



**Emerald Plantation Holdings Limited**

**(the "Company")**

**Execution of Supplemental Indenture dated February 20, 2014**

On 25 November 2013, the Company launched a consent solicitation (the "**Consent Solicitation**") to holders (the "**Noteholders**") of its US\$300,000,000 6.00% Guaranteed Senior Notes Due 2020 (CUSIP No. 29101W AA4) (the "**Notes**"). The Consent Solicitation expired at 11:59 p.m., New York City time, on 19 December 2013 and was not extended. During the Consent Solicitation, Noteholders holding sufficient percentages of the outstanding Notes to meet the required voting thresholds voted in favor of each of the four proposed amendments to the indenture dated 30 January 2013 (as amended, the "**Indenture**") between the Company, Computershare Trust Company, N.A., as trustee and security trustee, and the initial subsidiary guarantors listed therein, pursuant to which the Company issued the Notes.

On 20 February 2014, the Company and the other parties to the Indenture entered into a second supplemental indenture (the "**Supplemental Indenture**") to amend the Indenture. The Supplemental Indenture includes the amendments approved by the Noteholders during the Consent Solicitation. The Supplemental Indenture amends the Indenture by:

- (a) changing various parts of the Indenture to allow for purchase, issuance and redemption of Notes in minimum denominations of US\$1.00 principal amount and any multiple of US\$1.00 in excess thereof instead of minimum denominations of US\$2,000.00 and integral multiples of US\$1,000.00;
- (b) deleting "Restricted Subsidiary" and replacing it with "Subsidiary Guarantor" in clause (1) of the definition of "Asset Disposition";
- (c) deleting "Restricted Subsidiaries" and replacing it with "Subsidiary Guarantors" in clause (2) of the definition of "Asset Disposition";
- (d) deleting "Asset Disposition" and replacing it with "sale or other disposition" in the definition of "Entire Sale Transaction";
- (e) deleting the Fixed Charge Coverage Ratio limitation on Asset Sales that constitute Asset Dispositions (each as defined in the Indenture) from Section 4.15;
- (f) replacing "outstanding" with the defined term "Outstanding" in Section 9.02(c); and

- (g) adding a new subsection to Section 11.11(a), allowing for Subsidiary Guarantees (as defined in the Indenture) to be released upon or in connection with the solvent liquidation of any Subsidiary Guarantor (as defined in the Indenture) within the jurisdiction where such Subsidiary Guarantor is organized.

The Company will send copies of the Supplemental Indenture to Noteholders upon request. For the convenience of Noteholders, a copy of the Supplemental Indenture and a conformed copy of the Indenture incorporating all amendments through the date of the Supplemental Indenture are available [here](#). Questions concerning the Supplemental Indenture should be directed to the Company at [info@emerald-plantation.com](mailto:info@emerald-plantation.com).

**This announcement is for information purposes only and is not an offer to purchase or sell, a solicitation of an offer to purchase or sell or a solicitation of consents with respect to any securities.**

**Emerald Plantation Holdings Limited**

21 February 2014