

## **eircom announces Consent Payment in connection with its Consent Solicitation**

DUBLIN, December 15, 2014 – As previously announced on August 22, 2014, the consent solicitation by eircom Finance Limited (the “Issuer”), with respect to the Issuer’s €350,000,000 aggregate principal amount of 9.25% Senior Secured Notes due 2020 (the “Notes”) was successful. As a result, the Issuer obtained the required consents necessary to amend (the “Proposed Amendments”) and to waive (the “Proposed Waivers”, and together with the Proposed Amendments, the “Proposed Amendments and Waivers”) certain provisions of the indenture governing the Notes, intercreditor agreement and other debt documents as set forth in the Consent Solicitation Statement dated August 7, 2014 (the “Consent Solicitation Statement”).

The Proposed Amendments and Waivers were sought in connection with the reorganisation of the eircom group and it is proposed to now implement the reorganisation of eircom’s operating group (the “Reorganisation”). As previously announced, a supplemental indenture containing the Proposed Amendments was entered into on August 26, 2014.

The eircom group intends to shortly commence the Reorganisation as described in the Consent Solicitation Statement. Accordingly, the consent payment for the Proposed Amendments and Waivers will be made on or about the date of this announcement to all holders of the Notes who gave their consent.

The Reorganisation is expected to be completed in the first half of 2015.

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. The solicitation of consents was not made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities laws or “blue sky” laws.

### **Important Information**

eircom cautions you that statements included in this announcement that are not a description of historical facts are forward-looking statements that involve risks, uncertainties, assumptions and other factors which, if they do not materialize or prove correct, could cause eircom’s results to differ materially from historical results or those expressed or implied by such forward-looking statements. There can be no assurance that the transactions contemplated in this announcement will be completed. eircom assumes no obligation to update any forward-looking statement included in this announcement to reflect events or circumstances arising after the date on which it was made.

Under no circumstances shall the Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The consent solicitation shall not be considered an “offer of securities to the public” for purposes of Irish law, or give rise to or require a prospectus in a European Economic Area member state which has implemented the prospectus directive.

The consent solicitation was made to, and no consents were solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such consent solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the consent solicitation to, and solicit consents from, persons in such jurisdiction.

Within the United Kingdom, the consent solicitation is directed only at persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) or fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“relevant persons”). The investment or investment activity to which the consent solicitation relates is only available to and will only be engaged with the relevant persons, and persons who receive the consent solicitation who are not relevant persons should not rely or act upon it.

The making of the consent solicitation and the consent payment, as applicable, may be restricted by law in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

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