



MEDIAWAN ENTERS INTO EXCLUSIVE TALKS WITH ON KIDS & FAMILY, THE EUROPEAN LEADER IN ANIMATION, WITH A VIEW TO ACQUIRING A MAJORITY STAKE

- Mediawan and ON kids & family announce having entered into exclusive talks with a view to the former acquiring a 51% to 55% majority stake in the latter
- A strategic operation for Mediawan, which will join forces with the European leader in the production of animated content with internationally reckoned global franchises like *The Little Prince*, *Playmobil*, *Iron Man*, *Chaplin* and, most recently, *Miraculous Ladybug*
- The ON kids & family group's co-founders, Aton Soumache and Dimitri Rassam, and the main shareholders, including Thierry Pasquet, will team up with Mediawan. Aton Soumache will also continue to manage the Group as ON kids & family's CEO
- Mediawan's investment will be partly achieved through a capital increase allowing ON kids & family to accelerate its growth and its international positioning as a leading player in animation in Europe with worldwide recognition
- ON kids & family produces major international audiovisual creations by developing emblematic brands with considerable commercial potential, and will continue to develop high-end content via the creation of powerful franchises and the management of world-renowned intellectual property

Paris, December 17, 2017, 8 pm (CET) - Mediawan (Ticker: MWD – ISIN: FR0013247137), an independent European audiovisual content platform, is continuing its development by entering into exclusive talks with the shareholders of **ON kids & family**, a major European player in the production of animated content for children, with a view to acquiring a majority stake.

Backed by a joint project and a shared vision of the Entertainment sector, Mediawan and ON kids & family want, via this strategic operation, to establish a very strong presence on the European and international markets. This collaboration will thus allow Mediawan to become one of the world's very top independent players in animated content, with an established presence in the production of successful television series and feature films, thanks to a catalogue of exceptional brands (*The Little Petit Prince*, *Playmobil*, *Miraculous Ladybug*, *Robin Hood*, *Little Nick*, *Iron Man*, *Chaplin*, *Drôles de petites bêtes*, etc.) and very strong working relationships with the largest international audiovisual groups (Warner, Paramount, Universal, 20th Century Fox, Disney, Lionsgate, Open Road, Pathé, SND, Orange Studio, Studiocanal, Wildbunch, Netflix, TF1, France Télévisions, Groupe M6, Groupe Lagardère, Cartoon Network, Nickelodeon, Planeta, Globosat, ZDF, WDR, RTS, RTBF, Rai Fiction, De Agostini, Radio Canada, TéléQuébec, JCCTV, Discovery, Pop TV).

"This operation is a milestone that will enable us to significantly accelerate our development strategy in the production of premium content while marking our arrival on the buoyant animated films and series market, which represent strategic avenues of expansion for Mediawan for the coming years. Aton, Dimitri and Thierry have accomplished remarkable work in making ON kids & family a globally-acclaimed animated content player. We are eager to work with them to collectively pursue the development of a leading European group in the premium content", said **Pierre-Antoine Capton, Mediawan's Chairman**.

"We are delighted to be able to join forces with a company driven by its globally-recognized founders, Pierre-Antoine Capton, Matthieu Pigasse and Xavier Niel, with whom we share a common dynamic of success, ambition and international reach. We firmly believe we have found a partner that shares our strategic vision. Mediawan will also be capable of best accompanying ON kids & family's growth ambitions while preserving its entrepreneurial spirit geared towards innovation, creativity of its talented staff and very strong relationships it enjoys with all its partners. Teaming up with Mediawan opens a new chapter in our Group's history, accompanied by a new challenge that we fully intend to meet in order to pursue our ambition of strengthening our presence on the global Kids & Family Entertainment market", added **Aton Soumache, President, CEO and co-founder of the ON kids & family group.**

Presentation of the ON kids & family group

Because it is more and more difficult to enable increasingly courted audiences to dream, ON kids & family produces major global audiovisual creations by developing emblematic brands with substantial development potential across all media.

Thanks to its 5 strategic studios located in Paris, Montreal, Luxembourg, Los Angeles and Hyderabad (India), which have more than 500 staff between them, ON kids & family is capable of attracting the most talented people and raising substantial financial resources. It brings together creators and partners to develop brands via various formats: cinema & television, merchandising, publishing and digital.

Leader in the production of kids & family animated content, a sector seeing buoyant global growth, the ON kids & family group's strength is its ability to capitalize on both a strong portfolio of preexisting brands based on classical works from European and international cultural heritage (*The Little Prince, Playmobil, Robin Hood, Peter Pan, Drôles de petites bêtes, Little Nick, Chaplin, Iron Man*) and innovative original creations with substantial global potential thanks to its unique know-how (*Miraculous Ladybug, Zak Storm, Seven & me, Mune, etc.*)

ON kids & family is behind the *Little Prince* animated feature film by *Kung Fu Panda* director Mark Osborne, which was released in more than 120 countries in 2015/2016 and which rapidly became the most successful French-made animated film abroad, with over 20 million people watching it and box-office receipts of \$120 million. Premiering at the 2015 Cannes Film Festival as part of the "Official Selection", *The Little Prince* notably won Best Animated Feature Film at the César Awards in 2016 and the Children's Award at the BAFTAs in 2017.

Via its ON Animation Studios entity, ON kids & family is currently producing the *Playmobil* animated film in its Montreal studios. This is the first part of a worldwide franchise, has an \$80 million budget and is due for global release in April 2019. It is being directed by Lino Di Salvo, who has already worked on the animation of *Frozen* and *Raiponce* for Disney. With its state-of-the-art technological tools, ON kids & family is today one of the few independent animation studios capable of producing major feature films whilst bringing together talented people from around the world.

The Group's brands, developed in-house or under copyright or with strategic partners, whether television series or feature films, also generate considerable Licensing & Merchandising revenue. By working, prior to the financing of its projects, with leading toy manufactures on this market (Playmobil, Bandai, Playmates or Hape Toys), and through the setting up of strong partnerships, ON kids & family has put the Licensing & Merchandising aspect at the very heart of its strategy.

Today, ON kids & family has established itself as a major European player in the creation and production of animated content for children and families, for television, cinema and digital platforms. ON kids & family will generate revenues in excess of €35 million in 2017 and anticipates buoyant growth that will take revenue to over €80 million in 2019.

Integration within Mediawan

Mediawan is continuing its strategic development as presented at the time of the acquisition of Groupe AB in March 2017: by teaming up with leading players in their sector of activity, Mediawan is gradually building an independent European leader in premium audiovisual content deployed across several verticals:

- **animated content**, with the planned majority investment in ON kids & family, leading studio in the production of animated content for children in Europe;
- **documentaries**, with the acquisition in July 2017 of CC&C, a key player on this segment with, in particular, the *Apocalypse* series broadcast in more than 165 countries worldwide;
- **fiction**, with numerous opportunities currently being looked into in order to strengthen Mediawan's already-substantial offering built through Groupe AB.

This operation in the animated content sector thus represents a major milestone in Mediawan's development, and perfectly meets the Group's strategic goals: programs produced and distributed around the world, premium content with recognized and highly-identifiable brands, substantial catalogue value driven by the development of digital channels, buoyant growth prospects and, most importantly, a pool of exceptionally-talented people. Furthermore, it will make it possible to develop usage of the existing catalogue, which is a key strategic pillar and one of the strengths of animated content on a market that is undergoing an in-depth transformation with the recent arrival of new players from the digital sector, and a substantial appetite for OTT platforms and digital portals such as YouTube, Facebook, Snapchat, Instagram, etc. All these players are opening up new avenues of development that it is crucial to capture and control, thanks to the right tools and detailed knowledge of the current market.

Details of the operation

According to the terms of the agreement, Mediawan agrees to acquire a portion of the shares held by minority shareholders, and to simultaneously subscribe to a reserved capital increase in order to have a majority stake of between 51% and 55% in ON kids & family, obtained via:

- the acquisition of the shares held by financial investors, for approximately €30-35 million (part of which could be paid in new Mediawan shares);
- a €15 million capital increase, in order to enable ON kids & family to accelerate its ambitious development plan.

Next steps

The exclusivity agreement concluded between the parties will enable the finalization of transactional documents and the legal reorganization of the ON kids & family group.

Closing of the transaction will also be subject to the lifting of the usual conditions precedent for this type of operation.

A presentation regarding ON kids & family and the contemplated transaction is available on Mediawan's website:

<https://mediawan.fr/wp-content/uploads/2017/12/Joining-Forces-with-ON-kids-family-1.pdf>

About Mediawan

Mediawan was incorporated in December 2015 as a Special Purpose Acquisition Company (SPAC) for the purpose of acquiring one or more targeted operating businesses or companies in the traditional and digital media content and entertainment industries in Europe. The Company was formed by Pierre-Antoine Capton, Xavier Niel and Matthieu Pigasse, and raised €250 million in April 2016 from an initial public offering on the Euronext regulated market in Paris.

In March 2017, Mediawan acquired Groupe AB and thus became an independent leader in audiovisual content in French-speaking Europe. The Group is active in the production and distribution of television

series, TV movies, cartoons and documentaries and in the publication of TV channels and associated digital services.

With the acquisition of CC&C in July 2017, Mediawan continued its growth strategy in international content in the field of fiction, documentaries and animated content.

For further information, please visit the Mediawan website (www.mediawan.fr).

About ON kids & family

Co-founded by Aton Soumache and Dimitri Rassam, ON kids & family is a globally-acclaimed independent European studio in the production of animated content for children and families, mainly television series and feature films with a global reach. With close to 500 staff in Paris, Montreal, Los Angeles, Hyderabad and Luxembourg, ON kids & family brings together creators and partners from around the world to develop brands through various formats: animated feature films and series, licensing & merchandising, digital platforms and digital content. The Group combines innovation, technology and international talent to create wonderful magical universes for children and families with its many productions, including *The Little Prince*, *Miraculous*, *Little Nick* and *Seven & me*, which generate record audiences and become major global successes. ON kids & family is currently working on the production, in Montreal, of its next animated blockbuster, *Playmobil*, the first film in a global franchise, whose worldwide release is scheduled for April 2019.

For further information, please visit the ON kids & family website (<http://www.onkidsandfamily.com>).

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