



Acquisition of UPC Poland

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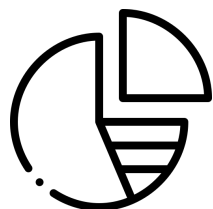
Transaction highlights

- Share purchase agreement signed with Liberty Global to acquire 100% of UPC Poland for cash
- UPC Poland is one of the leading cable operators in Poland with 3.7 million Homes Passed, 1.5 million subscribers, and revenues of PLN 1,698 million and EBITDAaL¹ of PLN 757 million in 2020
- **Enterprise Value of PLN 7.0 billion:**
 - 9.3x 2020A EBITDAaL¹ before synergies
 - c7x 2020A EBITDAaL¹ post run-rate synergies
- **Impact on Iliad Group:**
 - Stronger cash flow generation at group level
 - Proforma for UPC Poland acquisition, Iliad's leverage at end-June 2021 would be at 3.1x (*pre-synergies*) vs. 2.75x ex-UPC PL
- **Contemplated next steps:**
 - H1 2022: Closing of transaction
- Transaction subject to antitrust conditions (EC Level 1)

Transaction rationale

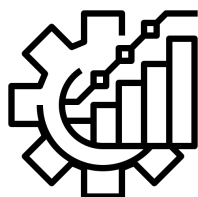


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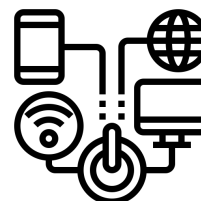
CREATION OF A
STRONG NGN
PLATFORM

2



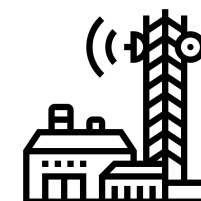
SIGNIFICANT
SCALE BENEFIT
AND
INVOLVEMENT IN
POLISH FIXED
INFRASTRUCTURE
UPGRADE

3



INVOLVEMENT
INTO THE
DIGITALIZATION
OF THE
ECONOMY

4



RATIONALIZATION
OF THE
INTERACTIONS
WITH THIRD
PARTIES THROUGH
THE
CONTEMPLATED
COMBINATION

UPC Poland – Snapshot

ASSET OVERVIEW

- One of the leading cable operators and third largest fixed player in Revenues in Poland
- Significant domestic territory coverage (150 cities and 3.7m HPs, of which 0.1m are FTTH)
- Network revolving around 8 regional clusters formed around major cities (Warsaw, Katowice, Krakow, Szczecin, Lublin, Gdansk, Wrocław and Bydgoszcz)
- Large and diversified services offering: Pay-TV, Broadband, Voice and Mobile (on Play's network)

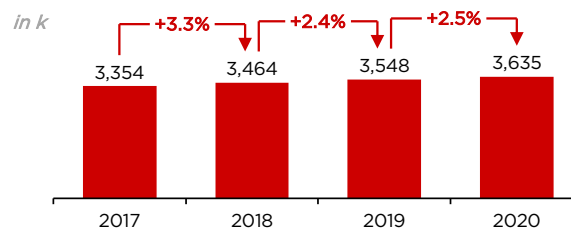
KEY FINANCIALS

in €m	2019A	2020A
Revenues	1,634	1,698
% Growth		+3.9%
EBITDAaL¹	741	757
% Margin	45.3%	44.6%
Capex⁽¹⁾	460	451
% of Revenues	28.1%	26.6%

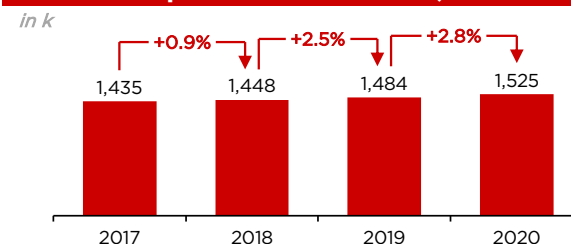
¹⁾ Equivalent to Liberty Global's OFCF definition adjusted from share of central costs

SELECTED OPERATIONAL KPIs

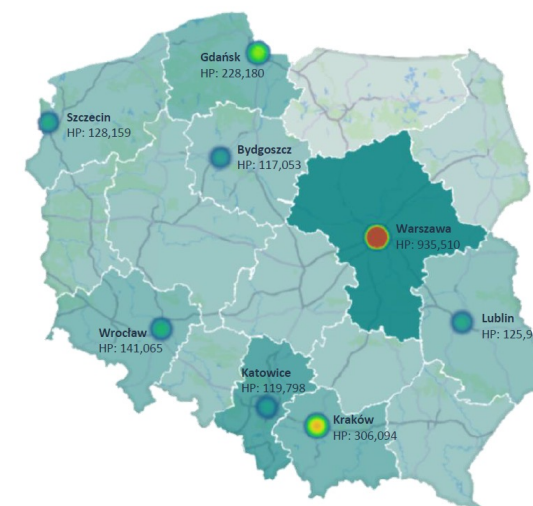
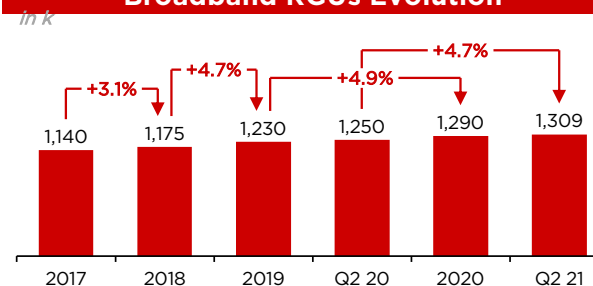
Fixed Homes Passed Evolution



Fixed Unique Subs Evolution (BB and TV)



Broadband RGUs Evolution



150
Cities
Covered

3.7m
HPs

UPC Poland – key value proposition

FIRST-CLASS DEVICE ESTATE

- Cutting-edge cable modem estate, with Mercury v2 (*DOCSIS 3.1*)
- Three existing platforms to deliver TV Services
- Apollo as a primary device for customer acquisition and includes enhanced feature sets and full roadmap



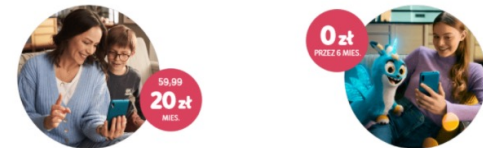
STRONG CONNECTIVITY ROADMAP

- Diversified device ecosystem (*Legacy, Mercury v1 and Mercury v2*)
- Smart Wifi and numerous other services (*Remote CPE Management, Telemetry, CoWifi, etc.*)
- Connect App



SIGNIFICANT UPSIDE IN B2B AND B2C MOBILE

- Presence in the Mobile vertical as an MVNO Operator
- Capitalizing on Play Mobile network (*105k subs as of Jun-21*)
- Further potential in B2B and B2C Mobile services








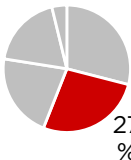

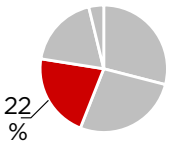


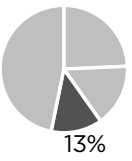


HYBRID AND IP-READY ENTERTAINMENT PLATFORM

- 4K STB (*Apollo*)
- Access to Liberty Horizon platform
- Access to third-party hosted services (*Youtube, HBO, Canal+, Eleven Sports, etc.*)



Overview of Play + UPC Poland

		PLAY + 			 	
MOBILE	MOBILE SUBSCRIBERS (Q2 21) ⁽¹⁾	15.6m	16.0m	11.3m	11.1m	n.a.
	MOBILE SUBSCRIBER MARKET SHARE ⁽²⁾	 29%	 27%	 19%	 22%	-
FIXED	NGN HOMES PASSED (own)	3.7m	5.4m (Fiber)	n.a.	1.4m	4.4m
	FIXED BROADBAND SUBSCRIBERS (Q2 2021) ^(1, 3)	1.3m subscribers	2.7m subscribers (0.8m with fiber)	n.m.	2.4m subscribers	1.3m subscribers
	FIXED BROADBAND MARKET SHARE ^(2, 4)	 16%	 24%	n.m.	n.a.	 13%

Play / UPC Poland – synergies identified

- Synergies estimated to have a run rate EBITDAaL impact of €40 – 60m
- Materialize over a period of 3 to 5 years

Area	Description	Run Rate EBITDAaL Impacts
Revenue Synergies	▪ Cross selling of fixed offers to Play subscribers base	c.€10 – 30m
	▪ Cross selling of mobile offers to UPC Poland subscribers base	
	▪ Convergent offering	
Opex Synergies	▪ SG&A	c.€30m
	▪ Network & IT	

Limited impact on iliad's leverage

GROUP NET DEBT AND LEVERAGE

	Dec-20	Jun-21
Leverage ratio (LTM for Play)	3.2x	2.75x
Net debt (EURm)	7,747	7,380
Gross debt (EURm)	8,433	8,987
Cash & cash equivalents (EURm)	686	1,607
LTM EBITDAaL (with Play)	2,427	2,688
Net debt (EURm) incl. UPC Poland	-	8,907
Leverage ratio (LTM for Play & UPC Poland - pre synergies)	-	3.1x

DEBT MATURITY PROFILE AT END-JUNE 2021

