



SUCCESSFUL SYNDICATION AND FINALISATION OF THE GROUP'S REFINANCING

BOULOGNE-BILLANCOURT – December 9, 2024, at 06:00 PM CET

Exclusive Networks (Euronext Paris: EXN), a global leader in cybersecurity, announced on July 24, 2024 that a consortium comprising Clayton Dubilier & Rice and Everest UK HoldCo Limited, an entity controlled by the Permira funds and the majority shareholder of Exclusive Networks (the "**Company**"), were contemplating to acquire a majority shareholding in the Company, which would be followed by a simplified mandatory tender offer on the remaining Company shares and, should the legal conditions be met, the implementation of a squeeze-out following the offer (the "**Transaction**").

In the context of the Transaction, and as also described in the press release of July 24, 2024, it is contemplated that the Company and its subsidiary Everest SubBidCo enter into new facilities agreement in order to, among others, finance the payment of the exceptional distribution approved by the shareholders meeting of October 31, 2024, and generally to refinance the existing indebtedness of the Group.

On November 4 and 29, 2024, the board of directors of the Company approved the corresponding senior facilities agreement under which the Company and Everest SubBidCo are borrowers (the "**Senior Facilities Agreement**") and the intercreditor agreement (the "**Intercreditor Agreement**").

This Senior Facilities Agreement comprises (i) a term loan made available to Everest SubBidCo divided into EUR and USD tranches of maximum principal amounts of EUR 607,000,000 and USD 267,000,000 (respectively) and the USD tranche term loan is also made available to Etna US Finco 1 LLC, (ii) two deferred term loans made available to Everest SubBidCo for a combined maximum principal amount of EUR 235,000,000, and (iii) a revolving credit facility made available to, among others, the Company and Everest SubBidCo for a maximum principal amount of EUR 235,000,000.

A term loan divided into EUR and USD tranches of maximum principal amounts of EUR 300,000,000 and USD 133,000,000 (respectively) is also made available to Etna French Bidco and, in respect of the USD tranche, Etna US Finco 2 LLC to finance the acquisition of control of the Company, the tender offer and, as the case may be, the squeeze-out that will follow within the Transaction.

The syndication of these facilities was successfully finalised on December 5, 2024.

The Senior Facilities Agreement and the Intercreditor Agreement have therefore been executed on December 8, 2024 in accordance with the aforementioned prior approvals of the board of directors of the Company.

Information on the Senior Facilities Agreement and the Intercreditor Agreement is available in the "*Regulated Agreement*" section of the "*Governance Documents*" page of the Company's website <https://ir.exclusive-networks.com/governance-documents/>



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About Exclusive Networks

Exclusive Networks (EXN) is a global cybersecurity specialist that provides partners and end-customers with a wide range of services and product portfolios via proven routes to market. With offices in over 45 countries and the ability to serve customers in over 170 countries, we combine a local perspective with the scale and delivery of a single global organization.

Our best-in-class vendor portfolio is carefully curated with all leading industry players. Our services range from managed security to specialist technical accreditation and training and capitalize on rapidly evolving technologies and changing business models. For more information visit www.exclusive-networks.com.