

The logo for Jacob Holm, featuring the company name in white serif font on a dark blue rectangular background. To the right of the name is a red and white diamond-shaped icon with a white outline and a red fill, and a small registered trademark symbol (®) is positioned below the 'm'.

## Summary

Jacob Holm & Sønner Holding A/S

FRN Jacob Holm & Sønner Holding A/S Senior Secured Callable Bond Issue 2017/2022  
ISIN NO 001 0788920

Manager:



December 14, 2017

## Summary

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

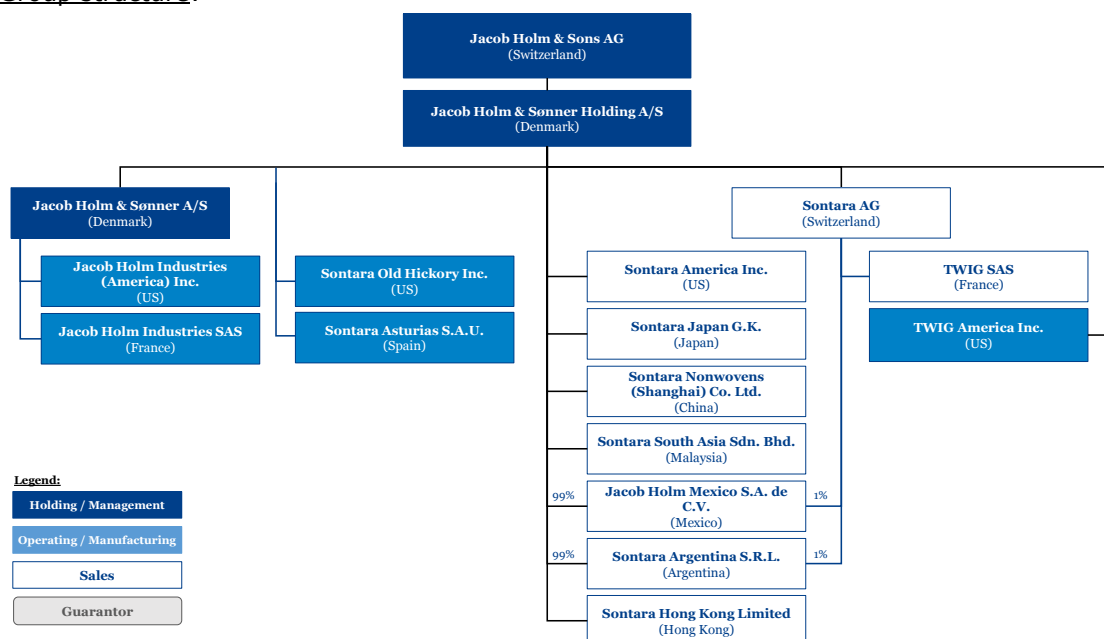
### Section A – Introduction and warnings

Element	Disclosure requirement	Comments
A.1	Warnings	This summary should be read as an introduction to the Prospectus. Any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation in its Member State, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Resale and final placement by financial intermediaries	Not applicable. No resale will take place. No financial intermediaries will be used for the final placement of the Bonds.

### Section B – Issuer and any guarantor

Element	Disclosure requirement	Comments
B.1	Legal and commercial name	The legal name of the Issuer is Jacob Holm & Sønner Holding A/S, the commercial name is Jacob Holm.
B.2	Domicile, legal form, legislation, country of incorporation	The Issuer, Jacob Holm & Sønner Holding A/S, is a Danish public limited liability company incorporated on 2 November 2004 and regulated by the Danish Companies Act and supplementing Danish laws and regulations. The Issuer is registered in the Danish Business Agency (Erhvervsstyrelsen) with CVR-number 28156960. The Issuer's registered address is c/o Accura Advokatpartnerselskab Tuborg Boulevard 1, 2900 Hellerup, Denmark.
B.4	Known trends affecting the Issuer and the Guarantors and their industries	Besides the current tight competitive situation in specific applications such as commodity baby wipes and flushable substrates in North America and the pending renewal of utility supply agreements, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's or Guarantors prospects for at least the current financial year.
B.5	A description of the Group and the Issuer's position within the Group	The Issuer is a holding company and its primary activity is to hold shares or other equity interests in its subsidiaries which conduct the operations of the Group and own all operating assets.

Group structure:



100% ownership, unless stated otherwise. Sontara AG also performs sourcing activities for the Sontara® segment.

B.9	Profit forecast or estimate	Not applicable.
B.10	Qualifications in the audit report	Not applicable. There are no qualifications in the audited financial reports.
B.12	Selected historical key financial information and statement regarding no material adverse change and significant changes in the financial or trading position	<p>There is no significant change in the financial or trading position of the Group which has occurred since the end of the last financial period for which either audited financial information or unaudited interim financial information have been published. And there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.</p> <p>The following tables present selected consolidated financial information for Jacob Holm &amp; Sønner Holding A/S as at and for the six months periods ended June 30, 2017 and June 30, 2016 and as at for the years ended December 31, 2016 and December 31, 2015. The consolidated financial information presented below has been derived from the Issuer's unaudited consolidated interim report for the six months period ended June 30, 2017 as well as from the audited consolidated financial statements for the year ended December 31, 2016.</p> <p>The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU as well as additional Danish disclosure requirements included in the executive order on IFRS issued by the Danish Commerce and Companies Agency. Its interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting, however, do not include all the information required for a complete set of IFRS financial statements.</p> <p>The Group's currencies used for payment are mostly distributed between EUR and USD. A limited natural hedge of the USD exposure of the European sales is sought obtained through purchases in the same currency. Apart from this, there is currently no hedging of positions in foreign currency in connection with other operating activities and for the time being the Group's policy is not to hedge in excess of the natural hedging.</p>

The selected financial information provided herein should be read together with section "Business overview" and the Group's audited consolidated financial statements for the year ended on December 31, 2016 and with the unaudited interim report for the six months period ended on June 30, 2017, incorporated by reference to the Registration Document.

Jacob Holm & Sønner Holding A/S – consolidated

<b>INCOME STATEMENT</b>	<b>Q1-Q2 2017</b>	<b>Q1-Q2 2016</b>	<b>FY 2016</b>	<b>FY 2015</b>
DKK 1,000	unaudited	unaudited	audited	audited
Revenue	1,169,853	1,202,682	2,350,781	2,369,955
Gross profit	157,193	191,975	269,765	281,014
Operating profit	12,325	35,780	77,742	101,795
Net profit for the year	-40,665	13,980	49,713	65,348
Comprehensive income	-74,566	5,618	60,209	108,547

<b>BALANCE SHEET</b>	<b>30-Jun-17</b>	<b>31-Dec-16</b>	<b>31-Dec-16</b>	<b>31-Dec-15</b>
DKK 1,000	unaudited	unaudited	audited	audited
Non-current assets, total	1,080,863	1,177,833	1,177,833	1,225,753
Current assets, total	674,591	621,483	621,483	608,236
<b>Assets, total</b>	<b>1,755,453</b>	<b>1,799,316</b>	<b>1,799,316</b>	<b>1,833,989</b>
Equity, total	393,960	493,527	512,515	453,318
Non-current liabilities, total	954,274	854,630	793,274	74,863
Current liabilities, total	407,219	451,160	451,160	1,305,808
<b>Equity and liabilities, total</b>	<b>1,755,453</b>	<b>1,799,316</b>	<b>1,799,316</b>	<b>1,833,989</b>

<b>CASH FLOW STATEMENT</b>	<b>Q1-Q2 2017</b>	<b>Q1-Q2 2016</b>	<b>FY 2016</b>	<b>FY 2015</b>
DKK 1,000	unaudited	unaudited	audited	audited
Cash flow from operating activities	-48,770	121,461	256,701	136,032
Cash flow from investing activities	-25,181	-29,352	-73,835	-216,691
Cash flow from financing activities	94,845	-39,272	-82,501	36,870
<b>Change in cash &amp; cash</b>	<b>20,894</b>	<b>52,838</b>	<b>100,365</b>	<b>-43,789</b>
<b>Cash &amp; cash equivalents</b>	<b>-7,655</b>	<b>-77,231</b>	<b>-31,544</b>	<b>-131,013</b>
<u>Specified as follows:</u>				
Cash at bank and in hand	112,961	49,569	83,397	23,810
Credit institutions	-120,616	-126,799	-114,941	-154,823

B.13	Recent events relevant to the evaluation of the issuer's solvency	There are no known events particular to the Issuer or Guarantors which is to a material extent relevant to the evaluation of the Issuer's or the Guarantors solvency.
B.14	Dependencies upon other entities within the Group	The Issuer's ability to satisfy its financial obligations depends on the ability of its subsidiaries to generate profits from operations and making such available for distribution to the Issuer. Therefore the Issuer is dependent on other entities in the Group.
B.15	Principal activities	The Group is a global nonwoven manufacturer with headquarters in Switzerland. It produces spunlace and composite roll and finished goods for a wide range of applications in the consumer wipes, critical cleaning, hygiene, beauty care, health care and high-performance materials segments.
B.16	Ownership of the Group	The Issuer is owned 100% by the Parent, Jacob Holm & Sons AG. The Parent is owned 100% by PMM Holding (Luxembourg) AG which is ultimately owned 100% by Poul M. Mikkelsen.  All Guarantors are directly or indirectly fully owned by the Issuer.
B.17	Credit ratings	Not applicable. Neither the Company, the Guarantors nor the Bonds have been rated by an official rating agency.
B.18	Nature and scope of the guarantee	An unconditional on-demand guarantee on a joint and several basis from the Guarantors securing the Issuer's obligations under the Bond Agreement, including interest, costs and expenses (always subject to local law limitation language being included).

B.19 Legal and commercial names of Guarantors The legal and commercial names of the Guarantors are set out in the following table:

<b>Legal name</b>	<b>Commercial name</b>
Jacob Holm & Sons AG	Jacob Holm
Jacob Holm & Sønner A/S	Jacob Holm
Sontara AG	Sontara/Jacob Holm
Sontara Old Hickory Inc.	Sontara/Jacob Holm
Sontara Asturias, S.A.U.	Sontara/Jacob Holm

Domicile and legal form of the Guarantors, the legislation under which the Guarantors operate and their country of incorporation

Jacob Holm & Sons AG (registration no. CHE-109.597.651) is a Swiss public company and regulated by the Swiss code of obligations and supplementing Swiss laws and regulations. The company's registered address is Picassoplatz 8, CH-4052 Basel.

Jacob Holm & Sønner A/S (registration no. 13868611) is a Danish public limited liability company and regulated by the Danish Companies Act and supplementing Danish laws and regulations. The company's registered address is c/o Accura Advokatpartnerselskab Tuborg Boulevard 1, 2900 Hellerup, Denmark.

Sontara AG (registration no. CHE-481.805.825) is a Swiss Public Company and regulated by the Swiss code of obligations and supplementing Swiss laws and regulations. The company's registered address is Picassoplatz 8, CH-4052 Basel.

Sontara Old Hickory Inc. (registration no. 141055124) is a corporation incorporated under the laws of State of Delaware. The registered address is National Corporate Research, Ltd., 615 South DuPont Hwy, Dover, Delaware 19901, USA.

Sontara Asturias, S.A.U. (registered with the Commercial Registry of Madrid under volume 31.757, page 219, sheet M-571418) is a Spanish joint stock company incorporated as a limited liability company. The company's registered address is Calle Montesa 35, Esc. Izq. 4º Derecha, 28006 Madrid, Spain.

Selected financial information of the Guarantors

Unaudited key figures of the Guarantors incl. intra-group items for Q1-Q2 2017.

The following table sets forth selected unaudited financial information on the Guarantors. The figures as of and for the six months period ended June 30, 2017 have been prepared in accordance with IAS 34 Interim Financial Reporting, however, do not include all the information required for a complete set of IFRS financial statements. The unaudited key figures presented below are derived from the accounting records used for the preparation of the unaudited consolidated financial information of the Issuer as at and for the six months period ended June 30, 2017.

<b>Local currencies / unaudited</b>	<b>Currency</b>	<b>Net revenue Q1-Q2 2017</b>	<b>Total equity 30 June 2017</b>	<b>Total assets 30 June 2017</b>
Jacob Holm & Sons AG	CHF 1.000	2.622	128.285	130.570
Jacob Holm & Sons AG (Group)	DKK 1.000	588.564	430.992	1.783.334
Jacob Holm & Sønner A/S	DKK 1.000	0	578.478	825.224
Sontara AG	CHF 1.000	48.653	36.648	80.769
Sontara Old Hickory Inc.	USD 1.000	12.733	6.731	21.077
Sontara Asturias, S.A.U.,	EUR 1.000	2.337	4.567	9.642

Principal activities of the Guarantors

Each of the Guarantors is an operating subsidiary of the Issuer and directly or indirectly 100% owned by the Issuer. Each of the Guarantors employ relevant personnel to manufacture or sell nonwovens or by-products thereof for a number of applications.

### Section C – The Bonds

Element	Disclosure requirement	Comments
C.1	Type and class of securities being offered	<p>Floating Rate Senior Secured Callable Bond with an Initial Bond Issue nominal amount of EUR 100,000,000. The ISIN code of the Initial Bonds is ISIN NO 001 0788920.</p> <p>The Issuer may, provided that the conditions set out in the Bond Agreement are met, at one or more occasions issue Additional Bonds (each a "Tap Issue") until the Nominal Amount of all Additional Bonds equals in aggregate the Maximum Issue Amount less the Initial Bond Issue. The Maximum Issue Amount under the Bond Agreement is EUR 250,000,000.</p>
C.2	Currency	Euro
C.5	Restrictions on free transferability	<p>The Bonds are freely transferable and may be pledged, subject to the following:</p> <p>(i) bondholders may be subject to purchase or transfer restrictions with regard to the Bonds, as applicable from time to time under local laws to which a bondholder may be subject (due e.g. to its nationality, its residency, its registered address, its place(s) for doing business). Each bondholder must ensure compliance with local laws and regulations applicable at own cost and expense.</p> <p>(ii) notwithstanding the above, a bondholder which has purchased the Bonds in contradiction to mandatory restrictions applicable may nevertheless utilize its voting rights under the Bond Agreement.</p>
C.8	Rights including ranking and limitations to those rights attached to the Bonds	<p>The Bond Agreement dated 29.03.2017 has been entered into between the Parent, the Borrower and the Trustee on behalf of the Bondholders. The Bond Agreement regulates the Bondholders' rights and obligations in relations with the Issue. The Trustee is granted authority to act on behalf of the Bondholders to the extent provided for in the Bond Agreement.</p> <p>The Bonds shall constitute senior debt obligations of the Issuer. The Bonds shall rank at least pari passu with all other unsecured obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application) and shall rank ahead of subordinated debt.</p> <p>The Bonds, including accrued but unpaid interest, costs and expenses, shall be secured by the Security Interests.</p> <p>Upon the occurrence of a Change of Control Event, each Bondholder shall have the right to require that the Issuer redeems its Bonds ("Put Option") at a price of 101 per cent of par plus accrued interest.</p>
C.9	Information on the interest rate, interest payment dates, installments and representative of the bondholders	<p>The Bonds are issued with floating rate (EURIBOR) plus 3.75 per cent per annum. The Issue Date was 31.03.2017.</p> <p>Interest payments shall be made in arrears on the Interest Payment Dates each year, 31 March, 30 June, 30 September and 31 December each year and the Maturity Date, 31 March 2022.</p> <p>The Bonds shall mature in full on the Maturity Date, and shall be repaid at par (100 per cent) by the Issuer.</p> <p>The Issuer may redeem all or in parts of the Outstanding Bonds (the "Call Option") on any Business Day from and including:</p> <p>(i) the Issue Date to, but not including, the First Call Date at a price equal to the Make-Whole Amount for each redeemed Bond;</p> <p>(ii) the First Call Date to, but not including, the Interest Payment Date falling in March 2020 at a price equal to</p>

		<p>102 per cent of the Nominal Amount for each redeemed Bond;</p> <p>(iii) the Interest Payment Date falling in March 2020 to, but not including, the Interest Payment Date falling in September 2020 at a price equal to 101.50 per cent of the Nominal Amount for each redeemed Bond;</p> <p>(iv) the Interest Payment Date falling in September 2020 to, but not including, the Interest Payment Date falling in March 2021 at a price equal to 101.25 per cent of the Nominal Amount for each redeemed Bond;</p> <p>(v) the Interest Payment Date falling in March 2021 to, but not including, the Interest Payment Date falling in September 2021 at a price equal to 100.75 per cent of the Nominal Amount for each redeemed Bond; and</p> <p>(vi) the Interest Payment Date falling in September 2021 to, but not including, the Maturity Date at a price equal to 100 per cent of the Nominal Amount for each redeemed Bond.</p> <p>Exercise of the Call Option shall be notified by the Issuer in writing to the Bond Trustee and the Bondholders at least ten (10), but not more than twenty (20), Business Days prior to the proposed Call Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date.</p> <p>Any Call Option exercised in part will be used for pro rata payment to the Bondholders in accordance with the applicable regulations of the CSD.</p> <p>Bonds redeemed by the Issuer in accordance with Clause 10.2 in the Bond Agreement shall be cancelled and discharged.</p>
C.10	Derivative component	The coupon payments, which depend on the EURIBOR interest rate and the Margin, will vary in accordance with the variability of the EURIBOR interest rate. The interest rate risk related to this bond issue will be limited, since the coupon rate will be adjusted quarterly according to the change in the reference interest rate (EURIBOR) over the 5 year tenor.
C.11	Admission to trading	An application for listing has been sent to Oslo Børs on 25 September 2017.

## Section D – Risks

Element	Disclosure requirement	Comments
D.2	Key risks that are specific to the issuer	<p>Risks relating to <b>Group's operations</b> include, but are not limited to the following:</p> <ul style="list-style-type: none"> <li>▪ changes in consumer preferences and customer demand and changes in the customers' products or processes as well as the customers' ability to specify alternative suppliers could have a material adverse effect on the Group;</li> <li>▪ concentrated customer base, profit concentration on selected segment as well as customer-related credit risks could have a material adverse effect on the Group;</li> <li>▪ the Group's ability to compete in highly competitive markets could have a material adverse effect on the Group;</li> <li>▪ significant increase in in the cost of raw materials and energy could have a material adverse effect on the Group;</li> <li>▪ shortage in raw material or other material and service supply;</li> <li>▪ failure to attract qualified personnel or a loss of key personnel could have a material adverse effect on the Group;</li> <li>▪ production interruption and/or constrictions could have a</li> </ul>

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material adverse effect on the Group;

- failure to complete possible acquisitions successfully could have a material adverse effect on the Group;
- future impairment charges related to goodwill or other tangible and intangible assets could have a material adverse effect on the Group;
- changes in business environment, political, social or economic upheavals in any of the jurisdictions where the company operates could have a material adverse effect on the Group.

Risks relating to the current **macroeconomic conditions and regulations** include, but are not limited to the following:

- downturns in general economic and market conditions in the countries and regions where the Group operates;
- uncertainty of protection of proprietary rights and standing of brands could have a material adverse effect on the Group;
- legal claims and disputes could have a material adverse effect on the Group;
- a product liability claim or series of claims against the Group could have a material adverse effect on the Group;
- losses beyond the limits or outside the coverage of the Group's insurance policies could have a material adverse effect on the Group;
- changes in taxes, regulations and other laws and regulations affecting the operations of the Group, its products or its suppliers and customers in the jurisdictions in which they are active.

Risks relating to the **financing, the Group's structure and taxation** include, but are not limited to the following:

- the substantial level of indebtedness together with the financial and operational restrictions imposed by the financing arrangements could have a material adverse effect on the Group;
- potential requirement to obtain additional debt or equity financing in the future;
- currency exchange rates fluctuations could have a material adverse effect on the Group;
- changes in interest rates could have a material adverse effect on the Group;
- dependency upon cash flow from the operating companies of the Group to meet the obligations under the Bonds;
- defaults by, or the insolvency of subsidiaries could have a material adverse effect on the Group;
- taxation risks could have a material adverse effect on the Group.

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D.3 Key risks that are specific to the Bonds

Risks relating to the **Bonds and Guarantees** include, but are not limited to the following:

- the Bonds may not be a suitable investment for all investors;
  - active trading market for the Bonds may not develop or subsequently becomes inactive for a period of time or disappears after being developed;
  - value of the Bonds will decrease due to the change in value of the market risk factors;
  - investors may lose their investment in the Bonds;
  - the Group can incur substantially more debt under the Bond Agreement;
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- insufficient collateral, dilution of the collateral and exclusion of certain categories of assets from the collateral;
- the Bonds and the Guarantees will each be structurally subordinated to the liabilities of the Issuer's non-guarantor subsidiaries;
- enforcing Bondholder's rights or the Guarantees across multiple jurisdictions may prove difficult;
- the Issuer may not be able to finance the repurchase of Bonds upon a mandatory prepayment event;
- the Bonds may be subject to early redemption;
- payments in respect of the Bonds may in certain jurisdictions under certain circumstances be made subject to withholding or deduction of tax.

#### Section D – Offer

Element	Disclosure requirement	Comments
E.2b	Use of proceeds	<p>The net proceeds from the Initial Bond Issue (net of fees and legal cost of the Bond Trustee and the Manager and any other cost and expenses incurred in connection with the Initial Bond Issue) are used exclusively:</p> <ul style="list-style-type: none"> <li>(a) firstly, for repayment of Existing Bonds (including funding of a defeasance pledge account for the processing of redemption of Existing Bonds); and</li> <li>(b) secondly, for general corporate and working capital purposes of the Group, acquisitions, Permitted Capital Expenditure or servicing (repayment or prepayment) of any of the Existing Facilities.</li> </ul> <p>The Issuer will use the net proceeds from the issuance of any Additional Bonds for general corporate purposes of the Group, including acquisitions, Permitted Capital Expenditure or servicing (repayment or prepayment) of any of the Existing Facilities.</p>
E.3	Terms and conditions of the offer	Not applicable. The Bonds have not been subject to a public offer, they are already issued and settled.
E.4	Material interests in the offer	<p>Other than the capacity as a shareholder or a stakeholder within the Jacob Holm group and/or as a director or an officer with the Jacob Holm group, the involved persons in Jacob Holm &amp; Sønner Holding A/S have no interest, nor conflicting interests that is material to the Issue.</p> <p>Jacob Holm &amp; Sønner Holding A/S has mandated Skandinaviska Enskilda Banken AB (publ) as Manager for the issuance of the Bonds. The Manager has acted as advisor to Jacob Holm &amp; Sønner Holding A/S in relation to the pricing of the Bonds.</p> <p>The Manager and/or any of their affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Securities Note, and may perform or seek to perform financial advisory or banking services related to such instruments. The Manager corporate finance department may act as manager or co-manager for this Borrower in private and/or public placement and/or resale not publicly available or commonly known.</p>
E.7	Estimated expenses charged to the investors	Not applicable. The investors of the Bonds were not charged any expenses due to the issuance of the Bonds.