

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**June 19, 2017**

Date of Report (Date of earliest event reported)

**SONUS NETWORKS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**

(State or Other Jurisdiction  
of Incorporation)

**001-34115**

(Commission File Number)

**04-3387074**

(IRS Employer  
Identification No.)

**4 TECHNOLOGY PARK DRIVE, WESTFORD, MASSACHUSETTS 01886**

(Address of Principal Executive Offices) (Zip Code)

**(978) 614-8100**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

As previously disclosed in the Current Report on Form 8-K filed on May 23, 2017 by Sonus Networks, Inc. (the "Company"), on May 23, 2017, the Company entered into an Agreement and Plan of Merger with Solstice Sapphire Investments, Inc., a direct wholly-owned subsidiary of the Company ("NewCo"), Solstice Sapphire, Inc., a direct wholly-owned subsidiary of NewCo ("Solstice Merger Sub"), Green Sapphire Investments LLC, a direct wholly-owned subsidiary of NewCo ("Cayman Merger Sub"), Green Sapphire LLC, a direct wholly-owned subsidiary of NewCo ("GB Merger Sub"), GENBAND Holdings Company ("GENBAND"), GENBAND Inc. ("GB") and GENBAND II, Inc. ("GB II"), pursuant to which (i) Solstice Merger Sub will merge with and into the Company, with the Company surviving such merger as a wholly-owned subsidiary of NewCo, (ii) Cayman Merger Sub will merge with and into GENBAND, with GENBAND surviving such merger as a direct or indirect wholly-owned subsidiary of NewCo, (iii) GB will merge with and into GB Merger Sub, with GB Merger Sub surviving such merger as a wholly-owned subsidiary of NewCo and (iv) GB II will merge with and into GB Merger Sub, with GB Merger Sub surviving such merger as a wholly-owned subsidiary of NewCo (such mergers in (i) through (iv) above, collectively, the "Mergers").

On June 19, 2017, the Company made available to investors an investor presentation in connection with the proposed Mergers. A copy of the investor presentation is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

See the Exhibit Index attached to this Current Report on Form 8-K, which is incorporated herein by reference.

**IMPORTANT INFORMATION ABOUT THE TRANSACTION WILL BE FILED WITH THE SEC**

In connection with the proposed transaction, the Company will cause NewCo to file with the SEC a Registration Statement on Form S-4 that will include a joint proxy statement of the Company and GENBAND and certain of its affiliates (the “GENBAND Parties”) and a prospectus of NewCo and the Company and the parties may file with the SEC other relevant documents concerning the proposed transaction. The Company will mail the definitive joint proxy statement/prospectus to the Company stockholders and the GENBAND Party equity holders. THE COMPANY STOCKHOLDERS AND GENBAND PARTY EQUITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other filings containing information about the Company at the SEC’s website at [www.sec.gov](http://www.sec.gov). The joint proxy statement/prospectus (when available) and the other filings may also be obtained free of charge from the Company’s Investor Relations website (<http://investors.sonusnet.com/>) or by requesting them from the Company corporate secretary at Sonus Networks, Inc., 4 Technology Park Drive, Westford, Massachusetts 01886, Attention: Corporate Secretary.

The Company, NewCo, the GENBAND Parties and certain of their respective directors and executive officers, under the SEC’s rules, may be deemed to be participants in the solicitation of proxies of the Company’s stockholders in connection with the proposed transaction. Information about the directors and executive officers of the Company and their ownership of Company common stock is set forth in the proxy statement for the Company’s 2017 annual meeting of stockholders, as filed with the SEC on Schedule 14A on April 28, 2017.

Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. Free copies of this document may be obtained as described in the preceding paragraphs.

**NO OFFERS OR SOLICITATIONS**

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This communication contains “forward-looking statements”—that is, statements related to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” or “target.” Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the proposed transaction and the expected performance of the combined companies. Uncertainties that could cause actual results to be materially different than those expressed in the Company’s and the GENBAND Parties’ forward-looking statements include the failure to consummate the proposed transaction or to make or take any filing or other action required to consummate such transaction in a timely matter or at all. These or other uncertainties may cause actual future results to be materially different from those expressed in the Company’s and the GENBAND Parties’ forward-looking statements. These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental and technological factors. Accordingly, there is no assurance that the expectations of the Company or any GENBAND Party will be realized. Many factors could cause actual results to differ materially from these forward-looking statements with respect to the proposed transaction, including risks relating to the completion of the proposed transaction on anticipated terms and timing, including obtaining equity holder and regulatory approvals, anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies for the management, expansion and growth of the new combined company’s operations, the ability of the Company and the GENBAND Parties to integrate the business successfully and to achieve anticipated synergies, potential litigation relating to the proposed transaction, and the risk that disruptions from the proposed transaction will harm the Company’s or the GENBAND Parties’ business. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on the Company’s or the GENBAND Parties’ consolidated financial

condition, results of operations or liquidity. Neither the Company nor any GENBAND Party assumes any obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 19, 2017

**SONUS NETWORKS, INC.**

By: /s/ Jeffrey M. Snider  
Jeffrey M. Snider  
Senior Vice President, Chief Administrative Officer, General Counsel  
and Secretary

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**Exhibit Index**

99.1 Investor Presentation made available by Sonus Networks, Inc. on June 19, 2017.

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## CREATING A GLOBAL LEADER IN REAL-TIME COMMUNICATIONS SOFTWARE AND CLOUD SOLUTIONS

### INVESTOR UPDATE

June 19, 2017

## FORWARD LOOKING STATEMENTS

#### IMPORTANT INFORMATION ABOUT THE TRANSACTION WILL BE FILED WITH THE SEC

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# COMPELLING STRATEGIC & FINANCIAL RATIONALE



|                            |   |
|----------------------------|---|
| <b>Products and Reach</b>  | – Highly complementary product portfolios and expanded geographic reach   |
| <b>Scale and Customers</b> | – Enhanced scale with deeper global sales footprint and more diversified customer base  |
| <b>Financial Profile</b>   | – Significantly higher revenues, gross profit, earnings and cash flow from operations   |
| <b>Synergies</b>           | – \$40 million - \$50 million of anticipated annual cost synergies by end of 2018   |
| <b>Future Growth</b>       | – Strong growth platforms powered by Sonus' new security analytics and control platform for real time flows and digital services and GENBAND's "Kandy" cloud communications platform as a service (CPaaS) |

## Comprehensive product offering and actionable growth strategy

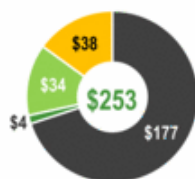
# TRANSACTION OVERVIEW

|                            |   |
|----------------------------|---|
| <b>Structure/Ownership</b> | <ul style="list-style-type: none"> <li>– Sonus and GENBAND shareholders will each own approximately 50% of the combined company</li> <li>– GENBAND's equity holders will receive ~50 million shares of common stock of the combined company and a \$22.5 million unsecured note</li> </ul>  |
| <b>Enterprise Value</b>    | – ~\$745 million – based on Sonus' closing stock price of \$7.79 on May 22, 2017, and estimated net cash at closing   |
| <b>Financing</b>           | – Not contingent on external financing  |
| <b>Synergies</b>           | – \$40 million - \$50 million in anticipated annual cost synergies by end of 2018   |
| <b>Board of Directors</b>  | <ul style="list-style-type: none"> <li>– Five representatives designated by GENBAND and four representatives designated by Sonus</li> <li>– Current Sonus Chairman Richard Lynch will serve as Chairman of the combined company; Sonus CEO Ray Dolan to join the combined company Board</li> </ul>  |
| <b>Management</b>          | <ul style="list-style-type: none"> <li>– Sonus CEO Ray Dolan to be combined company CEO</li> <li>– GENBAND CEO David Walsh to oversee Kandy business</li> <li>– GENBAND CFO Daryl Raiford to be combined company CFO</li> <li>– Remainder of management to be named from current leadership of both companies prior to closing</li> </ul> |
| <b>Closing Conditions</b>  | – Subject to Sonus and GENBAND shareholder approval, listing of the combined company's common stock on Nasdaq, Hart-Scott-Rodino review and other customary closing conditions  |
| <b>Timing</b>              | <ul style="list-style-type: none"> <li>– Announced May 23, 2017</li> <li>– Expected to close in the second half of 2017</li> </ul>  |

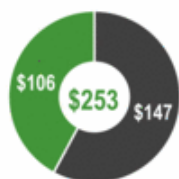
# COMPANY SNAPSHOT



2016 Revenue by Region (in mm)



2016 Revenue by Category (in mm)



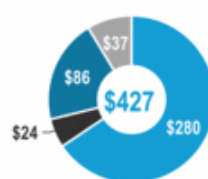
■ US & Canada ■ CALA ■ EMEA ■ APAC ■ Services Revenue ■ Product Revenue

695+ Customers Globally

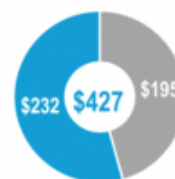
~1,400 Employees and Contractors in 22 countries / territories



2016 Revenue by Region (in mm)



2016 Revenue by Category (in mm)



■ US & Canada ■ CALA ■ EMEA ■ APAC ■ Services Revenue ■ Product Revenue

850+ Customers Globally

~2,000 Employees and Contractors in 24 countries / territories

## CUSTOMER OFFERINGS



Security



Mobility



Cloud



Network Transformation and Evolution



Communications-Platform-as-a-Service (CPaaS)

# SONUS + GENBAND

2016 Combined Company Snapshot (in mm)

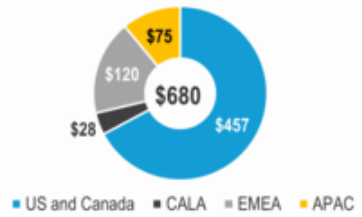
|                               | SONUS    | GENBAND  | COMBINED (without Synergies) |
|-------------------------------|----------|----------|------------------------------|
| <b>GAAP</b>                   |          |          |                              |
| Revenue                       | \$252.6  | \$427.1  | \$679.7                      |
| Gross profit                  | \$167.6  | \$214.2  | \$381.8                      |
| Gross margin                  | 66.4%    | 50.2%    | 56.2%                        |
| Operating income (loss)       | \$(13.6) | \$(17.9) | \$(31.5)                     |
| Operating income margin       | -5.4%    | -4.2%    | -4.6%                        |
| <b>Non-GAAP</b>               |          |          |                              |
| Revenue                       | \$252.6  | \$427.1  | \$679.7                      |
| Gross profit                  | \$175.3  | \$217.1  | \$392.5                      |
| Gross Margin                  | 69.4%    | 50.8%    | 57.7%                        |
| Operating income              | \$18.2   | \$11.4   | \$29.6                       |
| Operating income margin       | 7.2%     | 2.7%     | 4.3%                         |
| <b>Other Metrics</b>          |          |          |                              |
| Adj. EBITDA (non-GAAP)        | \$26.1   | \$23.6   | \$49.7                       |
| Adj. EBITDA Margin (non-GAAP) | 10.3%    | 5.5%     | 7.3%                         |

Note: Items may not foot due to rounding

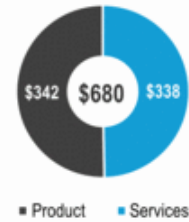
# FINANCIALLY COMPELLING TRANSACTION

|  |  |
|--|--|
| <p><b>Highly Accretive</b></p>                   | <ul style="list-style-type: none"> <li>- Expected to be substantially accretive to Sonus' non-GAAP EPS in 2018</li> </ul>  |
| <p><b>Positive Cash Flow From Operations</b></p> | <ul style="list-style-type: none"> <li>- Expected to drive solid cash flow from operations from the first year</li> </ul>  |
| <p><b>Attractive Combined Financials</b></p>     | <ul style="list-style-type: none"> <li>- Combined 2016 revenue of ~\$680 million and EBITDA of ~\$50 million</li> <li>- Following full impact of expected annualized synergies, combined company expected to generate at least \$100 million in annual EBITDA</li> <li>- Fiscal 2020 projected EBITDA to be approximately \$140 million</li> </ul> |



Combined 2016 Revenue by Geography (in mm)



Pro Forma 2016 Revenue by Category (in mm)



# COMPLEMENTARY STRENGTHS

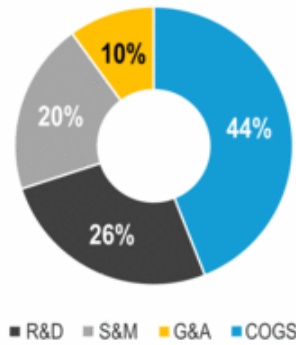
|   |   |   |
|---|--|--|
| <p><b>Products &amp; Technology</b></p> | <ul style="list-style-type: none"> <li>- Virtualization, Software Defined Networking</li> <li>- Signaling</li> <li>- Session Border Controllers</li> <li>- Policy &amp; Routing</li> <li>- Security</li> </ul> | <ul style="list-style-type: none"> <li>- Network Functions Virtualization</li> <li>- Media Processing</li> <li>- Session Border Controllers</li> <li>- Softswitch, Gateways, Application Servers</li> <li>- CPaaS (Kandy)</li> </ul> |
| <p><b>Enterprise</b></p>                | <ul style="list-style-type: none"> <li>- Session Border Controllers</li> </ul>   | <ul style="list-style-type: none"> <li>- Nortel PBX Base</li> </ul>  |
| <p><b>Regional</b></p>                  | <ul style="list-style-type: none"> <li>- Stronger in Japan (versus GENBAND)</li> </ul>   | <ul style="list-style-type: none"> <li>- Stronger in Canada, India, Middle East, UK (versus Sonus)</li> </ul>  |

**“In an increasingly complex, real-time world where the pace of innovation (its risks as well as rewards) is accelerating, enterprises are shortening their preferred vendor lists. Hence, what might be called a ‘scale of trustworthiness’ is emerging.”**

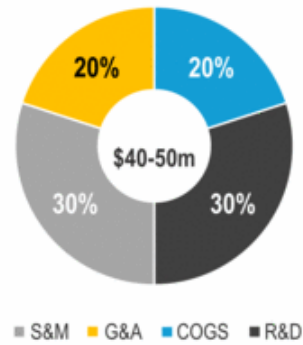
Peter Bernstein, “GENBAND and Sonus Merger—IP to the Max,” Unified Communications Strategies, 25 May 2017

# COST SYNERGIES

2016 Actual Historical Combined Costs as % of Total Costs (non-GAAP)



Projected Cost Savings as % of Total Synergies (non-GAAP)



Following full impact of expected annualized synergies, combined company expected to generate at least \$100 million of annual EBITDA; Fiscal year 2020 EBITDA is projected to be approximately \$140 million

# STRONG GROWTH INITIATIVES



An innovative **Cloud Communications Platform** enabling rapid new service deployment and revenue for carriers, ISV's and enterprises

Solutions powered from the Kandy platform include: Unified communications, embedded communications and OTT solutions

New offers can be rapidly created via SDK's, API's, with revenue-ready micro-apps "Kandy Wrappers" available from our user portal

Deployment options on the public cloud, carrier cloud, or hybrid public/private cloud

## Sonus : Cloud Security Offer

Security analytics and control platforms for real time flows and digital services

Contextual collaboration and control with NGFWs and SD-WAN controllers to unify real-time and IP data security

End-to-End visibility and analytics leveraging 20 years of product IPR enabling network-wide flow control, threat detection and mitigation

Enables full monetization of security assets in cloud and premise-based architectures as direct sell or managed security offering



# ABOUT GENBAND

## Extensive Customer Base in 90 Countries



- Unified Communications
- Embedded Communication
- Over The Top (OTT)
- Internet of Things (IoT)

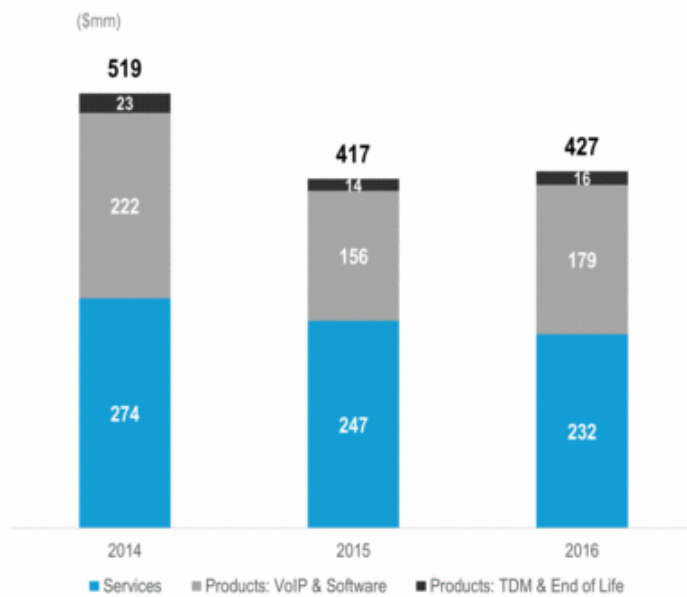
### Nortel Installed Base

- Carriers: Over 13,000 Switches/Remotes
- Enterprise: 22M Lines
- Government: 3M Lines

### Deep Experience in Network Transformation Projects

- 2,200 Central Offices Transformed
- 42M Lines Migrated to IP
- 298M IP Sessions Shipped
- 18M UC Ports Shipped

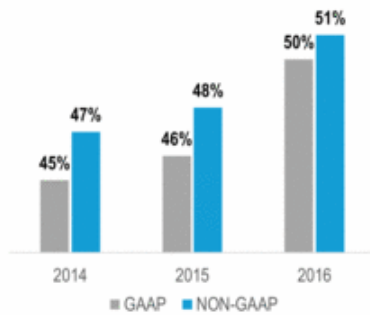
# GENBAND HISTORICAL REVENUE



- 2015 impacted by reduction in North America carrier capex spend
- 2015 & 2016 international revenue decreased as compared to 2014, primarily due to weakening of certain foreign currencies
- 2016 VoIP product and software grew 15% versus 2015
- Services (which includes maintenance) have been a stable contributor as a % of revenue since 2014

# GENBAND FINANCIAL PROFILE

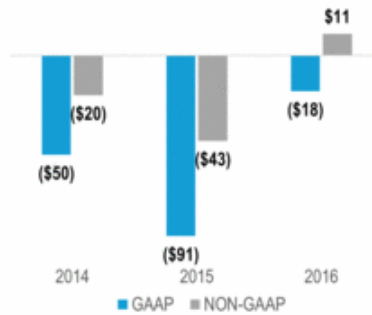
## GROSS MARGIN



### Improved Gross Margin

- Continued software content expansion
- Hardware design/component cost reductions
- Exited certain less profitable professional services

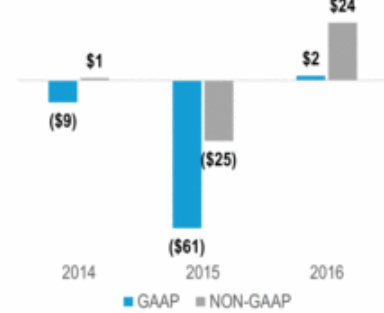
## OPERATING PROFIT (LOSS) (\$mm)



### Improved Operating Performance

- Continuous cost containment efforts
- Reduced headcount costs
- Leveraged existing infrastructure

## EBITDA (\$mm)

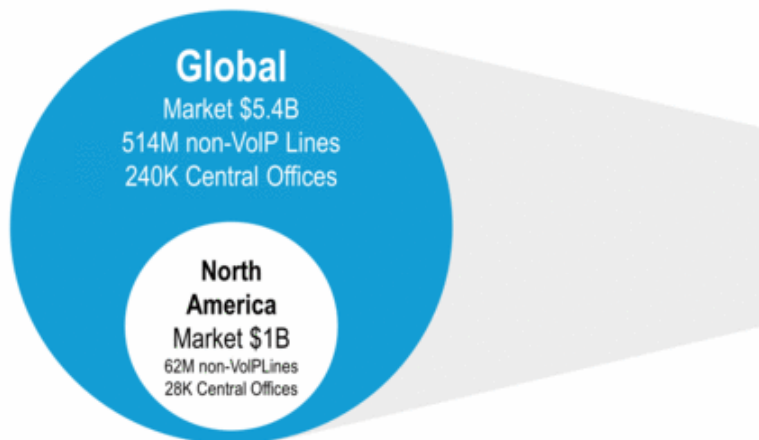


### Significant Investments in R&D and Intellectual Property

- Kandy CPaaS product development
- Comprehensive IP portfolio

# GENBAND CORE BUSINESS: PSTN TRANSFORMATION

FOR THE NEXT 7 YEARS



Communications Services Providers projected 2017 global revenue of \$260B and North America revenue of \$100B



**\$150 – 200M PER YEAR  
OPPORTUNITY FOR THE NEXT 7 YEARS**

### GENBAND Competitive Advantages:

- Feature transparency with legacy switches
- Same maintenance user interfaces
- Ability to reuse end devices and phones
- Simplified back-office OSS/BSS integration
- Established regulatory compliances in North America
- Unique tools and skills limits changes associated with migrations

PSTN: Public Switched Telephone Network  
 OSS/BSS: Operational Support Systems/Business Support Systems  
 VoIP: Voice Over IP  
 See Appendix for sources

# GENBAND KEY HISTORICAL GROWTH INVESTMENTS

## Enterprise

- Opportunity to transform the Nortel Enterprise Private Branch Exchange (PBX) Deployed Base and Networks
  - 22 million legacy lines

## CPaaS – Kandy

- Purchased UReach (2014) and fring (2013)
- Invested in WebRTC and Container technology
- Built CPaaS platform, Kandy Wrappers (micro and macro apps) and the billing and activation portal – organic investment (2015 – present)

## Government

- Opportunity to transform communications networks of government entities
  - 3 million legacy lines
- New software release and government certification Joint Interoperability Test Command (JTIC) in 2016

## Wireless Transcoding

- Transcoding for growing Voice Over LTE (VoLTE) market
- Only 5% of global mobile subscribers on VoLTE today
- Emerging 4G Enhanced Voice Services (EVS) market
- EVS frees up valuable spectrum for data reuse

## KANDY: RANKED A STRONG AND EMERGING CLOUD COMMUNICATIONS PLAYER



**GENBAND's** Go-To-Market strategy is focused on partnering with carriers & Independent Software Vendors

**GENBAND CPaaS**, plus carriers network & sales channel is a powerful combination

### Select Customers



**451 Research, Raúl Castañón-Martínez, Mark Fontecchio (May 6, 2016):**

"... CPaaS is one of the hottest categories in the enterprise communications sector ..."

"... Given the increasing overlap of in-app real-time communications with unified communications ... [creates] ... a strong position when it comes to enabling customer-interfacing communications over multiple channels, including chat and social media ..."

# COMBINATION BENEFITS ALL STAKEHOLDERS



## Complementary Strengths and Strategies

- Combined company will be uniquely positioned to deliver comprehensive solutions to service providers and enterprises migrating to a virtualized all-IP world



## Expanded Reach and Geographic Footprint

- Global sales footprint across 27 countries
- 67% of the combined company's 2016 revenues would have been generated in the U.S. and Canada, 18% in EMEA, 11% in APAC and 4% in CALA



## Complementary Growth Initiatives

- GENBAND's "Kandy" CPaaS developed to rapidly create new revenue streams for customers/partners
- Sonus' new networking architecture that unifies security across all IP flows

### CUSTOMERS

Larger company with greater resources to support our customers, and significant ongoing investments in R&D to innovate ahead of the market

### EMPLOYEES

Execution on our combined growth initiatives provides greater opportunities for career enhancement

### INVESTORS

Market leader with an actionable growth strategy aligned with core business and IP

# Appendix

# APPENDIX

## SOURCE REFERENCES FOR PSTN TRANSFORMATION SLIDE

|  |   |
|--|---|
| Global: 514M non-VoIP – IHS Markit Service Provider Capex, Opex, Revenue, and Subscribers Database, March 3 <sup>rd</sup> , 2017   | \$260B Global Fixed Service Provider Revenues – Ovum TELECOMS, MEDIA & ENTERTAINMENT OUTLOOK 2015, Global Fixed Voice and Broadband Outlook: 2014–19  |
| North America 62M non-VoIP – FCC Voice Telephone Services: Status as of June 30, 2016 and corroborated by IHS Markit Service Provider Capex, Opex, Revenue, and Subscribers Database, March 3 <sup>rd</sup> , 2017 | \$100B North America Fixed (PSTN) Service Provider Revenues – GENBAND   |
| \$5.4B Global Market Derived from 75% conversion to IP of 514M non-VoIP Lines and global price per line  | 28K North America Central Offices – 2014 Wire Center Data Purchased from Quentin Sager – derived from iConnectiv (Telcordia) LERG and other databases |
| \$1.0B North America Market Derived from 75% conversion to IP of 62M non-VoIP Lines and north American price per line  | 240K Global Central Offices – GENBAND Estimation  |

