Annual Report
iliad Holding S.A.S.

2024

This is the annual report (the "Annual Report") of iliad Holding S.A.S. for the year ended December 31, 2024. The Annual Report consists of the following:

Contents

Annual Report iliad Holding S.A.S. 2024

Disclaimer

You agree to access this document on a strict non-reliance basis and only for your personal, non-commercial informational purpose, and to not use any information contained herein for the purpose of generating any advice, recommendations, guidance, publications or alerts or for the purpose of creating and/or operating (whether for your own purposes or on behalf of any third party) any financial product, index, or service, and you accept and agree that neither we nor any other author of this document or the information included herein accepts any responsibility, duty of care or liability towards you and, accordingly, if you wish to rely on the information included in this document, you do so entirely at your own risk.

This document may include forward-looking statements that are based on our current expectations and projections about future events. All statements other than statements of historical fact including, without limitation, statements regarding our future financial position, risks and uncertainties related to our business, strategy, capital expenditures, projected costs and our plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as “believe”, “expect”, “anticipate”, “may”, “assume”, “plan”, “intend”, “will”, “should”, “estimate”, “risk” and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. Any forward-looking statements are made only as of the date hereof and we do not intend, and do not assume any obligation, to update forward-looking statements. As a result, you should not place undue reliance on these forward-looking statements.

None of the information made available in this document constitutes or forms part of, and is not made in connection with any offer, invitation or recommendation to subscribe for, underwrite or otherwise acquire any securities, nor should it or any part of it form the basis of, or be relied on in connection with, any contract to purchase or subscribe for any securities, nor shall it or any part of it form the basis of or be relied on in connection with any contract or commitment whatsoever. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended. You must comply with all laws that apply to you in any place in which you buy, offer or sell any securities or access or possess the content contained in this document. If you access this document, you must inform yourself about and observe any such restrictions and seek appropriate independent professional advice where necessary.

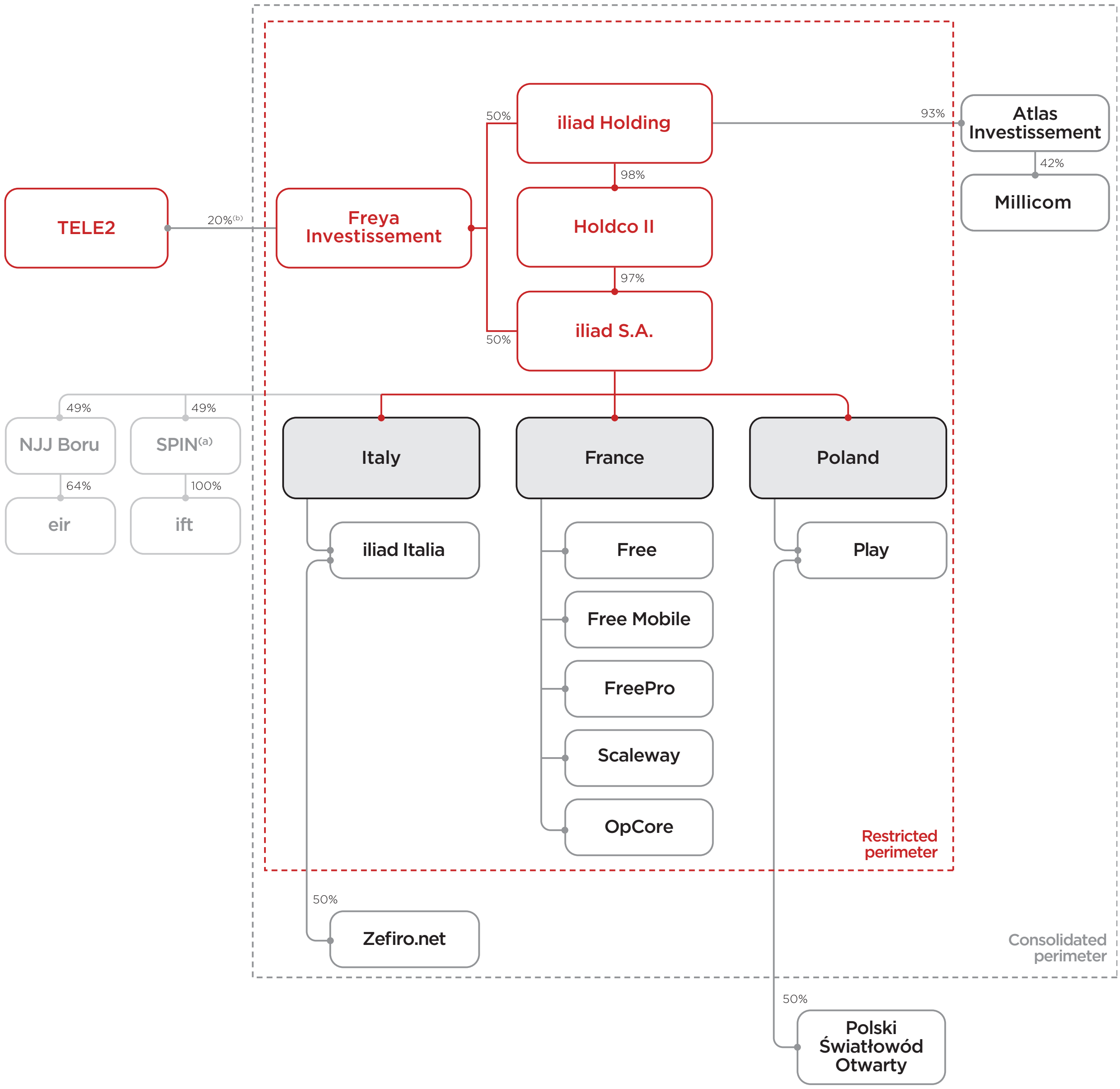
We have chosen the format of presentation of this document for the relevant period only, and may or may not continue to use the same format of presentation for future periods.

1. Overview of the Group and its businesses

1.1 Overview and organizational structure

iliad Holding, which is wholly owned by the Xavier Niel family group, indirectly controls (i) iliad S.A., through Holdco II, and (ii) Millicom, through Atlas Investissement. It acts as a management holding company for the Group and therefore plays a major role in defining overall business strategies and goals. iliad S.A. operates mainly under the Free brand in France, the iliad brand in Italy and the Play brand in Poland. Millicom and its subsidiaries (together the "Millicom Group") mainly operate under the Tigo brand in Latin America.

Structure of the iliad Holding Group



As of March 25, 2025
(a) Société de Participation et d'Investissement dans le Numérique.
(b) c.20% economic interests / c.27% voting rights.

The iliad Group is one of Europe's leading telecommunications players, with more than 50 million subscribers, €10.0 billion in revenues in 2024 and over 18,200 employees. The "Europe" operating segment of the iliad Holding Group solely comprises the activities of the iliad Group in France, Poland and Italy. The iliad Group's financial statements are published separately from the financial statements of the iliad Holding Group (see the financial reports provided in the "Investor Center" section of the iliad Group website).

Since October 1 2024, iliad Holding has consolidated Atlas Investissement – the main shareholder of the Millicom Group ("Millicom") with a 42% ownership interest (1). Atlas Investissement and its subsidiaries (including Millicom) have been designated by iliad Holding as "Unrestricted" subsidiaries under the indentures governing iliad Holding's Senior Secured Notes (SSN) and under its super senior revolving credit facility (RCF). The additional financial information below presents the consolidated income statement, balance sheet and cash flow statement of the iliad Holding Group and its "Restricted" subsidiaries separately from its "Unrestricted" subsidiaries, with the "iliad Holding consolidated" including all "Restricted" and "Unrestricted" subsidiaries. Millicom is a leading provider of telecom services in Latin America, with revenues of US$5.8 billion in 2024, 51 million subscribers (2) and approximately 14,000 employees(2) at December 31, 2024. The iliad Holding Group's "LATAM" operating segment covers Atlas and Millicom's activities, and Millicom's financial statements are published separately (see the Investors section of the Millicom corporate website at www.millicom.com/investors).

Further information on the regulatory context, commercial strategies and key financial and operating indicators (revenues, sales metrics, EBITDA/EBITDAaL and capex) are available in the Universal Registration Document ("URD") of iliad Group and in the Annual Report of Millicom. The figures reported in Millicom's separate financial statements and annual report and the figures for Millicom reported in this annual report of iliad Holding are not directly comparable because of differences in presentation between the two companies' financial statements.

1.2 Key figures for 2024

Income statement *(in € millions)*	**iliad Holding restricted perimeter**		**iliad Holding consolidated**
	2024	**2023**	**2024**
Total revenues	**10,024**	**9,241**	**11,343**
EBITDAaL	3,843	3,438	4,356
Profit from ordinary activities	1,608	1,278	1,886
Profit for the period	371	260	408

Balance sheet *(in € millions)*	**iliad Holding restricted perimeter**		**iliad Holding consolidated**
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2024**
Non-current assets	23,844	22,789	32,416
Current assets (a)	5,499	4,691	6,381
Of which cash and cash equivalents	*1,143*	*1,534*	*1,920*
Assets held for sale	168	184	771
Total assets	**29,511**	**27,664**	**39,569**
Total equity	1,543	2,332	1,181
Non-current liabilities	20,344	18,476	27,818
Current liabilities (a)	7,572	6,845	9,835
Liabilities held for sale	52	11	734
Total equity and liabilities	**29,511**	**27,664**	**39,569**
Net debt (b)	**15,290**	**13,518**	**20,953**

(a) Excl. assets and liabilities held for sale.
(b) Net debt comprises short- and long-term financial liabilities, including derivative assets and liabilities, less cash and cash equivalents. In 2024, the definition of net debt was changed to include derivatives in order to give a more comprehensive view of the Group's financial position. The net debt figure at December 31, 2023 has been adjusted accordingly (€13,606 million based on the previous calculation method).

(1) 40% at end-2024.
(2) Including Honduras JV.

Cash flows *(in € millions)*	iliad Holding restricted perimeter 2024	iliad Holding restricted perimeter 2023	iliad Holding consolidated 2024
Cash flows from operations	**4,837**	**4,106**	**5,385**
Investments including frequencies	(2,173)	(2,016)	(2,347)
Income tax paid	(280)	(340)	(340)
Net interest paid	(748)	(627)	(847)
Other (including impact of changes in scope of consolidation)	(996)	1,256	(99)
Net change in cash and cash equivalents – Group (excluding change in net debt and dividends paid to owners of the Company)	**(795)**	**1,374**	**268**
Dividends paid to owners of the Company	(175)	(34)	(175)

(In € millions)	iliad Holding restricted perimeter 2024	iliad Holding restricted perimeter 2023	iliad Holding restricted perimeter % change	iliad Holding consolidated 2024	iliad Holding consolidated % change
Consolidated revenues	**10,024**	**9,241**	**+8.5%**	**11,343**	**+22.8%**
Europe	10,024	9,241	+8.5%	10,024	+8.5%
LATAM	-	-	-	1,320	NM
Intra-group sales	-	-	-	-	-
Consolidated EBITDAaL	**3,843**	**3,438**	**+11.8%**	**4,356**	**+26.7%**
Europe	3,843	3,438	+11.8%	3,843	+11.8%
LATAM	-	-	-	512	NM
Group Capex (excluding frequencies)	**2,022**	**2,016**	**+0.3%**	**2,172**	**+7.8%**
Europe	2,022	2,016	+0.3%	2,022	+0.3%
LATAM	-	-	-	150	NM
Operating FCF[(a)]	**1,821**	**1,422**	**+28.0%**	**2,183**	**+53.5%**
Europe	1,821	1,422	+28.0%	1,821	+28.0%
LATAM	-	-	-	362	-
Profit for the period	**371**	**260**	**+42.8%**	**408**	**+57.3%**

EUR/PLN exchange rate: 4.3058 for 2024 and 4.542 for 2023.
(a) EBITDAaL less capex excluding payments for frequencies.

1.3 Europe segment

1.3.1 Introduction

The Europe segment corresponds to the iliad Group (“**iliad**”), a leading European telecommunications provider, with over 50.5 million subscribers in France, Poland and Italy, €10.0 billion in revenues in 2024 and more than 18,200 employees.

Founded in 1991 in France, the Group became a major national provider of Internet access and fixed and mobile electronic communications in the early 2000s before gradually expanding to Italy in 2018 and Poland in 2020.

The Group’s parent company, iliad S.A. (the “**Company**”) operates under a variety of trade names, including Free, Free Pro and Scaleway in France, iliad in Italy and Play in Poland.

See Chapters 1 and 5 of iliad’s 2024 URD for historical information regarding the development of our principal geographic markets, for a description of our capital expenditures and for more details on the regulatory context in each market.

1.3.2 Strategy

From the very beginning, the iliad Group has been built on four key pillars: network control, innovation, competitive pricing, and strategic expansion. These principles have driven its success across France, Italy, and Poland, enabling it to challenge incumbents and offer high-quality services at fair prices.

Network: By investing in fixed and mobile infrastructures, iliad ensures superior service quality, and long-term competitiveness. Its extensive fiber deployments and continuous mobile network expansion (directly or via its infra-JVs) allow it to deliver reliable, high-performance connectivity across all its markets.

Innovation: iliad has a track record of disrupting the telecom industry with groundbreaking technology. It pioneered the triple-play box, introduced 10Gb fiber to the French market, became the first operator in France to launch a fully dedicated 5G Standalone (5G SA) network and to offer WiFi 7 technology. These innovations deliver cutting-edge performance, enhancing speed, reliability, and user satisfaction, while solidifying iliad's leadership in telecom advancements.

Competitive Pricing & Simplicity: iliad challenges traditional telecom pricing with transparent, straightforward offers. In France and Italy, it has built its success on no-commitment plans, while in Poland, it adapts to local demand with flexible service models.

Strategic Expansion: While organic growth remains at the heart of its strategy, iliad has strengthened its European presence through major acquisitions, integrating fixed and mobile operations in Poland, becoming the reference shareholder of Tele2 in Sweden and the Baltics, and expanding into cybersecurity with ITrust. These moves reinforce its long-term vision and technological leadership.

By staying true to these pillars, iliad continues to drive innovation, expand connectivity, and reshape the telecom landscape across Europe.

1.3.3 Services

Our services are structured into two main categories: Mobile and Fixed (including B2B). Additionally, we sell mobile handsets and other equipment. These services are marketed through multiple channels, including owned and third-party retail outlets, direct sales, digital and Internet advertising, television, and billboards.

Mobile

In the Mobile segment, we provide mobile data, voice, and SMS services to both consumer and business customers. Our services operate on 3G, 4G, and 5G networks across all our mobile markets.

We offer mobile services on both prepaid and postpaid bases, depending on the country. Prepaid customers purchase data packages in advance without signing a contract, with options ranging from short-term plans lasting a few days to longer-term plans spanning weeks or months. These packages typically include a data allowance along with a combination of voice minutes and SMS. In contrast, postpaid customers subscribe to a monthly plan that provides a predetermined data, voice, and SMS allowance.

As of December 31, 2024, the Group had around 40.5 million mobile customers, of which 15.5 million in France, 11.6 million in Italy, and 13.3 million in Poland.

Fixed

In the Fixed services category, we provide broadband, fixed voice, and pay-TV services to the residential market.

Our fixed-service subscribers generate revenues by subscribing to one or more of our core services: pay-TV, fixed broadband, and fixed telephony. We deliver Fixed services primarily via FTTH networks in all our markets, complemented by xDSL in France and HFC networks in Poland. Additionally, we offer TV services via our IPTV platforms and broadband services using fixed-wireless access in certain markets.

As of December 31, 2024, the Group had over 10 million fixed-service customers, including 7.6 million in France, 349,000 in Italy, and 2.1 million in Poland.

B2B

We provide a comprehensive range of telecommunications, Cloud, and security services to businesses of all sizes, with offerings tailored to each market. Our B2B solutions include fixed-voice and data services, managed services, and cybersecurity solutions.

In addition, through Scaleway, we offer Cloud and AI solutions, including dedicated hosting, Public Cloud infrastructure, colocation, and high-performance computing services. Our Cloud services cater to a broad spectrum of business needs, from startups to large enterprises, and our AI infrastructure enables companies to train advanced models efficiently.

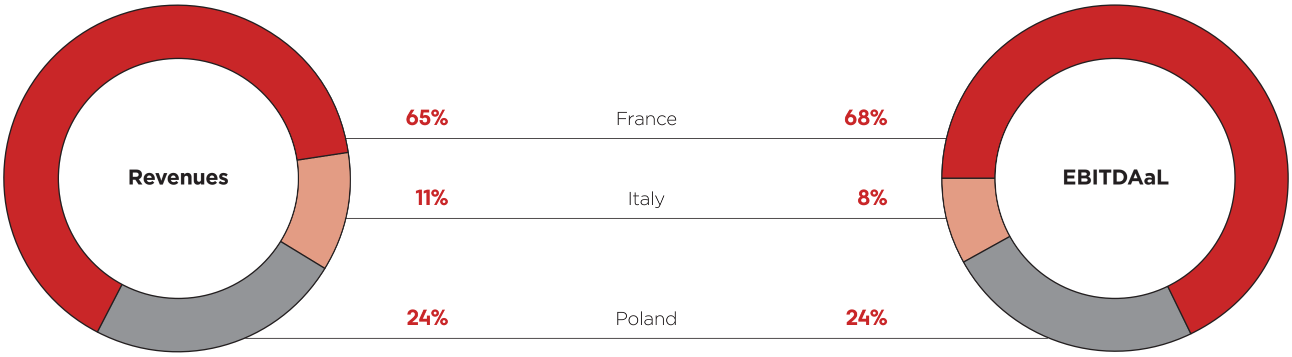
The availability of our B2B services varies by country, with specialized offerings designed to meet the needs of local businesses and industries.

1.3.4 Our Markets

1.3.4.1 Overview

The three markets iliad serves are France, Italy, and Poland. iliad provides Mobile, Fixed and B2B services in each of these markets.

The chart below illustrates the relative breakdown of Revenues and EBITDAaL generated across the three countries for 2024:



1.3.4.1.1 France

Mobile

In France, the Group is focused on enhancing its Mobile services by expanding access to 5G and improving its subscriber mix. In 2024, we introduced 5G Standalone, enabling customers to benefit from the latest mobile technology. Our no-contract approach remains central to our strategy, offering flexible and competitive plans. We have also strengthened our presence in the French overseas territories, bringing our straightforward and innovative mobile services to new markets.

Free Mobile kept up the pace of its mobile rollouts in 2024, adding over 2,300 new active sites, which brought its total network to almost 28,350 sites in Metropolitan France at the year-end, giving 3G coverage to 99.9% of the French population, 4G coverage to 99.5% and 5G coverage to 94.2%.

Fixed

The Group is the leading alternative broadband provider in France, offering high-speed connectivity through multiple technologies, including FTTH, ADSL, and VDSL2. Our strategy is built around delivering cutting-edge equipment and differentiated services to ensure a seamless and high-performance experience for customers.

By the end of 2024, the Group had 38.3 million connectible fiber sockets, with its fiber plans available in over 31,000 municipalities. The Group estimates that at end-2024 its fiber network covered 97% of the total number of connectible fiber sockets in Metropolitan France.

B2B

Our B2B division offers a broad range of services, including fixed-voice and data telecommunications, cybersecurity, and Cloud Computing. Scaleway provides advanced Cloud and AI solutions, while Free Pro supports businesses of all sizes with tailored connectivity and IT services. Additionally, we operate multiple data centers across France, ensuring high-capacity colocation and hosting solutions for enterprise customers.

1.3.4.1.2 Italy

Mobile

Since its launch in Italy in 2018, the Group has experienced strong growth, surpassing 11.6 million mobile subscribers by the end of 2024, representing approximately 14.6% of the Italian market (excluding M2M). The mobile portfolio includes standard plans offering voice, text, and data, an M2M plan, and a data-only plan. To ensure transparency, phones are sold separately from mobile subscriptions, allowing customers the flexibility to choose their preferred plan and device.

iliad Italia continued its deployments and finalized its network sharing agreement with WindTre, called Zefiro, in early 2023. Including this agreement, iliad Italia's mobile network comprised more than 18,400 active sites at end-2024. iliad Italia's service coverage provided 4G/4G+ connectivity to more than 99% of Italy's population.

Fixed

In January 2022, iliad Italia became a new entrant in the fixed broadband Internet market with the launch of its entirely FTTH-delivered B2C solution. Based on wholesale offers using the Open Fiber, FiberCop and Fastweb networks the group covered 16.1 million households at end-December 2024.

B2B

In May 2023, iliad Italia launched its B2B offer with two mobile plans aimed at VSEs and SMEs.

1.3.4.1.3 Poland

Mobile

Play Poland offers a range of flexible mobile plans, including both prepaid and postpaid options. These plans feature unlimited data, voice, and SMS, with some offering international roaming and tailored options for families and businesses. Customers can also bundle mobile services with fixed broadband for added value. Additionally, Play sells a variety of smartphones, allowing customers to choose their preferred device and plan.

Play continued to expand its geographic coverage, adding 805 new active sites and ending the year with 12,426 active sites across the country, giving it population coverage rates of 98.5% for 3G, 99.6% for 4G and 77% for 5G.

Fixed

Since entering the Polish mobile market with the acquisition of Play in 2020, the Group has become a fully convergent operator following the acquisition of UPC Polska in 2022 (legal merger effective since August 2023). Since then, it has expanded its Home services, offering fiber plans with different connection options, along with VoIP and a diverse range of TV content. In 2024, Play provided one of the most comprehensive selections of streaming services available in its TV offering.

At end-2024, the Group's Broadband and Ultra-Fast Broadband services were accessible by more than 9.8 million Polish households.

B2B

In addition to fixed and mobile connectivity services for businesses, Play also offers Cloud solutions (public, hybrid, private) and hosting services (dedicated servers, virtual data center, archiving). Through its subsidiary Redge Technologies, Play offers an end-to-end platform of video streaming solutions dedicated to broadcasters and telecom operators.

1.3.5 Regulation

The Group's business activities in Europe are subject to legislation and regulations governing the electronic communications sector and the information society in France, Italy and Poland and the European Union as a whole. In general most of the national provisions regulating electronic communications sectors derive from the transposition or the direct application of the European legislation, in particular:

- the Directive 2018/1972 [(1)] establishing the European code of the electronic communications (EECC); this Directive replaced and merged four previous directives and aimed to promote investment in high-speed broadband networks (especially fiber and 5G), ensure fair competition among telecom operators through access regulation, strengthen consumer rights, and enhance regulatory consistency across Member States;
- the Regulation UE 2022/612 [(2)] on roaming on public mobile communications networks within the European Union; this Regulation, adopted in 2022, extended for 10 years both the abolition of the retail roaming charges rule (also known as the "Roam like at home" rule) and the wholesale price cap mechanism (while further lowering the caps). This Regulation also added provisions aimed at maintaining the quality of roaming services and various obligations concerning transparency and information for roaming customers with regard to emergency and value-added services;
- the Delegated Regulation adopted on 18 December 2020 [(3)] setting single maximum Union-wide voice termination rates that operators are allowed to charge each other for mobile and fixed termination services respectively. For mobile calls, the single maximum termination rate was set at 0.2 eurocents per min in 2024, following a three-year glide path. This Delegated Regulation should be revised by end 2025;
- the Open Internet Regulation UE 2120/2015 [(4)] which establish common rules to safeguard equal and non-discriminatory treatment of traffic in the provision of Internet access services and related end-users' rights.

We provide extended regulatory details in the 2024 URD of the iliad Group.

1.3.5.1 Regulation of electronic communications networks and services in France

Most of the regulatory provisions applicable in France to the telecommunications sector are contained in the French Postal and Electronic Communications Code (CPCE). This Code sets out the applicable formal legal framework and transposes the related European Union (EU) Directives into French law.

The regulatory framework differs according to the markets, fixed or mobile.

With regards to fixed markets, and more precisely fiber-to-the-home (FTTH) networks, the applicable regulatory framework is composed of:

- a so-called "symmetric" framework, by which the French regulator ARCEP defines the obligations applicable to all operators deploying FTTH lines (infrastructure operators); the main decisions were adopted by ARCEP in 2009, 2010 and 2015 and set out the main principles (non-discrimination, efficiency, principle of completeness of deployments, co-investment pricing model) and some other obligations on quality of service and information systems;
- ARCEP decisions imposing specific obligations on Orange under the so-called "asymmetric" framework, due to its significant market power (equivalent to a dominant position under competition law) in certain relevant markets for ex-ante regulation—particularly Decision No. 2023-2801, which analyses the civil engineering infrastructure market.

In general, the current regulatory framework imposes obligations on infrastructure operators in the wholesale FTTH access market, but few or no obligations on commercial operators who access FTTH networks in order to offer retail services to end-users. Except in the very dense area, iliad in France mainly acts as a commercial operator.

With regards to mobile markets, obligations applicable to operators, such as territorial coverage obligations are generally specified in their frequency licenses. Other obligations, such as number portability, also applies to all operators.

1.3.5.2 Regulation of electronic communications in Italy

The majority of the regulatory provisions applicable in Italy to the telecommunications sector are set out in the Italian Electronic Communications Code ("ECC" – legislative decree 259/2003 and its successive amendments).

The decree transposing the European Electronic Communications Code of December 2018 into Italian law was approved and published on December 9, 2021 and entered into force on December 24, 2021.

In accordance with the EU framework, the national regulatory authority AGCOM is in charge of analyzing the markets and defining regulatory obligations applicable to significant market power operators (TIM until now).

In 2023, TIM divested its fixed network (NetCo, including FiberCop), which was acquired by KKR in 2024 following the approbation of the EU Commission under the anti-trust rules. Following this operation, the AGCOM announced in September 2024 the opening of a new proceeding to review the market analysis to assess whether following the spin-off of TIM network assets, FiberCop may be recognized as

(1) https://eur-lex.europa.eu/eli/dir/2018/1972/oj/eng
(2) https://eur-lex.europa.eu/eli/reg/2022/612/oj/eng
(3) https://digital-strategy.ec.europa.eu/en/news/commission-adopted-delegated-regulation-eu-wide-voice-call-termination-rates
(4) https://eur-lex.europa.eu/eli/reg/2015/2120/oj/eng

"wholesale-only operator" with the meaning of art.80 of the EECC and therefore be entitled for a light touch regulation.

In Italy, several state aid plans have been put in place to foster the deployment of ultra-fast networks:

- the National Recovery and Resilience Plan (NRRP): launched in response to the Covid-19 crisis, and totalling around €250 billion, this plan focuses on three pillars: digitalization and innovation, the green transition, and social cohesion. A major goal is to modernize Italy's digital infrastructure to ensure nationwide broadband access, through investments in fiber, 5G, and satellite networks, while simplifying rollout regulations;
- Italia 5G Plan: this initiative supports the expansion of 5G networks, targeting areas lacking adequate mobile coverage. It includes fiber backhauling and densification to ensure speeds of at least 150 Mbps downlink and 30 Mbps uplink. Following network mapping, tenders worth €3.7 billion were issued in 2022. TIM won the contract for fiber backhauling of 11,000 RBSs; a consortium of Inwit, Vodafone, and TIM won the second tender to build new 5G sites in over 2,000 communities;
- Italia a 1 Giga Plan: aiming for 1 Gbps connectivity nationwide by 2026, this €3.8 billion plan targets areas without ultra-fast fixed broadband. Around 6.2 million households are eligible for public intervention. Infratel Italia launched tenders covering 7 million addresses. Public funding covers up to 70% of costs, with wholesale access guaranteed. In 2022, contracts worth €3.4 billion were awarded to Open Fiber and a consortium of TIM and FiberCop.

1.3.5.3 Regulation of electronic communications in Poland

The regulatory framework for electronic communications in Poland is largely based the European code of electronic communications transposed by the Electronic Communications Act of July 12, 2024, which replaced the Telecommunications Act of July 16, 2004.

In addition, the Law of May 7, 2010 on support for the development of telecommunications services and networks defines the forms and rules of support for investment in telecommunications, as well as the rules governing access to technical infrastructure and telecommunications infrastructure.

Regulatory powers are shared between the Ministry of Digital Affairs and the UKE. In its role as Poland's telecoms regulator, the UKE is vested with regulatory powers (spectrum management, numbering, market analysis, inspections and investigations, settling disputes, imposing sanctions and publishing market reports).

With regards to the regulatory environment of the fixed market, most of the market is deregulated and cooperation between operators is conducted on commercial agreements:

- SMP regulated operator on the 3a/2014 (LLU) and 3b/2014 (BSA) markets is only Orange PL in some municipalities in Poland (last deregulation decision in 2019). Moreover, in August 2024 Orange PL announced opening of its entire unregulated FTTH network (almost 2.5 million lines) to all interested operators;
- the market of wholesale-only operators is highly developed. It includes both operators whose infrastructure has been separated from the networks of other operators (in whole or in part) with the participation of an external investor or those building a network with a large share of public aid;
- in recent years, support programs for the construction of fixed networks in "white spots" from public funds (EU funds) – but the last competitions with moderate interest from operators (reasons: short time to complete the investment, investment barriers).

With regards to mobile markets, the Polish strategy for frequency utilization is set by the UKE, taking into account national and social requirements as well as international agreements. Various different procedures are used for allocating frequencies depending on the rarity of the frequencies (calls for bids, beauty contests, auctions, etc.).

Frequency licenses are currently granted for terms of 15 to 20 years (historically the terms have generally been 15 years but there has been some variation). Between four years and one year before the licenses are due to expire, the operator concerned may request that they be renewed for an additional period.

1.3.5.4 Spectrum ownership

The table below summarizes the most important current mobile spectrum holdings by country in the Europe segment:

Country	Spectrum	Blocks	Expiration date
France (Metropolitan)	700 MHz	2x10 MHz	2035
France (Metropolitan)	900 MHz	2x7.6 MHz	2030-2034
France (Metropolitan)	1,800 MHz	2x15 MHz	2031
France (Metropolitan)	2,100 MHz	2x14.8 MHz	2030-2031
France (Metropolitan)	2,600 MHz	2x20 MHz	2031
France (Metropolitan)	3.5 GHz	70 MHz	2035
France (Guyana)	700 MHz	2x5 MHz	2038
France (Guyana)	900 MHz	2x4.8 MHz	2036
France (Guyana)	1,800 MHz	2x15 MHz	2036
France (Guyana)	2,100 MHz	2x14.8 MHz	2036
France (Guyana)	2,600 MHz	2x20 MHz	2036
France (Guyana)	3.5 GHz	50 MHz	2038
France (Mart/Guad[a])	800 MHz	2x10 MHz	2036
France (Mart/Guad[a])	1,800 MHz	2x20 MHz	2036
France (Mart/Guad[a])	2,100 MHz	2x14.8 MHz	2036
France (Mart/Guad[a])	2,600 MHz	2x15 MHz	2036
France (SB/SM[b])	700 MHz	2x5 MHz	2038
France (SB/SM[b])	800 MHz	2x10 MHz	2036
France (SB[b])	900 MHz	2x4.8 MHz	2025-2036
France (SM[b])	900 MHz	2x4 MHz	2036
France (SB/SM[b])	1,800 MHz	2x20 MHz	2036
France (SB/SM[b])	2,100 MHz	2x14.8 MHz	2036
France (SB/SM[b])	2,600 MHz	2x15 MHz	2036
France (SB/SM[b])	3.5 GHz	80 MHz	2038
Poland	800 MHz	2x5 MHz	2031
Poland	900 MHz	2x5 MHz	2038
Poland	1,800 MHz	2x15 MHz	2027
Poland	2,100 MHz	2x15 MHz	2037
Poland	2,600 MHz	2x20 MHz	2031
Poland	3.4-3.8 GHz	100 MHz	2038
Italy	700 MHz	2x10 MHz	2037
Italy	900 MHz	2x5 MHz	2029
Italy	1,800 MHz	2x10 MHz	2029
Italy	2,100 MHz	2x10 MHz	2029
Italy	2,600 MHz	2x10 MHz	2029
Italy	3.6-3.8 GHz	20 MHz	2037
Italy	26.5-27.5 GHz	200 MHz	2037

(a) Mart/Guad: Martinique/Guadeloupe.
(b) SB/SM: Saint-Barthelemy/Saint-Martin.

1.4 LATAM segment

1.4.1 Introduction

The LATAM segment corresponds to Atlas Investissement, majority-owned by iliad Holding which is the main shareholder of the Millicom Group ("Millicom") with a 42% ownership interest[1]. Atlas and Millicom are consolidated by iliad Holding since October 1, 2024. Atlas and its subsidiaries have been designated as "unrestricted subsidiaries" under the indentures governing iliad Holding's senior secured notes (the "Indentures") and under iliad Holding's super senior revolving credit facility.

Millicom uses the Tigo brand in all of the countries in which it does business. Millicom is a public limited liability company (société anonyme), organized and established under the laws of the Grand Duchy of Luxembourg on June 16, 1992. Millicom is a leading telecommunications provider in Latin America, with over 51 million subscribers across 9 countries, $5.8 billion in revenues in 2024 and around 14,000 employees.

Millicom was formed in December 1990 when Kinnevik AB, formerly named Industriförvaltnings AB Kinnevik, a company established in Sweden, and Millicom Incorporated, a corporation established in the United States, contributed their respective interests in international mobile joint ventures to form Millicom.

In the 2024 Annual Report of Millicom, see "Information on the Company – Business Overview" for historical information regarding the development of our principal geographic markets and "Operating and Financial Review and Prospects – Liquidity and Capital Resources – Group capital expenditures and commitments" for a description of our capital expenditures.

1.4.2 Strategy

Millicom's strategy is to continue to expand the reach and capacity of its networks and distribution capabilities to grow its customer base over time. Underpinning this strategy is the management's assessment that penetration rates for both mobile and fixed broadband services in its markets are low relative to penetration rates in other markets globally, and that they have potential to increase over time.

Based on Millicom's own subscriber data of mobile broadband penetration rates, as measured by the number of subscribers who use a smartphone to access mobile data services on 4G networks, were approximately 73% in Bolivia, 66% in Colombia, 60% in Paraguay, 58% in Panama, 58% in Honduras, 55% in El Salvador, 52% in Nicaragua and 40% in Guatemala as of December 31, 2024.

Based on Millicom's own customer data and market intelligence, fixed and other services penetration rates, as measured by the number of residential broadband customers as a percentage of households in the country, were approximately 58% in Costa Rica, 58% in Colombia, 48% in Panama, 43% in Paraguay, 40% in El Salvador, 33% in Bolivia, 27% in Guatemala, 23% in Honduras, and 21% in Nicaragua as of December 31, 2024.

Pay-TV penetration rates, as measured by the number of pay-TV customers, including DTH, as a percentage of households in the country, were approximately 49% in Costa Rica, 42% in Panama, 38% in Colombia, 36% in Paraguay, 35% in El Salvador, 31% in Guatemala, 24% in Honduras, 17% in Nicaragua, and 15% in Bolivia as of December 31, 2024.

1.4.3 Services

Millicom's services are organized into two principal categories: (1) Mobile and (2) Fixed and other services. In addition, Millicom sells telephone and other equipment, comprised mostly of mobile handsets. Millicom markets these services through a variety of channels, including owned and third-party retail outlets, direct sales, digital and Internet advertising, television, and billboards, among others.

(i) Mobile

In Mobile category, Millicom provides mobile services, including mobile data, mobile voice, SMS and MFS, to consumers, businesses, and government customers.

Mobile is the largest part of Millicom's business and generated 58% of consolidated service revenue for the year ended December 31, 2024 and 57% of the consolidated service revenue for the year ended December 31, 2023.

a. Mobile data, mobile voice and SMS

Millicom provides mobile data, mobile voice and SMS services through 2G, 3G and 4G networks in all its mobile markets, and offers 5G in Guatemala since 2022.

Millicom provides mobile data, mobile voice and SMS services on both prepaid and postpaid bases. In prepaid, customers pay for service in advance through the purchase of limited-duration data packages, and they do not sign service contracts. Among various options that customers can choose from, Millicom offers packages that typically begin with a data allowance, and include a combination of voice minutes and SMS, with expiration dates varying in length from one or more days, up to a few weeks or months. In postpaid, customers pay recurring monthly fees for the right to consume up to a predetermined maximum amount of monthly data, voice usage and SMS.

(1) 40% at end-2024.

b. Mobile Financial Services (MFS)

Millicom provides a broad range of mobile financial services ("MFS") such as payments, money transfers, international remittances, savings, real-time loans and micro-insurance for critical needs through our MFS App, Tigo Money. Tigo Money allows our customers to send and receive money, without the need for a bank account. As of December 31, 2024, Millicom provided MFS to 3.7 million Tigo and non-Tigo customers. The service complements Millicom's Mobile and Fixed service offerings and increases customer satisfaction and loyalty, increasing ARPU and reducing customer churn. Since 2022, Millicom has been exploring entering into new financial and strategic partnerships aimed at enhancing Tigo Money's value creation potential and enabling a partial or full divestiture of Tigo Money in the future.

(ii) Fixed and other service revenue

In the Fixed and other service revenue category, Millicom provides fixed services, including broadband, fixed voice and pay-TV, to residential (Home) consumers and to government and business (B2B) customers. Fixed and other service revenue generated 40% of Millicom consolidated service revenue for the year ended December 31, 2024 and 42% of Millicom consolidated service revenue for the year ended December 31, 2023.

a. Home

Millicom fixed-service residential customers (a "customer relationship") generate revenue by purchasing one or more of Millicom's three fixed services: pay-TV, fixed broadband, and fixed telephony. Millicom refers to each service that a customer purchases as a revenue generating unit ("RGU"), such that a single customer relationship can have up to three RGUs in countries where Millicom is permitted to sell all three services.

Millicom provides Home services mainly over its HFC and FTTH networks, but it also offers pay-TV services via its DTH platform. In some markets, Millicom also provides broadband services using fixed-wireless access and copper-based technologies. Throughout this report, Millicom includes FTTH network and customer metrics as a subset of its HFC network and customer metrics.

Millicom provides Home services in every country where it operates. As of December 31, 2024, the Group had 4.5 million customer relationships, of which 4.0 million were connected to its HFC and FTTH networks, and Millicom had 8.1 million HFC and FTTH RGUs.

b. B2B fixed

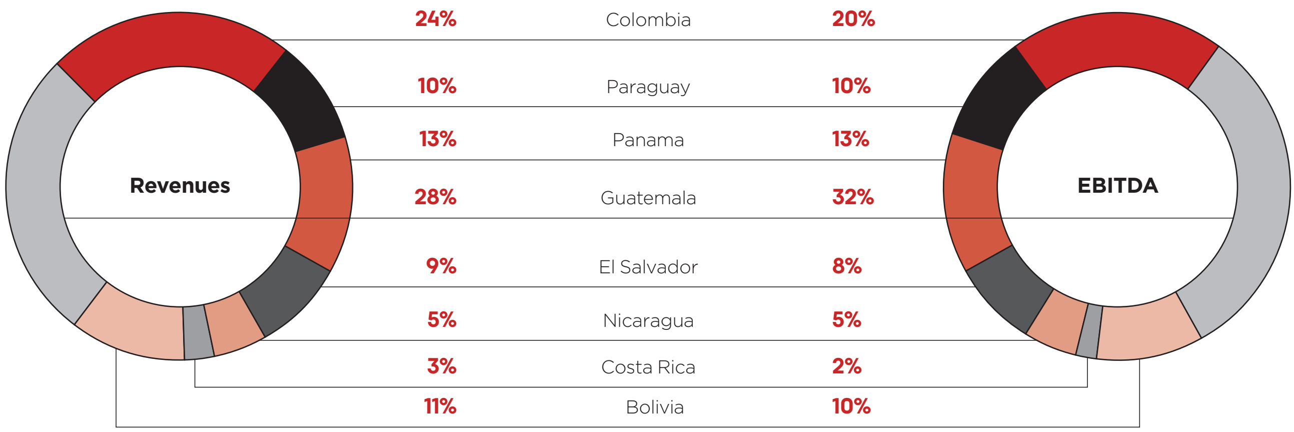
Millicom offers fixed-voice and data telecommunications services, managed services and Cloud and security solutions to small, medium and large businesses and governmental entities. It offers B2B fixed services in all of the markets in which it operates.

1.4.4 Our Markets

1.4.4.1 Overview

The nine markets Millicom serves are Bolivia, Colombia, Costa Rica, El Salvador, Guatemala, Honduras (through our joint venture), Nicaragua, Panama and Paraguay. Millicom provides Fixed and other services in each of these markets and provides Mobile services in each market except for Costa Rica.

The following charts shows the relative revenue, EBITDA of each country in Millicom for 2024 (excluding the Honduras joint venture and before inter-segment and other eliminations):



1.4.4.1.1 Bolivia

Millicom provides Mobile and Fixed and other services through Telefónica Celular de Bolivia S.A., which is wholly owned by the Millicom Group. Millicom has operated in Bolivia since 1991.

Mobile: As of December 31, 2024, Millicom served 3.9 million subscribers and were the second largest provider of Mobile services in Bolivia, as measured by total subscribers.

Fixed and other: As of December 31, 2024, Millicom was the largest provider of broadband and pay-TV services in Bolivia, as measured by subscribers, and it had 683,000 customer relationships. Millicom offers broadband services through HFC and FTTH, and provides pay-TV primarily through HFC, FTTH, and DTH in Bolivia.

1.4.4.1.2 Colombia

Millicom provides Mobile and Fixed and other services in Colombia through UNE EPM Telecomunicaciones S.A. ("UNE"), in which Millicom owns a 50% plus one voting share interest, and Colombia Móvil S.A., which is a wholly owned subsidiary of UNE. Millicom has operated in Colombia through Colombia Móvil S.A. since 2006 and acquired its interest in UNE, with which it had previously co-owned Colombia Móvil S.A., via a merger in 2014. As further disclosed in Millicom's 2024 Annual Report, on July 31, 2024, Millicom announced that it signed a non-binding memorandum of understanding with Telefónica for the potential acquisition of Telefónica Colombia, or Telecommunicaciones S.A. ESP BIC ("Coltel"), as part of a broader intended combination of Coltel and UNE. A definitive agreement was signed on March 12, 2025.

Mobile: As of December 31, 2024, Millicom served 12.2 million subscribers and was the third largest provider of Mobile services in Colombia, as measured by subscribers. On February 26, 2024, Colombia Móvil S.A. ESP ("Tigo Colombia") finalized an agreement with Coltel to create a jointly owned mobile infrastructure business, which will combine some of Millicom's mobile network infrastructure and spectrum assets with the mobile network infrastructure and spectrum assets of Coltel.

Fixed and other services: Tigo is one of the principal digital cable operators in Colombia. As of December 31, 2024, it was the second largest provider of pay-TV and broadband Internet services in Colombia, as measured by subscribers, with 1.6 million customer relationships. Since 2022, it also has wholesale network access agreements with Empresa de Telecomunicaciones de Bogota ("ETB") and Ufinet, giving it the ability to market Tigo fixed services in the Bogota metropolitan area where ETB or Ufinet have deployed their FTTH networks.

1.4.4.1.3 Costa Rica

Millicom provides Fixed and other services in Costa Rica through Millicom Cable Costa Rica S.A. ("Millicom Costa Rica"), which is wholly owned by the Millicom Group. Millicom has operated in Costa Rica since the acquisition of Amnet in 2008. Amnet and its predecessor companies began operating in Costa Rica in 1982, and the company was the first to provide pay-TV services in the country. As further disclosed in Millicom's 2024 Annual Report, on August 1, 2024, Millicom signed a binding agreement with Liberty Latin America to combine its operations in Costa Rica in a cashless merger in which Millicom would retain a minority equity ownership of approximately 14%. The transaction is subject to closing conditions, including regulatory approvals, and is expected to close during the second half of 2025.

Fixed and other services: As of December 31, 2024, Millicom had 218,000 customer relationships through its HFC network and DTH services and was the second largest provider of pay-TV and the fourth largest provider of broadband Internet services in Costa Rica, as measured by subscribers.

1.4.4.1.4 El Salvador

Millicom provides Mobile and Fixed and other services in El Salvador through Telemóvil El Salvador, S.A. de C.V. ("Telemóvil"), which is wholly owned by the Millicom Group. Millicom has operated in El Salvador since 1993.

Mobile: As of December 31, 2024, Millicom served 3.1 million subscribers and were the largest provider of Mobile services in El Salvador as measured by subscribers.

Fixed and other services: Telemóvil is a leading cable operator in El Salvador. As of December 31, 2024, it was the second largest provider of pay-TV and the second largest provider of broadband Internet services, as measured by subscribers, with a total of 305,000 customer relationships on its HFC and FTTH networks and DTH services.

1.4.4.1.5 Guatemala

Millicom provides Mobile and Fixed and other services in Guatemala, principally through Comunicaciones Celulares S.A. ("Comcel"). On November 12, 2021, Millicom signed and closed an agreement to acquire the remaining 45% equity interest in Comcel and the other entities that operate its Guatemala business from its local partner. As a result, Millicom owns a 100% equity interest in the entities that operate our Guatemala business and fully consolidates them since that date. Millicom has operated in Guatemala since 1990.

Mobile: As of December 31, 2024, Millicom provided Mobile services to 11.6 million customers and was the largest provider of mobile services in Guatemala, as measured by subscribers. In 2022, it became the first mobile operator in the country to launch 5G services. During 2023, it participated in two separate spectrum auctions, which allowed the Group to significantly increase the total amount of spectrum available.

Fixed and other services: As of December 31, 2024, Millicom was the largest provider of pay-TV and broadband Internet services in Guatemala, as measured by subscribers, and served 701,000 customer relationships with both HFC and FTTH networks, as well as DTH services.

1.4.4.1.6 Honduras

Millicom provides Mobile and Fixed and other services in Honduras through Telefónica Celular S.A. de C.V. ("Celtel"), a joint venture in which the Millicom Group holds a 66.67% equity interest. The remaining 33.33% of Celtel is owned by our local partner. See Millicom's 2024 Annual Report ("Operating and Financial Review and Prospects – Operating Results – Our segments – Honduras joint venture") for details regarding the accounting treatment of the Honduras operations. Millicom has operated in Honduras since 1996.

Mobile: As of December 31, 2024, Millicom served 5.0 million Mobile subscribers, and was the largest provider of Mobile services, as measured by subscribers.

Fixed and other services: As of December 31, 2024, Millicom was the largest provider of cable TV and the largest provider of broadband Internet services, as measured by subscribers, with 184,000 customer relationships. It offers triple-play services (cable TV, Internet and fixed telephone) in Honduras, and it also offers DTH, expanding the reach of its pay-TV offering to areas not covered by its fixed network. Millicom continues to invest to expand and upgrade the capacity of its fixed network in Honduras.

1.4.4.1.7 Nicaragua

In 2019, Millicom purchased Telefonía Celular de Nicaragua, S.A., the leading provider of Mobile services in the country, based on the number of subscribers. As of December 31, 2024, Millicom served 3.7 million mobile subscribers.

Prior to 2019, Millicom had a very small presence in Nicaragua, where it provided mostly B2B fixed services. Millicom has also provided Cable services to a small but rapidly growing customer base since 2018. It was the third largest provider of pay-TV and second largest provider of broadband services, as measured by subscribers, as of December 31, 2024.

1.4.4.1.8 Panama

Millicom provides Mobile and Fixed and other services in Panama through Telecomunicaciones Digitales, S.A., formerly known as Cable Onda S.A. (“Tigo Panama”). Millicom has operated in Panama since the acquisition of an 80% stake in Tigo Panama in December 2018. In June 2022, it acquired the remaining 20% stake and now own 100% of Tigo Panama. Tigo Panama and its predecessor companies began operating in 1982, and the Company was the first to provide pay-TV services in the country. In 2019, Tigo Panama acquired Grupo de Comunicaciones Digitales S.A. (formerly Telefónica Móviles Panamá, S.A.) and started to provide Mobile services.

Mobile: As of December 31, 2024, Millicom had 2.8 million Mobile subscribers, and was the largest provider of Mobile services in Panama, as measured by total mobile subscribers.

Fixed and other services: As of December 31, 2024, Millicom had 438,000 customer relationships on its fixed network as well as through DTH services and was the largest provider of pay-TV and the largest provider of broadband Internet services in Panama, as measured by subscribers.

1.4.4.1.9 Paraguay

Millicom provides Mobile and Fixed and other services in Paraguay through various subsidiaries which are all wholly owned by the Millicom Group. Its largest subsidiary in Paraguay is Telefónica Celular del Paraguay S.A. (“Telecel”). Millicom has operated in Paraguay since 1992.

Mobile: As of December 31, 2024, Millicom had 4.3 million Mobile subscribers, and was the largest provider of Mobile services in Paraguay, as measured by total mobile subscribers.

Fixed and other services: Millicom is the largest provider of pay-TV and broadband Internet services in Paraguay as measured by subscribers. As of December 31, 2024, it had 481,000 customer relationships with its fixed networks, DTH, and, to a much lesser extent, other technologies. It offers pay-TV services primarily using its fixed network and uses its DTH license to offer pay-TV in areas not reached by its fixed network. Millicom offers residential broadband Internet services mostly using its fixed network but also employs wireless technology to provide service beyond the reach of its fixed networks. Millicom has exclusive rights to broadcast Paraguay’s national league championship games through 2027 and has exclusive sponsorship rights in telecommunications for the Paraguayan National Soccer Team through 2026.

1.4.5 Regulation

The licensing, construction, ownership and operation of cable TV and mobile telecommunications networks and the grant, maintenance and renewal of cable TV and mobile telecommunications licenses, as well as radio frequency allocations and interconnection arrangements, are regulated by different governmental authorities in each of the markets that Millicom serves. The regulatory regimes in the markets in which Millicom operates are less developed than in other countries such as the United States and countries in the European Union and can therefore change quickly. See Millicom’s 2024 Annual Report – “Key Information – Risk Factors – 2. Risks related to Millicom’s business in the markets in which it operates – F. Legal and regulatory – Developing legal systems in the countries in which we operate create a number of uncertainties for our businesses.”

Typically, Millicom’s cable and mobile operations are regulated by the government (e.g., a ministry of communications), an independent regulatory body or a combination of both. In all of the markets in which Millicom operates, there are ongoing discussions and consultation processes involving other operators and the governing authorities regarding issues such as mobile termination rates and other interconnection rates, universal service obligations, interconnection obligations, spectrum allocations, universal service funds and other industry levies and number portability. This list is not exhaustive; such ongoing discussions are a typical part of operating in a regulated environment.

Changes in regulation can sometimes impose new burdens on the telecommunications industry and have a material impact on our business and on our financial results. For example, regulators in our markets periodically require that we reduce the interconnection fees that we charge other telecom operators to terminate voice traffic on our network. At times, such measures can have a material adverse effect on our overall results of operations. For example, in response to public health crises, governments in several of our markets have prohibited, and may again prohibit, the disconnection of customers with past due accounts for an extended period, which impacted our revenues and collections.

The mobile services we provide require the use of spectrum, for which we have various licenses in each country where we provide mobile services. Spectrum licenses have expiration dates that typically range from 10 to 20 years. Historically, we have been able to renew our licenses upon expiration by agreeing to pay additional fees. We generally expect to continue to renew most of our current licenses as they expire, and we expect to acquire new spectrum licenses as they become available in the future.

The table below summarizes the most important current mobile spectrum holdings by country:

Country	Spectrum	Blocks	Expiration date
Bolivia	700 MHz	2x12 MHz	2028
Bolivia	850 MHz	2x12.5 MHz	2030
Bolivia	AWS	2x15 MHz	2028
Bolivia	1,900 MHz	2x10 MHz	2028
Bolivia	27 GHz	575 MHz	2031
Colombia[(b)]	700 MHz	2x20 MHz	2040
Colombia	AWS	2x15 MHz	2025
Colombia	1,900 MHz	2x5 MHz	2029
Colombia	1,900 MHz	2x20 MHz	2043
Colombia[(b)]	3,500 MHz	1x80 MHz	2044
El Salvador	850 MHz	2x12.5 MHz	2038
El Salvador	AWS	2x25 MHz	2040
El Salvador	1,900 MHz	2x5 MHz	2041
El Salvador	1,900 MHz	2x5 MHz	2028
El Salvador	2,600 MHz	1x50 MHz	2038
Guatemala	850 MHz	2x24 MHz	2032-2033
Guatemala[(a)]	700 MHz	2x15 MHz	2033-2035
Guatemala	700 MHz	2x10 MHz	2033-2043
Guatemala[(a)]	2,600 MHz	2x45 MHz	2026-2043
Guatemala	2,600 MHz	1x50 MHz	2032
Guatemala	3,500 MHz	1x75 MHz	2033
Guatemala	3,500 MHz	1x50 MHz	2033
Honduras	850 MHz	2x25 MHz	2028
Honduras	AWS	2x20 MHz	2028
Nicaragua	700 MHz	2x20 MHz	2033
Nicaragua	850 MHz	2x12.5 MHz	2033
Nicaragua	1,900 MHz	2x30 MHz	2033
Nicaragua	AWS	2x20 MHz	2033
Panama	700 MHz	2x15 MHz	2036
Panama	850 MHz	2x12.5 MHz	2036
Panama	1,900 MHz	2x10 MHz	2036
Panama	AWS	2x20 MHz	2036
Paraguay	850 MHz	2x12.5 MHz	2026
Paraguay	700 MHz	2x15 MHz	2029
Paraguay	AWS	2x15 MHz	2026
Paraguay	1,900 MHz	2x15 MHz	2027

(a) Spectrum blocks have regional allocations and varying expiration dates.
(b) As further disclosed in Note E.4.2. to our audited consolidated financial statements, Tigo Colombia and Coltel signed an agreement to share their mobile networks. One block of spectrum (1x20MHz) originally allocated to Tigo Colombia was transferred to the Colombia Móvil – Colombia Telecomunicaciones joint venture ('Union Temporal') in December 2024. Additionally, 80 MHz in the 3500 MHz band was granted to the Colombia Móvil – Colombia Telecomunicaciones joint venture in February 2024.

Below, we provide further regulatory details in respect of certain of our countries of operation.

Bolivia: We hold a license to provide telecommunication services in Bolivia until 2051, mobile service authorization and spectrum licenses until 2028-2031, cable, VOIP authorizations until 2028 and Internet authorizations until 2046.

Colombia: Colombia Móvil S.A. (Colombia Móvil) holds two separate nationwide spectrum licenses in the 1900 MHz band totaling 50 MHz, the earliest of which expires in 2029. The renewal of the AWS license was approved until December 2025. As further disclosed in Note E.4.2. to our audited consolidated financial statements, on February 26, 2024, Tigo Colombia and Coltel signed an agreement to share their mobile networks. In December 2024, the Ministry of Information Technologies and Communications approved the transfer of a 20 MHz license in the 700 MHz band to the Colombia Móvil – Colombia Telecomunicaciones joint operation and additionally, the Colombia Móvil – Colombia Telecomunicaciones joint operation was awarded 80 MHz of spectrum until 2044.

Costa Rica: We hold a general license to provide telecommunication services which expires in 2029, and a spectrum permit to download content for cable TV services which expires in 2029.

El Salvador: We hold a license to provide TV services until 2029 (fixed), telephone services until 2030, wireless telephone services until 2034 and several spectrum licenses until 2041.

Guatemala: We operate a nationwide mobile network and hold spectrum licenses with the earliest expiration in 2026.

Honduras: Celtel has spectrum licenses in the 850 MHz and AWS bands, which expire in 2028. The Honduran government has been planning a multi-band frequency spectrum auction in the 700 MHz and 3,500 MHz bands. However, any spectrum auction is expected to be executed after a modification of the applicable telecommunications law.

Panama: We hold cable TV, radio licenses and certain licenses to operate local, national and international long-distance telephony and resale services that will expire in 2044. We also have certain other licenses to operate national and international long-distance telephony, which we expect to renew. A new block of 2x5 MHz in the 700 MHz band was assigned until 2036, totaling 30 MHz in the band.

Paraguay: We own licenses in four bands of spectrum in Paraguay with the earliest expiration in 2026. We also hold an Internet access and data transmission license that will expire in 2029.

2. Risk factors

2.1 Risk factors

2.1.1 Operational risks

We are exposed to the risk of network failure, saturation or interruption

We are exposed to the risk of failure, saturation or interruption of our fixed or mobile telecommunication networks, which could arise if a network has insufficient capacity to absorb the growth in our subscriber base, the development of usages and increased traffic volumes, or when new applications or software are set up. Interruptions of services provided to our subscribers may occur as a result of hardware or software failures, human error, sabotage of critical hardware or software, performance failure by a critical supplier or other disruptions, such as weather conditions and fallen electrical or network lines, among others. In addition, any problems that may arise in adapting the fiber and mobile networks currently under construction to new technological developments and changes in subscriber behavior, such as the overall increase of Internet traffic and the unexpected increase in traditional voice calls, as well as any lack of spectrum, including due to uncertainty that we will be allocated the additional frequencies it needs to operate its 2G, 3G, 4G or 5G networks or that our existing licenses will be renewed, could result in network failure, saturation, or interruption.

Until now, we have been able to upgrade the capacity of our technical access platforms in line with the growth in traffic volumes and subscriber numbers. However, given the generally accepted forecasts for traffic growth and the objectives that we have set for ourselves in terms of both increasing the number of users of our services and expanding our network, we cannot guarantee that we will have the resources required for extending the capacity of our access infrastructures.

In addition, mobile telecommunications providers require frequency bands through which radio transmissions and mobile telecommunications take place, in order to provide their services. Frequency bands are a scarce resource and different bands are generally allocated to different operators on a country-by-country basis. As a result of their scarcity and their critical importance in the provision of our mobile network services, if we lose our frequency bands allocations or are not allocated the frequency bands we need for our network roll-outs, this could have a material impact on our business, financial condition and results of operations.

We are exposed to the risk of cyber-attacks

Interruptions of services provided to our subscribers may also occur as a result of cyber-attacks, such as hacking, viruses, risks related to espionage, destabilization, ransomware, sabotage, disinformation or any other form of intrusion. We believe that we are particularly exposed to malicious acts and cyber-attacks due to the vital role that telecommunications play in how an economy functions and the high visibility of our networks.

Cyber-attacks can affect us directly if our own systems are attacked, or indirectly through attacks on our corporate clients, service providers, suppliers or government agencies. For example, some ISPs have suffered DDOS attacks. Furthermore, in October 2024, in France, we were the victim of a cyber-attack targeting one of our management tools, which did not have any material impact on our operations but led to unauthorized access to some of the personal data associated with the accounts of certain of our subscribers. Following this cyber-attack, we subsequently filed a criminal complaint and informed France's agencies National Commission for Information Technology and Civil Liberties (CNIL) and the National Agency for the Security of Information Systems (ANSSI),and promptly took remedial measures to put an end to the attack and strengthen the protection of our information systems.

In addition, like many other companies, we have been subject to ransomware attacks, web service attacks, denial of service attacks, unauthorized access to services or data and threats related to our operations, particularly in several Latin American countries, with the most significant incidents occurring in Paraguay, Guatemala, El Salvador, Colombia and Bolivia. These incidents were managed with a focus on minimizing the impact on customers, third parties and services, and we were able to recover and limit the loss of data.

However, we cannot guarantee that we will not be subject to future cyber-attack attempts, some of which may be successful.

Any such incidents could lead to several consequences, including:

- the interruption or unavailability of services, including subscriber network connections, in-store sales or subscriber relations services;
- the disclosure of sensitive information, such as competitive information and/or the personal data of subscribers (including companies or public entities), which may have a material impact on our reputation;
- intrusion and manipulation of our information systems which can lead to fraud; and
- loss of data, including as a result of ransomware attacks through which our computer systems are encrypted and a crypto 'ransom' is requested by attackers in order for our computer systems to be decrypted.

We are increasingly exposed to cybersecurity risks, exacerbated by the sophistication and automation of cyber threats, including deepfake-based fraud, large-scale phishing campaigns, and AI-enhanced cyberattacks. These methods are constantly evolving increasing the difficulty of detecting and successfully defending against them. These risks are further amplified by geopolitical tensions, as nation-state actors target critical infrastructure, including telecommunications networks. Furthermore, because the techniques used by cyber-attacks change frequently and generally are not identified until after they are launched, we may not have the capacity to immediately detect, anticipate and adequately prevent against them.

In addition, as our network is streamlined, with all-IP and fully dematerialized technologies, and in view of the larger size of service platforms and the fact that equipment is now grouped together in a smaller number of buildings, in the future, cyber-attacks and service interruptions could affect a greater number of subscribers and several countries at the same time. Although the impact of such attacks or service interruptions is difficult to quantify, if they were to occur they could severely damage our reputation and image and could result in liability claims as well as material financial losses. Our failure to prevent any future cyber-security attacks, or well-publicized security breaches affecting the Internet in general, could also significantly harm our reputation and business and financial results. Any such attack or disruption could also adversely affect our competitive position and result in a loss of subscriber trust and confidence, which could lead to a decrease in its network traffic and revenue. Consequently, we could be required to incur significant remedial costs and increase our efforts to protect ourselves against these risks or to alleviate their consequences.

Any of the above factors could have a material adverse effect on our business, financial condition and results of operations. In addition, breach of cybersecurity regulations (including in connection with the implementation of cybersecurity risk management measures and reporting obligations) may result in administrative sanctions; some of which could be material.

Customer churn, or the threat of customer churn, may adversely affect our business

We are exposed to the risk of customer churn. Customer churn is a measure of the number of customers who stop subscribing for one or more of our products or services. Churn may arise mainly as a result of competitive influences, the relocation of clients outside of our network area and price increases that we may put in place. In addition, customer churn may also increase if we are unable to deliver satisfactory services over our network or if our local and regional advertisement strategies are not effective. For example, any interruption of our services, including the removal of certain services, which may not be under our control, or other customer service problems, could contribute to an increase in customer churn or inhibit our goal of reducing customer churn. Any increase in customer churn could have a material impact on our business, financial condition and results of operations.

If we fail to maintain or further develop our direct and indirect distribution and customer care channels, our ability to sustain and further grow our subscriber base could be materially and adversely affected

We depend on our internal channels and third parties to market, sell and provide a significant portion of our products and services. As of December 31, 2023, we operated (i) a network of 257 Free-branded stores, as well as 176 Free Proxi points located throughout France, with a flagship store of over 600 square meters based in central Paris, (ii) a network of 62 stores in Italy's main cities, a network of over 2,100 SIM card dispensers ("Simboxes") located in over 1,500 kiosks in busy catchment areas and a network of 3,900 distributors, called iliad Space, mainly covering small towns in Italy and (iii) 699 stores exclusively dedicated to Play-brand offerings and products in Poland. If we are not able to renew or replace our current shop leases or enter into new leases for shops on favorable terms, or any of our current leases are terminated prior to their stated expiry date and we cannot find suitable alternate locations, our growth and profitability could be harmed.

Additionally, if we fail to expand our direct distribution presence, or if we fail to maintain our key distribution relationships, or if our distribution partners fail to procure sufficient subscribers for any reason, our ability to retain or further grow our market share in the markets we operate could be adversely affected. In addition, the subscriber acquisition and retention costs associated with maintaining or further growing our subscriber base through both direct channels and indirect channels could materially increase in the future. These factors in turn could have a material adverse effect on our business, financial condition and results of operations.

We rely on certain third parties to provide services to our customers and to support our operations. Any delay or failure by such third parties to provide their services or products, any increase in the prices they charge us or any decision not to renew their contracts with us could cause delay or interruptions in our operations, which could damage our reputation and result in the loss of revenue and/or customers

We have important relationships with several suppliers of hardware, software and services that we use to operate our network and systems and provide customer service. We use many suppliers, particularly in relation to network infrastructure, mobile phones and SIM cards, and the components of our routing and transmission equipment. To achieve the transmission capacity and quality levels needed for our growing number of subscribers and their changing requirements, we rely partly on electronic communications networks belonging to other operators in France, Italy and Poland, such as Orange, SFR, Fastweb, TIM, Wind Tre and T-Mobile, and networks rolled out by certain local authorities.

In many cases, we have made substantial investments in the equipment or software of a particular supplier, making it difficult for us to quickly change supply and maintenance relationships in the event that our initial supplier refuses to offer us favorable prices or ceases to produce equipment or provide the support that we require. Our main critical supply contracts are as follows:

- agreements granting us IRU relating to the dark optical fibers we use, notably for our long-distance network;
- interconnection and unbundling agreements, which give us access to the local loop of other operators by means of a physical connection to one of their switches and allow us to benefit from direct access to the segment of the network between the subscriber's telephone socket and the main distribution frame to which the subscriber is connected in order to achieve the closest possible proximity to the subscriber;
- agreements to access ultra-fast local loops, signed with infrastructure operators;
- agreements to access another operator's civil engineering infrastructure;
- roaming agreements allowing our subscribers' traffic to be carried on merged networks;
- site-sharing and co-location agreements, which are needed for mobile network rollouts; and
- contracts to supply mobile phones and SIM cards.

Consequently, if one or more of our suppliers were unable to supply the products and/or services concerned, this could affect our ability to fully control our networks, offer high quality services and conduct our operations, or could lead to additional costs, each of which could have a material adverse impact on our business, financial condition and results of operations. For example, between 2020 and 2022, the combination of several crisis, including the Covid-19 pandemic and the armed conflict in Ukraine put a strain on semiconductor productions, and as a result we encountered supply difficulties. Tensions between Taiwan and China also continue to pose a risk for the semiconductor market in view of Europe's dependence on Asia for its supplies, and the recent events in the Middle East, resulting in difficulties to access the Suez Canal have put pressure on our ability to purchase equipment and components. We are also exposed to the risks related to the rising or otherwise volatile raw material prices, which can lead to reduced profit margins and require operational adjustments to maintain competitiveness in the market. In addition, as a result of regulatory changes, the European Union could decide to prohibit or restrict the use of equipment supplied by Huawei. Replacing such equipment, and the fact that only a small number of providers can supply it, particularly in Poland, could lead to delays in rolling out mobile networks, as well as to higher rollout costs and a lower quality of service provided by the 5G network. The actual costs of such a situation would vary depending on the time needed to replace the equipment and the prevailing market supply conditions.

As the France's incumbent telecommunications operator, Orange, acting both as our dominant competitor and our principal supplier, could exert significant influence over our operations and strategy, potentially creating conflicts of interest that may restrict our capacity for growth. Our profitability depends partly on the pricing and technical conditions established by Orange, including its pricing and non-discrimination undertakings for the FTTH wholesale market. A significant increase in prices or changes in technical conditions set by Orange could materially impact our business, financial condition, and results of operations.

Furthermore, as part of our FTTH network rollout, we have entered into numerous network-sharing and co-financing agreements with Orange. These agreements allow us to co-finance Orange's rollouts of FTTH lines in return for access to all deployed lines for an initial period of between twenty and thirty years. Should we fail to complete our local loop unbundling or deploy our own FTTH network within this timeline, we may continue to be dependent on access to Orange's FTTH network into the future.

We also hire a number of subcontractors to maintain our network, operate our call centers and supply, install and maintain the terminals set up at our customers' homes. Even if we work with a limited number of subcontractors which we carefully select and closely monitor, we cannot guarantee that their tasks are properly carried out and fully compliant with the quality and safety standards we require or that they tasks will not be further assigned to other third-party contractors. In the event that hardware or software products or related services from or by third-party contractors are defective, or if the tasks assigned to our subcontractors are not properly carried out, it may be difficult or impossible to enforce recourse claims against suppliers or subcontractors, especially if warranties included in contracts with suppliers or subcontractors are exceeded by those in our contracts with customers, in individual cases, or if the suppliers or subcontractors are insolvent, in whole or in part. In addition, this would damage our relationships with our customers and the reputation of our brands.

There can be no assurance that we will be able to obtain the hardware, software and services we need for the operation of our business, in a timely manner, on competitive terms and in adequate amounts, or at all, for example, upon the end of our roaming agreements with operators concerning the use of their mobile networks (Orange for 2G/3G in France, Wind Tre in Italy, and Orange, due to expire in 2025, and T-Mobile in Poland). The occurrence of any of these risks may create technical problems, damage our reputation, result in the loss of customers and have a material adverse effect on our business, financial condition and results of operations.

We operate in competitive industries, and competitive pressures could have a material adverse effect on our business

We face significant competition from established players and challengers. Our competitors include, but are not limited to, providers of mobile telephony services, broadband Internet and television and digital entertainment technologies. Our competitors include established players such as Orange, SFR and Bouygues Telecom in France, TIM, Wind Tre, Fastweb and Vodafone in Italy, and Orange Polska, T-Mobile and Polkomtel in Poland and challengers such as MySIM in France and GO Internet in Italy.

In some instances, we compete against companies with greater scale, easier access to financing, more comprehensive product offerings, greater financial, technical, marketing and personnel resources, larger subscriber bases, greater brand name recognition or longer-established relationships with regulatory authorities, contract providers and customers. For instance, Orange in France and TIM in Italy own networks that are more extensive than ours.

Some of our competitors may have a lesser regulatory burden than us because, among other reasons, they use different technologies to provide their services, do not own their direct access network or are not subject to obligations applicable to operators with significant market power. Such obligations may include pricing restrictions or the obligation to provide access to the network to competitors, to which we are subject in certain of the markets in which we operate.

Competition especially impacts the retail market, with regard to prices and the ability to swiftly offer the latest technologies and propose offerings with network convergence and data-rich content, such as ultra-fast broadband and mobile. There is also a high level of subscriber volatility as most offerings on the market come with no commitment and there are frequent launches of promotional deals. Competitive pressure can render our products and services less attractive to customers than lower–priced, similar products and services offered by our competitors and can therefore lead to a decrease in the number of our fixed and/or mobile subscribers. This can also push down the prices at which we offer our products and services, thus adversely affecting our profitability. Market operators that have greater financial resources than ours may reduce the price of their offerings regularly, during promotions or otherwise, each instance of which may in turn force us to further reduce our prices in order to maintain our sales.

Some of our competitors use platforms, such as switched access, ADSL, VDSL, FTTH, broadband, ultra-fast broadband, 2G, HSPA, 3G, H+, 4G, 4G+, and 5G, among others, to deliver products and services that compete with our products and services or may introduce different platforms in the future. The technical development of existing platforms and the introduction of platforms based on new and emerging technologies might, depending on the success of these technologies and our ability to further develop our products and services on our network, pose a threat to our competitive standing in the future. While we are rolling out certain of these technologies ourselves, such as 5G, competitors may be able to roll out new technologies more rapidly, which may result in a technological disadvantage that may in turn decrease the attractiveness of our offering to customers.

Any of the above factors could have a material impact on our business, financial condition and results of operations.

Changes in competitive offerings for content, including the potential rapid adoption of piracy-based video offerings, could adversely impact our business

The market for content is intensely competitive and subject to rapid change. Through new and existing distribution channels, consumers have increasing options to access entertainment video, sports and other content. The various economic models underlying these channels include subscription, transactional, ad-supported and piracy-based models. All of these have the potential to capture meaningful segments of the content market. Piracy, in particular, threatens to damage our business, as its fundamental proposition to consumers is so compelling and difficult to compete against: virtually all content for free. Furthermore, in light of the compelling consumer proposition, piracy services are subject to rapid global growth. Traditional providers of content, including broadcasters, as well as Internet based e-commerce or content providers are increasing their Internet based offerings. Several of these competitors have long operating histories, large customer bases, strong brand recognition and significant financial, marketing and other resources. They may secure better terms from suppliers, adopt more aggressive pricing and devote more resources to product development, technology, infrastructure, content acquisitions and marketing. New entrants may enter the market or existing providers may adjust their services with unique offerings or approaches to providing content. Companies also may enter into business combinations or alliances that strengthen their competitive positions. If we are unable to successfully or profitably compete with current and new competitors, our business will be adversely affected, and we may not be able to increase or maintain market share, revenues or profitability.

We may not be able to introduce new or modified services successfully or respond to technological developments

To remain competitive, we must continue to increase and improve the functionality, availability and features of our offering, and to launch new services. We regularly incorporate new services into our fixed and mobile offerings, including FreeWifi and Femtocells. The risks that we face in this respect include the following:

- rapid and significant technological change;
- changes in usage patterns and in customer needs and priorities;
- the frequent introduction of new products and services or the upgrading of existing products and services in connection with new technologies; and
- the introduction of new industry standards and practices that render current technologies and systems obsolete.

It is difficult to predict the effect of technical innovations on our business. For example, rapid development of mobile Internet use through 4G, and the 5G launch in late 2020, have rendered obsolete the backhaul of mobile traffic through wired links or terrestrial microwave links as the bandwidth available is insufficient to provide a proper 4G service. Looking ahead, the emergence of AI-driven network optimizations, as well as the transition to 6G expected by the next decade, may further accelerate these challenges. We may be unable to successfully integrate new technologies or adapt to new or existing technologies to meet customer needs within an appropriate time frame. Any such inability could have a material adverse effect on our business, financial condition and results of operations. We may also be required to incur additional marketing costs in order to attract new and existing subscribers to any new or modified services we offer, as well as to respond to competitors' advertising pressure and potentially more extensive marketing campaigns, which may adversely affect our margins.

If we are unable to maintain subscriber interest in our current offerings, such as the recent launch of the Freebox Ultra, to propose sufficiently appealing new offerings or to timely complete the development of our networks, this could directly impact our ability to retain our subscribers, adversely affect our revenue and delay return on the investments made in rolling out our networks. Wireless spectrum is a finite resource, and we may not be able to prevail in spectrum auctions or may not be allocated spectrum by governments. In particular, if we are unable to roll out a 5G network that is suitably adapted to subscriber behavior (such as higher data usage) and has sufficient spectrum capacity (in view of the uncertainty about whether we will be allocated the frequencies we need for our 5G network) at a cost that we consider reasonable (taking into account the final amount paid for auctioned spectrum), we will have to deploy more 4G sites to meet subscriber demand, which may not be acceptable to subscribers when they have the opportunities to utilize a 5G network with certain of our competitors. Any of the above factors could have a material impact on our business, financial condition and results of operations.

Additionally, the Group has committed €3 billion to AI-related investments, focusing on infrastructure, research, and Cloud-based AI applications. This includes the deployment of 5,000 state-of-the-art GPUs through Scaleway, providing businesses with unparalleled AI training capabilities. Kyutai, the first European private initiative laboratory for open AI research, further positions the Group at the forefront of AI innovation, ensuring long-term competitiveness and resilience in the evolving digital landscape. However, these initiatives also bring uncertainties regarding regulatory changes, competition from global AI players, and the long-term return on investment in such high-capacity computing infrastructures.

We may be unable to effectively complete our network rollouts

Our network deployment strategy consists of rolling out our own fixed and mobile networks and developing regional coverage. We are therefore exposed to three primary categories of risks in connection thereto. First, we may not obtain the authorizations required to roll out and operate these networks, which are granted by various entities, including local and regional authorities, site owners and property managers and which require licenses to operate mobile masts. For example, our ability to provide certain services to customers is highly dependent on our access to sufficient spectrum, but the amount of available spectrum suitable for our operations is limited and the process for obtaining it is complex. We therefore cannot guarantee that we, or our customers, will have sufficient access to spectrum to maintain and develop our services in the future. There can be no guarantee that we will be successful in our efforts to outbid competitors for blocks of frequency in future auctions or to renew or get access to blocks of frequencies. Second, any work that we outsource to third-party service providers, such as assembly of our Freeboxes, may not be properly completed, and which may be out of our control. Third, we may be unable to reach agreements with various partners in order to increase our access to necessary or advantageous infrastructure, such as co-financing agreements for access to fiber networks, agreements with public or private bodies, or roaming agreements for our mobile network, or we may be unable to reach such agreements on satisfactory terms or in a timely manner.

Any of the above factors could slow our network rollout plans and prevent us from successfully executing our growth strategy. In addition, any rollout delays could result in our failure to meet our regulatory coverage requirements, our contractual obligations with our main partners, and/or our service quality commitments to subscribers. The financial sustainability of our mobile telephony operations depends on us having the frequencies we need, as well as a high direct coverage rate and network density in order to ensure appropriate quality of service on our 3G, 4G and 5G networks.

We are subject to risks related to our geographic and market expansion

Although internal growth remains at the heart of our strategy, we also have a targeted external expansion policy that we implement if opportunities arise in areas that strongly complement our existing business or would result in improved use of our network and expertise. We have in the past and may in the future continue to expand our business operations internationally. For example, in line with this approach, in 2018 we entered the Italian market, and in late 2020, we seized the opportunity to acquire Poland's leading mobile telephony operator, Play. In 2019, we acquired Jaguar Network (now operating as Free Pro) to accelerate our entrance into the large corporate market. In 2022, we acquired UPC Polska, one of Poland's leading cable operators. In January 2023, iliad Italia acquired 50% of the shares in the joint venture that owns the network and operates the RAN sharing services on behalf of iliad and W3 (Zefiro). In August 2024, Freya Investissement, an investment vehicle that was at the time jointly owned by iliad and NJJ Holding, successfully completed the acquisition of approximately 19.8% of the share capital of Tele2, one of the leaders in the Swedish and Baltics telecommunications market. In December 2024, the Company acquired 50% of NJJ Holding's stake in Freya Investissement. In October 2024, we completed the acquisition of Atlas from NJJ Holding. Atlas owns, indirectly, approximately 40% of Millicom International Cellular SA. Our changing geographic footprint involves a considerable number of risks. These include the risk that changes in the political, economic, regulatory, tax and/or social environment could jeopardize profit forecasts prepared when we originally made our expansion decision, which would therefore adversely affect our return on investments. We cannot guarantee that we will be able to develop our business in new markets or geographies in line with our plans or that we will be able to fully recover amounts invested to develop our networks and services. Similarly, we can give no assurance that the deployment of our services in new markets will be successful, in view of the competition from other operators or players already present in those countries, or for any other reason. If we are unable to extend our networks and service offerings to such new strategic markets, the value and/or sustainability of our investments might be affected. Any of these factors may have a material adverse effect on our business, financial condition and results of operations.

2.1.2 Financial risks

Our significant leverage may make it difficult for us to operate our businesses

We currently have a significant amount of outstanding debt with substantial debt service requirements. As of December 31, 2024, our third-party borrowings is €22,959 million, which reflects external loans and borrowings (excluding any hedging from financial instruments), excluding €6,657 million of lease liabilities.

Our significant leverage could have important consequences for our business and operations, including, but not limited to:

- making it more difficult for us to satisfy our obligations under our outstanding debt and financial liabilities;
- requiring us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing the availability of our cash flow to fund internal growth through working capital and capital expenditures and for other general corporate purposes;
- increasing our vulnerability to a downturn in our business or general economic or industry conditions;
- placing us at a competitive disadvantage relative to competitors that have lower leverage or greater financial resources than we have;
- limiting our flexibility in planning for or reacting to competition or changes in our business and industry;
- negatively impacting credit terms with our creditors;
- restricting us from pursuing strategic acquisitions or exploiting certain business opportunities; and
- limiting, among other things, our and our subsidiaries' ability to borrow additional funds or raise equity capital in the future and increasing the costs of such additional financings.

Any of these or other consequences or events could have a material adverse effect on our ability to satisfy our debt obligations. Our ability to make payments on and refinance our indebtedness and to fund working capital expenditures and other expenses will depend on our future operating performance and ability to generate cash from operations. Our ability to generate cash from operations is subject, in large part, to general economic, competitive, legislative and regulatory factors and other factors that are beyond our control. We may not be able to generate sufficient cash flow from operations or obtain enough capital to service our debt or fund our planned capital expenditures.

We may incur substantially more debt in the future, which may make it difficult for us to service our debt, and impair our ability to operate our businesses

We may incur substantial additional debt in the future. Any additional debt incurred by subsidiaries that do not provide guarantees would be structurally senior, and even if any such subsidiaries do provide guarantees, the new debt could be secured or have earlier maturity dates. While certain of our existing debt instruments, including our Revolving Credit Facility Agreement, contain, restrictions on the incurrence of additional indebtedness. These restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances the amount of indebtedness that could be incurred in compliance with these restrictions could be substantial. Borrowings under debt instruments that contain cross-acceleration or cross-default provisions, may under certain circumstances also be accelerated and become due and payable. We may be unable to pay these debts in such circumstances. The incurrence of additional debt would also increase the leverage-related risks described above. In addition, the Revolving Credit Facility Agreement, the Existing iliad Debt and our other existing debt instruments do not prevent us from incurring obligations or entering into other arrangements that do not constitute indebtedness under those agreements.

We may not be able to generate sufficient cash to service our indebtedness, including due to factors outside our control, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful

Our businesses may not generate sufficient cash flows from operations to make payments on our debt obligations, and additional debt and equity financing may not be available to us in an amount sufficient to enable us to pay our debts when due, or to refinance them. We may continue to seek other sources of liquidity, but there can be no guarantee that additional liquidity will be readily available or available on favorable terms and in an amount sufficient to enable us to service and repay our indebtedness, or to fund our other liquidity needs. If our future cash flows from operations and other capital resources are insufficient to pay obligations as they mature or to fund our liquidity needs, we may be forced to:

- reduce or delay our business activities, planned acquisitions and capital expenditures;
- sell assets;
- obtain additional debt or equity financing; or
- restructure or refinance all or a portion of our outstanding debt.

We can provide no assurance that we would be able to accomplish any of these alternatives in a timely manner or on satisfactory terms, if at all.

Our ability to restructure or refinance our debt will depend in part on our financial condition at such time. Any refinancing of our debt could be at higher interest rates than our current debt and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of our existing or future debt instruments may also restrict us from adopting some of these alternatives. Furthermore, we may be unable to find alternative financing, and even if we could obtain alternative financing, it might not be on terms that are favorable or acceptable to us. If we are not able to refinance any of our debt, obtain additional financing or sell assets on commercially reasonable terms or at all, we may not be able to satisfy our debt obligations. In such an event, borrowings under other debt agreements or instruments that contain cross-default or cross-acceleration provisions may become payable on demand, and we may not have sufficient funds to repay all our debts.

In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. The terms of our existing indebtedness, including the Revolving Credit Facility and the Existing iliad Debt, restrict, and the terms of our future indebtedness, will restrict, our ability to transfer or sell assets and to use the proceeds from any such disposition. We may not be able to consummate certain dispositions or to obtain the funds that we could have realized from the proceeds of such dispositions, and any proceeds we do realize from asset dispositions may not be adequate to meet any of our debt service obligations then due.

We are subject to covenants that limit our operating and financial flexibility and, if we default under our debt covenants, we may not be able to meet our payment obligations

Our Revolving Credit Facility Agreement and certain of the Existing iliad Debt contain covenants that impose significant restrictions on the way we can operate, including restrictions on our ability to:

- incur or guarantee additional debt and issue preferred stock;
- create or incur certain liens;
- make certain payments, including dividends or other distributions;
- prepay or redeem subordinated debt or equity;
- make certain investments or acquisitions, including participating in joint ventures;
- engage in certain transactions with affiliates;
- create unrestricted subsidiaries;
- create encumbrances or restrictions on the payment of dividends or other distributions, loans or advances to, and on the transfer of, assets to the Company or any restricted subsidiary;
- sell assets, consolidate or merge with or into other companies;
- sell or transfer all or substantially all our assets or those of our subsidiaries on a consolidated basis; and
- impair security interests granted for the benefit of our creditors.

These covenants could limit our ability to finance future operations and capital needs and our ability to pursue acquisitions and other business activities that may be in our interest. Our ability to comply with these covenants and restrictions may be affected by events beyond our control. These include prevailing economic, financial and industry conditions.

If we breach any of these covenants or restrictions, we could be in default under the terms of the Revolving Credit Facility Agreement and the terms of our other indebtedness, and the relevant lenders or holders, as applicable, could elect to declare the debt, together with accrued and unpaid interest and other fees, if any, immediately due and payable and proceed against any collateral securing that debt. If the debt under the Revolving Credit Facility Agreement, the Existing iliad Debt or any other material financing arrangement that we enter into were to be accelerated, our assets may be insufficient to repay such indebtedness in full.

The Revolving Credit Facility Agreement also requires our subsidiaries to satisfy a specified financial maintenance test in certain circumstances. The ability to meet this test could be affected by a deterioration in our operating results, as well as by events beyond our control, including unfavorable economic conditions, and we cannot assure you that this test will be met. If an event of default occurs under the Revolving Credit Facility Agreement, the lenders thereunder could terminate their commitments and declare all amounts borrowed, together with accrued and unpaid interest and other fees, to be immediately due and payable. Borrowings under other debt instruments that contain cross-acceleration or cross-default provisions also may be accelerated or become payable on demand. In these circumstances, our assets may not be sufficient to repay in full that indebtedness and our other indebtedness then outstanding.

The Company is a holding company that has no revenue generating operations of its own and will depend on cash from its operating subsidiaries

The Company is a holding company with no business operations other than the equity interests it holds in its subsidiaries, and certain operations related to the management of the Group. We conduct our operations primarily through our subsidiaries, separate and distinct legal entities. The Company will be dependent upon the cash flows from their operating subsidiaries in the form of dividends or other distributions or payments to meet its obligations. The amount of dividends and distributions available to the Company will depend on the profitability and cash flows of its subsidiaries and the ability of those subsidiaries to issue dividends under applicable law or existing contracts. The subsidiaries however, may not be able to, or may not be permitted under applicable law to, make distributions or advance upstream loans to the Company to make payments in respect of their respective obligations. Furthermore, In addition, the subsidiaries that are not party to specific guarantees or financing arrangements have no obligation to support the financial liabilities of the Company.

We are exposed to risks in connection with fraud

We are increasingly exposed to sophisticated fraud schemes, including AI-driven automation. For example, we are subject to the risk of customers attempting to benefit from our services or goods without paying for them. In view of the large number of invoices that we issue and the volume of our payment transactions, such fraud could represent heavy financial losses. We are also exposed to risks of fraud in our B2B hosting business and our financial services activities where we act as a payment establishment, with potentially material adverse effects should such risks materialize. In today's environment of increasingly complex technologies, more virtual networks, and faster implementation of new services and new applications, cases of fraud may arise that are more difficult to detect or control. One reason for this is the development of big data, which has enlarged the scope of possible attacks, and particularly cyber-attacks. If a significant, either individually or in the aggregate, case of fraud were to occur, this could have a material adverse effect on our business, financial condition and results of operations.

We are exposed to macroeconomic and other macro trends that could reduce demand for our products and services

Demand for our products and services may be impacted by economic uncertainty and corresponding changes in GDP growth, unemployment levels, household income, interest rates, inflation, consumer confidence and the cost of financing, as well as measures promoting home ownership or otherwise affecting housing prices. We also face the risk of increased costs, both in terms of increased labor costs and increased operational costs, as a result of improving general economic conditions and higher rates of inflation. In addition, we face the risks related to the outbreak of pandemics and other diseases, such as Covid-19, which could create significant uncertainty, volatility and disruptions that impact our business operations and financial results.

The demand for our products may be impacted by global inflationary pressures. Prolonged inflation may impact consumers' purchasing power, may affect demand for our products and, therefore, our customers' ability and willingness to purchase our services and products, leading to fewer mobile subscribers and fixed line. In such an environment, consumers may also opt for our lower-priced offerings, impacting our revenues and margins.

Our operational costs are significantly influenced by energy price volatility, exacerbated by geopolitical events and policy shifts in energy regulation. For example, a significant increase in electricity prices would have a direct impact on our products and services, the quality of our networks, the performance of our Freeboxes and the running of our data centers. These and other additional factors globally or in the markets in which we operate could decrease demand for our products and/or impact the funding, timing or completion of major private and public sector projects with which we are or expect to be involved. These economic changes and their resulting impact on our markets could have a material adverse effect on our business, results of operations and financial condition.

The attacks in Israel by Hamas on October 7, 2023, the conflict in the Gaza Strip, the invasion by Israeli forces into Southern Lebanon on October 1, 2024, as well as the recent escalation with Iran in the region, and tensions between Taiwan and China, have created an unstable geopolitical environment in the Middle East and South East Asia. The military invasion of Ukraine by the Russian Federation ("Russia") on February 24, 2022, and the sanctions imposed by the United States, the EU, the UK, and other jurisdictions have negatively impacted the global economy and financial markets. Additional sanctions, export controls, or retaliatory measures by major global actors could further disrupt supply chains, particularly for network infrastructure components. In addition, we are exposed to the risk that the political uncertainty surrounding the ongoing military conflict increases the likelihood of further escalations, including the risk of cyber security incidents or other forms of hostility that could directly or indirectly impact our business.

Higher energy costs and commodity prices, cyber disruptions or attacks, heightened general operating risks and disruption of logistic chains in Europe resulting therefrom have led to economic instability, market volatility and heightened inflation. Any of the foregoing could adversely impact our business, results of operations, financial condition and prospects.

Our capital expenditures may not generate a positive return

The businesses in which we operate are capital intensive. Significant capital expenditures are required to add customers to our networks, including expenditures for equipment and labor costs. We employ a proactive capital expenditure strategy aimed at supporting our business as a telecommunications operator (unbundling, building and co-financing FTTH networks and rolling out mobile networks and purchasing spectrum in our markets) and establishing our commercial presence (through physical stores and SIM-card dispensers). Our strategy is also designed to enhance our subscriber relations (by communicating through all media including video calls and virtual assistance) and to develop new products and services (such as the Freebox Ultra). We cannot assure you that our future upgrades will generate a positive return or that we will have adequate capital available to finance such future upgrades. If we are unable to, or elect not to, pay for costs associated with expanding or upgrading our network or making our other planned or unplanned capital expenditures, this could have a material adverse on our business, financial condition and results of operations.

We have made and may make acquisitions or enter into transactions that may present unforeseen risks, and we may not realize the financial and strategic goals that were contemplated at the time of any transaction and, additionally, there are risks associated with the integration of any acquisitions

As part of our business strategy, we pursue strategic and opportunistic acquisitions, any of which could be material to our financial condition or results of operations. We cannot guarantee that we will be able to continue making such acquisitions. Our ability to acquire new businesses may be limited by many factors, including the availability of financing, debt and other restrictive covenants, complex ownership structures among potential targets, government regulation and competition from other potential acquirers. In addition, our debt burden may increase if we borrow funds to finance any future acquisition, which could have a negative impact on our cash flows and our ability to finance our overall operations.

Even if we are successful in acquiring new businesses, the integration of such businesses may prove to be more difficult than we initially anticipated and could create unforeseen operating difficulties and expenditures. Acquisitions pose certain risks, including, for example, difficulties or delays in consolidating operations and achieving anticipated synergies, cost savings, revenues and cash flow enhancements, growth, operational efficiencies and other benefits; diversion of managerial resources away from our day-to-day business operations; potentially dilutive issuances of equity securities, to the extent that we issue new shares to fund an acquisition;

and the assumption of unexpected liabilities and undisclosed risks.

Furthermore, certain contracts of the businesses acquired by us contain "change of control" provisions that require the acquired company to notify the counterparty of a potential change of control, or contain language that could be interpreted as allowing, subject to certain conditions, the counterparty to terminate the contract. Although the agreements governing certain of our acquisitions require the target to use commercially reasonable endeavors to obtain consents or waivers relating to such "change of control" provisions prior to closing of the acquisitions, such consents and waivers are generally not a condition to closing. If a substantial number of these contracts have been, are or will be terminated as a result of our acquisition, we may be forced to enter into new contracts on less favorable terms, or we may be unable to secure replacements.

While we strive to mitigate unexpected liabilities and risks though contractual protections in our acquisition documentation, we cannot ensure that such protections will be effective. If we enter into an acquisition agreement, but the acquisition is not consummated, we may be liable for break-up fees or other payments, which may be material. Any of these factors may have a material adverse effect on our business, financial condition and results of operations.

Any acquisition we undertake or have undertaken may be subject to regulatory approval or review by competition authorities which could delay, limit or prevent its completion or could prevent us from realizing the benefits from any such acquisition following its completion

Acquisitions we undertake may require the approval of governmental authorities (at both national and European levels), which can block, impose conditions on, or delay the process which could result in a failure on our part to proceed with announced transactions on a timely basis or at all. Past acquisitions, including recent acquisitions, are or may become subject to review by competition authorities within the relevant jurisdictions. Such competition authorities may take the position that merger control filings were required, and should we fail to meet such requests or requirements in a timely manner, the relevant governmental authority may impose fines and, if in connection with a merger transaction, may require corrective measures, such as mandatory disposition of assets or divestiture of operations. Any risks associated with acquisitions or future acquisitions could have a significant negative impact on our business, financial condition and results of operations.

We are subject to risks related to asset impairment and provisions

Changes in the economic, political or regulatory environment could lead to impairment in value of our assets (notably goodwill and/or other intangible assets) or require us to set aside provisions for our long-term contractual obligations or for onerous contracts. As of December 31, 2024, goodwill recognized by us on our acquisitions and disposals amounted to €3,030 million, and intangible assets acquired totaled €7,626 million. The carrying amounts of long-term assets, including goodwill and other non-current assets, are sensitive to any changes in the operating environment that differ from the assumptions and forecasts used for initially measuring them. We recognize an impairment loss against these assets, or a provision if events or circumstances suggest that there are significant and prolonged unfavorable changes affecting either the economic environment or the assumptions or objectives applied at the date the acquisition was completed or the contractual obligation entered into. As we have a large amount of goodwill and intangible assets on our balance sheet, any material impairment losses or provisions could have a material impact on our business, financial condition and results of operations.

Our insurance may not be adequate to cover losses or liabilities that may arise

We maintain insurance for some, but not all, the potential risks and liabilities associated with our business. Any damage or failure that causes an interruption in services could reduce our revenue and have a material adverse effect on our business, financial condition and results of operations. Also, while our property risk insurance covers certain property damage caused by natural disasters up to a specified limit, we do not carry insurance for all damage and losses caused by natural disasters. Further, insurance against acts of terrorism is not always available in each jurisdiction in which we operate or may be prohibitively expensive. If we seek to obtain additional insurance coverage in the future, insurance may only be available at premium levels that are prohibitively expensive. To the extent such losses or payments are not insured or the insured amount is not adequate, losses incurred or payments we may be required to make may have a material adverse effect on our business, financial condition and results of operations.

Currency exchange rate fluctuations could have a material adverse effect on our financial condition and the results of our operations

Our business is exposed to fluctuations in currency exchange rates. Our revenues are denominated in euro, zloty and U.S dollars. Additionally, certain of our significant expenditures, such as the purchase of handsets, purchases of network equipment, IT system costs, roaming costs and the cost of certain leases of office space and sites are denominated in U.S. dollars. Our currency risk is regularly monitored by our senior management, who decide if they will take actions, such as entering into derivatives, to protect against currency risk. We cannot, however, guarantee that currency risks will not materially adversely affect our business, financial condition or results of operations.

Certain of our borrowings bear interest at floating rates that could rise significantly, increasing our interest cost and reducing cash flow

A substantial portion of our indebtedness is indexed to variable rates and exposes us to direct interest rate risks that could lead to a material increase in our obligations. These interest rates could rise significantly in the future, thereby increasing our interest expenses associated with these obligations even if the amount borrowed remained the same. This would reduce the cash flow available to finance our operations and future commercial opportunities and could hinder our ability to service our debt. There can be no assurance that we will, or will be able to, hedge our full exposure or that our hedging transaction will be effective. The use of derivatives is a highly specialized activity that involves investment techniques and risks different from those associated with our ordinary business. Depending on market conditions and movements in interest rates, our use of hedging transactions could enhance or harm our overall performance compared to our competitors. In addition, we will be subject to the creditworthiness of the counterparties under our hedging transactions, and we will be exposed to the risk of insolvency or default on the part of our hedge counterparties. Our business, financial condition and results of operations could be materially and adversely affected in the event that one or more of these risks materialize.

Investors may face foreign exchange risks

The Euro Notes are denominated and payable in euro and the Dollar Notes are denominated and payable in U.S. dollars. If investors measure their investment returns by reference to a currency other than the euro or the U.S. dollar will entail foreign exchange-related risks due to, among other factors, possible significant changes in the value of the euro or the U.S. dollar, relative to the currency by reference to which the investor measures the return on his or her investments because of economic, political and other factors over which we have no control. Depreciation of the euro or the U.S. dollar, as applicable, against the currency by reference to which an investor measures the return on his or her investments could cause a decrease in the effective yield or result in a loss when translated into such currency. Additionally, investments in a Euro Notes by U.S. holders may also have important tax consequences as a result of foreign exchange gains or losses, if any.

Changes or uncertainty in respect of EURIBOR or other interest rate benchmarks may affect our sources of funding

Some of our sources of funding are linked to EURIBOR or other interest rate benchmarks. Various rates or indices which are deemed to be "reference rates," including EURIBOR, SONIA, Wibor and Term SOFR), have been and are the subject of recent national and international regulatory guidance and proposals for reform. Proposed reforms by regulators include changes to the manner in which certain reference rates are determined, their discontinuance, or the establishment of alternative reference rates. These reforms and other pressures may cause the applicable EURIBOR, SONIA, Wibor, Term SOFR or other such benchmarks to disappear entirely or to perform differently than in the past which could lead to:

- reliance on fallback provisions in financing arrangements that may not operate as intended;
- increased complexity in documentation and potential need for amendments;
- heightened rate volatility or sudden increases in reference rates;
- uncertainty in pricing future debt instruments or refinancing existing ones.

In addition, manipulative practices or regulatory actions affecting these benchmarks may contribute to rate instability or loss of market confidence in their use. As a result, any significant change in the availability, structure, or perception of reference interest rates could adversely affect the cost of our financing, particularly in relation to instruments bearing floating interest rates, and could impair our ability to manage interest rate exposures or to service debt efficiently.

Credit ratings may not reflect all risks, are not recommendations to buy or hold securities and may be subject to revision, suspension or withdrawal at any time

One or more independent credit rating agencies may assign credit ratings to our debt instruments or to our corporate entity. These ratings may not reflect all risks, including those related to our business model, market conditions, capital structure or other external factors that could affect our financial position or the valuation of our instruments.

A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal by the rating agency at any time. No assurance can be given that a credit rating will remain constant for any given period of time or that a credit rating will not be lowered or withdrawn entirely. Any suspension, downgrade or withdrawal of our credit rating could have an adverse effect on our ability to access capital markets or negotiate favorable terms with lenders and investors. Such changes may also negatively impact the pricing, liquidity and attractiveness of our existing or future debt instruments.

The interests of our shareholders may be inconsistent with the interests of the creditors

The interests of our shareholders and their affiliates may at times diverge from those of our creditors. This risk may be particularly relevant in the event of financial stress or difficulties in meeting debt obligations.

Xavier Niel, together with certain of his immediate family members, is in a position to have a decisive influence over most of our strategic decisions and in particular those requiring shareholder approval (such as the election and removal of directors, payment of dividends, amendments to the bylaws, and decisions concerning important Group transactions, notably external growth transactions in France and abroad, including issues of new shares, mergers, and asset contributions).

Affiliates of our shareholders may also have an interest in pursuing acquisitions, divestitures, financings or other transactions which, in their judgment, could enhance their equity investments, even though such actions may not align with the interests or priorities of debt holders. In addition, our shareholders may, in the future, own businesses that directly compete with ours.

2.1.3 Regulatory risks

We are subject to significant regulation, which may increase our costs and otherwise adversely affect our business, further changes toward different or stricter regulations could also adversely affect our business

Our existing and planned activities are subject to significant regulation and supervision by various regulatory bodies, including national and EU authorities. Such regulation and supervision, as well as future changes in laws or regulations or in their interpretation or enforcement, that affect us, our competitors or our industry, strongly influence how we operate our business. Complying with existing and future laws and regulations may increase our operational and administrative expenses, force us to apply to new licenses or permissions, restrict our ability or make it more difficult to implement price increases, affect our ability to introduce new services, force us to change our marketing and other business practices, and/or otherwise limit our revenue. Non-compliance with, for example, more stringent network coverage requirements or price increase schedules, may be a result of factors beyond our control, but can lead to increased costs and service disruptions. For example, if we cannot fulfill the commitments we gave when we were granted our licenses and authorizations to operate our 3G, 4G and 5G networks, notably in relation to population coverage and service quality, the licenses or authorizations concerned may be terminated and we could be required to pay compensation to the relevant state authorities or other related parties.

Regulation of our services includes price controls (for termination charges), service quality standards, requirements to grant network access to competitors and content providers, programming content restrictions and restrictions on the processing of personal data, among others. In particular, we are subject to:

- rules regarding declarations and registrations with telecommunication regulatory authorities;
- price regulation with respect to call termination charges;
- rules regarding the interconnection of our network with those of other network operators;
- rules relating to the quality of the landline networks;
- specific rules relating to the access to new-generation optical fiber networks;
- rules regarding the renewals and expiration of our various frequency licenses;
- rules relating to the content of electronic communications; and
- specific tax regimes.

Furthermore, our various frequency licenses in France and Italy expire after several years, with the next expiration in France and Italy in 2029. Earlier, our AWS (Advanced Wireless Services) license in Colombia is due to expire in 2025. The renewal of frequency may require us to purchase spectrum and to modify our network accordingly. There is no guarantee that we will be able to renew the frequency licenses in a timely basis, or on favorable terms or at all and renewal of certain licenses may be costly. Furthermore, the quality of our services could be impacted if the available spectrum is reduced.

Any of the above regulation-related risks could have a material impact on our business, financial condition and results of operations.

Increasing data security requirements by financial institutions, certain other corporate customers and governmental entities may adversely affect our business and profitability

We are a provider of fixed and mobile and landline services to a number of public and private financial institutions, government entities and corporate customers with data security requirements. These customers may continue to increase their data security requirements, and we may be required to undertake additional investments in order to adhere to these enhanced data security requirements, such as by, for example, enhanced encryption requirements, as well as evolving statutory and regulatory requirements, including obtaining and maintaining certain ISO certifications, improving access rights management systems and developing a corporate data encryption infrastructure. As a result, we may incur additional capital expenditures to satisfy data security requirements. In addition, we cannot assure you that these customers will not terminate their contracts with us. Such terminations may have a material adverse effect on our business, financial condition and results of operations.

The insolvency and administrative laws of France may not be favorable to creditors, and may limit the creditors' ability to enforce their rights

The Company is organized and exists under the laws of France, and is subject to French insolvency and enforcement legislation. In the event of a bankruptcy, insolvency or similar event, proceedings could be initiated in France. The bankruptcy, insolvency, administrative and other laws of the Company's jurisdiction of organization may be materially different from, or in conflict with, those of the United States, including in the areas of rights of creditors, priority of governmental and other creditors, the ability to obtain post-commencement interest and duration of the proceedings.

Although laws differ among the jurisdictions, in general, applicable fraudulent transfer and conveyance and equitable principles, insolvency laws and limitations on the enforceability of judgments obtained in courts in such jurisdictions could limit the enforceability of creditors' claims and contractual commitments made by the Company. The court may also in certain circumstances void such commitments where the debtor is close to or near insolvency.

In France, among other limitations, the granting of new security interests is subject to hardening periods. Certain arrangements or disposals that are made during the "hardening period" (*période suspecte*) (time period of a maximum of eighteen months preceding the court decision commencing judicial reorganization or liquidation proceedings and ending on the date of such court decision) may be challenged by the receiver in bankruptcy and certain creditors under applicable rules of avoidance. The applicable hardening period will run from the moment each new security interest has been granted or perfected. If such interests were granted or recreated and then enforced before the end of the applicable hardening period, they could be declared void or unenforceable.

In addition, in France, insolvency legislation tends to favor the continuation of a business and protection of employment over the payment of creditors. In the context of proceedings affecting creditors, including court-assisted proceedings (*mandat ad hoc*) or conciliation proceedings (*procédure de conciliation*), and court-controlled proceedings (safeguard proceedings (*sauvegarde* or *sauvegarde accélérée*), judicial reorganization proceedings (*redressement judiciaire*) or judicial liquidation proceedings (*liquidation judiciaire*)), the ability of creditors to enforce their rights under any outstanding obligations could be limited or suspended.

Under French law, enforcement of a security interest may be adversely affected by specific or general defenses available to debtors under French law, as the case may be, in respect of the validity, binding effect and enforceability of such security interest.

Our business may be negatively impacted by restrictions on customer access to mobile phone financing

Like the other operators in our industry, we base part of our strategy for attracting and retaining customers on mobile phone financing offered to our subscribers. Should consumers' access to mobile phone financing be more limited, or become more costly, in the future, for example, as a result of adverse financial market conditions in the event of a recession causing lenders to tighten lending standards for consumer financing, consumers may be unable or unwilling to finance the purchase of handsets and other hardware from us and so may delay their purchase of our products or services, negatively impacting our sales, growth capacity and the generation of cash to cover our financial obligations.

We are dependent on intellectual property rights, particularly trademarks, logos and domain names, and inadequate protection of our intellectual property rights, or intellectual property rights litigation, could adversely affect our business

We rely on our trade names (Free in France, iliad in Italy and Play in Poland), trademarks, logos, domain names, copyrights, patents and trade secrets, as well as licenses and other agreements with our vendors and other parties, to use our technologies, conduct our operations and sell our products and services. We rely upon a combination of copyright, trademark and patent laws to establish and protect our intellectual property rights, but cannot assure you that the actions we have taken or will take in the future will be adequate to prevent violation of our proprietary rights. We cannot assure you that measures taken in France, Italy, Poland and elsewhere to protect our intellectual property rights, particularly our trademarks, logos and domain names, will be effective or that third parties will not infringe or misappropriate our intellectual property rights. There can be no assurance that litigation will not be necessary to enforce our trademark or proprietary rights, such litigation may be costly, and could ultimately be unsuccessful in enforcing our intellectual property rights. Any of these factors could have a material impact on our business, financial condition and results of operations.

We operate in an industry characterized by frequent disputes over intellectual property. Our competitors may engage in hostile intellectual property action. For example, Vodafone, an incumbent player in our markets in Italy, in addition to certain other players in the telecommunications industry, registered the Free trademark for various purposes in Italy, barring us from using it in that country. Given the evolving high-tech nature of our business, we have set up mechanisms to comply with all intellectual property laws to which we are subject, but there can be no assurance that we are not infringing the intellectual property rights of third parties. As the number of convergent product offerings and overlapping product functions increase, the possibility of intellectual property infringement claims against us may correspondingly increase. Any such claims or lawsuits, whether with or without merit, could be expensive and time consuming to defend, could cause us to cease offering our licensing services and products that incorporate the challenged intellectual property, or could require us to develop non-infringing products or services, if feasible, which could divert the attention and resources of technical and management personnel. In addition, we cannot assure you that we would prevail in any litigation related to infringement claims against us. A successful claim of infringement against us could result in a requirement to pay significant damages, cease the development or sale of certain products and services that incorporate the challenged intellectual property, obtain licenses from the holders of such intellectual property, which may not be available on commercially reasonable terms, or otherwise redesign those products to avoid infringing upon others' intellectual property rights. Any of these factors may have a material adverse effect on our business, financial condition and results of operations.

We face risks arising from the outcome of various legal proceedings

We are subject, in the ordinary course of our business, to litigation and other legal proceedings, including regulatory and administrative proceedings, claims and audits and arbitrations. Some of the proceedings against us may involve claims for substantial monetary amounts and could divert management's attention from day-to-day business operations to address such issues. We are particularly subject to risks related to liability for illicit content. Lawsuits are regularly filed in France and other countries against Internet service or hosting providers because of the content of the information transmitted or made available online (in particular for press-related violations, invasion of privacy and trademark infringement). For example, in 2020, we were ordered by a French court to block access to a site conveying a message of extreme hate against people on account of their religion, ethnicity or sexual orientation, and we were ordered to block access to several sites that were contravening intellectual property rights or regulations on financial products and services and more recently a lawsuit was launched by two associations against all Internet providers in France asking for the blockage of access to several adult websites. When we are required to block access to websites, we have to do so at our own expense.

Since we entered the mobile market, a number of suits have been filed against us by competitors, alleging that we have engaged in misleading commercial practices, unfair competition, libel or defamation. Like other players operating in its sector, we are also frequently served with writs as part of claims instigated by subscribers in relation to the services we provide. For example, Bouygues Telecom filed an application with the Paris Commercial Court, claiming that Free Mobile had breached its obligations as a mobile telephony operator and accusing it of misleading commercial practices. The claim was dismissed on December 7, 2022. In addition, we were subject to a request for information in relation to a claim against iliad Italia for allegedly engaging in unfair commercial practices, which we received from the Italian telecommunications regulatory authority and which was officially closed on October 17, 2024. The case dismissal of this request for information was made contingent upon our compliance with certain commitments made in connection therewith, and as a result of which we will be subject to regulatory oversight for a one-year period from the closing of the case.

We are further exposed to the risk of non-compliance with ethical standards and data protection rules, such as the GDPR in the conduct of our business. For example, we are required to comply with anti-corruption regulations resulting from the Sapin II law in France, "Modello 231" in Italy and the criminal code in Poland, and we are also subject to obligations relating to parent companies' duty of vigilance, the prevention of money laundering and terrorism financing, and European and national antitrust rules. Following a cyber-attack against the Group in October 2024, the French Data Protection Authority has opened an investigation into the compliance of certain Group subsidiaries with the Data Protection Regulation. In addition, following a cyber-attack against the Group in October 2024, the French data protection authority has opened an investigation into the compliance of certain Group subsidiaries with the data protection regulation.

Non-compliance could have adverse legal, reputational and financial impacts on our business and profitability, and we may be subject to litigation and other legal proceedings as a result of non-compliance.

Proceedings may result in us owing substantial monetary damages, and even if they do not result in our liability, proceedings may damage our reputation and decrease demand for our services, all of which could have a material adverse effect on our business, financial condition and results of operations.

We are subject to the risk of adverse decisions by tax authorities or changes in tax treaties, laws, rules or interpretations

The tax laws and regulations in France, Italy and Poland may change and there may be changes in interpretation and enforcement of tax law. As a result, we may face increases in taxes payable if tax rates increase, or if tax laws and regulations are modified by the competent authorities in an adverse manner. For example, the draft of the French Finance Law for 2025, as submitted to the French Parliament on October 10, 2024 (the "Draft of Finance Law for 2025") and currently under review by the French Parliament, provides for the introduction of an exceptional contribution on the profits of large size businesses (*contribution exceptionnelle sur les bénéfices des grandes entreprises*) for a period of two years and the postponement of the gradual suppression of the contribution on the added value of companies (*cotisation sur la Valeur ajoutée des entreprises*). If implemented these measures could materially increase our taxes, which could in turn have a material adverse effect on our business, financial condition and results of operations. As a result of future tax audits or other review actions of the relevant financial or tax authorities, additional taxes could be identified, which could lead to an increase in our tax obligations, either as a result of the relevant tax payment being levied directly on us or as a result of our becoming liable for tax as a secondary obligor due to a primary obligor's (such as, for example, an employee's) failure to pay.

In addition, European and French tax laws and regulations are extremely complex and are subject to varying interpretations. For example, the current incorporation into French tax law of the principles of the Organization for Economic Cooperation and Development (the "OECD") related to base erosion and profit shifting ("BEPS") included in the final reports released by the OECD as well as the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent BEPS signed in Paris on June 7, 2017, may increase the administrative efforts within our business and impact existing structures.

Furthermore, the European Union continues to harmonize the tax legislation of the Member States. In this respect, the Council of the European Union (the "Council of the European Union") adopted a directive "laying down rules against tax avoidance practices that directly affect the functioning of the internal market" on July 12, 2016 (Council Directive 2016/1164) (the "ATAD"). The ATAD was later amended on May 29, 2017 by the Council Directive (EU) 2017/952 (the "ATAD 2"), which, *inter alia*, extends the scope of the ATAD to hybrid mismatches involving third countries and provides that its provisions apply (subject to certain exceptions), as from January 1, 2020.

In addition, Article 108 of the French Finance Law for 2019 introduced under French tax law, with effect from January 1, 2019, the anti-abuse provision provided for by the ATAD with respect to French corporate income tax, which aims to address abusive tax practices that are not dealt with by specifically targeted provisions. Pursuant to this provision, which is set forth by Article 205 A of the French Tax Code, the French tax authorities may ignore, for the determination of corporate income tax, an arrangement, or a series of arrangements, which, having been put into place for the main purpose or one of the main purposes of obtaining a tax advantage that defeats the object or purpose of the applicable tax law, are not genuine having regard to all the relevant facts and circumstances.

The European Commission had also published a corporate reform package proposal on October 25, 2016, including three new proposals that aim at (i) relaunching the Common Consolidated Corporate Tax Base ("CCCTB"), (ii) avoiding loopholes associated with profit-shifting for tax between EU countries and non-EU countries, and (iii) providing new dispute resolution rules to relieve problems with double taxation for businesses. In a communication to the European Parliament and the Council of May 18, 2021 and denominated "Business Taxation for the 21st Century", the European Commission announced additional measures in the field of corporate taxation to take into account the evolution of the context of the EU business taxation policy. In particular, the European Commission announced that it will propose a new framework for income taxation for businesses in Europe ("Business in Europe: Framework for Income Taxation" or "BEFIT") that will replace the pending proposals under the CCCTB. BEFIT will be a single corporate tax rulebook for the EU and will consist in consolidating the profits of the EU members of a multinational group into a single tax base, which will then be allocated to member states using a formula and be taxed at national corporate income tax rates. The European Commission issued a proposal for a BEFIT directive on September 12, 2023 at the same time as another directive, the Transfer Pricing Directive aiming at creating a common approach to transfer pricing across EU Member States, the adoption of both of which will depend on the outcome of the negotiation between Member States.

The European Commission also published a proposal for a directive creating a Debt Equity Bias Reduction Allowance ("DEBRA"), aiming at encouraging companies to finance their investment through equity contributions rather than through debt financing. The discussions on this proposal are still ongoing at the European Union level.

On October 8, 2021, members of the OECD/G20 Inclusive Framework on BEPS (the Inclusive Framework) agreed to the Statement on the Two-Pillar Solution to Address the Tax Challenges Arising from the Digitalization of the Economy reflecting the agreement reached by 136 out of the 140 Inclusive Framework members. The Two-Pillar Solution is comprised of Pillar One and Pillar Two.

Pillar One aims at ensuring a distribution of profits and taxing rights among countries with respect to the largest multinational enterprises ("MNEs") through the re-allocation of taxing rights over 25% of the residual profit of the largest and most profitable MNEs to the jurisdictions where the customers and users of those MNEs are located.

Pillar Two puts a *floor* on tax competition on corporate income tax through the introduction of a global minimum corporate tax at a rate of 15% that countries can use to protect their tax bases (the GloBE rules). On December 20, 2021, the OECD published the pillar two model rules (the "Model Rules") for the domestic implementation of the 15% global minimum tax rate agreed upon in October 2021. The new Model Rules aim to assist countries to bring the GloBE rules into domestic legislation. They provide for a coordinated system of interlocking rules that (i) define the MNEs within the scope of the minimum tax; (ii) set out a mechanism for calculating an MNE's effective tax rate on a jurisdictional basis, and for determining the amount of top-up tax payable under the rules; and (iii) determine the member of the MNE group which will be required to pay the top-up tax.

On December 22, 2021, the European Commission published a legislative proposal for a Directive setting forth rules to ensure a global minimum level of taxation for multinational groups. The draft Directive aims at consistently implementing among all 27 member states the Model Rules that include an Income Inclusion rule ("IIR") and an Under Taxed Payment Rule ("UTPR"). However, it also extends its scope to large-scale purely domestic groups, in order to ensure compliance with the European Union fundamental freedoms. In addition, the draft Directive makes use of an option contemplated by the Inclusive Framework whereby the member state of a low-taxed income entity (referred as constituent entity) applying the IIR is required to ensure effective taxation at the minimum agreed level not only for foreign subsidiaries but also for all constituent entities residents in that member State. The Directive was adopted by the EU member states on December 15, 2022 and they had until December 31, 2023 to transpose the Directive into national legislation. Many jurisdictions have enacted legislation, including most EU Member States pursuant to the EU minimum tax directive with a view to the IIR and the UTPR taking effect for fiscal years beginning on or after December 31, 2023 and December 31, 2024 respectively as required by the Directive. France transposed the Directive in the context of the French Finance law for 2024 and the Draft of Finance Law for 2025 provides for further details on the Model Rules.

On January 17, 2023, the European Parliament approved the directive proposal to neutralize the misuse of shell entities for improper tax purposes within the European Union (the "ATAD III Proposal"), which was released by the European Commission on December 22, 2021. To be definitively adopted, the text will need to be approved by the Council of the European Union and subsequently implemented by the Member States. Whilst the European Commission initially expected the ATAD III Proposal to be adopted and published into EU member states' national laws by June 30, 2023, and to come into effect as of January 1, 2024, the final content, exact timing for the vote and the directive's implementation by the Member States remains unclear at this stage.

We are monitoring these different regulations as they develop and are transposed into applicable law to the extent they could impact our tax position in the future.

Finally, we often rely on generally available interpretations of tax laws and regulations in the jurisdictions in which we operate. We cannot be certain that the relevant tax authorities are in agreement with our interpretation of these laws. If our tax positions are challenged by relevant tax authorities, the imposition of additional taxes could require us to pay taxes that we currently do not collect or pay or increase the costs of our products or services to track and collect such taxes, which could increase our costs of operations and have a negative effect on our business, financial condition and results of operations.

Investors may not be able to recover in civil proceedings for U.S. securities law violations

The Company and its subsidiaries are entities organized under the laws of France with their registered offices or principal places of business in France. All of their directors, managers, officers and other executives are neither residents nor citizens of the United States. Furthermore, most of their assets, or the assets of their directors, managers, officers and other executives, are located outside the United States. As a result, it may not be possible for investors to effect service of process upon such persons and entities, or to enforce against them judgments of U.S. courts predicated upon the civil liability provisions of U.S. federal or state securities laws within the United States. However, it may be possible for investors to effect service of process within France upon those persons or entities, provided that The Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters of November 15, 1965 is complied with.

The United States is not party to a treaty with France providing for the reciprocal recognition and enforcement of judgments, other than arbitral awards rendered in civil and commercial matters. Accordingly, a judgment rendered by any U.S. federal or state court based on civil liability, whether or not predicated solely upon U.S. federal or state securities laws, would not directly be recognized or enforceable in France. A party in whose favor such judgment was rendered could initiate enforcement proceedings (*exequatur*) in France before the relevant civil court (*Tribunal Judiciaire*) that has exclusive jurisdiction over such matter.

Enforcement in France of such U.S. judgment could be obtained following proper (i.e., non ex parte) proceedings if such U.S. judgment is enforceable in the United States and if the French court is satisfied that certain conditions have been met.

We may be adversely affected by the departure of any EU member state from the EU

Our business has extensive operations in three separate EU countries, France, Italy and Poland, and relies on free movement of capital, goods, services and people across the EU. Any additional withdrawal or attempted withdrawal from the EU by any current EU member state, on the basis of a referendum similar to the so-called Brexit referendum, or on another basis, and whether or not successful, could, among other outcomes, disrupt the free movement of capital, goods, services and people throughout the EU.

In addition, should any current member states leave the EU, our business would face a variety of risks including lower economic growth, greater volatility in currency markets, the introduction of new trade barriers and other market restrictions, a shifting regulatory environment including uncertainty about the allocation of broadband frequencies, increased difficulty in expanding operations in other countries or executing future acquisitions and limited access to labor. The consequences of any future withdrawals from the EU by EU member states are hard to predict and may have a material adverse effect on our business, financial condition and results of operations.

The U.S. administration indicated its intent to propose significant changes to the U.S. tax system. Many aspects of these potential proposals are unclear or undeveloped, and we are unable to predict which, if any, U.S. tax reform proposals will be enacted into law, and what effects any enacted legislation might have on our tax liabilities. In addition, the U.S. administration indicated that it may impose retaliatory measures with respect to jurisdictions that have or are likely to put in place tax rules that are extraterritorial or disproportionately affect U.S. companies. The likelihood of these changes being enacted or implemented is unclear. We are currently unable to predict whether such changes will occur and, if so, the ultimate impact on our business.

EU regulation of the levels of roaming charges may in the future have a material adverse effect on our business

EU regulators have imposed price restrictions applicable to all operators in the EU (both at the retail and wholesale level). In particular, in 2007, the European Regulation (EC) No 717/2007 of the European Parliament and the European Council of June 27, 2007 on roaming on public mobile telephone networks within the European Community (the "Community") amending Directive 2002/21/EC came into effect, as well as, in 2009, Regulation (EC) No 544/2009 of the European Parliament and of the European Council of June 18, 2009 was introduced amending Regulation (EC) No 717/2007 on roaming on public mobile telephone networks within the Community, both provided for a steady reduction in mobile retail and wholesale prices for voice calls, SMS and data. On June 13, 2012, however, the aforementioned Regulation (EC) No 544/2009 was repealed by Regulation (EU) No. 531/2012 of the European Parliament and of the European Council of June 13, 2012 on roaming on public mobile communications networks within the EU. Pursuant to the latter regulation, the maximum retail prices and average wholesale prices for roaming mobile services (calls, mobile data and SMS) decreased on July 1, 2013 and decreased further on July 1, 2014, and were fully eliminated on June 15, 2017. Additionally, a "decoupling regime" has been introduced to increase competition in the international roaming market, and the result has been a reduction in international roaming retail prices to below the regulatory caps. This "decoupling regime" came into effect on July 1, 2014 and introduced market participants in the form of alternative roaming providers. Additionally, the "decoupling regime" foresees local break-out services (the ability for foreign MNOs to target our outbound roaming customers to directly offer them data-only services on their networks). Such services would be paid directly by such roaming customer to the visited roaming network. This shift could create increased price pressure on roaming charges that forces us to lower our prices further to match the market standard or risk losing customers to other providers. Reduction of prices of mobile roaming services, as well as operation of alternative roaming providers may have a material adverse effect on our business, financial conditions and results of operations. In addition, in 2022, Regulation (EU) 2022/612 on roaming on public mobile communications networks within the EU extended for ten years both the abolition of the retail roaming charges rule (also known as the “Roam like at home” rule) and the wholesale price cap mechanism (while further lowering the caps). The regulation also adds provisions aimed at maintaining the quality of roaming services and various obligations concerning transparency and information for roaming customers with regard to emergency and value-added services.

2.1.4 Extra-financial risks

As members of our workforce sometimes work on ageing infrastructure, work at heights and/or work alone, there is a risk of a failure to comply with health and safety policies that could lead to serious accidents, material claims, or fines

Our employees are subject to the risk of fall from ladders, fall from poles, pole breaks and incidents during lone working. We also occupy premises that may contain or may have contained hazardous materials, such as asbestos, which we control and monitor. While we aim to eliminate health and safety risks where reasonably practicable, it is not possible to eliminate all risks when staff are working on ageing infrastructure, working at heights and/or working alone. Any serious accident, material claim or fine in connection with any such incident could have a material adverse effect on our business, financial condition and results of operations.

The occurrence of events beyond our control, including climate and environmental risks, could result in damage to our network

If any part of our network is subject to a flood, fire or other natural disaster, risks associated with the energy transition, terrorism, a power loss or other catastrophe, our operations and customer relations could be materially adversely affected. Disaster recovery, security and service continuity protection measures that we have or may in the future undertake, and our monitoring of network performance, may be insufficient to prevent losses. We are insured against operating losses, but only up to a capped amount. The fiber and coaxial cable in our network is not insured. Any catastrophe or other damage that affects our network could result in substantial uninsured losses. For example, extreme weather events, such as storms, heatwaves, fires, landslides, and floods, can affect the smooth running of our networks, our operations and the people and organizations that depend on them. Our network may be susceptible to increased network disturbances and technological problems, and such difficulties may increase over time.

In addition, our business is dependent on certain sophisticated critical systems, including our network operating center and billing and customer service systems. For example, we have a transmission network based on secure IP technologies, structured in a chain architecture with network redundancy and which serves several operating centers spread across several geographic regions in France. The hardware supporting a large number of critical systems for our cable network is housed in a relatively small number of locations.

Despite the presence of back-up systems, we can provide no assurances that our servers and network may not be damaged by physical or electronic breakdowns, computer viruses or similar disruptions. In addition, unforeseen problems may create disruptions in our IT systems. There can be no assurance that our existing security system, security policy, back-up systems, physical access security and access protection, user administration and emergency plans will be sufficient to prevent data loss or minimize network downtime. Sustained or repeated disruptions or damage to the network and technical systems which prevent, interrupt, delay or make it more difficult for us to provide products and services to our customers in accordance with the agreements with our customers may trigger claims for the payment of damages or contractual remedies and would cause considerable damage to our reputation, lead to the loss of customers, cause a decrease in revenue and require repairs, which would have a material adverse effect on our business, financial condition and results of operations.

The loss of certain key personnel could harm our business

We have experienced employees at both the corporate and operational levels who possess substantial knowledge of our business and operations, as well as implement innovative and sustainable plans for our future. Our research and development team also has intricate knowledge of our hardware and software capabilities and growth potential, as well as local customer needs. We cannot assure you that we will be successful in retaining the services of our talented and knowledgeable executives, engineers, technicians and other key personnel or that we would be successful in hiring and training suitable replacements without undue cost or delay. As a result, the loss of any of these key employees could have a material adverse effect on our business, financial condition and results of operations.

As of December 31, 2024, the share capital of the Company is 100% held by the Niel family Group. In addition to establishing iliad and the Free brand, Mr. Xavier Niel has a track record of successful investments in telecommunications firms, including Monaco telecom, Salt Mobile and eir. As our founder and as our principal shareholder for the majority of our existence, Mr. Xavier Niel has been instrumental to our success. We have benefited and continue to benefit from Mr. Xavier Niel’s investment and expertise, and Mr. Xavier Niel is involved in the development of our business strategy. Therefore, the departure of Mr. Xavier Niel could have a material adverse effect on our business, financial condition or results of operations.

Failure to protect our image, reputation and brand could materially affect our business

Our success depends on our ability to maintain and enhance the image and reputation of our company, of our existing products and services and to develop a favorable image and reputation for new products and services. The image and reputation of our products and services may be reduced in the future if concerns about the quality, reliability and cost-benefit analysis of our products and services, the quality of our support centers, the environmental footprint of our business and our capability to deliver to our customers the level of services advertised are raised, even if such concerns are unfounded, could tarnish our image and the reputation of our products and services. Restoring our image and reputation or that of our products and services may be costly and not always possible. Any of the above factors could have a material impact on our business, financial condition and results of operations.

Strikes and other industrial actions could disrupt our operations or make it more costly to operate our facilities

As of December 31, 2024, we had over 31,700 employees, some of whom are members of trade unions. We may experience lengthy consultations with labor unions and works councils as well as strikes, labor disputes, work stoppages and other industrial actions, and difficulty in attracting and retaining operative personnel due to localized strikes or industry-wide strikes. Strikes and other industrial actions, as well as the negotiation of new collective bargaining agreements or salary increases in the future, could disrupt our operations and make it more costly to operate our facilities, which in turn could have a material adverse effect on our business, financial condition and results of operations.

For example, in October 2024 the new French Prime Minister, Mr. Michel Barnier, announced various measures aimed at reducing the French deficit. These included a reduction in the general reductions of social security contributions applicable to employees, and a lowering of the exemption threshold for apprentice remuneration. As of March 2025, only the portion of apprentice wages up to 50% of the French minimum wage (SMIC) is exempt from social security contributions (down from 79%).

The Decree No. 2024-951 of October 24, 2024 has also increased the French statutory minimum wage, applicable from November 1, 2024. This change, along with other adjustments to employer contribution relief mechanisms, is expected to increase the overall social charges rate for certain categories of employees and apprentices.

We also face the risk of strikes called by employees of our key suppliers of materials or services, which could result in interruptions in the performance of our services. We cannot assure you that a future labor disturbance, work stoppage or failure to attract and retain operative personnel would not have a material adverse effect on our business, results of operations and financial condition.

We are exposed to the public perception of the health effects of electromagnetic waves

There are currently public concerns over the potential health hazards of electromagnetic fields emitted by telecommunication equipment. Regardless of whether or not these concerns are well-founded, such concerns could reduce our customers' use of mobile electronic communications, prevent the installation of mobile communication masts and wireless networks, or result in claims and litigation. In France, Act No. 2015-136 dated February 9, 2015 relating to precautionary measures, transparent information and consultation procedures concerning exposure to electromagnetic waves has increased protections against exposure to electromagnetic waves, notably by strengthening the consultation process between operators and residents before a mobile mast can be installed. The allocation of the frequencies required for rolling out and operating 5G networks have heightened the public debate and concerns about this issue.

As we hold mobile communications licenses, in light of the concerns about the potential health effects that could arise from exposure to mobile telecommunications equipment, we face the risk that lawsuits may be filed against us in relation therewith. The public's heightened perception of health risks could lead to a decrease in the number of our subscribers, less subscriber usage or potential liability claims, and could affect network rollouts and the deployment of higher frequencies in our networks and/or generate additional costs or investment. In addition, we cannot exclude that in the future it will not be scientifically proven that mobile telecommunications equipment does not have a harmful effect on human health. Our installations, and our 5G installations in particular, may also be subject to attack by members of the public.

2.2 Internal control and risk management framework

The Company has implemented an internal control and risk management framework designed to ensure the reliability of financial and operational reporting, compliance with applicable laws and regulations, and the safeguarding of assets.

This framework is based on clearly defined roles and responsibilities, standardized procedures, and regular reporting mechanisms at all levels of the organization. It includes a set of policies, internal controls and oversight processes that help to identify, assess and mitigate risks across the Company's activities.

Control activities are embedded in day-to-day operations and supported locally within the subsidiaries by monitoring functions, including internal audit, internal control, compliance and risk management teams. These functions are implemented and adapted locally within each subsidiary to align with the specific risk environment and organizational structure. They operate independently and report regularly to local senior management and relevant Committees.

The internal control systems are adapted on a regular basis to reflect changes in the business environment, regulatory developments, and emerging risks.

3. Events after the reporting date (restricted scope)

3.1 Inaugural PLN 700 million green bond issue carried out by Play

On February 19, 2025, Play announced the success of its inaugural PLN 700 million green bond issue. The bonds have a five-year maturity and carry a variable interest rate of WIBOR 6M plus a margin of 1.80% per annum. They will be redeemed at maturity on February 27, 2030. The proceeds from this issue will be used in part to finance and refinance eligible expenditure described in the Group's "Green Financing Framework" published on October 21, 2024 on the iliad Group's corporate website.

4. Management of iliad Holding S.A.S.

iliad Holding S.A.S., which is wholly owned by the Niel family group, indirectly controls (i) iliad S.A., through Holdco II S.A.S., and (ii) Millicom International Cellular S.A., through Atlas Investissement S.A.S. It acts as a management holding company for the Group and therefore plays a major role in defining overall business strategies and goals.

iliad Holding S.A.S. owns, through its subsidiary Holdco II S.A.S., 96.27% of iliad S.A.'s share capital and voting rights, and 37.77%[1] of Millicom International Cellular S.A.'s share capital and voting rights through its subsidiaries Atlas Investissement S.A.S. and Atlas S.A.S. (please refer to schedules 1, 5 and 6 for further details regarding the iliad Group organization and shareholding structure).

iliad Holding S.A.S. is governed by its Chairman, Xavier Niel, and a Strategy Committee, chaired by Xavier Niel, and comprising, alongside him, the key executives of the iliad Group, including Maxime Lombardini, Thomas Reynaud, Cyril Poidatz, Antoine Levavasseur and Aude Durand.

Set forth below are certain details about Mr. Xavier Niel and a brief biography.

Name	Age	Position
Xavier Niel	57	Sole Director

Xavier Niel is a self-taught entrepreneur and has worked in the Internet and telecommunications industry since the late 1980s. In 1993 he co-founded France's first ISP, and in 1999 he created Free – France's first free-access ISP. He co-invented triple-play and the concept of the box, launching the Freebox in 2002 – a unique, state-of-the-art, multiservices box combining broadband Internet access with telephony and television.

Xavier has invested in telecom operators in a personal capacity in many countries outside France, including Switzerland, Ireland, Senegal and Monaco.

In 2013, he co-founded "42", a not-for-profit organization based in Paris that delivers free coding training based on peer-to-peer learning. This training is given via a network of international partner campuses with 37 campuses in 22 countries and is delivered to more than 12,000 students worldwide. In 2017, the "42" school in Paris was voted the best coding school in the world.

In 2016, together with Matthieu Pigasse and Pierre-Antoine Capton, he created Mediawan, a special purpose acquisition company (SPAC) focused on media and entertainment.

Xavier is also the founder of Station F – the world's largest start-up campus – which opened its doors in 2017 and hosts a thousand start-ups in a former railway station in Paris occupying 34,000 sq.m. In addition, as a figure-head for start-ups, Xavier supports entrepreneurs through his investment fund, Kima Ventures.

Besides his other interests, Xavier is a shareholder of the *Le Monde* newspaper and the *Télérama*, *Courrier International*, *L'Obs*, *Nice-Matin*, *La Provence*, *France Antilles* and *Paris Turf* magazines.

In the fall of 2020, alongside Mathieu Pigasse and Moez-Alexandre Zouari, Xavier co-founded Teract (formerly 2MX Organic), a SPAC whose purpose is to invest in the consumer goods sector, with a particular focus on sustainability.

In February 2021, Xavier co-founded Hectar, an ecosystem for agriculture, entrepreneurship and tech based at a 1,500-acre site just outside Paris, which groups together a training campus, a start-up accelerator for agricultural ventures and a teaching center for schoolchildren and young people.

In September 2023, Xavier Niel co-founded Kyutai – a non-profit, open science AI research lab based in Paris – alongside Rodolphe Saadé (Chairman and CEO of CMA CGM) and Eric Schmidt (former Chief Executive Officer and Chairman of Google).

Finally, in 2024, Xavier Niel was appointed to the Board of Directors of ByteDance, the parent company of TikTok, and resigned from his position as a member of the Supervisory Board of Unibail-Rodamco-Westfield.

(1) As of March 14, 2025.

Executive management of iliad S.A.

Set forth below are certain select members of the Group executive management team as of the date of this Annual Report.

Name	Age	Position
Thomas Reynaud	51	Chief Executive Officer
Aude Durand	32	Deputy Chief Executive Officer

Thomas Reynaud is the Chief Executive Officer of iliad S.A. and a member of iliad Holding Strategic Committee. Thomas Reynaud joined the Group in 2007, tasked with structuring the Group's growth. He first served as Head of Business Development before becoming the Chief Financial Officer in 2008 and then a Deputy Chief Executive Officer in 2010. He has been iliad S.A. Chief Executive Officer since May 2018. As part of his successive responsibilities since joining the Group in 2007, Thomas Reynaud has taken part in the major developments that have shaped the Company's growth. He notably oversaw the launch of the fourth mobile operator, Free Mobile, which revolutionized the French market, before focusing more directly on international business development in Italy and Poland. Thomas Reynaud began his career in New York in 1997, where he advised European companies on their business development, and notably advised iliad S.A. at the time of its IPO. Thomas Reynaud is a graduate of HEC business school and New York University.

Aude Durand was previously Deputy CEO of iliad Holding, serving in this capacity since 2020, and leading several major Group projects in France, Italy and Poland, covering areas ranging from marketing, IT systems and network operations through to subscriber services. Aude is in charge of the Group's artificial intelligence strategy, and in this role she managed the creation of the Paris-based independent research lab, Kyutai. She is also Chair of Scaleway, Freya Investissement and JT Holding. In addition, Aude is a member of the Boards of Directors of Tele2 AB and Monaco Télécom. Before joining the iliad Group, Aude was Chief of Staff for the CEO of Orange Wholesale & International Networks and held various roles within Orange's B2B division. She also spent several months with Boston Consulting Group as a Visiting Associate. Aude has an MSc in Management Science & Engineering from the University of Stanford in the United States and graduated as an engineer from École Polytechnique in France.

Interim Chair of Millicom International Cellular S.A.

In his previous roles as President and COO, and more recently as Interim Chair of the Board of Millicom International Cellular S.A., Maxime Lombardini has brought strong operational leadership to the company.

Set forth below are certain details about Mr. Maxime Lombardini and a brief biography.

Name	Age	Position
Maxime Lombardini	59	Interim Chair of the Board of Directors

Maxime Lombardini began his career in 1989 with the Bouygues group, where he held successive positions as General Secretary of TPS (satellite television), Development Director of TF1 and Chief Executive Officer of TF1 Production.

He then held the position of Chief Executive Officer of the iliad Group from 2007 through 2018. On May 21, 2018, he was appointed as Chairman of iliad's Board of Directors. Since March 16, 2020, he has served as the Vice-Chairman of the Board of Directors, alongside Xavier Niel.

In September 2023, he was appointed President and Chief Operating Officer of Millicom, and then in October 2024 became Interim Chair of Millicom's Board of Directors.

Maxime is a graduate of Sciences Po Paris and holds a postgraduate degree in business and tax law from the University of Paris II.

5. iliad Holding S.A.S. – Shareholding & additional information

5.1 Shareholding of iliad Holding S.A.S.

iliad Holding S.A.S. is wholly owned and controlled by the Niel Family Group (for a short biography of Mr. Xavier Niel, the founder, please see Schedule 4 "Management of iliad Holding S.A.S.").

5.2 Additional information regarding iliad Holding S.A.S.

iliad Holding S.A.S. is a holding company with no business operations of its own other than certain financial management services.

iliad Holding S.A.S. is a *société par actions simplifiée* organized and existing under the laws of France with registration number 811 282 789 R.C.S Paris, having its registered office at 16, rue de la Ville l'Évêque, Paris 75008, France.

5.3 Additional information regarding iliad Holding Group and the shareholding of iliad S.A. and Millicom

iliad Holding S.A.S. indirectly controls iliad S.A. through Holdco II S.A.S. and owns 97.62% of the share capital of Holdco II S.A.S.

Please see below a table presenting a detailed breakdown of iliad S.A.'s share capital and voting rights as at December 31, 2024:

	December 31, 2024		
Shareholder	**Number of shares**	**% capital**	**% voting rights** [(a)]
Holdco II	58,893,684	98.62%	98.97% [(b)]
Employees	473,974	0.79%	0.59%
Sub-total	**59,367,658**	**99.41%**	**99.56%**
iliad (own shares)	352,580	0.59%	0.44% [(c)]
Total	**59,720,238**	**100%**	**100%**

(a) Percentage of theoretical voting rights.
(b) Holdco II has double voting rights attached to 58,571,040 shares.
(c) Percentage of theoretical but non-exercisable voting rights. Shares held by the company do not carry voting rights.

iliad Holding S.A.S. indirectly controls Millicom International Cellular S.A. through Atlas Investissement S.A.S. and Atlas S.A.S., and owned, as at December 31, 2024, 38.78% of the share capital and voting rights of Millicom International Cellular S.A [(1)].

For more information regarding Millicom International Cellular S.A. shareholding, please visit the company's 2024 Annual Report on its website: *https://www.millicom.com/investors/reporting-center (under "Annual Reports").*

Please see Schedule 6 "Management Report and analysis of iliad Holding S.A.S." of this Annual Report for a chart outlining the shareholding of iliad Holding Group as well as Note 38 to the consolidated accounts of iliad Holding S.A.S. for the year ended December 31, 2024 for a list of the main consolidated companies as at December 31, 2024.

(1) As of March 14, 2025, iliad Holding S.A.S. indirectly owns 37.77% of Millicom International Cellular S.A.'s share capital and voting rights.

6. Management report and analysis of iliad Holding S.A.S.

6.1 Overview

6.1.1 Analysis of the group's business and results

6.1.1.1 Key consolidated financial data

Income statement *(in € millions)*	iliad Holding restricted perimeter		iliad Holding consolidated
	2024	2023	**2024**
Total revenues	**10,024**	**9,241**	**11,343**
EBITDAaL	3,843	3,438	4,356
Profit from ordinary activities	1,608	1,278	1,886
Profit for the period	371	260	408

Balance sheet *(in € millions)*	iliad Holding restricted perimeter		iliad Holding consolidated
	Dec. 31, 2024	Dec. 31, 2023	**Dec. 31, 2024**
Non-current assets	23,844	22,789	32,416
Current assets [(a)]	5,499	4,691	6,381
Of which cash and cash equivalents	*1,143*	*1,534*	*1,920*
Assets held for sale	168	184	771
Total assets	**29,511**	**27,664**	**39,569**
Total equity	1,543	2,332	1,181
Non-current liabilities	20,344	18,476	27,818
Current liabilities [(a)]	7,572	6,845	9,835
Liabilities held for sale	52	11	734
Total equity and liabilities	**29,511**	**27,664**	**39,569**
Net debt [(b)]	**15,290**	**13,518**	**20,953**

(a) Excl. assets and liabilities held for sale.
(b) Net debt comprises short- and long-term financial liabilities, including derivative assets and liabilities, less cash and cash equivalents. In 2024, the definition of net debt was changed to include derivatives in order to give a more comprehensive view of the Group's financial position. The net debt figure at December 31, 2023 has been adjusted accordingly (€13,606 million based on the previous calculation method).

Cash flows *(in € millions)*	iliad Holding restricted perimeter		iliad Holding consolidated
	2024	2023	**2024**
Cash flows from operations	**4,837**	**4,106**	**5,385**
Investments including frequencies	(2,173)	(2,016)	(2,347)
Income tax paid	(280)	(340)	(340)
Net interest paid	(748)	(627)	(847)
Other (including impact of changes in scope of consolidation)	(996)	1,256	(99)
Net change in cash and cash equivalents – Group (excluding change in net debt and dividends paid to owners of the Company)	**(795)**	**1,374**	**268**
Dividends paid to owners of the Company	(175)	(34)	(175)

6.2 Key figures for 2024 – iliad Holding

The key figures for 2024 are as follows:

(in € millions)	iliad Holding restricted perimeter 2024	2023	% change	iliad Holding consolidated 2024	% change
Consolidated revenues	**10,024**	**9,241**	**+8.5%**	**11,343**	**+22.8%**
Europe	10,024	9,241	+8.5%	10,024	+8.5%
LATAM	-	-	-	1,320	NM
Intra-group sales	-	-	-	-	-
Consolidated EBITDAaL	**3,843**	**3,438**	**+11.8%**	**4,356**	**+26.7%**
Europe	3,843	3,438	+11.8%	3,843	+11.8%
LATAM	-	-	-	512	NM
Group Capex (excluding frequencies)	**2,022**	**2,016**	**+0.3%**	**2,172**	**+7.8%**
Europe	2,022	2,016	+0.3%	2,022	+0.3%
LATAM	-	-	-	150	NM
Operating FCF[(a)]	**1,821**	**1,422**	**+28.0%**	**2,183**	**+53.5%**
Europe	1,821	1,422	+28.0%	1,821	+28.0%
LATAM	-	-	-	362	-
Profit for the period	**371**	**260**	**+42.8%**	**408**	**+57.3%**

	Dec. 31, 2024	Dec. 31, 2023
Adjusted net financial debt[(b)]	15,180	13,412
Adjusted EBITDAal[(c)]	3,957	3,438
Leverage ratio	3.8 x	3.9 x

EUR/PLN exchange rate: 4.3058 for 2024 and 4.542 for 2023.
(a) EBITDAaL less capex excluding payments for frequencies.
(b) Adjusted net debt corresponds to the sum of principal outstanding debt less cash and cash equivalents.
(c) From 2024, adjusted EBITDAaL is defined as EBITDAaL + dividends received from equity-accounted investees (eir, TRM, SPIN, Tele2).

6.3 Comparison of results for 2024 and 2023

	iliad Holding restricted perimeter			iliad Holding consolidated	
(in € millions)	2024	2023	% change	2024	% change
Revenues	**10,024**	**9,241**	**+8.5%**	**11,343**	**+22.8%**
Purchases used in production	(2,786)	(2,637)	+5.6%	(3,072)	+16.5%
Payroll costs	(718)	(625)	+14.9%	(830)	+32.8%
External charges	(1,653)	(1,608)	+2.8%	(1,992)	+23.9%
Taxes other than on income	(231)	(211)	+9.6%	(231)	+9.6%
Additions to provisions	(118)	(72)	+63.4%	(151)	+109.1%
Other income and expenses from operations, net	264	223	+18.7%	274	+22.9%
Depreciation of right-of-use assets	(939)	(872)	+7.6%	(985)	+13.0%
EBITDAaL	**3,843**	**3,438**	**+11.8%**	**4,356**	**+26.7%**
EBITDAaL margin	***38.3%***	***37.2%***	***+1.1 pt***	***38.4%***	***+1.2 pt***
Share-based payment expense	(61)	(38)	+59.9%	(68)	+77.8%
Depreciation, amortization and impairment of non-current assets	(2,175)	(2,122)	+2.5%	(2,402)	+13.2%
Profit from ordinary activities	**1,608**	**1,278**	**+25.8%**	**1,886**	**+47.5%**
Other operating income and expense, net	59	28	NM	94	NM
Operating profit	**1,667**	**1,307**	**+27.6%**	**1,980**	**+51.5%**
Finance costs, net	(809)	(720)	+12.3%	(918)	+27.4%
Other financial income and expense, net	(6)	140	NM	(94)	NM
Interest expense on lease liabilities	(265)	(237)	+12.0%	(293)	+23.6%
Corporate income tax	(264)	(308)	-14.6%	(325)	+5.2%
Share of profit of equity-accounted investees	47	79	-40.4%	60	-23.5%
Net income/(loss) from discontinued operations	0	0	-	(3)	NM
Profit for the period	**371**	**260**	**+39.3%**	**408**	**+57.3%**

(a) Analysis of the Group's results

(i) Revenues

Consolidated revenues rose 22.8% year on year. Focusing on the restricted perimeter, consolidated revenues rose 8.5% year on year, or 7.1% on a like-for-like basis[1], driven by increases across all three of our geographies (8.2% for France, 8.0% for Italy and 9.7% for Poland, or 4.0% in PLN). Revenue growth in the fourth quarter was 5.1% as reported and 4.4% like for like, including the impact of comparison with fourth-quarter 2023, when Italy recorded €21 million in non-recurring revenues. Excluding this non-recurring item, year-on-year growth in fourth-quarter 2024 would have been 6.0% (5.3% like for like).

(ii) Payroll costs

Payroll costs rose by 32.8% in 2024. Focusing on the restricted perimeter, payroll costs rose by 14.9% during the year. France was the main contributor to this higher figure, due to an extension of the Free Proxi team network nationwide, new store openings and a recruitment drive in the B2B business. At December 31, 2024, the Group (restricted perimeter) had more than 18,200 employees, representing a year-on-year increase of around 500.

(1) Based on constant scope of consolidation and exchange rates.

(iii) External charges

External charges rose by 23.9%. Focusing on the restricted perimeter, external charges rose by 2.8% in 2024 to €1.65 billion, mainly due to the 12-month impact (versus nine months in 2023) of Play's service agreement with PŚO in Poland (joint venture with InfraVia).

(iv) Taxes other than on income

Taxes other than on income totaled €231 million in 2024, up 9.6% year on year, essentially as a result of a 38% increase in IFER tax payments in France.

(v) Additions to provisions

Additions to provisions for bad debts, impairment of inventories and contingencies amounted to €151 million in 2024, up 109.1%. Focusing on the restricted perimeter, additions to provisions for bad debts, impairment of inventories and contingencies amounted to €118 million in 2024, up €46 million year on year. The main additions were for bad debts and claims and litigation.

(vi) Other income and expenses from operations, net

This item represented net income of €274 million, €51 million higher than in 2023. Focusing on the restricted perimeter, this item represented net income of €264 million in 2024, €41 million higher than in 2023. It mainly includes the recognition of gains generated from the sale of sites in connection with build-to-suit programs in our three geographies, with Poland seeing most of the increases in 2024.

(vii) Depreciation of right-of-use assets

Depreciation of right-of-use assets totaled €985 million in 2024, a 13.0% increase year on year. Focusing on the restricted perimeter, depreciation of right-of-use assets totaled €939 million in 2024, a 7.6% increase year on year. This item results from the Group's application since January 1, 2019 of IFRS 16, Leases.

(viii) Profit for the period

Profit for the period climbed to €408 million, representing a 57.3% (€149 million) increase. Focusing on the restricted perimeter, profit for the period climbed to €371 million, representing a 42.8% (€111 million) increase. This year-on-year rise was due to several factors: (i) growth in EBITDAaL, which had a €405 million positive impact and offset, among other things, (ii) €28 million in losses on disposals of non-current assets (versus a €79 million gain in 2023) and the write-down to zero of the call option on Eir (a €90 million impairment loss), (iii) an increase in finance costs of €88 million, (iv) a €53 million increase in depreciation and amortization expense attributable to the significant capital expenditure incurred in recent years, and (v) a €32 million decrease in share of profit of equity-accounted investees.

6.3.1 Consolidated cash flows and capital expenditure

	iliad Holding restricted perimeter			iliad Holding consolidated	
(in € millions)	**2024**	2023	% change	**2024**	% change
Consolidated cash flows from operations	**4,837**	**4,106**	**+17.8%**	**5,385**	**+31.1%**
Right-of-use assets and interest expense on lease liabilities – IFRS 16 impact	(1,103)	(987)	+11.7%	(1,177)	+19.2%
Change in working capital requirement	(332)	168	NM	(306)	NM
Operating cash flow after IFRS 16 and change in WCR	**3,402**	**3,287**	**+3.5%**	**3,901**	**+18.7%**
Capital expenditure including frequencies	(2,173)	(2,200)	-1.3%	(2,347)	+6.7%
Income tax paid	(280)	(340)	-17.8%	(340)	0.0%
Net interest paid	(748)	(627)	+19.3%	(847)	+35.1%
Other (including impact of changes in scope of consolidation)	(996)	1,256	NM	(99)	NM
Consolidated free cash flow (excluding financing activities and dividends paid to owners of the Company)	**(795)**	**1,374**	**NM**	**268**	**-80.5%**
Dividends paid to owners of the Company	(175)	(34)	NM	(175)	NM

6.3.2 Analysis of consolidated free cash flow

The year-on-year change in consolidated free cash flow mainly reflects the following:

- €5.4 billion in consolidated cash flows from operations, up 31.1% on 2023. Focusing on the restricted perimeter, consolidated cash flows from operations amounted to €4.8 billion, up 17.8% on 2023, before €1.1 billion in lease payments and interest expense on lease liabilities recognized due to the application of IFRS 16;
- a negative €306 million contribution from the change in working capital. Focusing on the restricted perimeter, the negative contribution from the change in working capital requirement amounted to €332 million. The positive contribution from this item in 2023 included €310 million in damages paid by Bouygues Telecom in legal proceedings related to so-called "subsidized" offers. The negative contribution in 2024 was mainly due to payments made under BTS programs;
- capital expenditure (including frequencies) increased by 6.7%. Focusing on the restricted perimeter, capital expenditure (including frequencies) decreased by 1.3% with a slight decrease for France (down 3.7%, as investments in Fiber are gradually reaching maturity), offset by increases for Italy (up 11.5%) and Poland (up 12.9%, or 6.1% in PLN); Capital expenditure in frequencies decreased by 18.0%;
- €340 million in income tax paid, flat year-on-year. Focusing on the restricted perimeter, income tax paid amounted to €280 million, down 17.8% year-on-year;
- a €220 million increase in net interest paid. Focusing on the restricted perimeter, the increase in net interest paid amounted to €118 million, reflecting the rise in interest rates and, to a lesser extent, higher average gross debt than in 2023;
- other for €99 million. Focusing on the restricted perimeter, other were mostly driven by disbursements of €1.1 billion mainly related to the financing of the acquisition by Freya of Tele2 shares held by Kinnevik and to the financing of part of the acquisition of Millicom shares by Atlas;
- €175 million in dividends paid to owners of the Company.

6.4 Consolidated debt

iliad Holding is not exposed to any significant liquidity risk in view of the iliad Group's profitability and debt maturity, as well as its access to various sources of financing and its leverage level.

At December 31, 2024, iliad Holding had on a consolidated basis gross debt of €22,873 million and net debt of €20,953 million (excluding IFRS 16 lease liabilities).

Focusing on the restricted scope of consolidation, at December 31, 2024, iliad Holding had gross debt of €16,433 million and net debt of €15,290 million (excluding IFRS 16 lease liabilities), with adjusted net debt (1) of €15,180 million. At that date, iliad Holding had sufficient liquidity to finance its operations, with €1.1 billion in cash and cash equivalents held by its "restricted" subsidiaries as well as those companies' access to €3.1 billion in undrawn credit facilities (2). iliad Holding or any of its affiliates may, at certain times, decide to acquire, repay or redeem a portion of its outstanding debt, in cash and/or in exchange for securities or another form of consideration, via open market purchases, over-the-counter transactions or any other means.

iliad Holding is pursuing its strategy of investing in major industrial projects that will generate substantial future cash flows, while maintaining its solid financial structure and significant access to financing. iliad Holding's leverage ratio at December 31, 2024 – corresponding to the ratio of consolidated net debt for the restricted perimeter to the adjusted EBITDAaL (3) figure of €3,957 million for the restricted scope – was 3.8x EBITDAal.

Gross debt for the restricted scope of consolidation at December 31, 2024 primarily comprised the borrowings described on the following page. For further information, see Note 30, *Financial liabilities* to the consolidated financial statements.

(1) Adjusted net debt corresponds to the sum of principal outstanding debt less cash and cash equivalents.
(2) Includes (i) syndicated revolving credit facilities held by iliad Holding, iliad and Play, and (ii) the undrawn available amount under the €300 million EIB bilateral loan set up in December 2023, none of which had been used at December 31, 2024.
(3) From 2024, adjusted EBITDAaL is defined as EBITDAaL + dividends received from equity-accounted investees (eir, TRM, IFT, Tele2).

6.4.1 Summary of the Group's borrowings due beyond one year at December 31, 2024 (final maturities)

Restricted perimeter only

(in € millions)	Amount available	2025	2026	2027	2028 and beyond	Type of repayment/ redemption
Main borrowings – iliad Holding						
Bank borrowings						
€300m revolving credit facility (SS RCF) – 2021	300	-	-	-	300	At maturity
Bond debt						
€750m bond issue – 2021 @ 5.625%	-	-	-	-	742	At maturity
$900m bond issue – 2021 @ 7.000%[a]	-	-	-	-	739	At maturity
€750m notes issue – 2024 @ 6.875%	-	-	-	-	750	At maturity
$950m notes issue – 2024 @ 8.500%[a]	-	-	-	-	847	At maturity
€600m bond issue – 2024 @ 5.375%	-	-	-	-	600	At maturity
$850m bond issue – 2024 @ 7.000%[a]	-	-	-	-	749	At maturity
Main borrowings – Freya						
Freya – credit facility[b]	-	-	-	691	-	At maturity
Main borrowings – iliad						
Bank borrowings						
€200m EIB loan – 2016	-	20	20	20	60	In installments
€300m EIB loan – 2018	-	30	30	30	180	In installments
€300m EIB loan – 2020	-	-	-	-	300	At maturity
€300m EIB loan – 2022	-	-	-	-	300	At maturity
€300m EIB loan – 2023	300	-	-	-	300	Not determined
€90m KFW loan – 2017	-	9	9	9	14	In installments
€150m KFW loan – 2019	-	15	15	15	45	In installments
€2,000m syndicated RCF – 2022	2,000	-	-	-	2,000	At maturity
€812m syndicated term loan – 2024[c]	-	312	-	-	500	At maturity
€1,000m syndicated term loan – 2022	-	-	-	1,000	-	At maturity
Bond debt						
€650m bond issue – 2018 @ 1.875%	-	183	-	-	-	At maturity
€650m bond issue – 2020 @ 2.375%	-	-	471	-	-	At maturity
€700m bond issue – 2021 @ 1.875%	-	-	-	-	700	At maturity
€750m bond issue – 2022 @ 5.375%	-	-	-	750	-	At maturity
€500m bond issue – 2023 @ 5.625%		-	-	-	500	At maturity
€650m bond issue – 2023 @ 5.375%		-	-	-	650	At maturity
€500m bond issue – 2024 @ 5.375%		-	-	-	500	At maturity
€500m bond issue – 2024 @ 4.250%		-	-	-	500	At maturity
***Schuldschein* notes**						
€500m *Schuldschein* issue – 2019	-	-	65	16	-	At maturity
€500m *Schuldschein* issue – 2021	-	185	263	23	30	At maturity
€112m *Schuldschein* issue – 2022	-	-	72	40	-	At maturity

(in € millions)	Amount available	2025	2026	2027	2028 and beyond	Type of repayment/ redemption
Main borrowings – Play[(d)]						
Bank borrowings						
PLN 3,500m term loan – 2021	-	-	819	-	-	At maturity
PLN 2,000m RCF – 2021	468	-	468	-	-	At maturity
PLN 500m BGK bilateral loan – 2021	-	23	23	23	18	In installments
PLN 464m ECA bilateral loan – 2021	-	27	27	-	-	In installments
PLN 5,500m acquisition loan – 2021	-	-	702	-	-	At maturity
PLN 470m EIB bilateral loan – 2022	-	13	15	22	59	In installments
Bond debt						
PLN 750m bond issue – 2019 @ Wib + 1.75%	-	-	175	-	-	At maturity
PLN 500m bond issue – 2020 @ Wib + 1.85%	-	-	-	117	-	At maturity

(a) Bonds and notes issued in USD are converted into euros using the average rate of the derivatives (cross-currency swaps) used to hedge them, corresponding to a EUR/USD rate of 1.156 for the 2021 issue, 1.122 for the $950m 2024 issue, and 1.134 for the $850m 2024 issue.
(b) Converted at the EUR/SEK spot rate at December 31, 2024: 11.459.
(c) Formerly called "€900m syndicated term loan – 2020" before the amend & extend procedure carried out on December 18, 2024.
(d) Converted at the EUR/PLN spot rate at December 31, 2024: 4.275.

1) Main movements in borrowings – iliad Holding – restricted perimeter

a) Bank borrowings:

- **A €420 million mid-term facility set up in February 2024**

  On February 24, 2024, iliad Holding set up a mid-term facility with a banking pool to partially finance Freya's step acquisition of Tele2 shares. The total confirmed amount available under this facility is €420 million. On February 29, 2024, iliad Holding drew down €163 million under this facility to partially finance the first tranche of Freya's acquisition of Tele2 shares from Kinnevik, corresponding to 31,329,972 Class B shares and representing 4.5% of Tele2's share capital (3.5% of the voting rights). On April 29, 2024, iliad Holding drew down an additional €194 million under the facility to finance Freya's acquisition of the second tranche of Tele2 shares, corresponding to 14,202,766 Class A shares and 85,549,182 Class B shares. At December 31, 2024, Freya Investissement held 19.8% of Tele2's share capital and 26.98% of its voting rights.

  On May 17, 2024, following iliad Holding's issue of senior secured notes (see *Bond/notes issues and private placements* below), it used part of the proceeds to repay the approximately €357 million outstanding under the mid-term facility, resulting in the full repayment of the facility and its cancellation with effect from that date.

b) Bond/notes issues and private placements:

- **Dual-tranche SSN issue in May 2024, representing a euro equivalent of €1.6 billion**

  On May 14, 2024 iliad Holding issued €600 million in Senior Secured Notes ("SSN") with a coupon of 6.875% per annum and $750 million in SSN with a coupon of 8.500% per annum. All of the notes have a seven-year maturity and are due April 15, 2031. In parallel with this issue, iliad Holding repaid respectively €400 million and $500 million in principal on its outstanding €1.1 billion 5.125% SSN due 2026 and $1.2 billion 6.500% SSN due 2026, following a tender offer announced by the Company on April 29, 2024.

  On May 16, 2024, iliad Holding also announced a Tap offering on its newly issued SSN, for an additional €150 million with a coupon of 6.875% per annum and $200 million with a coupon of 8.500%. Both Tap issues were carried out on May 16, 2024 with the corresponding additional notes having the same maturity date as in the existing indenture, i.e., April 15, 2031.

  In parallel with these new issues, iliad Holding continued its hedging policy by entering new USD/EUR Cross-Currency Swaps ("CCS") to hedge the full amount of the newly issued SSN totaling $950 million.

- **Dual-tranche bond issue in December 2024, representing a euro equivalent of €1.4 billion**

  On December 3, 2024, iliad Holding carried out a dual-tranche bond issue, comprising a €600 million EUR tranche due in April 2030 with a coupon of 5.375% per annum, and an $850 million USD tranche due April 15, 2032 with a coupon of 7.00% per annum. In parallel with these issues, iliad Holding exercised its early redemption option with a make-whole premium on its outstanding bonds due in 2026, i.e., 700 million denominated in EUR and 700 million denominated in USD.

  Concurrent to the issues, iliad Holding continued its hedging policy by entering new USD/EUR Cross-Currency Swaps ("CCS") to hedge the full amount of the newly issued US dollar tranche totaling $850 million.

2) Main movements in borrowings – Freya Investissement

Bank borrowings:

- **SEK 7.9 billion credit facility set up in April 2024**

  On April 24, 2024, Freya Investissement arranged a SEK 7.3 billion facility with leading French banks, which was used in full to finance the second tranche of its acquisition of Tele2 shares from Kinnevik. The facility carries a variable interest rate indexed to the STIBOR plus a 2.20% margin, with a maturity date of April 24, 2027 and a one-year extension option.

  Freya Investissement repaid SEK 39 million of the facility in advance of maturity during 2024.

  On December 12, 2024, the facility was increased by SEK 660 million to repay the iliad shareholder loan that was used to finance Freya's acquisitions from Kinnevik of the third and final tranche of Tele2 shares on August 27, 2024.

3) Main movements in borrowings – iliad

a) Borrowings due within one year:

- **€1,400 million NEU CP program**

  On June 11, 2024, the iliad Group renewed its short-term NEU CP program, representing a maximum amount of €1,400 million. €432 million of this program had been used at December 31, 2024.

- **€700 million trade receivables securitization program**

  On March 5, 2024, the Group amended its trade receivables securitization program to include additional financial parties.

  At December 31, 2024, €675 million of the program had been used.

- **€183 million worth of bonds issued in April 2018**

  The remaining €183 million worth of bonds outstanding under this issue, representing an aggregate principal amount of €650 million, mature on April 25, 2025.

- **€185 million worth of *Schuldscheindarlehen* (SSD) notes placed in June 2021**

  Two tranches totaling €185 million out of the initial €500 million *Schuldschein* notes placed in June 2021 mature on June 30, 2025.

- **€312 million due under the €812 million term loan (originally €900 million) amended in December 2024**

  On December 18, 2024, iliad repaid €89 million of its term loan facility set up in December 2020. On the same date, iliad amended and extended the facility's underlying agreement, and the loan now consists of two tranches: a €312 million tranche maturing in December 2025, and a €500 million tranche maturing in December 2028, with an option to extend for a further year.

b) Borrowings due beyond one year

Bank borrowings:

- **A €650 million mid-term facility (originally €2.0 billion) set up in July 2022**

  On January 9, 2024, iliad canceled the full undrawn amount of its mid-term facility, which totaled €650 million at that date.

- **A €2 billion syndicated revolving credit facility set up in July 2022**

  On July 23, 2024, iliad amended the contract for its syndicated revolving credit facility ("RCF") to include Corporate Social Responsibility ("CSR") performance indicators. These performance indicators relate to (i) reducing the Group's carbon footprint in order to meet its 2030 targets (Scope 1, 2 and 3) validated by the Science Based Targets initiative (SBTi) in early 2024, and (ii) promoting gender diversity among new employees, with a particular focus on recruiting women within the Group. Since then, this RCF has qualified as a Sustainability-Linked Loan (SLL).

  On July 25, 2024, iliad exercised an option to extend this RCF by one year, and it now matures on July 24, 2029.

- **A €300 million bilateral loan set up in December 2022**

  On June 13, 2024, iliad drew down the full amount of €300 million available under its loan set up in 2022 with the European Investment Bank ("EIB"). This loan has a final maturity date of June 13, 2030. It has a variable interest rate, which can be revised or changed to a fixed rate on June 13, 2027.

- **A €900 million syndicated term loan set up in December 2020**

  On December 18, 2024, iliad repaid €89 million of its term loan facility set up in December 2020. On the same date, iliad amended and extended the facility's underlying agreement, and the loan now consists of two tranches: a €312 million tranche maturing in December 2025, and a €500 million tranche maturing in December 2028, with an option to extend for a further year.

Bond issues and private placements:

- **€650 million worth of bonds issued in February 2021**

  On February 12, 2024, iliad redeemed €235 million worth of bonds that had reached maturity, out of the €650 million bond issue carried out on February 11, 2021.

- **€500 million worth of bonds issued in May 2024**

  On May 2, 2024 iliad successfully placed €500 million worth of bonds, maturing in seven years and paying interest at 5.375% per year. The bonds will be redeemed at maturity on May 2, 2031. The proceeds from the issue were mainly used to finance a c. €482 million tender offer announced on the same date for iliad's existing bonds, with €135 million allocated to its outstanding bonds due October 2024 and €346 million to those due April 2025.

- **€500 million green bond issue in October 2024**

  On October 29, 2024 iliad successfully placed an inaugural €500 million green bond issue, maturing in just over five years and paying interest at 4.25% per year. The bonds will be redeemed at maturity on December 15, 2029. The proceeds from this issue will be used in part to finance and refinance eligible expenditure described in the Group's "Green Financing Framework" published on October 21, 2024 on the iliad Group's corporate website.

  On the same date, iliad announced a tender offer to repurchase €300 million worth of its existing bonds, of which €121 million allocated to bonds due April 2025 and €179 million to those due June 2026.

4) Main movements in borrowings – Play

Bank borrowings:

- **A PLN 2 billion syndicated revolving credit facility set up in March 2021**

  On March 15, 2024, Play extended its RCF by two years, and its final maturity is now March 26, 2026. Play drew down PLN 747 million under this facility on May 16, 2024. Following successive repayments since that date, at December 31, 2024 the RCF's entire PLN 2 billion was available.

- **A PLN 470 million bilateral loan set up in January 2022**

  On May 31, 2024, Play drew down an additional PLN 235 million under its EIB loan, meaning that this loan was fully drawn at December 31, 2024.

7. Consolidated financial statements

for the year ended December 31, 2024

7.1 Consolidated income statement

(in € millions)	Note	2024	2023
Revenues	4	**11,343**	**9,241**
Purchases used in production	6	(3,072)	(2,637)
Payroll costs	7	(830)	(625)
External charges	6	(1,992)	(1,608)
Taxes other than on income		(231)	(211)
Additions to provisions	10	(151)	(72)
Other income and expenses from operations, net	9	274	223
Depreciation of right-of-use assets	19	(985)	(872)
EBITDAaL	3	**4,356**	**3,438**
Share-based payment expense		(68)	(38)
Depreciation, amortization and impairment of non-current assets	10	(2,402)	(2,122)
Profit from ordinary activities		**1,886**	**1,278**
Other operating income and expense, net	11	94	28
Operating profit		**1,980**	**1,307**
Income from cash and cash equivalents	12	54	30
Finance costs, gross	12	(972)	(750)
Finance costs, net		**(918)**	**(720)**
Interest expense on lease liabilities	12	(293)	(237)
Other financial income and expense, net	12	(94)	140
Corporate income tax	13	(325)	(308)
Share of profit of equity-accounted investees	21	60	79
Profit from continuing operations		**411**	**260**
Profit/(loss) from discontinued operations		(3)	0
Profit for the period		**408**	**260**
Profit for the period attributable to:			
• owners of the Company		317	253
• minority interests		91	6
• basic earnings per share	14	0.09	0.07
• diluted earnings per share	14	0.09	0.07

7.2 Consolidated statement of comprehensive income

(in € millions)	2024	2023
Profit for the period	**408**	**260**
Items that may be subsequently reclassified to profit:		
• fair value remeasurement of interest rate and currency hedging instruments	36	(46)
• tax effect	(9)	11
• value adjustments to equity investments	25	0
• tax effect	(6)	0
• share of OCI of equity-accounted investments that may be subsequently reclassified to profit	(2)	(4)
• tax effect	0	1
• change in translation adjustments	108	50
Total	**151**	**13**
Items that will not be reclassified to profit:		
• post-employment benefit obligations (IAS 19 revised): impact of changes in actuarial assumptions	1	(3)
• tax effect	(0)	1
• share of OCI of equity-accounted investments that will not be reclassified to profit	(30)	(45)
• tax effect	4	6
Total	**(25)**	**(42)**
Other comprehensive income/(expense) for the period, net of tax	**126**	**(29)**
Total comprehensive income for the period	**534**	**230**
Total comprehensive income for the period attributable to:		
• owners of the Company	382	217
• minority interests	152	13

7.3 Consolidated balance sheet – Assets

(in € millions)	Note	Dec. 31, 2024	Dec. 31, 2023
Goodwill	16	2,757	825
Intangible assets	17	7,626	5,286
Right-of-use assets	19	5,914	4,918
Property, plant and equipment	20	12,087	9,074
Investments in equity-accounted investees	21	2,566	852
Other financial assets	22	370	1,108
Financial instruments – hedges	33	207	80
Deferred income tax assets	13	759	604
Other non-current assets	24	130	42
Total non-current assets		**32,416**	**22,789**
Inventories	23	706	511
Current income tax assets	13	274	26
Trade and other receivables	24	1,901	1,321
Other current assets	24	1,515	1,287
Other financial assets	22	57	0
Financial instruments – hedges	33	9	11
Assets held for sale	25	771	184
Cash and cash equivalents	26	1,920	1,534
Total current assets		**7,153**	**4,874**
Total assets		**39,569**	**27,664**

7.4 Consolidated balance sheet – Equity and liabilities

(in € millions)	Note	Dec. 31, 2024	Dec. 31, 2023
Share capital	27	3,390	3,390
Additional paid-in capital		867	1,716
Retained earnings and other reserves		(3,076)	(2,773)
Total equity		**1,181**	**2,332**
Attributable to:			
• owners of the Company		1,591	2,297
• minority interests		(410)	35
Long-term provisions	29	244	116
Financial liabilities	30	20,431	12,783
Financial instruments – hedges	33	119	69
Non-current lease liabilities	19	5,687	4,536
Deferred income tax liabilities	13	478	321
Other non-current liabilities	31	860	651
Total non-current liabilities		**27,818**	**18,476**
Short-term provisions	29	174	115
Taxes payable	13	296	24
Trade and other payables	31	5,855	3,661
Financial liabilities	30	2,528	2,271
Financial instruments – hedges	33	11	20
Current lease liabilities	19	970	754
Liabilities held for sale	25	734	11
Total current liabilities		**10,569**	**6,855**
Total equity and liabilities		**39,569**	**27,664**

7.5 Consolidated statement of changes in equity

(in € millions)	Share capital	Additional paid-in capital	Own shares held	Reserves	Retained earnings	Equity attributable to owners of the Company	Minority interests	Total equity
Balance at January 1, 2023	**3,390**	**1,716**	**(71)**	**(5,103)**	**2,203**	**2,134**	**44**	**2,178**
Movements in 2023								
Profit for the period					253	253	6	260
Impact of interest rate and currency hedges				(40)		(40)	2	(38)
Impact of changes in fair value of investments in subsidiaries and affiliates						0		0
Impact of post-employment benefit obligations				(40)		(40)	(1)	(42)
Impact of changes in translation adjustments				44		44	6	50
Total comprehensive income for the period				**(36)**	**253**	**217**	**13**	**230**
Change in share capital of iliad Holding						0		0
Dividends paid by iliad Holding					(34)	(34)		(34)
Dividends paid by subsidiaries						0	(35)	(35)
Purchases/sales of own shares			30			30	1	31
Impact of stock options				(25)		(25)	(1)	(25)
Impact of changes in minority interests in subsidiaries				(12)		(12)	12	0
Other				(14)		(14)	2	(13)
Balance at December 31, 2023	**3,390**	**1,716**	**(40)**	**(5,191)**	**2,422**	**2,297**	**35**	**2,332**
Balance at January 1, 2024	**3,390**	**1,716**	**(40)**	**(5,191)**	**2,422**	**2,297**	**35**	**2,332**
Movements in 2024								
Profit for the period					317	317	91	408
Impact of interest rate and currency hedges				22		22	3	24
Impact of changes in fair value of investments in subsidiaries and affiliates				18		18	0	18
Impact of post-employment benefit obligations				(25)		(25)	(0)	(25)
Impact of changes in translation adjustments				50		50	58	108
Total comprehensive income for the period				**65**	**317**	**382**	**152**	**534**
Change in share capital of iliad Holding		(848)		848		0		0
Dividends paid by iliad Holding					(1,034)	(1,034)		(1,034)
Dividends paid by subsidiaries						0	(134)	(134)
Purchases/sales of own shares			11			11	(17)	(6)
Impact of stock options				(7)		(7)	3	(4)
Impact of changes in minority interests in subsidiaries				63		63	(63)	0
Other				(121)		(121)	(385)	(506)
Balance at December 31, 2024	**3,390**	**867**	**(29)**	**(4,343)**	**1,705**	**1,591**	**(410)**	**1,181**

7.6 Consolidated statement of cash flows

(in € millions)	Note	2024	2023
Profit for the period (including minority interests)		**408**	**260**
+/- Depreciation, amortization and provisions, net (excluding for current assets)	10	3,340	2,967
-/+ Unrealized gains and losses on changes in fair value		158	(74)
+/- Non-cash expenses and income related to stock options and other share-based payments		62	40
-/+ Other non-cash income and expenses, net		113	108
-/+ Gains and losses on disposals of assets		116	(143)
-/+ Dilution gains and losses		0	0
+/- Share of profit of equity-accounted investees	21	(55)	(79)
– Dividends (investments in non-consolidated undertakings)		(0)	(0)
Cash flows from operations after finance costs, net, and income tax		**4,142**	**3,078**
+ Finance costs, net	12	918	720
+/- Income tax expense (including deferred taxes)	13	325	308
Cash flows from operations before finance costs, net, and income tax (A)		**5,385**	**4,106**
– Income tax paid (B)		(340)	(340)
+/- Change in operating working capital requirement (incl. employee benefit obligations) (C)	15	(306)	168
= Net cash generated from operating activities (E) = (A) + (B) + (C)		**4,738**	**3,934**
– Acquisitions of property, plant and equipment and intangible assets (capex)	15	(2,474)	(2,405)
+ Disposals of property, plant and equipment and intangible assets (capex)		126	204
– Acquisitions of investments in non-consolidated undertakings	22	(2)	(21)
+ Disposals of investments in non-consolidated undertakings		43	8
+/- Effect of changes in scope of consolidation – acquisitions		726	(112)
+/- Effect of changes in scope of consolidation – disposals		53	885
+ Dividends received (from equity-accounted investees and non-consolidated undertakings)		61	66
+/- Change in outstanding loans and advances	22	(1,032)	(181)
+ Cash inflows related to assets held for sale	25	128	682
– Cash outflows related to assets held for sale	25	(4)	(26)
= Net cash used in investing activities (F)		**(2,374)**	**(900)**
+ Amounts received from shareholders on capital increases		0	0
– Amounts paid to shareholders on capital reductions		(31)	0
+ Proceeds received on exercise of stock options		0	0
-/+ Own-share transactions		0	0
– Dividends paid during the period:		0	
• dividends paid to owners of the Company		(175)	(34)
• dividends paid to minority shareholders of consolidated companies		(42)	(35)
+ Proceeds from new borrowings (excluding finance leases)	30	7,764	4,598
– Repayments of borrowings	30	(7,470)	(4,937)
– Repayments of lease liabilities	19	(1,005)	(871)
– Net interest paid	12	(847)	(627)
– Interest paid on lease liabilities		(172)	(130)
= Net cash used in financing activities (G)		**(1,978)**	**(2,037)**
+/- Effect of exchange-rate movements on cash and cash equivalents (H)		1	(10)
= Net change in cash and cash equivalents (E + F + G + H)		**386**	**988**
+/- Impact of foreign exchange conversion of cash and cash equivalents (opening & closing rates)		(1)	1
Cash and cash equivalents at beginning of year		1,516	527
Cash and cash equivalents at year-end	15/26	1,901	1,516

7.7 Notes to the consolidated financial statements

Note 1. Accounting principles and policies

1.1 General information

"iliad" refers to iliad SA, a société anonyme (joint stock company) registered in France.

"iliad Holding" or "the Company" refers to iliad Holding S.A.S., a *société par actions simplifiée* (simplified joint stock company) registered in France, which indirectly owns the shares of iliad SA.

The "iliad Holding Group" refers to iliad Holding and its consolidated subsidiaries.

The "iliad Group" refers to iliad SA and its consolidated subsidiaries.

The iliad Holding Group (the "Group") is a leading electronic communications player in Europe, and also in Latin America following its acquisition of Millicom (see Note 2), with 100 million subscribers, €11.3 billion in revenues in 2024 and over 31,700 employees.

Since it was founded in 1991, thanks to its expertise in electronic communications networks and the commercial appeal of its retail offerings marketed under the Free brand, the iliad Group has become a major Internet and electronic communications player (fixed and mobile) in France.

In 2018, through the iliad Group, the iliad Holding Group expanded its geographic reach to Italy, where it has captured almost 15% market share in just over six years. It continued its expansion in Europe in 2020, acquiring Play, Poland's leading mobile telecom operator, and on April 1, 2022 completed its acquisition of the Polish cable-operator UPC. In 2024, the iliad Holding Group completed the acquisitions of Atlas Investissement, the entity that holds approximately 40% of Millicom (see Note 2), and Freya Investissement, the entity that holds 19.8% of Tele2's capital and 26.98% of its voting rights (see Note 2).

iliad Holding is the parent company of the iliad Holding Group, which operates under the trade names of Free in France, iliad in Italy, Play in Poland and Tigo in Latin America.

The president of iliad Holding approved the consolidated financial statements for the year ended December 31, 2024 on March 24, 2025, These financial statements will only be definitive after approval by the Company's shareholders at the Annual General Meeting scheduled to be held in May 2025.

1.2 Applicable accounting standards and policies

The main accounting policies adopted for the preparation of these consolidated financial statements are set out below. Unless otherwise specified, the same policies have been consistently applied for all of the periods presented.

1.2.1 Basis of preparation

The consolidated financial statements of the iliad Holding Group have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. The historical cost convention has been applied, except for financial assets and liabilities carried at fair value with changes in fair value recognized either directly in the income statement or in equity when hedge accounting is used.

The preparation of consolidated financial statements in compliance with IFRS requires the use of certain critical accounting estimates. It also requires Management to exercise its judgment when applying the Group's accounting policies. The areas involving a high degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

1.2.2 Standards, amendments and interpretations whose application was mandatory for the first time in the fiscal year beginning January 1, 2024

- **Amendments to IAS 1 – Presentation of Financial Statements – Classification of Liabilities as Current or Non-current**: The purpose of these amendments is to clarify the criteria for classifying a liability as current or non-current. They clarify, but do not change, the existing requirements, and therefore do not significantly impact the Group's consolidated financial statements.
- **Amendment to IFRS 16 – Leases – Lease Liability in a Sale and Leaseback**: This amendment introduces a new accounting model for measuring lease liabilities when variable lease payments arise in a sale-and-leaseback transaction. Under this model, the seller-lessee recognizes in profit or loss, as a variable lease payment, the difference between the payments made for the lease and the lease payments that reduce the carrying amount of the lease liability. The Group does not have sale-and-leaseback transactions with variable lease payments.
- **Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements**: The purpose of these amendments is to introduce additional disclosure requirements to enhance the transparency of supplier finance arrangements – such as reverse factoring arrangements – and their effects on a company's liabilities, cash flows and exposure to liquidity risk. The impact of these amendments on the Group is not material.
- **Amendments to IAS 12 – International Tax Reform – Pillar Two Model Rules**: The OECD's international tax reform, known as "Pillar Two", aims in particular to establish a minimum tax rate of 15% for multinational enterprises with revenues above €750 million. The amendments to IAS 12 also introduce a disclosure requirement whereby companies must disclose any known or reasonably estimable qualitative and/or quantitative information that helps users of financial statements understand the entity's exposure to Pillar Two income taxes in periods in which Pillar Two legislation is enacted. Its application has been mandatory as from January 1, 2023, but in May 2023, the IASB issued narrow-scope amendments providing temporary relief (applicable in 2023) from accounting for deferred taxes arising from the implementation of the Pillar Two model rules. The impact of the tax reform on the Group is not material.

The Group has applied all of the above amendments.

1.2.3 Main standards and amendments whose application is mandatory for fiscal years beginning after December 31, 2024 and which were not early adopted

- **IFRS 18 – Presentation and Disclosure in Financial Statements**: IFRS 18 replaces IAS 1 with the objective of giving investors more transparent and comparable information about companies' financial performance. This new standard, which has not yet been endorsed by the European Union, must be applied retrospectively as from January 1, 2027.

The iliad Holding Group is currently analyzing the impacts of applying the above standard.

1.2.4 Consideration of climate risks

The Group strives to limit the impact of its activities on the environment, and in 2021, it published its Climate Strategy based on ten ambitious pledges (see the iliad website for further details). In February 2024, those pledges were corroborated with the validation by the Science Based Targets initiative (SBTi) of the Group's carbon reduction pathway. Its short-term pathway (for 2030) and its pathway to the SBTi's Corporate Net-Zero Standard (for 2050) have been validated based on the following terms (with 2022 as the base year):

- iliad has undertaken to reduce its absolute Scope 1 and 2 GHG emissions by 60% and its Scope 3 GHG emissions by 46% by 2030;
- iliad has undertaken to reduce its absolute Scope 1, 2 and 3 GHG emissions by 90% by 2050.

To achieve these ambitious goals, the iliad Holding Group is investing in its infrastructure to ensure that it is efficient and resilient. The deployment of the Group's climate program is reflected in its financial statements through capital expenditure, operating expenses, research and development costs and corporate sponsorship and philanthropy expenses. A description of this expenditure is provided in the iliad Group's Green Financing Framework, published at the time of the green bond issue in the last quarter of 2024 (see iliad's corporate website for further details). This Framework was independently reviewed by Sustainalytics as a Second Party Opinion (SPO).

In addition, against an overall backdrop of energy and environmental transition, the Group's EBITDAaL will be exposed in the coming years to changes in electricity and raw materials prices and in production, transport and distribution costs, as well as costs related to the end-of-life of products.

The short- and mid-term effects of climate change have been incorporated into the Group's projections, which are used as the basis for impairment tests on goodwill and intangible assets. The Group does not expect the value and useful lives of its property, plant and equipment and intangible assets to be significantly impacted.

1.3 Consolidation

Consolidation methods

Subsidiaries

Subsidiaries are entities that are controlled by the iliad Holding Group. They are fully consolidated in the Group's financial statements.

Control is presumed to exist when the iliad Holding Group has the power to govern an entity's financial and operating policies, either directly or indirectly, so as to obtain benefits from its activities. The Group controls an entity, if and only if, it has all of the following elements of control:

- power over the entity;
- exposure, or rights, to variable returns from its involvement with the entity;
- the ability to use its power over the entity to affect the amount of the Group's returns.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and they are deconsolidated from the date that control ceases.

The accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Associates

Associates are all entities over which the iliad Holding Group has significant influence but not control or joint control (i.e. entities that are not subsidiaries or joint ventures). Interests in associates are accounted for using the equity method.

The existence of significant influence by the iliad Holding Group is usually evidenced in one or more of the following ways:

- representation on the Board of Directors or equivalent governing body of the investee;
- participation in policy-making processes, including participation in decisions about dividends or other distributions;
- material transactions between the iliad Holding Group and its investee;
- interchange of managerial personnel; or
- provision of essential technical information.

The financial statements of associates are accounted for by the equity method in the consolidated financial statements from the date significant influence arises to the date significant influence ceases.

The Group does not have any investments in special-purpose entities.

Jointly controlled entities

Joint ventures and joint operations are joint arrangements whereby the iliad Holding Group contractually agrees with one or more partners to share control over an economic activity. Joint operations are joint arrangements whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The assets, liabilities, income and expenses of these joint arrangements are accounted for in the consolidated financial statements based on the Group's interest in the joint operation. Joint ventures are joint arrangements whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. They are accounted for by the equity method.

Eliminations on consolidation

All intragroup transactions and balances are eliminated on consolidation, as well as gains and losses on transactions between subsidiaries.

Business combinations

The Group applies the acquisition method to account for business combinations.

The cost of an acquisition is measured as the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the transaction date, plus all costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are initially measured at their acquisition- date fair value, including any minority interests.

Any excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets acquired is recognized as goodwill except for costs directly attributable to the acquisition, which are recorded in the income statement.

If the cost of acquisition is less than the Group's share of the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

If the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is carried out, the combination is accounted for using those provisional values and any adjustments made as a result of completing the initial accounting must be recognized within 12 months of the acquisition date.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the Group's share of the fair value of the net identifiable assets of the acquired subsidiary/associate at the acquisition date.

Goodwill arising on acquisitions of subsidiaries is recognized as an intangible asset. Goodwill related to acquisitions of associates is included in "Investments in equity-accounted investees". Separately recognized goodwill is tested for impairment annually – or whenever events or circumstances indicate that it may be impaired – and is carried at cost less any accumulated impairment losses. Impairment losses recognized against goodwill may not be reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to that entity.

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

Goodwill impairment losses are recorded within operating profit in the income statement, under "Other operating income and expense, net".

Functional and presentation currency

In accordance with IAS 21, items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in euros, which is the Group's presentation currency.

Unless otherwise specified, all amounts are presented in millions of euros.

Foreign currency translation

Assets and liabilities of Group companies that are denominated in foreign currencies are translated into euros at the year-end rate, corresponding to EUR 1/PLN 4.28 for Poland, EUR 1/USD 1.04 for the United States and EUR 1/SEK 11.46 for Sweden. The income and expenses of these companies are translated into euros at average exchange rates for the year, i.e., EUR 1/PLN 4.31 for Poland, EUR 1/USD 1.08 for the United States and EUR 1/SEK 11.47 for Sweden.

All resulting exchange differences are recognized directly in equity.

Fiscal year-end

All Group companies have a December 31 fiscal year-end.

1.4 Presentation of the financial statements

As permitted under IAS 1, Presentation of Financial Statements, the iliad Holding Group's income statement is presented by nature.

Operating profit corresponds to profit for the period, before:

- financial income and expenses (as defined in Note 12);
- current and deferred taxes;
- share of profit of equity-accounted investees.

Profit from ordinary activities corresponds to operating profit as defined above, before "Other operating income and expense, net". These items include income and expenses that are rare, unusual and infrequent, which represent material amounts and whose presentation within other items relating to ordinary activities could be misleading for users of the financial statements in their understanding of the Group's performance.

Costs recorded in "Other operating income and expense, net" notably include expenses incurred for acquiring new entities and costs borne on the sale of Group entities.

The iliad Holding Group has elected to present an additional indicator of earnings performance in its income statement:

- EBITDAaL.

EBITDAaL is a key indicator of the Group's operating performance and corresponds to profit from ordinary activities (as defined above) before:

- depreciation, amortization and impairment of property, plant and equipment and intangible assets, and
- share-based payment expense.

1.5 Summary of significant accounting policies

The main accounting policies applied by the Group are as follows:

Revenues

Revenues from the iliad Holding Group's operations are recognized and presented as follows in accordance with IFRS 15, Revenue from Contracts with Customers:

- revenues from usage of connection time are recognized in the period in which the usage takes place;
- revenues from subscriptions and flat-fee plans are recognized over the period covered by the subscriptions or plans;
- revenues from the sale of mobile phones and boxes are recognized when they are delivered to the purchaser;
- revenues from the sale or provision of content supplied by external parties are presented as a gross amount when the Group is deemed to be the party in the transaction with primary responsibility in relation to the end-customer. These revenues are presented net of the amounts due to the content supplier when it is the content supplier that is responsible for providing the content to the end-customer and setting the retail price;
- revenues from the sale of advertising banners are spread over the period during which the banners are displayed;
- revenues from website hosting activities are recognized during the period in which the service is rendered.

The Group applies IFRS 15 for recognizing revenues generated by the rental of mobile phones. Based on an analysis of the classification criteria in IFRS 16, the Group considers that the present value of the lease payments receivable is approximately equivalent to the fair value of the leased asset and that losses associated with any cancellation are borne by customers (i.e. the lessees). Consequently, revenues from these transactions are accounted for as sales revenue as provided for in IFRS 15.

The cost of sale recognized at the commencement of the lease term is the cost, or carrying amount if different, of the leased phone, less the present value of the unguaranteed residual value. This accounting treatment does not affect the legal classification of these transactions under French law, which still corresponds to the rental of a movable asset.

Foreign currency transactions

The recognition and measurement rules for foreign currency transactions are set out in IAS 21, The Effects of Changes in Foreign Exchange Rates. In accordance with that standard, transactions denominated in foreign currencies are recorded at their value in euros at the date of the transaction. At each reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the period-end rate and any exchange gains or losses are recognized in profit as follows:

- as operating income or expenses for commercial transactions;
- as financial income or expenses for financial transactions.

Earnings per share

The iliad Holding Group presents basic and diluted earnings per share.

Basic earnings per share is calculated by dividing profit for the period attributable to owners of the Company (attributable profit) by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by adjusting attributable profit and the weighted average number of shares outstanding for the impact of all potentially dilutive financial instruments.

Intangible assets

Intangible assets primarily include the following:

- development costs capitalized in accordance with IAS 38.

  which are amortized over the period during which the Group is expected to consume the related future economic benefits.

  These costs are recognized as intangible assets when they relate to distinctly separate projects for which (i) the costs can be clearly identified, (ii) the technical feasibility of successfully completing the project can be demonstrated, and (iii) it is probable that future economic benefits will be generated.

These conditions are deemed to be met when the six general criteria defined in IAS 38 are fulfilled, i.e. when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale,
- its intention to complete the intangible asset and use or sell it; its ability to use or sell the asset,
- how the intangible asset will generate probable future economic benefits,
- how the intangible asset will generate probable future economic benefits,
- its ability to measure reliably the expenditure attributable to the intangible asset during its development,
- capitalized development costs are presented net of any related subsidies or research tax credits.

Intangible assets acquired in connection with business combinations.

- these assets are recognized separately from goodwill when (i) their fair value can be measured reliably, (ii) they are controlled by the Group, and (iii) they are identifiable, i.e. are separable or arise from contractual or other legal rights. Where these assets have a finite useful life they are amortized from the date they are made available for use in the same way as for intangible assets acquired separately, and an impairment loss is recognized if their carrying amount exceeds their recoverable amount:
  - intangible assets with indefinite useful lives are not amortized but are tested for impairment on an annual basis at the year-end (December 31) or whenever there is an indication that they may be impaired,
  - licenses are amortized over the residual license period from the date when the related network is technically ready for the service to be marketed. Licenses other than the 3.5 GHz license in France are being amortized on a straight-line basis over a period of 18 years on average. The 3.5 GHz license is being amortized over 15 years as from December 15, 2020,
  - impairment losses recognized following impairment tests are recorded in the income statement under "Other operating income and expense, net" below profit from ordinary activities;
- the "Play" brand, which is not being amortized;
- software, which is amortized on a straight-line basis over a period of one to three years;
- the Play customer base, which is being amortized over eight years for customers on prepaid cards and 15 years for other customers;
- the UPC customer base, which is being amortized over a period of 15 years.

Property, plant and equipment

Property, plant and equipment are stated at acquisition cost, including transaction expenses, or at production cost. Cost includes any expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by iliad Holding Group Management.

Depreciation is calculated by the straight-line method, based on the following estimated useful lives:

- buildings: 15 to 50 years;
- technical equipment: 3 to 18 years;
- general equipment: 5 to 10 years;
- specific investments for optical fiber network rollouts: 8 to 30 years;
- specific investments for mobile network rollouts: 5 to 25 years;
- computer equipment: 2 to 5 years;
- office furniture and equipment: 2 to 10 years;
- modems: 3 to 5 years;
- access fees for services specific to broadband Internet operations are depreciated over seven years;
- amounts paid as consideration for obtaining indefeasible rights of use (IRUs) on dark optical fibers are depreciated over the initial term of use of the fiber concerned.

At each reporting date, the Group assesses whether the depreciation schedules applied still reflect the useful lives of its assets, and makes amendments where necessary.

Borrowing costs

In accordance with IAS 23, borrowing costs directly attributable to the acquisition or production of a qualifying asset are included in the cost of that asset.

Impairment of non-financial assets

Non-financial assets with indefinite useful lives are not amortized, but are tested for impairment on an annual basis at the year-end (December 31) or whenever there is an indication that they may be impaired. In assessing whether there is any indication that an asset may be impaired, the Group considers events or circumstances that suggest that significant unfavorable changes have taken place which may have a prolonged, adverse effect on the Group's economic or technological environment, or on the assumptions used on acquisition of the asset concerned.

All other assets are also tested for impairment, either on an annual basis or whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Financial assets

Financial assets held under the "hold to collect" business model (held for the purpose of collecting contractual cash flows, notably for repayments of principal and collection of interest payments) are measured at amortized cost. This is the case for loans and paid deposits and guarantees.

Financial assets held under the "hold to collect and sell" business model (held for the purpose of collecting contractual cash flows – notably for repayments of principal and collection of interest payments – as well as selling the financial assets) are measured at fair value through other comprehensive income.

Financial assets held under other business models are measured at fair value through profit or loss.

Inventories

Inventories are recognized at the lower of cost and estimated net realizable value. Cost is determined using the first-in, first-out (FIFO) method.

Inventories are written down if their carrying amount is higher than their probable selling price less any related selling expenses.

Receivables

Receivables are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method. The fair value of short-term receivables with no stated interest rate corresponds to the original invoice amount.

The Group recognizes a provision for expected credit losses on receivables. The probability of default and the expected credit loss are measured based on historical data adjusted for forward-looking information such as specific factors or the general economic environment.

Expected credit losses are measured by reference to the probability of default occurring, the loss given default and the exposure at default.

The amount of expected credit losses is remeasured at each reporting date to reflect changes in credit risk since the initial recognition of the receivables concerned. In order to assess whether the credit risk on a receivable has increased significantly since initial recognition, the Group compares the credit default risk at the reporting date with the default risk on the receivable at the initial recognition date. This allows the Group to collate reasonable and documented quantitative and qualitative information about expected credit losses, including the existence of any unresolved claims and litigation, claims history and any significant financial difficulties experienced by its debtors.

Deferred taxes

Deferred taxes are recognized using the liability method for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

However, deferred taxes are not accounted for if they arise from initial recognition of an asset or liability in a transaction other than a business combination and there is no difference in the applicable tax and accounting treatment. Deferred taxes are determined using tax rates (and laws) that have been enacted or substantially enacted at the balance sheet date and are expected to apply when the related deferred tax asset is recovered or the deferred tax liability is settled.

Deferred tax assets are recognized for tax loss carryforwards to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred taxes are recognized on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, short-term investments with original maturities of less than three months and highly liquid investments in money-market mutual funds. Short-term investments are marked to market at each reporting date.

Bank overdrafts are classified as current financial liabilities.

Assets held for sale

In accordance with IFRS 5, non-current assets that are immediately available for sale in their present condition, and whose sale is highly probable within 12 months are classified as "Assets held for sale".

These assets are presented in the balance sheet under "Assets held for sale" and are measured at the lower of their carrying amount and fair value less costs to sell.

Own shares held

Own shares held are recognized as a deduction from equity based on their acquisition cost. Gains and losses on the disposal of own shares held are also recorded in equity.

Provisions

In accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets, when the Group's obligations to third parties known at the reporting date are certain or likely to cause an outflow of resources for the benefit of a third party, without at least equivalent consideration, a provision is recorded when the amount concerned can be estimated with sufficient reliability.

Borrowings

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date, in which case they are classified as non-current liabilities.

Interest-bearing borrowings are initially recognized at fair value, net of directly attributable transaction costs incurred. They are subsequently measured at amortized cost.

Employee benefits

Other than share-based payments – which are described in a specific note – the main employee benefits within the Group correspond to post-employment benefits.

In accordance with IAS 19, Employee Benefits, independent actuarial valuations of post-employment benefit obligations under defined benefit plans are made using the projected unit credit method, with benefit entitlements recognized as they vest.

For each active participant, the benefit likely to be paid is estimated based on the rules defined in the applicable collective bargaining agreement and/or company-level agreement, using personal data projected to the standard age for payment of the benefit. The Group's total obligations toward each participant (total actuarial value of future benefits) are then calculated by multiplying the estimated benefit by an actuarial factor, which takes into account:

- assumptions concerning the employee's probability of either leaving the Group or dying before the age of payment of the benefit;
- the discounted value of the benefit at the measurement date.

These total benefits are then allocated over each of the past and future years for which rights are accrued under the plan, taking into account the vesting period of capped benefits for the plans in question. The portion of the Group's obligation allocated to years prior to the measurement date (projected benefit obligation) corresponds to obligations for services rendered. The projected benefit obligation represents the Group's obligation existing at the reporting date. The individual results of the valuation are then aggregated to obtain Group-level results.

In accordance with IAS 19R, actuarial gains and losses are immediately recognized in equity. In addition, interest cost and expected return on plan assets have been replaced with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (asset).

Stock options and share grants

In accordance with IFRS 2, Share-based Payment, stock options, employee share issues and free grants of shares in Group companies to employees are measured at fair value at the grant or issue date.

Calculations of the fair value of stock options are performed based on criteria such as the exercise price and life of the options, the current price of the underlying shares, the anticipated volatility of the share price, expected dividends on the shares and the risk-free interest rate over the life of the options.

The fair value of stock options is recognized under "Share-based payment expense" on a straight-line basis over the vesting period (i.e. the service period that must be completed in order for the options to vest), with a corresponding adjustment to equity for equity-settled plans and to employee-related liabilities for cash-settled plans.

Performance shares are measured at fair value based on the Group's share price at the grant date and, where appropriate, taking into account certain vesting conditions using a mathematical valuation model. Vesting conditions not taken into account for the fair value measurement at the vesting date are taken into account in estimating the number of shares that will vest at the end of the vesting period. This benefit is recognized in the income statement under "Share-based payment expense", on a straight-line basis over the vesting period of the shares, with a corresponding adjustment to equity.

A certain number of Group employees have been granted shares in subsidiaries subject to conditions relating to their presence within the Group. The shares are measured based on the fair value of the benefit granted to the employee on the grant date, with the calculation incorporating assumptions concerning the staff turnover rate for beneficiaries, a discount in respect of the lock-up period, and the fair value of the shares at the grant date. This benefit is recognized in the income statement under "Share-based payment expense", on a straight-line basis over the vesting period of the shares, with a corresponding adjustment to equity.

Derivative financial instruments and hedging

Derivatives are initially recognized at fair value at the inception date of the derivative contract and are subsequently remeasured at fair value at each reporting date.

The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the hedged item.

The Group designates certain derivatives as hedges of a particular risk associated with a highly probable forecast transaction (cash flow hedges).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and hedging strategy. It also documents its assessment, both at the inception of the hedge and on an ongoing basis, of whether the derivatives used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

The fair values of the various derivative instruments used for hedging purposes are disclosed in Note 33 and Note 34. The fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item exceeds 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of any gain or loss from remeasuring a derivative financial instrument designated as a cash flow hedge is recognized:

- directly in equity; and
- the ineffective portion is recognized in the income statement.

Changes in the fair value of other derivative instruments are recorded in the income statement.

If a derivative instrument no longer qualifies for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is transferred to the income statement under financial income or expense when:

- the hedging instrument is exercised, terminated or sold;
- the Group no longer expects the forecast transaction to occur; or
- the original hedged item affects profit.

Note 2. Significant events and scope of consolidation

2.1 Significant events and main changes in the scope of consolidation in 2024

Investment in Tele2

On February 26, 2024, the iliad Holding Group announced that Freya Investissement ("Freya"), a special-purpose investment vehicle jointly owned by iliad and NJJ Holding, had entered into a binding agreement with Kinnevik AB (publ) ("Kinnevik") to acquire approximately 19.8% of the share capital comprising Class A and Class B shares in Tele2, one of the leaders in the Swedish and Baltic telecom markets, for a total cash consideration of approximately SEK 13 billion (c. €1.16 billion). After the acquisition was approved by the relevant authorities and the transaction closed, Freya became Tele2's main shareholder.

At December 31, 2024, Freya Investissement held 19.8% of Tele2's capital and 26.98% of its voting rights.

On December 31, 2024, iliad Holding acquired the stake in Freya Investissement previously held by NJJ Holding. At that date, therefore, iliad Holding wholly owned Freya Investissement directly and indirectly. Freya Investissement has been fully consolidated in iliad Holding's financial statements since December 31, 2024.

Exclusive discussions entered into between the iliad Holding Group and InfraVia

On December 4, 2024, the iliad Holding Group announced that it was teaming up with InfraVia to develop a European leader in hyperscale data centers. The iliad Holding Group and InfraVia – a leading independent private equity firm in Europe, specialized in infrastructure – entered into exclusive discussions to form a strategic partnership to develop a major European hyperscale data center platform. The partnership provides for InfraVia, through its infrastructure funds, to acquire a 50% equity stake in OpCore, which is valued at an enterprise value of €860 million, marking a significant milestone in OpCore's growth and strategic development.

Consequently, because the Group plans to sell 50% of OpCore's capital during 2025, OpCore's assets and liabilities were recognized under assets and liabilities held for sale at December 31, 2024.

Acquisition of Atlas Investissement S.A.S.

In October 2024, iliad Holding S.A.S. ("iliad Holding") acquired Atlas Investissement S.A.S. ("Atlas") from NJJ Holding S.A.S. ("NJJ Holding"), Xavier Niel's personal holding company. At December 31, 2024, and as a result of this transaction (the "Acquisition"), Atlas indirectly owns approximately 40% of Millicom International Cellular SA ("Millicom").

The Acquisition was carried out on a cashless basis, as the purchase price was set-off against amounts owed by NJJ Holding to iliad Holding under certain existing financial arrangements between the two entities.

Following the completion of the acquisition, iliad Holding has fully consolidated Atlas and Millicom in its financial statements since October 1, 2024. Since the acquisition date, Atlas and its subsidiaries have been designated as "unrestricted subsidiaries" under the indentures governing iliad Holding's senior secured notes (the "Indentures") and under iliad.

Holding's super senior revolving credit facility. The Acquisition did not have any adverse impact on iliad Holding's Total Leverage Ratio as defined in the Indentures.

Binding agreement with Liberty Latin America in Costa Rica

On August 1, 2024, Millicom signed a binding agreement with Liberty Latin America to combine its operations in Costa Rica in a cashless merger in which Millicom would retain a minority equity ownership of approximately 14%. The transaction is subject to closing conditions, including regulatory approvals and is expected to close in H2 2025. Hence, as of December 31, 2024 the transaction still does not meet IFRS 5: "Non-current Assets Held for Sale and Discontinued Operations" criteria.

Non-binding memorandum with Telefonica in Colombia

On July 31, 2024, Millicom announced that it has signed a non-binding memorandum of understanding with Telefonica for the potential acquisition of Telefonica's stake in Telefonica Colombia (Coltel), as part of a broader intended combination of Coltel and TigoUne, Millicom's 50%-owned operation in Colombia. Millicom intends to offer to purchase La Nación's and other minority interests in Coltel for cash at the same purchase price per share offered to Telefonica, as well as Empresas Públicas de Medellín's (EPM) 50% interest in TigoUne for cash at a valuation multiple comparable to the one implied by the Coltel acquisition. The total investment by Millicom would be approximately $1 billion, and the transaction would be subject to negotiation of definitive agreements and receipt of regulatory approvals.

Sale of Lati International SA and other assets to SBA

On October 28, Millicom agreed to sell Lati International, S.A. and other assets encompassing a portfolio of more than 7,000 towers in Central America to SBA Communications Corp. Closing is subject to regulatory approvals and other closing conditions and is expected to occur in mid-2025. Millicom has also entered into other agreements including a 15-year leaseback for the sites, and a new build-to-suit agreement under which SBA will build up to 2,500 additional sites for Millicom in the same markets. Apart from the Nicaragua transaction (see Note 25), these agreements did not meet the criteria of IFRS 5 at December 31, 2024.

2.2 Scope of consolidation and changes in 2024

The list of consolidated companies and the consolidation methods used are provided in Note 38.

Acquisition of Atlas Investissement

On October 7, 2024, iliad Holding acquired Atlas Investissement S.A.S. ("Atlas") from NJJ Holding S.A.S. ("NJJ Holding"). Atlas Investissement indirectly owns approximately 40% of Millicom International Cellular SA ("Millicom") (see Note 2.1).

Atlas Investissement had previously acquired approximately 40% of Millicom's capital and voting rights in 2023 and 2024.

Following the acquisition of Atlas Investissement by iliad Holding, the iliad Holding Group considers that it exercises *de facto* control over Millicom. Millicom has therefore been fully consolidated in iliad Holding's financial statements since October 1, 2024.

The Group has opted to account for this acquisition using the partial goodwill method. Provisional goodwill of €1,839 million has been recognized pending completion of the purchase price allocation process. The measurement of the identifiable assets and liabilities and the calculation of the final amount of goodwill is underway and will be completed within 12 months of the acquisition date.

The provisional goodwill amount was calculated as follows:

Purchase price retained for goodwill calculation	**766**
Net assets acquired (excluding goodwill) before purchase price allocation	
Non-current assets	2,607
Current assets	1,036
Non-current liabilities	(3,578)
Current liabilities	(1,139)
Provisional goodwill	**1,839**

Atlas Investissement has been consolidated in the financial statements of the iliad Holding Group since October 1, 2024. On a pro forma basis (i.e., restated as if the acquisition had taken place on January 1, 2024), Atlas Investissement's contribution to the iliad Holding Group's main income statement items would have been as follows:

	Contribution from Oct. 1, 2024 to Dec. 31, 2024	Pro forma contribution from Jan. 1, 2024 to Dec. 31, 2024
Revenues	1,320	5,362
EBITDAaL	512	2,083
Profit from ordinary activities	278	1,120
Profit for the period	46	108

If the Atlas Investissement acquisition had taken place on January 1, 2024, the Group's consolidated revenues for 2024, on a pro forma basis, would have totaled €15,386 million.

Note 3. Critical accounting estimates and judgments

Accounting judgments

The iliad Holding Group makes accounting judgments in order to determine the accounting treatment for certain transactions.

The main accounting judgments made by the Group relate to:

- the method used for consolidating certain companies (see Note 21);
- the contractual terms used for determining lease liabilities in accordance with IFRS 16 (see Note 19).

Accounting estimates

The iliad Holding Group makes estimates and assumptions concerning the future.

It continually reviews these estimates and assumptions which are based both on past experience and on other factors deemed reasonable to be used for assessing the carrying amount of assets and liabilities. Actual amounts may differ significantly from these estimates should different assumptions or conditions apply.

The main accounting estimates used by the Group relate to:

- useful lives and impairment of non-current assets;
- assessment of the fair value of certain financial assets;
- assessment of the recoverable amount of deferred tax assets recognized for tax loss carryforwards;
- assessment of doubtful receivables and calculating the corresponding impairment losses;
- the duration of mobile phone rental periods;
- assessment of the estimated net realizable value of inventories and calculating the corresponding impairment losses;
- assessment of risks related to disputes and litigation in process and calculating the corresponding provisions;

- determining whether the Group is principal or agent in accordance with IFRS 15;
- determining the non-cancellable term of leases, separating the lease and service components, and determining the incremental borrowing rate when the rate implicit in the lease cannot be readily determined for the purpose of applying IFRS 16;
- determining the nature and the fair value of assets and liabilities acquired as part of business combinations.

Note 4. Revenues

Consolidated revenues rose 22.8% to €11.3 billion in 2024.

The presentation of the Group's revenues by geographic segment is provided in Note 5 below.

Note 5. Segment information

Following the completion of iliad Holding's acquisition of Atlas Investissement, the iliad Holding Group redefined its operating segments to reflect the way in which Management measures performance and allocates resources to those operating segments.

The iliad Holding Group therefore now has two operating segments:

- Europe; and
- LATAM (Latin America).

The Europe segment mainly corresponds to the activities of the iliad Group and Freya Investissement. The LATAM segment mainly corresponds to Millicom's activities.

The contributions of the LATAM operating segment to the Group's main income statement items for 2024, including EBITDAaL, are only based on business activity for the fourth quarter of the year.

The comparative segment information for 2023 has been restated accordingly.

- **2024 Revenues**

	Europe						
(in € millions)	**France**	**Poland**	**Other[(a)]**	**Total – Europe**	**LATAM**	**Intra-group sales**	**Total**
Revenues							
Fixed	3,623	526	45	4,194	484	0	4,678
Mobile	2,917	1,839	1,079	5,836	835	0	6,672
Intra-group sales	(7)	0	0	(7)	0	0	(7)
Total	**6,534**	**2,366**	**1,124**	**10,024**	**1,320**	**0**	**11,343**

(a) The "Other" sub-sector mainly comprises the Group's operations in Italy, as well as iliad Holding and Freya Investissement.

- **2023 Revenues**

	Europe						
(in € millions)	**France**	**Poland**	**Other**	**Total – Europe**	**LATAM**	**Intra-group sales**	**Total**
Revenues							
Fixed	3,312	473	39	3,824	0	0	3,824
Mobile	2,735	1,684	1,004	5,422	0	0	5,422
Intra-group sales	(5)	0	0	(5)	0	0	(5)
Total	**6,042**	**2,157**	**1,042**	**9,241**	**0**	**0**	**9,241**

The increase in revenues for 2024 concerns all geographies.

- **2024 Earnings**

(in € millions)	France	Poland	Other[(a)]	Europe Total – Europe	LATAM	Consolidated total
Earnings						
EBITDAaL	2,604	938	301	3,843	512	4,356
Share-based payment expense	(27)	(7)	(26)	(61)	(7)	(68)
Depreciation, amortization and impairment of non-current assets	(1,365)	(370)	(439)	(2,175)	(227)	(2,402)
Profit/(loss)from ordinary activities	1,212	561	(165)	1,608	278	1,886
Corporate income tax	(288)	(60)	85	(264)	(61)	(325)
Profit/(loss) for the period	499	195	(333)	362	46	408

(a) The "Other" sub-sector mainly comprises the Group's operations in Italy, as well as iliad Holding and Freya Investissement.

- **2023 Earnings**

(in € millions)	France	Poland	Other	Europe Total – Europe	LATAM	Consolidated total
Earnings						
EBITDAaL	2,392	805	242	3,438	0	3,438
Share-based payment expense	(25)	(6)	(7)	(38)	0	(38)
Depreciation, amortization and impairment of non-current assets	(1,275)	(351)	(495)	(2,122)	0	(2,122)
Profit/(loss) from ordinary activities	1,092	448	(261)	1,278	0	1,278
Corporate income tax	(331)	(85)	108	(308)	0	(308)
Profit/(loss) for the period	717	158	(616)	260	0	260

- **Assets at December 31, 2024**

(in € millions)	France	Poland	Other[(a)]	Europe Total – Europe	LATAM	Consolidated total
Non-current assets						
Goodwill	306	512	99	918	1,839	2,757
Intangible assets (carrying amount)	1,332	1,923	1,664	4,918	2,708	7,626
Right-of-use assets (carrying amount)	3,355	1,063	733	5,151	762	5,914
Property, plant and equipment (carrying amount)	7,438	789	1,119	9,346	2,741	12,087
Investments in equity-accounted investees	462	425	1,138	2,026	540	2,566
Current assets (excluding cash and cash equivalents, financial assets, hedging instruments and tax assets)	**2,066**	**1,097**	**224**	**3,386**	**1,508**	**4,894**
Cash and cash equivalents	**926**	**34**	**183**	**1,143**	**777**	**1,920**

(a) The "Other" sub-sector mainly comprises the Group's operations in Italy, as well as iliad Holding and Freya Investissement.

- **Assets at December 31, 2023**

(in € millions)	France	Poland	Other	Europe Total – Europe	LATAM	Consolidated total
Non-current assets						
Goodwill	306	519	0	825	0	825
Intangible assets (carrying amount)	1,509	2,023	1,755	5,286	0	5,286
Right-of-use assets (carrying amount)	3,182	1,016	720	4,918	0	4,918
Property, plant and equipment (carrying amount)	7,184	724	1,166	9,074	0	9,074
Investments in equity-accounted investees	446	406	0	852	0	852
Current assets (excluding cash and cash equivalents, financial assets, hedging instruments and tax assets)	**1,923**	**1,037**	**343**	**3,303**	**0**	**3,303**
Cash and cash equivalents	**1,119**	**50**	**366**	**1,534**	**0**	**1,534**

- **Liabilities at December 31, 2024, excluding financial liabilities and taxes payable**

(in € millions)	France	Poland	Other[(a)]	Europe Total – Europe	LATAM	Consolidated total
Non-current liabilities						
Other non-current liabilities	288	3	239	530	331	860
Current liabilities						
Trade and other payables	2,277	621	2,647	5,544	311	5,855

(a) The “Other” sub-sector mainly comprises the Group’s operations in Italy as well as iliad Holding, Atlas and Freya Investissement.

- **Liabilities at December 31, 2023, excluding financial liabilities and taxes payable**

(in € millions)	France	Poland	Other	Europe Total – Europe	LATAM	Consolidated total
Non-current liabilities						
Other non-current liabilities	315	2	334	651	0	651
Current liabilities						
Trade and other payables	2,290	665	706	3,661	0	3,661

Note 6. Purchases used in production and external charges

Purchases used in production mainly include:

- interconnection costs invoiced by other operators (including roaming charges);
- maintenance costs relating to unbundling operations;
- costs and fees related to the FTTH business;
- acquisitions of goods and services for resale or for use in designing goods or services billed by the Group.

External charges primarily comprise:

- logistics and dispatch costs;
- leasing expenses (including leases entered into for network development purposes, such as for mobile sites);
- marketing and advertising costs;
- external service provider fees;
- subcontracting costs.

Note 7. Human resources data

Payroll costs

Payroll costs break down as follows:

(in € millions)	2024	2023
Wages and salaries	(616)	(460)
Payroll taxes	(214)	(165)
Total	**(830)**	**(625)**

Number of employees at year-end

The iliad Holding Group's headcount can be analyzed as follows by category:

(number of employees at year-end)	2024	2023
Management	4,841	4,427
Other	26,871	13,297
Total	**31,712**	**17,724**

The increase in headcount between December 31, 2023 and December 31, 2024 is mainly due to the first-time consolidation of Millicom (see Note 2).

Post-employment benefits

The retirement benefit plans in place in the countries where the Group operates are defined benefit plans.

Movements in the Group's retirement benefit obligations in 2024 and 2023 can be analyzed as follows:

(in € millions)	2024	2023
Present value of obligation at beginning of year:	21	15
• impact of changes in scope of consolidation	45	0
• current service cost	3	3
• loss/(gain) from changes in assumptions	0	3
• experience (gains)/losses	(0)	1
• impact of exchange-rate movements	(3)	21
• other	(0)	0
Total	**67**	**21**

The main economic assumptions used to measure the Group's retirement benefit obligations at December 31, 2024 and 2023 were as follows:

Retirement benefit obligation assumptions – France

	2024	2023
Discount rate	3.50%	3.50%
Long-term inflation rate	2.00%	2.10%
Mortality table	Insee TD/TV 2018-2020	Insee TD/TV 2016-2018
Type of retirement	Voluntary	Voluntary
Retirement age:		
• management	France's full state pension age (based on 2023 framework) including for people who started work young	France's full state pension age (based on the 2023 framework) including for people who started work young
• other		

Retirement benefit obligation assumptions – Poland

	2024	2023
Discount rate	5.60%	5.10%
Long-term inflation rate	3.00%	3.50%
Mortality table	2023 Polish mortality table issued by Poland's central statistics office	2022 Polish mortality table issued by Poland's central statistics office
Type of retirement	Voluntary	Voluntary
Retirement age:		
• management	Poland's full state pension age as set at Nov. 16, 2016	Poland's full state pension age as set at Nov. 16, 2016
• other		

Retirement benefit obligation assumptions – Colombia

	2024
Discount rate	12.0% UNE pension – 11.80% Edatel pension 9.6% Edatel Retirment Voucher
Long-term inflation rate	5.10%
Mortality table	2008 Colombian mortality table issued by Superintendency of Finance of Colombia Decree 1555 of 2010
Type of retirement	Eligibility
Retirement age:	
• management	All people subject this retirement plan are already retired
• other	

Note 8. Development costs

Development costs include:

- the cost of developing new products, adapting existing products to the Internet, and researching or creating databases for new applications. These costs are primarily incurred by Freebox;
- development costs for remote data processing and/or data storage by Scaleway;
- the technological development costs incurred in the mobile telephony business, notably concerning the network's architecture and functionalities. These costs are primarily incurred by Free Mobile.

Development costs incurred in 2024 are presented net of any related research tax credits.

(in € millions)	**2024**	**2023**
Capitalized development costs	28	19
Development costs recognized directly in the income statement	4	0
Total	**32**	**19**

Note 9. Other income and expenses from operations, net

Other income from operations breaks down as follows:

(in € millions)	**2024**	**2023**
Income from partnerships[(a)]	463	353
Customer contract termination fees	27	13
Other	72	89
Total other income from operations	**563**	**455**

(a) Corresponds mainly to income related to the partnerships with Cellnex and Phoenix Tower International concerning the sale of mobile infrastructure.

Other expenses from operations can be analyzed as follows:

(in € millions)	**2024**	**2023**
Costs related to partnerships[(a)]	(192)	(136)
Royalties and similar fees	(63)	(55)
Bad debts	(0)	(5)
Other	(34)	(36)
Total other expenses from operations	**(289)**	**(232)**

(a) Corresponds mainly to costs related to the partnerships with Cellnex and Phoenix Tower International concerning the sale of mobile infrastructure.

(in € millions)	**2024**	**2023**
Other income and expenses from operations, net	**274**	**223**

Note 10. Depreciation, amortization, provisions and impairment

The following tables show the breakdown between the various components of depreciation, amortization, provisions and impairment:

- **Depreciation, amortization and impairment of non-current assets**

(in € millions)	2024	2023
Depreciation and amortization expense:		
• intangible assets	(711)	(645)
• property, plant and equipment	(1,705)	(1,412)
Impairment of non-current assets:		
• intangible assets	(1)	0
• property, plant and equipment	16	(65)
Depreciation/amortization of investment grants:		
• intangible assets	0	0
• property, plant and equipment	0	0
Total	**(2,402)**	**(2,122)**

- **Additions to and reversals from provisions for contingencies and charges and impairment of current assets**

(in € millions)	2024	2023
Provisions for contingencies and charges	(28)	(1)
Impairment of inventories	(5)	(9)
Impairment of trade receivables	(117)	(62)
Total	**(151)**	**(72)**

Note 11. Other operating income and expense, net

This item breaks down as follows:

(in € millions)	2024	2023
Gains (and losses) on asset disposals	121	79
Other operating expenses	(28)	(50)
Total	**94**	**28**

Gains and losses on asset disposals

The figure for 2023 mainly concerns the gain on the sale of the residual 30% interest in On Tower Poland (€99 million).

Other operating expenses

In 2023 this item included a €41 million expense related to costs for hedging electricity supply costs in Italy. As this hedge was set up in the third quarter of 2022, in a highly speculative environment, the related costs were accounted for as non-recurring expenses and were therefore recognized under “Other operating income and expense, net”. In 2024, these costs amounted to €14 million.

“Other operating expenses” also includes miscellaneous costs and other expenses incurred by the Group in connection with operations launched and/or completed in 2023 and 2024.

Note 12. Financial income and expenses

Financial income and expenses can be analyzed as follows:

(in € millions)	2024	2023
Income from cash and cash equivalents	54	30
Finance costs, gross:		
• interest on borrowings	(972)	(750)
Finance costs, net	**(918)**	**(720)**
Other financial income:		
• translation adjustments/Hedging income	23	43
• other[(a)]	119	122
• **sub-total – Other financial income**	**143**	**165**
Other financial expenses:		
• translation adjustments/Hedging expenses	(73)	(2)
• discounting expense	(37)	(24)
• other	(127)	0
• **sub-total – Other financial expenses**	**(237)**	**(26)**
Other financial income and expense, net	**(94)**	**140**
Interest expense on lease liabilities	**(293)**	**(237)**
Net financial expense	**(1,305)**	**(818)**

(a) Mainly interest on loans and advances granted.

Finance costs, gross, mainly comprise interest on borrowings.

Other financial expenses include a €90 million impairment loss recognized to fully write down the Group's call option granted by NJJ Tara over 80% of NJJ Tara's stake in NJJ Boru (i.e., 41% of NJJ Boru and indirectly 25.95% of the capital of eir) (see Note 22), following the Group's decision not to exercise this option.

Discounting expense mainly concerns amounts due to suppliers of non-current assets with maturities of more than one year.

Interest expense on lease liabilities relates to the Group's application of IFRS 16.

Note 13. Corporate income tax

Analysis of the corporate income tax charge

The Group's corporate income tax charge breaks down as follows:

(in € millions)	2024	2023
Current taxes:		
• on income	(326)	(336)
• on value added (CVAE)	(11)	(14)
Current income tax charge	**(337)**	**(350)**
Deferred taxes:		
• on income	13	42
Deferred income tax benefit/(charge)	**13**	**42**
Total tax charge	**(325)**	**(308)**

Tax group

As a result of the acquisition in 2021 of more than 95% of iliad's capital by Holdco 2, the tax consolidation group set up in 1998 with iliad as parent company was disbanded with effect from December 31, 2021.

Since January 1, 2022, iliad S.A. has been part of the tax group headed by iliad Holding.

The following rules apply within the tax group:

- each company in the tax group records in its accounts the amount of tax that it would have paid on a stand-alone basis;
- tax savings arising on the Group's use of tax losses generated by a Group company are allocated to the parent;
- tax credits that are refundable (research tax credit, training tax credit, etc.) are recorded at the level of the subsidiaries;
- any tax charges or benefits relating to adjustments to total earnings, as well as any tax credits for loss-making companies, are recorded at the level of the parent;
- no payments in relation to these matters may be due by the parent when a company leaves the tax group.

Description of deferred tax assets/liabilities and tax loss carryforwards

The iliad Holding Group's deferred tax assets and liabilities mainly arise on non-current assets and on tax loss carryforwards.

At December 31, 2024, deferred tax assets arising on tax loss carryforwards related solely to Italy and amounted to €200 million. The Group estimates that these tax loss carryforwards will be used within five to six years.

The tax losses in Italy can be carried forward indefinitely.

Tax proof

The table below reconciles:

- the Group's theoretical tax rate;
- with the effective tax rate calculated on consolidated profit from continuing operations before tax.

(in € millions)	2024	2023
Profit for the period	**408**	**260**
Corporate income tax	325	308
Share of profit/(loss) of equity-accounted investees	(60)	(79)
Consolidated profit from continuing operations before tax	**672**	**489**
Theoretical tax rate	**25.83%**	**25.83%**
• net impact of permanent differences	16.38%	14.42%
• impact of unrecognized tax loss carryforwards	-5.51%	-0.57%
• impact of different tax rates	-4.24%	-4.48%
• deferred taxes on unrecognized tax loss carryforwards	15.82%	27.88%
• other impacts	0.00%	0.00%
Effective tax rate	**48.27%**	**63.07%**

Unrecognized deferred tax assets

Unrecognized deferred tax assets concern:

- tax loss carryforwards of companies outside the tax group that have been in a loss-making position for several years and are not expected to return to profit in the near future;
- tax loss carryforwards that are not expected to be utilized in view of the projected future earnings of the companies concerned based on the information available at the reporting date.

Unrecognized deferred tax assets totaled €61 million at December 31, 2024 and mainly related to Italy, compared with €117 million one year earlier.

Note 14. Earnings per share

- **Basic earnings per share**

(in € millions)	2024	2023
Profit for the period attributable to owners of the Company	317	253
Diluted profit for the period attributable to owners of the Company	317	253
Maximum weighted average number of shares after dilution	3,389,990,348	3,389,990,348
Diluted earnings per share *(in €)*	**0.09**	**0.07**

Note 15. Consolidated statement of cash flows

Cash flows from operating activities

Net cash generated from operating activities is determined by the indirect method,

which consists of adding back to or deducting from profit for the period:

- all non-cash transactions;
- deferrals or adjustments concerning past or future cash inflows or outflows related to operations; and
- all cash flows relating to investing or financing activities.

Change in operating working capital requirement

The change in operating working capital requirement in 2024 and 2023 can be analyzed as follows:

(in € millions)	Note	At Dec. 31, 2023	Net debits	Net credits	Impact of changes in scope of consolidation	Other	At Dec. 31, 2024
Net inventories	23	511	297	(15)	58	(145)	707
Net trade receivables	24	1,321	109	(13)	480	4	1,901
Net other receivables	24	1,287	43	(156)	371	(30)	1,515
Trade payables (suppliers of goods and services)	31	(1,674)	111	0	(747)	90	(2,220)
Other payables		(1,988)	0	(70)	(578)	70	(2,566)
Total		**(542)**	**560**	**(254)**	**(415)**	**(12)**	**(663)**
Change in operating working capital requirement in 2024				**306**			

(in € millions)	Note	At Dec. 31, 2022	Net debits	Net credits	Impact of changes in scope of consolidation	Other	At Dec. 31, 2023
Net inventories	23	324	307	0	0	(119)	511
Net trade receivables	24	1,163	139	0	2	18	1,321
Net other receivables	24	1,152	73	0	1	61	1,287
Trade payables (suppliers of goods and services)	31	(1,226)	0	(179)	(2)	(267)	(1,674)
Other payables		(1,453)	0	(508)	0	(26)	(1,988)
Total		**(41)**	**519**	**(687)**	**0**	**(334)**	**(542)**
Change in operating working capital requirement in 2023				**(168)**			

The change in "Other payables" in 2023 primarily relates to the €310 million received by iliad at the beginning of the year following the first-instance ruling in the legal proceedings between Free and Bouygues Telecom regarding the bundling of smartphone sales and mobile plans (so-called "subsidized" offers).

- **Other receivables**

(in € millions)	Note	Dec. 31, 2024	Dec. 31, 2023
Trade and other receivables:	24	3,416	2,608
• trade receivables	24	(1,901)	(1,321)
Other receivables		**1,515**	**1,287**

- **Other payables**

(in € millions)	Note	Dec. 31, 2024	Dec. 31, 2023
Trade and other payables:	31	6,716	4,315
• suppliers of goods and services	31	(2,220)	(1,674)
• suppliers of non-current assets	31	(1,496)	(1,153)
• other		(434)	501
Other payables		**2,566**	**1,988**

- **Acquisitions of property, plant and equipment and intangible assets**

This item can be analyzed as follows:

(in € millions)	Note	2024	2023
Acquisition of intangible assets	17	261	314
Acquisition of property, plant and equipment	20	2,456	2,163
Suppliers of non-current assets (excl. VAT):		0	
• at January 1		1,153	1,147
• newly consolidated company		1,215	0
• at December 31		1,496	1,153
Other		99	(66)
Total		**2,473**	**2,405**

- **Cash and cash equivalents**

(in € millions)	Note	Cash and cash equivalents at Dec. 31, 2024	Cash and cash equivalents at Dec. 31, 2023
Cash	26	1,525	1,275
Marketable securities	26	395	259
Sub-total		**1,920**	**1,534**
Bank overdrafts	31	(19)	(18)
Total		**1,901**	**1,516**

Note 16. Goodwill

(in € millions)	2024	2023
Carrying amount at January 1:	825	717
• acquisition of Atlas Investissement	1,839	0
• other	98	77
• disposals	(13)	0
• translation adjustments	8	31
Carrying amount at December 31	**2,757**	**825**

In 2024, the change in the amount recorded under “Other” mainly relates to the provisional goodwill in relation with the acquisition of Freya Investissement (see Note 2).

In 2023, the change in the amount recorded under “Other” mainly relates to the acquisition of several ISPs (Internet Service Providers) in Poland in 2023, for which the final goodwill amounts were allocated to the various assets and liabilities concerned.

The €1,931 million overall increase in goodwill in 2024 is mainly due to the acquisition of Atlas Investissement on October 7, 2024 (see Note 2).

The amount of goodwill recognized in relation to this acquisition is provisional, until the purchase price allocation process is completed and the identifiable assets acquired and liabilities assumed have been measured.

The measurement will be completed and the final goodwill amount calculated within 12 months of the acquisition date.

Note 17. Intangible assets

Intangible assets break down as follows:

(in € millions)	December 31, 2024 Gross	December 31, 2024 Amortization and impairment	December 31, 2024 Net	December 31, 2023 Gross	December 31, 2023 Amortization and impairment	December 31, 2023 Net
• licenses – Europe	5,134	2,094	3,040	5,126	1,707	3,420
• licenses – LATAM	1,535	727	808	0	0	0
• other intangible assets	6,709	3,024	3,685	2,792	1,002	1,790
Internally-generated intangible assets:						
• development costs	203	109	93	173	96	77
Total	**13,581**	**5,955**	**7,626**	**8,091**	**2,805**	**5,286**

France

The Group has a portfolio of 67.5 MHz duplex with balanced coverage across Metropolitan France, in the 700 MHz, 900 MHz, 1,800 MHz, 2.1 GHz and 2.6 GHz frequency bands, as well as 70 MHz in the 3.5 GHz band.

Since late 2016, the Group has also had a balanced frequency portfolio in Guadeloupe, French Guiana, Martinique, Saint-Barthélemy and Saint-Martin, in the 800 MHz, 900 MHz, 1,800 MHz, 2.1 GHz and 2.6 GHz bands.

Italy

The Group has a balanced portfolio of 45 MHz duplex in the 700 MHz, 900 MHz, 1,800MHz, 2.1 GHz and 2.6 GHz frequency bands covering the whole of Italy, as well as 20 MHz in the 3.6 GHz-3.8 GHz band and 200 MHz in the 26.5 GHz-27.5 GHz band.

Poland

The Group has a balanced portfolio of 60 MHz duplex in the 800 MHz, 900 MHz, 1,800 MHz, 2.1 GHz and 2.6 GHz frequency bands covering the whole of Poland, as well as 65 MHz in the 2.1 GHz band.

Since end-2023, the Group also has a balanced portfolio of 100 MHz duplex in the 3,500 MHz-3,600MHz bands.

LATAM

The table below summarizes the main mobile licenses by country:

Country	License	Portfolio	License expiration date
Bolivia	700 MHz	2x12 MHz	2028
Bolivia	850 MHz	2x12.5 MHz	2030
Bolivia	AWS	2x15 MHz	2028
Bolivia	1,900 MHz	2x10 MHz	2028
Bolivia	27 GHz	575 MHz	2031
Bolivia	700 MHz	2x20 MHz	2040
Colombia[(b)]	AWS	2x15 MHz	2025
Colombia	1,900 MHz	2x5 MHz	2029
Colombia	1,900 MHz	2x20 MHz	2043
Colombia	3,500 MHz	1x80 MHz	2044
Colombia[(b)]	850 MHz	2x12.5 MHz	2038
El Salvador	AWS	2x25 MHz	2040
El Salvador	1,900 MHz	2x5 MHz	2041
El Salvador	1,900 MHz	2x5 MHz	2028
El Salvador	2,600 MHz	1x50 MHz	2038
El Salvador	850 MHz	2x24 MHz	2032-2033
Guatemala	700 MHz	2x15 MHz	2033-2035
Guatemala[(a)]	700 MHz	2x10 MHz	2033-2043
Guatemala	2,600 MHz	2x45 MHz	2026-2032-2043
Guatemala[(a)]	2,600 MHz	1x50 MHz	2032
Guatemala	3,500 MHz	1x75 MHz	2033
Guatemala	3,500 MHz	1x50 MHz	2033
Guatemala	850 MHz	2x25 MHz	2028
Honduras	AWS	2x20 MHz	2028
Honduras	700 MHz	2x20 MHz	2033
Nicaragua	850 MHz	2x12.5 MHz	2033
Nicaragua	1,900 MHz	2x30 MHz	2033
Nicaragua	AWS	2x20 MHz	2033
Nicaragua	700 MHz	2x15 MHz	2036
Panama	850 MHz	2x12.5 MHz	2036
Panama	1,900 MHz	2x10 MHz	2036
Panama	AWS	2x20 MHz	2036
Panama	850 MHz	2x12.5 MHz	2026
Paraguay	700 MHz	2x15 MHz	2029
Paraguay	AWS	2x15 MHz	2026
Paraguay	1,900 MHz	2x15 MHz	2027

(a) Frequency blocks are allocated differently and have different expiration dates depending on the region.
(b) Tigo Colombia and Telecomunicaciones S.A. ESP BIC have signed a RAN-sharing agreement. A block of spectrum (1 x 20 MHz), initially allocated to Colombia Móvil E.S.P., was transferred to the Colombia Móvil – Colombia Telecomunicaciones joint venture ("Union Temporal") in December 2024. In addition, 80 MHz in the 3,500 MHz band was allocated to the Colombia Móvil – Colombia Telecomunicaciones joint venture in February 2024.

Group

Borrowing costs capitalized in previous years relating to the Group's licenses represented a gross amount of €88 million at December 31, 2024.

There are no restrictions on the legal title of the Group's intangible assets and none of these assets have been pledged as security for borrowings.

Movements in net intangible assets can be analyzed as follows:

(in € millions)	2024	2023
Net at January 1	5,286	5,551
Additions:		
• newly consolidated company	2,621	4
• acquisitions	261	333
• asset remeasurements	0	0
Reclassifications	29	(89)
Other	120	(0)
Translation adjustments	22	132
Amortization, provisions and impairment	(714)	(645)
Net at December 31	**7,626**	**5,286**

- **Intangible assets in progress**

The carrying amount of intangible assets in progress is included in the carrying amounts of the various categories of intangible assets, as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Licenses	41	39
Other	98	44
Total	**139**	**83**

Note 18. Impairment tests on goodwill and intangible assets

Goodwill and unamortized intangible assets are tested for impairment on an annual basis at the year-end (December 31) or whenever there is an indication that they may be impaired.

Impairment tests

At December 31, 2024, the Group carried out its annual impairment tests on its Europe CGU. For the LATAM CGU, in view of the operating segment's post-acquisition performance the assumptions contained in the business plan drawn up at the time of the acquisition were still valid at end-2024. At December 31, 2024 there was no indication of impairment of the assets allocated to the LATAM CGU.

(in € millions)	Europe CGU	LATAM CGU
Goodwill	919	1,839

The tests were performed by comparing each CGU's recoverable amount against its carrying amount.

No impairment losses were recognized against any of the assets allocated to the Group's CGUs following the impairment tests performed at end-2024.

The assumptions used for calculating the recoverable amounts of the Group's Europe CGU were as follows at December 31, 2024:

	Europe CGU
Post-tax discount rate	8.1%
Perpetuity growth rate	1.8%

Sensitivity of recoverable amounts

At December 31, 2024, the Group performed a sensitivity analysis on its Europe and LATAM CGUs. The sensitivities tested reflect the range of estimations and assumptions deemed reasonably possible by the Group. No significant risk of impairment was identified as a result of this analysis.

The analysis of the Europe and LATAM CGUs measured the sensitivity of their recoverable amounts to each of the following variables:

- a 0.5% increase in the discount rate;
- a 0.5% decrease in the perpetual growth rate;
- a 5% decrease in cash flows in the last year of the business plan.

Note 19. Right-of-use assets and lease liabilities

Accounting principles

The Group has applied IFRS 16, Leases, since January 1, 2019.

IFRS 16 requires lessees to recognize a lease liability in the balance sheet representing the present value of future lease payments, with a corresponding right-of-use asset recognized and depreciated over the lease term. The actual payments made for these rights of use are recorded in "Repayments of lease liabilities" in the statement of cash flows under cash flows from financing activities. In accordance with this standard, wherever possible, the Group has separated out the non-lease components (including service components) of its lease contracts in order to only include the lease components for measuring its lease liabilities.

The lease term used to measure lease liabilities generally corresponds to the initial negotiated term of the lease, without taking into account any early termination or extension options, except for specific cases.

The accounting method used for leases when the Group is a lessor is the same as under IAS 17.

The Group elected to apply the exemptions available in IFRS 16 relating to leases with terms of 12 months or less or for which the underlying asset is of low value.

The Group has identified three main types of leases, which relate to:

- networks, corresponding mainly to (i) rentals of the local loop for Fixed subscribers, including the rental of the FTTH loop from IFT (see Note 21), (ii) rentals of dark fiber, and (iii) rentals of sites (land, building roofs, pylons, etc.) used for setting up the Group's active and passive mobile network infrastructure, including the rental of assets sold by the Group to Cellnex in 2019 in France and Italy and in 2021 in Poland.

  In most cases, the lease term corresponds to the remaining contractual duration, except for local loop rentals, for which the lease term under IFRS 16 corresponds to the estimated duration of the subscriber's use of the local loop concerned;
- real estate (land and buildings), corresponding to leases for the Group's head offices, stores and technical premises.

  In most cases, the lease term corresponds to the remaining contractual duration without taking into account any potential early termination;
- other (including vehicles).

  In most cases, the lease term corresponds to the remaining contractual duration.

The weightings of the three main categories of lease are as follows:

	Networks	Real estate	Other
December 31, 2023	**91.6%**	**7.7%**	**0.6%**
December 31, 2024	**90.6%**	**7.6%**	**1.8%**

The carrying amount of right-of-use assets breaks down as follows:

(in € millions)	Networks	Real estate	Other	Total
Carrying amount at December 31, 2023	**4,506**	**381**	**30**	**4,918**
Acquisitions	1,198	118	25	1,340
Disposals	(106)	(46)	(1)	(153)
Reclassification to assets held for sale	(74)	(36)	0	(110)
Impact of changes in scope of consolidation	741	105	6	852
Translation adjustments	6	(3)	0	3
Other	(8)	(4)	65	53
Depreciation	(903)	(68)	(19)	(990)
Carrying amount at December 31, 2024	**5,359**	**447**	**106**	**5,914**

Lease liabilities break down as follows:

	December 31, 2024				December 31, 2023			
(in € millions)	Networks	Real estate	Other	Total	Networks	Real estate	Other	Total
Non-current	5,326	338	22	5,687	4,285	243	8	4,536
Current	874	79	17	970	710	34	10	754
Total	**6,201**	**417**	**39**	**6,656**	**4,995**	**277**	**18**	**5,290**

Breakdown of the Group's undiscounted lease liabilities at December 31, 2024:

(in € millions)	December 31, 2024	Due within 1 year	Due in 1 to 5 years	Due beyond 5 years
Undiscounted lease liabilities	9,009	1,215	3,303	4,491

Note 20. Property, plant and equipment

Property, plant and equipment can be analyzed as follows:

	December 31, 2024			December 31, 2023		
(in € millions)	Gross	Depreciation	Net	Gross	Depreciation	Net
• land and buildings	414	175	238	99	23	76
• network usage rights	170	125	45	170	121	49
• service access fees	535	357	178	560	375	185
• network equipment	25,028	14,169	10,859	15,044	6,975	8,070
• other	1,517	750	766	1,086	392	694
Total	**27,663**	**15,577**	**12,087**	**16,960**	**7,886**	**9,074**

There are no restrictions on the legal title of the Group's property, plant and equipment and none of these assets have been pledged as security for borrowings.

Movements in net property, plant and equipment can be analyzed as follows:

(in € millions)	2024	2023
Net at January 1	**9,074**	**8,132**
Acquisitions	2,456	2,163
Disposals	(29)	(212)
Reclassification to assets held for sale	(231)	(21)
Other	118	98
Impact of changes in scope of consolidation	2,991	319
Translation adjustments	(94)	52
Depreciation, provisions and impairment	(2,197)	(1,458)
Net at December 31	**12,087**	**9,074**

During 2024, the iliad Holding Group kept up its capital spending drive for growth projects. This particularly included the following:

- a step-up in the pace of investments for the FTTH network rollout, with a particular acceleration in rollouts in averagely populated and rural areas, and an increase in the number of subscribers connected up to fiber;
- mobile-related capital expenditure, reflecting the significant progress made in the mobile network rollout in France, Italy and Poland, along with technological upgrades, particularly for 4G/4G+ and 5G/5G-ready;
- capital expenditure related to the launch of new boxes;
- other capital expenditure related to the Fixed business in all geographies;
- investment in the hosting business, which is growing rapidly.

The impact of changes in the scope of consolidation in 2024 mainly corresponds to the acquisition of Millicom (see Note 2).

In 2023, disposals mainly related to sales of certain fiber connection assets in France.

Impairment of property, plant and equipment

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. No such events or circumstances were identified at December 31, 2024.

Assets under construction

The carrying amount of assets under construction is included in the carrying amounts of the various categories of property, plant and equipment, as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
• buildings	25	46
• network usage rights	3	3
• network equipment	1,473	1,253
• other	20	21
Total	**1,521**	**1,322**

Note 21. Equity-accounted investees

The iliad Holding Group has five main equity-accounted investees:

- **NJJ Boru**

On April 6, 2018, iliad acquired a 49% interest in NJJ Boru SAS for c. €316 million, as part of the eir transaction. On the same date, NJJ Boru acquired a 64.5% interest in eir. At December 31, 2024, NJJ Boru held a 63.60% interest in eir.

The Group therefore holds a 31.16% indirect interest in eir – Ireland's incumbent telecom operator – alongside NJJ (Xavier Niel's private holding company).

- **Société de participation et d'investissement dans le numérique (SPIN), which owns Investissement dans la fibre des territoires (IFT)**

On February 28, 2020, the iliad Holding Group sold a majority stake in IFT to InfraVia.

Formed specifically for the purpose of the partnership with InfraVia, IFT is a company dedicated to actively managing fiber lines. In particular, it is tasked with acquiring and operating iliad's co-financed FTTH tranches outside very densely populated areas of France. The company rents subscriber lines between ONs and shared access points to Free, its main customer, and other commercial operators.

On November 28, 2023, IFT reorganized its shareholding structure in order to develop B2B operations with third parties. For this purpose, a company called "Société de Participation et d'Investissement dans le Numérique" ("SPIN") was set up. At the close of the transaction, the shareholders who previously held the capital of IFT became shareholders of SPIN based on the same terms and conditions for allocating shares and voting rights, with SPIN holding all of the capital and voting rights of IFT.

Based on the rights it exercises with respect to SPIN, the Group considers it exercises joint control over the company.

- **Polski Światłowód Otwarty sp. z o.o ("PŚO")**

On June 19, 2022, the Group signed an agreement with InfraVia V Invest S.A.R.L (an InfraVia Capital Partner Group company) to sell a 50% stake in Polski Światłowód Otwarty sp. z o.o. ("PŚO", formerly FiberForce sp. z o.o), an iliad Holding Group dedicated entity.

On March 1, 2023, through a spin-off of activities carried out by UPC Polska sp z.o.o. ("UPC"), Play transferred some of UPC's activities to the dedicated entity, including network infrastructure representing 3.7 million HFC and FTTx connections. Polski Swiatłowód Otwarty sp. z o.o makes its network available to other operators (including Play and UPC) based on the wholesale price model.

The transaction was completed on March 31, 2023. The dedicated entity is jointly controlled by InfraVia and Play and is accounted for in the Group's consolidated financial statements under "Investments in equity-accounted investees".

- **Tele2**

At December 31, 2024, the iliad Holding Group indirectly wholly owned Freya Investissement, the special-purpose investment vehicle that holds 19.8% of Tele2's capital and 26.98% of its voting rights (see Note 2).

Tele2 is accounted for in the Group's consolidated financial statements under "Investments in equity-accounted investees".

- **Telefonica Celular S.A and Navega S.A (Honduras)**

The Millicom Group owns more than 66.67% of the shares in the entities that operated Tigo Honduras (including Telefonica Celular S.A et Navega S.A de CV) and has the right to nominate a majority of the directors of each of these entities. However, key decisions over the relevant activities must be taken by a super majority vote. This effectively gives either shareholder the ability to veto any decision and therefore neither shareholder has sole control over the entity. Therefore, the operations of these joint ventures are accounted for under the equity method.

The Group's share of profit of equity-accounted investees in 2024 and 2023 can be analyzed as follows:

(in € millions)	2024	2023
Share of profit of equity-accounted investees before tax	97	94
Share of tax of equity-accounted investees	(36)	(15)
Share of profit of equity-accounted investees after tax	**60**	**79**

Movements in the Group's investments in equity-accounted investees were as follows in 2024 and 2023:

(in € millions)	2024	2023
At January 1	852	749
Share of net assets of equity-accounted investees	0	0
Goodwill	0	0
Investments in equity-accounted investees at January 1	**852**	**749**
Movements:		
• share of profit of equity-accounted investees	60	79
• share of OCI of equity-accounted investees	(28)	(43)
• dividends paid	(55)	(88)
• translation adjustments	(6)	(8)
• capital increase	0	11
• acquisitions and changes in scope of consolidation	1,729	413
• reclassifications to assets held for sale	0	0
• other	9	(261)
Investments in equity-accounted investees at December 31	**2,566**	**852**

The main movements in investments in equity-accounted investees concern the following:

- in 2023: an increase in the share of OCI of equity-accounted investees linked to changes in the actuarial assumptions used to measure eir's net pension liability. Movements also included the first-time consolidation of Polski Światłowód Otwarty sp. Z o.o. ("PŚO"). The amount recorded under "Other" primarily corresponds to the purchase of IFT shares by SPIN;
- in 2024: an increase in the share of OCI of equity-accounted investees due to changes related to eir's pension liability. The impact of changes in the scope of consolidation in 2024 include the effect of the first-time consolidations of Tele2 and Millicom (see Note 2).

The table below sets out the key financial information of the NJJ Boru sub-group, based on its most recent consolidated financial statements prepared in accordance with IFRS:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Non-current assets	4,701	4,957
Current assets	847	495
Non-current liabilities	(3,599)	(3,619)
Current liabilities	(865)	(648)
Total net assets	**1,083**	**1,185**

The table below sets out the key financial information of Polski Światłowód Otwarty sp. Z o.o. ("PŚO"), based on the company's most recent financial statements prepared in accordance with IFRS:

(in € millions)	Dec. 31,2024	Dec. 31, 2023
Non-current assets	1,302	1,159
Current assets	69	74
Non-current liabilities	(436)	(373)
Current liabilities	(81)	(44)
Total net assets	**853**	**816**

The table below sets out the key financial information of SPIN, based on the company's most recent financial statements prepared in accordance with IFRS:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Non-current assets	2,660	2,902
Current assets	207	14
Non-current liabilities	(2,634)	(2,589)
Current liabilities	(188)	0
Total net assets	**45**	**327**

The table below sets out the key financial information of Tele2, based on the company's most recent financial statements prepared in accordance with IFRS:

(in € millions)	Dec. 31, 2024
Non-current assets	5,010
Current assets	613
Non-current liabilities	(2,554)
Current liabilities	(1,141)
Total net assets	**1,929**

The table below sets out the key financial information of Telefonica Celular S.A and Navega S.A de CV, based on the companies' most recent financial statements prepared in accordance with IFRS:

(in € millions)	Dec. 31, 2024
Non-current assets	484
Current assets	221
Non-current liabilities	(446)
Current liabilities	(236)
Total net assets	**(23)**

The consolidated financial statements include transactions carried out by the Group with equity-accounted investees as part of its routine business. These transactions are conducted on arm's length terms.

The Group has no off-balance-sheet commitments relating to equity-accounted investees.

Note 22. Other financial assets

Other financial assets break down as follows by nature:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Other long-term financial assets		
Other investment securities	44	110
Loans, receivables and other	305	861
eir option	0	90
Guarantee deposits	22	47
Total other long-term financial assets	**370**	**1,108**
Other short-term financial assets		
Loans and receivables	57	0
Total other short-term financial assets	**57**	**0**
Total other financial assets	**427**	**1,108**

Non-current assets

- NJJ Tara granted the Group a call option, exercisable in 2024, and subsequently in 2025, over 80% of NJJ Tara's interest in NJJ Boru. At December 31, 2024, the Group decided not to exercise this option.

Current assets

- Other short-term financial assets correspond to the portion of receivables due in less than one year, as well as deposits relating to the MFS (Millicom Financial Services) business.

Other financial assets break down as follows by function:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Financial assets carried at fair value through profit or loss	307	951
Financial assets carried at fair value through OCI	44	110
Financial assets carried at amortized cost	77	47
Total other financial assets	**427**	**1,108**

Movements in net other financial assets can be analyzed as follows:

(in € millions)	2024	2023
Carrying amount at January 1	1,108	1,017
Acquisitions	428	320
Fair value adjustments	(133)	(128)
Redemptions and repayments	(992)	0
Impact of changes in scope of consolidation	64	(0)
Disposals	(65)	(92)
Translation adjustments	17	(10)
Additions to provisions	0	0
Carrying amount at December 31	**427**	**1,108**

Note 23. Inventories

Inventories break down as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Work-in-progress	161	92
Finished products	566	437
Inventories – gross	**727**	**529**
Impairment of finished products	(21)	(18)
Inventories – net	**706**	**511**

The increase in inventories of finished products is mainly due to the recognition in inventories of passive mobile infrastructure intended for sale, in the context of the partnership with Cellnex in France, Italy and Poland, as well as Phoenix Tower International in Italy. The minimum number of sites to be transferred was defined in the agreement signed with Cellnex in 2019 for France and Italy and in 2021 for Poland. Sites intended for sale in excess of this minimum number of sites to be sold are recognized within the finished products inventory. The year-on-year rise in finished products inventories also reflects higher inventories of mobile phones.

Note 24. Other assets

Other non-current assets break down as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Other receivables recorded under other non-current assets:		
Other receivables	497	327
Total – gross	**497**	**327**
Amortization and impairment of other receivables	(366)	(285)
Net other receivables (other non-current assets)	**130**	**42**

Other receivables recorded under other non-current assets solely relate to contract assets (customer acquisition costs) recognized in accordance with IFRS 15.

Trade and other receivables break down as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Trade and other receivables recorded under current assets		
Trade receivables	2,445	1,427
Advances and prepayments	132	8
Tax receivables (VAT)	338	328
Contract acquisition costs	264	232
Customer contract assets	491	430
Other receivables	211	250
Prepaid expenses	138	182
Other	114	0
Total – gross	**4,133**	**2,859**
Impairment of trade receivables	(544)	(106)
Impairment of customer contract assets	(34)	(30)
Impairment of contract acquisition costs	(138)	(114)
Impairment of other receivables	(1)	(1)
Net trade and other receivables (current assets)	**3,416**	**2,608**
Net trade receivables	1,901	1,321
Net other receivables	1,515	1,287

Other receivables include approximately €100 million in receivables from the tax authorities relating to disputed VAT paid by the iliad Holding Group but for which the Group has filed a repayment claim.

Although it is difficult to predict the final decisions taken by the competent courts in relation to these cases, the iliad Holding Group is confident that the receivables will be recovered.

The maturity schedule of net trade receivables was as follows as December 31, 2024 and 2023:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Not yet past due or less than 1 month past due	1,243	1,169
Between 1 and 6 months past due	517	120
Between 6 and 12 months past due	74	9
More than 12 months past due	67	23
Total	**1,901**	**1,321**

Note 25. Assets and liabilities held for sale

Assets and liabilities held for sale break down as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Assets held for sale	771	184
Liabilities held for sale	(734)	(11)
Total	**37**	**173**

Assets and liabilities held for sale primarily comprised the following at December 31, 2024:

- **Agreement entered into with InfraVia**

  The carrying amounts of assets held for sale (€168 million) and liabilities held for sale (€52 million) reclassified to these items following the agreement signed with InfraVia regarding the Group's sale of a 50% stake in OpCore (see Note 2.1). This sale was considered highly probable at December 31, 2024.

- **Towers Sales in Colombia**

  On January 24, 2024, Colombia Movil S.A. ESP ("Tigo Colombia") signed an agreement to sell and lease back, under a long-term lease agreement, 1,132 telecommunication towers to Towernex Colombia S.A.S. ("Towernex"), a KKR company. The total sale consideration amounts to €71 million, out of which €24 million will be received in subsequent years. Under IFRS 16, this transaction is considered a sale and leaseback.

  The transfer of the towers to Towernex consists of three batches, out of which two already completed:

  - first batch (occurred on March 14, 2024): 759 towers were sold, generating net cash proceeds of €35 million, net of transaction costs and a €12 million receivable, for Tigo Colombia. The company also recorded lease obligations and a financing component totaling €44 million related to the towers sold and leased back,
  - second batch (occurred on September 4, 2024): 250 towers were sold, generating net cash proceeds of €12 million, net of transaction costs and a €4 million receivable, for Tigo Colombia. The company also recorded lease obligations and a financing component totaling €15 million related to the towers sold and leased back,
  - third batch (expected in first quarter of the financial year 2025): The remaining 123 towers are intended to be sold. In accordance with IFRS 5, these towers remain classified as assets held for sale and their depreciation has stopped.

- **Mobile Network Sharing agreement in Columbia**

  On February 26, 2024, Tigo Colombia and Telecomunicaciones S.A. ESP BIC ("ColTel") signed an agreement to share their mobile networks. This collaboration involves two new joint arrangements. (both qualifying as joint operations, as defined in IFRS 11):

  - a "NetCo ("UNIRED")": This company holds and manages the radio access network (RAN) infrastructure as well as the site lease agreements. Each operator owns 50% of this NetCo.

    Transfers of RAN assets to UNIRED happened in Dec 2024, when UNIRED did a step-up exercise to determine the fair values of the contributions from both joint operators. The portion of this step-up exercise attributable to ColtTel has been booked as "Other operating Income" (€26 million, together with a gain of €3 million related to the equalization of Tigo Colombia and Coltel in UNIRED. The transfer of lease agreements is taking place as from January 2025 and as of December 31, 2024 met the criteria of IFRS 5: "Non current Assets Held for Sale and Discontinued Operations" criteria,
  - a "Unión Temporal" ("UT"): This temporary joint arrangement will manage the spectrum licenses and related liabilities. Similarly, ownership is split 50/50 between the two operators. In December 2024, Tigo Colombia got the approval to transfer to the UT the first block of spectrum (as defined by resolution 332 of the 700MwZ Spectrum from the Ministry of Information Technologies and Communications, "Mintic"). Consequently, the assets and liabilities related to such resolution were derecognized in Tigo Colombia with the subsequent recognition of Tigo's Colombia 50% share in the UT.

    In accordance with IFRS 5, certain assets and related liabilities are kept as of December 31, 2024 as "held for sale": Lease agreements and Spectrum licenses and related liabilities not yet transferred (that will be managed by the Union Temporal).

- **Tower Sales in Nicaragua**

  As part of the other assets portfolio sale within the "sale of Lati International S.A and other assets to SBA" agreement dated October 28, 2024, Millicom Nicaragua expects to sell approximately 400 towers under a sale-and leaseback model and also expects to transfer the related ground leases (Right of Use and Lease Liabilities). Management believes that the criteria set out under IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are met for the fixed assets, right-of-use assets and lease liabilities related to the sites within the scope of the sale to SBA. Consequently, as of December 31, 2024 those assets and liabilities of our operations in Nicaragua were classified as held for sale.

  Assets held for sale primarily comprised the following at December 31, 2023:

  - the carrying amount of passive mobile telecommunications infrastructure to be sold in Poland under the build-to-suit program with Cellnex,
  - the carrying amount of fiber connection infrastructure due to be sold to IFT.

Note 26. Cash and cash equivalents

Cash and cash equivalents can be analyzed as follows:

	December 31, 2024		December 31, 2023	
(in € millions)	Carrying amount	Fair value	Carrying amount	Fair value
Cash investments	395	395	259	259
Cash (excluding bank overdrafts)	1,525	1,525	1,275	1,275
Total – net	**1,920**	**1,920**	**1,534**	**1,534**

The Group's policy is to invest its cash in instruments that qualify as cash equivalents under IAS 7. As a result, these investments:

- have a short maturity;
- are highly liquid;
- are readily convertible into a known amount of cash; and
- are subject to an insignificant risk of changes in value.

Consequently, the Company invests its surplus cash in UCITs that fall into the "euro monetary" classification of the French securities regulator (AMF), as well as term deposits with a leading bank counterparty.

Note 27. Equity

Share capital

At December 31, 2024 iliad Holding's ownership structure was as follows:

Shareholder	Number of shares	%
Niel family group	3,389,990,348	100%
Total	**3,389,990,348**	**100%**

Dividends

On May 15, 2024, iliad Holding's sole shareholder resolved to pay a dividend of €0.01 per share, representing a total payout of €33,900 thousand.

The dividend was paid on May 30, 2024.

Distributions paid out in 2024:

- dividend paid in 2024 for 2023: €33,900 thousand;
- distribution of reserves and premiums paid in 2024: €1 billion.

Total distributions in 2024 therefore amounted to €1.34 billion.

Note 28. Stock option and share grant plans

Share grant plans

All of the share grant plans set up by the Group contain a "continued presence" vesting condition.

This condition is met when the beneficiary has uninterruptedly served as an employee or officer of the entity that set up the plan (or of any other Group entity) until the end of the plan's vesting period or, if the plan is divided into several tranches, until the end of the vesting period of the tranche concerned.

The main outstanding share grant plans are described below:

iliad

2018 Plan

The Annual General Meeting of May 16, 2018 authorized a share grant plan to be set up comprising shares representing up to 1% of iliad's share capital.

Pursuant to this authorization, an initial share grant plan representing 0.5% of iliad's share capital was set up in 2018 for 122 Group employees and executive officers.

The vesting of these shares – in four equal tranches between 2021 and 2024 – is subject to (i) a continued presence condition, and (ii) the following performance conditions for each tranche:

- September 30, 2021: end of the vesting period for Tranche 1, representing 25% of the shares granted:
  - 50% Tranche 1 shares were due to vest if EBITDA less CAPEX for France (excluding B2B operations) was €1 billion or more at December 31, 2020,
  - 50% of Tranche 1 shares were due to vest if the EBITDA margin for France (excluding sales of devices) was higher than 40% for the year ended December 31, 2020;
- September 30, 2022: end of the vesting period for Tranche 2, representing 25% of the shares granted: all Tranche 2 shares were due to vest if the EBITDA margin for France (excluding sales of devices) for the year ended December 31, 2021 was equal to or higher than the EBITDA margin for France (excluding sales of devices) for the year ended December 31, 2020;
- September 30, 2023: end of the vesting period for Tranche 3, representing 25% of the shares granted:

- 50% of Tranche 3 shares vest if the number of fiber subscribers in France is 3 million or more at September 1, 2023,
- 50% of Tranche 3 shares vest if the number of mobile subscribers in Italy is 6 million or more at September 1, 2023;

- September 30, 2024: end of the vesting period for Tranche 4, representing 25% of the shares granted:
  - 50% of Tranche 4 shares vest if the number of fiber subscribers in France is 3.5 million or more at September 1, 2024,
  - 50% of Tranche 4 shares vest if the Group's revenues in Italy are €500 million or more at June 30, 2024.

On September 28, 2021, the Board of Directors placed on record that 50% of the performance conditions for the first tranche of the plan had been met. Consequently, on September 30, 2021, the Company delivered to the plan's beneficiaries 29,909 iliad shares that it held in treasury.

On September 30, 2022, the Company's Board of Directors placed on record that the performance condition for the second tranche of the plan had been met. Consequently, on this date the Company delivered to the plan's beneficiaries 58,464 iliad shares that it held in treasury.

On August 29, 2023, the Board of Directors placed on record that the performance conditions for the third tranche of the plan had been met. Consequently, on September 29, 2023, the Company delivered to the plan's beneficiaries 57,977 iliad shares that it held in treasury.

During 2024, iliad S.A. delivered to the plan's beneficiaries 57,490 iliad S.A. shares that it held in treasury.

The expense recognized for this plan amounted to €3,224 thousand in 2023 and €5,311 thousand in 2024.

2020 Plan

The Annual General Meeting of July 21, 2020 authorized a share grant plan comprising shares representing up to 2% of iliad's share capital.

Pursuant to this authorization, in 2020, a first share grant plan representing almost 0.16% of iliad's share capital was set up for 268 Group employees and executive officers.

The vesting of these shares – in three unequal tranches between 2022 and 2024 – is subject to a continued presence condition. The vesting dates for the plan's three tranches are as follows:

- December 9, 2022: end for the vesting period for Tranche 1, representing 30% of the shares granted;
- November 30, 2023: end of the vesting period for Tranche 2, representing 40% of the shares granted;
- November 30, 2024: end of the vesting period for Tranche 3, representing 30% of the shares granted.

On December 9, 2022, the Company delivered to the plan's beneficiaries 27,162 iliad shares that it held in treasury.

On November 30, 2023, the Company delivered to the plan's beneficiaries 35,280 iliad shares that it held in treasury.

On November 30, 2024, the Company delivered to the plan's beneficiaries 25,839 iliad shares that it held in treasury.

The expense recognized for this plan amounted to €3,364 thousand in 2023 and €4,733 thousand in 2024.

2022 Plans

Following the authorization given at the July 21, 2020 Annual General Meeting, in 2022, two other free share grant plans, representing 0.20% of iliad's share capital, were set up for 430 Group employees.

The shares granted under the plans will vest after a period of one year, subject to a continued presence condition:

- June 1, 2024: all of the shares granted vest for the beneficiaries under the first plan;
- June 1, 2025: all of the shares granted vest for the beneficiaries under the second plan.

On May 31, 2024, the Company delivered to the plan's beneficiaries 105,350 iliad shares that it held in treasury.

The expense recognized for this plan amounted to €7,883 thousand in 2023 and €8,541 thousand in 2024.

2023 Plans

Following the authorization given at the May 11, 2023 Annual General Meeting, in 2023, four other free share grant plans, representing 0.25% of iliad's share capital, were set up for 497 Group employees and executive officers.

The shares granted under the plans will vest on the dates set out below, subject to (i) a continued presence condition and (ii) performance conditions applicable to all or some of the shares granted:

- December 15, 2025: all of the shares granted under the first and second plans, and one third of the shares granted under the fourth plan;
- May 30, 2026: all of the shares granted under the third plan;
- December 15, 2026: one third of the shares granted under the fourth plan;
- December 15, 2027: one third of the shares granted under the fourth plan.

The expense recognized for these plans amounted to €474 thousand in 2023 and €14,183 thousand in 2024.

2024 Plan

Following the authorization given at the May 7, 2024 Annual General Meeting, in 2024, 11 other free share grant plans, representing 0.35% of iliad's share capital, were set up for 389 Group employees and executive officers.

The shares granted under these plans will vest on dates staggered between December 2025 and December 2028, subject to (i) a continued presence condition and (ii) performance conditions applicable to all or some of the shares granted.

The expense recognized for these plans amounted to €872 thousand in 2024.

iliad 78

The Annual General Meeting of January 31, 2020 authorized a share grant plan to be set up involving shares representing up to 5% of iliad 78's share capital.

Pursuant to this authorization, on the same date, a share grant plan representing 2.95% of iliad 78's share capital was set up for four of its employees and executive officers.

The vesting of these shares – in three unequal tranches between 2023 and 2025 – is subject to (i) a continued presence condition, and (ii) the following performance conditions for each tranche:

- March 31, 2023: end of the vesting period for Tranche 1, representing 40% of the shares granted:
  - 50% of Tranche 1 shares were due to vest if iliad 78's revenues were higher than €3 million in the year ended December 31, 2022,
  - 50% of Tranche 1 shares were due to vest if the number of transactions using the company's payments services in the 12 months preceding March 31, 2023 represented more than €30 million;
- March 31, 2024: end of the vesting period for Tranche 2, representing 40% of the shares granted:
  - 50% of Tranche 2 shares vest if iliad 78's EBITDA is higher than €1.5 million for the year ended December 31, 2023,
  - 50% of Tranche 2 shares vest if the company has opened a payments service outside France;
- March 31, 2025: end of the vesting period for Tranche 3, representing 20% of the shares granted:
  - 50% of Tranche 3 shares vest if iliad 78's revenues are higher than €10 million in the year ended December 31, 2024,
  - 50% of Tranche 3 shares vest if the number of transactions using the company's payments services in the 12 months preceding March 31, 2025 represents more than €60 million.

On March 31, 2023, the Company delivered 17,120 new iliad 78 shares to the beneficiaries under the plan.

On April 1, 2024, the Chairman of the company noted that the performance conditions relating to Tranche 2 of this plan had not been met and therefore that none of the corresponding shares had vested.

The expense recognized for this plan amounted to €64 thousand in 2023 and €130 thousand in 2024.

Scaleway

2020 Plan

The Annual General Meeting of September 30, 2020 authorized a share grant plan to be set up, comprising shares representing up to 5% of Scaleway's share capital for allocation to employees and executive officers of Scaleway.

Pursuant to this authorization, on the same date, a share grant plan representing 3% of Scaleway's share capital was set up for two of its employees and executive officers.

The vesting of these shares – in three unequal tranches between 2024 and 2026 – is subject to a continued presence condition. The vesting dates for the plan's three tranches are as follows:

- June 30, 2024: end of the vesting period for Tranche 1, representing 35% of the shares granted;
- June 30, 2025: end for the vesting period for Tranche 2, representing 30% of the shares granted;
- June 30, 2026: end of the vesting period for Tranche 3, representing 35% of the shares granted.

On July 1, 2024, the company delivered 74 new shares to the beneficiaries under the plan.

The expense recognized for this plan amounted to €740 thousand in 2023 and €661 thousand in 2024.

2024 Plan

By way of decisions on December 19, 2023, the company's shareholders and Supervisory Board authorized a share grant plan comprising shares representing up to 5% of Scaleway's capital for allocation to employees and executive officers of Scaleway.

Pursuant to this authorization, on July 15, 2024 and November 14, 2024, a share grant plan representing 2.30% of Scaleway's share capital was set up for six of its employees and executive officers.

The shares granted under the plans will vest on dates staggered between June 2026 and June 2028, subject to (i) a continued presence condition and (ii) performance conditions applicable to all or some of the shares granted.

The expense recognized for these plans amounted to €32 thousand in 2024.

iliad Purple

On December 10, 2020, the sole shareholder of iliad Purple authorized a share grant plan comprising shares representing up to 9.82% of iliad Purple's share capital for allocation to employees and executive officers of iliad Purple and to employees of Play.

Pursuant to this authorization, on May 22, 2023 and then on December 12, 2023, seven share grant plans representing an aggregate 2.96% of iliad Purple's share capital were set up for employees and executive officers of iliad Purple and its Polish subsidiaries.

The vesting periods of these plans are staggered between May 2024 and May 2027, and the vesting of the shares is subject to (i) a continued presence condition for each beneficiary and (ii) for some of the plans, the achievement of performance conditions.

In 2024, the company delivered 329 new iliad Purple shares to the beneficiaries under these plans.

The expense recognized for these plans amounted to €7,912 thousand in 2023 and €12,750 thousand in 2024.

JT Holding

On April 14, 2023, the sole shareholder of JT Holding authorized a share grant plan comprising shares for allocation to employees and executive officers of JT Holding and its subsidiaries.

Pursuant to this authorization, on the same date, two share grant plans representing 3.35% of JT Holding's share capital were set up for seven employees and executive officers of JT Holding and its subsidiaries.

The vesting of these shares – in three unequal tranches between 2024 and 2026 – is subject to a continued presence condition and the achievement of performance conditions for each tranche.

On April 14, 2024, the company delivered 448,386 new JT Holding shares to the beneficiaries under these plans.

The expense recognized for these plans amounted to €2,100 thousand in 2023 and €1,215 thousand in 2024.

Play

PCSA – which has since been merged into iliad Purple – set up long-term incentive plans for Play employees. The plans provide that, given that the 80% threshold was exceeded following the public tender offer launched by iliad Purple on PCSA shares, instead of the shares they should have received, plan beneficiaries will be granted additional cash compensation equal to the per-share offer price multiplied by the number of shares they should have received each year. This amount will be paid in tranches at the end of the lock-up periods provided for under the plans, subject to performance conditions and to the criterion that the beneficiary still forms part of the Group at that date. The expense recognized for this plan amounted to €152 thousand in 2023 and €116 thousand in 2024.

Millicom

Millicom shares granted to executives and key employees include share-based compensation in the form of long-term incentive plans. Since 2016, Millicom has offered two types of annual plans: a Performance Share Plan (PSP) and a Deferred Share Plan (DSP).

The various plans are detailed below.

Deferred Share Plan

Shares vest at a rate of 30% on January 1 of each year, and the remaining 40% on January 1 of year three. Vesting is conditional upon the participant remaining employed with Millicom at each vesting date. The cost of this long-term incentive plan, which is not conditional on performance conditions, is calculated as follows: Fair value (share price) of Millicom's shares at grant date x number of shares expected to vest.

Performance Share Plan

Shares granted under these PSPs vest at the end of the three-year period, subject to performance conditions.

The Operating Cash Flow after Leases ("OCFaL") and Service Revenue performance conditions are based on the achievement of the OCFaL/Service Revenue targets measured on a 3-year actual cumulative achievement against the 3-year cumulative targets.

The Relative TSR is measured over the 10 trading days before/after December 31 of the last year of the corresponding three-year measurement period. The 2024 PSP ESG metric is based on Carbon Emissions reduction targets; while the 2023 PSP ESG metric is based on five ESG metrics:

- female % of Total Employees;
- female % of Leadership;
- progress toward established SBTi targets;
- women and girls trained as part of our Conectadas Program;
- teachers trained as part of our Maestr@sConectad@s program.

Performance Share Plan (for plans issued from 2024)

Shares granted under this 2024 PSP generally follow the same rules as for the ones of previous years.

The 2024 PSP plan is divided in three equity vehicles: 60% based on Stock Appreciation Rights ("SARs"), 30% based on Restricted Stock Units ("RSUs") and 10% based on Performance shares based on achievement of the ESG performance measure between 2024 and 2026. SARs are calculated based on Black-Scholes valuation of the stock price at fair market value of the grant and will vest in number of units. The participant will have the eligibility to exercise these units during the seven-year period following the vesting date.

Performance Share Plan (for plans issued from 2021 up to 2023)

The 2023 and 2022 plans are based on the following metrics: OCFaL (50%); Service Revenue (30%); Relative Total Shareholder Return ("Relative TSR") (2023: 10%, 2022: 20%). The 2023 PSP has an Environmental, Social and Governance metric ("ESG") (10%), The 2021 PSP is 35% based on RSUs; 30% on OCFaL; 15% based on Service Revenue and 20% on Relative TSR.

The cost of the long-term incentive plans which are conditional on market conditions is calculated as follows: Fair value (market value) of shares/SAR units at grant date (as calculated above) x number of shares/SAR units expected to vest.

The cost of these plans is recognized, together with a corresponding increase in equity (equity settled transaction reserve), over the period in which the performance and/or employment conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award.

Adjustments are made to the expense recorded for forfeitures, mainly due to management and employees leaving Millicom. Non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition (such as the Relative TSR and SAR). These are treated as vested, regardless of whether or not the market conditions are satisfied, provided that all other performance conditions are satisfied. Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified. In addition, an expense is recognized for any modification that increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Market Stock Units

A plan based on Market Stock Units (" MSU") was awarded in 2021 as a one-time retention plan (as a consequence of the impact of Covid-19 on the Group's business) to a selected group of executives. The MSU was a performance-based scheme where the outcome was dependent on the share price at the time of vesting. The number of MSUs granted to each participant was determined on the basis of a share price at inception of $33.83 for Tranche 2022 and $36.90 for Tranche 2023 (targets consider that Millicom share price at grant date – $30.75 – would appreciate 10% for Tranche 2022 and 20% for tranche 2023 from the grant price). The aforementioned share prices and number of units granted have been amended as a result of the effect of the rights offering. At the vesting date, the value of the MSU were determined by the 30-trading day average share price ended on September 30, 2022 for Tranche 2022, and the 30-trading day average share price ended on June 30, 2023 for Tranche 2023. For each Tranche, the payment was made in cash 12 months after those dates, provided the participant was still employed (subject to limited allowances for good leavers). For every participant, payment was capped at 150% of their Target MSU Award Value set up for each Tranche. Participants of the MSU plan were required to forfeit their awards under the LTI plans 2019 and 2020 in respect of the Financial targets (Service Revenue and Operating Cash flow growth), provided that the TSR component will continue to be active for these schemes. During 2024, Tranche 2023 was paid out to participants for a total cash amount of $1.74 million. (2023: Tranche 2022 was paid out for $1.15 million).

Note 29. Provisions

The provisions for contingencies and charges recognized at December 31, 2024 are intended to cover costs resulting from the Group's business risks, litigation risks, tax reassessment risks, employee-related risks and expenses on long-term contracts that have become onerous.

These provisions break down as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Total long-term provisions	244	116
Total short-term provisions	174	115
Total provisions for contingencies and charges	**418**	**231**

Provisions are considered to be long-term when the iliad Holding Group does not expect to use them within 12 months of the reporting date. In all other cases they are deemed to be short-term.

Movements in provisions for contingencies and charges were as follows in 2024:

(in € millions)	At Dec. 31, 2023	Additions in 2024	Reversals in 2024 (utilizations)	Reversals in 2024 (surplus provisions)	Impact of changes in scope of consolidation	Other	At Dec. 31, 2024
Provisions for contingencies and charges	231	139	(122)	(39)	221	(11)	418
Total	**231**	**139**	**(122)**	**(39)**	**221**	**(11)**	**418**

Note 30. Financial liabilities

Financial liabilities can be analyzed as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Bank borrowings	6,523	4,943
Bonds	13,185	7,840
Other	722	0
Total long-term financial liabilities	**20,431**	**12,783**
Bank borrowings and short-term marketable securities	1,264	797
Bonds	252	685
Financial liabilities carried at fair value	0	0
Bank overdrafts	19	18
Other[(a)]	994	770
Total short-term financial liabilities	**2,528**	**2,271**
Total	**22,959**	**15,054**

(a) Mainly relating to the receivables securitization program.

Financial liabilities are classified as short-term when their contractual maturity or early repayment date is within one year and as long-term when their contractual maturity is beyond one year.

The Group's borrowings are denominated mainly in euros, Polish zlotys and US dollars.

The table below summarizes movements in financial liabilities in 2024 and 2023:

(in € millions)	2024	2023
At January 1	**15,054**	**11,337**
New borrowings	7,764	4,598
Repayments of borrowings	(7,456)	(4,937)
Change in bank overdrafts	1	16
Impact of cash flow hedges	0	(21)
Impact of changes in scope of consolidation	7,440	0
Translation adjustments	83	191
Other	75	(8)
Total financial liabilities at December 31	**22,959**	**15,054**

Main movements in bond debt and private placements during the year

iliad Holding

On May 14, 2024 iliad Holding issued €600 million in Senior Secured Notes ("SSN") with a coupon of 6.875% per annum and $750 million in SSN with a coupon of 8.500% per annum. All of the notes have a seven-year maturity and are due April 15, 2031. In parallel with this issue, iliad Holding repaid respectively €400 million and $500 million in principal on its outstanding €1.1 billion 5.125% SSN due 2026 and $1.2 billion 6.500% SSN due 2026, following a tender offer announced by the Company on April 29, 2024.

On the same date, iliad Holding also announced a Tap offering on its newly issued SSN, for an additional €150 million with a coupon of 6.875% per annum and $200 million with a coupon of 8.500%. Both Tap issues were carried out on May 16, 2024 with the corresponding additional notes having the same maturity date as in the existing indenture, i.e., April 15, 2031.

In parallel with these new issues, iliad Holding continued its hedging policy by entering new USD/EUR Cross-Currency Swaps ("CCS") to hedge the total amount of the newly issued SSN totaling $950 million.

On December 3, 2024, iliad Holding carried out a dual-tranche bond issue, comprising a €600 million EUR tranche due in April 2030 with a coupon of 5.375% per annum, and an $850 million USD tranche due April 15, 2032 with a coupon of 7.00% per annum. In parallel with these issues, iliad Holding exercised its early redemption option with a make-whole premium on its outstanding bonds due in 2026, i.e., 700 million denominated in EUR and 700 million denominated in USD.

Concurrent to the issues, iliad Holding continued its hedging policy by entering new USD/EUR Cross-Currency Swaps ("CCS") to hedge the total amount of the newly issued US dollar tranche totaling $850 million.

The iliad Group

On February 12, 2024, iliad redeemed, at maturity, the remaining €235 million worth of its outstanding bonds issued on February 11, 2021 for an initial issue amount of 650 million.

On May 2, 2024 iliad successfully placed €500 million worth of bonds, maturing in seven years and paying interest at 5.375% per year. These bonds will be redeemed at maturity on May 2, 2031. The proceeds from the issue were mainly used to finance a c. €482 million tender offer announced on the same date for iliad's existing bonds, with €135 million allocated to its outstanding bonds due October 2024 and €346 million to those due April 2025.

On October 21, 2024, iliad also announced a tender offer to repurchase €300 million worth of its existing bonds, of which €121 million allocated to bonds due April 2025 and €179 million to those due June 2026.

On October 29, 2024 iliad successfully placed an inaugural €500 million green bond issue, maturing in just over five years and paying interest at 4.250% per year. These bonds will be redeemed at maturity on December 15, 2029. The proceeds from this issue will be used in part to finance and refinance eligible expenditure described in the iliad Group's "Green Financing Framework" published on October 21, 2024 on iliad's corporate website.

Millicom Group

Luxembourg (2032) USD 7.375% Senior Notes

On April 2, 2024, MIC SA completed the issuance of its 7.375% $450 million Senior Notes due 2032 (the "Notes"). Millicom used a portion of the net proceeds from the issuance of the Notes to repay in full certain bank loans with DNB for $200 million, and use the remaining net proceeds for the repayment, redemption, retirement or repurchase of existing indebtedness of Millicom and its subsidiaries and for other general corporate purposes.

Luxembourg (2031) USD 4.500% Senior Notes

On October 19, 2020, MIC S.A. issued a $500 million aggregate principal amount of 4.500% Senior Notes due 2031. The Notes bear interest at 4.500% p.a., payable semiannually in arrears on each interest payment date. Costs of issuance of $5.5 million are amortized over the eleven-year life of the notes (the effective interest rate is 4.800%).

On September 22, 2021, Millicom announced the early participation exchange results from its offer dated September 8, 2021; $302.1 million of the 6.625% Notes due 2026 were exchanged for $307.5 million of the 4.500% Notes due 2031 (at a 101.812% exchange ratio). The gain of $15 million has been recorded under "Interest and other financial income" in the statement of income during the year ended December 31, 2022. Transaction costs attributable to this exchange amount to approximately $4 million and are amortized over the remaining life of the Notes due 2031.

In November and December 2023, Millicom repurchased some of the 2031 USD 4.500% Senior Notes on the open market for a total amount of $12 million. The difference with their carrying value of $16 million has been recognized as financial income. The corresponding Notes have subsequently been cancelled.

During the twelve-month period ended December 31, 2024, Millicom repurchased and cancelled some of the 2031 USD

4.500% Notes, on the open market for a total nominal amount of approximately $17 million.

Luxembourg (2026) USD 6.625% Senior Notes

In October 2018, MIC S.A. issued $500 million aggregate principal amount of 6.625% Senior Notes due 2026. The Notes bore interest at 6.625% p.a., payable semiannually in arrears on each interest payment date. Costs of issuance of $6 million were amortized over the eight-year life of the notes (the effective interest rate is 6.750%).

As aforementioned, $302.1 million of the 6.625% Notes due 2026 were exchanged during 2021 for $307.5 million of newly issued 4.500% Notes due 2031.

On February 22, 2021, Millicom redeemed 10% of the principal outstanding of its Notes due 2026, 2028 and 2029 at a price of 103%. This redemption followed Millicom's announcement dated February 11, 2021. Total consideration was approximately $180 million. On October 28, 2024, Millicom redeemed all of its 2026 USD 6.625% Senior Notes at PAR for a total nominal amount of approximately $148 million.

Luxembourg (2029) USD 6.250% Senior Notes

In March 2019, MIC S.A. issued $750 million of 6.250% notes due 2029. The notes bear interest at 6.250% p.a., payable semi-annually in arrears. The net proceeds were used to finance, in part, the completed Telefónica CAM Acquisitions. Costs of issuance of $8.2 million are amortized over the ten-year life of the notes (the effective interest rate is 6.360%).

On February 22, 2021, Millicom redeemed 10% of the principal outstanding of its Notes due 2026, 2028 and 2029 at a price of 103%.

During the year ended December 31, 2024, Millicom repurchased and cancelled some of the 2029 USD 6.250% for $59 million.

Luxembourg (2028) USD 5.125% Senior Notes

In September 2017, MIC S.A. issued a $500 million, ten-year bond due January 2028, with an interest rate of 5.125%. Costs of issuance of $7 million are amortized over the ten year life of the notes (effective interest rate is 5.240%). On February 22, 2021, Millicom redeemed 10% of the principal outstanding of its Notes due 2026, 2028 and 2029 at a price of 103%.

During the year ended December 31, 2024, Millicom repurchased and cancelled some of the 2028 USD 5.125% Senior Notes on the open market for a total nominal amount of approximately $90 million.

Paraguay USD 5.875% Senior Notes and (2024-2032) PYG Notes

In April 2019, Telefónica Celular del Paraguay S.A.E. (Telecel) issued $300 million 5.875% senior notes due 2027. The notes bear interest at 5.875% p.a., payable semi-annually in arrears starting on October 15, 2019. The net proceeds were used to finance the repurchase of the Telecel 6.750% 2022 notes. Costs of issuance of $4 million are amortized over the eight-year life of the notes (the effective interest rate is 6.04%). On January 28, 2020, Telecel issued at a premium $250 million of 5.875% Senior Notes due 2027 (the "New Notes"), representing an additional issuance from the Senior Notes described above. The New Notes are treated as a single class with the initial notes, and were priced at 106.375% for an implied yield to maturity of 4.817%. The corresponding $15 million premium received is amortized over the Senior Notes maturity.

On November 4, 2022, Telecel announced a tender offer (early tender consideration for $927.5 for each $1,000 principal amount of notes) to purchase for cash up to $55 million in aggregate principal amount of the Senior Notes. On November 20, 2022, Telecel announced that approximately $47 million in principal amount of the mentioned Notes, have been accepted and settled on November 21, 2022. Total consideration amounted to approximately $44 million with a net financial income impact of $3 million given the Notes were repurchased below their par value.

In May 2020, Telefónica Celular del Paraguay, S.A.E. completed the acquisition of another Millicom subsidiary in Paraguay – Mobile Cash Paraguay S.A. Effective as of this date, this entity forms part of the borrower's group for the purposes of the $550 million 5.875% Senior Notes due 2027 issued by Telefónica Celular del Paraguay, S.A.E.

During the year ended December 31, 2024, Telefónica Celular del Paraguay, S.A.E. repurchased and cancelled some of its 2027 USD 5.875% Senior Notes for a total nominal amount of approximately $63 million.

Additionally, on September 23, 2024, Telefónica Celular del Paraguay, S.A.E. redeemed $150 million of its 2027 USD 5.875% Senior Notes at PAR.

Between June 2019 and February 2020, Telecel registered and completed the issuance of a bond program for PYG 300,000 million (approximately €37 million using the December 31, 2024 exchange rate) on the Paraguayan stock market, launched in different series from 5 years to 10 years. On October 1, 2021, Telecel issued another PYG 400,000 million bond (approximately €49 million using the December 31, 2024 exchange rate) in three series with fixed interest rates between 6.0% to 7.5% and a repayment period from 5 to 10 years. In June 2024, Telefónica Celular del Paraguay, S.A.E. repaid the outstanding 2024 PYG 8.750% Notes (tranche A) (approximately €14 million equivalent in local currency).

On July 11, 2024, Telefónica Celular del Paraguay, S.A.E. issued local bonds for a total amount of PYG 370,000 million (approximately €45 million using the December 31, 2024 exchange rate) with a maturity of 8 years and at an interest rate of 8.17%. In December 2024, Telefónica Celular del Paraguay, S.A.E. issued a 7.8% local bond for an amount of PYG 103 billion (approximately €12 million) which is due in December 2027. These issuances are part of the local currency Debt Program registered in 2021 for a total amount equivalent to $150 million.

Bolivia BOB Notes

In August 2016, Telefónica Celular de Bolivia S.A. issued a bond for a total amount of BOB 522 million consisting of two tranches (approximately €48 million and €24 million, respectively). Tranche A matured in June 2024 and bore fixed interest of 3.950%. Tranche B bears fixed interest of 4.300%, and will mature in June 2029. This bond is listed on the Bolivia Stock Exchange. In June 2024, Tigo Bolivia repaid the outstanding 2024 BOB 3.950% Notes (approximately €9 million equivalent in local currency).

In October 2017, Telefónica Celular de Bolivia S.A placed approximately €77 million of local currency bonds in three tranches (BOB 4.700%, BOB 4.600% and BOB 5.300%. One matured in 2022, another in 2024 and the last one with an outstanding amount of around €4 million equivalent in local currency and 5.300% rate will mature in 2026. This bond is listed on the Bolivia Stock Exchange.

In July 2019 Telefónica Celular de Bolivia S.A issued two bonds, one still listed on the Bolivia Stock Exchange for BOB 420 million (approximately €59 million) with a 5.000% coupon maturing in August 2026 with semiannual interest payments. The other bond for BOB 280 million matured in August 2024.

In December 2020, Telefónica Celular de Bolivia S.A. issued BOB 345 million (approximately €48 million) in senior notes which were priced at 5.800% due in 2026.

In November 2023, Tigo Bolivia issued a 6.00% local bond for an amount of BOB 396.5 million (approximately €55 million using the December 31, 2024 exchange rate) which is due in July 2028 to refinance some debt repayments, finance capex and general corporate purposes.

Colombia UNE Bonds

In May 2016, UNE issued a COP 540 billion bond (approximately €117 million using the December 31, 2024 exchange rate) consisting of three tranches. Interest rates are either fixed or variable depending on the tranche. Tranche A bore fixed interest at 9.350%, and was repaid in May 2024. Tranches B and C (for approximately €56 million and €28 million, respectively using the December 31, 2024 exchange rate) bear variable interest, based on the CPI, (respective margins of CPI + 4.150% and CPI + 4.890%). Tranches B and C will mature in May 2026 and May 2036, respectively.

In March 2020, UNE issued local bonds for an amount of COP 150 billion (approximately €33 million using the December 31, 2024 exchange rate) to repay an existing bond for the same value, with a 6.600% fixed rate for 10 years.

On February 16, 2021, UNE issued under the approved local bond program, a COP 485,680 million bond (approximately $106 million using the transaction date exchange rate) with 3 maturities; Series 7 years at 5.56% fixed rate, Series 10 years at CPI plus 2.61% and Series 15 years at CPI plus a 3.18% margin.

On January 5, 2023, UNE issued a COP 230 billion (approximately €47 million) bond consisting of two tranches with three and four and a half-year maturities. Interest rates are variable, based on CPI + a margin, and interest is payable in Colombian peso.

Panama USD 4.500% bond

In November 2019, Cable Onda (now “Telecomunicaciones Digitales, S.A.”) issued $600 million aggregate principal amount of 4.500% senior notes due 2030 payable in U.S. dollars, registered with the Superintendencia del Mercado de Valores de Panamá and listed on the Luxembourg Stock Exchange and on the Panamá Stock Exchange. The Notes bear interest from November 1, 2019 at a rate of 4.500% per annum, payable on January 30, 2020, for the first payment and thereafter semiannually in arrears on each interest payment date. The proceeds were used to fund the Panama Acquisition and to refinance certain local financing. Costs of issuance of $16 million, which include an original issue discount (OID) are amortized over the ten-year life of the notes (the effective interest rate is 4.690%).

In December 2023, “Telecomunicaciones Digitales, S.A.” repurchased some of these Senior notes on the open market for a total amount of $13 million. The difference with their carrying value of $16 million has been recognized as financial income. The corresponding Notes have subsequently been cancelled. During the year ended December 31, 2024, “Telecomunicaciones Digitales, S.A.” repurchased and cancelled some of the 2030 USD 4.500% Senior Notes on the open market for a total amount of approximately $27 million.

Guatemala (2032) USD 5.125% Senior Notes

On January 27, 2022, the Group’s principal subsidiary in Guatemala, Comunicaciones Celulares, S.A. (“Comcel”), completed the issuance of 10-year $900 million Senior Notes with a coupon of 5.125% per annum. The proceeds from this bond were used to repay a significant portion of the bridge financing that was used to fund the acquisition of the remaining 45% equity interest in the Tigo Guatemala operations back in November 2021.

On November 4, 2022, Comcel announced a tender offer (early tender consideration for $822.5 for each $1,000 principal amount of notes) to purchase for cash up to $90 million in aggregate principal amount of the Senior Notes. On November 20, 2022, Comcel announced that approximately $19 million in principal amount of the mentioned Notes, have been accepted and settled on November 21, 2022. Late tender expired on December 6, 2022 with no further tendered Notes. Total consideration amounted to approximately $16 million with a net financial income impact of $3 million given the Notes were repurchased below their par value.

In November and December 2023, Comcel repurchased some of these Senior Notes on the open market for a total amount of $42 million. The difference with their carrying value of $49 million has been recognized as financial income. The corresponding Notes have subsequently been cancelled. During the year ended December 31, 2024, Comcel repurchased and cancelled some of the 2032 USD 5,125% Comcel Senior Notes on the open market for a total nominal amount of approximately $88 million.

Main movements in bank borrowings during the year

iliad Holding

On February 24, 2024, iliad Holding set up a mid-term facility with a banking pool to partially finance Freya’s step acquisition of Tele2 shares. The total confirmed amount available under this facility is €420 million. On February 29, 2024, iliad Holding drew down €163 million under this facility to partially finance the first tranche of Freya’s acquisition of Tele2 shares from Kinnevik, corresponding to 31,329,972 Class B shares and representing 4.5% of Tele2’s share capital (3.5% of the voting rights). On April 29, 2024, iliad Holding drew down an additional €194 million under the facility to finance Freya’s acquisition of the second tranche of Tele2 shares, corresponding to 14,202,766 Class A shares and 85,549,182 Class B shares. At December 31, 2024, Freya Investissement held 19.8% of Tele2’s share capital and 26.98% of its voting rights.

On April 24, 2024, Freya Investissement arranged a SEK 7.3 billion facility with leading French banks, which was used in full to finance the second tranche of its acquisition of Tele2 shares from Kinnevik. The facility carries a variable interest rate indexed to the STIBOR plus a 2.20% margin, with a maturity date of April 24, 2027 and a one-year extension option.

Freya Investissement repaid SEK 39 million of the facility in advance of maturity during 2024.

On December 12, 2024, this facility was increased by SEK 660 million to repay the iliad shareholder loan that was used to finance Freya’s acquisitions from Kinnevik of the third and final tranche of Tele2 shares on August 27, 2024.

At December 31, 2024, Atlas SAS had a $747 million term loan which it had drawn down in full, and a $100 million RCF, of which $7 million had been used. This financing, raised in August 2024, was used to refinance Atlas’ historical debt and to finance the acquisition of an additional 19 million Millicom shares on September 3, 2024. Both of the facilities mature on August 27, 2027.

The iliad Group

On January 9, 2024, iliad canceled the full undrawn amount of its mid-term facility, which totaled €650 million at that date.

On June 13, 2024, iliad drew down the full amount of €300 million available under its loan set up in 2022 with the European Investment Bank (“EIB”). This loan has a final maturity date of June 13, 2030. It has a variable interest rate, which can be revised or changed to a fixed rate on June 14, 2027.

On July 23, 2024, iliad amended the contracts for its syndicated revolving credit facility ("RCF") and its term-credit facility, which were signed in July 2022, to include Corporate Social Responsibility ("CSR") performance indicators. These performance indicators relate to (i) reducing the Group's carbon footprint in order to meet its 2030 targets (Scope 1, 2 and 3) validated by the Science Based Targets initiative (SBTi) in early 2024, and (ii) promoting gender diversity among new employees, with a particular focus on recruiting women within the Group. Since then, this RCF has qualified as a Sustainability-Linked Loan (SLL).

On July 25, 2024, iliad exercised an option to extend this RCF by one year, and it now matures on July 24, 2029.

On December 18, 2024, iliad repaid €89 million of its term loan set up in December 2020. On the same date, iliad amended and extended the facility's underlying agreement, and the loan now consists of two tranches: a €312 million tranche maturing in December 2025, and a €500 million tranche maturing in December 2028, with an option to extend for a further year.

Millicom Group

Paraguay

In July 2018, Telefónica Celular del Paraguay S.A.E. executed a seven-year loan with Regional Bank for PYG 115,000 million (approximately €17 million at the date of the transaction) with a final maturity in 2025.

In January 2019, Telefónica Celular del Paraguay S.A.E. obtained a seven-year loan from BBVA Bank for PYG 177,000 million (approximately €28 million at the date of the transaction) which is due on November, 26, 2025.

In September 2019, Telefónica Celular del Paraguay S.A.E. executed an amended and restated agreement with Banco Continental S.A.E.C.A., to consolidate three existing loans, for a PYG 370,000 million (approximately €55 million at the date of the transaction). The loan has a maturity of 7 years.

In December 2021, Telecel entered into a new fix loan of PYG 50 billion (approximately €7 million) with GNB to refinance an outstanding bank loan with Banco Itaú. This was repaid in November 2024.

On September 3, 2024, Telefónica Celular del Paraguay, S.A.E. executed a PYG 150 billion (approximately €19 million) loan with Banco GNB Paraguay, S.A.E.C.A. The loan has a maturity of 5 years.

On October 15, 2024, as part of the USD debt restructuring plan, a Millicom subsidiary in Paraguay entered into a new loan of PYG 310,000 million (approximately $39 million) with Banco Itaú. This loan bears fixed interest and will mature in 2029.

Colombia

On December 14, 2021, UNE EPM Telecomunicaciones S.A. entered into an ESG Linked agreement with Bancolombia for a COP 450,000 million (approximately €98 million at the December 31, 2024 exchange rate) loan with a variable rate and a maturity of 7 years.

On February 20, 2024, UNE EPM Telecomunicaciones S.A. ("UNE") executed a COP 85 billion approximately €20 million) working capital loan with Banco Colombia. The loan has a maturity of 1 year.

On April 25, 2024, UNE issued a COP 160 billion (approximately €39 million) bond consisting of one tranche with a three-year maturity. Interest rate is fixed at 17% and payable in Colombian peso. This bond refinanced the Tranche A (for COP 160 billion) of the bond issued in May 2016, repaid in May 2024.

On December 20, 2019, the Group's operation in Colombia executed an amendment to the $300 million loan between Colombia Móvil S.A. E.S.P. as borrower and UNE EPM Telecomunicaciones S.A., as guarantor with a consortium of banks to extend the maturity for 5 years and lower the applicable margin.

In September and November 2020, Colombia executed 4 new cross currency swaps of $25 million each with Bancolombia, JP Morgan and BBVA to complete $100 million and hedge the exposure of a portion of the $300 million Syndicated Loan Agreement, fixing the exchange and interest rates.

On March 26, 2021, $150 million were paid.; on January 21, 2022, an additional $100 million were paid (and consequently on January 19, 2022, the respective cross currency swaps with Bancolombia and JP Morgan for $25 million, each, were terminated, resulting in a gain and cash settlement of $26 million.

On December 20, 2024, the remaining $50 million outstanding (covered by cross currency and interest rate swaps) was repaid. This resulted in a gain and cash collection of €9 million.

El Salvador and Nicaragua

On September 12, 2022, Telefonia Celular de Nicaragua, S.A. ("Nicaragua") and Telemovil entered into a new Credit and Guaranty Agreement with Bank of Nova Scotia as Administrative Agent and Citigroup and Bladex as Joint Lead Arrangers, and with the Company as Guarantor for $225 million Unsecured Term Loan with a 5-year maturity. The allocated portion for Telemovil is $75 million and the allocated portion for Nicaragua is $150 million. The proceeds have been used to partially repay loans with other companies within the Group. The interest rate for this loan is SOFR based plus a margin.

On October 16, 2024, a Millicom subsidiary in Nicaragua prepaid the outstanding principal amount of approximately $143 million of the Credit and Guaranty Agreement with Bank of Nova Scotia, originally due in 2027.

Luxembourg

In October 2020, MICSA. entered into a 5 year, $600 million ESG-linked revolving credit facility (the "Facility") with a syndicate of 11 commercial banks. This facility was not been drawn down so far and could be used for financing of working capital or for general corporate purposes, if needed.

As per amendment No. 2 dated August 22, 2024, the maturity of $565 million of the available $600 million ESG-linked revolving credit facility maturity has been extended by 2 years, now due on October 15, 2027.

Guatemala

On December 9, 2021, the Guatemalan operations entered into the following loan agreements:

- a GTQ 950 million loan with Banco Industrial (approximately €118 million) which bears fixed interest initially due in October 2025. In April 2023, the debt maturity was extended to October 31, 2028;
- two loans for a total of GTQ 500 million with Banco G&T Continental S.A. (approximately €63 million) which bear a fixed interest rate and mature in December 2026.

On March 31, 2022, Comcel executed a new 5-year $150 million loan agreement with Banco de Desarrollo Rural, S.A. Proceeds were disbursed on April 27, 2022 and were used to refinance some of the credit agreements Comcel had with Banco

Industrial. In December 2023, the debt maturity was extended to March, 2028.

On June 13, 2023, Comcel, executed a new 7-year loan with Banco Industrial up to GTQ 400 million (approximately €49 million), bearing a fixed interest rate, mainly to finance the acquisitions of spectrum.

During the months of April, May and June 2024, Comcel repaid up to €96 million equivalent in local currency from different bank facilities to address maturities and interest charges. In September 2024, Comcel partially repaid up to €48 million of loan facilities equivalent in local currency.

Short- and medium-term commercial paper program

On June 11, 2024, the Group renewed its €1,400 million NEU CP program.

At December 31, 2024, €432 million of the program had been used.

€700 million trade receivables securitization program

On March 5, 2024, the Group amended its trade receivables securitization program to include additional financial parties.

At December 31, 2024, €675 million of the program had been used.

Main movements in bank borrowings during the year at Play

On March 15, 2024, Play extended its RCF by two years, and its final maturity is now March 26, 2026. Play drew down PLN 747 million under this facility on May 16, 2024. Following successive repayments since that date, at December 31, 2024 the RCF's entire PLN 2 billion was available.

On May 31, 2024, Play drew down an additional PLN 235 million under its EIB loan, meaning that this loan was fully drawn at December 31, 2024.

Guarantees given

The iliad Group

iliad Holding has granted its lenders security interests on (i) the securities it holds in Holdco II, (ii) the amounts due under the loan between iliad Holding and Holdco II, (iii) the iliad securities held by Holdco II.

Millicom Group

Financial guarantee

At December 31, 2024, guarantees given by the Millicom Group amounted to €223 million.

Pledged assets

As at December 31, 2024, pledged assets, pledged deposits issued to cover letters of credit, or guarantees issued was €223 million.

At December 31, 2024 there were no pledged deposits by the Group over these debts and financings. The remainder represented primarily guarantees issued by Millicom S.A. to guarantee financing raised by other Group operating entities.

Breakdown of borrowings by type of rate

Borrowings after hedging at the year-end can be analyzed as follows by type of rate:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Fixed-rate borrowings[(a)]	15,884	10,640
Variable-rate borrowings	7,074	4,414
Total financial liabilities at December 31	**22,959**	**15,054**

(a) Excluding notional amount of interest rate hedging (see Note 34).

Breakdown of committed financing facilities by maturity

The following table presents a breakdown of the Group's total committed financing facilities by nature and contractual maturity/early repayment date at December 31, 2024:

(in € millions)	Due within 1 year	Due in 1 to 5 years	Due beyond 5 years	Total
Bank borrowings	744	5,450	615	6,809
Schuldscheindarlehen notes	185	509	0	693
Bonds	249	6,569	6,648	13,466
Short-and medium-term marketable securities	432	0	0	432
Securitization	675	0	0	675
Bank overdrafts	19	0	0	19
Other	223	675	(35)	864
Total borrowings	**2,527**	**13,203**	**7,229**	**22,959**
Trade payables	3,021	591	104	3,716
Total committed financing facilities	**5,548**	**13,794**	**7,333**	**26,674**

Breakdown of the Group's debt

The Group's bonds/notes and private placements break down as follows:

Contract	Issue date	Maturity	Currency	Nominal rate	Dec. 31, 2024 Outstanding amount *(€m)*
iliad – SUN[(a)]	April 25, 2018	April 25, 2025	EUR	1.875%	183
iliad – SUN	June 17, 2020	June 17, 2026	EUR	2.375%	471
iliad – SUN	Feb. 11, 2021	Feb. 11, 2028	EUR	1.875%	700
iliad – SUN	Dec. 12, 2022	June 14, 2027	EUR	5.375%	750
iliad – SUN	Feb. 15, 2023	Feb. 15, 2030	EUR	5.625%	500
iliad – SUN	Dec. 15, 2023	Feb. 15, 2029	EUR	5.375%	650
iliad – SUN	May 2, 2024	May 2, 2031	EUR	5.375%	500
iliad – SUN	October 29, 2024	Dec. 15, 2029	EUR	4.250%	500
iliad – SSD[(b)] 2019					
Tranche 3	May 22, 2019	May 22, 2026	EUR	1.845%	40
Tranche 4	May 22, 2019	May 22, 2026	EUR	1.700% + Euribor	25
Tranche 5	May 22, 2019	May 24, 2027	EUR	2.038%	10
Tranche 6	May 22, 2019	May 24, 2027	EUR	1.800% + Euribor	6
iliad – SSD 2021					
Tranche 1	June 30, 2021	June 30, 2025	EUR	1.150%	50
Tranche 2	June 30, 2021	June 30, 2025	EUR	1.150% + Euribor	135
Tranche 3	June 30, 2021	June 30, 2026	EUR	1.400%	51
Tranche 4	June 30, 2021	June 30, 2026	EUR	1.400% + Euribor	212
Tranche 5	June 30, 2021	June 30, 2028	EUR	1.700%	8
Tranche 6	June 30, 2021	June 30, 2028	EUR	1.700% + Euribor	22
Tranche 7	June 30, 2021	June 30, 2027	EUR	1.400%	15
Tranche 8	June 30, 2021	June 30, 2027	EUR	1.400% + Euribor	8
iliad – SSD 2022					
Tranche 1	May 27, 2022	June 30, 2026	EUR	2.732%	27
Tranche 2	May 27, 2022	June 30, 2026	EUR	1.400% + Euribor	45
Tranche 3	May 27, 2022	June 30, 2027	EUR	1.400% + Euribor	40
Total – iliad					**4,947**
Play – SUN	Dec. 13, 2019	Dec. 11, 2026	PLN	1.750% + Wibor	175
Play – SUN	Dec. 29, 2020	Dec. 29, 2027	PLN	1.850% + Wibor	117
Total – Play					**292**
iliad Holding – SSN[(c)]	October 27, 2021	October 15, 2028	EUR	5.625%	742
iliad Holding – SSN	October 27, 2021	October 15, 2028	USD	7.000%	739
iliad Holding – SSN	May 14, 2024	April 15, 2031	EUR	6.875%	750
iliad Holding – SSN	May 14, 2024	April 15, 2031	USD	8.500%	847
iliad Holding – SSN	Dec. 3, 2024	April 15, 2030	EUR	5.375%	600
iliad Holding – SSN	Dec. 3, 2024	April 15, 2032	USD	7.000%	750
Total – iliad Holding					**4,427**
SEK Variable Rate Notes	Jan. 20, 2022	Jan. 20, 2027	SEK	3.000%	195
USD 7.375% Senior Notes	April 2, 2024	April 2, 2032	USD	7.375%	429
USD 4.500% Senior Notes	Oct. 27, 2020	April 27, 2031	USD	4.500%	724
USD 6.250% Senior Notes	March 25, 2019	March 25, 2029	USD	6.250%	590
USD 5.125% Senior Notes	Sept. 20, 2017	Jan. 15, 2028	USD	5.125%	345

Contract	Issue date	Maturity	Currency	Nominal rate	Dec. 31, 2024 Outstanding amount *(€m)*
USD 5.875% Senior Notes	April 05, 2019	April 15, 2027	USD	5.875%	280
PYG 9.250% Notes (tranche B)	June 10, 2019	May 29, 2026	PYG	9.250%	6
PYG 10.000% Notes (tranche C)	June 10, 2019	May 31, 2029	PYG	10.000%	8
PYG 9.250% Notes (tranche D)	Dec. 27, 2019	Dec. 30, 2026	PYG	9.250%	1
PYG 10.000% Notes (tranche E)	Dec. 27, 2019	Dec. 24, 2029	PYG	10.000%	3
PYG 9.250% Notes (tranche F)	Feb. 13, 2020	Jan. 29, 2027	PYG	9.250%	2
PYG 10.000% Notes (tranche G)	Feb. 13, 2020	Jan. 31, 2030	PYG	10.000%	3
PYG 6.000% Notes (tranche H)	Oct. 1, 2021	Sept. 25, 2026	PYG	6.000%	12
PYG 6.700% Notes (tranche I)	Oct. 1, 2021	Sept. 29, 2028	PYG	6.700%	17
PYG 7.500% Notes (tranche J)	Oct. 1, 2021	Sept. 30, 2031	PYG	7.500%	20
PYG 7.800% Notes (tranche K)	Dec. 17, 2024	Dec. 30, 2027	PYG	7.800%	13
PYG 8.170% Notes (tranche L)	July 11, 2024	July 9, 2032	PYG	8.170%	45
BOB 5.800% Notes	Dec. 9, 2020	May 12, 2026	BOB	5.800%	24
BOB 4.300% Notes	Aug. 11, 2016	June 4, 2029	BOB	4.300%	10
BOB 5.300% Notes	Oct. 10, 2017	Aug. 24, 2026	BOB	5.300%	4
BOB 5.000% Notes	June 27, 2019	Aug. 9, 2026	BOB	5.000%	35
BOB 6.000% Notes	Nov. 1, 2023	July 8, 2028	BOB	6.000%	52
UNE Bond 3 (tranche B)	May 26, 2016	May 26, 2026	UNE	4.150%	55
UNE Bond 3 (tranche C)	May 26, 2016	May 26, 2036	UNE	4.890%	28
UNE Bond 6.600%	March 4, 2020	March 4, 2030	UNE	6.600%	33
UNE Bond 4 (tranche A)	Feb. 16, 2021	Feb. 16, 2028	UNE	5.560%	25
UNE Bond 4 (tranche B)	Feb. 16, 2021	Feb. 16, 2031	UNE	2.610%	62
UNE Bond 4 (tranche C)	Feb. 16, 2021	Feb. 16, 2036	UNE	3.180%	19
UNE Bond 7 (tranche B)	Jan. 5, 2023	Oct. 5, 2027	UNE	8.100%	2
UNE Bond 7 (tranche C)	Jan. 5, 2023	Jan. 5, 2027	UNE	8.250%	3
UNE Bond 8 (tranche A)	April 25, 2024	April 25, 2027	UNE	17.000%	12
USD 4.500% Senior Notes	Oct. 27, 2020	April 27, 2031	USD	4.500%	528
USD 5.125% Senior Notes	Sept. 20, 2017	Jan. 15, 2028	USD	5.125%	709
Total Millicom					**4,294**
Total					**13,960**

(a) SUN: Senior Unsecured Notes.
(b) SSD: *Schuldschein* (non-guaranteed private placements under German law).
(c) SSN: Senior Secured Notes. The USD-denominated SSN, maturing in 2028, have been converted at a EUR/USD average rate of 1.156, corresponding to the rate of the CCS set up on October 13, 2021 by iliad Holding. The SSNs due in 2031 comprise the original May 14, 2024 issue and the Tap issue carried out on May 16, 2024. The USD-denominated SSNs due in 2031 have been converted at a EUR/USD average rate of 1.122, corresponding to the average rate of the new CCS entered into for the May 2024 issue to hedge $450 million, combined with the remaining $500 million hedged by the CCSs set up in October 2021,which previously hedged the amount redeemed under the $1.2 billion 6.500% SSN due 2026. Lastly, the USD-denominated SSNs due in 2032 have been converted at an average EUR/USD rate of 1.134, corresponding to the average rate of the new CCS entered into for the December 2024 issue to hedge $150 million, combined with the remaining $700 million hedged by the CCS set up in October 2021, which previously hedged the remaining amount of the US dollar tranche of the SSN due 2026 redeemed in advance with the make-whole premium (see Note 33).

The Group's bank borrowings break down as follows:

Contract	Issue date	Maturity	Type of repayment	Currency	Nominal rate[a]	Dec. 31, 2024 Outstanding amount (€m)	Dec. 31, 2024 Amount available (€m)
iliad – EIB Loans							
2016	Dec. 8, 2016	Sept. 19, 2030	Install.	EUR	1.621%	120	-
2018 – T1	Dec. 14, 2018	Feb. 1, 2033	Install.	EUR	1.921%	180	-
2018 – T2	Dec. 14, 2018	April 8, 2033	Install.	EUR	1.602%	90	-
2020 – T1	Nov. 9, 2020	Nov. 23, 2028	At maturity	EUR	0.835%	150	-
2020 – T2	Nov. 9, 2020	March 29, 2029	At maturity	EUR	1.004%	150	-
2022	Dec. 13, 2022	June 13, 2030	At maturity	EUR	0.982% + Euribor	300	-
2023	Dec. 19, 2023	Not set	Not set	EUR	Not set	-	300
iliad – KFW Loans							
2017	Dec. 13, 2018	June 13, 2029	Install.	EUR	1.100% + Euribor	41	-
2019	April 26, 2020	Oct. 9, 2030	Install.	EUR	1.100% + Euribor	90	-
iliad – RCF	July 27, 2022	July 24, 2029	At maturity	EUR	1.000% + Euribor	-	2,000
iliad – Term Loan[b]	Dec. 18, 2024	Dec. 18, 2028	At maturity	EUR	1.462% + Euribor	812	-
iliad – Term Loan	July 27, 2022	July 27, 2027	At maturity	EUR	1.500% + Euribor	1,000	-
Total – iliad						**2,932**	**2,300**
Play – Term Loan	March 29, 2021	March 29, 2026	At maturity	PLN	2.000% + Wibor	819	-
Play – RCF	March 29, 2021	March 26, 2026	At maturity	PLN	2.000% + Wibor	-	468
Play – BGK Loan	Oct. 15, 2021	Sept. 20, 2028	Install.	PLN	1.930%	88	-
Play – ECA Loan	Dec. 22, 2021	Dec. 22, 2026	Install.	PLN	0.450% + Wibor	54	-
Play – Term Loan	Dec. 10, 2021	March 26, 2026	At maturity	PLN	2.000% + Wibor	702	-
Play – EIB Loan[c]	Jan. 14, 2022	May 31, 2034	Install.	PLN	6.914%	110	-
Total – Play						**1,772**	**468**
iliad Holding – SS RCF	July 28, 2021	Jan. 28, 2028	At maturity	EUR	3.000% + Euribor	-	300
Total – iliad Holding						**-**	**300**
Freya – Loan	April 24, 2024	April 24, 2027	At maturity	SEK	2.200% + Stibor	691	-
Total – Freya Investissement						**691**	**-**
Banco GNB S.A.	Jan. 2, 2019	Nov. 26, 2025	Install.	PYG	7.500%	4	-
Sudameris Bank S.A.E.C.A.	July 30, 2018	June 23,2025	Install.	PYG	7.550%	1	-
Banco Gnb Paraguay S.A.	Sept. 3, 2024	Aug. 8, 2029	Install.	PYG	8.050%	18	-
Banco Itau Paraguay S.A.	Oct. 14, 2024	Sept. 18, 2029	Install.	PYG	8.050%	38	-
Banco Continental Saeca	June 9, 2023	May 3, 2028	Install.	PYG	9.930%	19	-
Banco Continental Saeca	Sept. 5, 2019	Sept. 16, 2026	Install.	PYG	9,000%	13	-
USD – Long-term loans							
The Bank Of Nova Scotia	Dec. 1, 2020	Nov. 30, 2025	At maturity	USD	2.960%	82	-
The Bank Of Nova Scotia	March 1, 2021	Nov. 30, 2025	At maturity	USD	2.960%	24	-
The Bank Of Nova Scotia	Sept. 1, 2021	Sept. 1, 2026	At maturity	USD	3.500%	72	-

Contract	Issue date	Maturity	Type of repayment	Cur-rency	Nominal rate[a]	Dec. 31, 2024 Outstanding amount (€m)	Dec. 31, 2024 Amount available (€m)
BOB Long-term loans							
Banco Bisa S.A.	July 29, 2022	July 29, 2027	Install.	BOB	4.750%	1	-
Banco de Credito de Bolivia S.A.	June 1, 2021	June 1, 2026	Install.	BOB	4.500%	1	-
Banco Economico S.A.	Oct. 21, 2021	Nov. 4, 2026	Install.	BOB	5.750%	2	-
Banco Fie S.A.	March 30, 2022	March 20, 2027	Install.	BOB	5.500%	4	-
Banco Mercantil Santa Cruz S.A.	April 6, 2018	Feb. 28, 2025	Install.	BOB	4.300%	2	-
Banco Mercantil Santa Cruz S.A.	July 29, 2022	July 3, 2027	Install.	BOB	5.150%	2	-
Banco Nacional de Bolivia	Feb. 23, 2023	Jan. 28, 2028	Install.	BOB	5.500%	4	-
Banco Ganadero S.A.	Feb. 28, 2023	Feb. 29, 2028	Install.	BOB	5.500%	1	-
Banco de Credito de Bolivia S.A.	Feb. 27, 2023	Feb. 28, 2028	Install.	BOB	5.500%	2	-
Banco Fie S.A.	May 26, 2023	May 10, 2028	Install.	BOB	5.500%	2	-
GTQ Long-term loans							
Banco Agromercantil de Guatemala, S.A.	Oct. 23, 2020	Oct. 22, 2027	At maturity	GTQ	6.500%	24	-
Banco Agromercantil de Guatemala, S.A.	Oct. 23, 2020	Oct. 22, 2027	At maturity	GTQ	6.500%	24	-
Banco Industrial	Oct. 8, 2020	Oct. 31, 2028	At maturity	GTQ	6.200%	181	-
Banrural S.A.	Dec. 27, 2023	Dec. 27, 2028	At maturity	GTQ	6.000%	38	-
Banrural S.A.	Dec. 27, 2023	Dec. 27, 2028	At maturity	GTQ	6.000%	53	-
Banrural S.A.	Dec. 27, 2023	Dec. 27, 2028	At maturity	GTQ	6.000%	58	-
Banco G and T Continental, S.A.	Dec. 9, 2021	Dec. 9, 2026	At maturity	GTQ	6.000%	34	-
Banco G and T Continental, S.A.	Dec. 9, 2021	Dec. 9, 2026	At maturity	GTQ	6.000%	14	-
USD Long-term loans							
Citibank N.A.	Oct. 25, 2021	Oct. 25, 2026	At maturity	USD	SOFR 3M + 3%	7	-
BANCO LATINOAMERICA-NO COMERICIO EXTERIOR,S.A	Oct. 25, 2021	Oct. 25, 2026	At maturity	USD	SOFR 3M + 3%	24	-
CRC Long-term loans							
Scotiabank de Costa Rica	Oct. 25, 2021	Oct. 25, 2026	At maturity	CRC	TBP + 4.130%	59	-
Banco Davivienda (Costa Rica), S.A.	Oct. 25, 2021	Oct. 25, 2026	At maturity	CRC	TBP + 4.500%	42	-
Banco CMB (Costa Rica), S.A.	Oct. 25, 2021	Oct. 25, 2026	At maturity	CRC	TBP + 4.500%	8	-

Contract	Issue date	Maturity	Type of repayment	Currency	Nominal rate[(a)]	Dec. 31, 2024 Outstanding amount (€m)	Dec. 31, 2024 Amount available (€m)
COP Long-term loans							
Bancolombia	Feb. 22, 2024	Feb. 22, 2025	At maturity	COP	IBR NAMV + 3.550%	19	-
Bancolombia	Sept. 25, 2015	Sept. 9, 2031	Install.	COP	IBR NASV + 1.850%	76	-
BBVA Colombia	Sept. 25, 2015	Sept. 25, 2025	At maturity	COP	IBR NATV + 2.050%	46	-
Davivienda	Sept. 25, 2015	Sept. 25, 2030	Install.	COP	IBR NATV + 3.600%	58	-
Bancolombia	Dec. 30, 2021	Dec. 30, 2028	At maturity	COP	IBR NASV + 1.516%	98	-
GTQ Long-term loans							
Banco Industrial	June 22, 2023	June 30, 2030	At maturity	GTQ	6.000%	50	-
USD Credit Facility/Senior Unsecured Term Loan Facility							
The Bank Of Nova Scotia	Sept. 14, 2022	Sept. 14, 2027	Install.	USD	SOFR 1M + 3.5%	68	-
USD Revolving Credit Facility							
$600m RCF (Bank of Nova Scotia as Administrative Agent)	Oct. 15, 2020	Oct. 15, 2027	Install.	USD	SOFR 3M	-	578
Total – Millicom						**1,277**	**578**
Term loan	Aug. 05, 2024	Aug. 27, 2027	At maturity	USD	3.500% + SOFR	719	
RCF	Aug. 05, 2024	Aug. 27, 2027	At maturity	USD	3.500% + SOFR	6	90
Total – Atlas SAS						**726**	**90**
Total						**7,398**	**3,736**

(a) Rates applicable at December 31, 2024, which can vary depending on (i) the leverage ratio of the iliad Group and Play respectively and (ii) iliad's external credit rating. For the RCF and iliad's term credit facility set up in July 2022, rates may also vary depending on whether the annual targets for the CSR performance indicators are reached.
(b) The signature date used is that of the amendment to the term loan, which was originally signed on December 18, 2020. The margin corresponds to the average of the pro-rata margins for commitments under each of the two tranches of the facility.
(c) For Play, the interest rate indicated corresponds to the average rate of the fixed tranches as well as the interest rate comprising the margin plus Wibor for the variable tranches.

Breakdown of outstanding borrowings

Adjusted net debt corresponds to the sum of principal outstanding debt less cash and cash equivalents. It is reconciled with net debt and breaks down as follows:

(in € millions)	Dec. 31, 2024
Cash and cash equivalents	**(1,920)**
Gross debt	**22,873**
Net debt	**20,953**
Accrued interest	(210)
Debt issuance costs	83
Fair value of hedging instruments (CCS) – currency impact	(220)
"Unrestricted" subsidiaries (Atlas)	(5,663)
Other[(a)]	237
Adjusted net debt	**15,180**
Breakdown of adjusted net debt	
Cash and cash equivalents	(1,143)
iliad Holding Senior Secured Notes[(b)]	4,427
Freya Loan	691
iliad Senior Unsecured Notes	4,254
iliad Schuldscheins	693
iliad Term Loan – 2022	1,000
iliad Term Loan – 2020	812
iliad EIB Loans	990
iliad securitization program	675
iliad NEU CP	432
iliad KFW Loans	131
Play Term Loan (UPC acquisition)	702
Play Term Loan	819
Play Senior Unsecured Notes	292
Play ECA Loan	54
Play EIB Loan	110
Play BGK Loan	88
Other[(c)]	154
Total	**15,180**

(a) Including the reclassification of (i) certain lease liabilities, (ii) the fair value of hedges, and (iii) forex gains/losses on hedging instruments.
(b) The USD-denominated SSNs due in 2026 and 2028 have been converted at an average EUR/USD rate of 1.156. The SSNs due in 2031 comprise the May 14, 2024 issue and the Tap issue carried out on May 16, 2024. The USD-denominated SSNs due in 2031 have been converted at a EUR/USD average rate of 1.122. Lastly, the USD-denominated SSNs due in 2032 have been converted at an average EUR/USD rate of 1.134.
(c) Including various short-term bank loans, overdraft facilities and certain lease liabilities.

Note 31. Trade and other payables

This item breaks down as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Trade and other payables recorded under other non-current liabilities		
Trade payables	695	628
Accrued taxes and employee-related payables	87	23
Other payables	78	0
Sub-total	**860**	**651**
Trade and other payables		
Trade payables	3,021	2,198
Advances and prepayments	111	91
Accrued taxes and employee-related payables	863	706
Other payables	1,347	324
Deferred income	513	342
Sub-total	**5,855**	**3,661**
Total	**6,716**	**4,313**

Total trade payables can be analyzed as follows:

(in € millions)	Dec. 31, 2024	Dec. 31, 2023
Suppliers of goods and services	2,220	1,674
Suppliers of non-current assets	1,496	1,151
Total	**3,716**	**2,826**

Note 32. Related party transactions

Transactions with key management personnel

Persons concerned:

- The iliad Holding Group's management is exercised by iliad Holding's Strategy Committee, which is headed by Xavier Niel and, in accordance with IAS 24, is made up of persons directly having the authority and responsibility for planning, directing and controlling the activities of the iliad Holding Group.

Compensation paid to the 11 members of the Group's key management personnel in 2024 and 2023 breaks down as follows:

(in € millions)	2024	2023
Total compensation	5	4
Share-based payments	12	11
Total	**17**	**15**

No liabilities have been recognized in the balance sheet in relation to compensation payable to key management personnel.

Impact of share grant plans

Details of the Group's share grant plans are provided in Note 28.

Transactions with Monaco Telecom

The iliad Group has signed an agreement with Monaco Telecom, a Monaco-based company controlled by a party related to the iliad Group, to lease sites at which the Group's equipment is installed. The amount invoiced by Monaco Telecom for making these sites available totaled €250 thousand in 2024.

Transactions with IFT

IFT has entered into a very long-term service agreement (with no volume commitment) with Free, under which it provides Free with all access and information services for co-financed FTTH sockets.

Transaction with NJJ Holding

The iliad Holding Group has signed a loan agreement with NJJ Holding, a company controlled by Xavier Niel. In 2024, the Group received €61,920 thousand in interest. The loan amount for €210 million as of December, 31, 2024.

Transaction with Polski Światłowód Otwarty sp. z o.o. ("PŚO")

PŚO has entered into a very long-term service agreement with Play (with no volume commitment), under which it provides Play with network infrastructure access services.

Empresas Públicas de Medellín (EPM)

EPM is a state-owned, industrial and commercial enterprise, owned by the municipality of Medellin, and provides electricity, gas, water, sanitation, and telecommunications. EPM owns 50% of Millicom's operations in Colombia. Transactions with EPM represent mainly purchases in the form of leases.

Note 33. Financial instruments

Reconciliation by class of instrument and accounting category

Derivative instruments are measured at fair value, with the fair value measurements categorized in Level 2 of the fair value hierarchy defined in IFRS 13.

Cash and marketable securities are measured at fair value, with the fair value measurements categorized in Level 1 of the fair value hierarchy defined in IFRS 13.

(in € millions)	Assets and liabilities carried at fair value through profit or loss	Assets carried at fair value through OCI	Assets carried at amortized cost	Liabilities carried at amortized cost	Carrying amount	Fair value
At December 31, 2024						
Cash	852		673		1,525	1,525
Marketable securities	395				395	395
Trade receivables			1,901		1,901	1,901
Other net assets			354		354	354
Other short-term financial assets	2		55		57	57
Financial instruments – hedges (current assets)	9				9	9
Other long-term financial assets	305	44	22		370	370
Financial instruments – hedges (non-current assets)	207				207	207
Long-term financial liabilities				(20,431)	(20,431)	(20,431)
Financial instruments – hedges (current liabilities)				(11)	(11)	(11)
Short-term financial liabilities				(2,528)	(2,528)	(2,528)
Financial instruments – hedges (non-current liabilities)		(57)		(62)	(119)	(119)
Current lease liabilities	(809)			(160)	(970)	(970)
Non-current lease liabilities	(4,919)			(768)	(5,687)	(5,687)
Other non-current liabilities				(695)	(695)	(695)
Other current liabilities				(3,021)	(3,021)	(3,021)
Total	**(3,959)**	**(13)**	**3,006**	**(27,675)**	**(28,641)**	**(28,641)**

(in € millions)	Assets and liabilities carried at fair value through profit or loss	Assets carried at fair value through OCI	Assets carried at amortized cost	Liabilities carried at amortized cost	Carrying amount	Fair value
At December 31, 2023						
Cash	1,275				1,275	1,275
Marketable securities	259				259	259
Trade receivables			1,321		1,321	1,321
Other short-term financial assets					0	0
Financial instruments – hedges (current assets)	11				11	11
Other long-term financial assets	951	110	47		1,108	1,108
Financial instruments – hedges (non-current assets)	80				80	80
Long-term financial liabilities				(12,783)	(12,783)	(12,783)
Financial instruments – hedges (current liabilities)				(20)	(20)	(20)
Short-term financial liabilities				(2,271)	(2,271)	(2,271)
Financial instruments – hedges (non-current liabilities)				(69)	(69)	(69)
Current lease liabilities	(754)				(754)	(754)
Non-current lease liabilities	(4,536)				(4,536)	(4,536)
Other non-current liabilities				(628)	(628)	(628)
Other current liabilities				(2,198)	(2,198)	(2,198)
Total	**(2,714)**	**110**	**1,368**	**(17,968)**	**(19,204)**	**(19,204)**

Main changes in

iliad Holding's derivative instruments

In October 2021, iliad Holding set up several cross currency swaps (CCS) to hedge the currency and interest rate risks related to its USD SSN, as follows:

- on October 27, 2021, iliad Holding entered a CCS to hedge its USD SSN due 2026, with a notional principal amount of USD 1,200 million;
- on October 27, 2021, iliad Holding entered a CCS to hedge its USD SSN due 2028, with a notional principal amount of USD 900 million.

In August 2023, in connection with the partial redemption and then partial cancellation of the USD tranche of the SSN due 2028, iliad Holding partially terminated its corresponding hedges on a notional principal amount of approximately USD 46 million.

On May 14, 2024 and December 3, 2024, iliad Holding refinanced the USD tranche of its SSN due 2026, replacing it with SSNs due 2031 and 2032 (see Note 30). The existing CCSs were maintained and additional CCS were entered, corresponding to:

- USD 1,200 million of coupon-only CCS (to hedge the difference in interest rates between the USD tranche of the 2026 SSN and the USD tranches of the 2031 SSN and 2032 SSN) and USD 1,200 million of forward-start CCS (to extend the duration of the hedge);
- USD 600 million of spot-starting CCS to hedge the increase in the principal amount of the Group's foreign currency debt.

As a result of these hedges, the average rates paid by iliad Holding at December 31, 2024 were as follows:

- 2028 USD SSN: 5.66%, with an average USD rate to be received of 7.00%;
- 2031 USD SSN: 7.09%, with an average USD rate to be received of 8.50%;
- 2032 USD SSN: 5.57%, with an average USD rate to be received of 7.00%.

Breakdown of

iliad Holding's main derivative instruments

The iliad Holding Group's main derivatives, corresponding to hedging instruments, break down as follows:

Inception date	Maturity	Type of derivative	Underlying	Notional amount	Dec. 31, 2024 Fair value *(€k)*
October 27, 2021	October 15, 2026	Cross-currency swap	2028 USD SSN	$854m	80,323
October 27, 2021	October 15, 2026	Cross-currency swap	2031 USD SSN 2032 USD SSN	$1,000m	95,792
October 27, 2021	April 15, 2029	Cross-currency swap	2031 USD SSN	$200m	16,665
May 14, 2024	October 15, 2026	Coupon-Only Cross-Currency Swap	2031 USD SSN	$300m	383
October 15, 2026	April 15, 2029	Forward-Start Cross-Currency Swap	2031 USD SSN	$300m	(2,276)
May 14, 2024	April 15, 2029	Cross-currency swap	2031 USD SSN	$450m	13,818
December 3, 2024	October 15, 2026	Coupon-Only Cross-Currency Swap	2032 USD SSN	$700m	17
October 15, 2026	October 15, 2029	Forward-Start Cross-Currency Swap	2032 USD SSN	$700m	(4,109)
December 3, 2024	October 15, 2029	Cross-currency swap	2032 USD SSN	$150m	(685)
January 20, 2022	January 20, 2027	Cross-currency swap	SEK Variable Rate Notes	$252.3m	(51,497)
January 5, 2023	January 5, 2026	Cross-currency swap	91,440 MCOP Investment TigoUne Bonds	$18.3m	(2,503)
January 5, 2023	January 5, 2026	Cross-currency swap	115,000 MCOP Investment TigoUne Bonds	$23.0m	(3,176)
Total					**142,752**

The main components of each financial instrument category and the applicable measurement methods are as follows:

- assets carried at fair value through profit or loss primarily comprise cash and cash equivalents, which are measured by reference to a quoted market price in an active market where such a market exists;
- assets carried at fair value through OCI mainly comprise investment securities;
- receivables carried at amortized cost chiefly concern loans, deposits and guarantees and trade receivables;
- liabilities carried at amortized cost – calculated using the effective interest method – essentially correspond to borrowings and trade payables;
- derivative instruments are carried at fair value with changes in fair value recognized either directly in the income statement or in equity when hedge accounting is applied.

The fair value of financial assets and liabilities is primarily determined as follows:

- the fair value of trade receivables and payables and other short-term receivables and payables corresponds to their carrying amount in view of their very short maturities;
- the fair value of bonds is estimated at each reporting date;
- the fair value of lease liabilities corresponds to their carrying amount.

Note 34. Financial risk management

Market risks

Foreign exchange risk

iliad Holding

Due to the USD-denominated senior secured notes issued by iliad Holding in October 2021, and because its revenues are mainly denominated in EUR, the Company is exposed to increases in value of the USD given the fact that it pays interest on the notes in USD and will redeem the principal in USD on maturity. In order to hedge this risk, iliad Holding has set up USD cross-currency swaps backing the notes issues.

Since the iliad Holding Group acquired a stake in Freya Investissement in 2024 (see Note 2.1), the entity's results and balance sheet have been consolidated in the financial statements of the iliad Holding Group. Intra-group financial flows (loans, etc.) from Freya Investissement may be denominated in SEK.

The iliad Group

The iliad Group's functional currencies are mainly the euro and, for its subsidiary Play (a stakeholder in UPC Polska since April 1, 2022), the Polish zloty. However, it purchases certain goods and services in currencies other than its functional currencies and is therefore exposed to foreign exchange risk, mainly in relation to the US dollar.

Detailed forecasts of the Group's future purchases denominated in US dollars are drawn up as part of the budget process. These transactions are regularly hedged over a maximum period of two years.

The Group has chosen to hedge part of its exposure to foreign exchange risk through purchases of currency futures and options in order to obtain a partial guaranteed floor rate.

The Group's residual exposure after hedging foreign exchange risk on US dollar-denominated transactions was partly contained in 2023.

Since the acquisition of Play in November 2020, Play's income statement and balance sheet, originally denominated in Polish zloty (PLN) have been consolidated in the iliad Group's financial statements. Similarly, intra-group transactions with Play (dividends etc.) may be denominated in PLN.

However, the currency risk relating to Play's consolidation is structurally limited. First, the fact that Play's local debt is denominated in PLN in its balance sheet provides a natural hedge for part of the foreign exchange risk, meaning that the residual exposure is reduced to the amount of its net assets. Second, the EUR/PLN rate is fairly stable, even in an unsettled geopolitical environment owing to the war in Ukraine, with an average annual exchange rate of 4.43 in 2020, declining by 3% to 4.31 in 2024, representing an average annual decline of 1% over this period. Nevertheless, the Group may from time to time enter into specific cash flow hedging transactions in response to fluctuations in the EUR/PLN exchange rate.

The iliad Group continues to monitor and assess its foreign exchange exposure over time.

At local level, Play also has its own hedging policy for foreign exchange risk, as some of its operating costs are denominated in currencies other than the PLN (Play's functional currency) – primarily the euro, and, to a lesser extent, XDR, USD and GBP. Play uses forward purchases, swaps and options on foreign currencies.

At December 31, 2024, all of the Group's currency hedges qualified as cash flow hedges under IFRS 9.

Millicom Group

The Group is exposed to foreign exchange risk arising from various currency exposures in the countries in which it operates. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

Millicom seeks to reduce its foreign currency exposure through a policy of matching, as far as possible, assets and liabilities denominated in foreign currencies, or entering into agreements that limit the risk of exposure to currency fluctuations against the US dollar reporting currency. In some cases, Millicom may also borrow in US dollars where it is either commercially more advantageous for joint ventures and subsidiaries to incur debt obligations in US dollars or where US dollar denominated borrowing is the only funding source available to a joint venture or subsidiary. In these circumstances, Millicom accepts the remaining currency risk associated with financing its joint ventures and subsidiaries, principally because of the relatively high cost of forward cover, when available, in the currencies in which the Group operates.

Interest rate risk

The iliad Group

As a significant portion of the iliad Holding Group's medium- and long-term borrowings denominated in euros is at fixed rates (notably its bonds and EIB loans), this provides a natural hedge for part of its exposure in this currency. In addition, in previous years the Group put in place interest rate hedging contracts for its euro- and zloty-denominated debt.

With respect to its euro-denominated debt, the Group entered into interest rate swaps with several counterparties in October and November 2022. These swaps take effect in March 2023 and have a final expiry date of September 2032. At December 31, 2024, these swaps hedged a total notional amount of €1 billion, representing almost 11% of the Group's total euro-denominated debt.

With regard to zloty-denominated debt contracted by Play, measures have been taken since November 2021 to hedge the corresponding interest rate risk, also using swaps. At December 31, 2024, these swaps hedged a total notional amount of PLN 6.5 billion, representing nearly 80% of the Group's total zloty-denominated debt.

Millicom Group

Debt and financing issued at floating interest rates expose the Group to cash flow interest rate risk. Debt and financing issued at fixed rates expose the Group to fair value interest rate risk. The Group's exposure to risk of changes in market interest rates relate to both of the above. To manage this risk, the Group's policy is to maintain a combination of fixed and floating rate debt with a target that more than 75% of the debt be at fixed rate. The Group actively monitors borrowings against this target. The target mix between fixed and floating rate debt is reviewed periodically. The purpose of Millicom's policy is to achieve an optimal balance between cost of funding and volatility of financial results, while considering market conditions as well as our overall business strategy. At December 31, 2024, approximately 84% of the Group's borrowings are at a fixed rate of interest or for which variable rates have been swapped for fixed rates with interest rate swaps (2023: 80%).

In addition, as interest received by the Group on its cash and cash equivalents is mainly at variable rates, this symmetrically reduces its risk exposure to variable interest rates on its borrowings.

The table below shows the Group's net interest rate exposure at December 31, 2024.

(in € millions)	Due within 1 year	Due in 1 to 5 years	Due beyond 5 years	Total
Financial liabilities	2,527	13,203	7,229	22,959
Financial assets	57	0	370	427
Net position before hedging	**2,470**	**13,203**	**6,859**	**22,532**
Off-balance sheet position	12	212	0	223
Net position after hedging	**2,482**	**13,414**	**6,859**	**22,755**

A sensitivity analysis of the Group's overall net debt after hedging shows that a 1% increase or decrease in euro interest rates at the reporting date would have resulted in a €35,640 thousand increase or decrease in profit for the period.

Currency and interest rate hedges had a positive €24 million impact on equity at December 31, 2024.

Equity risk

The Group does not hold any listed equities in its investment portfolio apart from non-material stakes in two companies.

Commodity risk

Owing to the electricity consumed by its businesses, the Group is exposed to fluctuations in the price of electricity on the spot and forward markets, depending on the purchase terms negotiated with its electricity suppliers. Electricity market prices, which historically have been stable, saw unprecedented volatility in 2022 amid a global rally in consumer spending, the unavailability of part of France's nuclear capability and especially the impact of the war in Ukraine. Against this backdrop, the Group is closely monitoring the electricity markets and has set up financial hedging contracts based on electricity price swaps for electricity consumed in Italy (up to 2025), in addition to the forward purchases already entered into directly through its suppliers in France and Poland.

Liquidity risk

iliad Holding

iliad Holding relies on the profit and dividends of the iliad Group to fund its financing requirements and meet its payment obligations.

In addition, the Company has a revolving credit facility (the "SS RCF" described above) that can be used to service its general business needs. This facility was not subject to any financial covenants in 2024 in view of the fact that less than 40% of the available facility was used during the year.

Overall, the Company is not exposed to any significant liquidity risk in view of the profitability of the iliad Group, the maturity schedule of its debt (see Note 30), its access to financing, and its leverage level.

The iliad Group

The iliad Group draws on its solid profitability, available cash and bank credit facilities, as well as its access to various sources of financing (banks, bond markets and money markets) to ensure that it has the requisite funds to finance its business development.

At December 31, 2024, the iliad Group's borrowings as described above were not subject to any liquidity risk and it had not breached any of the covenants applicable to its various bank credit facilities (including the EIB loans, the KFW IPEX-Bank loans and its syndicated facilities), at the level of both iliad and Play.

Overall, the Group was not exposed to any liquidity risk at that date in view of the profitability of its operations, the maturity schedule of its debt (see Note 30), its access to financing, and its level of debt.

At December 31, 2024, the covenants applicable to iliad (which take the form of financial ratios), as provided for in the various loan and credit facility agreements described in Note 30 were as follows:

	Applicable financial ratios	Consequence of breach	Actual ratios at December 31, 2024
€2,000 million RCF (borrower – iliad)	iliad Group leverage ratio < 3.75	Early repayment	Leverage ratio: 2.6
€1,000 million term loan (borrower – iliad)			
€812 million term loan (borrower – iliad)			
€200 million EIB loan – 2016 (borrower – iliad)			
€300 million EIB loan – 2018 (borrower – iliad)			
€300 million EIB loan – 2020 (borrower – iliad)			
€300 million EIB loan – 2022 (borrower – iliad)			
€300 million EIB loan – 2023 (borrower – iliad)			
€90 million KFW loan – 2017 (borrower – iliad)			
€150 million KFW loan – 2019 (borrower – iliad)			

At December 31, 2024, the covenants applicable to Play (which take the form of financial ratios), as provided for in Play's various loan and credit facility agreements, were as follows:

	Applicable financial ratios	Consequence of breach	Actual ratios at December 31, 2024
PLN 3,500m term loan (borrower: P4)	Play's leverage ratio < 3.25	Early repayment	Leverage ratio: 2.1
PLN 2,000m RCF (borrower: P4)			
PLN 4,250 million facility (borrower – P4)			
PLN 470 million EIB facility (borrower – P4)			
PLN 500 million BGK facility (borrower – P4)			
PLN 464 million ECA facility (borrower – P4)			

The Group's financial covenants (leverage) included in its lending agreements relate to its ratio of net debt to consolidated EBITDAaL for the period, as presented in the financial statements, with adjustments to EBITDAaL as defined in the lending agreements.

Lastly, in some of its bank loan agreements, the iliad Group has undertaken to keep the Play sub-group's leverage ratio below 3.25, calculated using the same method as that for iliad's bank covenant, as set out above.

Millicom Group

Millicom's financing facilities are subject to a number of covenants including net leverage ratio, debt service coverage ratios, or debt to earnings ratios, among others. In addition, certain of its financings contain restrictions on sale of businesses or significant assets within the businesses. At December 31, 2024, there were no breaches of financial covenants.

The covenants applicable to bonds/notes and private placements (which take the form of financial ratios) are as follows:

	Country	Maturity	% interest rate	2024 *(in € millions)*	Applicable financial ratios	Consequence of breach	Actual ratios at December 31, 2024
SEK Variable Rate Notes	Luxembourg	2027	3.000%	195	Net debt to EBITDA ratio < 3	Early repayment	2.42 x
USD 7.375% Senior Notes	Luxembourg	2032	7.375%	429			
USD 4.500% Senior Notes	Luxembourg	2031	4.500%	724			
USD 6.625% Senior Notes	Luxembourg	2026	6.625%	-			
USD 6.250% Senior Notes	Luxembourg	2029	6.250%	590			
USD 5.125% Senior Notes	Luxembourg	2028	5.125%	345			
USD 5.875% Senior Notes	Paraguay	2027	5.875%	280	Gross debt to EBITDA ratio < 4	Early repayment	
USD 4.500% Senior Notes	Panama	2030	4.500%	528	Gross debt to EBITDA ratio < 4	Early repayment	
USD 5.125% Senior Notes	Guatemala	2032	5.125%	709	Gross debt to EBITDA ratio < 4	Early repayment	
Total				**3,800**			

The financial covenants applicable to bank loans (which take the form of financial ratios) are as follows:

	Country	Maturity	2024 *(in € millions)*	Applicable financial ratios	Consequence of breach	Actual ratios at December 31, 2024
Fixed-rate borrowings						
PYG – Long-term loans	Paraguay	2023-2028	94	Net debt to EBITDA ratio < 4	Early repayment	
USD – Long-term loans	Panama	2025-2026	178	Net debt to EBITDA ratio < 4		
BOB – Long-term loans	Bolivia	2023-2028	22			
GTQ – Long-term loans	Guatemala	2023-2030	427	Gross debt to EBITDA ratio < 4		
Variable-rate borrowings						
USD – Long-term loans	Costa Rica	2026	31	Net debt to EBITDA ratio < 3		2.42 x
CRC – Long-term loans	Costa Rica	2026	109	Net debt to EBITDA ratio < 3		
COP – Long-term loans	Colombia	2025-2031	295	Non-applicable financial ratio		
GTQ – Long-term loans	Guatemala	2030	50	Gross debt to EBITDA ratio < 4		
USD – Credit Facility/Senior Unsecured Term Loan Facility	El Salvador	2026-2027	68	Net debt to EBITDA ratio < 3		
USD – Revolving Credit Facility	Luxembourg	2025	(3)	Net debt to EBITDA ratio < 3.5		
Total			**1,272**			

Credit and counterparty risk

The Group's financial assets primarily comprise cash and cash equivalents – particularly short-term investments – as well as trade and other receivables (see Note 33).

The financial assets that could expose the Group to credit or counterparty risk chiefly correspond to:

- trade receivables: at December 31, 2024, trade receivables represented a gross amount of €2,445 million and a net amount of €1,901 million (see Note 24). The Group's exposure to customer credit risk is monitored daily through cash collection and debt recovery processes. Debt collection agencies are used to recover any receivables that remain unpaid after the reminder process;
- short-term investments: other than the sight deposits used for its routine cash requirements, the Group's policy is to invest its surplus cash in (i) short-term money market instruments, generally for a period of less than one month, or (ii) certificates of deposit with a maturity of no more than three months, in compliance with the rules of diversification and counterparty quality.

Analysis of trade receivables

At December 31, 2024 trade receivables totaled €2,445 million and provisions for doubtful receivables amounted to €544 million.

At the same date, most past-due receivables were classified as doubtful. The amount of past-due trade receivables that had not been written down at the year-end was not material. The amount of past-due trade receivables that had not been written down at the year-end was not material.

Concentration risk

The iliad Holding Group is not exposed to any concentration risk in view of its high number of customers (subscribers).

Note 35. Off-balance sheet commitments and contingencies

35.1 Commitments related to telecom licenses

France

900 MHz – 1,800 MHz – 2,100 MHz license

In 2018, the Group (through its subsidiary, Free Mobile), along with France's other mobile operators, entered into an agreement with the French government aimed at improving the national coverage of ultra-fast mobile networks through increased use of active and passive RAN sharing. By way of this agreement, the Group undertook to deploy 5,000 sites (of which at least 2,000 sites are in "white spots") and to increase its mobile radio-telephone coverage level by end-2029 to 99.6% of the population (indoor coverage equivalent). These commitments were reflected in the obligations set out in the renewal of the 900 MHz, 1,800 MHz and 2,100 MHz licenses (Decision No. 2018-0681 and No. 2018-1391). This renewal was supported by various government measures, notably stability of annual license fees for the 900, 1,800 and 2,100 MHz licenses and the five-year exemption of sites deployed in white and gray spots from the "IFER" network tax until the end of 2022.

2,600 MHz license

By way of decision 2011-1169 dated October 11, 2011, ARCEP authorized Free Mobile to use a block of frequencies in the 2.6 GHz band in Metropolitan France in order to set up and operate a mobile communications network for public use. The obligations imposed on Free Mobile under this authorization – which has been given for a period of 20 years – required the Free Mobile network to provide very high-speed mobile broadband coverage to 75% of France's population by 2023. This milestone had already been reached at the end of 2020.

1,800 MHz license

By way of decision 2014-1542 dated December 16, 2014, ARCEP authorized Free Mobile to use a block of frequencies in the 1,800 MHz band in Metropolitan France in order to set up and operate a mobile communications network for public use. The obligations imposed on Free Mobile under this authorization – which has been given for a period of 20 years – required Free Mobile's network to provide very high-speed mobile broadband coverage to 75% of France's population by October 2023. This milestone had already been reached at the end of 2020.

700 MHz license

By way of decision 2015-1567 dated December 8, 2015, ARCEP authorized Free Mobile to use frequencies in the 700 MHz band in Metropolitan France in order to set up and operate a mobile communications network for public use for a 20-year period, subject to rollout and coverage obligations. One of these obligations is that the Free Mobile network is required to provide very high-speed mobile broadband coverage on daily trains and the main roads of France by several dates staggered between 2027 and 2030.

3,400-3,800 MHz licenses

By way of decision 2020-1255 dated November 12, 2020, ARCEP authorized Free Mobile to use 70 MHz in the 3,400-3,800 MHz band in Metropolitan France to set up and operate a mobile communications network for public use. The rollout, coverage and wholesale offer obligations imposed under this authorization – which has been given for a 15-year period that can be renewed for a further five years – notably require Free Mobile to emit the allocated frequencies from 3,000 sites by December 31, 2022 (milestone achieved), from 8,000 sites by December 31, 2024, and from 10,500 sites by December 31, 2025, and meet reasonable requests for supplies of services for vertical markets.

Licenses for overseas France

By way of decisions 2017-1037 dated September 5, 2017 and 2023-1622 and 2023-1989 dated July 25, 2023, ARCEP authorized Free Caraïbe to use the following frequencies:

- Guadeloupe and Martinique:
  - Frequencies in the 800 MHz, 1,800 MHz, 2.1 GHz and 2.6 GHz bands;
- French Guiana:
  - Frequencies in the 700 MHz, 900 MHz, 1,800 MHz, 2.1 GHz, 2.6 GHz and 3.5 GHz bands;
- Saint-Barthélemy and Saint Martin:
  - Frequencies in the 700 MHz, 800 MHz, 900 MHz, 1,800 MHz, 2.1 GHz, 2.6 GHz and 3.5 GHz bands.

These decisions contained a number of obligations for the Group concerning (i) network rollouts and coverage, (ii) compliance with the terms of the cross-border coordination agreements entered into with France's neighboring countries, and (iii) regional economic development, employment and investment. For the 700 MHz and 3.5 GHz bands these commitments also included rollout obligations and obligations to develop new services on the mobile network (e.g., VO-WiFi or fixed access to mobile Internet).

Following the auctions in which the company is a bidder, during 2025 Free Caraïbe will be required to meet these same obligations in Martinique and Guadeloupe regarding the allocation of 700 MHz, 900 MHz and 3.5 GHz frequencies. It will also be required to give additional coverage commitments in French Guiana for the allocation of further frequencies in the 900 MHz, 1,800 MHz and 2,100 MHz bands.

Italy

The decision issued on November 4, 2016 by the Italian Ministry of Economic Development (since renamed the Ministry for Business and Made in Italy) approving the transfer to iliad Italia (an iliad Holding Group subsidiary) of the licenses to use a portfolio of 35 MHz (duplex) frequencies specifies the coverage obligations relating to these licenses. Under these obligations, iliad Italia had to:

- provide 2.1 GHz (or 900 MHz) coverage to the main towns and cities of Italy's regions by June 30, 2022 and those of the provinces by December 31, 2024;
- provide 2.6 GHz coverage to:
  - 14% of Italy's population by June 30, 2020,
  - 28% of Italy's population and 5% of the population of each Italian region by June 30, 2022.

By way of decision no. 231/18/CONS, the Italian telecoms regulator, AGCOM, set out the coverage obligations applicable to the operators allocated 5G frequencies in Italy. The requirements applicable to iliad Italia under this decision were/are:

- for the 3.6 GHz and 3.8 GHz licenses:
  - roll out its network and use the frequencies in each Italian region by December 2020,

   - cover at least 5% of the population of each Italian region by end-June 2022. By way of decision no. 185/23/CONS dated July 20, 2023, AGCOM increased the coverage obligation for the 3.6-3.8 GHz band by 2.5% of the population for each Italian region within 12 months of the license being granted. This additional obligation has to be met for as long as the joint operation agreement provides that iliad is authorized to use, through that joint operation, the frequencies in the 3.4-3.6 GHz band;
- for the 700 MHz license, individual obligations:
   - by June 30, 2025, cover 80% of Italy's population for towns and cities with more than 30,000 inhabitants and all regional capitals,
   - by January 2028, cover 90% of the 149 tourist regions assigned to iliad;
- for the 700 MHz license: collective obligations:
   - cover 99.4% of Italy's population by end-December 2026, with 90% population coverage for 120 municipalities located in rural areas (listed in Appendix A to decision no. 231/18/CONS),
   - cover the main transport routes by end-December 2025 (railways and stations, highways, 351 sea ports and 42 airports). This obligation will be considered met if at least one of the license-holders provides the required service;
- 26 GHz licenses: no coverage obligation, but an obligation to roll out the mobile network and use the frequency band in all of Italy's provinces by December 31, 2022.

Poland

For the 2,100 MHz and 900 MHz licenses

At the publication date of these financial statements, the Group considers that it has fulfilled its coverage obligations imposed in the decisions relating to the allocation of frequencies in the 2,100 MHz and 900 MHz bands.

1,800 MHz license

The June 14, 2013 decision to allocate frequencies in the 1,800 MHz band to the Group contained several regulatory obligations to be met by the Group. These primarily concerned making investments in the telecom network, corresponding to 3,200 sites within no more than 24 months of being allocated the frequencies. 50% of the overall investments had to be made in rural or suburban areas or in towns with fewer than 100,000 inhabitants. Additionally, the Group had to start providing services using the 1,800 MHz frequencies within no more than 12 months of the date on which they were allocated. At the publication date of these financial statements, the Group had fulfilled all of these obligations.

800 MHz license

The January 25, 2016 decision to allocate frequencies in the 800 MHz band to the Group – which was replaced by a decision dated June 23, 2016 – contains several regulatory obligations that the Group has to meet. These primarily concern making investments in the telecom network covering (i) 83% of the municipalities defined as "white spots" in Appendix 2 of the decision, within no more than 24 months of the date on which the frequencies were allocated, (ii) 90% of the municipalities referred to in Appendix 3 of the decision, within no more than 36 months of said decision, and (iii) 90% of the municipalities referred to in Appendix 4 of the decision, within no more than 48 months of said decision. Additionally, the Group had to start providing services using the 800 MHz frequencies within no more than 12 months of the date on which they were allocated. At the publication date of these financial statements, the Group had fulfilled these investment obligations.

2,600 MHz license

Four decisions dated January 25, 2016 allocating frequencies in the 2,600 MHz band to the Group require the Group to start providing services using those frequencies within no more than 36 months of their allocation date. The Group has met this requirement.

3,500-3,600 MHz licenses

The December 19, 2023 decision to allocate frequencies in the 3,500-3,600 MHz band to the Group contained several regulatory obligations to be met by the Group. These primarily concerned making investments in the telecom network, corresponding to 3,800 sites within no more than 48 months of being allocated the frequencies. 37% of the overall investments had to be made in rural or suburban areas or in towns with fewer than 100,000 inhabitants. Additionally, the Group had to start providing services using the 3,500-3,600 MHz frequencies within no more than four months of the date on which they were allocated. The Group has met this requirement.

Colombia

700 MHz license

On December 20, 2019, Colombia Móvil was awarded 40 MHz in the 700 MHz band during the spectrum auction conducted by the Ministry of Information Technologies and Communications (MinTic) under Resolution 3078 of 2019. The administrative act of spectrum allocation was issued on February 20, 2020, through Resolutions 332 and 333, with expiration dates in April and May 2040, respectively. As part of the license conditions, Colombia Móvil is required to deploy 1,636 localities within five years. MinTic has mandated the construction of these sites and other infrastructure to expand coverage in specific areas of the country. This requirement is considered as contingent consideration, representing approximately 58% of the estimated total consideration, obliging the company to fulfill these commitments to retain the license for its full term (20 years). The coverage obligations require the deployment of the sites in designated rural locations by 2025. By December 31, 2024, these obligations are recognized as an additional value of the spectrum license when incurred. As of December 31, 2024, the company had completed the coverage of 1,236 localities, amounting to approximately €209.4 million.

5G licenses

On December 20, 2023, the temporary alliance between Tigo Colombia and Telefonica Colombia was awarded 80 MHz in the 3,500 MHz band under the resolution 3947 of 2023. Specifically, the allocated frequencies range from 3,540 MHz to 3,620 MHz, with an expiration date in February 2044, as established in Resolution 497 of 2024.

Tigo Colombia's economic compensation for the access, use, and exploitation of the radio spectrum amounts to approximately €34.8 million. This amount must be paid through a combination of cash payments and performance obligations, as follows: approximately €27.3 million in cash, while the remaining amount, approximately €7.6 million, shall be fulfilled through obligations related to either road coverage (main or secondary) or educational institutions. For road coverage, the alliance must provide 4G or higher IMT mobile service coverage on designated roads using any authorized spectrum band. For educational institutions, the obligation requires providing Internet access via optical fiber. As of December 31, 2024, the alliance had fulfilled the obligation amount to approximately €206 thousand.

35.2 Partnerships with Cellnex and Phoenix Tower International

Under the industrial partnership agreements entered into with Cellnex in 2019 for France and Italy and in 2021 for Poland, the iliad Holding Group has undertaken to build site infrastructure and sell it to Cellnex pursuant to a build-to-suit program.

The iliad Holding Group's minimum commitments under this partnership are at least 2,500 sites for France, 1,000 sites for Italy and 1,871 sites for Poland. At December 31, 2023, the minimum commitment had been reached for France and Italy. At December 31, 2024, the minimum commitment had been reached for Poland.

In 2024, the Group also signed an industrial partnership with Phoenix Tower International in Italy. The Group has undertaken to build and sell build-to-suit ("BTS") site infrastructure to Phoenix Tower International. The Group's minimum commitment under this partnership is at least 1,000 sites. The accounting method for the BTS program signed with Phoenix Tower International is the same as that for programs signed with Cellnex in other geographies.

35.3 Other commitments

At December 31, 2024, the Group had received commitments giving it access to:

- a €2,000 million revolving credit facility, none of which had been used;
- a €300 million revolving credit facility (senior secured RCF), none of which had been used;
- a PLN 2,000 million revolving credit facility, none of which had been used;
- a €300 million revolving credit facility, none of which had been used.

In connection with the strategic partnership entered into with InfraVia through the dedicated entity, SPIN (see Note 21), the Group has given the following commitments:

- a pledge of financial securities, covering the securities account opened in iliad's name in SPIN's books.
- a pledge of receivables, covering any receivables owed to iliad, or that may be owed to it in the future, by SPIN under the intra-group loan agreement.

At December 31, 2024:

- other commitments given by the Group amounted to €140 million and mainly corresponded to iliad Italia's bank guarantee concerning 900 MHz and 2,100 MHz frequencies.

35.4 Collateralized debt

The iliad Group

None of the iliad Holding Group's other assets have been used as collateral for any debt.

Millicom Group

At December 31, 2024, the Company and its subsidiaries had fixed commitments to purchase network equipment, other fixed assets and intangible assets of €274 million of which €199 million are due within one year. The Group's share of commitments from the joint ventures is €18 million, of which €18 million is due within one year December 31, 2023: €17 million, all of which was due within one year).

35.5 Claims and litigation

The iliad Holding Group is involved in a number of labor, regulatory, tax and commercial disputes in connection with its business.

The main legal proceedings currently in progress are as follows:

France – Dispute with UFC

On March 11, 2019, the French consumer group, UFC, used the powers granted to it under Article 623-1 of the French Consumer Code to file a petition against Free Mobile with the Paris District Court (*Tribunal de Grande Instance*). UFC is claiming that Free Mobile failed to respect its contractual obligations because it charged nine subscribers for not returning their rented phones, whereas the subscribers had allegedly provided proof that they had sent back the devices in accordance with Free Mobile's General Terms and Conditions of Subscription. UFC requested the court to order Free Mobile (i) to reimburse the expenses wrongly charged, and (ii) publish the requisite information to make the consumers concerned aware of their right to compensation. UFC's claims were dismissed on December 13, 2022, as the court ruled that the rental of a mobile phone is excluded from the scope of the group's proceedings. UFC was ordered to pay €8,000 under Article 700 of the French Civil Procedure Code. It appealed the decision and the proceedings are still ongoing.

France – Tax disputes

The iliad Holding Group has filed a claim with the competent authorities for the refund of VAT payments following a dispute with the tax authorities (see Note 24).

In addition, the iliad Holding Group has been the subject of tax audits for the period covering the years from 2019 to 2022, and some of its subsidiaries have received tax deficiency notices. The proposed reassessments will be contested in their entirety. However, in accordance with accounting principles, the Group has made a best estimate of these risks in the financial statements at December 31, 2024.

France – Cyber attack

In early October 2024, Free and Free Mobile were victims of a cyber attack targeting a management system. The cyber attack resulted in unauthorized access to some of the personal data associated with the accounts of a number of subscribers. All necessary measures were immediately taken to end this attack and reinforce the protection of the Group's information systems. At December 31, 2024, there was no impact on the Group's financial statements as a result of the attack. The subscribers concerned were informed by e-mail and a criminal complaint was filed with the Public Prosecutor. The investigation is currently ongoing, and in early January led to the arrest of a person presumed to be the perpetrator of the cyber attack. In accordance with the law, this attack was notified to the French Data Protection Authority (CNIL) and the French Information Systems Security Agency (ANSSI). The CNIL has opened an investigation, which is currently ongoing.

Poland – Antitrust proceedings

In June 2015, Play applied to the Warsaw District Court claiming PLN 316 million from Orange Polska, Polkomtel and T-Mobile Polska. This amount comprises PLN 231 million in damages for unfair competition – arising from the defendants applying excessive costs for voice connections with the Play network for the period from July 1, 2009 through March 31, 2012 – plus capitalized interest. In July 2018, Play extended its application by claiming an additional PLN 314 million (including PLN 258 million in damages plus capitalized interest) for the subsequent period from April 1, 2012 through December 31, 2014. On December 27, 2018, the court rejected Play's initial claim for PLN 316 million. Play appealed this decision and in a ruling dated December 28, 2020, the Warsaw Court of Appeal overturned the judgment of the first instance court and ordered the case to be judged again. The claim for PLN 316 million and the claim for the additional PLN 314 million are still in progress before the Warsaw District Court. In September 2019, Play withdrew its claims against T-Mobile but maintained those against Orange and Polkomtel. As it is not certain that Play will receive the amounts it has claimed, the iliad Holding Group has not recognized any related income in its consolidated financial statements.

Poland – Call termination charges

Claim lodged by Polkomtel

In December 2018, Polkomtel lodged a claim for the Polish Treasury or Play to be ordered (on a joint and several basis) to pay it (i) the call termination charges that Polkomtel would have received from Play if the UKE (the Polish telecoms regulator) had not reduced the call termination rate by way of a decision that was subsequently canceled by a court as it was held to be unlawful, and (ii) accumulated interest as from the date the claim was lodged. At this stage of the proceedings it is difficult to assess the legal risk relating to this claim.

Poland – UOKiK/UKE/Other

Play is involved in a number of proceedings, including procedures launched by the President of the UKE and the President of the UOKiK (the Polish Office of Competition and Consumer Protection) as well as proceedings resulting from appeals against decisions made by those regulatory bodies. On September 2, 2016, the President of the UOKiK launched proceedings against UPC regarding unfair clauses concerning price increases, a guaranteed a minimum offer of TV programs, technician fees and contract termination fees.

On July 17, 2019, the President of the UOKiK issued a decision prohibiting the application of the above-mentioned clauses, ordering UPC to pay a fine of PLN 32 million and imposing on it an obligation to compensate customers. The fine was contested, following which it was reduced to PLN 28.6 million (which had already been paid). The judgment is final, as Play was not given permission to appeal by way of a decision of the Supreme Court on October 16, 2024. Play is currently fulfilling the compensation and information obligations required by this ruling.

On December 1, 2022, the President of the UOKiK launched proceedings against P4 regarding practices against the collective interest of consumers, which in the opinion of the UOKiK President consist of the application of a contractual clause canceling the application of a discount on subscriptions in case of late payment by customers.

On December 16, 2024, the President of UOKiK launched further proceedings against P4 regarding practices against the collective interests of consumers, who have brought to the President's attention that there are no clear and precise provisions related to terminating contracts for group offers.

On December 23, 2024, the president of UOKiK launched further proceedings against P4 regarding practices against the collective interests of consumers related to the way in which the discounted prices of plans are presented in marketing communications and telesales calls. The President of UOKiK is investigating issues such as a lack of information given about the discounts, and a lack of clarity of the information provided, or whether the information is given too late in the contractual process.

Costa Rica – Telefónica

On February 13, 2024, the New York Supreme Court granted a summary judgment in favor of a breach of contract claim filed by Telefónica after Millicom terminated the acquisition of Telefónica's Costa Rican business in 2020. The Court also ruled in favor of Telefónica's methodology for calculating prejudgment interest. On December 17, 2024, Millicom was issued an unfavorable ruling from the Supreme Court of the State of New York, Appellate Division, First Judicial Department, though stating that the Court should not have awarded pre-judgment interest on the full contract price from the closing date until the date of the replacement transaction. In December 2024, Millicom booked a current legal provision of approximately €81 million accounted as short-term provision. As of the time of the issuance of this report, the Court has not yet determined the exact amount of damages, and a final judgment has not yet been entered. Millicom disagrees with the decision and continues to believe that it has strong arguments in its favor. Millicom has appealed the ruling and expects a hearing on the appeal to take place during Q4 2025.

Note 36. Additional financial information on “Unrestricted” subsidiaries

Since October 1, 2024, iliad Holding has designated Atlas Investissement (the Holding company that holds Millicom shares (see Note 2)) and its subsidiaries (including Millicom) as “Unrestricted” subsidiaries under the indentures governing iliad Holding's Senior Secured Notes (SSN) and under its super senior revolving credit facility (RCF).

The additional financial information below presents the consolidated income statement, balance sheet and cash flow statement of the iliad Holding Group and its “Restricted” subsidiaries separately from its “Unrestricted” subsidiaries.

36.1 Income statement

(in € millions)	iliad Holding Group (A)	iliad Holding Unrestricted (Atlas) (B)	Eliminations (C)	iliad Holding Group Restricted (A)-(B) net of (C)
Revenues	**11,343**	**1,320**	**0**	**10,024**
Purchases used in production	(3,072)	(287)	0	(2,786)
Payroll costs	(830)	(112)	0	(718)
External charges	(1,992)	(339)	0	(1,653)
Taxes other than on income	(231)	(0)	0	(231)
Additions to provisions	(151)	(33)	0	(118)
Other income and expenses from operations, net	274	9	0	264
Depreciation of right-of-use assets	(985)	(47)	0	(939)
EBITDAaL	**4,356**	**512**	**0**	**3,843**
Share-based payment expense	(68)	(7)	0	(61)
Depreciation, amortization and impairment of non-current assets	(2,402)	(227)	0	(2,175)
Profit from ordinary activities	**1,886**	**278**	**0**	**1,608**
Other operating income and expense, net	94	34	0	59
Operating profit	**1,980**	**313**	**0**	**1,667**
Income from cash and cash equivalents	54	5	0	49
Finance costs, gross	(972)	(123)	(9)	(857)
Finance costs, net	**(918)**	**(118)**	**(9)**	**(809)**
Interest expense on lease liabilities	(293)	(27)	0	(265)
Other financial income and expense, net	(94)	(79)	9	(6)
Corporate income tax	(325)	(61)	0	(264)
Share of profit of equity-accounted investees	60	13	0	47
Profit from continuing operations	**411**	**40**	**0**	**371**
Profit/(loss) from discontinued operations	(3)	(3)	0	0
Profit for the period	**408**	**37**	**0**	**371**

36.2 Consolidated balance sheet – Assets

(in € millions)	iliad Holding Group (A)	iliad Holding Unrestricted (Atlas) (B)	Eliminations (C)	iliad Holding Group Restricted (A)-(B) net of (C)
Goodwill	2,757	1,839	0	918
Intangible assets	7,626	2,708	0	4,918
Right-of-use assets	5,914	762	0	5,151
Property, plant and equipment	12,087	2,741	0	9,346
Investments in equity-accounted investees	2,566	540	257	2,283
Other financial assets	370	0	0	370
Financial instruments – hedges	207	0	0	207
Deferred income tax assets	759	147	0	612
Other non-current assets	130	92	0	38
Total non-current assets	**32,416**	**8,829**	**257**	**23,844**
Inventories	706	42	0	664
Current income tax assets	274	105	0	169
Trade and other receivables	1,901	459	0	1,443
Other current assets	1,515	354	909	2,070
Other financial assets	57	55	0	2
Financial instruments – hedges	9	0	0	9
Assets held for sale	771	603	0	168
Cash and cash equivalents	1,920	777	0	1,143
Total current assets	**7,153**	**2,395**	**909**	**5,667**
Total assets	**39,569**	**11,223**	**1,166**	**29,511**

36.3 Consolidated balance sheet – Equity and liabilities

(in € millions)	iliad Holding Group (A)	iliad Holding Unrestricted (Atlas) (B)	Eliminations (C)	iliad Holding Group Restricted (A)-(B) net of (C)
Total equity	**1,181**	**(362)**	**0**	**1,543**
Elimination of intragroup securities	0	257	257	0
Long-term provisions	244	162	0	82
Financial liabilities	20,431	6,013	0	14,418
Financial instruments – hedges	119	57	0	62
Non-current lease liabilities	5,687	768	0	4,919
Deferred income tax liabilities	478	144	0	334
Other non-current liabilities	860	331	0	530
Total non-current liabilities	**27,818**	**7,474**	**257**	**20,344**
Short-term provisions	174	136	0	39
Taxes payable	296	142	0	154
Trade and other payables	5,855	1,454	0	4,402
Financial liabilities	2,528	1,280	909	2,157
Financial instruments – hedges	11	0	0	11
Current lease liabilities	970	160	0	809
Liabilities held for sale	734	683	0	52
Total current liabilities	**10,569**	**3,854**	**909**	**7,624**
Total equity and liabilities	**39,569**	**11,223**	**1,166**	**29,511**

36.4 Consolidated statement of cash flows

(in € millions)	iliad Holding Group (A)	iliad Holding Unrestricted (Atlas) (B)	Eliminations (C)	iliad Holding Group Restricted (A)-(B) net of (C)
Profit for the period (including minority interests)	**408**	**37**	**0**	**371**
+/- Depreciation, amortization and provisions, net (excluding for current assets)	3,340	274	0	3,067
-/+ Unrealized gains and losses on changes in fair value	158	48	0	109
+/- Non-cash expenses and income related to stock options and other share-based payments	62	6	0	56
-/+ Other non-cash income and expenses, net	113	59	0	53
-/+ Gains and losses on disposals of assets	116	(34)	0	150
-/+ Dilution gains and losses	0	0	0	0
+/- Share of profit of equity-accounted investees	(55)	(13)	0	(42)
– Dividends (investments in non-consolidated undertakings)	(0)	0	0	(0)
Cash flows from operations after finance costs, net, and income tax	**4,142**	**378**	**0**	**3,764**
+ Finance costs, net	918	109	0	809
+/- Income tax expense (including deferred taxes)	325	61	0	264
Cash flows from operations before finance costs, net, and income tax (A)	**5,385**	**548**	**0**	**4,837**
– Income tax paid (B)	(340)	(60)	0	(280)
+/- Change in operating working capital requirement (incl. employee benefit obligations) (C)	(306)	25	0	(332)
= Net cash generated from operating activities (E) = (A) + (B) + (C)	**4,738**	**513**	**0**	**4,225**
– Acquisitions of property, plant and equipment and intangible assets (capex)	(2,474)	(177)	0	(2,296)
+ Disposals of property, plant and equipment and intangible assets (capex)	126	3	0	123
Acquisitions of investments in non-consolidated undertakings	(2)	(0)	0	(2)
+ Disposals of investments in non-consolidated undertakings	43	0	0	43
+/- Effect of changes in scope of consolidation – acquisitions	726	574	225	(73)
+/- Effect of changes in scope of consolidation – disposals	53	0	0	53
+ Dividends received (from equity-accounted investees and non-consolidated undertakings)	61	30	0	32
+/- Change in outstanding loans and advances	(1,032)	325	(225)	(1,131)
+ Cash inflows related to assets held for sale	128	0	0	128
– Cash outflows related to assets held for sale	(4)	0	0	(4)
= Net cash used in investing activities (F)	**(2,374)**	**753**	**0**	**(3,127)**
+ Amounts received from shareholders on capital increases	0	0	0	0
– Amounts paid to shareholders on capital reductions	(31)	(31)	0	0
+ Proceeds received on exercise of stock options	0	0	0	0
-/+ Own-share transactions	0	0	0	0
– Dividends paid during the period:	0	0	0	0
• Dividends paid to owners of the Company	(175)	0	0	(175)
• Dividends paid to minority shareholders of consolidated companies	(42)	0	0	(42)
+ Proceeds from new borrowings (excluding finance leases)	7,764	56	0	7,708
– Repayments of borrowings	(7,470)	(344)	0	(7,126)
– Repayments of lease liabilities	(1,005)	(47)	0	(959)
– Net interest paid	(847)	(99)	0	(745)
– Interest paid on lease liabilities	(172)	(27)	0	(144)
= Net cash used in financing activities (G)	**(1,978)**	**(492)**	**0**	**(1,487)**
+/- Effect of exchange-rate movements on cash and cash equivalents (H)	1	0	0	1
= Net change in cash and cash equivalents (E + F + G + H)	**386**	**774**	**0**	**(388)**
+/- Impact of foreign exchange conversion of cash and cash equivalents (opening & closing rates)	(1)	0	0	(1)
Cash and cash equivalents at beginning of year	1,516	0	0	1,516
Cash and cash equivalents at year-end	1,901	774	0	1,127

Note 37. Events after the reporting date

The iliad Group

Inaugural PLN 700 million green bond issue carried out by Play

On February 19, 2025, Play announced the success of its inaugural PLN 700 million green bond issue. The bonds have a five-year maturity and carry a variable interest rate of WIBOR 6M plus a margin of 1.80% per annum. These bonds will be redeemed at maturity on February 27, 2030. The proceeds from this issue will be used in part to finance and refinance eligible expenditure described in the iliad Group's "Green Financing Framework" published on October 21, 2024 on iliad's corporate website.

iliad Holding

New USD 68 million term loan facility set up for Atlas SAS

On February 28, 2025, Atlas SAS put in place an additional USD 68 million term loan facility, of which USD 20 million has been drawn down to date.

Millicom Group

New shareholder remuneration policy

On January 14, 2025, Millicom announced that the Company's Board of Directors (the "Board") has approved a new shareholder remuneration policy under which it proposes to resume regular cash dividends; sustain or grow cash dividends every year; and maintain a prudent capital structure, with a long-term leverage target range of 2.0-2.5x.

Following the interim dividend of $1.00/share paid on January 10, 2025 the Board approved, on February 26, 2025 an additional interim dividend, of $0.75/share to be paid in April 2025.

On April 04, 2025, the Board proposed for the approval of the Annual General Meeting of its shareholders to be held in Luxembourg on May 21, 2025, a dividend of $3.00 per share payable in four equal quarterly instalments: $0.75/share in July 2025; $0.75/share in October 2025: $0.75/share in January 2026 and; $0.75/share in April 2026.

Share buybacks

As part of the repurchase program launched during Q4 2024, Millicom has continued to repurchase shares in January and February 2025, acquiring an additional of 4,216,397 shares for a total amount of approximately €115 million.

Colombia – Definitive agreement for Millicom to acquire Telefonica's majority stake in Coltel

Pursuant to the announcement on July 31, 2024, Millicom and Telefonica have entered into a definitive agreement for the acquisition by Millicom of Telefonica's controlling 67.5% equity stake in dans Coltel, subject to closing conditions including regulatory approvals. Millicom has also agreed to offer to purchase the remaining 32.5% of Coltel equity owned by La Nación and other investors at the same purchase price per share offered to Telefonica. In line with the prior announcement, the purchase price of $400 million is subject to customary adjustments for net debt evolution, working capital and changes in foreign exchange rates, and as of September 30, 2024, would be $362 million (€334 million).

Note 38. List of main consolidated companies at December 31, 2024

The following table includes the Group's main legal holdings.

	Registration number	Head office	Percentage ownership at Dec. 31, 2024	Percentage ownership at Dec. 31, 2023	Consolidation method in 2024
iliad 16 rue de la Ville l'Évêque 75008 Paris, France	814 040 689	Paris	100.00%	100.00%	Full
Atlas Investissement 16 rue de la Ville l'Évêque 75008 Paris, France	908 070 188	Paris	98.43%	/	Full
Atlas Luxco 16, rue de la Ville l'Évêque 75008 Paris, France	935 295 519	Paris	95.96%	/	Full
Freya Investissement 16 rue de la Ville l'Évêque 75008 Paris, France	982 141 416	Paris	98.75%	/	Full
Holdco II 16 rue de la Ville l'Évêque 75008 Paris, France	844 857 268	Paris	97.62%	97.45%	Full
Holdco III 16 rue de la Ville l'Évêque 75008 Paris, France	908 731 912	Paris	100.00%	100.00%	Full
iliad 11 16 rue de la Ville l'Évêque 75008 Paris, France	891 404 998	Paris	100.00%	100.00%	Full
iliad 16 rue de la Ville l'Évêque 75008 Paris, France	342 376 332	Paris	97.49%	96.75%	Full
Millicom 2 rue du Fort Bourbon Luxembourg, L-1249 Luxembourg	/	Luxembourg	38.62%	/	Full
Tele2 Skeppsbron 18 PO box 2094 SE-103 13 Stockholm	/	Sweden	19.52%	/	Equity

List of companies that form part of the iliad Group (% owned by iliad):

	Registration number	Head office	Percentage ownership at Dec. 31, 2024	Percentage ownership at Dec. 31, 2023	Consolidation method in 2023
iliad 16 rue de la Ville l'Évêque 75008 Paris, France	342 376 332	Paris	100.00%	100.00%	Full
Assunet 16 rue de la Ville l'Évêque 75008 Paris, France	421 259 797	Paris	99.92%	89.96%	Full
Centrapel 57 Boulevard Malesherbes 75008 Paris, France	434 130 860	Paris	100.00%	100.00%	Full
Certicall 40 avenue Jules Cantini 13006 Marseille, France	538 329 913	Marseille	100.00%	100.00%	Full
Connexy 3 rue Paul Brutus 13015 Marseille, France	848 895 173	Marseille	100.00%	100.00%	Full
Equaline 18 rue du Docteur G. Pery 33300 Bordeaux, France	538 330 358	Bordeaux	100.00%	100.00%	Full
F Distribution 8 rue de la Ville l'Évêque 75008 Paris, France	528 815 376	Paris	100.00%	100.00%	Full
Fibre Inc 1209 Orange Street, Wilmington, New Castle County, 19801 Delaware, USA	/	Wilmington	100.00%	100.00%	Full
Freebox 16 rue de la Ville l'Évêque 75008 Paris, France	433 910 619	Paris	98.92%	98.92%	Full
Free Caraïbe 3 rue de la carrière 97200 Fort-de France, Martinique	808 537 641	Fort-de France	100.00%	100.00%	Full
Free 8 rue de la Ville l'Évêque 75008 Paris, France	421 938 861	Paris	100.00%	100.00%	Full
Free Mobile 16 rue de la Ville l'Évêque 75008 Paris, France	499 247 138	Paris	100.00%	100.00%	Full
Free Pro 3 rue Paul Brutus 13015 Marseille, France	439 099 656	Marseille	100.00%	100.00%	Full
Free Réseau 16 rue de la Ville l'Évêque 75008 Paris, France	419 392 931	Paris	100.00%	100.00%	Full
IH 8 rue de la Ville l'Évêque 75008 Paris, France	441 532 173	Paris	100.00%	100.00%	Full
iliad 10 16 rue de la Ville l'Évêque 75008 Paris, France	844 880 492	Paris	100.00%	100.00%	Full
iliad 16 16 rue de la Ville l'Évêque 75008 Paris, France	921 855 573	Paris	100.00%	100.00%	Full
iliad 17 16 rue de la Ville l'Évêque 75008 Paris, France	982 150 864	Paris	100.00%	100.00%	Full

	Registration number	Head office	Percentage ownership at Dec. 31, 2024	Percentage ownership at Dec. 31, 2023	Consolidation method in 2023
iliad 18 16 rue de la Ville l'Évêque 75008 Paris, France	982 165 912	Paris	100.00%	100.00%	Full
iliad 19 16 rue de la Ville l'Évêque 75008 Paris, France	982 109 688	Paris	100.00%	100.00%	Full
iliad 20 IH 16 rue de la Ville l'Évêque 75008 Paris, France	938 268 539	Paris	100.00%	/	Full
iliad 21 IH 16 rue de la Ville l'Évêque 75008 Paris, France	938 259 207	Paris	100.00%	/	Full
iliad 22 IH 16 rue de la Ville l'Évêque 75008 Paris, France	938 259 900	Paris	100.00%	/	Full
iliad 6 16 rue de la Ville l'Évêque 75008 Paris, France	834 309 486	Paris	100.00%	100.00%	Full
iliad 78 16 rue de la Ville l'Évêque 75008 Paris, France	834 315 673	Paris	89.00%	89.00%	Full
iliad 9 IH 16 rue de la Ville l'Évêque 75008 Paris, France	880 117 064	Paris	100.00%	100.00%	Full
iliad Customer Care Viale Restelli Francesco 1/A Milan, Italy	/	Milan	100.00%	100.00%	Full
iliad Italia Holding S.p.A Viale Restelli Francesco 1/A Milan, Italy	/	Milan	100.00%	100.00%	Full
iliad Investments 16 rue de la Ville l'Évêque 75008 Paris, France	919 740 605	Paris	40.85%	40.85%	Equity
iliad Italia S.p.A Viale Restelli Francesco 1/A Milan, Italy	/	Milan	97.70%	97.78%	Full
iliad Purple 16 rue de la Ville l'Évêque 75008 Paris, France	537 915 050	Paris	91.75%	92.02%	Full
Immobilière iliad 16 rue de la Ville l'Évêque 75008 Paris, France	501 194 419	Paris	100.00%	100.00%	Full
IRE 16 rue de la Ville l'Évêque 75008 Paris, France	489 741 645	Paris	100.00%	100.00%	Full
Jaguar Network Suisse rue des Paquis 11 1201 Geneva, Switzerland	/	Geneva	100.00%	100.00%	Full
JT Holding 3 rue Paul Brutus 13015 Marseille, France	801 382 300	Marseille	100.00%	100.00%	Full
Madiacom 44 rue Henri Becquerel Jarry 97122 Baie-Mahault, France	880 041 397	Baie-Mahault	50.00%	50.00%	Joint Operation

	Registration number	Head office	Percentage ownership at Dec. 31, 2024	Percentage ownership at Dec. 31, 2023	Consolidation method in 2023
MCRA 57 Boulevard Malesherbes 75008 Paris, France	532 822 475	Paris	100.00%	100.00%	Full
Newco 25M 16 rue de la Ville l'Évêque 75008 Paris, France	910 077 478	Paris	49.50%	49.50%	Equity
NJJ Boru 16 rue de la Ville l'Évêque 75008 Paris, France	833 797 467	Paris	49.00%	49.00%	Equity
Online Immobilier 16 rue de la Ville l'Évêque 75008 Paris, France	537 915 019	Paris	99.48%	97.58%	Full
Opcore 16 rue de la Ville l'Évêque 75008 Paris, France	891 405 227	Paris	100.00%	97.58%	Full
Opcore Poland Gospodarcza 12, 40-432 Katowice, Poland	/	Poland	100.00%	100.00%	Full
P4 SP. Z.O.O Wynalazek 1, 02-677 Warsaw, Poland	/	Poland	91.75%	92.02%	Full
Predictiv Pro S.A.S. 3 rue Paul Brutus 13015 Marseille, France	880 472 683	Marseille	100.00%	100.00%	Full
Protelco 8 rue de la Ville l'Évêque 75008 Paris, France	509 760 948	Paris	100.00%	100.00%	Full
Resolution Call 7 Bld Mohamed V 20800 Mohammedia, Morocco	/	Morocco	100.00%	100.00%	Full
Réseau Optique de France (formerly Free Infrastructure) 16 rue de la Ville l'Évêque 75008 Paris, France	488 095 803	Paris	100.00%	100.00%	Full
Scaleway 8 rue de la Ville l'Évêque 75008 Paris, France	433 115 904	Paris	99.48%	97.58%	Full
Scaleway US Corporation C/O IMS – 1700 W Irving Park, Suite 302 Chicago, IL 606013, United States	/	Chicago	99.48%	97.58%	Full
Solid 19 16 rue de la Ville l'Évêque 75008 Paris, France	790 148 944	Paris	100.00%	100.00%	Full
Société. Part. Investments Numérique 14 rue Cambacérès 75008 Paris, France	980 465 108	Paris	48.98%	48.98%	Equity
Telecom Academy "Privé" Lotissement Attaoufik Lot n° 9 & 10 Immeuble Le Shadow Sidi Maarouf Casablanca, Morocco	/	Morocco	/	100.00%	N.D.
Telecom Réunion Mayotte 16 rue de la Ville l'Évêque 75008 Paris, France	812 123 214	Paris	50.00%	50.00%	Equity
Trax 16 rue de la Ville l'Évêque 75008 Paris, France	850 134 388	Paris	98.00%	98.00%	Full

	Registration number	Head office	Percentage ownership at Dec. 31, 2024	Percentage ownership at Dec. 31, 2023	Consolidation method in 2023
Total Call Technoparc – Route de Nouceur Sidi Maar Casablanca, Morocco	/	Morocco	100.00%	100.00%	Full
Université F 233 16 rue de la Ville l'Évêque 75008 Paris, France	891 401 507	Paris	100.00%	100.00%	Full
Zefiro.net Via Gattamelata, 34 Milan, Italy	/	Milan	48.85%	48.89%	Joint Operation

List of companies in the Millicom Group (% owned by Millicom)

	Registration number	Head office	Percentage ownership at Dec. 31, 2024	Percentage ownership at Dec. 31, 2023	Consolidation method in 2023
Colombia Móvil S.A. E.S.P.		Colombia	50.00%-1 share	50.00%-1 share	Full
Comunicaciones Celulares S.A.		Guatemala	100.00%	100.00%	Full
Distribuidora de Comunicaciones de Occidente, S.A.		Guatemala	100.00%	100.00%	Full
Grupo de Comunicaciones Digitales, S.A. (formerly Telefonica Moviles Panama, S.A.)		Panama	100.00%	100.00%	Full
Lati International S.A.[(a)]		Luxembourg	100.00%	100.00%	Full
Millicom Cable Costa Rica S.A.		Costa Rica	100.00%	100.00%	Full
Millicom International Operations B.V.[(b)]		Netherlands	100.00%	100.00%	Full
Millicom International Services LLC		United States	100.00%	100.00%	Full
Millicom LIH S.A.		Luxembourg	100.00%	100.00%	Full
Millicom International Operations S.A.		Luxembourg	100.00%	100.00%	Full
Millicom Spain S.L.		Spain	100.00%	100.00%	Full
Millicom Telecommunications S.A.[(c)]		Luxembourg	100.00%	100.00%	Full
Navega.com S.A.		Guatemala	100.00%	100.00%	Full
Servicios Especializados en Telecomunicaciones, S.A.		Guatemala	100.00%	100.00%	Full
Servicios Innovadores de Comunicacion y Entretenimiento, S.A.		Guatemala	100.00%	100.00%	Full
Telecomunicaciones Digitales, S.A. (formerly Cable Onda S.A.)		Panama	100.00%	100.00%	Full
Telefonica Celular de Bolivia S.A.		Bolivia	100.00%	100.00%	Full
Telefonia Celular de Nicaragua S.A.		Nicaragua	100.00%	100.00%	Full
Telefonica Celular del Paraguay S.A.[(d)]		Paraguay	100.00%	100.00%	Full
Telemovil El Salvador S.A. de C.V.		Le Salvador	100.00%	100.00%	Full
UNE EPM Telecomunicaciones S.A. and subsidiaries		Colombia	50.00%-1 share	50.00%-1 share	Full

(a) Lati International S.A. is the holding company of our tower business.
(b) Millicom International Operations B.V. held Millicom Holding B.V. and MIC Latin America B.V. until merge in July 2024.
(c) Millicom Telecommunications S.A. is the holding company of most of our MFS business.
(d) Servicios y Productos Multimedios S.A. has been merged with Telefonica Celular del Paraguay S.A., effective in April 2024.

Note 39. Audit fees

In accordance with the disclosure requirements of standards 2016-08, 2016-09, 2016-10 and 2016-11 issued by France's accounting standards authority (the "ANC"), the table below sets out the amount of fees paid to the statutory auditors of iliad S.A and its fully consolidated subsidiaries, not including fees invoiced by the statutory auditors' network firms:

	iliad Holding (excluding iliad)		The iliad Group		Total	
(in € thousands)	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Statutory audit services	368	101	878	839	1,246	940
Non-audit services	242	0	661	224	903	224
Total fees	**610**	**101**	**1,539**	**1,063**	**2,149**	**1,164**

Services other than audit work provided during the year mainly concern:

- the issuance of comfort letters in the context of bond issues;
- the sustainability information certification services;
- providing various statements.

8. Statutory Auditors' report on the consolidated financial statements

for the year ended December 31, 2024

This is a Free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report includes information specifically required by European regulations or French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of iliad Holding for the year ended December 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group at December 31, 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (*Code de commerce*) and the French Code of Ethics (Code de déontologie) for Statutory Auditors, for the period from January 1, 2024 to the date of our report.

Emphasis of matter

Without qualifying our opinion, we draw your attention to Notes 2.1 and 2.2 to the consolidated financial statements, which describe the acquisition in October 2024 of Atlas Investments, which indirectly holds approximately 40% of Millicom International Cellular SA's shares, and the impact of this acquisition on the consolidated financial statements of iliad Holding for the year ended December 31, 2024.

Justification of assessments

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we inform you that the most significant assessments we made, in accordance with our professional judgment, concerned the appropriateness of the accounting policies applied, the reasonableness of the significant estimates used, and the overall presentation of the financial statements.

These matters were addressed as part of our audit of the consolidated financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the consolidated financial statements.

Specific verifications

As required by legal and regulatory provisions and in accordance with professional standards applicable in France, we have also verified the information pertaining to the Group presented in the Chairman's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for preparing consolidated financial statements giving a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The consolidated financial statements were approved by the Chairman.

Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit.

They also:

- identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the consolidated financial statements;
- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- evaluate the overall presentation of the consolidated financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the management, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon.

Neuilly-sur-Seine and Toulouse, April 30, 2025,

The Statutory Auditors

PricewaterhouseCoopers Audit

Daniel Wilson

Fid Sud Audit

Valérie Rigaud

Thomas Lamarche

Design and production: Agence Marc Praquin

iliad.fr