

RTL Group sells its US ad-tech company SpotX

- **US-based ad-tech company Magnite to fully acquire SpotX for US-\$1.17 billion in cash and stock**
- **With its European ad-tech businesses Smartclip and Yospace, RTL Group is tapping into the high-growth market of addressable TV advertising**

Luxembourg/Cologne, 5 February 2021 – RTL Group today announced that it has signed a definitive agreement for the sale of SpotX to Magnite (Nasdaq: MGNI), the world’s largest independent sell-side advertising platform, based in Los Angeles. The transaction is subject to receipt of regulatory approvals and is expected to close in Q2/2021.

The purchase price consists of US-\$560 million (€468 million¹) in cash and 14.0 million shares of Magnite stock. The agreement implies an enterprise value (100 per cent) for SpotX of US-\$1.17 billion (€977 million¹), based on the closing price of Magnite stock as of 4 February 2021. RTL Group’s shareholders will benefit from the cash proceeds in line with the stated dividend policy. RTL Group acquired a 65 per cent majority shareholding in SpotX for €107 million in 2014, and took full ownership of SpotX in 2017, acquiring the remaining shareholding for €123 million.

Thomas Rabe, CEO of RTL Group, says: “The sale of SpotX is fully in line with our strategy to concentrate on growing our European digital businesses in streaming, advertising technology, digital video and audio as well as our global content business, Fremantle. SpotX is a fantastic business, focused on the United States and with significant potential. I would like to thank the management and the whole SpotX team for their outstanding performance, commitment and professionalism. We look forward to participating in the future success of SpotX and Magnite as shareholders in the combined entity.”

Thomas Rabe continues: “Advertising technology remains a strategic priority for RTL Group. To successfully transform our business, two factors are particularly important. One is higher reach, in both linear and non-linear TV. The second is better monetisation of our reach, through targeting and personalisation – and this requires state-of-the-art advertising technology and data management. With our European ad-tech companies Smartclip and Yospace, we have made significant progress in building an open European ad-tech platform and in tapping into the high-growth market of addressable TV advertising.” In Germany alone, the market for addressable TV advertising is expected to grow to more than €500 million by 2025.

Smartclip, part of Mediengruppe RTL Deutschland, is Europe’s leading provider for digital video and TV advertising solutions. The UK-based video technology company **Yospace**, acquired in 2019 by RTL Group, has developed one of the most advanced technologies for Server-Side Dynamic Ad Insertion (SSDAI) which allows the replacement of existing commercials from a broadcast stream with more targeted, personalised advertising.

J.P. Morgan Securities LLC acted as financial advisor and Davis Polk & Wardwell LLP as legal counsel on the transaction.

¹ Based on the €/US-\$ exchange rate of 4 February 2021

For further information please contact:

RTL Group Media & Investor Relations

Oliver Fahlbusch

Phone: +352/2486 5200

oliver.fahlbusch@rtlgroup.com

About RTL Group

RTL Group is a leader across broadcast, content and digital, with interests in 68 television channels, ten streaming platforms and 31 radio stations. RTL Group also produces content throughout the world and owns digital video networks. The television portfolio of Europe's largest broadcaster includes RTL Television in Germany, M6 in France, the RTL channels in the Netherlands, Belgium, Luxembourg, Croatia, Hungary and Antena 3 in Spain. RTL Group's families of TV channels are either the number one or number two in eight European countries. The Group's flagship radio station is RTL in France, and it also owns or has interests in other stations in France, Germany, Belgium, Spain and Luxembourg. RTL Group's content business, Fremantle, is one of the world's largest creators, producers and distributors of scripted and unscripted content. Fremantle has an international network of production teams, companies and labels in over 30 countries, producing over 12,000 hours of original programming and distributing over 30,000 hours of content worldwide. Combining the streaming-services of its broadcasters (such as TV Now, 6play, Salto, Videoland), the digital video network Divimove, and Fremantle's more than 360 YouTube channels, RTL Group has become the leading European media company in digital video. RTL Group also owns the ad-tech businesses Smartclip and Yospace, as well as the streaming-tech company Bedrock. RTL AdConnect is RTL Group's international advertising sales house. Bertelsmann is the majority shareholder of RTL Group, which is listed on the Luxembourg and Frankfurt stock exchanges and in the SDAX stock index.

For more information, please visit RTLGroup.com.

RTL Group – Entertain. Inform. Engage.

Follow us on

 rtlgroup.com

 facebook.com/rtlgroup

 linkedin.com/company/rtl-group

 twitter.com/rtlgroup

 instagram.com/rtl_group