



01/23/2020

Both Leading Proxy Advisory Firms Glass Lewis and ISS Recommend that Verso Stockholders Vote FOR the Pixelle Transaction

Verso Board Urges Stockholders to Use WHITE Proxy Card to Vote "FOR" the Pixelle Transaction

Court Determined Atlas/Blue Wolf Lacked Any Credible Basis for Their Allegations Regarding Verso's Proxy Materials

Glass Lewis States Stockholders Have Sufficient Information to Assess Merits of the Pixelle Transaction

MIAMISBURG, Ohio, Jan. 23, 2020 [/PRNewswire/](#) -- Verso Corporation (NYSE: VRS) ("Verso" or the "Company") today announced that leading independent proxy advisory firm Glass, Lewis & Co. ("Glass Lewis") joins 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").

Glass Lewis stated:

"We find that the proposed sale of Verso's Specialty Mills to Pixelle is a generally reasonable transaction that appears to be in the best interests of Verso shareholders. . .

Overall, given the scope of the process leading to the proposed Specialty Mills transaction, including public announcements of the Company's strategic review of alternatives in from late 2017 through mid-2019, as well as the number of potential counterparties involved, we believe the board has taken generally reasonable steps to evaluate potential alternatives prior to entering into the sale agreement with Pixelle."¹

While Glass Lewis recommended that stockholders vote for the election of Atlas/Blue Wolf's nominee, Sean T. Erwin, whose appointment to the Board was included in multiple settlement constructs proposed by the Verso Board, Glass Lewis did not recommend the remaining two dissident nominees:

"We do not believe the election of the remaining Dissident Nominees [Jeffrey E. Kirt and Timothy Lowe] is warranted given their potential conflicts of interest and relationship with ABW. Moreover, we are hesitant to afford ABW outsize board representation at this time in light of its demonstrated interest in a potential transaction involving Verso and its recent attempts to take control of the Company."²

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

The Verso Board unanimously urges all stockholders to use the **WHITE** proxy card to vote "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. The Board advises all stockholders to simply discard any BLUE proxy card or other proxy materials received from Atlas/Blue Wolf.

Verso and Glass Lewis Address Favorable Court Ruling

In addition, Verso announced that it is pleased with the Delaware Chancery Court's (the "Court") ruling on January 17, 2020. **The Court determined that Atlas/Blue Wolf lacked any credible basis for their allegations that Verso omitted or misstated material information from Verso's proxy materials.** This ruling confirms what Verso has contended since the lawsuit was filed: Verso has provided sufficient information related to the Pixelle Transaction to appropriately inform its stockholders. The Court conditioned limited inspection on a strict confidentiality order consistent with the terms urged by Verso. On January 21, 2020, Verso delivered substantially all of the production ordered by the Court pursuant to Delaware General Corporation Law Section 220 to Lapetus Capital II, LLC, an affiliate of Atlas/Blue Wolf. In allowing inspection, the Court recognized Atlas/Blue Wolf had to meet what the Court characterized as the "lowest possible burden of proof." Verso was willing to produce the documents before the Court issued its ruling, because Verso has nothing to hide. Atlas/Blue Wolf's allegations of wrongdoing lack merit.

Regarding Verso's disclosure regarding the Pixelle Transaction, Glass Lewis in its positive recommendation stated:

"At this juncture, we believe the board has provided adequate disclosure regarding the intended use of net proceeds from the transaction and we view its plan to return at least \$225 million to shareholders favorably. . .

Overall, we believe the proposed sale of the Specialty Mills is a net positive for Verso shareholders and that shareholders have been provided with sufficient information to assess the merits of the transaction and to make an informed voting decision on the transaction proposal at the 2019 annual meeting. We do not believe ABW has made a compelling argument that shareholders lack sufficient information to properly assess the transaction, particularly following the release of Verso's definitive proxy statement and additional voluntary disclosures, including with respect to the pulp supply agreement with Pixelle and the expected amount and use of net proceeds from the transaction."³

Stockholders should be aware that Atlas/Blue Wolf made several proposals to acquire the entire Company in 2018, but was never willing to pay a cash consideration of more than \$460 million. As a reminder, stockholders should note that the purchase price for the Pixelle Transaction, which included the Androscoggin and Stevens Point mills, was \$400 million, resulting in estimated net cash proceeds of \$336 million.

As previously announced, the Company believes that Atlas/Blue Wolf's determination to ABSTAIN from vote on the Pixelle Transaction, allegedly due to a need for additional disclosure, is a pretense for their self-serving agenda and questionable motives.

The Verso Board unanimously urges all stockholders to use the WHITE proxy card to vote "FOR" the Pixelle Transaction in accordance with the Glass Lewis and ISS recommendations. 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.
1407 Broadway, 27th Floor
New York, New York 10018
proxy@mackenziepartners.com
(212) 929-5500
or
Toll-Free (800) 322-2885

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

For further information: Media Contacts: Kathi Rowzie,
Vice President, Communications and Public Affairs, (937)
528-3700, kathi.rowzie@versoco.com or Steve Frankel /

Nick Lamplough / Ed Trissel, Joele Frank, Wilkinson Brimmer Katcher, 212-355-4449; Investor
Contact: (937) 528-3220, investor.relations@versoco.com; Additional Investor Contact: Bob
Marese, MacKenzie Partners, Inc., 212-929-5500



<http://investor.versoco.com/2020-01-23-Both-Leading-Proxy-Advisory-Firms-Glass-Lewis-and-ISS-Recommend-that-Verso-Stockholders-Vote-FOR-the-Pixelle-Transaction>