None of the Offeror, the Dealer Managers, the Tender Agents or any of their affiliates are making any recommendations to the Noteholders as to whether to tender or refrain from tendering their Notes in the Final Tender Offer. Noteholders must decide how many Notes they will tender, if any. Noteholders who have Notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact, and issue appropriate instructions to, such broker, dealer, commercial bank, trust company or other nominee if such Noteholder desires to tender those Notes. The deadlines set by the clearing systems for submission of tender instructions may be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum can be obtained by Noteholders from the Tender Agents at the telephone numbers below.

THE OFFEROR

**Viridian Group FundCo II Limited**

c/o Paget-Brown Trust Company Ltd.  
Boundary Hall, Cricket Square  
PO Box 111  
Grand Cayman KY1-1102  
Cayman Islands

*Requests for information in relation to the Tender Offer should be directed to:*

THE DEALER MANAGERS

**Credit Suisse Securities (Europe)  
Limited**

One Cabot Square  
London E14 4QJ  
United Kingdom

Attention: Liability Management Desk  
Tel: +44 (0)20 7883 8763  
Email: liability.management@credit-  
suisse.com

**Deutsche Bank AG, London Branch**

Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

Attention: Liability Management  
Group  
European inquiries regarding the Offer:  
+44 (0)20 7545 8011  
US inquiries regarding the Offer:  
+1 (212) 250-5655  
Email: liability.management@db.com

**The Royal Bank of Scotland plc**

135 Bishopsgate  
London EC2M 3UR  
United Kingdom

Attention: Liability Management  
Group  
Tel: +1 877 297 9832 (U.S. toll free)  
+1 203 897 6145 (Collect)+  
Email: liabilitymanagement@rbs.com

*Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of Acceptance Instructions should be directed to the Euro Tender Agent or the Dollar Tender Agent, as applicable:*

THE EURO TENDER AGENT

**Deutsche Bank AG, London Branch**

Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

Attention: Debt & Agency Services  
Tel: +44 (0)20 7547 5000  
Email: xchange.offer@db.com

THE DOLLAR TENDER AGENT

**Deutsche Bank Trust Company Americas**

DB Services Americas, Inc.  
5022 Gate Parkway, Suite 200  
Jacksonville, FL 32256  
United States of America

Attention: Reorg. Department  
Tel: +1 (877) 843 9767  
Email: DB.Reorg@db.com

**None of the Offeror, the Trustee, the Dealer Managers or the Tender Agents 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 Tender Offer Memorandum.**

## DISCLAIMER

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by the Offeror, the Dealer Managers and the Tender Agents to inform themselves about, and to observe, any such restrictions.

**This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Tender Offer is made solely pursuant to the Tender Offer Memorandum dated January 28, 2015.**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Holder is in any doubt as to the action it should take, it is recommended that such Holder 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 tender Notes in the Tender Offer. None of the Offeror, the Dealer Managers or the Tender Agents makes any recommendation as to whether Holders should participate in the Tender Offer.

Any deadlines set by any intermediary will be earlier than the deadlines specified in the Tender Offer Memorandum.

The information contained in this announcement does not constitute an invitation or inducement to engage in investment activity within the meaning of the United Kingdom Financial Services and Markets Act 2000. In the United Kingdom, this announcement is being distributed only to, and is directed only at (i) persons who are outside the United Kingdom, (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)), (iii) persons who are within Article 43 of the Financial Promotion Order or (iv) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “relevant persons”). This announcement and the Tender Offer Memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons.

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Offeror assumes no obligation to update or correct the information contained in this announcement.