

SAO PAULO, Oct. 28, 2013 /PRNewswire/ -- Hypermarcas S.A. ("Hypermarcas") today announced the commencement of a cash tender offer (the "Tender Offer") to purchase up to an aggregate amount of U.S. \$300 million (such amount, as the same may be increased in the sole discretion of Hypermarcas, the "Maximum Tender Amount") of its U.S. \$750 million 6.500% Senior Notes due 2021 (the "Notes"). The terms and conditions of the Tender Offer are described in Hypermarcas' Offer to Purchase (the "Offer to Purchase") and the related Letter of Transmittal, each dated today.

Subject to the Maximum Tender Amount and the other terms and conditions described in the Offer to Purchase and the Letter of Transmittal, the Tender Offer will expire, unless earlier terminated by Hypermarcas in its sole discretion, at Midnight, New York City time, on November 25, 2013

, unless extended by Hypermarcas (such time and date, as the same may be extended, the "Expiration Date"). Holders of the Notes who validly tender their Notes at or prior to 5:00 p.m.

,  
New York City

time, on

November 8, 2013

, unless extended by Hypermarcas (such time and date, as the same may be extended, the "Early Tender Date") and do not validly withdraw such Notes, will be eligible to receive the Total Consideration (as defined below), which includes the Early Participation Payment (as defined below). In addition to the consideration, accrued and unpaid interest on the purchased Notes will be paid from the last interest payment date to, but not including, the settlement date for such purchased Notes. The settlement dates for the Tender Offer will follow three business days after the Early Tender Date and Expiration Date, respectively.

The "Total Consideration" for each U.S.\$1,000 principal amount of the Notes validly tendered at or prior to the Early Tender Date and accepted for purchase pursuant to the Tender Offer will be U.S. \$1,067.50. The Total Consideration includes

an early participation payment equal to U.S.

\$30

for each U.S.

\$1,000

principal amount of the Notes validly tendered at or prior to the Early Tender Date and accepted for purchase pursuant to the Tender Offer (the "Early Participation Payment"). Holders of the

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Notes who tender Notes after the Early Tender Date but at or prior to the Expiration Date and whose Notes are accepted for purchase will not be entitled to receive the Early Participation Payment and will therefore be entitled to receive, for each U.S.

\$1,000

principal amount of Notes tendered, U.S.

\$ 1,037.50

(the "Tender Offer Consideration").

If the aggregate principal amount of Notes tendered exceeds the Maximum Tender Amount, the acceptance of any tendered Notes will be subject to proration, as described in the Offer to Purchase.

Tendered Notes may be withdrawn from the Tender Offer at or prior to 5:00 p.m., New York City time, on November 8, 2013

(such date and time, as it may be extended, the "Withdrawal Deadline"). Holders of Notes who validly tender their Notes after the Withdrawal Deadline but before the Expiration Date may not withdraw their Notes except in the limited circumstances described in the Offer to Purchase.

The Dealer Managers for the Tender Offer are Bradesco BBI, Citigroup and Morgan Stanley. Questions regarding the Tender Offers may be directed to Bradesco BBI at (212) 888-9145 (collect); Citigroup at (800) 558-3745 (toll-free) or (212) 723-6106 (collect); or Morgan Stanley at (800) 624-1808 (toll free) or (212) 761-1057 (collect).

Copies of the Offer to Purchase and the Letter of Transmittal are being mailed to holders of the Notes. Additional copies of the Offer to Purchase or the Letter of Transmittal may be obtained from the Information and Tender Agent, Global Bondholder Services Corporation at (866) 924-2200 (toll-free) or (212) 430-3774 (collect) or in writing at 65 Broadway, Suite 404, New York, NY 10006.

The Tender Offer is subject to the satisfaction of certain conditions set forth in the Offer to Purchase and the related Letter of Transmittal. If any of the conditions are not satisfied, Hypermecas will not be obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered Notes, in each event subject to applicable laws and may terminate the Tender Offer. The Tender Offer is not conditioned on the tender of a

minimum principal amount of Notes.

## **About Hypermarcas**

Hypermarcas is one of the largest consumer goods companies and the leading healthcare consumer company funded with Brazilian capital, with one of the largest and most diversified portfolio of consumer brands in Brazil, including a number of leading brands in the pharmaceutical, beauty and personal care segments. Its major brands have established high levels of consumer awareness and strong national retail distribution across all major channels, including pharmacies and supermarkets.

## **Certain Information Regarding the Tender Offer**

The information in this press release describing Hypermarcas' Tender Offer is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Notes in the Tender Offer. The Tender Offer is being made only pursuant to the Offer to Purchase and the related materials that Hypermarcas will distribute to holders of the Notes. The Tender Offer is not being made in any jurisdiction in which the making of or acceptance thereof would not be in compliance with the securities laws, blue sky laws or other laws of such jurisdiction. Holders of the Notes should read the Offer to Purchase and the related materials carefully because they contain important information, including the various terms and conditions of the Tender Offer. None of Hypermarcas, the Dealer Managers or the Information and Tender Agent make any recommendation as to whether holders should tender or refrain from tendering their Notes. Holders must make their own decision as to whether to tender notes and, if so, the principal amount of the Notes to tender.

SOURCE Hypermarcas S.A.