

Summary of Plan of Reorganization¹

PLEASE TAKE FURTHER NOTICE that on April 30, 2010, the Debtors filed the Joint Prepackaged Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code (the "**Plan**") and the accompanying Disclosure Statement and Prepetition Solicitation of Votes in Respect of Joint Prepackaged Chapter 11 Plan (the "**Disclosure Statement**") pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. Copies of the Plan and the Disclosure Statement may be obtained upon request to the Debtors' bankruptcy counsel, Gibson, Dunn & Crutcher, LLP, at the address specified below and may be inspected (i) at the office of the Clerk of the Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, (ii) on the Bankruptcy Court's internet site at www.nysb.uscourts.gov, and/or (iii) on the internet site established by the Debtors' notice and claims agent, Epiq Bankruptcy Solutions, LLC, at <http://chapter11.epiqsystems.com/almatis>.

The overall purpose of the Plan is to provide for the restructuring of the Debtors' liabilities in a manner designed to maximize recovery to all stakeholders and to enhance the financial viability of the Reorganized Debtors.² Under the Plan, the capital structure of the Debtors will be rationalized, and ownership of the Reorganized Debtors will be transferred primarily to Holders of Class 2 Senior Lender Claims, subject to warrants to be issued to the Holders of Class 3 Second Lien Claims and Class 4 Mezzanine Claims.

The Debtors believe that (i) through the Plan, Holders of Allowed Claims will obtain a substantially greater recovery from the Debtors' Estates than the recovery they would receive if the Debtors filed for Chapter 7 protection, and (ii) the Plan will afford the Debtors the opportunity and ability to continue their businesses as viable going concerns.

The Debtors are seeking confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code.

Votes on the Plan were solicited prior to the Petition Date. The following chart summarizes the treatment provided by the Plan to each class of claims and interests and indicates the acceptance or rejection of the Plan by each class entitled to vote.

Class	Type of Claim or Interest	Treatment of Claim/Interest	Accept/Reject	Projected Recovery Under the Plan
1(a)-(k)	Other Priority Claims	Unimpaired. The Plan provides for payment of each Allowed Other Priority Claim in full in Cash.	Deemed to Accept	100%

¹ This summary is qualified in its entirety by the terms of the Plan. In the event of any conflict between this summary and the terms of the Plan, the terms of the Plan shall control and govern.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Plan and the Uniform Glossary of Defined Terms for Plan Documents annexed to the Plan as Appendix A.

Class	Type of Claim or Interest	Treatment of Claim/Interest	Accept/Reject	Projected Recovery Under the Plan
2(a)-(k)	Senior Lender Claims	<p>Impaired.</p> <p>Each Holder of an Allowed Senior Lender Claim shall, subject to the Senior Lender Election, in exchange for such Claim, receive the Option A Consideration consisting of: (i) New Senior Debt equal to 80% of the principal amount of the Holder's Senior Lender Claim (calculated in U.S. dollars as of the Petition Date), plus (ii) Cash equal to 6.5% of the principal amount of the Holder's Senior Lender Claim (which may be paid in New Senior Debt if certain cash thresholds are not met), plus (iii) \$.01 per dollar of principal amount of such Senior Lender Claim, which will be applied (using the US dollar to Euro exchange rate in effect on the Petition Date) to the purchase of Equityco Shares.</p> <p>Each Holder of an Allowed Senior Lender Claim that makes the Senior Lender Election shall, in exchange for such Claim, receive the Option B Consideration, consisting of: (i) New Junior Debt equal to 45% of the principal amount of the Holder's Senior Lender Claim (calculated in U.S. dollars as of the Petition Date) plus (ii) \$.075 per dollar of principal amount of such Senior Lender Claim, which will be applied (using the US dollar to Euro exchange rate in effect on the Petition Date) to the purchase of Equityco Shares.</p> <p>Holders of Senior Lender Claims that vote to accept the Plan and make the Senior Lender Election will not be able to opt out of the release provisions of Section 9.2.3 of the Plan and will be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged all Claims and Causes of Action against the Released Parties.</p> <p>Unless the Holder of a Senior Lender Claim makes the Senior Lender Election for all of such Holder's Senior Lender Claims, it will receive the Option A Consideration.</p> <p>As additional consideration to the Holders of Allowed Senior Lender Claims, (a) the Intercompany Claims owned by Almatris Holdings 3 B.V., including those transferred from DIC Almatris Bidco B.V. prior to the Petition Date, against any of the Debtors shall, for the benefit of the Senior Lenders, be</p>	Accepted	<p>Option A Consideration: 86% (of Allowed Claim)</p> <p>Option B Consideration: 72% (of Allowed Claim)</p>

Class	Type of Claim or Interest	Treatment of Claim/Interest	Accept/Reject	Projected Recovery Under the Plan
		<p>assigned and transferred to Holdco 2 by Almatris Holdings 3 B.V., pursuant to the Intercompany Claim Assignment Agreement, free and clear of any and all Claims and Liens of the Financial Lenders; and (b) (i) the Interests in Almatris B.V. shall, for the benefit of the Senior Lenders, be transferred and assigned to Holdco 2, free and clear of any and all Claims and Liens of the Financial Lenders, and (ii) the Interests in DIC Almatris Bidco B.V., Almatris Holdings 3 B.V., and Almatris Holdings 9 B.V. shall, for the benefit of the Senior Lenders, be deemed to be and shall be transferred and assigned by DIC Almatris Midco B.V., DIC Almatris Bidco B.V., and Almatris Holdings 3 B.V., respectively, to Dutch Foundation 2, free and clear of any and all Claims and Liens of the Financial Lenders, all in accordance with the procedures set forth in the Implementation Memorandum.</p> <p>In addition, the Security Trustee shall retain the pledge on the Intercompany Interests in Almatris B.V. and its subsidiaries that are Debtors and, on or prior to the Effective Date, but after the transfers described in the preceding sentence, in accordance with section 4.2.4 of the Plan and the Implementation Memorandum, shall, to the extent permitted under the Intercreditor Agreement, release all Claims, whether direct, guaranty or otherwise, of the Financial Lenders against Almatris B.V. and its Debtor subsidiaries, and all security granted by Almatris B.V. and its Debtor subsidiaries.</p>		
3(a)-(k)	Second Lien Claims	<p>Impaired.</p> <p>Each Holder of an Allowed Second Lien Claim shall, in exchange for such Claim and in accordance with the Class 3 Distribution Procedures, receive its Pro Rata Share of the Equityco Class 3 Warrants.</p>	Rejected	1.6%
4(a)-(k)	Mezzanine Claims	<p>Impaired.</p> <p>Each Holder of an Allowed Mezzanine Claim shall, in exchange for such Claim and in accordance with the Class 4 Distribution Procedures, receive its Pro Rata Share of the Equityco Class 4 Warrants.</p>	Rejected	0.4%
5(a)-(d)	Junior Mezzanine Claims	<p>Impaired.</p> <p>No Holder of an Allowed Junior Mezzanine Claim shall receive a Distribution.</p>	Deemed to reject	0%
6(a)-(k)	Other Secured	Unimpaired.	Deemed to	100%

Class	Type of Claim or Interest	Treatment of Claim/Interest	Accept/Reject	Projected Recovery Under the Plan
	Claims	Except to the extent that the Holder of an Allowed Other Secured Claim agrees to a less favorable treatment, each Allowed Other Secured Claim shall be reinstated or otherwise rendered unimpaired. Each Allowed Other Secured Claim shall, for purposes of the Plan (and each Subplan), be deemed to be in a separate class.	accept	
7(a)-(k)	General Unsecured Claims	<p>Unimpaired</p> <p>Except to the extent that a Holder of an Allowed General Unsecured Claim agrees to a less favorable treatment, each Allowed General Unsecured Claim shall be reinstated, paid in full, or otherwise rendered Unimpaired and the applicable Reorganized Debtors shall remain liable for the Allowed General Unsecured Claim.</p> <p>If a General Unsecured Claim arises (i) based on liabilities incurred in, or to be paid in, the ordinary course of business or (ii) pursuant to an Executory Contract or Unexpired Lease, the Holder of such General Unsecured Claim shall be paid in Cash by the applicable Debtor (or, after the Effective Date, by the applicable Reorganized Debtor) pursuant to the terms and conditions of the particular transaction and/or agreement giving rise to such General Unsecured Claim.</p>	Deemed to accept	100%
8(a)-(d)	Impaired Intercompany Claims	<p>Impaired.</p> <p>Allowed Intercompany Claims in Classes 8(a)-(d) shall not receive any distribution under the Plan.</p> <p>Notwithstanding the foregoing, pursuant to the Intercompany Claim Assignment Agreement, Intercompany Claims, including those transferred from DIC Almatris Bidco B.V. prior to the Petition Date, owned by Almatris 3 B.V. in Class 8(d) will be preserved and assigned, for the benefit of the Holders of Senior Lender Claims, to Holdco 2, free and clear of any and all Claims of any of the Financial Lenders, as provided in the Implementation Memorandum.</p>	Deemed to reject	0%

Class	Type of Claim or Interest	Treatment of Claim/Interest	Accept/Reject	Projected Recovery Under the Plan
8(e)-(k)	Unimpaired Intercompany Claims	<p>Unimpaired.</p> <p>To preserve the Debtors' corporate structure for the benefit of the Holders of the Allowed Senior Lender Claims, Intercompany Claims in Classes 8(e)-(k) shall be reinstated as of the Effective Date.</p> <p>Notwithstanding the foregoing, pursuant to the Intercompany Claim Assignment Agreement, any Intercompany Claims in Classes 8(e)-(k) owned by Almatris Holdings 3 B.V., will be assigned, for the benefit of the Holders of Senior Lender Claims, to Holdco 2, free and clear of any and all Claims of any of the Financial Lenders, as provided in the Implementation Memorandum.</p>	Deemed to accept	N/A
9(a)-(k)	Subordinated Claims	<p>Impaired.</p> <p>All Subordinated Claims will be cancelled and receive no Distribution.</p>	Deemed to reject	0%
10(a)-(d)	Interests in DIC Almatris Bidco B.V., Almatris Holdings 3 B.V., Almatris Holdings 9 B.V. and Almatris B.V.	<p>Impaired.</p> <p>All Holders of Interests in Classes 10(a)-(d) shall receive no distribution under the Plan. Notwithstanding the foregoing, on or prior to the Effective Date, and in accordance with the Implementation Memorandum, (i) the Interests in Almatris B.V., which Interests are subject to security for the Senior Lender Claims, shall, for the benefit of the Senior Lenders, be deemed to be and shall be transferred and assigned to Holdco 2, free and clear of any and all Claims and Liens of the Financial Lenders, and (ii) the Interests in DIC Almatris Bidco B.V., Almatris Holdings 3 B.V., and Almatris Holdings 9 B.V. shall, for the benefit of the Senior Lenders, be deemed to be and shall be transferred and assigned by DIC Almatris Midco B.V., DIC Almatris Bidco B.V., and Almatris Holdings 3 B.V., respectively, to Dutch Foundation 2, free and clear of any and all Claims and Liens of the Financial Lenders.</p>	Deemed to reject	0%
10(e)-(k)	Other Interests	<p>Unimpaired.</p> <p>To preserve the Debtors' corporate structure for the benefit of the Holders of Allowed Senior Lender Claims, Allowed Second Lien Claims and Allowed Mezzanine Claims, the Interests in each of Classes 10(e)-(k), which include Almatris Holdings 7 B.V., Almatris US Holding, Inc., Almatris, Inc., Almatris Asset Holdings, LLC,</p>	Deemed to accept	N/A

Class	Type of Claim or Interest	Treatment of Claim/Interest	Accept/Reject	Projected Recovery Under the Plan
		Blitz F07-neunhundertsechzig-drei GmbH, Almatris Holdings GmbH, and Almatris GmbH, shall be reinstated.		

Hearing to Consider the Approval of Disclosure Statement and Confirmation of the Plan

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code, as well as a hearing to consider confirmation of the Plan (the "***Combined Hearing***") will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, on **July 19, 2010 at 10:00 a.m. (prevailing U.S. Eastern time)** or as soon thereafter as counsel may be heard. The Combined Hearing may be continued from time to time by announcement of such continuance in open court, and the Plan may be further modified, if necessary, pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the Combined Hearing, without further notice to parties in interest.

PLEASE TAKE FURTHER NOTICE that any objections to the Disclosure Statement and/or confirmation of the Plan must:

- (a) be in writing;
- (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the Southern District of New York, and other case management rules and orders of the Bankruptcy Court;
- (c) state the name and address of the objecting party, and the nature and amount of any claim or interest asserted by the objecting party against the estate or property of the Debtors;
- (d) state with particularity the legal and factual basis for such objections, and, if applicable, a proposed modification to the Plan that would resolve such objection;
- (e) be filed with the clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, with a copy delivered directly to the chambers of Honorable Martin Glenn, United States Bankruptcy Judge, together with proof of service thereof, **no later than 5:00 p.m. (prevailing U.S. Eastern time) on July 2, 2010**; and
- (f) be served by personal service or by overnight delivery, so as to be **ACTUALLY RECEIVED** **no later than 5:00 p.m. (prevailing U.S. Eastern time) on July 2, 2010**, by: (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004; (ii) counsel to the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY

10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq. and Matthew K. Kelsey, Esq.); and (iii) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

Section 341(a) Meeting

PLEASE TAKE FURTHER NOTICE that the Debtors have requested that the Office of the United States Trustee for the Southern District of New York not convene a meeting of creditors pursuant to section 341(a) of the Bankruptcy Code, unless the Plan is not confirmed within sixty (60) days after the Petition Date.

Dated: New York, New York
June 11, 2010

GIBSON, DUNN & CRUTCHER LLP

/s/ Michael A. Rosenthal

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**ATTORNEYS FOR THE DEBTORS AND
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