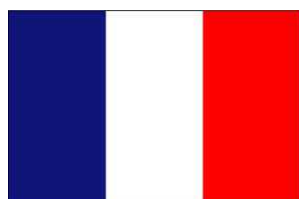


AXIONE NORD-PAS-DE-CALAIS FINANCING



FRANCE

Key features:

- Project supported by the French Government, for the construction, deployment and operation of an ultra-fast broadband network, in the low density areas of the Nord-Pas-de-Calais Region.
- Financing features: including a senior debt tranche, with a 21.5-years financing tenor and provided by four banks.
- Natixis acted as Financial Advisor, Mandated Lead Arranger, Underwriter, Bookrunner, Agent and Hedging Bank.



SPONSORS

- Caisse des Dépôts et Consignations	30%
- FIDEP	27.50%
- Mirova	27.50%
- Axione (Bouygues Energies & Services)	15%
- Bouygues Energies & Services	1 action



PROJECT COMPANY

THD 59-62 SAS

PROJECT DESCRIPTION

This Project is part of the so-called “Plan Très Haut Débit” which aims to roll out ultra-fast internet connection over the entire French territory by 2022. The scope of the Project includes the design, construction, financing, operation and commercialization of a fiber-optic broadband network up to the final clients (Fiber-to-the-Home “FttH”, Fiber to the Entreprise “FttE” and Fiber to the Node “FttN”) throughout areas of the Nord-Pas-de-Calais territory where no private operator has expressed interest in deploying FttH on a commercial basis.

The project benefits from a 25-year long term concession agreements (“DSP”), entered between the Project Company and the Public Entity (“Syndicat mixte ouvert Nord-Pas-de-Calais Numérique”). Part of the project includes the design, build and finance of an electronic communication network under which 533,052 users (FttH Connections) will be connected with construction lasting approximately 5 years. The remaining consists in an “Affermage” scheme that will take over the works and equipment built by the contracting authority (FttE and FttN Networks built over the first 5 years of the concession and 136,866 optional FttH connections to be rolled out between year 6 and year 10 of the concession). The Project Company will receive two types of public subsidies from the contracting authority (EUR 30m to be injected during the construction and the second one to cover part of the investment cost to build the end-user final connection). Revenues for the Project Company mainly come from wholesale businesses (telecom operator and internet service provider). Then ISPs commercialize the retail services to end-users.

FINANCING

The total financing raised in this transaction is EUR 401m, including a senior debt tranche, a Bridge Loan, a Debt Service Reserve Facility and a VAT credit. The soft mini perm loan will have a 21.5 years maturity and is intended to be refinanced at the end of year 11.

The financing closed on 3rd November 2016 and was provided with 4 mandated lead arrangers including Caisse d’Epargne Nord France Europe, Crédit Agricole CIB (‘CACIB’), Société Générale and Natixis. Natixis provided an underwriting of EUR 124m in total.

ROLE OF NATIXIS

Natixis acted as Financial Advisor, Mandated Lead Arranger, Underwriter, Bookrunner, Agent and Hedging Bank.

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