

**BITÈ FINANCE INTERNATIONAL (CAYMAN) LTD. AND BITÈ FINANCE INTERNATIONAL B.V.  
ANNOUNCE OFFER TO PURCHASE AND CONSENT SOLICITATION**

**Issuer's Registered address:** **Bitè Finance International B.V.**  
Laan van Kronenburg 8  
1183 AS Amstelveen  
The Netherlands

**BidCo's Registered address:** **Bitè Finance International (Cayman) Ltd.**  
3<sup>rd</sup> Floor, 113 South Church Street  
George Town  
Grand Cayman

**February 18, 2009.** Bitè Finance International (Cayman) Ltd. (the "**BidCo**"), a company organized under the laws of the Cayman Islands, has today commenced an offer to purchase for cash (the "**Offer**") any and all of the €110,000,000 aggregate principal amount of the outstanding Senior Subordinated Floating Rate Notes due 2017 (the "**Notes**") of Bitè Finance International B.V. (the "**Issuer**").

Simultaneously, the Issuer is soliciting consents (the "**Consent Solicitation**") from holders of the Notes ("**Holders**") to certain proposed amendments (the "**Proposed Amendments**") with respect to the indenture dated as of March 9, 2007 pursuant to which the Notes were issued (the "**Indenture**"), between the Issuer, Deutsche Trustee Company Limited, as trustee (the "**Trustee**"), Paying Agent, Registrar and Transfer Agent, and Deutsche Bank Luxembourg S.A., as Luxembourg Paying Agent.

Holders wishing to consent to the Proposed Amendments may either:

- a) tender their Notes pursuant to the Offer to Purchase (as defined below) and thereby deliver related consents pursuant to the Consent Solicitation; or
- b) deliver consents without tendering the related Notes pursuant to the Consent Solicitation.

The Offer and the Consent Solicitation are subject to the terms and conditions more fully described in the Offer to Purchase dated February 18, 2009 (the "**Offer to Purchase**") and the Consent Solicitation Statement dated February 18, 2009 (the "**Consent Solicitation Statement**").

The following table provides information with respect to the Notes and summarizes terms material to the determination of the Total Consideration, the Purchase Price, the Early Tender Fee and the Consent Payment, each as defined below:

<b>Title of Securities</b>	<b>ISIN</b>	<b>Outstanding Principal Amount</b>	<b>Total Consideration</b>	<b>Purchase Price</b>	<b>Early Tender Fee</b>	<b>Consent Fee</b>
SENIOR SUBORDINATED FLOATING RATE NOTES DUE 2017	XS0289688334 / XS0289690157	€110,000,000	€350 per €1,000 principal amount	€320 per €1,000 principal amount	€30 per €1,000 principal amount	€0.01 per €1,000 principal amount

Certain Holders who hold or beneficially own approximately 45% of the Notes (the "**Consenting Noteholders**") have agreed (the "**Tender and Consent Agreement**"), subject to the terms and conditions of a lock up agreement among the Consenting Noteholders and the Issuer, to validly tender (and not withdraw) their Notes in the Offer and to deliver their consents in the Consent Solicitation.

The Offer and Consent Solicitation each commence on February 18, 2009, and will expire at 4:00 p.m., London time, on March 18, 2009, unless extended or earlier terminated (the “**Expiration Time**”). Holders who wish to receive the Total Consideration must validly tender their Notes on or prior to 4:00 p.m. London time on March 4, 2009, which date and time, as may be extended, we refer to as the “**Early Tender Deadline**.” Holders who tender their Notes after the Early Tender Deadline but prior to the Expiration Time will be eligible to only receive the Purchase Price. Notes tendered on or prior to the Early Tender Deadline may be withdrawn at any time on or prior to the Early Tender Deadline but may not be withdrawn after the Early Tender Deadline. Notes tendered after the Early Tender Deadline may not be withdrawn.

The Issuer will pay a consent fee (the “**Consent Fee**”) to Holders of €0.01 per €1,000 principal amount of Notes for which consents are delivered and not validly revoked at or prior to the Expiration Time or for which consents are deemed to be delivered in connection with the tendering of Notes in the Offer; provided that the conditions to the Consent Solicitation are satisfied.

Holders who tender their Notes pursuant to the Offer shall be deemed to have delivered their consents to the Consent Solicitation. Furthermore, Holders who tender their Notes shall not be entitled to revoke their consents unless such Holder(s) validly withdraws its Notes simultaneously in accordance with the terms and conditions of the Offer. All consents delivered and Notes tendered remain valid and subject to revocation in accordance with the terms and conditions of the Consent Solicitation Statement or the Offer to Purchase, as applicable.

The Proposed Amendments would, among other things, eliminate or modify substantially all of the restrictive covenants, certain reporting obligations, certain events of default and related provisions in the Indenture that limit the Issuer’s flexibility in conducting its business and would release the liens on the collateral securing the Notes.

Adoption under the Indenture of the Proposed Amendments (other than those relating to the release of collateral) requires the consent of the Holders of at least a majority in aggregate principal amount of the then outstanding Notes. Adoption under the Indenture of the Proposed Amendments relating to the release of collateral requires the consent of Holders of at least 90% in aggregate principal amount of the then outstanding Notes (the “**Required Consents**”).

The Proposed Amendments will become effective at the Effective Time, but only if certain conditions are satisfied or waived, including, but not limited to:

- (i) receipt of the consents from Holders representing at least 90% in aggregate principal amount of then outstanding Notes (the “**Required Consent Condition**”);
- (ii) the Offer successfully closing in accordance with its terms; and
- (iii) certain customary conditions set forth in the Consent Solicitation Statement.

Subject to the requirements of applicable law and certain contractual obligations (including under the Tender and Consent Agreement), the Issuer reserves the right, in its sole discretion, to waive any and all conditions of the Consent Solicitation.

The Issuer anticipates that, promptly after receipt of the Required Consents on or prior to the Expiration Time, the Issuer will give notice to the Trustee that the Required Consents have been received and the Issuer and the Trustee will execute a supplemental indenture to the Indenture (the “**Supplemental Indenture**”); provided that if the Issuer waives the Required Consent Condition but accepts consents from Holders of at least a majority in aggregate principal amount of Notes, the Trustee and the Issuer may enter into the Supplemental Indenture solely with respect to those Proposed Amendments which can be effected with a majority of consents; and provided further that the Supplemental Indenture will not become effective for the Issuer’s benefit unless and until the Consent Fees are paid and all Notes that have been accepted for tender are purchased and paid for pursuant to the Offer to Purchase (the “**Effective Time**”).

From and after the Effective Time, each present and future Holder of the Notes will be bound by the Proposed Amendments whether or not such Holder delivered consents. Non-consenting Holders (whether or not they have properly given consents or otherwise affirmatively objected to the Proposed Amendments) will not be entitled to any rights of appraisal or similar rights of dissenters (whether pursuant to the Indenture, the Issuer’s

organizational instruments or applicable provisions of law) with respect to the adoption of the Proposed Amendments.

The Issuer and BidCo have appointed Deutsche Bank AG, London Branch as the sole Dealer Manager and Solicitation Agent and Lucid Issuer Services Limited as the Information and Tabulation Agent for the Offer and the Consent Solicitation. Requests for documents may be directed to the Information and Tabulation Agent: Lee Pellicci/Yves Theis, Tel: +44 20 7704 0880, Fax: +44 20 7067 9098. Any questions or requests for assistance regarding the Offer and Consent Solicitation may be directed to the Dealer Manager and Solicitation Agent:

**Dealer Manager and Solicitation Agent:**

Deutsche Bank AG, London Branch  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom  
Attn: Liability Management Group  
Tel: +44 (0) 20 7545 8011  
Email: liability.management@db.com

**Information and Tabulation Agent:**

Lucid Issuer Services  
Leroy House  
436 Essex Road  
London N1 3QP  
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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This announcement includes forward-looking statements. All statements other than statements of historical fact included in this announcement regarding the financial condition or plans of the Issuer to increase revenues and statements regarding other future events or prospects are forward-looking statements. The words “may”, “will”, “expect”, “anticipate”, “believe”, “future”, “aim”, “continue”, “help”, “estimate”, “plan”, “intend”, “should”, “shall” or the negative or other variations of them as well as other statements regarding matters that are not historical fact are or may constitute forward-looking statements. The Issuer has based these forward-looking statements on management’s current view with respect to future events and financial performance. These views reflect the best judgment of our executives but involve a number of risks and uncertainties. Although the Issuer believes that the estimates and the projections reflected in the forward-looking statements are reasonable, such estimates and projections may prove to be incorrect, and the Issuer’s actual results may differ from those described in our forward-looking statements and from past results, performance or achievements as a result of these risks, uncertainties and assumptions. All forward-looking statements in this announcement are qualified in their entirety by this cautionary statement.

The Issuer does not intend to update or revise any forward-looking statements whether as a result of new information, future events or otherwise. All forward-looking statements contained in this announcement and all subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this announcement. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements.

**DISCLAIMER**

This announcement must be read in conjunction with the Consent Solicitation Statement and Offer to Purchase. This announcement and the Consent Solicitation Statement and Offer to Purchase contain important information which should be read carefully before any decision is made with respect to the Proposed Amendments or the Offer. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Proposed Amendments or the tender of Notes, it is recommended to seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to consent to the Proposed Amendments or tender its Notes. None of the Issuer, the Trustee, the Solicitation Agent or the Tabulation Agent makes any recommendation whether Holders of Notes should consent to the Proposed Amendments or tender their Notes.

Any deadlines set by any intermediary will be earlier than the deadlines specified in the Consent Solicitation Statement.

## OFFER RESTRICTIONS

The distribution of this press release and the distribution of the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this press release or the Offer to Purchase comes are required by BidCo, the Issuer, the Dealer Manager and the Tabulation Agent to inform themselves about, and to observe, any such restrictions.

Neither the Dealer Manager nor the Tabulation Agent referred to herein (or their respective directors, employees or affiliates) has separately verified the information contained in the Offer to Purchase or the Consent Solicitation Statement and nor do they make any representations or recommendations whatsoever regarding the Offer to Purchase, the Offer, the Consent Solicitation or the Consent Solicitation Statement or accept any liability or responsibility as to the accuracy or completeness of the information contained in the Offer to Purchase or the Consent Solicitation Statement. Neither the Dealer Manager, in its capacity as Dealer Manager, nor the Tabulation Agent, in its capacity as Tabulation Agent, is an agent of BidCo or the Issuer or owes any duty to any holder of Notes.

The Offer does not constitute an offer to buy or the solicitation of an offer to sell Notes in any circumstances in which such offer is unlawful.

### Italy

The Offer is not being made in the Republic of Italy. The Offer and the Offer to Purchase have not been submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (CONSOB) pursuant to Italian laws and regulations. Accordingly, Holders are hereby notified that, to the extent such Holders are persons resident and/or located in the Republic of Italy, the Offer is not available to them and they may not tender Notes in respect of the Offer and, as such, any tenders received from or on behalf of such Holders shall be ineffective and void. Neither the Offer to Purchase nor any other solicitation material relating to the Offer or the Notes may be distributed or made available in the Republic of Italy.

### United Kingdom

The communication of the Offer to Purchase is not being made, and the Offer to Purchase has not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Market Act 2000. Accordingly, the Offer to Purchase is not being distributed to, and must not be passed on to, the general public in the United Kingdom. Rather, the communication of the Offer to Purchase as a financial promotion is only being made by BidCo to, and is directed only at: (a) persons outside the United Kingdom; (b) those persons falling within the definition of Investment Professionals (contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order")) or within Article 43(2) of the Order; or (c) any person to whom it may otherwise lawfully be made in accordance with the Order (such persons together being "relevant persons").

### Belgium

The Offer is not being made, directly or indirectly, to the public in Belgium. The Offer to Purchase has not been and will not be submitted to nor approved by the Belgian Banking, Finance and Insurance Commission (*Commission Bancaire, Financière et des Assurances/Commissie voor het Bank, Financie en Assurantiewezzen*) and accordingly may not be used in connection with any solicitation in Belgium except as may otherwise be permitted by Belgian law. Accordingly, the Offer may not be advertised and neither the Offer to Purchase nor any such documents or materials may be distributed or made available in Belgium other than to qualified investors, as referred to in Article 6 of the Law of 1 April 2007 on public acquisition offers acting for their own account.

### France

The Offer is not being made, directly or indirectly, to the public in the Republic of France ("France"). Neither the Offer to Purchase nor any other documents or materials relating to the Offer have been or will be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offer. The Offer to Purchase has not been and will not be submitted to nor approved by the *Autorité des Marchés Financiers*.