



## Invitation by Aperam S.A. to holders of its outstanding U.S.\$300,000,000 0.625 per cent. Net Share Settled Convertible and/or Exchangeable Bonds due 2021 (ISIN XS1084287322) (the “Bonds”) convertible into common shares of Aperam S.A. to offer

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### **Invitation by Aperam S.A. to holders of its outstanding U.S.\$300,000,000 0.625 per cent. Net Share Settled Convertible and/or Exchangeable Bonds due 2021 (ISIN XS1084287322) (the “Bonds”) convertible into common shares of Aperam S.A. to offer to sell their Bonds pursuant to a fixed price tender offer process**

Luxembourg, 25 March 2019, 8a.m. CET – Aperam S.A. (“**Aperam**” or the “**Purchaser**”) hereby announces that it invites holders of the Bonds (the “**Bondholders**”) to offer to sell any and all of their Bonds to the Purchaser for cash (the “**Invitation**”). Prior to the date hereof, the Purchaser has purchased Bonds with an aggregate principal amount of U.S.\$63.0 million and Bondholders have exercised their put options in relation to an aggregate principal amount of U.S.\$72.4 million of the Bonds. As at the date hereof, an aggregate principal amount of U.S.\$164.6 million Bonds remains outstanding in the market. The Invitation will be financed by the Purchaser’s current liquidity position.

Citigroup Global Markets Limited is acting as Sole Dealer Manager in connection with the Invitation (the “**Sole Dealer Manager**”), which will be conducted on the date of this announcement by solicitation of indications from certain Bondholders, outside the United States and subject to the Invitation Restrictions below, of their interest in selling such Bonds to the Purchaser as part of a fixed price tender offer process.

The purchase price that the Purchaser will pay for each Bond accepted for purchase pursuant to the Invitation will be determined as the sum of the tender offer premium of 1.50% and the closing ask price on the date hereof of 106.00% each of U.S.\$200,000 in principal amount of the Bonds (the “**Initial Purchase Price**”), further adjusted for the arithmetic average of the Daily USD VWAP (as defined below) from (and including) 25 March 2019 to (and including) 27 March 2019 based on the formula shown below (the “**Final Purchase Price**”). In addition, the Purchaser will pay a cash amount representing accrued but unpaid interest on each U.S.\$200,000 in principal amount of the Bonds from (and including) 8 January 2019, being the immediately preceding interest payment date applicable to the Bonds to (but excluding) the Invitation Settlement Date (as defined below) (the “**Accrued Interest Payment**”). Based on an expected Invitation Settlement Date of 2 April 2019, the Accrued Interest Payment is expected to be U.S.\$291.67.

Final Purchase Price = Initial Purchase Price + (USD VWAP Change \* Pre-Announcement Delta)

Where:

- | USD VWAP Change = percentage change between the Reference USD Share Price and the average of the Daily USD VWAPs for each trading day in the Delta Unwind Period
- | Reference USD Share Price = U.S.\$29.19
- | Pre-Announcement Delta = 38%
- | Daily USD VWAP = VWAP converted into USD at the Prevailing EUR:USD Rate at 5pm (London time) on the relevant date
- | VWAP = the volume weighted average price of a common share of the Purchaser on Euronext Amsterdam, as displayed on Bloomberg page APAM NA Equity AQR for the relevant trading day
- | Prevailing EUR:USD Rate = the spot mid-rate of exchange between USD and Euro on Bloomberg page BFIX
- | Delta Unwind Period = from (and including) 25 March 2019 to (and including) 27 March 2019

The Purchaser may, in its sole discretion, close, extend or amend the Invitation at any time. Bondholders are advised to read the Invitation Term Sheet dated 25 March 2019 in its entirety prior to making a decision on whether or not to participate in the Invitation.

Bondholders may only submit indications of interest pursuant to the Invitation through the Sole Dealer Manager. Bondholders will not be able to submit indications of interest or offers through Euroclear Bank S.A./N.V. or Clearstream Banking, SA.

The Purchaser will announce the aggregate principal amount of the Bonds (if any) which it has accepted for purchase pursuant to the Invitation as soon as practicable after 6p.m. CET time on 25 March 2019. The Final Purchase Price is expected to be announced by the Purchaser as soon as practicable after close of Euronext Amsterdam on 27 March 2019.

Settlement of the Invitation is expected to occur on 2 April 2019 (the “**Invitation Settlement Date**”). The Sole Dealer Manager is acting as Settlement Agent on behalf of the Purchaser. Settlement of the Invitation with investors by the Sole Dealer Manager is contingent on prior receipt by the Sole Dealer Manager of the aggregate purchase funds from the Purchaser.

Any Bonds purchased pursuant to the Invitation will be cancelled in accordance with their terms and conditions. Any Bonds that are not purchased pursuant to the Invitation will remain outstanding immediately following the Invitation, subject to their terms and conditions.

The Purchaser intends to exercise its option to redeem the Bonds in accordance with the terms and conditions of the Bonds if fewer than

15 per cent. of the aggregate principal amount of the Bonds originally issued remain outstanding after the Invitation Settlement Date.

Contact details of the Sole Dealer Manager are as follows:

Citigroup Global Markets Limited  
Citigroup Centre  
33 Canada Square  
London E14 5LB  
United Kingdom

Attn: Equity Syndicate Desk  
Tel: + 44 20 7986 0015  
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## About Aperam

Aperam is a global player in stainless, electrical and specialty steel, with customers in over 40 countries. The business is organized in three primary operating segments: Stainless & Electrical Steel, Services & Solutions and Alloys & Specialties.

Aperam has 2.5 million tonnes of flat Stainless and Electrical steel capacity in Brazil and Europe and is a leader in high value specialty products. Aperam has a highly integrated distribution, processing and services network and a unique capability to produce stainless and specialty from low cost biomass (charcoal). Its industrial network is spread in six production facilities located in Brazil, Belgium and France.

In 2018, Aperam had sales of EUR 4,677 million and steel shipments of 1.97 million tonnes.

For further information, please refer to our website at [www.aperam.com](http://www.aperam.com)

## Contact

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Investor Relations / Thorsten Zimmermann: +352 27 36 67 304

## Inside information

This press release relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulations.

## IMPORTANT NOTICE

This press release contains important information which should be read carefully before any decision is made with respect to the Invitation. If any Bondholder is in any doubt as to the action it should take or is unsure of the impact of the Invitation, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Bonds 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 Bonds in the Invitation. Neither the Purchaser nor the Sole Dealer Manager are providing Bondholders with any legal, business, tax or other advice in this press release or in respect of the Invitation. Bondholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to offer Bonds for cash.

Each Bondholder is solely responsible for making its own independent appraisal of all matters as such Bondholder deems appropriate (including those relating to the Invitation) and each Bondholder must make its own decision as to whether to tender any or all of its Bonds for purchase pursuant to the Invitation. Neither the Sole Dealer Manager nor any of its directors, employees or affiliates makes any representation or recommendation whatsoever regarding this press release or the Invitation, and neither of the Purchaser, the Sole Dealer Manager nor their respective directors, employees or affiliates makes any recommendation as to whether Bondholders should tender Bonds for purchase pursuant to the Invitation. The Sole Dealer Manager is acting on behalf of the Purchaser and no one else in connection with the Invitation and will not be responsible to any other person for providing the protections afforded to clients of the Sole Dealer Manager, or for providing advice in connection with the Invitation.

No person has been authorised to give any information or to make any representation other than those contained in this press release in connection with the Invitation and, if given or made, such information or representation must not be relied upon as having been authorised by the Purchaser or the Sole Dealer Manager. Neither the delivery of this press release nor any purchase of Bonds pursuant to the Invitation shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Purchaser since the date of this press release or that the information contained in this press release is correct as of any time subsequent to the date of this press release.

Subject to applicable laws, the Purchaser and its affiliates may at any time and from time to time, following completion of the Invitation, purchase remaining outstanding Bonds by tender, in the open market or by private agreement, or redeem the Bonds by exercising the call option under the terms and conditions of the Bonds, in each case, on such terms and at such prices as the Purchaser or its affiliates may determine. Such terms, consideration and prices may be more or less favourable than those offered pursuant to the Invitation.

## INVITATION RESTRICTIONS

*This press release does not constitute an invitation to participate in the Invitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this press release in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required by each of the Purchaser and the Sole Dealer Manager to inform themselves about and to observe any such restrictions.*

*This press release has not been filed with, or reviewed by, any national or local securities commission or regulatory authority of the United States, the United Kingdom, Italy, France or any other jurisdiction, nor has any such commission or authority passed upon the accuracy or adequacy of this press release. Any representation to the contrary may be unlawful and may be a criminal offence.*

### **United States**

The Invitation is not being carried out and will not be carried out, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication.

The Bonds may not be tendered in the Invitation by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States, as defined in Regulation S of the United States Securities Act of 1933 (each a "**U.S. Resident**"). Accordingly, copies of this press release and any other documents or materials relating to the Invitation are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any U.S. Residents. Any tender by a holder of the Bonds in the Invitation resulting directly or indirectly from a violation of these restrictions will be invalid and any tender by a holder of the Bonds in the Invitation made by a U.S. Resident or from within the United States or from any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each Bondholder participating in the Invitation will represent that it is not a U.S. Resident and is not participating in the Invitation from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Invitation from the United States. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### **United Kingdom**

The communication of this press release and any other documents or materials relating to the Invitation is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "**FSMA**").

Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Purchaser or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

### **Italy**

None of the Invitation, this press release or any other documents or materials relating to the Invitation have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian laws and regulations.

The Invitation is being carried out in the Republic of Italy as exempted offers pursuant to article 101 -bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 3 of CONSOB Regulation No. 11971 of 14 May 1999 (as amended from time to time) ("**Regulation No. 11971**"). Accordingly, no tenders by the holders of the Bonds may be collected, nor any other materials relating to the Invitation may be distributed in the Republic of Italy except to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of the Financial Services Act and Article 34-ter, first paragraph, letter b) of Regulation No. 11971.

Bondholders, or beneficial owners of the Bonds, can tender some or all of their Bonds pursuant to the Invitation through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or the Bank of Italy.

### **France**

The Invitation is not being made, directly or indirectly, to the public in the Republic of France ("**France**"). Neither this press release nor any other documents or materials relating to the Invitation have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French Code Monétaire et Financier, are eligible to participate in the Invitation. This press release and any other document or material relating to the Invitation have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

### **General**

Neither this press release nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Bonds (and tenders of Bonds for purchase pursuant to the Invitation will not be accepted from Bondholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Invitation to be made by a licensed broker or dealer and the Sole Dealer Manager or any of its respective affiliates is such a licensed broker or dealer in any such jurisdiction, such Invitation shall be deemed to be made by the Sole Dealer Manager or such affiliate, as the case may be, on behalf of the Purchaser in such jurisdiction.