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## ALTICE INTERNATIONAL

### Outbrain and Teads to Merge to Create one of the Leading Global and Highly Diversified AdTech Platforms

Altice International S.à r.l. (“Altice International”) announces today that Outbrain Inc. (“Outbrain”) has entered into a definitive agreement to acquire the global media platform Teads S.A. (“Teads”), a subsidiary of Altice International.

#### Financial Considerations

- Under the agreement, Outbrain will acquire Teads in a \$1 billion transaction consisting of \$725 million cash, \$25 million of deferred cash, \$105 million in convertible preferred stock and 35 million shares of common stock (representing a value at approximately \$170 million based on a share price of \$4.78 as of July 31, 2024).
- The transaction would result in Altice pro forma ownership in Outbrain of approximately 42% (common ownership) and 47% (on an as-converted basis).
- The preferred shares to be issued to Altice will accrue dividends on a quarterly basis at a rate of 10% per annum, payable in cash or payment-in-kind at Outbrain’s option. The conversion price is \$10 per share (subject to customary adjustments). The preferred shares will be a perpetual instrument and may be called after three years subject to payment of certain premia or after two years subject to certain share price thresholds.

#### Transaction Highlights

- Transformational transaction establishing a global and highly diversified omnichannel advertising platform, combining performance and branding capabilities across CTV, native, video, mobile and display.
- Combination of highly-complementary expertise and product offerings, joining Teads deep video and branding capabilities with Outbrain’s leading performance solutions.
- Deepens publisher relationships, connecting brands with premium supply globally across all screens.
- Large Total Addressable Market addressing a majority of global digital advertising spend on the open internet.
- Deep bench of industry veterans and innovators, well positioned to execute on the combined vision.

The transaction is expected to be completed in the first quarter of 2025 and is subject to certain closing conditions, including the receipt of Outbrain stockholder and regulatory approvals. The transaction has been unanimously approved by the Boards of Directors of Altice International, Outbrain and Teads.

Altice International continues to target leverage of 4.0x to 4.5x net debt to EBITDA.



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## **About Teads**

Teads is a global omnichannel platform offering premium advertising solutions that drive business growth. By combining quality media, data, and creative, Teads helps advertisers reach their target audiences and optimizes monetization for publishers. With a focus on brand safety and impactful engagement, Teads ensures effective digital advertising across all channels. Teads partners with the leading marketers, agencies and publishers through a team of 1,200+ people in 50 offices across more than 30 countries.

## **About Outbrain**

Outbrain (Nasdaq: OB) is a leading technology platform that drives business results by engaging people across the Open Internet. Outbrain predicts moments of engagement to drive measurable outcomes for advertisers and publishers using AI and machine learning across more than 8,500 online properties globally. Founded in 2006, Outbrain is headquartered in New York with offices in Israel and across the United States, Europe, Asia-Pacific, and South America.



### **Forward-Looking Statements**

This press release contains forward-looking statements including statements about the proposed transaction with Outbrain, the timing thereof and our ability to achieve the intended operational, financial and strategic benefits from such transaction. These statements are not historical facts but rather are based on the Altice International's current expectations and projections regarding its business, operations and other factors relating thereto. Words such as "may," "will," "could," "would," "should," "anticipates," "predicts," "potential," "continue," "expects," "intends," "plans," "projects," "believes," "estimates" and similar expressions are used to identify these forward-looking statements. These statements are only predictions and as such are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict, including but are not limited to, changes in domestic and foreign business, market, financial, political and legal conditions; the inability of Altice International to successfully or timely consummate the proposed transaction with Outbrain; risks relating to the uncertainty of the projected financial information with respect to Teads; risks related to the timing and achievement of expected business milestones; the risk that the proposed transaction disrupts current plans and operations of Altice International and Teads as a result of the announcement and consummation of the proposed transaction; the ability to recognize the anticipated benefits of the proposed transaction, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and retain its management and key employees; and risks relating to Teads's intellectual property portfolio. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors. There may be additional risks that Altice International does not presently know or that Altice International currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Altice International's expectations, plans or forecasts of future events and views only as of the date of this press release. All forward-looking statements in this communication are based on information available to Altice International as of the date of this communication, and Altice International does not assume any obligation to update the forward looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.