

PRESS RELEASE

Iliad launches Up2Share, its first employee share offer

Iliad Group announces the launch of **Up2Share**, its first employee share offer. The offer is proposed to approximately 8.100 employees of the Group in France and in Italy, with the aim to associate employees with the development and performance of Iliad. The settlement and delivery of the new shares shall take place on June 18, 2019.

The main terms and conditions of the offer are described hereafter.

ISSUER

Iliad SA
Listing: Euronext Paris
Ordinary share with ISIN code: FR0004035913

FRAMEWORK OF THE PLAN – SECURITIES OFFERED

On December 10, 2018, the Board of Directors of Iliad has approved the principle of implementation of an employee share offer to the benefit of members of the Group savings plan (in French "Plan d'Epargne Groupe" or "PEG") in accordance with provisions of Articles L. 3332-18 et seq. of the French Labor Code, up to a maximum of 295 180 shares. The Board has established the main features of the offer and delegated to the Chief Executive Officer the powers necessary to implement the offer.

The decision dated December 10, 2018 expressly stated that such employee share plan can be carried out by selling existing shares. The Board has also decided that the offer can also take the form of subscription of new shares, in case of adoption by shareholders of a resolution delegating to the board the power to implement share capital increases reserved to members of the employee savings plan no later than on the day of the decision to launch the offer which sets the dates of the subscription/revocation period and the subscription price of the shares.

It is expected that the dates of the subscription/revocation period and the subscription price of the shares will be set on May 21, 2019.

SUBSCRIPTION CONDITIONS

Beneficiaries:

The Offer is intended for employees of Iliad and Iliad Group entities, in which more than 65% of the share capital is held by Iliad and which are members of the PEG, who completed a period of employment of at least three months between January 1st 2018 and the last day of the subscription/revocation period, on consecutive or discontinued basis, as well as to the corporate officers of entities with a regular workforce of between 1 and 250 employees, as provided for by the French Labor Code.

The Offer will also be open to all employees of the Italian companies of the Iliad Group, in which more than 65% of share capital is held by Iliad and which are members of the International Group Savings Plan (PEGI), set up for the first time in connection with this Offer. The eligibility conditions are the same for the PEG and PEGI.

The offer is also open in France to the employees on retirement or pre-retirement having kept assets in the PEG since their departure from the Group.

Subscription price:

The reference price will be recorded by the Board of Directors or by the Chief Executive Officer, acting upon delegation of the Board of Directors, expected to take place on May 21, 2019 and will be equal to the daily Volume Weighted Average Prices (VWAP) of Iliad share on Euronext during the 20 trading dates preceding that date. The subscription price will be equal to the reference price reduced by a discount of 20%.

Subscription Formula:

Employees participating in the context of the PEG (French entities) will have choice between two investment formulas by subscribing for shares in two compartments of an employee shareholding fund (FCPE Iliad approved by the French Financial Markets Authority under number FCE20190021) invested in Iliad shares and created for this purpose:

The "Classic" offering in which the subscriber invests in Iliad shares, at the 20% discounted price. Any investment made under the "Classic" offering carries the risk of capital loss as it will follow the upward and downward fluctuations of the Iliad share price.

The "Leveraged" offering in which the subscriber benefits from a protection on the amount of his/her initial investment and a multiple of the protected average increase of the share price. The protected average increase of the share price will be determined in relation to the reference price (not discounted). In return for the advantages of this formula, subscribers will not benefit from the dividends and other distributions made in connection to the shares held by the FCPE Iliad, these amounts being paid back to the bank that structured the formula.

Whatever the subscription formula chosen, the subscriber benefits from an employer matching contribution corresponding to 100% of his/her personal contribution, up to 400 Euros gross.

In Italy, only a "Classic" offering is offered with subscription of shares at a discounted price and direct shareholding. An employer matching contribution will also be offered, with allocation of a share for free for each share subscribed, up to 400 Euros. In the absence of a "Leveraged" offering, all investment requests by employee in Italy must be submitted during the subscription period directly, without prior reservation.

Lock-up Period:

In accordance with provisions of Article L.3332-25 of the French Labor Code, the shares subscribed directly as well as the FCPE units are subject to a lock-up period of five years, except in the event of occurrence of an early release case as provided for in articles L.3332-25 and R.3324-22 of the French Labor Code.

Exercise of voting rights:

The subscription is carried out in France through the FCPE Iliad and in Italy in form of direct shareholding.

For shares subscribed and held in the FCPE Iliad, voting rights attached to these shares will be exercised by the supervisory board of the FCPE Iliad. With respect to shares held directly by subscribers, the voting rights will be exercised by subscribers themselves.

Investment limits:

Total payments into the savings plan are limited per year to 25% of the gross annual compensation (in the case of the "Leveraged" formula, the calculation being made taking into account the shares subscribed with the bank contribution). The voluntary payment may not be less than 15 Euros per formula, or the subscription price of a share in respect of the investment in the offer proposed in Italy. A reduced threshold is applied to payments in the "Leveraged" offering for employees who have not made a reservation.

PROVISIONAL TIMETABLE FOR THE OFFER

The timetable below is provided for information purposes only and is subject to modifications due to any event affecting the smooth completion of the plan.

Reservation Period: from March 26 to April 16, 2019.

Subscription Price to be set: expected to take place on May 21, 2019.

Subscription/revocation Period: expected to take place from May 22 to May 26, 2019.

Settlement-delivery of the shares: expected to take place on June 18, 2019.

LISTING OF THE SHARES

In the event of completion of the offer by issuance of new shares, request for admission to trading on Euronext Paris (ISIN Code: FR0004035913) will be filed as soon as the capital increase is completed.

HEDGING TRANSACTION

The implementation of the financial mechanisms relating to the "Leveraged" offering may require hedging transactions to be fulfilled by the financial institution counterparty to the swap agreement, prior to the implementation of the offering, and throughout the duration of the offering.

This press release is available on the website www.iliad.fr/en

About Iliad

Iliad is the parent company of Free, the inventor of the Freebox, the first multiservice box on ADSL. Free is behind numerous innovations in the Broadband and Ultra-Fast Broadband access segment (VoIP, IPTV, flat-rate calling plans to multiple destinations, etc.). In December 2018, Free launched the Freebox Delta, a mind-blowing fusion of innovation with 10G Fiber technology, xDSL+4G, the amazing Devialet sound... Free is the number one alternative Fiber operator in France. Since January 2012, Free has brought mobile phone usage within everyone's reach with straightforward, no-commitment offerings at very attractive prices. As at December 31, 2018, Free had nearly 20 million subscribers in France (6.4 million Broadband and Ultra-Fast Broadband subscribers and 13.4 million mobile subscribers). On May 29, 2018, the Group launched its mobile network in Italy under the Iliad brand, becoming the country's fourth operator, and had over 2.8 million subscribers at December 31, 2018. The Group employs 10.000 people.

Exchange: *Euronext Paris*

Market place: *Eurolist A of Euronext Paris (SRD)*

Ticker symbol: *ILD*

ISIN: *FR0004035913*

FTSE classification: *974 Internet*

Member of *Euro Stoxx, SBF 120, CAC Mid 100*

The present document is established in accordance with provisions of Articles 212-4 5° and 212-5 6° of the General Regulations of the French Market Authority (AMF) and Article 19 of the AMF Circular DOC-2016-14.