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March 10, 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 the results of the consent solicitation (the "Consent Solicitation") and the offer to purchase and consent solicitation (the "Offer and Solicitation") launched on March 3, 2017. The Consent Solicitation and the Offer and Solicitation expired on March 9, 2017 at 4:00 p.m., London time.

#### I. CONSENT SOLICITATION

The SSN Issuer has obtained 87.33% consents to the Proposed 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 €265,000,000 aggregate principal amount of Floating Rate Senior Secured Notes due 2022. The SN Issuer has obtained 85.38% consents to the Proposed Amendments to the indenture governing its outstanding €181,866,000 aggregate principal amount of 4.875% Senior Notes due 2023 (the "Senior Notes"). Capitalized terms not defined herein have the meaning attributed to them in the Consent Solicitation Statement.

On March 8, 2017, the requisite consents for each indenture were obtained and each of the Issuers, the guarantors and the trustee under each indenture executed a supplemental indenture in relation to the relevant indenture giving effect to the Proposed Amendments.

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 Consent Payment Date is expected to be March 16, 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 was 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 of CHF 1,661.22 per CHF 100,000. Holders of the €1,000,000,000,000 aggregate principal amount of 3.875% Senior Secured Notes due 2022 will receive a consent payment of €1,661.22 per €100,000. An aggregate cash payment of €3.6 million, or €2,318.45 per €100,000, will be payable *pro rata* to holders of the Senior Notes for which a consent was 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.

## II. OFFER AND SOLICITATION

Matterhorn Telecom S.A. (the "Offeror") hereby announces that €191,996,000 in aggregate principal amount of its €265,000,000 Floating Rate Senior Secured Notes due 2022 issued pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the "FRNs") were validly tendered and not withdrawn prior to the Expiration Time and will be accepted for repurchase for cash at a price of 100.500%, plus accrued and unpaid interest to the Settlement Date (excluded), subject to the conditions set forth in the Offer to Purchase Statement. The outstanding amount of FRNs (including FRNs issued pursuant to Rule 144A pursuant to the Securities Act) following settlement of the Offer and Solicitation will be €73,004,000. The Offer and Solicitation was made upon the terms and conditions described in the offer to purchase and consent solicitation statement dated March 3, 2017 (the "Offer to Purchase Statement"). Capitalized terms not defined herein have the meaning attributed to them in the Offer to Purchase Statement.

The Settlement Date is expected to be March 16, 2017, and all payments for FRNs tendered and accepted for purchase prior to the Expiration Time will be made on the Settlement Date. The offer is subject to the terms and conditions set forth in the Offer to Purchase Statement. The Offeror reserves the right at any time, in its sole discretion, to waive any or all of the terms and conditions of the Offer and Solicitation.

Subject to the completion of the Offer and Solicitation and the offering of new floating rate notes priced today as announced by the Offeror, the Offeror intends to redeem, on or about May 1, 2017, at a redemption price of 100% of the principal amount thereof, any and all remaining outstanding FRNs (including FRNs issued pursuant to Rule 144A under the Securities Act) pursuant to the optional redemption provisions of the FRNs.

### 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 Offer to Purchase Statement may be directed to the Information and Tabulation Agent and the Tender Agent.

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

**Goldman Sachs International Credit Suisse Securities (Europe)** Société Générale Limited Peterborough Court One Cabot Square 17 cours Valmy Canary Wharf 133 Fleet Street 92987 Paris La Défense cedex London EC4A 2BB London E14 4QJ France United Kingdom United Kingdom Attn: Liability Management Group Attn: Liability Management Desk Attn: Liability Management Team E-mail: E-mail: E-mail: liabilitymanagement.eu@gs.com liability.management@creditliability.management@sgcib.com suisse.com

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# The Information and Tabulation Agent and the Tender Agent

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

Tankerton Works 12 Argyle Walk London WC1H 8HA United Kingdom

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#### **DISCLAIMER**

This announcement is not a consent solicitation and must be read in conjunction with the Consent Solicitation Statement and the Offer to Purchase Statement. This announcement release and the Consent Solicitation Statement and the Offer to Purchase Statement 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 Offer to Purchase Statement 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

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Issuers assume no obligation to update or correct the information contained in this announcement.

This announcement constitutes a public disclosure of inside information by Matterhorn Telecom S.A. under Regulation (EU) 596/2014 (16 April 2014).

The distribution of this announcement may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction.