## Olympus Merger Sub, Inc. Announces Tender Offer and Consent Solicitation for 5.375% Senior Notes Due 2022 of West Corporation and Change of Control Offers for 5.375% Senior Notes Due 2022 and 4.75% Senior Secured Notes Due 2021 of West Corporation

NEW YORK--(BUSINESS WIRE)-- Olympus Merger Sub, Inc. (the "Offeror"), an affiliate of certain investment funds managed by affiliates of Apollo Global Management, LLC (together with its consolidated subsidiaries, "Apollo") (NYSE:APO), launched (i) a tender offer to purchase for cash (the "Tender Offer") any and all of West Corporation's ("West") outstanding 5.375% Senior Notes due 2022 (the "2022 Notes") and (ii) change of control offers (the "Change of Control Offers") with respect to any and all of the 2022 Notes and West's outstanding 4.75% Senior Secured Notes due 2021 (the "2021 Notes" and, together with the 2022 Notes, the "Notes"). Holders of 2022 Notes that tender their 2022 Notes in the Tender Offer may not validly tender their 2022 Notes in the related Change of Control Offer, and Holders of 2022 Notes that tender their 2022 Notes in the related Change of Control Offer may not validly tender the 2022 Notes in the Tender Offer.

In conjunction with the Tender Offer, the Offeror is soliciting the consent of the holders of the 2022 Notes (the "Consent Solicitation") to certain proposed amendments (the "Proposed Amendments") to the indenture governing the 2022 Notes (the "2022 Notes Indenture") to, among other things, eliminate or modify substantially all of the restrictive covenants, certain reporting obligations, certain events of default and related provisions contained in the 2022 Notes Indenture. Holders may not tender their 2022 Notes without delivering their consents, and Holders may not deliver their consents without tendering their 2022 Notes.

The Tender Offer and Consent Solicitation and the Change of Control Offers are being conducted in connection with the previously announced merger agreement, pursuant to which, among other things, Mount Olympus Holdings, Inc., the indirect parent of the Offeror, has agreed to acquire West (the "Acquisition"). The Offeror's obligation to accept and pay for the Notes in the Tender Offer or the Change of Control Offers, as applicable, is conditioned upon (i) the substantially concurrent closing of the Acquisition, (ii) with respect to the Tender Offer only, receipt of consents from holders of the 2022 Notes representing at least a majority of the aggregate principal amount of the 2022 Notes then outstanding (excluding consents from West or any of its affiliates) and (iii) the satisfaction or waiver of other customary conditions precedent. The Tender Offer and Consent Solicitation is scheduled to expire at 12:00 midnight, New York City time, at the end of the day on October 3, 2017 (as the same may be extended, the "Tender Offer Expiration Time"), unless extended or earlier

terminated by the Offeror. The Change of Control Offers are scheduled to expire at 12:00 midnight, New York City time, at the end of the day on October 6, 2017 (as the same may be extended, the "Change of Control Offers Expiration Time"), unless extended or earlier terminated by the Offeror. The Tender Offer and Consent Solicitation are being made pursuant to an Offer to Purchase and Consent Solicitation Statement dated September 6, 2017 and a related Letter of Transmittal dated September 6, 2017 (together, the "Tender Offer Materials"), which set forth a more detailed description of the Tender Offer and Consent Solicitation. Holders of the 2022 Notes are urged to carefully read the Tender Offer Materials before making any decision with respect to the Tender Offer and Consent Solicitation. The Change of Control Offers are being made pursuant to a Change of Control Notice and Offer to Purchase dated September 6, 2017 and a related Letter of Transmittal dated September 6, 2017 (together, the "Change of Control Offer Materials"), which set forth a more detailed description of the Change of Control Offers. Holders of the Notes are urged to carefully read the Change of Control Offer Materials before making any decision with respect to the Change of Control Offers.

The consideration offered for each \$1,000 principal amount of 2022 Notes validly tendered (and not validly withdrawn) in the Tender Offer prior to 5:00 p.m., New York City time, on September 19, 2017 (as the same may be extended, the "Early Tender Time"), is equal to \$1,015.00 (such amount, the "Total Consideration"), which includes an early participation premium of \$30.00 for each \$1,000 principal amount of 2022 Notes. The consideration offered for each \$1,000 principal amount of 2022 Notes validly tendered (and not validly withdrawn) in the Tender Offer after the Early Tender Time but prior to the Tender Offer Expiration Time, is equal to \$985.00 (such amount, the "Tender Consideration"). Holders will also receive accrued and unpaid interest from the last interest payment date for the 2022 Notes up to, but not including, the settlement date for 2022 Notes accepted for purchase in the Tender Offer. The consideration offered for each \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) in the Change of Control Offers prior to the Change of Control Offers Expiration Time, is equal to \$1,010.00 (such amount, the "Change of Control Offer Price"). Holders will also receive accrued and unpaid interest from the last interest payment date for the Notes up to, but not including, the settlement date for Notes accepted for purchase in the Change of Control Offers.

The Total Consideration offered for the 2022 Notes pursuant to the Tender Offer is higher than, and the Tender Consideration offered for the 2022 Notes pursuant to the Tender Offer is lower than, the Change of Control Offer Price for the 2022 Notes under the Change of Control Offer.

If consents from a majority of holders of the 2022 Notes are received in the Consent Solicitation, West will enter into a supplemental indenture to the 2022 Notes Indenture to effect the Proposed Amendments. If the Proposed Amendments become effective, West will no longer have an obligation under the 2022 Notes Indenture to make the Change of Control Offer with respect to the 2022 Notes and the Offeror may terminate the Change of Control Offer with respect to the 2022 Notes. If the Change of Control Offer with respect to the 2022 Notes is terminated and holders of the 2022 Notes have not tendered their 2022 Notes in the Tender Offer prior to the Early Tender Time, such holders of 2022 Notes who tender their 2022 Notes in the Tender Offer will only be entitled to receive the Tender Consideration, which is less than the Total Consideration and Change of Control Offer Price in respect of the 2022 Notes.

Tenders of the Notes may be validly withdrawn and the consents delivered pursuant to the Consent Solicitation may be validly revoked at any time prior to (i) in the case of the Tender Offer, 5:00 p.m., New York City time, on September 19, 2017 (as the same may be extended, the "Tender Offer Withdrawal Deadline") and (ii) in the case of the Change of Control Offers, the third business day preceding the purchase date for the Notes accepted in the Change of Control Offers, but, in each case, not thereafter, except to the extent required by applicable law. The Tender Offer and Consent Solicitation and the Change of Control Offers may be terminated or withdrawn at any time and for any reason, including if certain conditions described in the Tender Offer Materials or the Change of Control Offer Materials, as applicable, including the substantially contemporaneous closing of the Acquisition, are not satisfied, subject to applicable law. The Offeror is making the Tender Offer and Consent Solicitation and the Change of Control Offers only by, and pursuant to, the terms of the Tender Offer Materials or the Change of Control Offer Materials, as applicable. None of the Offeror, West, the Dealer Managers (as defined below), the trustee under the 2022 Notes Indenture or the trustee under the indenture governing the 2021 Notes, the tender agent and information agent, the depositary and paying agent nor any of their respective affiliates makes any recommendation as to whether or not holders of the Notes should tender or refrain from tendering their Notes in either of the Tender Offer or the Change of Control Offers.

The Tender Offer and Consent Solicitation and the Change of Control Offers are being conducted in connection with the Acquisition.

This announcement does not constitute an offer to sell any securities or the solicitation of an offer to purchase any securities. The Tender Offer and Consent Solicitation and the Change of Control Offers are being made only pursuant to the Tender Offer Materials and the Change of Control Offer Materials, as applicable. The Tender Offer and Consent Solicitation and the Change of Control Offers are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer and Consent Solicitation or the Change of Control Offers to be made by a licensed broker or dealer, the Tender Offer and Consent Solicitation or the Change of Control Offers, as applicable, will be deemed to be made on behalf of the Offeror by one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

RBC Capital Markets, LLC and Credit Suisse Securities (USA) LLC are acting as joint-dealer managers and joint-solicitation agents (the "Joint Dealer Managers") and Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC are acting as co-dealer managers and co-solicitation agents (together with the Joint Dealer Managers, the "Dealer Managers") for the Tender Offer and Consent Solicitation. Global Bondholder Services Corporation is acting as the tender agent and information agent for the Tender Offer and Consent Solicitation and the depositary and paying agent for the Change of Control Offers.

Requests for the Tender Offer Materials or the Change of Control Offer Materials may be directed to Global Bondholder Services Corporation at (212) 430-3774 (for brokers and banks) or (866) 470-3900 (for all others).

Questions or requests for assistance in relation to the Tender Offer and Consent Solicitation

may be directed to the Dealer Managers at (877) 381-2099 (toll free) or (212) 618-7822 (collect) for RBC Capital Markets, LLC or (800) 820-1653 (toll free) or (212) 538-1862 (collect) for Credit Suisse Securities (USA) LLC.

## **About Apollo**

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, Chicago, St. Louis, Bethesda, Toronto, London, Frankfurt, Madrid, Luxembourg, Mumbai, Delhi, Singapore, Hong Kong and Shanghai. Apollo had assets under management of approximately \$232 billion as of June 30, 2017 in private equity, credit and real estate funds invested across a core group of nine industries where Apollo has considerable knowledge and resources. For more information about Apollo, please visit <a href="https://www.agm.com">www.agm.com</a>.

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of applicable federal securities laws. The forward-looking statements include, without limitation, statements concerning the Tender Offer and Consent Solicitation and Change of Control Offers. Forward-looking statements involve risks and uncertainties, including but not limited to economic, competitive, and technological factors outside the Offeror's or West's control that may cause actual results to differ materially from the forward-looking statements. You should not place undue reliance on forward-looking statements as a prediction of actual results. The Offeror expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

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For investor inquiries regarding Apollo: Apollo Global Management, LLC Gary M. Stein, 212-822-0467 Head of Corporate Communications <a href="mailto:gstein@apollolp.com">gstein@apollolp.com</a>

or

Noah Gunn, 212-822-0540 Investor Relations Manager ngunn@apollolp.com

or

For media inquiries regarding Apollo: Rubenstein Associates, Inc. for Apollo Global Management, LLC Charles Zehren, 212-843-8590 czehren@rubenstein.com

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