



News Release

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Sequa Corporation Commences Tender Offers and Consent Solicitation for Its 11.75% Senior Notes Due 2015 and 13.50% Senior PIK Notes Due 2015

NEW YORK, Nov. 28, 2012 – Sequa Corporation (the “Company” or “Sequa”) today announced the commencement of cash tender offers relating to any and all of its \$500,000,000 current outstanding principal amount of 11.75% Senior Notes due 2015 (the “11.75% Notes”) and its \$258,005,375 current outstanding principal amount of 13.50% Senior PIK Notes due 2015 (the “13.50% Notes,” and together with the 11.75% Notes, the “Notes”) and its solicitation of consents from the holders of the Notes to adopt certain amendments to the indenture governing the Notes.

The Notes and other information related to the tender offers are listed below:

Series of Notes	CUSIP Nos.	Current Principal Amount Outstanding	Offer Consideration ¹	Early Tender Payment ¹	Total Consideration ^{1,2}	Early Tender Deadline	Expiration Time
11.75% Senior Notes due 2015	817320AP9 U8149KAC1	\$500,000,000	\$1,004.38	\$30.00	\$1,034.38	5:00 P.M. EST, December 11, 2012	11:59 P.M. EST, December 26, 2012
13.50% Senior PIK Notes due 2015	817320AR5 U8149KAH0	\$258,005,375	\$1,008.75	\$30.00	\$1,038.75	5:00 P.M. EST, December 11, 2012	11:59 P.M. EST, December 26, 2012

¹ For each \$1,000 principal amount of Notes, excluding accrued but unpaid interest thereon, which interest will be paid in addition to the Offer Consideration or the Total Consideration, as applicable.

² The Total Consideration includes the Early Tender Payment.

The tender offers are scheduled to expire at 11:59 P.M., Eastern Time, on December 26, 2012, unless extended or earlier terminated (the “Expiration Time”). Holders who validly tender their Notes and deliver their consents by 5:00 P.M., Eastern Time, on December 11, 2012, unless extended or earlier terminated (the “Early Tender Deadline”), will receive \$1,034.38 and \$1,038.75 per \$1,000 principal amount of 11.75% Notes and 13.50% Notes, respectively (the “Total Consideration”), if such Notes are accepted for purchase, which includes an early tender payment of \$30.00 per \$1,000 principal amount of Notes (the “Early Tender Payment”). Holders who validly tender their Notes and deliver their consents after the Early Tender Deadline but by the Expiration Time will receive \$1,004.38 and \$1,008.75 per \$1,000 principal amount of 11.75% Notes and 13.50% Notes, respectively (the “Offer Consideration”), if such Notes are accepted for purchase. Holders whose tendered Notes are accepted for purchase will also receive accrued and unpaid interest from, and including, the most recent interest payment date for the Notes, to, but not including, the applicable payment date for the Notes in the tender offers.

Holders who validly tender their Notes and deliver their consents by the Early Tender Deadline (and do not validly withdraw their Notes or revoke their consents), and whose Notes are accepted for purchase, will, if the Company so elects, receive payment on a business day following the Early Tender Deadline

but before the Expiration Time. Holders who validly tender their Notes and deliver their consents after the Early Tender Deadline but by the Expiration Time, and whose Notes are accepted for purchase, will receive payment promptly after the Expiration Time.

The tender offers are subject to the satisfaction or waiver of certain conditions, including a financing condition and general conditions. The consents are being solicited to eliminate substantially all of the restrictive covenants and certain related events of default contained in the indenture governing the Notes. If the proposed amendments become operative, a notice of redemption to Holders whose Notes are to be redeemed will be permitted to be provided not less than 3 days before a redemption date instead of not less than 30 days before a redemption date as currently required under the Indenture. Holders may not tender their Notes without delivering consents or deliver consents without tendering their Notes.

Noteholders may withdraw tenders and revoke consents at any time prior to the earlier of (1) 5:00 P.M., Eastern Time, on December 11, 2012 (unless extended by the Company) and (2) the date on which a supplemental indenture is executed (the "Withdrawal Deadline"), which is expected to promptly follow receipt of the consents of a majority of the Notes outstanding, voting together as a single class under the indenture governing the Notes.

Sequa has retained Barclays Capital Inc. to serve as the Dealer Manager for the tender offers and consent solicitation. Questions regarding the tender offers and consent solicitation may be directed to Barclays Capital Inc. at (800) 438-3242 (U.S. toll-free) or (212) 528-7581 (collect). You may also contact your broker, dealer, commercial bank or trust company or other nominee for assistance.

The complete terms and conditions of the tender offers and consent solicitation are described in the Offer to Purchase and Consent Solicitation Statement dated November 28, 2012 and the related Consent and Letter of Transmittal, copies of which may be obtained by contacting D.F. King & Co., Inc., as Tender Agent and Information Agent, at (800) 769-4414 (U.S. toll-free) or (212) 269-5550 (banks and brokers). The Offer to Purchase and related Consent and Letter of Transmittal also address certain U.S. federal income tax consequences. Holders should seek their own advice based on their particular circumstances from an independent tax advisor.

None of Sequa, the Dealer Manager, the Tender Agent or the Information Agent makes any recommendation as to whether holders should tender their Notes pursuant to the tender offers or consent to the proposed indenture amendments, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender Notes and deliver consents, and, if so, the principal amount of Notes to tender.

This press release does not constitute an offer to purchase, a solicitation of an offer to sell nor a solicitation of consents with respect to, any Notes or other securities, nor shall there be any purchase of Notes or solicitation of consents in any state or jurisdiction in which such offer, solicitation or purchase would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The tender offers and consent solicitation are being made solely by the Offer to Purchase and Consent Solicitation Statement dated November 28, 2012 and related Consent and Letter of Transmittal. In any jurisdiction where the laws require the tender offers and consent solicitation to be made by a licensed broker or dealer, they will be deemed made on behalf of Sequa by Barclays Capital Inc. or one or more registered brokers or dealers under the laws of such jurisdiction. The tender offers and consent solicitation are not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction.

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About Sequa

Sequa Corporation is a diversified industrial company that operates in the aerospace and metal coatings industries. Sequa Corporation is owned by The Carlyle Group. For additional information visit www.sequa.com.

Forward-Looking Statements

Statements in this press release (or otherwise made by the Company or on its behalf) that are not historical facts, including statements regarding the Company's estimates, expectations, beliefs, intentions, projections or strategies for the future may be "forward-looking statements". The words "expects", "believes", "plans", "anticipates", and similar expressions are intended to identify forward-looking statements. All forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from the estimates, expectations, beliefs, intentions, projections and strategies reflected in or suggested by the forward-looking statements.

These risks and uncertainties include, but are not limited to, the cyclical nature of the Company's business and inability to predict the timing or severity of future economic downturns, significant amount of indebtedness and related debt service obligations, participation in markets that are competitive, ability to comply with governmental regulations and the government's ability to revoke important authorizations and approvals if the Company is unable to comply, increases in costs or disruptions of the supply of the Company's raw materials, risks associated with the Company's multi-year, fixed-price contracts and other material agreements to which the Company is a party, economic, political and other developments associated with its international operations, and other risks and uncertainties, including those listed in the Company's Annual Report for the year ended December 31, 2011 under the caption "Risk Factors." The Company believes that all forward-looking statements are based on reasonable assumptions when made; however, the Company cautions that it is impossible to predict actual results or outcomes or the effects of risks, uncertainties or other factors on anticipated results or outcomes and that, accordingly, one should not place undue reliance on these statements. Forward-looking statements speak only as of the date they were made, and the Company undertakes no obligation to update these statements in light of subsequent events or developments. Actual results and outcomes may differ materially from anticipated results or outcomes discussed in any forward-looking statement. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report for the year ended December 31, 2011 and Quarterly Reports for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012, which are available as explained in the Offer to Purchase and Consent Solicitation Statement under "Where You Can Find More Information".

Caution should be taken not to place undue reliance on forward-looking statements, which represent the Company's views only as of the date of this release, and which the Company has no current intention to update.