

MEDIA Central's shareholder enters into an agreement to combine the Company with Canadian digital merchandising specialist Flipp to form a global platform in Drive to Store Marketing

Mönchengladbach, Germany, 20th August 2024. European D2S Holding S.à r.l. (the “**Shareholder**” or “**European D2S Holding**”), sole shareholder of MEDIA Central Holding GmbH (the “**Company**” or “**MEDIA Central**”), today entered into a sale and purchase agreement with TL Reach Bidco GmbH (the “**Purchaser**”) regarding the sale of all shares in the Company in a combination with Flipp Operations Inc. (“**Flipp**”), a North American Drive to Store Marketing specialist (the “**Transaction**”). The shareholders of European D2S Holding will reinvest a significant amount of their sales proceeds into the combined group. The new ownership structure will be led by majority owner Truelink Capital and include Bregal Unternehmerkapital and Highland Europe.

The consummation of the Transaction is subject to the fulfillment of conditions precedent, including prior (actual or deemed) approval under applicable foreign investment control laws as regulatory condition, and expected for Q4 2024.

No decision has yet been taken whether the senior secured EUR 250,000,000 sustainability linked bonds issued by the Company and listed on the Nordic ABM (ISIN 0012940347) will be repaid in connection with the Transaction or whether a waiver regarding a change of control event or corresponding amendment of the bond's terms and conditions will be obtained. The Company will provide an update once available.

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