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

Gütersloh, 18 January 2022. 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**"), (iii) €750,000,000 1.250 per cent. Notes due 2025 (ISIN: XS1888229249) (the "**September 2025 Notes**") and (iv) €500,000,000 1.125 per cent. Notes due 2026 (ISIN: XS1400165350) (the "**April 2026 Notes**") (the August 2022 Notes, the October 2024 Notes, the September 2025 Notes and the April 2026 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 10 January 2022 (the "**Tender Offer Memorandum**") at the Purchase Price plus Accrued Interest up to the Target Acceptance Amount (the "**Offers**").

The Offers were announced on 10 January 2022 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 17 January 2022.

Final Results of the Offers

As at the Expiration Deadline, August 2022 Notes in an aggregate nominal amount of EUR 58,400,000, October 2024 Notes in an aggregate nominal amount of 13,800,000, September 2025 Notes in an aggregate nominal amount of EUR 17,400,000 and April 2026 Notes in an aggregate nominal amount of EUR 56,700,000 have been validly tendered for purchase pursuant to the terms of the Offers.

The Pricing took place today, 18 January 2022, 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 146,300,000.

August 2022 Notes

Series Acceptance Amount:	EUR 58,400,000
Purchase Yield:	-0.50%
Purchase Price:	101.669%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 538,900,000

October 2024 Notes

Series Acceptance Amount:	EUR 13,800,000
Benchmark Rate:	-0.151%
Purchase Spread:	-5 bps
Purchase Yield:	-0.201%
Purchase Price:	104.856%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 426,100,000

September 2025 Notes:

Series Acceptance Amount:	EUR 17,400,000
Benchmark Rate:	-0.020%
Purchase Spread:	0 bps
Purchase Yield:	-0.020%
Purchase Price:	104.372%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 517,300,000

April 2026 Notes:

Series Acceptance Amount:	EUR 56,700,000
Benchmark Rate:	0.039%
Purchase Spread:	+5 bps
Purchase Yield:	0.089%
Purchase Price:	104.155%
Scaling Factor	N/A
Aggregate outstanding nominal amount of the Notes after the Settlement Date:	EUR 443,300,000

The Settlement Date is expected to be on 20 January 2022. 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

Société Générale

17, cours Valmy
92987 Paris La Défense cedex
France

For information by telephone:
+33 (0)1 42 13 32 40
Email: liability.management@sgcib.com
Attention: Liability Management

The Tender Agent:

Lucid Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

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

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