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Egan-Jones Recommends Verso Stockholders to Vote the WHITE Proxy Card FOR All Verso's Director Nominees and FOR the Pixelle Transaction

All Three Leading, Independent Proxy Advisory Firms Recommend that Verso Stockholders Vote FOR the Pixelle Transaction

MIAMISBURG, Ohio, Jan. 27, 2020 /PRNewswire/ -- Verso Corporation (NYSE: VRS) ("Verso" or the "Company") today announced that leading independent proxy advisory firm Egan-Jones Proxy Services ("Egan-Jones") has recommended that Verso stockholders vote "FOR" all of Verso's director nominees and vote using the **WHITE** proxy card.

Additionally, Egan-Jones has joined Glass, Lewis & Co. ("Glass Lewis") and Institutional Shareholder Services ("ISS") in recommending that Verso stockholders vote "FOR" the Company's pending sale of its Androscoggin and Stevens Point mills to Pixelle Specialty Solutions LLC (the "Pixelle Transaction") at the Company's stockholder meeting scheduled to be held on January 31, 2020 (the "Annual Meeting").

Egan-Jones repeatedly stressed that its recommendations for Verso stockholders are aligned with the agenda on the **WHITE** proxy card provided by Verso management:

"WE RECOMMEND VOTING THE MANAGEMENT'S WHITE PROXY CARD."¹

Joining both Glass Lewis and ISS in recommending that Verso stockholders vote "FOR" the Pixelle Transaction, Egan-Jones stated:

*"Based on the review of publicly available information on strategic, corporate governance and financial aspects of the proposed transaction, Egan-Jones views the proposed transaction to be a desirable approach in maximizing shareholder value. After careful consideration, we believe that approval of the sale proposal is in the best interests of the Company and its shareholders and its advantages and opportunities outweigh the risks associated with the transaction. As of the Record Date, there were 34,704,367 shares of common stock outstanding. **We recommend a vote FOR this Proposal.**"*²

In addition to recommending Verso stockholders vote using the **WHITE** proxy card and vote "FOR" the Pixelle Transaction, Egan-Jones recommended stockholders vote "FOR" Verso's director nominees and stated:

"Based on our review of publicly available information, we believe that voting FOR the management nominees is in the best interest of the Company and its shareholders. In arriving at that conclusion, we have considered the following factors:

We recognize Verso's efforts in refreshing the Board in order to strengthen its independence, which we believe will lead to a more responsible and accountable decision-making and oversight to execute the Company's strategies, essentially during and after the consummation of the Pixelle transaction.

In our view, Verso has the best in class Board of directors, whose collective experience and skills will reinforce Verso's business objectives and strategies. If elected, we believe that the management's slate will continue to devote its in-depth understanding to heighten the Company's financial and operational performance.

Following Verso's attempt to amicably settle the proxy contest, we believe that the dissident shareholders' actions would potentially disrupt the Company's track record of financial progression. Moreover, we are averse in recommending the dissident shareholders' slate due to conflicts of interests which we believe could harm the interests of the shareholders in the long-run.

*Given the slate of nominees, **the nominees appear qualified and we recommend a vote FOR this Proposal.**"*³

The Verso Board unanimously urges all stockholders to use the WHITE proxy card to vote "FOR" the Pixelle Transaction in accordance with the Egan-Jones, Glass Lewis and ISS recommendations and "FOR" Verso's highly qualified director nominees: Dr. Robert K. Beckler, Paula H.J. Cholmondeley, Randy J. Nebel, Steven D. Scheiwe, Jay Shuster, Adam St. John and Nancy M. Taylor.

Vote "FOR" the Pixelle Transaction and "FOR" Verso's Director Nominees on the WHITE Proxy Card Today

The Board advises all stockholders to simply **discard any BLUE proxy card** or other proxy materials received from Atlas/Blue Wolf.

If you have questions or need assistance in voting your **WHITE** proxy card please contact:

MacKenzie Partners, Inc.
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(212) 929-5500
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About Verso

Verso Corporation is the turn-to company for those looking to successfully navigate the complexities of paper sourcing and performance. A leading North American producer of specialty and graphic papers, packaging and pulp, Verso provides insightful solutions that help drive improved customer efficiency, productivity, brand awareness and business results. Verso's long-standing reputation for quality and reliability is directly tied to our vision to be a company with passion that is respected and trusted by all. Verso's passion is rooted in ethical business practices that demand safe workplaces for our employees and sustainable wood sourcing for our products. This passion, combined with our flexible manufacturing capabilities and an unmatched commitment to product performance, delivery and service, make Verso a preferred choice among commercial printers, paper merchants and brokers, converters, publishers and other end users. For more information, visit us online at versoco.com.

Forward-Looking Statements

In this press release, all statements that are not purely historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or "Securities Act," and Section 21E of the Securities Exchange Act of 1934, as amended, or "Exchange Act." Forward-looking statements may be identified by the words "believe," "expect," "anticipate," "project," "plan," "estimate," "intend" and other similar expressions. They include, for example, statements relating to our business and operating outlook; assessment of market conditions; and the growth potential of the industry in which we operate. Forward-looking statements are based on currently available business, economic, financial and other information and reflect management's current beliefs, expectations and views with respect to future developments and their potential effects on us. Actual results could vary materially depending on risks and uncertainties that may affect us and our business. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the long-term structural decline and general softening of demand facing the paper industry; our exploration of strategic alternatives, including the possible sale or merger of our entire company or a material portion of our business and our ability to consummate any such strategic transactions, including the proposed sale of our Androscoggin Mill and Stevens Point Mill; the risk that the purchase agreement for the sale transaction would limit our ability to pursue other strategic alternatives to the sale transaction; the risk that the purchase agreement for the sale transaction might expose us to contingent liabilities; risks related to our ability to obtain stockholder approval for the sale transaction; the risk that the pending sale transaction could create unknown impacts on our future prospects; the risk that the amount of net proceeds that we would receive from the sale transaction is subject to uncertainties; the risk that stockholders are not guaranteed to receive any of the proceeds from the sale transaction; the risk that management could spend or invest the net proceeds from the sale transaction in ways against stockholders' wishes; the risk that some of our executive officers might have interests in the sale transaction that might be in addition to, or different from, stockholders' interests; the risk that our business following the sale transaction would be reduced and less diversified; the risk that we would be unable to compete with respect to certain specialty paper products for two years after the closing of the sale transaction; the risk that we may be unable to obtain governmental and regulatory approvals required for the sale transaction, or required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could cause the parties to abandon the sale transaction; the risk that an event, change or other circumstances could give rise to the termination of the sale transaction; the risk that failure to consummate the sale transaction might materially and adversely affect our business, financial condition and results of operation; the risk that a condition to closing of the sale transaction may not be satisfied; the risk that we would be required to pay a termination fee or expense reimbursement if the purchase agreement for the sale transaction is terminated under specified circumstances, which might discourage third parties from submitting an alternative proposal; the timing to consummate the sale transaction; the risk that any announcement relating to the sale transaction could have adverse effects on the market price of our

common stock; the risk of and the outcome of any pending or threatened litigation related to the sale transaction or the Annual Meeting; the risk of disruption from the sale transaction making it more difficult to maintain relationships with customers, employees or suppliers; the diversion of management time on transaction-related issues; our adoption of a limited duration stockholder rights plan and its ability to delay or discourage a merger, tender offer or change of control; negative effects of a proxy contest and the actions of activist stockholders; developments in alternative media, which have and are expected to continue to adversely affect the demand for some of our key products, and the effectiveness of our responses to these developments; intense competition in the paper manufacturing industry; our dependence on a small number of customers for a significant portion of our business; any additional closure and other restructuring costs; our limited ability to control the pricing of our products or pass through increases in our costs to our customers; changes in the costs of raw materials and purchased energy; negative publicity, even if unjustified; any failure to comply with environmental or other laws or regulations, even if inadvertent; legal proceedings or disputes; any labor disputes; our ability to continue to execute and implement our strategic plan; our initiatives to improve our financial and operational performance and increase our growth and profitability; our future operational and financial performance; the effect that the election of Atlas/Blue Wolf's nominees to our board of directors will have on our execution of our long-term plan and long-term stockholder value; the future effect of our strategic plan on our probability, growth and stockholder return; and the potential risks and uncertainties described in Part I, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2018, as amended, Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," Part II, Item 1A, "Risk Factors" of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, and "Risk Factors Relating to the Sale Proposal" of our definitive proxy statement filed with the SEC on December 30, 2019, as such disclosures may be amended, supplemented or superseded from time to time by other reports we file with the SEC, including subsequent annual reports on Form 10-K and quarterly reports on Form 10-Q. We assume no obligation to update any forward-looking statement made in this press release to reflect subsequent events or circumstances or actual outcomes.

Additional Information and Where to Find It

In connection with the solicitation of proxies concerning the matters to be considered at the Annual Meeting, including the proposed sale transaction, the Company has filed a definitive proxy statement, WHITE proxy card and other materials with the SEC. WE URGE INVESTORS TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), THE ACCOMPANYING WHITE PROXY CARD, AND ANY OTHER MATERIALS FILED WITH THE SEC CAREFULLY BEFORE MAKING ANY VOTING OR INVESTMENT DECISION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING. Investors may obtain copies of these documents free of charge at the SEC's website (www.sec.gov) and from the Company.

Participants in the Solicitation

The Company, its directors, executive officers and other persons related to the Company may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the matters to be considered at the Annual Meeting, including the proposed sale transaction. Information about the directors and executive officers of the Company and their ownership of Company common stock is set forth in the definitive proxy statement for the Annual Meeting. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, is also in the definitive proxy statement for the Annual Meeting and other relevant materials to be filed with the SEC when such materials become available.

¹ Permission to use quotations neither sought nor obtained.

² Permission to use quotations neither sought nor obtained.

³ Permission to use quotations neither sought nor obtained.

SOURCE Verso Corporation

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