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Bertelsmann SE & Co. KGaA
announcement of the final results of the Tender Offers

Gütersloh, 27 May 2021. Bertelsmann SE & Co. KGaA (the "**Offeror**") announces today the final results of its invitation to the holders of its outstanding (i) €750,000,000 2.625 per cent. Notes due 2022 (ISIN: XS0811690550) (the "**August 2022 Notes**"), (ii) €500,000,000 1.750 per cent. Notes due 2024 (ISIN: XS1121177767) (the "**October 2024 Notes**"), and (iii) €750,000,000 1.250 per cent. Notes due 2025 (ISIN: XS1888229249) (the "**September 2025 Notes**") (the August 2022 Notes, the October 2024 Notes and the September 2025 Notes together the "**Notes**"), to tender 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 18 May 2021 (the "**Tender Offer Memorandum**") at the Purchase Price plus Accrued Interest up to the Target Acceptance Amount (the "**Offers**").

The Offers were announced on 18 May 2021 and are 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 Expiration Deadline for receipt by the Tender Agent of Tender Instructions was 5.00 p.m. (Frankfurt am Main local time) on 26 May 2021.

Final Results of the Offers

As at the Expiration Deadline, August 2022 Notes in an aggregate nominal amount of EUR 152,700,000, October 2024 Notes in an aggregate nominal amount of EUR 60,100,000 and September 2025 Notes in an aggregate nominal amount of EUR 215,300,000 have been validly tendered for purchase pursuant to the terms of the Offers.

The Pricing took place today, 27 May 2021, at or around 2.00 p.m. (Frankfurt am Main local time).

The final results of the Offers are as set out below:

The Final Acceptance Amount is EUR 428,100,000.

August 2022 Notes

Series Acceptance Amount:	EUR 152,700,000
Purchase Yield:	-0.45%
Purchase Price:	103.624%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 597,300,000

October 2024 Notes

Series Acceptance Amount:	EUR 60,100,000
Benchmark Rate:	-0.397%
Purchase Spread:	5 bps
Purchase Yield:	-0.347%
Purchase Price:	106.592%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 439,900,000

September 2025 Notes:

Series Acceptance Amount:	EUR 215,300,000
Benchmark Rate:	-0.329%
Purchase Spread:	5 bps
Purchase Yield:	-0.279%
Purchase Price:	106.286%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 534,700,000

The Settlement Date is expected to be on 31 May 2021. The Offeror will also pay Accrued Interest in respect of the Notes accepted for purchase.

The Dealer Managers:

Deutsche Bank Aktiengesellschaft

Mainzer Landstraße 11-17
60329 Frankfurt am Main
Federal Republic of Germany

For information by telephone:
+44 20 7545 8011
Attention: Liability Management Group

Banco Santander, S.A.

2 Triton Square Regent's Place
London NW1 3AN
United Kingdom

For information by telephone:
+44 7418 709 688; +44 7742 403 679
Email:
Tommaso.GrosPietro@santanderCIB.co.uk;
Adam.Crocker@santandercib.co.uk
Attention: Liability Management

The Tender Agent:

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Telephone: +44 20 7704 0880
Attention: Jacek Kusion / Harry Ringrose
Email: bertelsmann@lucid-is.com

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