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MATTERHORN TELECOM HOLDING S.A.

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March 3, 2017

Matterhorn Telecom Holding S.A. (the “SN Issuer”) and Matterhorn Telecom S.A. (the “SSN Issuer” and, together with the SN Issuer, the “Issuers”) today announce a consent solicitation (the “Consent Solicitation”), an offer to purchase and consent solicitation (the “Offer and Solicitation”) and an additional notes and new notes offering (the “Offering”).

## I. CONSENT SOLICITATION

The SSN Issuer is soliciting consents from holders to certain amendments to the indenture governing its outstanding CHF 410,637,000 aggregate principal amount of 3.625% Senior Secured Notes due 2022 and €1,000,000,000 aggregate principal amount of 3.875% Senior Secured Notes due 2022 (together, the “Fixed Rate Senior Secured Notes”) and the SN Issuer is soliciting consents from holders to certain amendments to the indenture governing its outstanding €181,866,000 aggregate principal amount of 4.875% Senior Notes due 2023 (the “Senior Notes”), in each case to: (i) the “Limitation on Restricted Payments” covenants and (ii) the “Limitation on Indebtedness” covenants (the “Proposed Amendments”).

The purpose of the Proposed Amendments is to (i) increase “restricted payments” capacity under each indenture on a one-time basis in order for the Issuers to make a distribution to their indirect shareholder, NJJ, in one or more instances, by December 31, 2017 and (ii) incur additional debt on a one-time basis to fund the portion of the distribution not otherwise being paid with cash on balance sheet. The Solicitation is conditional upon completion, by August 11, 2017 (inclusive), of the financing for which the Proposed Amendments are being sought. The Issuers may waive this condition in their sole discretion.

The Solicitation will expire at 4:00 p.m. London time on March 9, 2017. An aggregate cash payment of CHF 22.1 million equivalent will be payable *pro rata* to holders of the Fixed Rate Senior Secured Notes for which a Consent is validly delivered prior to the Expiration Time and not validly revoked prior to the Expiration Time, subject to the terms and conditions of the Consent Solicitation. Holders of the CHF 410,637,000 aggregate principal amount of 3.625% Senior Secured Notes due 2022 will receive a consent payment in Swiss francs. Holders of the €1,000,000,000 aggregate principal amount of 3.875% Senior Secured Notes due 2022 will receive a consent payment in euros, which will be converted using the exchange rate of €0.939 per CHF 1.00. An aggregate cash payment of €3.6 million will be payable *pro rata* to holders of the Senior Notes for which a consent is validly delivered prior to the Expiration Time and not validly revoked prior to the Expiration Time, subject to the terms and conditions of the Consent Solicitation.

Holders should take note of the following dates in connection with the Solicitation. The dates below are, however, subject to modification in accordance with the terms of the Solicitation.

<b>Event</b>	<b>Timing</b>
<b>Solicitation Launch Date</b>	March 3, 2017 and Consent Solicitation Statement available from the Dealer Managers.
<b>Expiration Time</b>	4:00 p.m., London Time, on March 9, 2017, unless extended by the SSN Issuer or SN Issuer, as applicable, in its sole discretion.
<b>Revocation Deadline</b>	The earlier of the Expiration Time and the Effective Time.
<b>Effective Time</b>	The time at which the relevant requisite consents have been received for the relevant indenture and at which the indenture in respect of the relevant notes has been amended.
<b>Announcement of Solicitation Results</b>	As soon as practicable after the earlier of the Effective Time or the Expiration Time with respect to any class of notes.
<b>Consent Payment Date</b>	The earlier of: (i) promptly after the completion of the financing for which the Proposed Amendments are being sought and (ii) in advance of any distribution permitted by the Proposed Amendments.
<b>Long-Stop Date</b>	August 11, 2017 4:00 p.m. London time

## II. OFFER AND SOLICITATION

Concurrently with the Consent Solicitation, the SSN Issuer invites eligible holders of its €265,000,000 aggregate principal amount of Floating Rate Senior Secured Notes due 2022 (the “Senior Secured FRNs,” which were issued under the same indenture as the Fixed Rate Senior Secured Notes) held pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), to tender any and all of their Senior Secured FRNs for purchase for cash of 100.500% of their aggregate principal amount (plus accrued and unpaid interest up to the Settlement Date). The completion of the Offer and Solicitation is conditional upon, among other things, the completion of the issuance of the new floating rates notes expected to be issued in the Offering.

The tendering of Senior Secured FRNs held pursuant to Regulation S for purchase will automatically constitute the delivery of consent to the Proposed Amendments. The Fixed Rate Senior Secured Notes and the Senior Secured FRNs are treated as a single class for voting purposes.

If the Offer and Solicitation is completed and the offering of new floating rate notes is completed, the Company intends to redeem, on May 1, 2017, at a redemption price of 100% of the principal amount thereof, any and all remaining outstanding Senior Secured FRNs (including the Senior Secured FRNs issued pursuant to Rule 144A under the Securities Act) pursuant to the optional redemption provisions of the Senior Secured FRNs.

Holders should take note of the following dates in connection with the Offer and Solicitation. The dates below are, however, subject to modification in accordance with the terms of the Solicitation.

<b>Timing</b>	<b>Event</b>
<b>March 3, 2017</b>	<b>Launch Date</b> Offer and Solicitation announced and Tender Offer Memorandum available from the Tender Agent.
<b>March 9, 2017, 4:00 p.m., London time</b>	<b>Expiration Date</b> Deadline for receipt of tender instructions by the Tender Agent in order for holders to be able to participate in the Offer and Solicitation.
<b>As soon as reasonably practicable after the Expiration Date</b>	<b>Results Announcement Date</b> Announcement whether the SSN Issuer will accept valid tenders of Senior Secured FRNs held pursuant to Regulation S and, if so accepted, the tender offer consideration, subject to the completion of the issuance of the new floating rates notes.
<b>No later than March 17, 2017</b>	<b>Settlement Date</b> Expected Settlement Date for Senior Secured FRNs held pursuant to Regulation S validly tendered and accepted for purchase by the Offeror. Payment of the tender offer consideration in respect of any such Senior Secured FRNs.

## III. PROPOSED OFFERING OF NOTES

Concurrently with the Solicitation and the Offer and Solicitation, the Issuers intend to issue (i) additional Fixed Rate Senior Secured Notes under the SSN Indenture and additional Senior Notes under the SN Indenture to fund a portion of the distribution to NJJ, the Consent Payments and the fees and expenses related to the Offering, the Offer and Solicitation, and the Solicitation pursuant to the Proposed SSN Indebtedness Amendments and the Proposed SN Indebtedness Amendments and (ii) new floating rate notes under a new indenture (the “Offering”) to refinance the Senior Secured FRNs, in an aggregate amount of approximately CHF 686 million (equivalent), of which an aggregate amount of approximately CHF 200 million (equivalent) are expected to be additional Senior Notes. The actual amounts of the additional Fixed Rate Senior Secured Notes, additional Senior Notes and new floating rate notes to be offered are estimates and subject to change in the sole discretion of the Issuers. Such notes will be offered to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A of the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. The Issuers intend to pay a distribution to their indirect shareholder, NJJ, a portion of which will be paid on the completion date of the Offering from the net proceeds thereof and cash on balance sheet. The Issuers intend to pay the remainder of the distribution from cash on balance sheet, in one or more instances, by December 31, 2017.

## NOT FOR DISTRIBUTION IN THE UNITED STATES, AUSTRALIA, JAPAN AND CANADA

The Issuers have engaged Goldman Sachs International, Credit Suisse Securities (Europe) Limited and Société Générale to act as Solicitation Agents for the Solicitation and as Dealer Managers and Solicitation Agents for the Offer and Solicitation. Questions regarding the terms of the Solicitation may be directed to the Solicitation Agents. The Issuers have also engaged Lucid Issuer Services Limited to act as the Information and Tabulation Agent for the Solicitation and as Tender Agent. Questions or requests for assistance or copies of the Consent Solicitation Statement and the Tender Offer Memorandum may be directed to the Information and Tabulation Agent and the Tender Agent.

### *The Solicitation Agents and the Dealer Managers and Solicitation Agents*

<b>Goldman Sachs International</b>	<b>Credit Suisse Securities (Europe) Limited</b>	<b>Société Générale</b>
Peterborough Court 133 Fleet Street London EC4A 2BB United Kingdom	One Cabot Square Canary Wharf London E14 4QJ United Kingdom	17 cours Valmy 92987 Paris La Défense cedex France
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E-mail: liabilitymanagement.eu@gs.com	E-mail: liability.management@credit-suisse.com	E-mail: liability.management@sgcib.com
Phone: +44 207 774 9862	Phone: +44 207 883 8763	Phone: +33 1 42 13 32 40

### *The Information and Tabulation Agent and the Tender Agent*

#### **Lucid Issuer Services Limited**

Tankerton Works  
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United Kingdom  
Attn: Sunjeeve Patel/ Arlind Bytyqi  
Confirmation by Telephone: +44 (0)207 704 0880  
Email:salt@lucid-is.com

### **DISCLAIMER**

*This announcement is not a consent solicitation and must be read in conjunction with the Consent Solicitation Statement and the Tender Offer Memorandum. This announcement release and the Consent Solicitation Statement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the proposed amendments. Those documents should be consulted for additional information regarding consent procedures and the conditions for the consent solicitation. To receive copies of the Consent Solicitation Statement and the Tender Offer Memorandum or for questions relating to the Solicitation or the Offer and Solicitation, please contact the Solicitation Agents or the Information and Tabulation Agent or the Solicitation Agents and Dealer Managers or the Tender Agent using the contact information given above. If any holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the proposed amendments, it is recommended to seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank, manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to consent to the proposed amendments. None of the Issuers, the guarantors under the indentures governing the Notes, the Solicitation Agents, the Solicitation Agents and Dealer Managers, the trustees, the Information and Tabulation Agent, the Tender Agent or any person who controls, or is a director, officer, employee, agent of any such person, or any affiliate of any such person makes any recommendation whether holders of the Notes should consent to the proposed amendments.*

*Any deadlines set by any intermediary or clearing system may be earlier than the deadlines specified in the Consent Solicitation Statement.*

*The proposed notes will be offered in a private placement only to qualified institutional buyers pursuant to Rule 144A and non-U.S. persons pursuant to Regulation S under the Securities Act, subject to prevailing market and other conditions. There is no assurance that the offering will be completed or, if completed, as to the terms on which it is completed. The notes to be offered have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful.*

*This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of Directive 2003/71/EC of the Parliament and Council of November 4, 2003, as implemented by the Member States of the European Economic Area (the "Prospectus Directive"). The offer and sale of the notes will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.*

*In the United Kingdom, this announcement is being distributed to, and is directed at, only (a) persons who have professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (b) high net worth companies, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (c) persons to whom an invitation or inducement to engage in an investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The investments to which this announcement relates are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be available only to or will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Persons distributing this announcement must satisfy themselves that it is lawful to do so.*

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