July 2024

Investor Relations at RTL Group

R

Contents



01 RTL Group at a glance

02 Responsibility

- **03** Financials
- **04** Our industry in the digital media world
- 05 Business update
- 06 Strategy update
- **07** RTL Group share
- 08 Outlook

On Carolina Contraction of the C

......

•••••

P

R

63

A leader across broadcast, content and digital

Ľ

Leading commercial broadcaster in Europe





Fremantle

- Responsible for more than 11,000 hours programming per year
- International network of teams across production and distribution, operating in 27 countries





- Extensive portfolio of national streaming champions
- Strong online sales houses with multi-screen expertise







Europe's leading free-to-air broadcaster...



...with global content business...



Operating in 27 countries and responsible more than 11,000 hours of programming each year

600 new formats, series and films created every year

History of creating, producing, distributing and investing in worldwide content for over 100 years







Europe's largest

R T L

7 streaming services







in 4 European countries



RTL – Europe's leading entertainment brand

In 2021, RTL strengthened its position as a leading European media brand by creating one unified RTL brand. RTL Group, RTL Deutschland, RTL Nederland, RTL Hungary, RTL Luxembourg and the international sales unit RTL AdAlliance all operate under one RTL brand. This includes one joint design, purpose, promise and shared brand principles.

The multicoloured logo reflects the diversity of RTL's content and people and is also used for the streaming services RTL+ in Germany and Hungary and RTL Play in Luxembourg.

RTL stands for entertainment, independent journalism, inspiration, energy and attitude.







Shareholding structure



Bertelsmann

Corporate Governance (1/2)





Corporate Governance (2/2)



Nomination & Compensation Committee

Chairman of the Nomination Martin Taylor¹ Pernille Erenbjerg¹ and Compensation Committee Chairman of the Board of Directors



Audit Committee

Responsibilities

▼

- Consulting the CEO and giving prior consent on the appointment and _ removal of executive directors and senior management
- Proposals on the appointment and removal of non-executive directors to the General Meeting of the shareholders
- Establishing the Group's compensation policy _

- Oversight of the Group's financial reporting, risk management and internal control as well as standards of business conduct and compliance
- Monitoring of financial reporting, statutory audit of the legal and consolidated accounts, independence of the external auditors, effectiveness of the Group's internal controls, compliance programme and risk management
- Review of the Group's financial disclosures and recommendation to the Board of Directors regarding the appointment of external auditors

RTL

Strong Management Team



Thomas Rabe Chief Executive Officer

- CEO since 2019
- Portfolio responsibility: RTL Deutschland and Fremantle
- Corporate Centre responsibility: Audit and European Affairs



Elmar Heggen Chief Operating Officer & Deputy CEO

- Deputy CEO since 2018
- COO since 2019
- Portfolio responsibility:
 Groupe M6, RTL Nederland,
 RTL Hungary, We Are Era, and the
 Luxembourg operations
- Representing RTL Group on the Board of Atresmedia, Spain
- Corporate Centre responsibility: Business Development, Legal, Communications & Marketing and HR



Björn Bauer Chief Financial Officer

- CFO since 2019
- Corporate Centre responsibility: Finance, Investor Relations, IT and Compliance

Responsibilities of the Executive Committee

The Executive Committee is vested with internal management authority

Active dialogue with the Board of Directors about the status and development of the Group

03

01

02

Proposal of annual budgets, to be approved by the Board of Directors

¹² Fully consolidated ¹³ Net of treasury shares and own shares held by Métropole Télévision SA under liquidity contract ¹⁴ Investment accounted for using the equity method ¹⁵ Net of treasury shares

We Are Era

100%¹²

RTL Group's reporting segments

RTL Deutschland Groupe M6¹³ Fremantle Other Segments **RTL Nederland 48.3%**¹² 100%¹² 100%¹² 100%¹² **RTL** Zwei RTL Radio (France) **RTL Hungary RTL** Luxembourg 48.3%¹² 35.8%¹⁴ 100%¹² 100%¹²





Atresmedia¹⁵

18.7%¹⁴





Our role in society



Our commitment to our main stakeholders ...





Viewers, listeners and digital users

Our employees

The creative community



Advertisers





We embrace independence and diversity in our people, our content and our businesses.



Communities and charities





#RTLcares

DIRE

Content

... in three focus areas

Social & Society





We are committed to protect the environment and becoming carbon neutral by 2030.

We create and share stories that entertain, inform, and engage audiences around the world.



Our priority topics

Relevance matrix

The relevance assessment is conducted regularly – most recently in 2020 – to identify the issues that are important to the business and stakeholders, as well as determining the relative priority of these issues.



Mandatory aspects



Our measures in Corporate Responsibility



Diversity of people and content

- Diversity targets
- Enhanced maternity and adoption pay to reduce pay gap
- Voluntary diversity & inclusion initiatives on and off screen
- Employee networks

Human rights

Newsroom guidelines

- Investigative journalism

- Human rights statement

Employee matters

Learning

- Trainee programmes
- Training for employees
- Internal mobility programmes

Fair working conditions

- European Works Council
- Fair recognition, treatment and opportunities
- Flexible home office working arrangements

Health

- Fitness offers
- Health check-ups
- Wellbeing campaigns



- Anti-corruption training programme
- Anti-corruption policy



Social matters

Content responsibility

- Partnerships, e.g. with Stiftung Lesen
- Child-protection standards
- Hosting child-friendly programmes
- Media literacy initiatives

Community investment

- Free airtime or donated media time worth several million euros given to charities in 2023
- Significant cash donations and budget allocated to corporate foundations or charity initiatives supported internally
- €23.3 million funds raised for charity during flagship events in 2023



Environmental matters

- Promoting sustainable mobility in the company (e.g. bicycles, e-mobility)
- Employee initiatives, e.g. UFA Green Team waste collection campaign
- 98 per cent green electricity
- Participation in global carbon calculator for production business
- Sustainability weeks e.g. 'Packen wir's an' (Let's do it!) at RTL Deutschland



Our ambitions

Our content

Our news organisations strive for truthful, fair and impartial reporting, while protecting individual rights and shielding minors from inappropriate content.

We ensure our output reflects the diversity of the various cultures we serve.

Our climate target

We decided to become carbon neutral by **2030**, including both companyrelated emissions (scope 1 and 2) and emissions from the production of its programmes and products (scope 3).

The goal is to reduce the Group's total emissions by more than 50 per cent compared to the 2018 baseline. As of 2030, RTL Group will offset all remaining emissions.

Our diversity target

Our long-term ambition is for women and men to be represented equally at all levels.

By the end of **2025**, we aim to increase the percentage of female leadership in our management to 40%.

We do not tolerate discrimination against employees or applicants for employment because of race, national or ethnic origin, gender, pregnancy, marital or parental status, age, disability, religion or belief, sexual orientation or any other characteristic specified under applicable antidiscrimination law or company policy.

N 37%

RTL Group's corporate culture is founded on fairness, partnership, mutual trust and commitment.



03 Financials

R

Highlights FY 2023

- High operating profits in H2/2023 despite weak advertising markets and significant streaming start-up losses
- Dynamic growth in streaming subscribers
- Strong audience performance in Germany with RTL and Vox as no. 1 & no. 2 commercial channels
- Further significant investments in Fremantle to reach €3 billion revenue target by 2025/2026
- Planned sale of RTL Nederland crystallising significant value for RTL Group's shareholders
- Numerous alliances & partnerships
- Proposed dividend of €2.75 per share



FY 2023 results in line with outlook

in € million

Proforma

(including RTL Nederland)

Key financials	Full year to Dec 2023	Outlook 2023		Full year to Dec 2023
Revenue	6,854	~€6.9bn		6,234
Adjusted EBITA	927	~€900m	\square	782
thereof streaming start-up losses	179	~€200m	\square	176
Streaming KPIs	Full year to Dec 2023			Full year to Dec 2023
Streaming KPIs Paying subscribers, in million				•
	Dec 2023			Dec 2023

Continuing operations

(without RTL Nederland)

RTL Group is transforming its revenue streams

RTL Group revenue split



in € million

FY 2023: Key financials



R T L

FY 2023: RTL Group revenue bridge



in € million



2023

R T L

FY 2023: Group profit

|--|

in € million	Full year to Dec 2023	Full year to Dec 2022
Adjusted EBITA	782	922
Significant special items	(125)	(42)
EBITA	657	880
Impairment of goodwill and amortisation and impairment of fair value adjustments on acquisitions of subsidiaries	(43)	(46)
Impairment and reversals of investments accounted for using the equity method	-	(5)
Impairment and reversals on other financial assets at amortised costs	(2)	(30)
Fair value measurement of investments and re-measurement of earn-out arrangements	(32)	(78)
Gain/(loss) from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree	40	107
EBIT	620	828
Financial result	(13)	(56)
Income tax expense	(124)	(130)
Group profit from continuing operations	483	642
Group profit from discontinued operations	115	124
Total Group profit	598	766
Total Group profit attributable to RTL Group shareholders	467	673

FY 2023: Cash flow



in € million	2023	2022
Net cash from/(used in) operating activities	537	463
-thereof discontinued operations	77	140
Operating free cash flow	523	565
-thereof discontinued operations	74	136
Income tax paid	(162)	(293)
Acquisitions/ Disposals of subsidiaries, at-equity investments and other financial assets	(18)	295
Transactions with shareholders and their subsidiaries (deposits)	199	544
Term loan facility with shareholders and their subsidiaries	229	(14)
Dividends paid	(696)	(860)
Other changes	(90)	(208)
Net increase/(decrease) in cash and cash equivalents	(15)	29

Dividend for 2023



_in € million	Full year to Dec 2023	
Profit for the year attributable to RTL Group shareholders	467	
Dividend policy adjustments	26	
Adjusted profit for the year attributable to RTL Group shareholders	493	
Dividend, in € per share	2.75	
Dividend, absolute amount	426	
Dividend payout ratio, in % ¹	86%	





Our industry in the digital media world

Generic broadcast value chain





Streaming value chain





Content production value chain







Ad-tech value chain



Controlling our ad-tech strategy requires a full stack approach, secure TV data and programmatic addressable TV advertising

Business update

RTL

FY 2023: RTL Deutschland


FY 2023: Groupe M6



FY 2023: Fremantle





06 Strategy update

RTL

Strategy update – Consolidation





Strategy framework unchanged



41

RTL

Strategy update - Core



RTL Deutschland

- Uefa Euro 2024 sub-licenses
 from Deutsche Telekom for
 12 matches
- Uefa Europa League & Uefa
 Conference League exclusively until 2027
- Formula 1, 2nd Bundesliga
 & Premier League via Sky partnership
- NFL from 2023-2028 for up to 80 matches per season



Groupe M6

- Fifa World Cup 2026 & 2030
- Uefa Euro 2024 for 13 matches
- Uefa Champions League for final matches from 2025-2027
- NFL from 2023-2027 for 22 matches per season
- Rugby World Cup 2023 for 18 matches

RTL Hungary

- Uefa Champions League main package from 2024-2027
- Uefa Europa League & Uefa
 Conference League until 2027
 for 200 matches per season

- Selective
 investment
 approach, focused
 on premium
 sports rights
- Strong
 performance
 of sports content
 on linear TV &
 streaming







Strategy update - Core



R

Strategy update – Growth

New streaming service M6+



M6+ value proposition

Launch

Mid-May 2024 on all screens; new design & brand

Product

Primarily financed by advertising (AVOD), complemented by a premium subscription tier (SVOD); expanded **distribution**; tech platform by **Bedrock**

Content

Linear channels, exclusive events, expanded films and series catalogue, integration of podcasts

Advertising

Higher CPMs through the combination of reach, data/targeting, premium ad experience

Investments

Additional annual costs for content, technology and marketing ramping up to €100m



ELEMENTARY

Commis d'office





TOPICHEF



Un dîner Parfait



Strategy update - Growth



Build national streaming champions



Paying subscribers

in million



New targets by 2026

Streaming targets for **RTL+ in Germany and Hungary and M6+ in France**

~9m

paying subscribers

~€750m

streaming revenue

~€500m

Profitability

content spend p.a. Adjusted EBITA

Strategy update - Growth

Expand global content business

Fremantle

Revenue development

in € billion



Acquisitions

ASACHA

European production group focusing on scripted & non-scripted productions in France, Italy & UK

Selected productions





Death in Paradise (for BBC One) Scènes de ménages (for M6)



Singapore-based production company focusing on nonscripted content for the Asian market

Selected productions





Mind Your Manners Mast (for Netflix) Singe

MasterChef Singapore



Strategy update - Growth



>100

Al use case applications across RTL Group's value chain, focusing on content, sales and efficiency





RTL Deutschland / Fremantle

Unter uns Christmas special: AI-generated content/storyline, virtual backgrounds & narrator voice

Fuel **creativity & efficiency** along entire content production chain

RTL Deutschland

Pumuckl's New Adventures: Recreation of the voice of Pumuckl's narrator Hans Clarin with the use of Al

Revive legacy IP & unlock efficiency gains in production



Fremantle

America's Got Talent & Britain's Got Talent: Al-generated dubbing & subtitling of social media clips

Make content accessible to a **broader** audience at limited incremental cost



Groupe M6

Cé6lia by *M6 Publicité:* AI-powered chatbot designed to answer questions about programming & advertising solutions



Elevate client **engagement &** customer **experience**

Examples \rightarrow

Strategy update – Alliances & partnerships

Content



Access to sports & fiction content



Rationale & terms

- Deliver greater value to both RTL and Sky viewers; next major step for RTL's all-inclusive entertainment brand promise
- Optimise monetisation and cross promotion of premium sports rights across free-to-air TV, pay TV and streaming
- Efficient production, e.g. RTL to use Sky signal/commentary for certain airings
- Agreement to explore further partnership opportunities

Ad tech



T

Access to entire ad-tech value chain





Rationale & terms

- Technology partnership will bundle the services of ad-tech companies Smartclip (RTL) and Virtual Minds (ProSiebenSat1)...
- ...enabling advertisers to book advertising campaigns across all inventories – linear and non-linear, including the streaming services RTL+ and Joyn
- Implementation planned for H2/2024

07 RTLGroup share

R T

Share price performance





RTL Group share price development for January to December 2023 based on the Frankfurt Stock Exchange (Xetra) against MDAX, Euro Stoxx 600 Media (SXMP) and ProSiebenSat1

Analysts' view



Recommendation by Analysts

in %



Analysts covering RTL Group Latest update: July 2024

Latest

Date	Bank	Analyst	recommendation
17/03/2023	Bank of America Merrill Lynch	Adrien de St.Hilaire	Underperform
06/07/2023	Barclays Capital	Julien Roch	Equal weight
17/03/2023	Bernstein/Société Générale	Annick Maas	Hold
11/07/2023	Citi	Thomas Singlehurst	Buy
05/07/2023	Deutsche Bank	Nizla Naizer	Hold
21/07/2023	JP Morgan	Daniel Kerven	Neutral
15/03/2024	Kepler Cheuvreux	Conor O'Shea	Buy
15/08/2023	LBBW	Sarah Lenz	Hold
16/01/2023	Oddo-BHF	Jérôme Bodin	Neutral
22/01/2024	UBS	Adam Berlin	Hold
21/03/2024	Warburg Research	Jörg Philipp Frey	Buy

RTL Group's equity story



01 Name

National crossmedia champions

RTL Group is leading the consolidation of the European media industry

05 Attractive dividend policy

02 A leading global content business

With Fremantle, RTL Group owns one of the world's largest independent creators, producers and distributors of content 03 Well-diversified & growing revenue streams

Efficient cost structures and cash flow generation

Enable attractive shareholder returns

04

06 Leading entertainment brand

RTL stands for positive entertainment and independent journalism as well as inspiration, energy and attitude

07 Responsible corporate citizen

Creating value for users, partners, shareholders, employees and the wider society



Outlook

Outlook 2024





Financial calendar 2024

RTL Group Financial Results	Januar	Y																												
14 March 2024 at 08:00 CET Full-Year Results: January to December 2023	1 2 Februc	3 I ry	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31
	1 2 March	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29		
24 April 2024 at 15:00 CET Annual General Meeting	1 2 April	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31
	1 2 May	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	
8 May 2024 at 08:00 CET Quarterly Statement: January to March 2024	1 2 June	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31
9 August 2024	1 2 July	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	
at 08:00 CET Interim Results: January to June 2024	1 2 August	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31
13 November 2024 at 08:00 CET	1 2 Septer	3 nber	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31
Quarterly Statement: January to September 2024	1 2 Octobe	3 er	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	
Dividend payment schedule	1 2 Novem	3 I ber	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31
24 April 2024: Annual General Meeting 25 April 2024: Ex-dividend date 26 April 2024: Record date	1 2 Decem	3 I ber	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	
29 April 2024: Payment date	1 2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31

RTL

Contact





Oliver Fahlbusch

Executive Vice President Communications & Investor Relations

- **L** +352 2486 5200
- liver.fahlbusch@rtl.com



Irina Mettner-Isfort

Vice President Media & Investor Relations

L +49 221 456 56410

🖄 irina.mettner.isfort@rtl.com

March 2024

Investor Relations at RTL Group

R

Stay connected with RTL Group

in 🎯 🗶 🕩

Definitions

Alternative performance Explanation measure Adjusted EBITA represents a recurring operating result and excludes significant special items. RTL Group management has established an 'Adjusted EBITA' that neutralises the impacts of structural distortions for the sake of transparency. Based on the accelerated industry trends explained in the Market section (pages 12 to 13) and Strategy section (pages 14 to 18) in RTL Group's Full-year results 2023 report, RTL Group plans to increase its investments in business transformation including streaming, premium content, technology and data. At the same time, management continually assess opportunities to reduce costs in the Group's traditional broadcasting activities - for example, reallocating resources from its traditional businesses to its growing digital businesses - and this may lead to restructuring expenses that are neutralised in the Adjusted EBITA. Adjusted EBITA is determined as earnings before interest and taxes (EBIT) as disclosed in the income statement excluding the following Adjusted EBITA elements: Impairment of goodwill of subsidiaries and amortisation and impairment of fair value adjustments on acquisitions of subsidiaries Impairment and reversals of investments accounted for using the equity method Impairment and reversals on other financial assets at amortised cost presented in 'Other operating expenses' or 'Other operating income' Re-measurement of earn-out arrangements presented in 'Other operating income' or 'Other operating expenses' Fair value measurement of investments presented in 'Other operating income' or 'Other operating expenses' _ (Gain)/loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree Significant special items

Adjusted EBITA margin

The Adjusted EBITA margin as a percentage of Adjusted EBITA of revenue is used as an additional criteria for assessing business performance.

Definitions

Explanation
In accordance with RTL Group's strategy, the company continued to invest heavily in its streaming services, RTL+ in Germany and Hungary and 6play in France (to be rebranded M6+ in 2024), all of which have seen a rapid increase in the number of paying subscribers (for further details please refer to Building national streaming champions on page 16 of RTL Group's Full-year results 2023 report). The Adjusted EBITA of RTL Group is impacted by effects relating to the growth of its streaming services. These are operational in nature, and are not included in 'Significant special items'. RTL Group believes the disclosure of 'streaming start-up losses' and 'Adjusted EBITA before streaming start-up losses' provides important context for its business performance, hence it discloses information relating to both KPIs in addition to its leading alternative performance measure, 'Adjusted EBITA'. Streaming start-up losses are defined as a total of Adjusted EBITA from RTL+ in Germany and Hungary, 6play in France (from 2023), Salto and Bedrock as consolidated on RTL Group level.
Significant special items exceeding the cumulative threshold of €5 million, need to be approved by management, and primarily consist of restructuring expenses or reversal of restructuring provisions and other special factors or distortions. The adjustments for special items serve to determine a sustainable operating result that could be repeated under normal economic circumstances and is not affected by special factors or structural distortions.
Streaming start-up losses are defined as a total of Adjusted EBITA from RTL+ in Germany and Hungary, 6play in France (from 2023), Salto and Bedrock as consolidated on RTL Group level.
Operating free cash flow is equal to net cash from operating activities adjusted by income tax paid; cash outflows from the acquisitions of programme and other rights and other intangible assets and tangible assets; cash inflows from proceeds from the sale of intangible and tangible assets; and transaction-related costs with regard to significant disposals of subsidiaries.

Definitions

Alternative performance measure	Explanation
Operating cash conversion rate	Operating cash conversion rate means operating free cash flow divided by EBITA.
Net cash/(debt)	The net cash/(debt) is the gross balance sheet financial debt adjusted for 'Cash and cash equivalents'; current deposits with shareholder and its subsidiaries reported in 'Accounts receivable and other financial assets'.
Organic growth/decline	The organic growth is calculated by adjusting the reported revenue growth mainly for the impact of exchange rate effects as well as corporate acquisitions and disposals. It should be seen as a component of the reported revenue shown in the income statement. Its main objective is for the reader to isolate the impacts of portfolio changes and exchange rates on the reported revenue. When determining the exchange rate effects, the functional currency that is valid in the respective country is used. Potential other effects may include changes in methods and reporting.

Disclaimer

This presentation is not an offer or solicitation of an offer to buy or sell securities. It is furnished to you solely for your information and use at this meeting. It contains summary information only and does not purport to be comprehensive or complete, and it is not intended to be (and should not be used as) the sole basis of any analysis or other evaluation.

No representation or warranty (express or implied) is made as to, and no reliance should be placed on, any information, including projections, estimates, targets and opinions, contained herein, and no liability whatsoever is accepted as to any errors, omissions or misstatements contained herein. By accepting this presentation you acknowledge that you will be solely responsible for your own assessment of the market and the market position of RTL Group S.A. (the "company") and that you will conduct your own analysis and be solely responsible for forming your own view of the potential future performance of the company's business.

This presentation contains certain forward-looking statements relating to the business, financial performance and results of the company and/or the industry in which the company operates. Forward-looking statements concern future circumstances and results and other statements that are not historical facts, sometimes identified by the words "believes", "expects", "predicts", "intends", "projects", "plans", "estimates", "aims", "foresees", "anticipates", "targets", "wulld", "could" and similar expressions. The forward-looking statements contained in this presentation, including assumptions, opinions and views of the company or cited from third-party sources, are solely opinions and forecasts which are uncertain and subject to risks and uncertainty because they relate to events and depend upon future circumstances that may or may not occur, many of which are beyond the company's control. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the company or any of its subsidiaries (together with the company, the "Group") or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Actual events may differ significantly from any anticipated development due to a number of factors, including without limitation, changes in general economic conditions, in particular economic conditions in core markets of the members of the Group, changes in the markets in which the Group operates, changes affecting interest rate levels, changes affecting currency exchange rates, changes in competition levels, changes in laws and regulations, the potential impact of legal proceedings and actions, the Group's ability to achieve operational synergies from past or future acquisitions and the materialization of risks relating to past divestments. The company does not guarantee that the assumptions underlying the forward-looking statements

This presentation is for information purposes only, and does not constitute a prospectus or an offer to sell, exchange or transfer any securities or a solicitation of an offer to purchase, exchange or transfer any securities in or into the United States or in any other jurisdiction. Securities may not be offered, sold or transferred in the United States absent registration or pursuant to an available exemption from the registration requirements of the U.S. Securities Act of 1933, as amended.