



CREATING A STRONG DUTCH CROSS-MEDIA GROUP

PROPOSED MERGER OF RTL NEDERLAND AND TALPA NETWORK

JUNE 2021



Introduction



Proposed merger of RTL Nederland and Talpa Network assets will create a strong Dutch cross-media group across TV, streaming, radio, print and digital



Newly formed cross-media group will have the scale, resources and creativity to compete with global tech platforms in the Netherlands



Clear ambition to further expand Videoland, the leading Dutch streaming service, driven by growing investments in exclusive local content, diversity and pluralism of opinion



Value creation for both shareholders through significant synergies, estimated between €100 million and €120 million run rate per year, to be fully realised in 2025

Creating a strong Dutch cross-media group across TV, streaming, radio, print and digital



Comprehensive suite of trusted media & digital brands

Note: ¹ Combined group holds 67 per cent stake in NLZiet Coöperatief UA

subject to approval
from competition authorities

Strategic benefits from cross-media consolidation

Offering greater value to Dutch consumers and advertisers



Consumers

- ✓ Broad choice of news, information and entertainment across multiple platforms
- ✓ Enhanced capabilities to invest in premium local content
- ✓ Improved experiences through greater investment in data and innovation



Advertisers

- ✓ Expanded reach and greater insights drives higher ROI for advertisers
- ✓ Provide integrated cross-platform campaigns
- ✓ Most advanced addressable advertising opportunities and further investments in ad-tech and data

subject to approval
from competition authorities

Accelerate Videoland growth through Talpa content partnership and continued investment in high-quality content



Note: ¹ Combined group holds 49 per cent stake in Fremantle Production B.V. joint venture

subject to approval
from competition authorities

Meaningful synergy potential from the merger

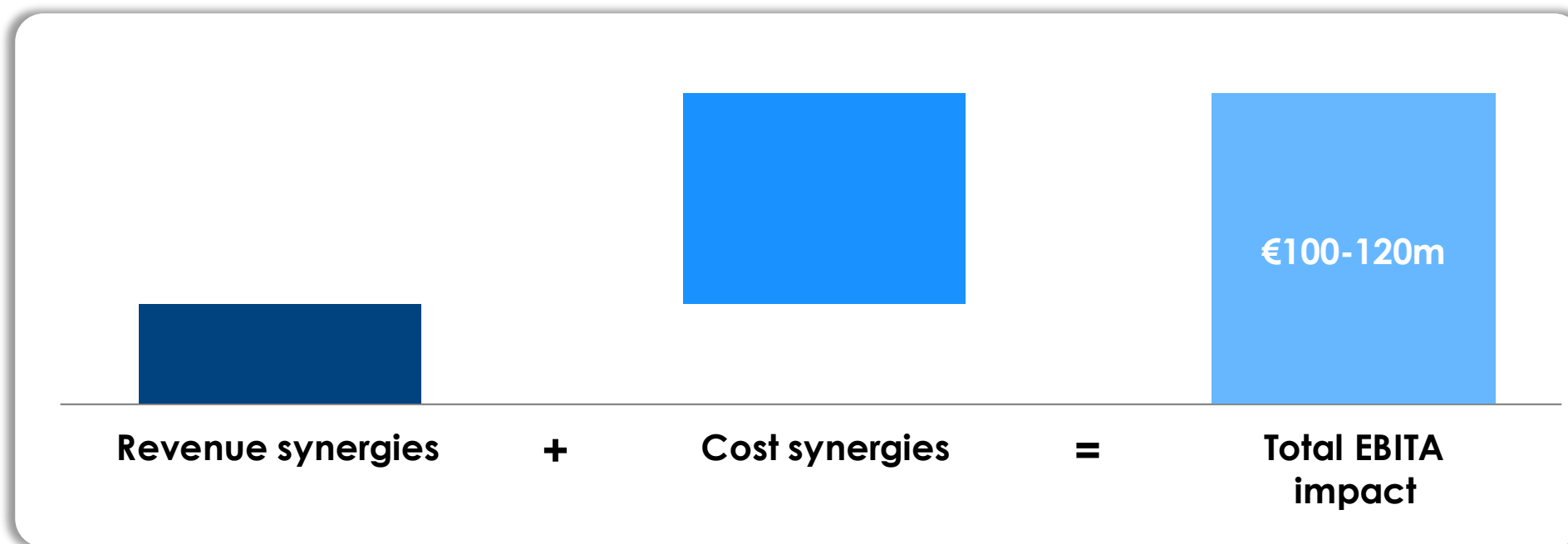
€909m
Pro forma
revenue¹

€84m
Pro forma
EBITA¹

>€400m
annual content
spend

Run-rate estimated annual synergies (in €m)

To be fully realised by 2025



Note: ¹ Combined revenue and EBITA for FY2020; Adjusted and pro forma unaudited

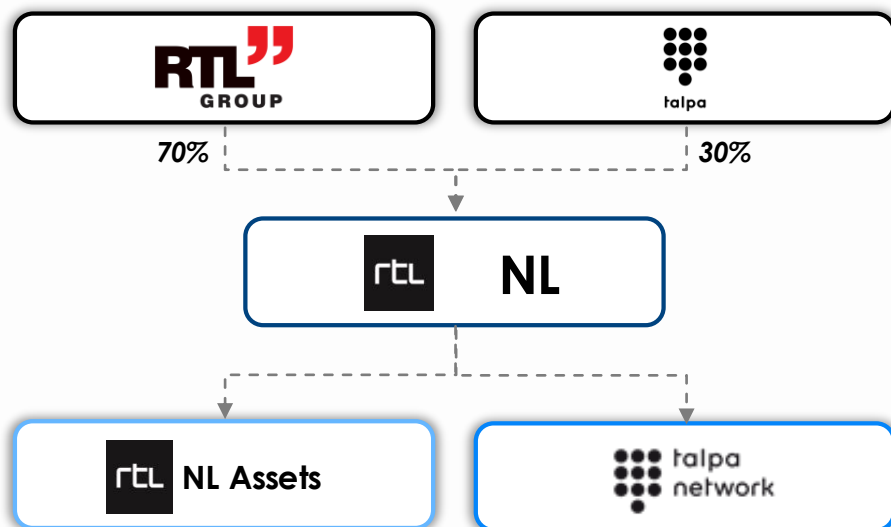
subject to approval
from competition authorities

Transaction overview

Current ownership structure



Future ownership structure, post closing



Key transaction terms

Talpa Network contributes its TV, radio, print, digital, e-commerce and other assets to RTL Nederland in exchange for a 30% stake in the combined group

RTL Group will continue to control and fully consolidate RTL Nederland

Sven Sauv , CEO of RTL Nederland, will lead the combined group after closing the transaction

Talpa Network's content units (Talpa Concepts, Talpa Entertainment Producties) and RTL NL will enter into a content agreement for new formats

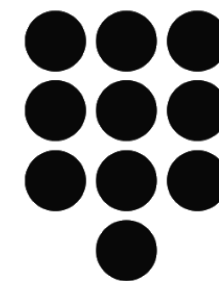
Post closing, the merged entity will have a Supervisory Board with 4 members:

- Elmar Heggen (Chairman) and Andreas Fischer to be appointed by RTL Group
- Pim Schmitz to be appointed by Talpa
- Works council has the right to appoint one independent expert for the Board

subject to approval
from competition authorities

THANK YOU

RTL”
GROUP



talpa