



WEATHER FINANCE III S.A R.L.
Société à responsabilité limitée
55 Old Broad Street
London EC2M 1RX
United Kingdom

(“Weather Finance III” and together with its subsidiaries the “Group”)

WIND Hellas: Preferred Bidder Selected

- Group of international institutional investors selected as Preferred Bidder
- New owners to invest €420 million on closing to repay debt and fund WIND Hellas’ long term development and business plan
- Transaction will result in WIND Hellas being effectively released from €1,867 million of third party debt and will provide WIND Hellas with a strong liquidity position going forward
- Board of directors to be strengthened by the appointment of senior international telecommunications executives

London, 18 October 2010: Weather Finance III, owner of 100% of the shares of WIND Hellas, today announced that, in accordance with the terms of the Standstill Agreement dated 30 June 2010, it has selected an offer from the ad-hoc committee (“SSN Ad-Hoc Committee”) representing a majority of the holders of the Group’s Senior Secured Notes (“SSN”) as the Preferred Bid.

Nassos Zarkalis, Chief Executive Officer of WIND Hellas comments: “This is an important step in the restructuring of WIND Hellas to secure our competitive position and commitment to provide outstanding service to our customers. Following the closing of the transaction, WIND Hellas will be financially well positioned and have the liquidity to compete from a position of strength. We look forward to working with the SSN Ad-Hoc Committee to close the restructuring as quickly as possible”.

Review of Strategic Alternatives

On 1 July 2010, Weather Finance III announced the initiation of a process to solicit interest in a potential transaction to effect a restructuring of the capital structure of the WIND Hellas group to ensure its long term success. The strategic alternatives process targeted a conclusion on 14 October 2010.

Following the receipt of non-binding expressions of interest at the end of July 2010, six parties were invited to conduct further due diligence and submit final and binding offers by

15 September 2010. Each of these parties was invited to present their offers and credentials to a working group of Revolving Credit Facility lenders and SSN holders and their respective advisors. Following the receipt of the final and binding offers and consultation with the aforementioned creditor groups, certain parties were invited to submit final and best offers. Significant efforts were undertaken to reach a consensus on the selection of a Preferred Bid following the receipt of final and best offers. Consideration was also given to all cash offers received by Weather Finance III.

Following a review of all offers, the Board of Weather Finance III resolved to select the SSN Ad Hoc Committee (the "SSN Offer") as the Preferred Bid in accordance with the terms of the Standstill Agreement dated 30 June 2010, conditional on, amongst other things, the support of 75% of SSN holders being received for such bid. On 18 October 2010, the Board of Weather Finance III received evidence that SSN holders representing approximately 77% of the SSNs had executed binding agreements to support the SSN Offer and to take all necessary steps to support and implement this offer.

On 18 October 2010, the Board of Directors of Weather Finance III resolved to take all necessary steps to implement the SSN Offer as quickly as practicable.

SSN OFFER

The SSN Offer has been underwritten by Mount Kellett Capital Partners (Ireland) Limited, Taconic Capital Advisers UK LLP (on behalf of certain funds), Providence Equity Capital Markets LLC (on behalf of certain funds), Anchorage Capital Group, LLC (on behalf of certain funds), Angelo Gordon & Co (on behalf of certain funds) and Eton Park International LLP (on behalf of certain funds); together these six institutions comprise the SSN Ad-Hoc Committee. These investors are independent global, long-term institutional investors with more than €58 billion of funds under management, owning, in aggregate, more than 57% of the outstanding principal amount of the SSNs.

Under the SSN Offer, €420 million of new money will be provided on closing to repay the Revolving Credit Facility and hedging liabilities in cash in full, pay certain fees and expenses of the restructuring and provide a significant liquidity injection in WIND Hellas. On closing of the SSN Offer, WIND Hellas will be released from guarantee obligations in respect of €1,225 million SSNs and €355 million Senior Unsecured Notes and will have significant liquidity to support the execution of WIND Hellas business plan and improve its market position on long term basis.

The SSN Offer will result in the current holders of SSN owning 100% of the equity in WIND Hellas. The opportunity to participate in the new money will be offered to all eligible SSN holders *pro rata* to their holdings of SSN. Members of the SSN Ad-Hoc Committee have underwritten the €420 million of new money.

The SSN Offer is subject to terms and conditions that are standard for a transaction of this nature. A summary Term Sheet of the SSN Offer can be found in Annex A.

EXPERIENCED NEW BOARD

Following the closing of the SSN Offer, the WIND Hellas board of directors will be strengthened by the appointment of senior telecom executives and senior members of the Greek business community. The full board will be announced as soon as practicable.

The Board will work in close collaboration with Nassos Zarkalis who will continue as Chief Executive Officer of WIND Hellas. Mr. Zarkalis has been CEO of WIND Hellas Telecommunications since December 2009.

The SSN Ad-Hoc Committee would like to thank the management team and the employees of WIND Hellas for their continuing efforts during the financial restructuring process and are looking forward to working with the company's stakeholders to ensure the highest quality of service for WIND Hellas' customers.

The company will make further announcements as material developments occur.

ENDS

Weather Finance III S.à r.l.

Weather Finance III S.à r.l. is a *société à responsabilité limitée* incorporated in Luxembourg, having a corporate capital of 12,500.- EUR and registered with the *Registre de commerce et des sociétés, Luxembourg* under number B 147312. Its registered office is at 12, rue Guillaume Kroll, L-1882 Luxembourg. It is registered as a UK establishment of an overseas company with Companies House (Company No. FC029743, UK Establishment No. BR014726).

Media Contact

DF King Worldwide

Louise Tingström

T: +44 (0) 20 7920 2337

M: +44 (0) 7739 655 490

M: +44 (0) 7899 066 995

ltingstrom@king-worldwide.com

ANNEX A: Restructuring Terms

The Restructuring will involve the sale by Weather Finance III S.à r.l. ("Weather Finance III"), Hellas Telecommunications (Luxembourg) V S.C.A. ("Hellas V"), Hellas Telecommunications (Luxembourg) III S.C.A. ("Hellas III") and Hellas Telecommunications IV S.à r.l. ("Hellas IV") (the "Sellers") to a special purpose acquisition vehicle ("Bidco") of all the issued share capital in WIND Hellas Telecommunications S.A. ("WIND Hellas") and all the intercompany CB Debt owed by WIND Hellas to the Sellers (the "Target Assets") by way of English law administration sales. Bidco will be a wholly owned subsidiary of a special purpose investment vehicle ("Holdco"), which will, following the implementation of an English law scheme of arrangement (the "Scheme") or consensual exchange (the "Exchange Solicitation"), be wholly owned by the current holders of SSNs (the "Senior Secured Investors"). On completion of the administration sales, the Security Agent will release all security, guarantees and other claims under the Finance Documents in respect of the Target Assets under the authority given to it in the Intercreditor Agreement.

1. **Senior Secured Notes Transfer** The Scheme and Exchange Solicitation will be run in parallel and will each provide that the Senior Secured Investors assign absolutely all of their interests in the Senior Secured Notes to Bidco in exchange for equity interests in Holdco and a right to subscribe for their *pro rata* amount of the New Money Shares. The Senior Secured Investors will enter into a Shareholders Agreement governing the operation of the business of the new WIND Hellas group.

2. **Target Assets** The WIND Hellas Shares, the CB Debt and certain other rights of the Sellers against WIND Hellas.

3. **Purchaser** Bidco, which is a wholly owned subsidiary of Holdco.

4. **Sellers** Weather Finance III, Hellas V, Hellas III and Hellas IV.

5. **Purchase Price** Bidco will pay EUR 759.3 million in cash for the Target Assets.

6. **Transaction Costs** Transaction fees, costs and expenses are estimated at EUR 18.6 million.¹

7. **New Money** EUR 420 million of new money (the "New Money Amount") will be used to fund the Transaction Costs and part of the Purchase Price. The New Money Amount will be fully underwritten by the SSN Ad Hoc Committee.

 Senior Secured Investors will have the right to subscribe for their *pro rata* amount of additional shares in Holdco (the "New Money Shares") pursuant to the Scheme or Exchange Solicitation.

 Subject to the below paragraph, the aggregate subscription price for the New Money Shares will be the New Money Amount and subscribers for the New Money Shares will, in aggregate, be entitled to 90% of the ordinary issued share capital of Holdco. The remaining 10% of the ordinary issued share capital of Holdco will be held by all Senior Secured Investors *pro rata*.

 Prior to the closing of the Restructuring, the SSN Ad Hoc Committee may, in its discretion, substitute debt financing for the above equity financing in respect of all or part of the New Money Amount.

8. **Financing** EUR 357.9 million will be borrowed by Bidco under a short term bridge facility (the "Daylight Facility") to fund the remainder of the Purchase Price. The Daylight Facility will be repaid in full on closing of the Restructuring.

9. **Sources and Uses**

Uses (in million of Euros)		Sources (in million of Euros)	
Acquisition of the Sold Assets (including Funded Costs Amount)	759.3	New Money	420.0
Payment of Transaction Costs	18.6	Daylight Facility	357.9

The Restructuring will result in the liabilities of the RCF Creditors and Hedging Banks being repaid in full.

¹ This includes SSN Ad Hoc Committee underwriting fees of 4% of the New Money Amount.