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Bertelsmann SE & Co. KGaA
announcement of the results of the Tender Offer

Gütersloh, 3 November 2025. Bertelsmann SE & Co. KGaA (the "**Offeror**") announces today the results of its invitation to the Noteholders of its outstanding €600,000,000 Non-Call 12 Year Subordinated Notes (ISIN: XS1222594472) (the "**Notes**"), to tender any and all of their Notes for purchase by the Offeror for cash on the terms and subject to the conditions set out in the tender offer memorandum dated 20 October 2025 (the "**Tender Offer Memorandum**") at the Purchase Price plus Accrued Interest (the "**Offer**").

The Offer was announced on 20 October 2025 and extended on 28 October 2025 and is subject to the conditions set out in the Tender Offer Memorandum prepared by the Offeror. Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

The (extended) Expiration Deadline for receipt by the Tender Agent of Tender Instructions was 5.00 p.m. (Frankfurt am Main local time) on 31 October 2025.

Results of the Offer

As at the Expiration Deadline, Notes in an aggregate principal amount of EUR 454,800,000 have been validly tendered for purchase pursuant to the terms of the Offer.

The Offeror has decided to accept all Notes validly tendered in an aggregate principal amount of EUR 454,800,000.

The Settlement Date is expected to be on 4 November 2025. As stated in the Tender Offer Memorandum, the Offeror will pay a cash purchase price equal to 101.15% of the principal amount of the Notes plus Accrued Interest in respect of the Notes accepted for purchase.

Following the Settlement Date, the principal amount of Notes that will remain outstanding is EUR 145,200,000.

Given the aggregate principal amount of Notes validly tendered and accepted is below the 80% threshold of the Clean-up Call option as described in the Tender Offer Memorandum, the Offeror reserves the right to purchase additional Notes in the secondary market or otherwise at a price that may be higher or lower than the Purchase Price in order to meet the 80% threshold.

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