

LECTA S.A.
LECTA PAPER UK LIMITED
20 Rue de la Poste
L-2346 Luxembourg

**CONDITIONAL NOTICE TO HOLDERS OF CANCELLATION AND
EXCHANGE**

To the Holders of 6.5% Fixed Rate Senior Secured Notes due 2023 of Lecta S.A., as Issuer, and Lecta Paper UK Limited, as Co-Issuer (ISIN: XS1458413728 (Regulation S) and XS1458413645 (Rule 144A); and Common Code: 145841372 (Regulation S) and 145841364 (Rule 144A))

January 23, 2020

Ladies and Gentlemen:

On behalf of Lecta S.A. (the “**Issuer**”) and Lecta Paper UK Limited (the “**Co-Issuer**”) and, together with the Issuer, the “**Issuers**”), this notice is being furnished to you in connection with the financial, debt and corporate restructuring of the Issuer and its subsidiaries (the “**Restructuring**”) contemplated by the scheme of arrangement under Part 26 of the UK Companies Act 2006 (the “**Scheme**”). Reference is made to the Indenture, dated as of July 27, 2016, by, among others, the Issuer, Deutsche Trustee Company Limited, as trustee (the “**Trustee**”) and Deutsche Bank AG, London Branch, as security trustee (the “**Security Trustee**”) (as amended, supplemented or modified from time to time, the “**Indenture**”), providing for the issuance of the Issuer’s €375,000,000 6.5% Fixed Rate Senior Secured Notes due 2023 (the “**Notes**”). Unless otherwise specified herein, capitalized terms used herein have the meanings ascribed to such terms in the Indenture.

On December 4, 2019, expressly in connection with the Scheme, Holders representing at least a majority in aggregate principal amount of the Notes then outstanding, instructed the Trustee and the Security Trustee, pursuant to a consent request dated November 27, 2019, to enter into, and the Issuer and the Co-Issuer entered into, the second supplemental indenture (the “**Second Supplemental Indenture**”) in order to, among other things, accede the Co-Issuer to the Indenture and to amend the governing law of the Indenture from the laws of the State of New York to the laws of England and Wales. Subsequently, on December 5, 2019, the Practice Statement Letter (pursuant to the Practice Statement (*Companies: Scheme of Arrangement*) [2002] 1 WLR 1345) was sent to Holders via Lucid Issuer Services Limited, in its capacity as information agent.

On December 19, 2019, Mr. Justice Zacaroli granted leave to convene a meeting of Scheme Creditors (as defined in the Scheme), commencing at 10.00 a.m. (London Time) on January 23, 2020 to consider and, if thought fit, approve the Scheme. The Scheme and the explanatory statement provided pursuant to section 897 of the UK Companies Act 2006 in furtherance of the Scheme and certain other documents were made available by the Information Agent on the same date.

This letter serves as notice that:

1. In accordance with the terms of the Scheme which was made available to the Holders on December 19, 2019, the Notes will be cancelled and exchanged on February 4, 2020 (the “**Cancellation and Exchange Date**”), subject to the satisfaction or waiver of the Condition (as defined below), or as such date may be delayed, in the Issuers’ discretion, to allow for the Condition to be satisfied.
2. The Cancellation and Exchange may not occur and this notice may be rescinded in the event that the Condition shall not have been satisfied by the Cancellation and Exchange Date. The Issuers will inform the Holders by providing written notice to the Holders (with a copy to the Trustee) if the Condition has not been satisfied and this notice is to be automatically rescinded or if the Cancellation and Exchange Date is to be delayed.
3. Interest on the Notes will cease to accrue on and after the Cancellation and Exchange Date.
4. The ISIN and Common Code of the Notes issued pursuant to Rule 144A are XS1458413645 and 145841364, respectively. The ISIN and Common Code of the Notes issued pursuant to Regulation S are XS1458413728 and 145841372, respectively. The ISINs and Common Codes are included herein solely for the convenience of the registered owners of the Notes. No representation is made as to the correctness or accuracy of the ISINs or Common Codes, either as appearing on the Notes or on this notice.

This notice is given prior to the completion of the Restructuring. The Cancellation and Exchange and this notice are conditional on the receipt by the Issuers on or prior to the Cancellation and Exchange Date of confirmation that the share purchase agreement to be entered into between, inter alia, the Issuer and Paper Industries Holding S. a r l. for the sale and purchase of the shares the Issuer holds in Sub Lecta S.A. has become effective (the “**Condition**”). Accordingly, none of the Notes will be deemed due and payable on the Cancellation and Exchange Date, unless and until the Condition has been satisfied. The Issuers may rescind this notice at any time in their sole discretion prior to confirmation of the satisfaction of the Condition and, following such rescission, the Cancellation and Exchange will not occur.

(Signature Page Follows)

LECTA S.A.

By: _____
Name:
Title:

LECTA PAPER UK LIMITED

By: _____
Name:
Title: