

Ooredoo, Zain and TASC Towers Create the Largest Tower Company in the MENA Region Valued at USD 2.2 Billion

- **Acquisition and merger of close to 30,000 strong tower asset expected to create significant value, capital efficiencies and empower MENA's digital future**
- **Operating model will provide passive infrastructure as a service, supporting the reduction of MENA's carbon footprint**
- **Transformative deal places the MENA region on the world telecom tower map**
- **Combined markets of Qatar, Kuwait, Jordan, Iraq, Algeria and Tunisia expected to achieve a run-rate revenue of USD 500 million annually**

Doha, Qatar; Kuwait City, Kuwait; 5 December 2023:

Ooredoo Q.P.S.C. ("Ooredoo") – Ticker: ORDS and Mobile Telecommunications Company K.S.P.C ("Zain Group") – Ticker: Zain announce the signing of definitive agreements between Ooredoo Group, Zain Group and TASC Towers Holding ("TASC") to create the largest tower company in the MENA region, in a cash and share deal.

The enlarged tower company, comprising approximately 30,000 towers, has a combined estimated current enterprise value of USD 2.2 billion. Ooredoo and Zain will equally retain a substantial stake of 49.3% each in the newly restructured entity, through an asset and cash equalisation process. The founders of TASC will retain the remaining shareholding, through Digital Infrastructure Assets LLP, and will continue to manage the operations of the business.

The tower entity is expected to achieve run-rate revenues close to USD 500 million annually, with an EBITDAaL (after leases) of more than USD 200 million annually upon the completion of closings in all individual countries – including Qatar, Kuwait, Jordan, Iraq, Algeria, and Tunisia. This financial position underpins the promising prospects and profitability of the newly restructured tower company.

The signing of this landmark transaction constitutes a major milestone towards realising key aspects of both Ooredoo and Zain's strategies, focused on evolving into smart telcos and creating value-focused portfolio. It also reaffirms the commitment of Ooredoo, Zain and TASC to drive growth and value for shareholders.

In a joint commentary, **Aziz Aluthman Fakhroo, MD and Group CEO, Ooredoo; Bader Al-Kharafi, Zain Vice-Chairman & Group CEO; and Iyad Mazhar, Founder & CEO of TASC** said: "This pioneering deal embarks us on an exciting journey together as it results in the establishment of the region's largest independent Tower company, placing the MENA region on the world telecom tower map. It also positions the region as an advanced player in the global telecoms landscape, and we anticipate wide-ranging positive implications for the region – from economic growth and upgraded connectivity to technological improvements and increased global relevance."

“This strategic transaction will unlock significant shareholder value through higher earnings multiples, as well as ensure capital efficiency, optimising balance sheets for our respective companies and creating new possibilities for investors. The deal also demonstrates our joint dedication to supporting the reduction of the region’s carbon footprint, contributing to our vision of reshaping the telecommunications sector by building a more sustainable ecosystem and ensuring a better-connected future for our communities across the region,” the CEOs concluded.

As an independent tower company, leveraging the combined assets of Ooredoo and Zain, TASC will offer Passive Infrastructure as a Service (PlaaS) in a partnership model. This creates unprecedented opportunities for all mobile network operators, offering a capital-efficient alternative to building, owning and managing their own passive infrastructure in a cost-efficient and environmentally friendly manner. This partnership model is well-equipped to meet the needs of other mobile network operators seeking to reduce costs, lower carbon emissions, and address the increasing demand for sites driven by double digit growth in mobile data consumption across the region.

Both Ooredoo and Zain will retain their respective active infrastructure, including wireless communication antennas, intelligent software, and intellectual property with respect to managing their telecom networks.

The expected timeline for the completion of this transaction contemplates initial market closings in 2024.

The phased implementation, tailored for each market and adhering to the regulatory environment, is subject to regulatory approvals, ensuring a seamless transition of operations. Ooredoo’s tower network in Oman is following a stand-alone process.

Morgan Stanley acted as the exclusive financial advisor to the Ooredoo Group, and Citigroup Global Markets Ltd acted as the exclusive financial advisor to Zain Group and TASC Towers Holding on this transaction. DLA Piper acted as the legal advisors for Ooredoo, and both Herbert Smith Freehills (HSF) and Norton Rose Fulbright (NRF) jointly acted as the legal advisors of Zain Group and TASC Towers Holding. Shearman & Sterling (S&S) acted as the legal advisors of Digital Infrastructure Assets.

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About Ooredoo: Ooredoo is an international communications Company operating across the Middle East, North Africa, and Southeast Asia. It serves consumers and businesses in ten countries, delivering Ooredoo a broad range of content and services through its advanced, data-centric mobile and fixed networks. As of 31 December 2022, Ooredoo generated revenues of QAR 23 billion. Its shares are listed on the Qatar Stock Exchange and the Abu Dhabi Securities Exchange. For further information please email IR@ooredoo.com and follow us on Twitter: [@OoredooIR](https://twitter.com/OoredooIR)

About Zain Group: Zain is a leading telecommunications operator across eight markets in the Middle East and Africa providing mobile voice, data and enterprise services to over 52 million active customers as of 30 September, 2023. With a commercial presence in Kuwait, Bahrain, Iraq, Jordan, Saudi Arabia, Sudan and South Sudan; The Group’s one-stop digital and ICT solutions provider, ZainTECH, headquartered in the UAE, is playing a key role in the transformation of enterprise and government clientele across the

MENA region. Also UAE based, Zain Omantel International (ZOI) is revolutionizing the international telecommunications wholesale landscape as the premier wholesale powerhouse serving regional operators, international carriers, and global hyperscalers. In Morocco, Zain has a 15.5% stake in 'INWI', through a joint venture. Zain is listed on the Boursa Kuwait (stock ticker: ZAIN). For more information please email info@zain.com or visit: www.zain.com

About TASC Towers: TASC Towers Holding is the largest independent towerco in the MENA region. The company builds, owns, and operates passive digital infrastructure. For more information visit: www.tasctowers.com