
Press release



ProSiebenSat.1 sells Verivox to Moltiply and simplifies its Group structure

- **Verivox sale to Moltiply** strengthens ProSiebenSat.1's focus on its core business Entertainment
- ProSiebenSat.1 to become **sole owner of NuCom Group (excluding flaconi) and ParshipMeet Group** following buy-out of General Atlantic's minority stakes in both entities
- **Sales process for flaconi continues; going forward** decision on sale will lie exclusively with ProSiebenSat.1
- ProSiebenSat.1 **adjusts outlook for 2025** following successful sale of Verivox

Unterföhring, March 21, 2025. ProSiebenSat.1 Media SE today announced a series of strategic measures which will further simplify its Group structure, enhance financial flexibility, and increase focus on the company's core Entertainment business.

Successful sale of Verivox to Moltiply marks important strategic milestone

ProSiebenSat.1 today signed a binding agreement with a subsidiary of Moltiply Group S.p.A. for the sale of Verivox which is expected to close still today. The sale of Verivox marks a significant milestone in ProSiebenSat.1's strategy to focus on its Entertainment business and to strengthen its financial basis.

The sale is based on an equity value of approx. EUR 232 million for Verivox. Additionally, the agreement includes an earn-out component of up to a further EUR 60 million (of which up to EUR 43 million is attributable to ProSiebenSat.1) which depends on reaching certain earnings targets in the 2025 financial year.

The Verivox sale and the expected cash inflows from the sale of two minority stakes from the SevenVentures portfolio will reduce ProSiebenSat.1's net debt by more than EUR 250 million – even excluding the earn-out component – and reduce the pro forma leverage ratio to slightly above 2.4x in 2024. Proceeds will be used to prepay Term Loans due April 2027. With this, ProSiebenSat.1 is well on track to reach its targeted leverage ratio of 1.5x to 2.5x over the medium term.

Martin Mildner, Group CFO of ProSiebenSat.1 Media SE: "Verivox has developed very well in recent years under the majority ownership of ProSiebenSat.1. With our expertise in brand building, we have significantly raised the company's profile and accelerated its growth. We are convinced that Moltiply is the ideal new owner for the further development of Verivox."

Marco Pescarmona, Chairman of Moltiply Group S.p.A.: "We are grateful to ProSiebenSat.1 for giving us the opportunity to acquire Verivox, a company that we admire for its strong brand and consumer-centric approach, and express our confidence in its management team."

Daniel Puschmann, CEO of Verivox GmbH: "We are very much looking forward to working with our new shareholder Moltiply Group S.p.A. It is great to now be part of a strong network of European online comparison platforms and we are convinced that together we will continue the success story of Verivox. With our new owner, the basis has been laid for the further sustainable development and successful growth

of Verivox. We would like to thank our previous shareholder, the NuCom Group, as well as ProSiebenSat.1 and General Atlantic for the many years of consistently trusting cooperation.”

Verivox is part of NuCom Group, a subsidiary of ProSiebenSat.1, in which the global growth investor General Atlantic currently holds a 28.4% stake. Moltiply will integrate Verivox into its Mavriq Division, which currently combines 19 online comparison and brokerage services in Italy, Spain, France, the Netherlands, and Mexico.

ProSiebenSat.1 will become sole owner of NuCom Group (excluding flaconi) and ParshipMeet Group

In connection with the intended Verivox sale, ProSiebenSat.1 has entered into a binding agreement with General Atlantic to acquire its entire minority shareholdings in NuCom Group (excluding flaconi) and ParshipMeet Group. The intention is to accelerate ProSiebenSat.1's transformation to an Entertainment-focused company.

The consideration for the acquisition includes, amongst others, a cash component of EUR 10 million, the transfer of approx. 5.9 million ProSiebenSat.1 treasury shares (corresponding to approx. 2.5% of the company's share capital and to a current market value of approx. EUR 38 million) to General Atlantic, as well as a fixed exit participation for General Atlantic in the amount of EUR 50 million payable upon an exit of ProSiebenSat.1 from the ParshipMeet Group. In addition, General Atlantic will participate alongside ProSiebenSat.1 in proceeds (if any) from a pending litigation of NuCom Group vis-à-vis a third party; possible claims from such litigation are not yet reflected in ProSiebenSat.1's accounts.

The transaction with General Atlantic will be subject to following conditions: Closing of the Verivox sale, which is expected to occur today, and confirmation of the underlying valuation by an independent expert.

Flaconi sales process continues

As part of its strategy to focus on the Entertainment segment, ProSiebenSat.1 remains committed to selling online beauty retailer flaconi. Going forward, General Atlantic will hold its 28.4% minority stake in flaconi directly and not, as currently, indirectly through NuCom Group. ProSiebenSat.1 will maintain a 71.6% majority stake in flaconi, along with an additional preferred and interest-bearing equity stake of approx. EUR 95 million (as of year-end of 2024). With this transaction, ProSiebenSat.1 will become solely responsible for the ongoing divestment process.

With the agreements, ProSiebenSat.1 will have full control and flexibility over the strategic direction of the NuCom Group, flaconi and ParshipMeet Group businesses, including divestment decisions for all assets.

Bert Habets, Group CEO of ProSiebenSat.1 Media SE: “Today's announcements mark an important step towards delivering our strategic goal: To focus on our core Entertainment business. Selling Verivox has been a number one priority for us. Our broader agreement with General Atlantic will provide us with full flexibility and control over the planned divestments of other non-core assets, including flaconi. Together with General Atlantic, we have developed our Commerce & Ventures segment into a EUR 1 billion revenue business and ParshipMeet Group into a leading global player in the dating segment.”

Verivox deconsolidation leads to ProSiebenSat.1 2025 outlook adjustment

As a consequence of the sale of Verivox, ProSiebenSat.1 adjusts its 2025 financial outlook. ProSiebenSat.1 now aims for Group revenues of around EUR 3.85 billion in financial year 2025, with a variance of plus/minus EUR 150 million (previous year: EUR 3.92 billion). In terms of adjusted EBITDA, the Group anticipates an amount of EUR 520 million with a variance of plus/minus EUR 50 million (previous year: EUR

557 million). The Group's adjusted net income will reflect the development of adjusted EBITDA and is expected to amount to around EUR 215 million in financial year 2025.

Prior to the adjustment, the 2025 financial outlook included Group revenues of around EUR 4.00 billion with a variance of plus/minus EUR 150 million, an adjusted EBITDA of EUR 550 million with a variance of plus/minus EUR 50 million and an adjusted net income of around EUR 225 million. The Group continues to target a leverage ratio of between 2.5x and 3.0x at the end of 2025 (previous year: 2.7x). This considers both the adjusted EBITDA and the reduction in net debt due to the sale of Verivox.

The adjustment of the outlook reflects ProSiebenSat.1's cautious approach in navigating the current economic landscape while continuing to invest in key growth areas such as digital Entertainment and local content. ProSiebenSat.1 remains focused on delivering value to all its shareholders and stakeholders through disciplined financial management and strategic investments.

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