



## PRESS RELEASE

### **Ideal Standard International S.A. announced Exchange Offer, Mutual Release and Consent Solicitation for all of its outstanding 11.75% Senior Secured Notes due 2018**

**This announcement is for informational purposes only, and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of an offer to purchase or subscribe for, any securities of Ideal Standard International S.A. or any of its affiliates. This announcement is not for distribution or release in or into any jurisdiction in which offers or sales would be prohibited by applicable law.**

Ideal Standard International S.A. (the “Company”) announced today that it has launched an exchange offer, mutual release and consent solicitation (the “Exchange Offer”) for qualified holders of its €275,000,000 11.75% senior secured notes due 2018 (ISIN Reg S – XS0619611352 / 144A – XS0619611865) (the “Existing Notes”).

The Exchange Offer has been launched with the support of a holder of approximately 60% of the Existing Notes, and will allow holders of Existing Notes to swap their existing notes either for new notes, or a combination of new notes and equity. This exchange offer is being made in connection with a series of transactions designed to restructure and refinance the Existing Notes to reduce the Company’s cash interest expense as well as provide a new €40.0 million financing and thereby improve our near-term liquidity position. The Exchange Offer represents positive news for the Company as it will provide substantial incremental liquidity and help us to continue our plans to invest and reshape the business for the future.

To allow holders of Existing Notes who could provide a better financing solution to our group to make an offer and have that offer accepted by our board, holders of Existing Notes, under one of the options offered, will be invited to submit a superior financing proposal subject to certain terms and conditions (a “Superior Financing Proposal”) within five business days following the consummation of the Exchange Offer. Holders of Existing Notes should carefully review the offering memorandum related to the Exchange Offer to review the procedures to submit a Superior Financing Proposal, and should also carefully review the risks related to such a proposal. Noteholders contemplating making a Superior Financing Proposal are required to register their interest within the first ten business days after the Launch Date of the Exchange Offer.

**Full details of the Offering Memorandum are set out in the Offering Memorandum related to the Exchange Offer, which holders of the Existing Notes are urged to read in its entirety. Holders of Existing Notes should carefully review all of the risks related to the Exchange Offer, the ownership of the securities offered in the Exchange Offer and the ability of a party to submit a Superior Financing Proposal.**

The Exchange Offer will expire at 11:59 P.M., New York City time, on April 17, 2014, unless extended or terminated by the Company. Tenders of Existing Notes may be withdrawn at any time prior to the earlier of (i) 11:59 P.M., New York City time, on April 17, 2014 and (ii) the date on which at least a majority in aggregate principal amount of Existing Notes have been tendered and the other closing conditions have been met, subject to extension. One of the options being offered will provide an early tender premium, and holders who tender prior to 11:59 p.m., New York City time on April 2, 2014 will be issued €1,030 in principal amount of new notes for each €1,000 in principal amount of Existing Notes. Holders of Existing Notes will be required to deliver consents to amend the indenture governing the Existing Notes to remove substantially all of the operative covenants and will be required to enter into a mutual release under which various parties will release each other from claims related to the Company and the Existing Notes.

The Offering Memorandum, dated as of today, will be distributed to the eligible holders of Existing Notes and available to eligible holders through the exchange and information agent, Lucid Issuer Services Limited, Leroy

House, 436 Essex Road, London N1 3QP United Kingdom, Attn: Sunjeev Patel and Paul Kamminga, Telephone: +44 (0) 20 7704 0880 Facsimile: +44 (0) 20 7067 9098, Email: idealstandard@lucid-is.com. If you have any questions about tendering your Existing Notes or would like copies of any of the documents we refer to in this Press Release, you should contact Lucid Issuer Services Limited.

**The notes to be issued and the equity to be transferred in connection with the Exchange Offer have not been approved or recommended by any U.S. federal, state or foreign jurisdiction or regulatory authority. Furthermore, those authorities have not been requested to confirm the accuracy or adequacy of the Offering Memorandum. Any representation to the contrary is a criminal offence. These securities will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state or foreign securities laws. Accordingly, the securities being offered in the Exchange Offer will be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the U.S. Securities Act and other applicable securities laws, pursuant to registration or exemption therefrom. Eligible Holders of the Existing Notes should be aware that they may be required to bear the financial risks of this investment in the securities being offered in the Exchange Offer for an indefinite period of time.**

The Exchange Offer is being made, and the securities being offered in the Exchange Offer are being offered and issued, only (a) in the United States, to holders of the Existing Notes who are “qualified institutional buyers” (as that term is defined in Rule 144A under the U.S. Securities Act) and institutional “accredited investors” (as that term is defined in Rule 501(a)(1), (2), (3) or (7) under the U.S. Securities Act), in each case, transacting in a private transaction in reliance upon an exemption from the registration requirements of the U.S. Securities Act, and (b) outside of the United States, to holders that are not “U.S. persons” (as that term is defined in Rule 902 under the U.S. Securities Act) and that are also “non-U.S. qualified offerees” (as defined below) in reliance on Regulation S under the U.S. Securities Act. We refer in the press release to the holders of Existing Notes who have certified to the Company that they are eligible to participate in the Exchange Offer pursuant to at least one of the foregoing conditions as “eligible holders.” Only eligible holders are authorized to participate in the Exchange Offer. “Non-U.S. qualified offerees” means (i) any legal entity in a Relevant Member State (as defined in the Offering Memorandum) which is a qualified investor as defined in the Prospectus Directive (as defined in the Offering Memorandum); (ii) legal entities in any Relevant Member State fewer in number than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the Existing Notes trustee; (iii) any other legal entity in a Relevant Member State that in any other circumstances falls within Article 3(2) of the Prospectus Directive; and (iv) any entity outside the United States and the European Economic Area to whom the offers related to the securities being offered in the Exchange Offer may be made in compliance with any applicable laws and regulations.

The Offering Memorandum is only addressed to and the Exchange Offer is only directed at persons in member states of the European Economic Area who are Qualified Investors (within the meaning of the Prospectus Directive). In addition, in the United Kingdom, the Exchange Offer is being distributed only to and is directed only at Qualified Investors: (1) who are persons who 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 “Order”); or (2) who are high net worth entities falling within Article 49 of the Order, and other persons to whom it may otherwise lawfully be communicated under the Order (all such persons together referred to as “relevant persons”). Any investment or investment activity to which the Exchange Offer relates is available only to: (i) in the United Kingdom, relevant persons and (ii) in any member state of the European Economic Area other than the United Kingdom, Qualified Investors, and will be engaged in only with such persons. In the case of any securities being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the securities acquired by it in such offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, any person in circumstances which may give rise to an offer of such securities to the public other than their offer or resale in a relevant member state to Qualified Investors as so defined. Neither the securities being offered in the Exchange Offer nor the Offering Memorandum has been approved by an authorized person in the United Kingdom. The securities may not be offered or sold other than to persons whose ordinary activities involve these persons in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the

securities would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 (the “FSMA”) by us. In addition, no person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the securities other than in circumstances in which Section 21(1) of the FSMA does not apply to us.

The terms and conditions relating to the Exchange Offer have not been approved by and will not be submitted for approval to the Luxembourg Financial Services Authority (Commission de Surveillance du Secteur Financier) for purposes of public offering or sale in the Grand Duchy of Luxembourg (“*Luxembourg*”). Accordingly, the securities being offered in the Exchange Offer may not be offered or sold to the public in Luxembourg, directly or indirectly, and neither the Offering Memorandum nor any other circular, prospectus, form of application, advertisement or other material may be distributed, or otherwise made available in or from, or published in, Luxembourg, except in circumstances which do not constitute a public offer of securities to the public, subject to prospectus requirements, in accordance with the Luxembourg Act of July 10, 2005 on prospectuses for securities, as amended. No member of the Company or the Exchange and Information Agent (as defined in Offering Memorandum) or any other person makes any recommendation in connection with the Offering Memorandum.

Holders of the Existing Notes must make their own decision with regard to participating in the Exchange Offer. Holders of the Existing Notes are urged to consult with their own legal and financial advisors as to the appropriateness of participating in the Exchange Offer based on their individual circumstances.