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VIRIDIAN GROUP FUNDCO II LIMITED

Viridian Group FundCo II Limited Announces 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

January 28, 2015 — Viridian Group FundCo II Limited (the “**Offeror**”) announces today that it is offering to purchase for cash (the “**Tender Offer**”) 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**”), as further described in the tender offer memorandum dated as of January 28, 2015 (the “**Tender Offer Memorandum**”).

The Tender Offer begins on January 28, 2015 and will expire at 10:00 p.m., London time (5:00 p.m., New York time), on February 26, 2015, unless extended or earlier terminated by the Offeror (such time and date, as the same may be extended, the “**Expiration Date**”). Noteholders must validly tender their Notes, and not validly withdraw their Notes at or prior to 4:59 a.m., London time, on February 11, 2015 (11:59 p.m., New York time, on February 10, 2015) (such time and date, as the same may be extended, the “**Early Tender Date**”) to be eligible to receive the early tender premium (as set forth below) (the “**Early Tender Premium**”), together with the purchase price (as set forth below) (the “**Purchase Price**”) (collectively, the “**Total Tender Consideration**”), plus accrued and unpaid interest (“**Accrued Interest**”) up to but not including a date expected to be no later than February 13, 2015 (the “**Initial Payment Date**”). Noteholders tendering their Notes after the Early Tender Date but on or prior to the Expiration Date will only be eligible to receive the Purchase Price, plus Accrued Interest up to but not including a date expected to be no later than February 27, 2015 (the “**Payment Date**”). Tendered Notes may be validly withdrawn and revoked at or prior to, but not after, 4:59 a.m., London time, on February 11, 2015 (11:59 p.m., New York time, on February 10, 2015) (such time and date, as the same may be extended, the “**Withdrawal Deadline**”).

Subject to a minimum tender of €100,000 in principal amount of Euro Notes per Noteholder, the amount in cash to be paid to each Noteholder for the Euro Notes accepted for purchase will be an amount (rounded to the nearest €0.01 with €0.005 rounded upwards) equal to the sum of: (i) the aggregate amount of the Euro Notes of such Noteholder accepted for purchase pursuant to the Tender Offer at the Purchase Price (the “**Euro Purchase Price**”) of €1,038.26 per €1,000 aggregate principal amount of Euro Notes accepted; (ii) applicable amounts for accrued and unpaid interest up to but not including the Initial Payment Date or Payment Date, as applicable, on the Euro Notes which are accepted for purchase in the Tender Offer; and (iii) the Early Tender Premium (where Notes are validly tendered, and not validly withdrawn, on or prior to the Early Tender Date).

Subject to a minimum tender of \$200,000 in principal amount of Dollar Notes per Noteholder, the amount in cash to be paid to each Noteholder for the Dollar Notes accepted for purchase will be an amount (rounded to the nearest \$0.01 with \$0.005 rounded upwards) equal to the sum of: (i) the aggregate amount of the Dollar Notes of such Noteholder accepted for purchase pursuant to the Tender Offer at the Purchase Price (the “**Dollar Purchase Price**”) of \$1,037.87 per \$1,000 aggregate principal amount of Dollar Notes accepted; (ii) applicable amounts for accrued and unpaid interest up to but not including the Initial Payment Date or Payment Date, as applicable, on the Dollar Notes which are accepted for purchase in the Tender Offer; and (iii) the Early Tender Premium (where Notes are validly tendered, and not validly withdrawn, on or prior to the Early Tender Date).

The Offeror reserves the right, in its sole and absolute discretion, (i) not to accept any tenders of the Notes, (ii) not to purchase any Notes and/or (iii) to modify in any manner any of the terms and conditions of the Tender Offer (including, but not limited to, modifying the Purchase Price).

The Tender Offer is subject to the terms and conditions set forth in the Tender Offer Memorandum, including a financing condition and certain other customary conditions. The Offeror reserves the right, in its sole discretion, to waive any and all conditions.

Description of the Notes	Outstanding Principal Amount ⁽¹⁾	ISIN/Common Code/CUSIP	Maturity Date	Purchase Price per €1,000/\$1,000	Early Tender Premium	Total Tender Consideration ²
11½% Senior Secured Notes due 2017	€252,591,000	Regulation S Notes: XS0752223940 075222394 Rule 144A Notes: XS0752224591 075222459	1 April 2017	€1,038.26	€0.00	€1,068.26
11½% Senior Secured Notes due 2017	\$201,750,000	Regulation S Notes: USG9366AAA72 G9366A AA7 Rule 144A Notes: US92827AAA34 92827A AA3	1 April 2017	\$1,037.87	\$30.00	\$1,067.87

Below is an indicative timetable providing information with respect to the expected dates and times for the Tender Offer. The timetable is subject to change, and dates and times may be extended, amended or terminated by the Offeror as described in the Tender Offer Memorandum.

Date	Calendar Date and Time
Commencement Date	January 28, 2015
Early Tender Date	At or prior to 4:59 a.m., London time, February 11, 2015 (11:59 p.m. New York time, February 10, 2015)
Withdrawal Deadline	At or prior to, but not after, 4:59 a.m., London time, February 11, 2015 (11:59 p.m., New York time, February 10, 2015)
Initial Payment Date	Promptly following the Early Tender Date and expected to be no later than February 13, 2015, upon completion of the issue of new senior secured notes, or as soon as practicable thereafter, provided that the conditions to which the Tender Offer is subject have either been satisfied or waived
Expiration Date	10:00 p.m., London time (5:00 p.m., New York time), on February 26, 2015
Announcement of Acceptance and Results	As soon as practicable on or after the Expiration Date
Payment Date	Promptly following the Expiration Date and expected to be no later than February 27, 2015

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 6 March 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

¹ With regards to the Euro Notes, the Outstanding Principal Amount comprises Euro Notes which were originally sold pursuant to Regulation S under the Securities Act (ISIN: XS0752223940) as well as Euro Notes originally sold pursuant to Rule 144A under the Securities Act (ISIN: XS0752224591). With regards to the Dollar Notes, the Outstanding Principal Amount comprises Dollar Notes which were originally sold pursuant to Regulation S under the Securities Act (ISIN: USG9366AAA72) as well as Dollar Notes originally sold pursuant to Rule 144A under the Securities Act (ISIN: US92827AAA34).

² Total Tender Consideration applies only to Noteholders who tender, and do not validly withdraw, their Notes on or prior to the Early Tender Date.

the completion of one or more financing transactions by the Offeror (in its discretion) and subject to the satisfaction or waiver of the Offeror's own financing condition.

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 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 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.