

Creating Mavenir: Xura + Mitel Mobile & Ranzure Follow-on Acquisitions

Mitel Mobile & Ranzure Overview

- On January 31, 2017 Xura acquired Ranzure Networks – a provider of 4G / 5G virtualized cloud radio access network (“RAN”) software solutions for MNOs
 - Total consideration of ~\$8 million
 - \$13 million of equity net of \$5 million of cash from Ranzure
- On February 28, 2017, Xura closed the acquisition of Mitel Mobile – a leading provider of MNO network infrastructure for 4G LTE / 5G networks, with a footprint across 200 global MNOs and ~2 billion mobile subscribers on its platform
 - Total consideration of \$484 million
 - \$359 million cash and non-interest bearing seller note⁽¹⁾
 - \$125 million subordinated equity⁽²⁾
 - Mitel had acquired Mitel Mobile for \$560 million in April 2015
- The combined company was rebranded Mavenir upon closing of Mitel Mobile acquisition**

Follow-on Investment Highlights

- Strengthens Bond products market share and expands Call Option opportunity
- Positions the pro forma company for double digit growth
 - Bookings and EBITDA growth with projected 5-year CAGRs of ~15%, up from 3% and 5%, respectively
- Significant run-rate cost savings opportunity in excess of \$100 million
- \$100mm+ cross-sell opportunity in new combined entity leveraging Xura’s worldwide presence and Mitel Mobile’s enhanced product portfolio

Notes

(1) \$35 million non-interest bearing note due at the earlier of a full refinancing and 10 years. Assumed present value of \$9 million based on a 14.5% discount rate (3% behind the all in term loan rate) over 10 years

(2) Pro-rata participation in distribution after investors receive an 8.5% IRR capped at \$125 million

(3) Multiples based on purchase price of \$359 million (cash and non-interest bearing seller note); assumes Mitel Mobile PF EBITDA of \$58.2 million

(4) TEV of \$712.3 million: \$428.0mm total equity + \$342.0mm total debt - \$53.3mm of transaction expenses - \$32.1 minimum cash + \$47.7 million of cash set aside for appraisal shares = \$712.3 mm; EBITDA of \$95.2 million (including estimated Enterprise that contribution of \$2.6 million of EBITDA)

(5) Xura TEV of \$712.3 million + Mavenir TEV of \$347.3 million + Ranzure TEV of \$7.8 million + Incr. Restructuring Reserve of \$7.3 million = PF TEV of \$1,074.7 million; PF EBITDA of \$122.7 million [\$92.6 million Xura ex-Enterprise EBITDA + \$58.2 million of from Mitel Mobile - \$19.0 million in dis-synergies - \$6.1 million of Ranzure 2016 EBITDA losses - \$2.9 million of vEPC 2016 EBITDA losses - \$122.7 million]

(6) Includes estimated Mitel Mobile specific cost synergies of \$36 million

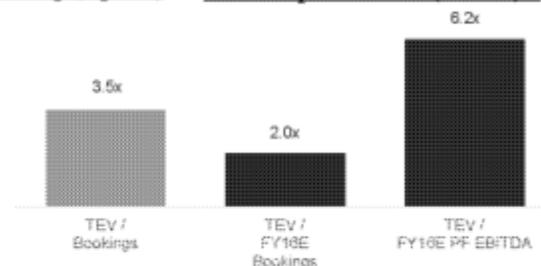
(7) Represents near-term top line headwinds attributed to the transaction as customers withhold new orders and deployment of previous bookings as they await clarity on the go forward roadmap, product portfolio, services levels, account coverage, etc.

Valuation

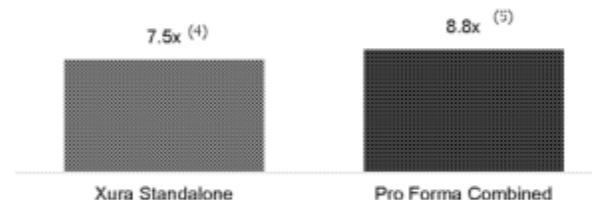
Mitel Mobile

Mitel Acq. (Apr-15)

Xura Acq. Valuation (Dec-16)⁽³⁾



Pro Forma Xura + Mitel Mobile + Ranzure



Pro Forma Financials

\$ in millions	Xura (ex-Enterprise)	Mitel Mobile	Dis-Synergies and PF Adjust. ⁽⁷⁾	PF Total
Bookings	\$264	\$181	(\$62)	\$383
PF EBITDA	\$92	\$58 ⁽⁶⁾	(\$27)	\$123
% Margin	34%	32%		32%