

Project **Sky**

Market Briefing Presentation

September 2023



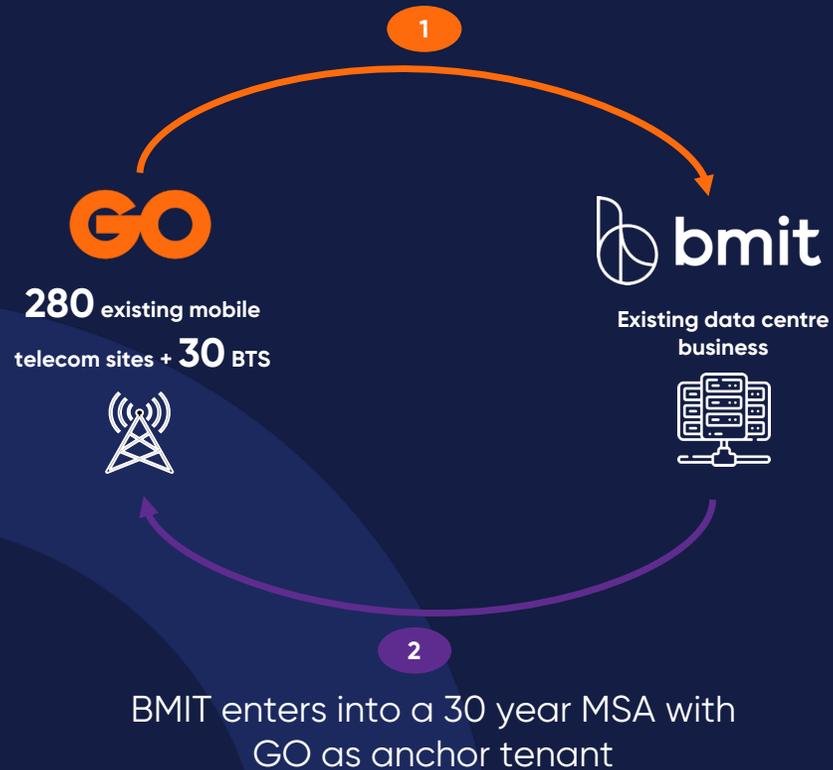
The Transaction



Transaction Overview

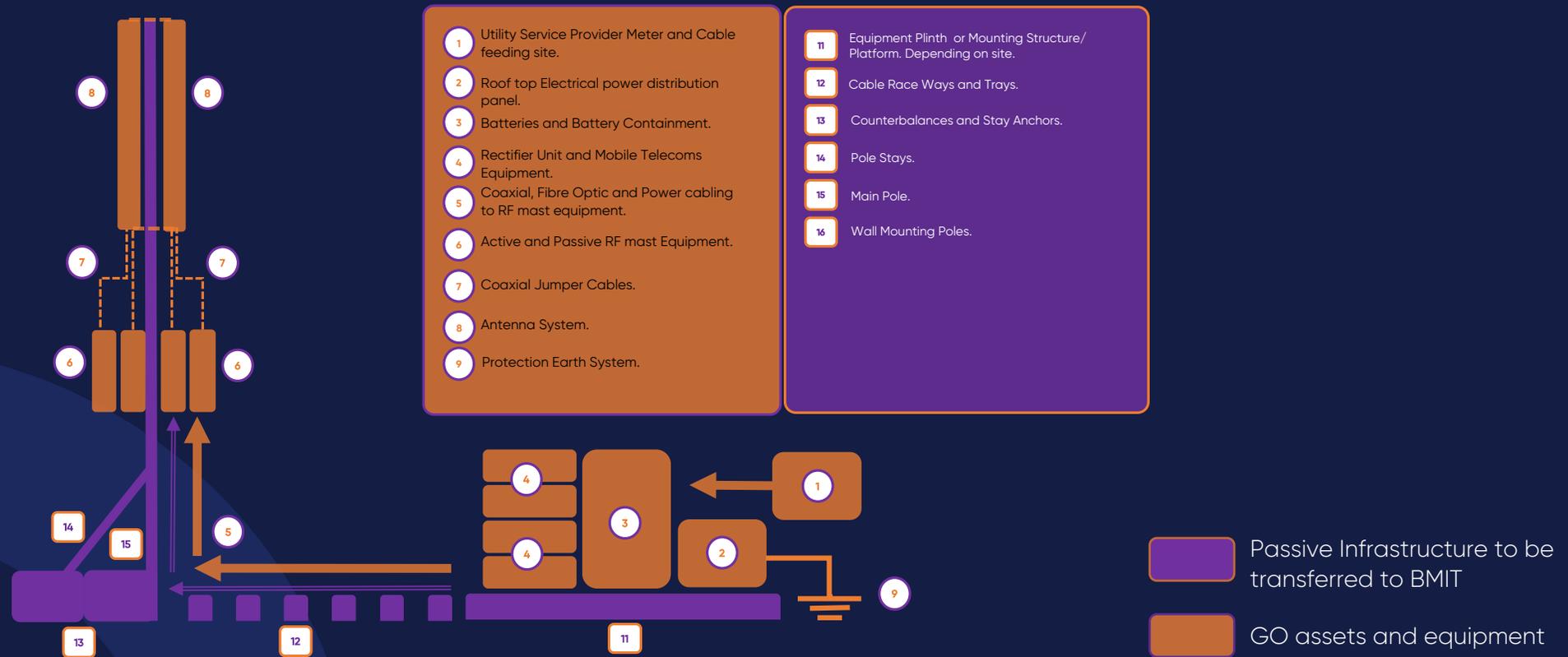
Creating a high quality and diversified technology company with an improved long term financial profile

BMIT to acquire the majority of GO's existing portfolio of tower sites for a total consideration of €47.1m



- Sale of the majority of GO's existing passive mobile telecom tower and rooftop portfolio to BMIT Technologies ("BMIT")
 - The sale of mobile telecom sites relates to only the passive infrastructure and underlying leases being transferred to BMIT
 - GO will retain active mobile equipment allowing it to continue offering its mobile services to customers
- Transaction results in an attractive returns profile for BMIT
- BMIT becomes a more attractive and diversified listed technology company with a strong infrastructure profile including towers & data centres

Proposed Transaction Perimeter



Key Transaction Terms

1	Number of Sites	Approximately 280 towers
2	Consideration	Circa €47.1m resulting in a price of €168k per tower
3	New BTS Sites	30 BTS sites to be built and delivered to BMIT by 2030
4	Annual Revenue	Total revenue generated in first year by way of this transaction is circa €4M
5	MSA Rate	Annual service fee of circa €14.2k per site per annum
6	Annual Escalator	Agreed annual escalator to the annual service fee to be paid by GO to BMIT
7	MSA Term	30 years with an option for additional 5 year renewable periods
8	EBITDA	First year contribution of circa €3m excluding all transaction costs

Terms are aligned favourably with similar Tower Transactions

Valuation and Source of Funding

Valuation Consideration

Valuation consideration *

€'000s	Assumed number of sites ("towers") to be sold*	280
	Estimated gross profit **	€ 3,139
	GP valuation multiple	15
	Existing towers portfolio valuation	€ 47,085

Allocation of consideration between the Transaction Assets*

€'000s	Consideration	€ 47,085	100%
	Intangible assets		
	MSA	€ 44,651	94.8%
	Passive Tower Rights Portfolio	€ 1,653	3.5%
	Colocation business	€ 204	0.4%
	Property, Plant & Equipment		
	Passive Network Infrastructure	€ 578	1.2%

Proposed Sources of Funding

- €15m bullet loan from GO with an interest rate of 3%
 - Option to repay facility or refinance it using longer term credit facilities
 - Additional option for a second 5 year term from GO at 6%
- €30m facility from a reputable credit institution
- The balance due to GO upto a maximum of circa €2.1m as an initial upfront payment out of existing BMIT cash balances
- GO undertaking to take up scrip dividend for a 5year period upto a maximum of €15m
 - Scrip option to be made available to all shareholders

* Excluding BTSs

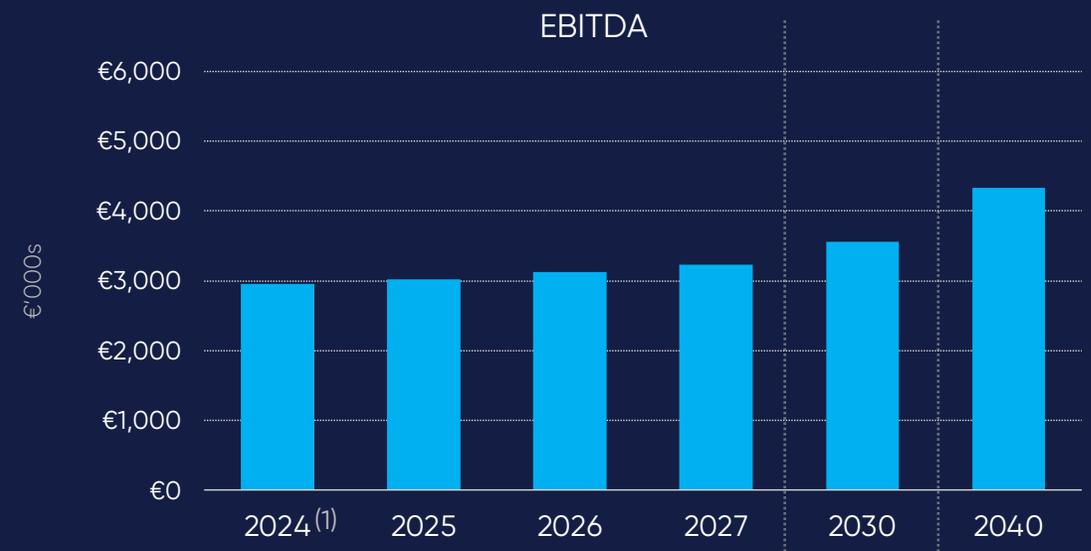
** Excluding amortisation & depreciation charges

Transaction Considerations

Transaction Overview

Project Sky allows BMIT to diversify its revenue base as it transforms into a hybrid IT provider whilst strengthening its infrastructure profile and still generating a highly attractive rate of return for equity holders

Compelling financial profile underpinned by a long-term contract with a Tier A counterparty



● Growth Rate over 2024

NOTE

Above estimates are based on an assumed revenue escalation rate of between 1% to 2% per annum

(1) First year EBITDA excludes transaction costs

Financial Profile of Combined Entity

Project Sky will strengthen BMIT, with an improved growth profile and diversified revenue base

Sustained revenue growth underpinned by long-term contracts



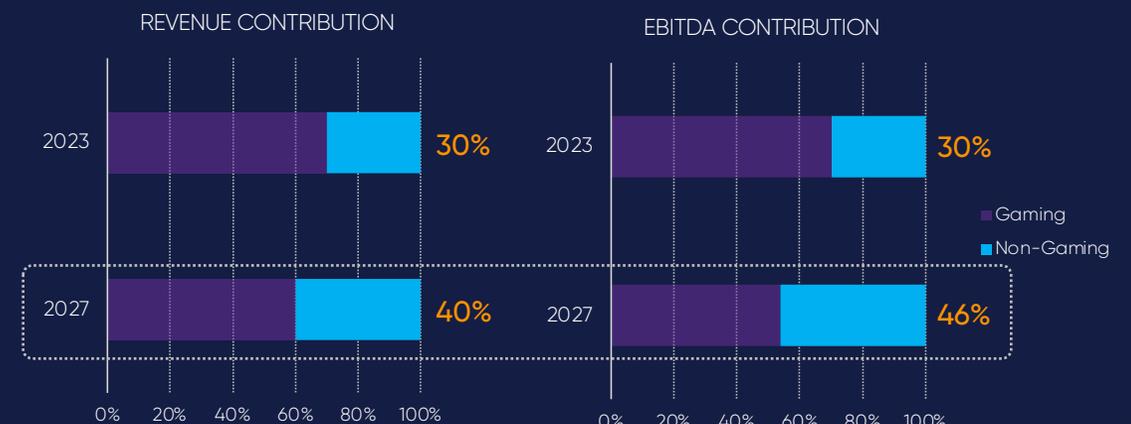
EBITDA growth with an attractive margin profile > 40%



Project SKY has a compelling pre-financing cash flow profile



Illustrative reduction in dependency on Gaming sector

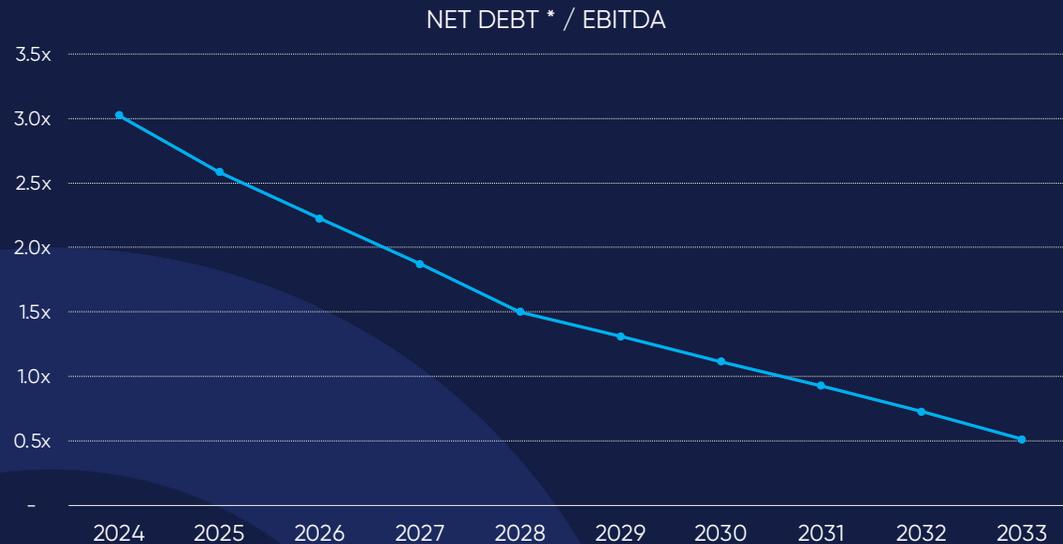


NOTE
Above estimates assume FY22 core revenues and margin

Conservative Capital Structure

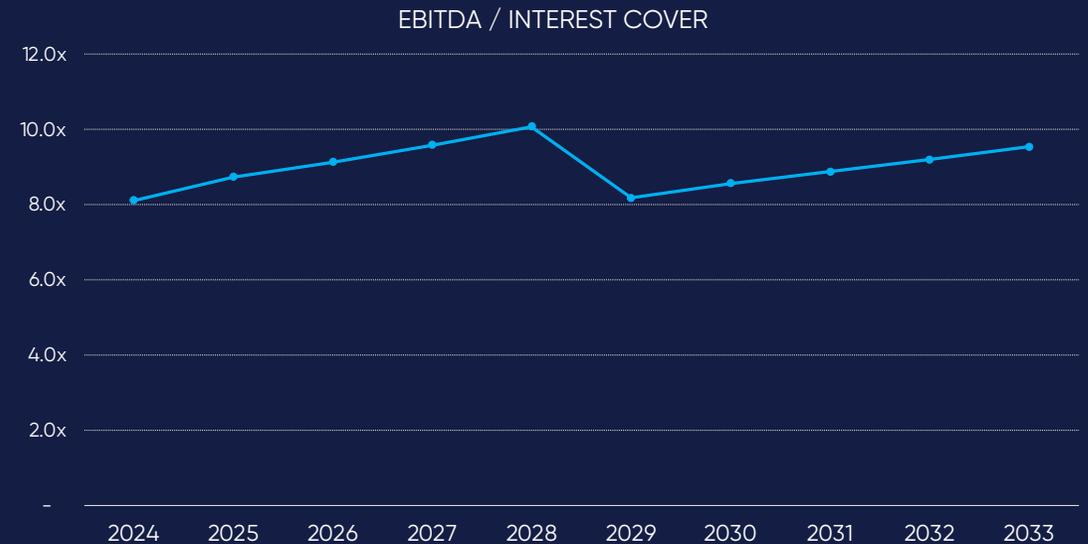
Leverage ratios below peers for similar transactions and reducing significantly after Year 3 of operations

Net Debt / EBITDA < 2.0x by 2027



* Net Debt excludes lease liabilities

High interest cover throughout MSA period



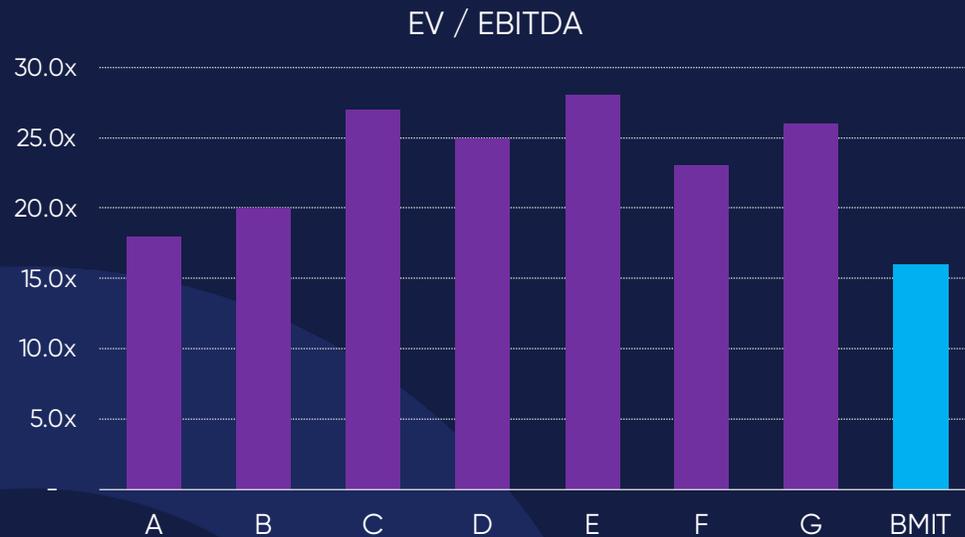
* Option to repay €15m facility or refinance it using longer term credit facilities

NOTE
Above estimates assume FY22 core revenues and margin

Attractive Acquisition Multiple

Project SKY has the potential to contribute positively to long term shareholder value

Favourable acquisition multiple to comparable transactions



SOURCE
Company disclosure, Mergermarket, dgtlinfra.com

Favourable acquisition multiple to comparable listed Tower Cos



SOURCE
FactSet as of 29-Aug-23

Transaction Benefits

Project SKY allows BMIT to tap into numerous benefits, paving the way for significant growth and potential strategic advantage

Transaction offers significant benefits for BMIT



Immediate contribution to revenue & margin

This opportunity yields immediate revenue and margin, featuring an annual increase and assures sustained earnings growth while minimizing risk



Relatively low effort and risk

Low effort and risk due to market conditions and operational simplicity which ensure a favorable venture outlook



An EBITDA margin in excess of 70%

A remarkable EBITDA margin above 70% showcases excellent operational efficiency and consistent profitability



Diversified product and service offering

Offering diverse products and services, BMIT gains resilience against market volatility and enhances stability, whilst reducing sector exposure on core business



A 30-year contract with GO as the anchor tenant

With GO as a long-term tenant in a 30-year contract, income stability is assured, enhancing predictability



Potential to grow new vertical

Ability to add new services to the new vertical, potentially tapping into new markets, increasing revenue streams and expanding customer base

Project **Sky**

