



## The Chemours Company Announces Conditional Cash Tender Offer And Consent Solicitation Of Up To \$250,000,000 Of 6.625% Senior Notes Maturing In 2023

May 21, 2018

WILMINGTON, Del., May 21, 2018 /PRNewswire/ -- The Chemours Company ("**Chemours**") (NYSE: CC), a global chemistry company with leading market positions in fluoroproducts, chemical solutions and titanium technologies, today announced that it has commenced a tender offer (the "**Tender Offer**") to purchase for cash up to \$250,000,000 (the "**Tender Cap**") of its outstanding 6.625% senior notes due 2023 (the "**Notes**").

In connection with the Tender Offer, Chemours is also soliciting consents (the "**Consents**") from holders of the Notes (the "**Consent Solicitation**") to proposed amendments to the indenture, dated as of May 12, 2015 (the "**Base Indenture**"), as supplemented by the first supplemental indenture, dated May 12, 2015, which governs the Notes (the "**First Supplemental Indenture**" and, together with the Base Indenture, the "**Indenture**"), providing for the shortening of the minimum notice periods under the Indenture for the optional redemption of the Notes by Chemours (the "**Proposed Amendments**"). In the event of any proration of the Notes, the Consents delivered shall be null and void. Concurrently with the commencement of the Tender Offer and Consent Solicitation, Chemours also commenced a tender offer and consent solicitation with respect to its 6.125% Senior Notes due May 15, 2023, upon terms and subject to the conditions set forth in a separate offer to purchase and consent solicitation statement.

The terms and conditions of the Tender Offer and Consent Solicitation are described in an Offer to Purchase and Consent Solicitation Statement, dated May 21, 2018 (the "**Offer to Purchase and Consent Solicitation Statement**") and related Letter of Transmittal and Consent (collectively, the "**Offer Documents**"). The following table summarizes the material pricing terms of the Tender Offer.

CUSIP / ISIN	Outstanding Principal Amount	Title of Notes	Early Tender Payment (1)(2)	Tender Offer Consideration (1)(3)	Total Consideration (1)(3)
<i>Registered Notes:</i> CUSIP: 163851AB4 ISIN: US163851AB45	US\$1,157,910,000	6.625% Senior Notes due May 15, 2023	\$30.00	\$1,022.50	\$1,052.50
<i>Rule 144A Notes:</i> CUSIP: 163851AA6 ISIN: US163851AA61					
<i>Regulation S Notes:</i> CUSIP: U16309AA1 ISIN: USU16309AA13					

- (1) Per \$1,000 principal amount of Notes tendered and accepted for purchase.
- (2) Included in the Total Consideration for Notes tendered and accepted for purchase at or prior to the Early Tender Deadline.
- (3) Does not include accrued and unpaid interest that will be paid on the Notes accepted for purchase.

The Tender Offer and Consent Solicitation will expire at Midnight, New York City time, at the end of June 18, 2018, unless extended or earlier terminated by Chemours (the "**Expiration Date**"). No tenders submitted after the Expiration Date will be valid. Subject to the terms and conditions of the Tender Offer, including the Tender Cap and proration, holders of Notes that are validly tendered (and not validly withdrawn) at or prior to 5:00 p.m., New York City time, on June 4, 2018 (such date and time, as it may be extended, the "**Early Tender Deadline**") and accepted for purchase pursuant to the Tender Offer will be eligible to receive the Total Consideration set forth in the table above, which includes the Early Tender Payment set forth in the table above. Holders of Notes tendering their Notes after the Early Tender Deadline and prior to the Expiration Date will only be eligible to receive the Tender Offer Consideration set forth in the table above, which is the Total Consideration less the Early Tender Payment.

In addition, holders of all Notes validly tendered and accepted for purchase pursuant to the Tender Offer will receive accrued and unpaid interest on such Notes from the last interest payment date with respect to such Notes to, but not including, the applicable Settlement Date (as such term is defined in the Offer to Purchase and Consent Solicitation Statement).

The consummation of the Tender Offer and Consent Solicitation are subject to, and conditioned upon, the satisfaction or waiver of certain conditions described in the Offer to Purchase and Consent Solicitation Statement, including, among others, Chemours consummating the New Debt Financing (as defined in the Offer to Purchase and Consent Solicitation Statement) on terms

satisfactory to it, and having funds available therefrom that will allow it to purchase the Notes pursuant to the Tender Offer.

In order for the Proposed Amendments to be adopted, Consents must be received in respect of a majority of the aggregate principal amount of the Notes then outstanding (excluding Notes held by Chemours or its affiliates) (the "**Requisite Consents**"). Assuming receipt of the Requisite Consents, Chemours expects to execute and deliver a supplemental indenture to the Indenture giving effect to the Proposed Amendments, promptly following the receipt of the Requisite Consents. The supplemental indenture will become effective upon execution, but will provide that the Proposed Amendments will not become operative unless Chemours accepts the Notes satisfying the Requisite Consents in the Tender Offer. In the event of any proration of the Notes, the Consents delivered shall be null and void.

Any Notes validly tendered and related Consents validly delivered may be withdrawn or revoked from the Tender Offer and the Consent Solicitation at or prior to the Early Tender Deadline. Any Notes validly tendered and related Consents validly delivered on or prior to the Early Tender Deadline that are not validly withdrawn or revoked prior to the Early Tender Deadline may not be withdrawn or revoked thereafter, except as required by law. In addition, any Notes validly tendered and related consents validly delivered after the Early Tender Deadline may not be withdrawn or revoked, except as required by law.

Subject to the satisfaction or waiver of the conditions to the Tender Offer, if Chemours accepts for purchase any Notes and Consents validly tendered or delivered and not validly withdrawn or revoked on or prior to the Early Tender Deadline, such Notes and Consents will be accepted for purchase in priority to other Notes and Consents validly tendered or delivered pursuant to the Tender Offer and Consent Solicitation after the Early Tender Deadline. **Accordingly, if the Tender Cap is reached on or prior to the Early Tender Deadline, no Notes and Consents that are validly tendered or delivered after the Early Tender Deadline will be accepted for purchase and any Notes and Consents accepted for purchase on the Early Settlement Date will be accepted on a prorated basis up to the amount of the Tender Cap.**

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

Citigroup Global Markets Inc. is the dealer manager (the "**DealerManager**") in the Tender Offer and Consent Solicitation. Global Bondholder Services Corporation has been retained to serve as both the depository and the information agent (the "**Depository and Information Agent**") for the Tender Offer and Consent Solicitation. Questions regarding the Tender Offer and Consent Solicitation should be directed to Citigroup Global Markets Inc. at (800) 558-3745 (U.S. Toll-Free) or (212) 723-6106 (Collect). Requests for copies of the Offer to Purchase and Consent Solicitation Statement and other related materials should be directed to Global Bondholder Services Corporation at (email) [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com), (866) 470-4200 (U.S. Toll-Free), (212) 430-3774 (Banks and Brokers) or at <http://www.gbsc-usa.com/Chemours/> (website).

None of Chemours, its board of directors, the Dealer Manager, the Depository and Information Agent, the Trustee under the Indenture, the Paying Agent under the Indenture or the Registrar and Transfer Agent under the Indenture or any of Chemours' affiliates, makes any recommendation as to whether holders of the Notes should tender any Notes in response to the Tender Offer and Consent Solicitation. The Tender Offer and Consent Solicitation are made only by the Offer Documents. The Tender Offer and Consent Solicitation are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the Tender Offer and Consent Solicitation are required to be made by a licensed broker or dealer, the Tender Offer and Consent Solicitation will be deemed to be made on behalf of Chemours by the Dealer Manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

### **About The Chemours Company**

The Chemours Company (NYSE: CC) helps create a colorful, capable and cleaner world through the power of chemistry. Chemours is a global leader in fluoroproducts, chemical solutions and titanium technologies, providing its customers with solutions in a wide range of industries with market-defining products, application expertise and chemistry-based innovations. Chemours ingredients are found in plastics and coatings, refrigeration and air conditioning, mining and general industrial manufacturing. Our flagship products include prominent brands such as Teflon™, Ti-Pure™, Krytox™, Viton™, Opteon™, Freon™ and Nafic. Chemours has approximately 7,000 employees and 26 manufacturing sites serving approximately 4,000 customers in North America, Latin America, Asia-Pacific and Europe.

Chemours is headquartered in Wilmington, Delaware and is listed on the NYSE under the symbol CC. For more information please visit [chemours.com](http://chemours.com).

### **Forward-Looking Statements**

This press release contains certain forward-looking information and forward-looking statements as defined in applicable securities laws (collectively referred to as "**forward-looking statements**"). Forward-looking statements include: statements regarding the terms and timing for completion of the Tender Offer and Consent Solicitation, including the acceptance for purchase of any Notes validly tendered and any related Consents validly delivered, the expected Early Tender Deadline, Expiration Date and Settlement Dates thereof, and the satisfaction or waiver of certain conditions of the Tender Offer and Consent Solicitation and statements regarding the terms and timing of the New Debt Financing.

Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of Chemours to be materially different from those expressed or implied by the forward-looking statements. Factors that may cause actual results to vary include, but are not limited to, inadequate investor response on

adequate terms to the New Debt Financing intended to satisfy the conditions of the Tender Offer and Consent Solicitation, conditions in financial markets and investor response to Chemours' Tender Offer and Consent Solicitation.

Readers are cautioned against unduly relying on forward-looking statements. Forward-looking statements are made as of the date of the relevant document and, except as required by law, Chemours undertakes no obligation to revise or update, publicly or otherwise, any forward-looking statements, whether as a result of new information or future events or otherwise.

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