

eircom announces Consent Solicitation relating to its Notes

DUBLIN, August 7, 2014 – eircom Limited (“eircom”) today announced that its subsidiary, eircom Finance Limited (the “Issuer”), will solicit consents from holders of the Issuer’s €350,000,000 aggregate principal amount 9.25% Senior Secured Notes due 2020 (the “Notes”) in relation to certain proposed amendments (“Proposed Amendments”) and proposed waivers (“Proposed Waivers”, and together with the Proposed Amendments, the “Proposed Amendments and Waivers”) to certain provisions of the indenture governing the Notes, intercreditor agreement and other debt documents.

The board of directors of the eircom Holdings (Ireland) Limited is currently considering strategic options for the future of the eircom group (such options are collectively referred to herein as a “Transaction”). These options include a potential public offering of shares in the eircom group (the “IPO”). An IPO would result in a significant debt deleveraging of the balance sheet and improved cash flow availability going forward. In advance of any Transaction, the structure of the eircom group would need to be reorganised to make it suitable for a Transaction (the “Reorganisation”). The Proposed Amendments and Waivers are sought in connection with Reorganisation.

The adoption of the Proposed Amendments and Waivers requires the consents of the holders of a majority in aggregate principal amount of the Notes then outstanding voting as a single class. eircom will be under no obligation to proceed with the implementation of the Reorganisation or any Transaction even if the consents are received.

Following receipt of consents of the holders of at least a majority in aggregate principal amount of the Notes then outstanding voting as a single class, a supplemental indenture with respect to the Notes will be executed. The Proposed Waivers will become operative upon the execution of the supplemental indenture (the “Effective Time”). The Proposed Waivers would waive any and all defaults under the indenture, intercreditor agreement and other debt documents that might result from the Reorganisation.

The Proposed Amendments will become effective at the Effective Time but such Proposed Amendments become operative only upon the commencement of the Reorganisation. The Proposed Amendments would enable the Issuer and other entities within the eircom group to take certain actions required by the Reorganisation, as set out in a step plan annexed to the consent solicitation statement.

Upon the terms and subject to the conditions set forth in the consent solicitation statement, the Issuer will make a cash payment of €1.00 per €1,000 in aggregate principal amount of Notes held by each holder of the Notes (the “Consent Payment”) who has validly delivered, and not validly revoked, a consent received by the Tabulation Agent prior to the Expiration Time (as such term is defined in the consent solicitation statement).

The Consent Payment will be made on or prior to the commencement of the Reorganisation. If the Proposed Amendments and the Proposed Waivers are approved by the holders representing a majority in aggregate principal amount of the Notes, and a supplemental indenture is validly entered into with respect to the Notes, the supplemental indenture would bind all holders of the Notes, including those that did not give their consent, but non-consenting holders would not receive the Consent Payment. The consent solicitation is subject to the satisfaction of certain customary conditions.

The consent solicitation is being made solely on the terms and subject to the conditions set forth in the consent solicitation statement. The consent solicitation will expire at 4:00 pm London time on August 22, 2014. The Issuer may, in its sole discretion, terminate, extend or amend any consent solicitation at any time as described in the consent solicitation statement.

Copies of the consent solicitation statement and other related documents may be obtained from Lucid Issuer Services Limited, at +44 20 7704 0880 or eircom@lucid-is.com. Holders of the Notes are urged

to review the consent solicitation documents for the detailed terms of the consent solicitation and the procedures for consenting to the Proposed Amendments and Waivers. Any persons with questions regarding the consent solicitation should contact the Solicitation Agents, Goldman Sachs International, at +44 (0) 207 7744799 or liabilitymanagement.eu@gs.com or Morgan Stanley & Co. International plc at +44 (0) 20 7677 5040 or liabilitymanagementeuropa@morganstanley.com.

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. No recommendation is being made as to whether holders of the Notes should consent to the Proposed Amendments or the Proposed Waivers. The solicitation of consents is not being 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 is not being made to, and no consents are being 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.

For further information, contact:

The Solicitation Agents:
Goldman Sachs International
Attention: Liability Management Group,
+44 (0) 207 7744799
Email: liabilitymanagement.eu@gs.com

Morgan Stanley & Co. International plc
Attention: Liability Management,
+44 (0) 20 7677 5040
Email: liabilitymanagementeuropa@morganstanley.com

The Tabulation Agent and the Information Agent:
Lucid Issuer Services Limited
Attention: Yves Theis/ Thomas Choquet, +44 20 7704 0880
Email: eircom@lucid-is.com

For media queries, please contact:

Paul Bradley,
Director of Corporate Affairs, eircom
Tel: +353 01 600 4281
Email: paul_bradley@eircom.ie