



Press release

Paris, 6 June 2026

Bouygues Telecom takes a major step forward for its future growth by signing, alongside Free-iliad Group and Orange, a Memorandum of Understanding with Altice France with a view to acquiring SFR.

Bouygues Telecom today has signed a Memorandum of Understanding, alongside Orange and Free-iliad Group (the “Consortium”), with Altice France with a view to acquiring SFR. This MoU covers the acquisition of the majority of assets operated by Altice France-SFR, excluding shareholdings in XP Fibre, Ultraedge and Altice Technical Services, as well as the Altice France group’s operations in the French overseas departments and regions.

An industrial project to support customers, investment and digital sovereignty

In a mature telecoms market and an increasingly digital economy, the needs of B2C, B2B and public sector customers are changing fast, driven in particular by the growth in data usage, the widespread adoption of superfast broadband, the growth of cloud computing and one-stop-shop communications, the growing need for cybersecurity, the roll-out of new digital services, the rise of artificial intelligence and expansion of private 5G networks.

In this context, this transaction is intended to boost the capacity for investment in French digital infrastructure over the long term. It should help to improve the resilience of Fixed and Mobile superfast broadband networks, support technological innovation and strengthen control over infrastructure that is strategic for France.

For those SFR customers switching to Bouygues Telecom, the priority is to ensure a smooth, controlled transition with service continuity. Bouygues Telecom will guarantee the continuity of current plans, the quality of customer relations, the stability of its services and an efficient migration of customers.

Bouygues Telecom is committed to ensuring that every customer benefits quickly from the quality of its services and customer service, as well as the strengths of its Fixed and Mobile networks, which are regularly ranked among the most reliable and high-performing in France.

For the French digital ecosystem, this project aims to ensure that the assets in question remain in the hands of long-standing French industrial players with a strong presence in France. It should thus help to safeguard digital sovereignty, support investment and ensure the long-term availability of the skills needed to operate, upgrade and secure the telecoms infrastructure in France.

Edward Bouygues, Chairman of Bouygues Telecom and Deputy CEO of the Bouygues group, stated: "I am delighted by this new, decisive stage in the SFR acquisition project. With this transaction, the Bouygues group confirms its commitment to placing its core businesses on a long-term growth path and to contributing to France's digital sovereignty."

"Bouygues Telecom is reaching a historic milestone in its development by signing a Memorandum of Understanding for the purchase of SFR. As we celebrate our 30th anniversary, this transaction will enable us to scale up by becoming the number two telecommunications operator in France, with the ambition of always better serving our customers," **added Benoît Torloting, Chief Executive Officer of Bouygues Telecom.**

Labour relations and employee support

Bouygues Telecom is paying special attention to the HR issues of this transaction, especially with regard to employment, and will carry out this project based on responsibility, management-labour dialogue and transparency. Along with the Consortium, Bouygues Telecom will ensure employment for all the staff of the acquired scope until the beginning of 2029 either by allowing them to continue in their present position or by providing them with a job opportunity. Bouygues Telecom will ensure that the teams concerned receive the necessary support, that key skills are retained, and that business continuity is maintained. The project's success will depend on the commitment of employees and the quality of management-labour dialogue, which has long been a hallmark of Bouygues Telecom and, more broadly, the Bouygues group.

The specific arrangements for the organisation, integration and support of staff will be set out in the upcoming HR procedures and operational work.

A consultation period will be opened shortly with the relevant employee representative bodies in order to engage a responsible and constructive dialogue process.

Key aspects of the transaction for Bouygues Telecom

Under the proposed allocation of assets among the consortium members, Bouygues Telecom is, in particular, to acquire (based on 2025 figures):

- the SFR Business activity and customer base, representing around €1.2 billion in sales¹;
- part of SFR's B2C activity and customer base, comprising around 3.8 million Mobile (o/w around 0.5 million MVNO Prioxtel customers) and around 2.6 million Fixed customers;
- SFR's Mobile network in the less dense areas currently shared with Bouygues Telecom under the "Crozon" network-sharing agreement;
- infrastructure dedicated to B2B Fixed services;
- SFR's share of the horizontal FTTH network in part of the very dense area known as "Faber";
- a part of the store network.

Those assets (in particular the Fixed and Mobile networks excluding Crozon, part of the store network and IT systems excluding B2B) not acquired by the three operators would continue to be managed within SFR SA for a transition period of at least 30 months; during which it would be held in equal shares by the three members of the Consortium, in order to ensure continuity of operations throughout the migration and integration phase.

Based on the 2025 results for the scope to be acquired by the consortium, Bouygues Telecom's share of the scope amounts to (according to Altice's accounts):

- 52% of reported sales (i.e. around €4.1 billion),
- 42% of EBITDAaL of the scope under consideration post adjustments (the non-recurrent items in particular), i.e. around €1.0 billion on the basis of around €2.3 billion of EBITDAaL.

¹ Except for the B2C customers with a SIREN (French company registration) number (namely "small business owners") acquired by Free-iliad Group.

The proposed transaction is based on a price equating to a total enterprise value of €20.35 billion¹ for the Altice France assets under consideration subject to the closing adjustments, which are:

- a potential earn-out payment of up to €0.65 billion;
- a potential downward price adjustment and exit provisions at the Consortium's or Seller's initiative (safety clause), depending on SFR's financial performance up to the closing of the transaction;
- the usual adjustment mechanisms in relation to debt based on the closing accounts;
- price adjustment mechanisms relating to compliance with the Seller's commitments up to the closing of the transaction (regulatory and investment commitments).

On this basis, the split of the price between buyers remains unchanged versus the indicative offer of 17 April 2026, namely at around 42% for Bouygues Telecom, 31% for the Free-iliad Group and 27% for Orange. These percentages may vary up to the closing of the transaction depending on changes to customer bases.

The final completion of the transaction remains subject to the successful completion of several stages:

- prior consultation of the employee representative bodies,
- the signing of the final legal documents,
- the obtaining of the necessary regulatory approvals, in particular relating to merger control, and
- the removal of the other conditions precedent.

A strategic transformation for Bouygues Telecom

A shift in scale for its B2C business

Acquiring part of SFR's B2C activity and customer base is expected to significantly boost Bouygues Telecom's presence in the B2C Mobile and Fixed markets.

Bouygues Telecom is to add around 3.8 million B2C Mobile and around 2.6 million B2C Fixed customers to its network. This development would represent a major shift in scale, increasing its Fixed customer base by nearly 50% (based on end-2025 figures) and a resulting in a significant expansion of its Mobile customer base.

¹ Of which €350 million to be paid at the signing.

This expanded customer base would enable Bouygues Telecom to increase its investment capacity, expand the reach of its Fixed and Mobile services, ramp up the convergence of its subscriber bases and further improve the quality of service.

All B2C customers would benefit from Bouygues Telecom's enhanced investment capacity and its longstanding commitment to service quality.

A major acceleration in B2B services

Bouygues Telecom is to acquire the SFR Business activity and customer base¹. This move would enable it to scale up its B2B services and significantly boost its presence amongst SMEs, intermediate-size businesses, major corporate clients, local authorities and public sector bodies.

The combination of Bouygues Telecom's B2B activities with those of SFR Business would enable Bouygues Telecom, by becoming a strong challenger, to fully seize the opportunities offered by the growth of the ICT services market; to offer expanded Fixed and Mobile connectivity solutions; and to strengthen its expertise in ICT services, cloud computing, cybersecurity, one-stop-shop communications, smart networks, and digital services for businesses.

Bouygues Telecom would thus have a comprehensive and enhanced offering to support businesses in their digital transformation, infrastructure security, network upgrades and the development of new collaborative services.

The integration of the B2B activities is to be carried out using a customer-centric approach, with the following priorities from day one: service continuity, quality of execution and maintaining customer trust. The employees involved in these activities would contribute their professional expertise, as well as their knowledge of customers and their specific needs, thereby ensuring the continuity of high-quality service. SFR's B2B customers would also benefit from Bouygues Telecom's increased investment capacity and its long-standing commitment to service quality.

Ensuring the long-term future of Bouygues Telecom by securing its network

The transaction would also enable Bouygues Telecom to take over SFR's Mobile network in the less dense areas, which are currently shared with Bouygues Telecom as part of the Crozon project. This would help ensure the long-term future of Bouygues Telecom's operations in these areas by securing its network for the long term.

¹ Except for the B2C customers with a SIREN (French company registration) number (namely "small business owners") acquired by Free-iliad Group.

A value-creating transaction for Bouygues Telecom

The proposed transaction would enable Bouygues Telecom to grow its customer base, expand its business portfolio, strengthen its position in the B2B market and secure its network over the long term.

The transaction would also generate significant synergies, estimated at around €1 billion per year in EBITDAaL–Capex. A major milestone would be reached as early as 2032, with approximately 70% of the expected net annualised synergies achieved by that date. The full impact of these synergies would be seen by 2034, due to the integration of the B2B activity, which would be entirely acquired by Bouygues Telecom.

These synergies would be predominantly comprised of opex and capex synergies, mainly related to networks, IT systems, and operational platforms, which makes them more straightforward to generate.

The integration costs (opex and capex) related to this transaction are estimated at between €3.5 billion and €4 billion in total for Bouygues Telecom, of which around €1.7 billion related specifically to the scope acquired by Bouygues Telecom (B2B and Crozon). The bulk of these costs would be incurred over the first five years following the closing, and relate in particular to customer migration, IT systems integration, network operations, the store network, invoicing tools and B2B platforms.

The transaction multiple for the scope acquired by Bouygues Telecom is estimated at around 7x run-rate post-synergies EBITDAaL (according to Bouygues Telecom's accounts).

Fully secured financing for this transaction

The acquisition is to be financed by Bouygues Telecom through a fully secured bank loan from partner banks, to be refinanced via a bond issue in due course.

Transaction and operational transition preparation

Between the signing of the Memorandum of Understanding and the closing, Bouygues Telecom, together with Orange, Free-iliad Group and Altice France, are to undertake the work necessary to complete the transaction, namely finalising the legal documents, consulting employee representative bodies, preparing regulatory notifications and drawing up operational transition plans. Until the closing, SFR is to continue operating independently, in compliance with the applicable competition and confidentiality rules.

Following the closing, there is to be a transition phase in order to ensure service continuity, the phased migration of customers, business activities and acquired assets, the integration of networks, information systems, invoicing tools, B2B platforms and support functions, as well as the gradual generation of synergies. This phase is also intended to enable the organisation of resources temporarily shared with other members of the consortium in order to ensure operational quality and business continuity.

This transaction is expected to be finalised in the second half of 2027, subject to the granting of all necessary approvals and the fulfilment of the applicable conditions precedent.

At this stage, there is no certainty that this transaction will go ahead.

About Bouygues Telecom

Bouygues Telecom, a subsidiary of the Bouygues group, is a French full-service provider of communications and digital services. In 2025, it generated sales of €8.1 billion, employed 10,700 staff and operated 501 stores in France. Founded in 1994, Bouygues Telecom is committed to providing its B2B, B2C and public administration customers with high-quality, innovative and secure Fixed and Mobile communications as well as superfast internet by constantly improving its network and user experience. 27.1 million Mobile customers and 5.4 million Fixed customers put their trust in Bouygues Telecom, the leading operator for WiFi and mobile internet, according to Nperf in 2025 and ranked No. 1 for Mobile in very dense areas according to Arcep in 2025. Its 4G network now covers 99% of the French population, and its 5G network over 19,900 municipalities and over 86% of the French population. Bouygues Telecom's B2B division supports and helps grow a community of over 120,000 customers, including four out of five CAC 40 companies, by rolling out superfast broadband across France, facilitating the adoption of new technologies such as one-stop-shop communications, smart networks and corporate mobility services, and supporting the transformation of their digital infrastructure. Bouygues Telecom aims to reduce its scope 1 and 2 carbon emissions by 29.5% and its scope 3 emissions by 17.5% by 2027, which are targets that have been endorsed by the Science Based Targets initiative (SBTi). #OnEstFaitPourEtreEnsemble To keep up with the latest news from Bouygues Telecom: corporate.bouyguestelecom.fr, on X: @ByTel_Corporate

Press contacts

Maylis Carçabal, Bouygues group - mca@bouygues.com - +33 (0)6 63 59 87 05

Anthony Colombani, Bouygues Telecom - ancolomb@bouyguetelecom.fr - +33 (0)7 62 46 26 65

Stéphanie Brun, Bouygues Telecom - sbrun@bouyguetelecom.fr - +33 (0)6 47 47 15 76

Disclaimer:

Prior to its release, this information was classified by Bouygues SA as inside information within the meaning of applicable regulations (Article 7.1 of EU Regulation 596/2014 of 16 April 2014).

Person responsible for notification: Didier Casas, General Counsel