



FOR IMMEDIATE RELEASE

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### **Rain Carbon Inc. Announces Launch of Senior Secured Notes Offering**

**Stamford, CT** – March 16, 2017 –Rain Carbon Inc. (“**RCI**”) announced today that it has commenced an offering of \$550 million aggregate principal amount of senior secured notes due 2025, to be co-issued by Rain CII Carbon LLC and CII Carbon Corp., each a wholly-owned subsidiary of RCI (together, the “**Issuers**”). The notes will be guaranteed by RCI and its wholly-owned, domestic restricted subsidiaries (other than the Issuers) and any other subsidiaries of RCI that guarantee the Issuers’ existing senior secured notes due 2021.

RCI intends to use the net proceeds of the notes to refinance borrowings under its revolving credit facility, to repurchase or redeem any and all of the Issuers’ 8.00% senior secured notes due 2018, to repurchase or redeem a portion of the Issuers’ 8.25% U.S. dollar-denominated senior secured notes due 2021 and to pay all fees and expenses associated therewith.

The notes and the related guarantees will only be offered to qualified institutional buyers in the United States pursuant to Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and outside the United States pursuant to Regulation S under the Securities Act. The notes and the related guarantees have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. There is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such offering or sale would be unlawful. The notes will not be registered under the Securities Act, and may not be offered or sold in the United States without registration under the Securities Act or pursuant to an applicable exemption from such registration. There shall not be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

### **About RCI**

RCI is a leading vertically integrated global producer of a diversified portfolio of carbon-based and chemical products that are essential raw materials for staples of everyday life. RCI operates in two business segments: carbon and chemicals. RCI’s carbon business segment converts the by-products of oil refining and steel production into high-value carbon-based products that are critical raw materials for the aluminum, graphite, carbon black, wood preservation, titanium dioxide, refractory and several other global industries. RCI’s chemicals business segment extends the value chain of its carbon processing through the downstream refining of a portion of this output into high-value chemical products that are critical raw materials for the specialty chemicals, coatings, construction, petroleum and several other global industries. RCI has longstanding relationships with most of its major customers, including several of the largest companies in the global aluminum, graphite and specialty chemicals industries, and with most of its major raw material suppliers, including several of the world’s largest oil refiners and steel producers. RCI’s scale and process sophistication provides it the flexibility to capitalize on market opportunities by selecting from a wide

range of raw materials, adjusting the composition of its product mix and producing products that meet exacting customer specifications, including several specialty products. RCI's production facility locations and integrated global logistics network also strategically position it to capitalize on market opportunities by addressing raw material supply and product demand on a global basis in both established and emerging markets.

### **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 Issuers' plan to issue the notes.

Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of RCI to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that may cause actual results to vary include, but are not limited to, risks relating to the closing of Issuers' offering of the notes, conditions in financial markets and investor response to the Issuers' offering of notes.

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, RCI undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise.