ACQUISITION OF

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INVESTOR RELATIONS

JANUARY 14TH, 2019
ProSiebenSat.1 to increase its stake in Aroundhome (former Käuferportal) from 41.6% (held by NuCom Group SE) to 93.9%

Cash consideration for NuCom Group of ~EUR 13m (minority buyout), General Atlantic to roll-up its 41.6% equity stake into 3.3% in NuCom Group (based on ~EUR 1.8bn EV valuation), NuCom to hold 93.9% of Aroundhome’s voting share capital post transaction

Attractive valuation at <2x 2019E EV/revenues, enterprise value of EUR 140m

Aroundhome is #1 German lead generator for professional services around the home with an annual gross order volume of c. EUR 1bn

Aroundhome’s business model is a multi-regional, multi-vertical marketplace, selling qualified consumer leads to SMEs/home service professionals

Aroundhome is the clear market leader in the German-speaking “around the home” market (~EUR 65bn)

Good strategic fit with NuCom’s existing core vertical “Consumer Advice” and complementary offering to Verivox’ digital service portfolio
RATIONALE

- Further strengthening existing “Consumer Advice” vertical and building sizeable consumer-centric business around household savings with annual revenues of >EUR 250m¹

- Realization of TV cost and revenue synergies, launch of rebranding campaign on ProSiebenSat.1’s TV channels in 2019, opportunities for cross-promotion between Verivox and Aroundhome (fixed contracts vs. home services)

- Sizeable addressable “around the home” market of ~EUR 65bn (gross order volume), increasing share of corresponding online advertising spend to drive market place revenues

- Aroundhome’s business to benefit from increasing number of digitally-minded home owners and online migration of home service professionals

- Opportunity to create the “go-to” destination for all decisions “around the home”

- Meaningful earnings growth potential arising from mid double-digit contribution margin, business to turn into profitable asset along with targeted growth

¹) Pro forma 2018E (Verivox, Aroundhome, Silvertours)
2) Solon
AROUND HOME IN NUMBERS

10 years of experience

>30 products around the home

1.8 million requests

+35% revenue CAGR 2014-18

1 billion Euros gross order volume

500 employees

12,000 registered partners
AROUNDHOME’S MARKET PLACE MATCHES CONSUMERS’ DEMAND WITH SUPPLY OF HOME SERVICE PROFESSIONALS

Consumers (private households, SMEs)

1. Search online for the product
2. Complete a comprehensive online questionannaire
3. Conduct a personal verification call
4. Receive an e-mail with up to three local suppliers
5. Purchase the right product at the right price

Suppliers, home service professionals

1. Decide to grow through online channel
2. Decide target number of consumers per week
3. Receive consumer information by mail
4. Negotiate with consumer
5. Close the deal
6. Review detailed consumer feedback on sales process

Matching the right consumers with the right suppliers online

Disrupting inefficient advertising channels (flyers, yellow pages, newspapers)
MEANINGFUL VALUE CREATION OPPORTUNITY BY CATCHING UP WITH GLOBAL MARKET LEADER ANGI HOMESERVICES

[EV/sales multiples]

1) Based on agreed enterprise value and 2019 revenue estimate
2) Based on reported LTM Q3 2018 revenues/Bloomberg
3) Based on 2019E Bloomberg consensus estimate
# KEY FINANCIALS AROUNDHOME

## 2019E

<table>
<thead>
<tr>
<th>Category</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td>&gt;EUR 80m, low double-digit growth (%)</td>
</tr>
<tr>
<td>Adj. EBITDA</td>
<td>slightly negative (break even targeted in 2020)</td>
</tr>
<tr>
<td>Adj. Net Income (excluding P7S1 financing costs)</td>
<td>&lt;EUR 0m</td>
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## TERMS

<table>
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<tr>
<th>Category</th>
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<tbody>
<tr>
<td>Enterprise value</td>
<td>EUR 140m</td>
</tr>
<tr>
<td>Cash consideration NuCom Group</td>
<td>~EUR 13m (minority buyout)</td>
</tr>
<tr>
<td>Roll-up</td>
<td>GA to roll up 41.6% Aroundhome stake in 3.3% NuCom shares</td>
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2018E pro-forma revenues
Consumer Advice vertical: >EUR 250m
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