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PRESS RELEASE

## **TDF INFRASTRUCTURE LAUNCHES A TENDER OFFER ON ITS EXISTING BONDS MATURING IN 2026 AND INTENDS TO ISSUE A NEW BOND**

TDF Infrastructure (the "Company") announces today the launch of a tender offer on its outstanding €800 million 2.500% Bonds due 2026 (ISIN: FR0013144201) (the "Existing Bonds") (the "Tender Offer") (up to a maximum aggregate principal amount of €100 million or such greater or lesser amount as the Company may determine, in its sole and absolute discretion) and its intention to issue new Euro denominated senior unsecured bonds (the "New Bonds"), subject to market conditions.

A mechanism of priority allocation in the New Bonds may be applied at the sole and absolute discretion of the Company for holders of the Existing Bonds who participate in the Tender Offer and who wish to subscribe to the New Bonds.

The Tender Offer is being made on the terms and subject to the conditions contained in the Tender Offer Memorandum dated 11 July 2023. The Tender Offer is subject, among other conditions, to the successful completion of the issuance of the New Bonds.

The purpose of the Tender Offer and the planned issuance of the New Bonds is, amongst other things, to pro-actively manage the Company's debt profile and to extend its average maturity.

### **Disclaimer**

This announcement does not constitute an invitation to participate in the Tender Offer or the issuance of New Bonds in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. No offer to sell or solicitation of an order to sell or subscribe for a security may be made in a country or territory in which such an offer or solicitation would be contrary to the regulations in force or before its registration under securities law in force in such country or territory. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Tenders of Existing Bonds for purchase pursuant to the Tender Offer will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. The Company does not make any recommendation as to whether or not qualifying holders should participate in the Tender Offer.

### **United States**

Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person.

The Tender Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States or to U.S. Persons as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the Securities Act) (each a U.S. Person) and the Existing Bonds may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States of America ("U.S. holders" within the meaning of Rule 800(h) under the Securities Act). Accordingly, any documents or materials related to the Tender Offer are not being, and must not be, directly or indirectly, mailed or

otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any such person. Any purported tender instruction in response to the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and tender instructions made by a person located or resident in the United States of America or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will not be accepted.

For the purposes of the above paragraph, United States means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the North Mariana Islands), any state of the United States of America and the District of Columbia.

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### About TDF Infrastructure SAS

TDF Infrastructure SAS is a TDF Group sub-holding company which helps digital firms in mainland France and French overseas territories meet their strategic transmission goals. For radio and DTT broadcasting, mobile ultra high-speed broadband coverage and rolling out optical fiber, TDF brings clients in-depth operational expertise, a mix of unique and ground-breaking technology and an exceptionally widespread local presence. In an ever more connected world, over the last four decades or more TDF has enabled telecoms and media companies to connect the French regions and people, backed by its 19,600 sites, everywhere and faster.

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