

Ref. No.: RML/2023-24/375

Date: July 17, 2023

To,
BSE Limited,
P J Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 543228

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.
NSE Symbol: Route

Dear Sir/ Ma'am,

Subject: Press release

We have received the attached Press Release titled "Proximus Group enters into a definitive agreement to acquire a majority stake in Route Mobile Limited, a strategic move towards becoming one of the worldwide leaders in digital communications and digital identity" for dissemination, in connection with the open offer made by Proximus Opal ("Acquirer") together with Proximus, in its capacity as person acting in concert with the Acquirer under Regulations 3 (1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the acquisition of shares and control over Route Mobile Limited.

Kindly take the above on record.

Thanking you,
Yours truly,

For **Route Mobile Limited**

Rathindra Das
Group Head-Legal, Company Secretary and Compliance Officer
M. No. F12663

Proximus Group enters into a definitive agreement to acquire a majority stake in Route Mobile, a strategic move towards becoming one of the worldwide leaders in digital communications and digital identity

Proximus Group has signed a definitive agreement to acquire through Proximus Opal, a ~58% interest in Route Mobile, a global company specialized in CPaaS services, listed on NSE and BSE in India with a market capitalization of EUR 1.1 billion. As a part of the agreement, some of the founding shareholders of Route Mobile will reinvest in a minority stake in Proximus Opal, a subsidiary of the Proximus Group and the holding company of Telesign, Proximus' US-based affiliate. Building on the combined strengths of Route Mobile and Telesign, the Group is paving the way to become one of the worldwide leaders in the fields of digital communications (CPaaS) and digital identity (DI).

In line with its strategic vision, Proximus Group already built up a significant presence in the CPaaS and DI markets thanks to Telesign. The strategic acquisition of Route Mobile generates substantial scale, with an annual revenue around EUR 900 million for Route Mobile and Telesign combined.

In CPaaS, the transaction enables the creation of one of the worldwide leaders: Proximus Group instantly becomes the third largest player globally (based on messaging volume¹), with a vastly expanded customer outreach. Proximus' CPaaS portfolio will be significantly extended through adding Route Mobile capabilities, notably in omnichannel, which will help capture value from the ongoing – generative AI-based – revolutions in customer engagement. After closing of the transaction, the CPaaS activities of the Group will be led by Rajdip Gupta, the CEO of Route Mobile who will continue to execute his current role.

In DI, the Group will also strengthen its offerings as the addition of Route Mobile's "TruSense" skills will reinforce Telesign's already substantial capabilities. After closing of the transaction, the DI activities of the Group will be led by Joe Burton, the CEO of Telesign who will continue to execute his current role.

Geographically, Route Mobile's footprint in the Indian subcontinent, Africa, Asia-Pacific and Latin America perfectly complements Telesign's presence in Europe and North America, allowing the Group to own a worldwide customer coverage of >200 countries and territories, while ensuring exposure to high-growth markets.

The deal is expected to generate substantial value thanks to the enriching corporate culture, as well as the high complementarity of Route Mobile and Telesign – both in terms of product offerings and geographic coverage. Annual run-rate EBITDA synergies realized 3 years post-closing are expected to be at least EUR 90 million, which will be realized by both Route Mobile and Telesign.

Details of the agreement

The agreement consists of the acquisition by Proximus Opal² of a controlling stake (57.56%) in Route Mobile from the founding shareholders of the company, followed by a reinvestment by some of the founding Route Mobile shareholders into Proximus Opal. More specifically:

- Proximus Group will acquire 57.56% of the shares³ in Route Mobile through Proximus Opal, for an initial INR 59,224 million (EUR ~643,0 million)⁴ cash consideration for a price per share of 1,626.40 INR.⁵

¹ Based on investor reports, press coverage and market intelligence data.

² Proximus Opal is the holding entity owning Telesign and following this acquisition also the majority stake in Route Mobile.

³ On a fully diluted basis.

⁴ At an exchange rate of 0.010857834 EUR/INR.

⁵ Based on the 10-day volume-weighted average price (VWAP) of Route Mobile of INR 1,626.40

- The acquisition of the majority stake in Route Mobile will, in accordance with Indian regulations, trigger a mandatory takeover offer (“MTO”) for up to 26% of the total shares outstanding⁶ of Route Mobile at the same price per share. Depending on the outcome of the MTO, the stake held by Proximus Opal could further increase to around 75%⁷ of Route Mobile’s shares. Total cash consideration for this part of the operation, will be determined by the effective MTO take-up.
- The acquisition of the majority stake in Route Mobile and the MTO will be followed by a reinvestment of EUR ~299.6 million by some of the founding shareholders of Route Mobile, for up to 14.5%⁸ of the shares of Proximus Opal. The reinvestment by some of the founding shareholders of Route Mobile implicitly values Telesign at EUR 1.4 bn.

Taking into account the reinvestment, the net cash consideration for Proximus prior to MTO amounts to EUR ~343.4 million.

The agreement remains conditional upon realization of the conditions provided for in the agreement, including the receipt of regulatory and anti-trust approvals and the completion of the mandatory takeover offer on certain shares of Route Mobile. Proximus expects to close the transaction within the next six to nine months.

Proximus will finance the deal through bridge financing followed by the issuance of a new bond upon closing of the transaction. There is no meaningful impact expected on Proximus’ Group leverage ratio, remaining within the company’s comfort zone of < 3.0X net debt /EBITDA under S&P definition, independently of the MTO outcome.

Route Mobile, a strong CPaaS player focused on emerging markets

Route Mobile offers omnichannel communication solutions to its customers, including notably automated SMS or WhatsApp notifications for order updates, appointment reminders and promotions, as well as voice-based and email solutions. Route Mobile also offers AI based firewall analytics solutions to mobile network operators across the globe. It serves more than 3,000 customers worldwide (enterprises, OTTs and mobile operators). Over the course of full year 2022-2023⁹, Route Mobile realized a total reported revenue of INR 35,692 million (EUR 427 million), 55% Revenue CAGR FY 2020 – FY2023, while the EBITDA stood at INR 4,566 million (EUR 55 million)¹⁰, 66% EBITDA CAGR FY2020 – FY2023).

Guillaume Boutin, CEO of Proximus Group:

“The acquisition of a majority stake in Route Mobile is a transformational step for our international CPaaS and digital identity activities. With Route Mobile and Telesign, Proximus Group now holds two strong and highly complementary global assets, both from geography and product expertise standpoints. This will allow us to reap the benefits of scale, considerably reinforce the product suite of both brands and realize synergies generating substantial value for our shareholders. This acquisition perfectly fits in our bold2025

⁶ On a fully diluted basis

⁷ With full MTO take-up, ownership could go up to around 84%, but as Indian regulatory body SEBI prescribes a minimum threshold of 25% of public shareholding for all listed companies, Proximus Opal would be required to resell stakes to get back to 75% within 12 months

⁸ Percentage to be adjusted downwards in function of MTO take-up.

⁹ Fiscal year ending in March 2023.

¹⁰ At an average exchange rate of 0.011972 EUR/INR.

strategy, with focus on strengthening our leadership in the domestic market and continuing to grow our international activities.”

Rajdip Gupta, CEO of Route Mobile:

“The partnership with Telesign paves the way for Route Mobile to become one of the global CPaaS leaders and achieve a billion-dollar annual revenue run-rate much sooner than the anticipated 3-4 years’ timeframe. Route Mobile, with its strong CPaaS omnichannel product offerings and deep entrenchment in emerging markets coupled with Telesign’s strong presence in developed markets and a very robust digital identity stack, complement each other immensely to create a very strong value proposition for the Proximus Group and its stakeholders.”

Joe Burton, CEO of Telesign:

“Our mission at Telesign is to create a trustworthy place for everyone in the digital space. As Proximus Group welcomes Route Mobile to the family, we are encouraged by the opportunities it will bring us as we focus on expanding our global reach and meeting our customers’ digital identity and messaging needs. The relationship with Route Mobile will complement Telesign as we focus on delivering our brand promise.”

Morgan Stanley & Co. International plc acted as the exclusive financial advisor to Proximus on this transaction. Linklaters LLP and Shardul Amarchand Mangaldas acted as legal advisors.

Webcast

A webcast for analysts and investors will take place **17th of July at 10.30 am CET**. The live webcast will be available at [this link](#).

Further information at: www.proximus.com/press

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About Proximus

Proximus Group (Euronext Brussels: PROX) is a provider of digital services, communication and ICT solutions operating in the Belgian and international markets. Our purpose, 'Boldly building a connected world that people trust so society blooms', is our guiding star in delivering delightful communication and entertainment experiences for residential consumers and in enabling next generation digital innovations tailored to businesses.

Proximus aims to build the #1 gigabit network for Belgium, combined with technology assets that enable digital ecosystems, while fostering an engaging culture and empowering ways of working. These exceptional strengths pave the way to deliver long-term value for stakeholders; they allow Proximus to contribute to an inclusive and sustainable digital society, delight customers with an unrivalled experience and achieve profitable growth both locally and internationally.

In Belgium, Proximus' core products and services are offered under the Proximus, Mobile Vikings and Scarlet brands. The Group is also active in Luxembourg, under the brand names Tango and Telindus Luxembourg, and in the Netherlands through Telindus Netherlands. The Group's international carrier activities are managed by BICS, a leading international communications enabler, one of the key global voice carriers and the leading provider of mobile data services worldwide. With Telesign, the Group also encompasses a fast-growing leader in authentication and digital identity services, serving the world's largest internet brands, digital champions and cloud native businesses.

With 11,634 employees, imbued with Proximus' think possible mindset and all engaged to offer a superior customer experience, the Group realized an underlying Group revenue of EUR 5,909 million end-2022.

For more information, visit www.proximus.com & www.proximus.be.

About Route Mobile

Established in 2004, Route Mobile Limited ("RML") is a cloud communications platform service provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNO). RML's portfolio comprises solutions in messaging, voice, email, SMS filtering, analytics and monetization. RML has a diverse enterprise client base across a broad range of industries including social media companies, banks and financial institutions, e-commerce entities and travel aggregators. RML is headquartered in Mumbai, India with a global presence in Asia Pacific, Middle East, Africa, Europe and North America.

About Telesign

Telesign provides Continuous Trust™ to leading global enterprises by connecting, protecting, and defending their digital identities. Telesign verifies over five billion unique phone numbers a month, representing half of the world's mobile users, and provides critical insight into the remaining billions. The company's powerful machine learning and extensive data science deliver identity with a unique combination of speed, accuracy, and global reach. Telesign solutions prevent fraud, secure communications, and enable the digital economy by allowing companies and customers to engage with confidence.

Learn more at www.telesign.com.