

AXIALL CORP/DE/  
Form 425  
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**Subject Company: Axiall Corporation**

**Filer's Commission File Number: 001-32260**

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The following email was sent to Westlake Chemical Corporation ( Westlake ) employees by the President and Chief Executive Officer of Westlake, Albert Chao, on January 29, 2016.

**Internal Email**

Dear Employees,

I wanted to let you know that today Westlake announced that it has proposed to acquire Atlanta-based Axiall, a leading North American manufacturer and international marketer of vinyls, chlor-alkali and related building products, for \$20.00 per share in cash and stock, or a total valuation of approximately \$2.9 billion, including the assumption of debt and other liabilities. A copy of the press release we issued this morning can be found here: [www.WestlakeAxiall.AcquisitionProposal](http://www.WestlakeAxiall.AcquisitionProposal).

We believe Axiall is an ideal strategic fit with Westlake and that the combination of our two operations would produce significant benefits for our employees, shareholders, customers and partners. The transaction would create a more efficient, diversified and competitive company, positioned to compete and grow in this challenging environment.

We are surprised and disappointed that Axiall did not appreciate the merits of our proposal and has rejected it outright. By going public with our interest, we will be reaching out to Axiall shareholders to solicit their support for this compelling proposal. That said, let me emphasize that we are at the very early stages of this proposed transaction and we can make no assurances about if this transaction will be successful. While this will be of great interest to all employees and is an important strategic opportunity for us, it is important that we all remain focused on the job at hand, including our ongoing projects and initiatives. Your continued attention to ensuring that we are working safely and reliably is of utmost importance. Likewise, we need to continue to diligently focus on providing our customers with the exceptional service levels and high quality products that they have come to expect of us. Also, we will continue to compete in the marketplace with the same vigor as we have done in the past, including when competing against Axiall.

We remind you that you should not be communicating with any Axiall employee, representative or agent about this transaction and related matters. I also want to remind you of our policy not to speak with members of the media or the investment community unless authorized to do so. Please refer investor relations and financial inquiries to Steve Bender, Vice President and CFO, and media questions to David Hansen, Sr. Vice President or Erika Soechting, Manager, Corporate Communications. In response to questions from customers or other third parties, please refer them to the press release. For more information on this proposed transaction, you can also visit a dedicated website we

launched this morning, [www.WestlakeAxiall.AcquisitionProposal.com](http://www.WestlakeAxiall.AcquisitionProposal.com), which will be continuously updated as this situation unfolds.

Thank you for your continued hard work and dedication.

Sincerely,

Albert Chao

President and Chief Executive Officer

**Forward Looking Statements**

This communication contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, but are not limited to, statements regarding Westlake Chemical

Corporation's ( Westlake ) proposal to acquire Axiall Corporation ( Axiall ) (including financing of the proposed transaction and the benefits, results, effects and timing of a transaction), all statements regarding Westlake's (and Westlake's and Axiall's combined) expected future financial position, results of operations, cash flows, dividends, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management, and statements containing the use of forward-looking words, such as may, will, could, would, should, project, believe, anticipate, expect, estimate, continue, potential, plan, forecast, upside, and the like, or the use of future tense. Statements contained herein concerning the business outlook or future economic performance, anticipated profitability, revenues, expenses, dividends or other financial items, and product or services line growth of Westlake (and the combined businesses of Westlake and Axiall), together with other statements that are not historical facts, are forward-looking statements that are estimates reflecting the best judgment of Westlake based upon currently available information. Statements concerning current conditions may also be forward-looking if they imply a continuation of current conditions.

Such forward-looking statements are inherently uncertain, and stockholders and other potential investors must recognize that actual results may differ materially from Westlake's expectations as a result of a variety of factors, including, without limitation, those discussed below. Such forward-looking statements are based upon management's current expectations and include known and unknown risks, uncertainties and other factors, many of which Westlake is unable to predict or control, that may cause Westlake's actual results, performance or plans with respect to Axiall to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements. These statements involve risks, uncertainties and other factors discussed below and detailed from time to time in Westlake's filings with the Securities and Exchange Commission (the SEC).

Risks and uncertainties related to the proposed business combination transaction include, but are not limited to: (i) the ultimate outcome of any possible transaction between Westlake and Axiall, including the possibility that Axiall will not accept a transaction with Westlake, (ii) the ultimate outcome and results of integrating the operations of Westlake and Axiall if a transaction is consummated, (iii) the ability to obtain regulatory approvals and meet other closing conditions to any possible transaction, including any necessary stockholder approvals, (iv) potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the proposed transaction, (v) competitive responses to the announcement or completion of the proposed transaction, costs and difficulties related to the integration of Axiall's businesses and operations with Westlake's businesses and operations, (vi) the inability to obtain, or delays in obtaining, cost savings and synergies from the proposed transaction, (vii) uncertainties as to whether the completion of the proposed transaction or any transaction will have the accretive effect on Westlake's earnings or cash flows that it expects, (viii) unexpected costs, liabilities, charges or expenses resulting from the proposed transaction, (ix) litigation relating to the proposed transaction, (x) the inability to retain key personnel, and (xi) any changes in general economic and/or industry-specific conditions.

In addition to the factors set forth above, other factors that may affect Westlake's plans, results or stock price are set forth in Westlake's Annual Report on Form 10-K and in its reports on Forms 10-Q and 8-K. Many of these factors are beyond Westlake's control. Westlake cautions investors that any forward-looking statements made by Westlake are not guarantees of future performance. We do not intend, and undertake no obligation, to publish revised forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

### **Additional Information**

This communication relates to a proposal which Westlake has made for a business combination transaction with Axiall. In furtherance of this proposal and subject to future developments, Westlake (and, if a negotiated transaction is agreed, Axiall) may file one or more registration statements, proxy statements, tender offer statements, prospectuses or other documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, tender offer statement, prospectus or other document Westlake and/or Axiall may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF WESTLAKE AND AXIALL ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION STATEMENT(S), TENDER OFFER STATEMENT(S), PROSPECTUS(ES) AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to stockholders of Westlake and Axiall, as applicable. Investors and security holders will be able to obtain copies of these documents (if and when available) as well as other filings containing information about Westlake and Axiall, without charge, at the SEC's website, <http://www.sec.gov>. Those documents, when filed, as well as Westlake's other public filings with the SEC, may be obtained without charge at Westlake's website at <http://www.westlake.com>.

### **Participants in Solicitation**

Westlake and its directors, executive officers and certain other members of management and employees may be deemed to be participants in any solicitation with respect to the proposed transaction under the rules of the SEC. You can find information about Westlake's executive officers and directors in Westlake's definitive proxy statement filed with the SEC on April 1, 2015. You can obtain free copies of these documents from Westlake using the contact information above. Investors may obtain additional information regarding the interest of such participants by reading any proxy statement/prospectus regarding the proposed transaction when it becomes available.

This document shall not constitute an offer to sell, buy or exchange or the solicitation of an offer to sell, buy or exchange any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.