



Bouygues Telecom announces that it has opened exclusive negotiations to acquire Keyyo

Paris (France), 25 October 2018 – Bouygues Telecom announces that it has opened exclusive negotiations with a view to acquiring the equity interests in Keyyo directly or indirectly held by Philippe Houdouin, Silvère Baudouin, Christophe Sollet, Michel Picot, Eric Saiz, Dominique Roche and Financière Arbevel, together representing 854,316 Keyyo shares and a 43.6% interest in that company, in an off-market block trade priced at €34 per share.

If the block trade is completed, Bouygues Telecom is to file a voluntary public tender offer at an identical price of €34 per share for all of the outstanding Keyyo shares not held by Bouygues Telecom. If the threshold for a squeeze-out has been passed when the public tender offer closes, Bouygues Telecom is to seek to implement a squeeze-out procedure for the remaining Keyyo shares.

The price of €34 per share values 100% of the shares of Keyyo at approximately €67 million, representing premiums of 33.8% to the average closing quoted market price (weighted for daily trading volumes) over the 60 trading days prior to 24 October 2018, and of 30.8% to the closing quoted market price on that date.

This proposed deal is wholly in line with Bouygues Telecom's strategy of accelerating its expansion into the specific market of micro-businesses, SMEs and intermediate-sized businesses. Keyyo would be a good fit for Bouygues Telecom Entreprises, bringing in complementary expertise in innovative products and services in particular in fixed, and in advanced digitization. The deal, which aims to pursue growth at Keyyo, would secure the future of its employees, of its management and of its brand.

The Boards of Directors of both Bouygues Telecom and Keyyo have approved the deal in principle, and will submit the proposal promptly to the employee representative bodies within each company. Signature of the final agreements is subject to consultation with the employee representative bodies of Bouygues Telecom and Keyyo, and completion of the transaction is subject to the usual conditions. Closing of the public tender offer is expected during the first half of 2019. Bouygues Telecom and Keyyo will keep the market informed of any significant developments in the proposed deal.

The Keyyo Board of Directors has appointed DK Expertise to act as an independent expert to assess the fairness of the financial terms and conditions of the public tender offer.

Keyyo aims to generate recurring EBITDA of €4.8 million in 2018 (including the accounting effect of allotment of free shares) and current operating profit of €3.1 million. The company expects to have cash of between €1.5 million and €2 million at 31 December 2018, excluding exceptional items. By 2020, Keyyo management anticipates that recent developments announced by the company (contract with Bruneau, acquisition of Clever Network) could generate additional consolidated EBITDA of around €2 million relative to the existing situation.

Keyyo is advised by Oddo BHF and Orrick Rambaud Martel. Bouygues Telecom is advised by Transaction R (Rothschild & Co group) and BDGS Associés.

About Keyyo

Keyyo is a new-generation telecoms operator focused on growth businesses. In a market that is fast moving towards all-IP and high-speed fiber, Keyyo is revolutionizing telephony by offering its customers solutions that are simple, reliable, competitive, and that interface and integrate with business-specific applications to respond to new usage patterns. As a developer of innovative solutions, Keyyo uses its wholly in-house technical platform to embed its services deep into the information systems of its business customers.

Keyyo is quoted on the Euronext Growth Paris market, under ISIN code FR0000185621.

www.keyyo.com

About Bouygues Telecom

As a full-service electronic communications operator, Bouygues Telecom stands out by providing its 18.8 million customers access to the best technology has to offer on a daily basis. The very high quality of its 4G mobile network, which now covers 97% of the French population, and of its fixed and Cloud services provides customers with simple solutions enabling them to fully enjoy their personal and professional digital lives wherever they are. Bouygues Telecom's Businesses division supports a community of over 2 million professionals and businesses as they migrate to very high speed fixed and mobile, and to new ways of using telecoms such as unified communications and business mobility solutions.

Bouygues Telecom Entreprises' 1,000 employees and network of 90 certified distributors is available every day to support customers in selecting, installing and managing their telecoms and IT solutions.

Bouygues Telecom Entreprises stands out by offering tailored support and service quality that delivers what its customers need as they embark on digital transformation.

www.bouyguestelecom-entreprises.fr/www.bouyguestelecom.fr

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