

## CeramTec Group GmbH

### NOTICE OF CONDITIONAL REDEMPTION IN FULL OF €306,700,000 8.25% Senior Notes due 2021 (the "Notes")

Dated: December 19, 2017

NOTES	
Regulation S	Rule 144A
Common Code: 095591773	Common Code: 095582095
ISIN: XS0955817738	ISIN: XS0955820955

Reference is hereby made to the indenture dated as of August 8, 2013 (as supplemented, amended or modified from time to time, the "**Indenture**"), by, *inter alios*, CeramTec Group GmbH (formerly Faenza GmbH) (the "**Issuer**"), U.S. Bank Trustees Limited, as trustee, Elavon Financial Services DAC, UK Branch, as paying agent (the "**Paying Agent**") and transfer agent. Capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Indenture.

Pursuant to 5.04 of the Indenture the Issuer hereby provides notice of the following information relating to the redemption of the Notes, in whole:

1. The redemption date shall be January 18, 2018 or such other date as determined by the Issuer pursuant to the terms hereof (the "**Redemption Date**").
2. The record date shall be January 17, 2018 (the "**Record Date**").
3. The Issuer will redeem the entire principal amount outstanding of the Notes.
4. The Notes are to be redeemed according to Section 5.01 of the Indenture and Paragraph 6 of the Notes.
5. Subject to the satisfaction or waiver of the Condition (as defined below), the Notes will be redeemed at a redemption price of 104.125 % (the "**Redemption Price**") of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to, but not including, the Redemption Date in an amount equal to €10,753,668.75 per €306,700,000 principal amount of Notes plus Additional Amounts, if any (together with the Redemption Price, the "**Redemption Payment**").
6. Assuming satisfaction or waiver of the Condition (as defined below), on the Redemption Date, the Redemption Payment will become due and payable upon the Notes and, unless the Issuer defaults in making the Redemption Payment, interest on the Notes shall cease to accrue on and after the Redemption Date.

Notwithstanding anything herein to the contrary, the Issuer's obligation to redeem the Notes on the Redemption Date is subject to, and conditioned upon the completion of the acquisition by CTC AcquiCo GmbH of CeramTec Holding GmbH from Faenza Luxembourg s.à r.l. on or prior to the Redemption Date (the "**Condition**"). Accordingly, in the Issuer's sole discretion, the Redemption Date and the corresponding Record Date may be moved to such earlier or later time as specified by the Issuer or the redemption may not occur and the notice may be rescinded in the event that the Condition is not satisfied (or waived by the Issuer in its sole discretion) by the Redemption Date, or by the Redemption Date as so moved; **provided** that, in each case, the Issuer sends a supplemental notice to this Notice indicating the new redemption date and corresponding record date as so moved. In addition, the Issuer may elect to send one or more additional notices of redemption, which shall not affect the continuing validity of this Notice (or any supplemental notice thereto).

Payment of the Redemption Payment in respect of definitive registered Notes will only be made upon presentation and surrender of the Notes to the Paying Agent at the place set forth below:

**Paying Agent**

Elavon Financial Services DAC, UK Branch  
5<sup>th</sup> Floor, 125 Old Broad Street  
London EC2N 1AR  
United Kingdom

The method of delivery is at the option and risk of the Holder. Payment of the Redemption Payment in respect of any Notes that are held in book-entry form will be made to the relevant clearing system, which will distribute such payments to participants in accordance with their customary procedures. Subject to the satisfaction or waiver of the Condition, on the Redemption Date, the Redemption Payment will become due and payable.

The Common Code and ISIN numbers are included solely for the convenience of the Holders. The Issuer is not responsible for the use or selection of these numbers, nor is any representation made as to the correctness or accuracy of such numbers printed on the Notes or as listed in this Notice of Conditional Redemption. Reliance may be placed only on other identification numbers printed on the Notes.

Any questions regarding this Notice of Conditional Redemption should be directed to the Issuer.

Notice issued by:  
CeramTec Group GmbH