



IntelSat Commences Debt Exchange Offers Pursuant to Conditional Combination Agreement with OneWeb

March 24, 2017 05:04 PM Eastern Daylight Time

LUXEMBOURG--(~~BUSINESS WIRE~~)--IntelSat S.A. (NYSE: I) ("IntelSat"), operator of the world's first Globalized Network, today announced that its indirect wholly-owned subsidiaries, IntelSat Jackson Holdings S.A. ("IntelSat Jackson"), IntelSat Connect Finance S.A. ("ICF"), and IntelSat (Luxembourg) S.A. ("IntelSat Luxembourg") and, together with IntelSat Jackson and ICF, the "Issuers") each has commenced an offer or offers to exchange (collectively, the "Exchange Offers") certain of its respective outstanding senior unsecured notes for new Exchange Notes (as defined below) on the terms described below.

The Exchange Offers and related Consent Solicitations (as defined below) are being conducted pursuant to the Combination Agreement, dated as of February 28, 2017 (the "Combination Agreement"), between IntelSat and WorldVu Satellites Limited ("OneWeb"), pursuant to which OneWeb will combine with IntelSat on the terms and subject to the conditions set forth in the Combination Agreement (the "Combination"). Following the Combination Date (as defined below) and without any action by any holder of the Exchange Notes, each series of Exchange Notes will, by its terms, be mandatorily exchanged for cash, Final Jax Notes (as defined below) and/or common shares of IntelSat. The Exchange Offers are subject to certain conditions precedent, including, among others, the tender of a minimum of 85% of the aggregate outstanding principal amount of each series of Existing Notes (as defined below).

Exchange Offers

IntelSat Jackson. IntelSat Jackson is offering to exchange (the "Jax Exchange Offers"):

- (i) new 7.25% Mandatorily Exchangeable Senior Notes due 2019 to be issued by IntelSat Jackson (the "Jax 2019 Exchange Notes") for any and all of its outstanding 7.25% Senior Notes due 2019 (the "Jax 2019 Existing Notes");
- (ii) new 7.25% Mandatorily Exchangeable Senior Notes due 2020 to be issued by IntelSat Jackson (the "Jax 2020 Exchange Notes") for any and all of its outstanding 7.25% Senior Notes due 2020 (the "Jax 2020 Existing Notes");
- (iii) new 7.50% Mandatorily Exchangeable Senior Notes due 2021 to be issued by IntelSat Jackson (the "Jax 2021 Exchange Notes") for any and all of its outstanding 7.50% Senior Notes due 2021 (the "Jax 2021 Existing Notes"); and
- (iv) new 5.50% Mandatorily Exchangeable Senior Notes due 2023 to be issued by IntelSat Jackson (the "Jax 2023 Exchange Notes" and, together with the Jax 2019 Exchange Notes, Jax 2020 Exchange Notes, and Jax 2021 Exchange Notes, the "Jax Exchange Notes") for any and all of its outstanding 5.50% Senior Notes due 2023 (the "Jax 2023 Existing Notes" and, together with the Jax 2019 Existing Notes, Jax Existing 2020 Notes, and Jax 2021 Existing Notes, the "Jax Existing Notes").

ICF. ICF is offering to exchange (the "ICF Exchange Offer") new 12.50% Mandatorily Exchangeable Senior Notes due 2022 to be issued by ICF (the "ICF Exchange Notes") for any and all of its outstanding 12.50% Senior Notes due 2022 (the "ICF Existing Notes").

Intelsat Luxembourg. Intelsat Luxembourg is offering to exchange (the "Lux Exchange Offers"):

(i) new 7.75% Mandatorily Exchangeable Senior Notes due 2021 to be issued by Intelsat Luxembourg (the "Lux 2021 Exchange Notes") for any and all of its outstanding 7.75% Senior Notes due 2021 (the "Lux 2021 Existing Notes"); and

(ii) new 8.125% Mandatorily Exchangeable Senior Notes due 2023 to be issued by Intelsat Luxembourg (the "Lux 2023 Exchange Notes") and, together with the Lux 2021 Exchange Notes, the "Lux Exchange Notes"; collectively, with the Jax Exchange Notes and ICF Exchange Notes, the "Exchange Notes") for any and all of its outstanding 8.125% Senior Notes due 2023 (the "Lux 2023 Existing Notes" and, together with the Lux 2021 Existing Notes, the "Lux Existing Notes").

Consent Solicitations

In connection with the Exchange Offers, the Issuers are soliciting consents (the "Consent Solicitations") to amend the indentures governing the Jax Existing Notes, the ICF Existing Notes, and the Lux Existing Notes (collectively, the "Existing Notes"), and the indentures governing the Existing Notes, collectively, the "Existing Indentures"). The proposed amendments to each Existing Indenture require the consent of holders of a majority of the aggregate principal amount of notes which are outstanding under such Existing Indenture. The proposed amendments would eliminate substantially all of the restrictive covenants under the Existing Indentures, modify or eliminate certain other provisions of the Existing Indentures, and waive certain defaults and events of defaults, if any, under the Existing Indentures.

Jax Exchange Notes

Each of the Jax Exchange Offers provides for the issuance of \$1,000 principal amount of the applicable series of Jax Exchange Notes in exchange for each \$1,000 principal amount of the applicable series of Jax Existing Notes tendered and accepted.

Prior to the closing date of the Combination (such date, the "Combination Date"), the Jax Exchange Notes will have substantially identical terms to the corresponding series of the Jax Existing Notes for which they are exchanged, including the same guarantors, interest rates, and interest payment and maturity dates, and substantially identical covenants, except that none of the Jax Exchange Notes will be registered under the Securities Act of 1933, as amended (the "Securities Act") and holders of the Jax Exchange Notes will not have any registration rights. The Jax Exchange Notes will accrue interest from the last interest payment date with respect to the corresponding series of Existing Notes for which they are exchanged. If the Combination does not occur, the Jax Exchange Notes will retain their respective original principal amounts and these same terms.

Following the Combination Date and without any action by any holder of the Jax Exchange Notes: (a) each series of the Jax Exchange Notes will (i) as to a portion of the principal amount thereof, become due and payable in cash; and (ii) as to the remaining portion of the principal amount thereof, be mandatorily settled in full by delivery of new unsecured 6.75% 5-Year Senior Notes to be issued by Intelsat Jackson (the "Final Jax 5-Year Notes") or new unsecured 7.25% 7-Year Senior Notes to be issued by Intelsat Jackson (the "Final Jax 7-Year Notes") and, together with the Final Jax 5-Year Notes, the "Final Jax Notes") on the terms set forth below; and (b) each series of the Jax Exchange Notes will, upon receipt of the Final Jax Consideration (as defined below) by the holders, be cancelled and will cease to be outstanding (collectively, the "Mandatory Jax Exchanges").

In addition, accrued but unpaid interest on the Jax Exchange Notes to but excluding the Combination Date will be paid upon consummation of the Mandatory Jax Exchanges. As a result, following the Combination Date, each holder of Jax Exchange Notes will mandatorily receive, in addition to accrued and unpaid interest, for each \$1,000 principal amount of the applicable series of Jax Exchange Notes held thereby, the consideration shown in the table below, based on the assumptions described in the footnote to the table below (the "Final Jax Consideration").

Applicable Series of Jax Exchange Notes	Aggregate Final Jax Consideration (cash and principal amount of Final Jax Notes)	Cash Consideration⁽¹⁾	Final Jax 5-Year Notes (principal amount)⁽¹⁾	Final Jax 7-Year Notes (principal amount)⁽¹⁾
For each \$1,000 principal amount of Jax 2019				
Exchange Notes	\$940.00	\$45.63 - \$90.20	\$849.80 - \$894.37	\$0.00
For each \$1,000 principal amount of Jax 2020				
Exchange Notes	\$880.00	\$45.63 - \$90.20	\$789.80 - \$834.37	\$0.00
For each \$1,000 principal amount of Jax 2021				
Exchange Notes	\$860.00	\$45.63 - \$90.20	\$0.00	\$769.80 - \$814.37
For each \$1,000 principal amount of Jax 2023				
Exchange Notes	\$760.00	\$45.63 - \$90.20	\$0.00	\$669.80 - \$714.37

(1) The aggregate cash consideration paid pursuant to the Mandatory Jax Exchanges and the Mandatory ICF/Lux Exchanges (as defined below) will equal \$1.73 billion and the amount of cash consideration and Final Jax Notes received by holders of Jax Exchange Notes upon the Mandatory Jax Exchanges will depend on the participation level of holders of Existing Notes in each of the Exchange Offers. The chart above shows the minimum and maximum amount of cash consideration, Final Jax 5-Year Notes, and Final Jax 7-Year Notes which a holder of Jax Exchange Notes will receive in the Mandatory Jax Exchanges. A holder of Jax Exchange Notes will receive (i) the minimum cash consideration and maximum amount of Final Jax Notes shown above if holders of 100% of the aggregate outstanding principal amount of Existing Notes of each series participate in the applicable Exchange Offer, (ii) the maximum cash consideration and minimum amount of Final Jax Notes shown above if holders of 85% of the aggregate outstanding principal amount of Existing Notes of each series participate in the applicable Exchange Offer, and (iii) an amount in between the minimum and maximum amounts of cash and Final Jax Notes shown above if participation in any of the Exchange Offers is greater than 85% and less than 100%. However, the aggregate Final Jax Consideration received by a holder of Jax Exchange Notes, being the sum of cash and principal amount of Final Jax Notes per \$1,000 principal amount of Jax Exchange Notes, will be the same, regardless of participation levels in any of the Exchange Offers. Participants will not be able to make an election between Final Jax Notes and cash.

Final Jax Notes

The Final Jax 5-Year Notes will mature on the fifth anniversary of the date of issuance thereof and interest on the Final Jax 5-Year Notes will accrue at the rate of 6.75% per annum and be payable semi-annually in arrears. The Final Jax 5-Year Notes will be redeemable at the option of Intelsat Jackson (i) prior to the second anniversary of the date of issuance thereof pursuant to a customary “make whole” provision and (ii) thereafter, pursuant to a customary call schedule.

The Final Jax 7-Year Notes will mature on the seventh anniversary of the date of issuance thereof, and interest on the Final Jax 7-Year Notes will accrue at the rate of 7.25% per annum and be payable semi-annually in arrears. The Final Jax 7-Year Notes will be redeemable at the option of Intelsat Jackson (i) prior to the third anniversary of the date of issuance thereof pursuant to a customary “make whole” provision and (ii) thereafter, pursuant to a customary call schedule.

Each series of the Final Jax Notes will be unsecured and will be guaranteed by Intelsat, ICF and Intelsat Luxembourg, as well as each subsidiary of Intelsat Jackson that guarantees Intelsat Jackson’s existing secured credit agreement.

The indenture governing the Final Jax Notes will include customary restrictive covenants and events of default.

ICF Exchange Notes and Lux Exchange Notes

The ICF Exchange Offer provides for the issuance of \$1,000 principal amount of the ICF Exchange Notes in exchange for each \$1,000 principal amount of the ICF Existing Notes tendered and accepted, and each of the Lux Exchange Offers provides for the issuance of \$1,000 principal amount of the applicable series of the Lux Exchange Notes in exchange for each \$1,000 principal amount of the corresponding series of the Lux Existing Notes tendered and accepted.

Prior to the Combination Date, the ICF Exchange Notes and the Lux Exchange Notes will have substantially the same terms as the corresponding series of Existing Notes for which they are exchanged, including the same guarantors, interest rates, interest payment and maturity dates and substantially identical covenants, except that none of the ICF Exchange Notes or Lux Exchange Notes will be registered under the Securities Act and holders of the ICF Exchange Notes and Lux Exchange Notes will not have any registration rights. The ICF Exchange Notes and Lux Exchange Notes

will accrue interest from the last interest payment date with respect to the corresponding series of Existing Notes for which they are exchanged. If the Combination does not occur, the ICF Exchange Notes and Lux Exchange Notes will retain their respective original principal amounts and these same terms.

Following the Combination Date and without any action by any holder of the ICF Exchange Notes or Lux Exchange Notes: (a) each series of the ICF Exchange Notes and the Lux Exchange Notes will (i) as to a portion of the principal amount thereof, become due and payable in cash; and (ii) as to the remaining portion of the principal amount thereof, be mandatorily settled in full by delivery of a specified number of newly issued common shares of Intelsat ("New Common Shares"); and (b) each series of the ICF Exchange Notes and the Lux Exchange Notes will, upon receipt of the Final ICF/Lux Consideration (as defined below) by the holders, be cancelled and will cease to be outstanding (collectively, the "Mandatory ICF/Lux Exchanges").

In addition, accrued but unpaid interest on the ICF Exchange Notes and the Lux Exchange Notes to but excluding the Combination Date will be paid upon consummation of the Mandatory ICF/Lux Exchanges. As a result, following the Combination Date, each holder of ICF Exchange Notes and each holder of Lux Exchange Notes will mandatorily receive, in addition to accrued and unpaid interest, for each \$1,000 principal amount of the applicable series of ICF Exchange Notes and Lux Exchange Notes held, the consideration shown in the table below (the "Final ICF/Lux Consideration").

Applicable Series of ICF Exchange Notes or Lux Exchange Notes	Aggregate Final ICF/Lux Consideration (cash and value of New Common Shares)⁽¹⁾	Cash Consideration	New Common Shares⁽¹⁾
For each \$1,000 principal amount of ICF Exchange Notes	\$780.00	\$768.00	\$12.00
For each \$1,000 principal amount of Lux 2021 Exchange Notes	\$460.00	\$448.00	\$12.00
For each \$1,000 principal amount of Lux 2023 Exchange Notes	\$460.00	\$448.00	\$12.00

(1) Assuming a value of \$5.00 per share, which is the subscription price for common shares of Intelsat being purchased by SoftBank Group Corp. in connection with the Combination.

The New Common Shares issued to holders of the ICF Exchange Notes and the Lux Exchange Notes, assuming 100% participation in the ICF Exchange Offer and the Lux Exchange Offers, are anticipated to equal approximately 1.0% of the outstanding common shares of Intelsat as of the Combination Date after giving effect to the issuance of common shares to OneWeb stockholders pursuant to the Combination Agreement and to SoftBank Group Corp. ("SoftBank") pursuant to the related share purchase agreement. Such New Common Shares are subject to dilution by any other equity issuances on or after the date hereof. Fractional New Common Shares will not be issued and the number of New Common Shares received by any applicable Eligible Holder will be rounded down to the nearest whole share.

Conditions to Exchange Offers and Consent Solicitations

The consummation of each of the Exchange Offers and Consent Solicitations is subject to certain conditions. Among other conditions, each Exchange Offer is conditioned on the tender of a minimum of 85% of the aggregate outstanding principal amount of each series of Existing Notes.

In addition, each of the Mandatory Jax Exchanges and the Mandatory ICF/Jax Exchanges will only occur if the Combination occurs.

Expiration Time and Withdrawal Deadline

Each Exchange Offer will expire at the end of the day, 12:00 midnight, New York City time, on April 20, 2017, unless it is extended or earlier terminated by the applicable Issuer. Existing Notes not tendered may not be withdrawn and consents delivered may not be revoked after 11:59 p.m., New York City time, on April 20, 2017, except in limited circumstances as set forth in the applicable offering memorandums (the "Offering Memoranda").

No Registration

None of the Jax Exchange Notes, the Final Jax Notes, the ICF Exchange Notes, the Lux Exchange Notes, or the New Common Shares (collectively, the "Consideration Securities") will be registered under the Securities Act, or any other applicable securities laws and, unless so registered, none of the Consideration Securities may be offered, sold, pledged or otherwise transferred in the United States or to or for the account or benefit of any U.S. person, except pursuant to an exemption from the registration requirements of the Securities Act. The Issuers will not register the Consideration Securities under the Securities Act or the securities laws of any other jurisdiction. None of the Consideration Securities will be transferable except in accordance with restrictions which will be described more fully in the Offering Memoranda.

The Exchange Offers and Consent Solicitations are being conducted solely pursuant to the Offering Memoranda and related materials (collectively, the "Exchange Offer Materials").

Eligible Holders

The Exchange Offers are being made, and each series of the Consideration Securities to be issued pursuant to and in connection with the Exchange Offers are being offered and issued, only (a) in the United States to holders of Existing Notes, as applicable, who are "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) and (b) outside the United States to holders of Existing Notes, as applicable, who are persons other than U.S. persons in reliance upon Regulation S under the Securities Act, and, in the case of clause (b) above, who are also an "institutional account" within the meaning of FINRA Rule 4512(c). Only holders of Existing Notes who certify to the applicable Issuer that they are eligible to participate in the applicable Exchange Offer and Consent Solicitations pursuant to at least one of the foregoing conditions ("Eligible Holders") will be authorized to receive or review the related Offering Memorandum or participate in such Exchange Offer. If any holder of the Existing Notes is not an Eligible Holder, such holder will not be able to receive the Offering Memoranda.

The Offering Memoranda are only available to holders who complete an eligibility letter confirming their status as Eligible Holders. Holders of Existing Notes who wish to receive a copy of the eligibility letters for the Exchange Offers may contact Global Bondholder Services Corporation (the "Information and Exchange Agent") at 65 Broadway – Suite 404, New York, New York 10006, Attn: Corporate Actions, (212) 430-3774 (for banks and brokers) or (866) 470-4200 (for all others). Holders may also obtain and complete an electronic copy of the applicable eligibility letter on the following website links maintained by Global Bondholder Services:

- Jax Exchange Offers Eligibility Letter: <http://gbsc-usa.com/eligibility/intelsat-jax>
- ICF Exchange Offer Eligibility Letter: <http://gbsc-usa.com/eligibility/intelsat-icf>
- Lux Exchange Offers Eligibility Letter: <http://gbsc-usa.com/eligibility/intelsat-lux>

Requests for the Exchange Offer Materials from Eligible Holders may be directed to the Information and Exchange Agent at 65 Broadway – Suite 404, New York, New York 10006, Attn: Corporate Actions, (212) 430-3774 (for banks and brokers) or (866) 470-4200 (for all others).

General

The Issuers are making the Exchange Offers only by, and pursuant to, the terms of the Exchange Offer Materials. None of Intelsat, the Issuers, OneWeb, SoftBank, the Information and Exchange Agent, nor their respective affiliates makes any recommendation as to whether Eligible Holders should tender or refrain from tendering their Existing Notes, as applicable. Eligible Holders must make their own decision as to whether or not to tender their Existing Notes, as applicable, as well as with respect to the principal amount of the Existing Notes, as applicable, to tender. The Exchange Offers are not being made to any holders of Existing Notes, as applicable, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

This press release does not constitute an offer to purchase securities or a solicitation of an offer to sell any securities or an offer to sell or the solicitation of an offer to purchase any new securities, nor does it constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is unlawful.

About Intelsat

Intelsat S.A. (NYSE: I) operates the world's first Globalized Network, powered by its leading satellite backbone, delivering high-quality, cost-effective video and broadband services anywhere in the world. Intelsat's Globalized Network combines the world's largest satellite backbone with terrestrial infrastructure, managed services and an open, interoperable architecture to enable customers to drive revenue and reach through a new generation of network services. Thousands of organizations serving billions of people worldwide rely on Intelsat to provide ubiquitous broadband connectivity, multi-format video broadcasting, secure satellite communications and seamless mobility services. The end result is an entirely new world, one that allows us to envision the impossible, connect without boundaries and transform the ways in which we live.

Intelsat Safe Harbor Statement

Statements in this news release, including statements regarding the Combination, the Exchange Offers and the Consent Solicitations, constitute "forward-looking statements" that do not directly or exclusively relate to historical facts. When used in this release, the words "may," "will," "might," "should," "expect," "plan," "anticipate," "project," "believe," "estimate," "predict," "intend," "potential," "outlook," and "continue," and the negative of these terms, and other similar expressions are intended to identify forward-looking statements and information.

The forward-looking statements reflect Intelsat's intentions, plans, expectations, anticipations, projections, estimations, predictions, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside of Intelsat's control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks include, among others, market conditions and the risks described in Intelsat's annual report on Form 20-F for the year ended December 31, 2016, and its other filings with the U.S. Securities and Exchange Commission and risks and uncertainties related to our ability to consummate the Combination, the Exchange Offers and the Consent Solicitations, and to the occurrence of the Mandatory Jax Exchanges and the Mandatory ICF/Lux Exchanges.

Because actual results could differ materially from Intelsat's intentions, plans, expectations, anticipations, projections, estimations, predictions, assumptions and beliefs about the future, you are urged to view all forward-looking statements with caution. Intelsat does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Contacts

Intelsat

Dianne VanBeber

Vice President, Investor Relations and Corporate Communications

+1 703-559-7406

dianne.vanbeber@intelsat.com