CREATING A STRONG DUTCH CROSS-MEDIA GROUP

PROPOSED MERGER OF RTL NEDERLAND AND TALPA NETWORK

JUNE 2021
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.

Note: 1 Adjusted and pro forma unaudited
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 percent stake in NLZiet Coöperatief UA
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

**Leading Dutch OTT platform**

- #1 local SVOD platform in the Netherlands
- 1 million subscribers
- >2,000 titles & 100 originals

**Unmatched content capabilities**

- Strong Dutch language content focus

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**Note:** Combined group holds 49 percent stake in Fremantle Production B.V. joint venture

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subject to approval from competition authorities
Meaningful synergy potential from the merger

Run-rate estimated annual synergies (in €m)

To be fully realised by 2025

<table>
<thead>
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<th>Revenue synergies</th>
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<th>Cost synergies</th>
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<th>Total EBITA impact</th>
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<td></td>
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<td>€100-120m</td>
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Note: 1 Combined revenue and EBITA for FY2020; Adjusted and pro forma unaudited
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 Sauvé, 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