

**PRESS RELEASE**



**PRO-GEST S.p.A.**

**PROPOSED OFFERING OF €250 MILLION OF SENIOR NOTES**

**Istrana (TV), Italy, December 1, 2017.** Pro-Gest S.p.A., a joint stock company (società per azioni) incorporated under the laws of Italy (the “Issuer”), announced today that it intends to offer €250.0 million in aggregate principal amount of senior notes due 2024 (the “Notes”), subject to market and other conditions. The Issuer will use the proceeds of the Notes: (i) to repay outstanding indebtedness under certain existing credit facilities, (ii) for general corporate purposes, including the pre-funding of capital expenditures, and (iii) to pay certain fees and expenses in connection with the foregoing. The Notes will be guaranteed on a senior basis by certain of the Issuer’s subsidiaries, excluding Cartiere Villa Lagarina S.p.A.

The Notes are being offered only to qualified institutional buyers in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and outside the United States in accordance with Regulation S under the Securities Act and, if an investor is a resident of a member state of the European Economic Area (the “EEA”), only to an investor that is a qualified investor (within the meaning of Article 2(1)(e) of Directive 2003/71/EC, together with any amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant member state (the “Prospectus Directive”).

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This press release constitutes a public disclosure of inside information by the Issuer also on behalf of Cartiere Villa Lagarina S.p.A. under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (10 June 2016).

This announcement is not an offer of securities for sale in the United States. The Notes may not be sold in the United States unless they are registered under the Securities Act or are exempt from registration. The offering of Notes described in this announcement and any related guarantees has not been and will not be registered under the Securities Act, and accordingly any offer or sale of Notes and such guarantees may be made only in a transaction exempt from the registration requirements of the Securities Act. The Issuer does not intend to conduct a public offering of securities in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Issuer and will contain detailed information about the Issuer and management, as well as financial statements.

It may be unlawful to distribute this announcement in certain jurisdictions. This announcement is not for distribution in Canada, Japan or Australia. The information in this announcement does not constitute an offer of securities for sale in Canada, Japan or Australia.

Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “*FSMA*”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is for distribution only to, and is only directed at, persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “*Financial Promotion Order*”), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity within the meaning of section 21 of the FSMA in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “*relevant persons*”). This announcement is directed only at relevant persons and must not be acted on or relied on by anyone who is not a relevant person.

In addition, if and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in, any EEA member state that has implemented the Prospectus Directive, this announcement and the offering of any securities described herein are only addressed to and directed at persons in that member state who are *“qualified investors” within the meaning of the Prospectus Directive or in any other circumstances falling within Article 3(2) of the Prospectus Directive* (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that member state. The offer and sale of the Notes will be made pursuant to an exception under the Prospectus Directive, as implemented in the EEA member states, from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the Prospectus Directive or an offer to the public.

In connection with the issuance of the Notes, a stabilizing manager (or any person acting on behalf of such stabilizing manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or any person acting on behalf of the stabilizing manager) will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilization action or over-allotment must be conducted by the stabilizing manager (or person acting on behalf of the stabilizing manager) in accordance with all applicable laws and rules.

Neither the content of the Issuer’s *website nor any website accessible by hyperlinks on the Issuer’s website* is incorporated in, or forms part of, this announcement. The distribution of this announcement into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

There is no assurance that the offering of the Notes will be completed or, if completed, as to the terms on which it will be completed. No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

*This press release may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the Issuer’s or its industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and the Issuer does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.*