

*This press release does not constitute an offer to purchase securities or any form of solicitation and is not intended to be distributed in jurisdictions where the proposed Offer would not be authorized*

*Translation for information purposes only.*

*In case of discrepancy between the French and English versions, the French version shall prevail.*

**PRESS RELEASE DATED 12 FEBRUARY 2025**

**ON THE AVAILABILITY OF THE OFFER DOCUMENT AND INFORMATION  
RELATING IN PARTICULAR TO LEGAL, FINANCIAL AND ACCOUNTING  
CHARACTERISTICS OF ETNA FRENCH BIDCO**

**WITHIN THE CONTEXT OF THE SIMPLIFIED TENDER OFFER**

**for the shares of**



**INITIATED BY**

**ETNA FRENCH BIDCO**

**PRESENTED BY**



**LAZARD Morgan Stanley**



**GUARANTEEING AND PRESENTING  
BANK**

**PRESENTING BANKS**

**PRICE OF THE OFFER:**

EUR 18.96 per Exclusive Networks share

**DURATION OF THE OFFER:**

12 trading days

The timetable of the simplified tender offer referred to herein will be set out by the French financial market authority (*Autorité des marchés financiers*) (the “**AMF**”) in accordance with the provisions of its general regulation (the “**AMF General Regulation**”).



This press release was prepared and distributed by Etna French Bidco in accordance with the provisions of Articles 231-27 1° and 2° and 231-28 of the AMF General Regulation.

In accordance with the provisions of Article L. 621-8 of the French Monetary and Financial Code and Article 231-23 of the AMF General Regulation, the AMF has, in application of its clearance decision dated 11 February 2025 of the simplified tender offer for Exclusive Networks shares (the “Offer”), affixed visa No. 25-024 dated 11 February 2025 to the offer document prepared by Etna French Bidco (the “Offer Document”).

### **IMPORTANT NOTICE**

In accordance with the provisions of Article L. 433-4 II of the French Monetary and Financial Code and Articles 237-1 *et seq.* of the AMF General Regulation, in the event that, at the closing of the Offer, the number of shares of Exclusive Networks not tendered to the Offer by the minority shareholders of Exclusive Networks (excluding treasury shares held by Exclusive Networks, shares covered by a liquidity mechanism and/or assimilated to shares held by Etna French Bidco, alone or in concert) does not represent more than 10% of the share capital and voting rights of Exclusive Networks, Etna French Bidco intends to require the AMF, at the latest within three (3) months following the closing of the Offer, to implement a squeeze-out procedure for the shares of Exclusive Networks not tendered to the Offer (excluding treasury shares held by Exclusive Networks, shares covered by a liquidity mechanism and/or assimilated to shares held by Etna French Bidco, alone or in concert) to be transferred to Etna French Bidco in exchange for compensation per share equal to the offer price, i.e., €18.96 per Exclusive Network share, net of all costs.

The Offer will not be proposed in any jurisdiction where it would not be permitted under applicable law. Acceptance of the Offer by persons residing in countries other than France and the United States of America may be subject to specific obligations or restrictions imposed by legal or regulatory provisions. The recipients of the Offer are solely responsible for compliance with such laws and it is therefore their responsibility, before accepting the Offer, to determine whether such laws exist and are applicable, based on the advice they obtain from their own advisers. For more information, see Section 2.12 (*Offer restrictions outside of France*) of the Offer Document.

In accordance with Article 231-28 of the AMF General Regulation, information relating to the legal, financial and accounting aspects of Etna French Bidco was filed with the AMF on 12 February 2025 and supplements the Offer Document.

This information document and the Offer Document are available on the websites of Exclusive Networks ([www.exclusive-networks.com](http://www.exclusive-networks.com)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)) and may be obtained free of charge from:

**Etna French Bidco**  
37, avenue Pierre 1<sup>er</sup> de Serbie  
75008 Paris

**BNP Paribas**  
(Département M&A EMEA)  
5, boulevard Haussmann  
75009 Paris

**Lazard Frères Banque**  
175, Boulevard Haussmann  
75008 Paris

**Morgan Stanley**  
61, Rue de Monceau  
75008 Paris

**Société Générale**  
GLBA/IBD/ECM/SEG 75886  
Paris Cedex 18

The Offer Document should be read in conjunction with all other documents published in connection with the Offer.

Prior to the opening of the Offer, the AMF and Euronext will respectively publish a notice announcing the opening of the Offer and the timetable and a notice announcing the terms and the timetable of the Offer.

### **Disclaimer**

This press release was prepared for informational purposes only. It is not an offer to the public and it is not intended to be disseminated in the jurisdictions in which the planned Offer is not authorized. The distribution of this press release, the Offer and its acceptance may be subject to specific regulations or restrictions in certain countries. The Offer is not made for persons subject to such restrictions, neither directly nor indirectly, and may not be accepted in any way from a country where the Offer would be subject to such restrictions. Consequently, persons in possession of this press release shall inquire about potential applicable local restrictions and comply with them. Etna French Bidco excludes all liability in the event of any breach of the applicable legal restrictions by any person.