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Matterhorn Telecom S.A.

Matterhorn Telecom S.A. Announces Launch of Senior Secured Debt

September 17, 2025

Matterhorn Telecom S.A. (the “Issuer”) today announces the launch of an offering of Senior Secured Notes due 2030 (the “Notes”) in an aggregate principal amount of €500.0 million. The Notes, together with a new €180.0 million term loan facility availed by the Issuer as an additional facility (“Additional Facility B3”) under its existing senior facilities agreement, are being offered in connection with the acquisition by the Issuer of 90% of the shares of GP Holding SAS, which indirectly holds a controlling share of 50.01% (of which 0.0367% is currently on loan to directors under Monegasque law) in Monaco Telecom S.A.M (“Monaco Telecom”), from a holding company of our shareholder NJJ and a minority shareholder. Monaco Telecom has been co-owned by NJJ and the Government of Monaco since 2014.

The consideration for the acquisition of the shares and a related receivable (the “Acquisition”) will be €625.4 million (CHF 585.1 million) (the “Acquisition Purchase Price”) to be settled by (i) an aggregate upfront cash payment, (ii) entering into a subordinated shareholder loan (the “Subordinated Shareholder Loan Agreement”) and (iii) entering into a subordinated vendor loan (the “Subordinated Vendor Loan”). The closing date of the Acquisition, subject to the completion of the financing, is expected to occur shortly after the issue date of the Notes. The Acquisition Purchase Price is supported by an independent valuation opinion that has been provided to the Issuer.

The Acquisition has no impact on the governance of Monaco Telecom.

The proceeds from the offering of the Notes, together with drawings under the Additional Facility B3, the Subordinated Shareholder Loan, the Subordinated Vendor Loan and cash on balance sheet, is expected to be used to (i) pay the Acquisition Purchase Price, (ii) fully redeem the Issuer’s Euro 2026 Senior Secured Notes, and (iii) pay fees and expenses related to the financing.

The Notes and Additional Facility B3 will be guaranteed on a senior basis, subject to certain limitations, by Matterhorn Telecom Holding S.A. and Salt Mobile SA and secured by first-ranking liens over shares of capital stock of the Issuer and Salt Mobile SA, certain bank accounts and intragroup receivables.

Assuming full consolidation, the Group’s Pro Forma EBITDA will be CHF 751.8 million and the Pro Forma Revenue will be CHF 1,511 million for the twelve months ended June 30, 2025 and the transaction is expected to be broadly leverage neutral.

The Notes are being offered outside the United States in offshore transactions pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), subject to prevailing market and other conditions. No assurance can be given that the offering of the Notes will be completed, or, if completed, as to the terms on which it is completed. The Notes being offered have not been, and will not be, 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 pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This announcement 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 persons to whom, such offer, solicitation or sale is unlawful.

This press release and the offering of any securities described herein are only addressed to and directed at persons who, in the European Economic Area or in the United Kingdom, are not retail investors, defined as a person who is one (or more) of: (i) a retail client, with respect to the European Economic Area, as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”) and, with respect to the United Kingdom, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer, with respect to the European Economic Area, within the meaning of Directive 2016/97/EU (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II and, with respect to the United Kingdom, within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 (“UK MiFIR”) as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor, with respect to the European Economic Area, as defined in the Prospectus Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”) and, with respect to the United Kingdom, as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”).

MiFID II professionals/ECPs-only / No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

No key information document (KID) required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) and Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation and the UK PRIIPs Regulation.

The Notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act of 15 June 2018 (as amended, the “FinSA”). Neither this press release nor any other offering or marketing material relating to the Notes constitutes a prospectus pursuant to the FinSA or any applicable laws or regulations, and no offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

This press release constitutes advertising in accordance with article 68 FinSA. Such advertisements are communications to investors aiming to draw their attention to financial instruments. Any investment decisions with respect to any securities should not be made based on this advertisement.

Statements in this release which are not historical facts are forward-looking statements. All forward-looking statements involve risks and uncertainties which could affect the Issuer’s actual results and could cause its actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Issuer.

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.