

**CeramTec Group GmbH**

**SUPPLEMENTAL NOTICE OF CONDITIONAL REDEMPTION  
TO  
NOTICE OF CONDITIONAL REDEMPTION IN FULL OF  
€306,700,000 8.25% Senior Notes due 2021 (the "Notes")  
ISSUED ON JANUARY 19, 2018**

Dated: February 27, 2018

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.

The Issuer hereby provides supplemental notice of conditional redemption (the "**Supplemental Notice of Conditional Redemption**") to the original notice of conditional redemption issued on January 19, 2018 pursuant to 5.04 of the Indenture (the "**Original Notice**"). This Supplemental Notice of Conditional Redemption supplements the Original Notice. The Issuer hereby provides notice of the following supplemental information relating to the redemption of the Notes, in whole:

1. The revised redemption date shall be March 8, 2018 or such other date as determined by the Issuer pursuant to the terms hereof (the "**Revised Redemption Date**").
2. The revised record date shall be March 7, 2018 (the "**Revised 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 Revised Redemption Date in an amount equal to €1,616,564.58 per €306,700,000.00 principal amount of Notes plus Additional Amounts, if any (together with the Redemption Price, the "**Revised Redemption Payment**").

6. Assuming satisfaction or waiver of the Condition (as defined below), on the Revised Redemption Date, the Revised Redemption Payment will become due and payable upon the Notes and, unless the Issuer defaults in making the Revised Redemption Payment, interest on the Notes shall cease to accrue on and after the Revised Redemption Date.

Notwithstanding anything herein to the contrary, the Issuer's obligation to redeem the Notes on the Revised 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 Revised Redemption Date (the "**Condition**"). Accordingly, in the Issuer's sole discretion, the Revised Redemption Date and the corresponding Revised 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 Revised Redemption Date, or by the Revised Redemption Date as so further moved; **provided** that, in each case, the Issuer sends a supplemental notice to this Supplemental Notice of Conditional Redemption 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 Supplemental Notice of Conditional Redemption (or any supplemental notice thereto).

Payment of the Revised 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 Revised 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 Revised Redemption Date, the Revised 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 Supplemental Notice of Conditional Redemption or the Original Notice. Reliance may be placed only on other identification numbers printed on the Notes.

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

Supplemental Notice issued by:  
CeramTec Group GmbH