

S

O

M

A

N

A

Sanoma Divests SBS

Susan Duinhoven – President and CEO
Markus Holm – CFO / COO

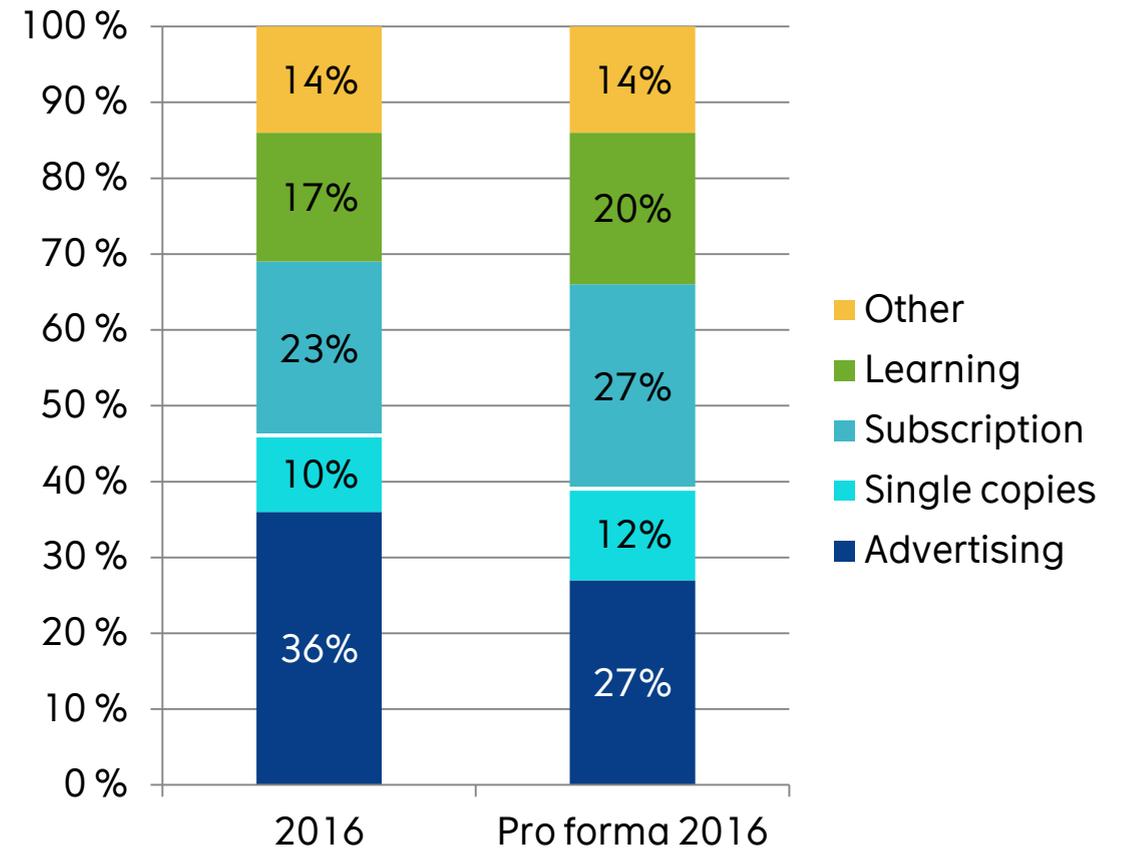
Sanoma Divests SBS to Talpa

- SBS is #3 free-to-air TV business in the Dutch market with four TV channels (SBS 6, NET 5, SBS 9 and Veronica)
- Sanoma to receive a net cash consideration of EUR 237 million for its 67% stake and 100% ownership of the TV guide business Veronica Uitgeverij
 - Implies a 12.6x 2016 EV/EBITDA multiple for SBS
- Talpa Holding, the media business owned by John de Mol, controls the leading radio business in the Netherlands and already has a 33% stake in SBS
- Transaction subject to closing conditions, including customary regulatory approvals with closing expected in Q3 – 2017
- Improved 2017 outlook for Sanoma with expected operational EBIT margin above 10%, dividend policy unchanged

Key Benefits of Transaction

- Improved financial and strategic flexibility to grow and create value in stronghold businesses
 - Reduced leverage with Net debt / adj. EBITDA to decrease from 3.2 to 2.5x (pro forma 2016)
 - Full ownership of all remaining businesses increases transparency and agility
 - Ability to focus investments in stronghold businesses
- Full control of Veronica Uitgeverij to drive attractive synergy with existing portfolio
- More balanced composition of net sales reducing exposure to more volatile advertising revenue

More balanced composition of net sales



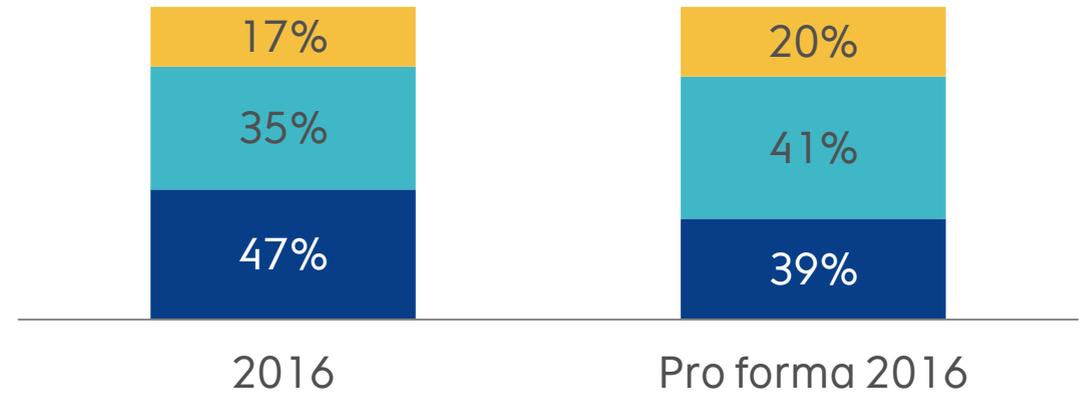
Focus on Strongholds

Businesses in leading market positions with growth opportunities

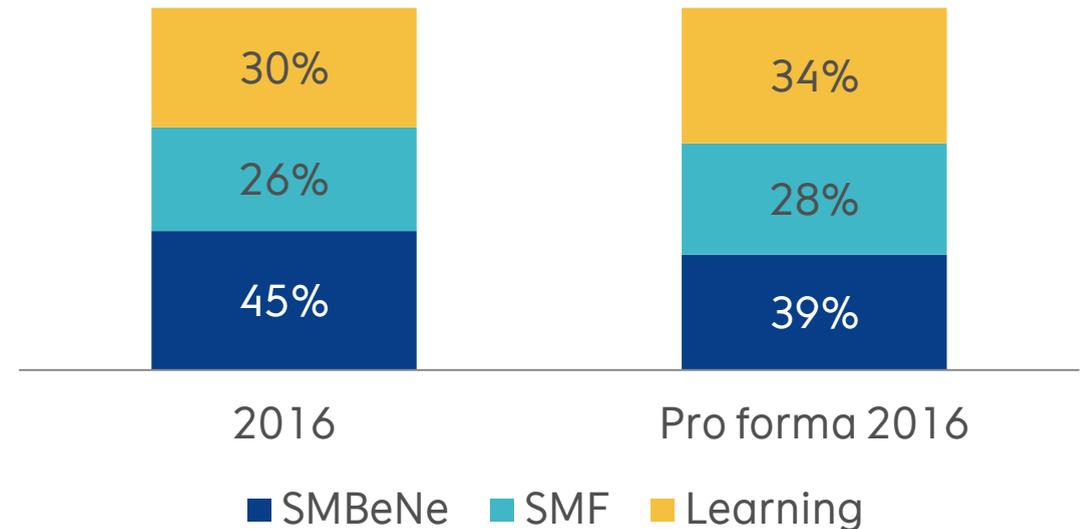
- Sanoma Learning:
 - **Forerunning digital** learning company
 - **A leading player** in each of its 5 markets
 - Attractive **growth opportunities** in existing and adjacent markets

- Sanoma Media Finland:
 - Portfolio of **leading media brands** with unique reach and targeting opportunities
 - Fully **integrated TV business** with a leading position and record growing viewership
 - **Leading news player** in print and online

Net sales by Strategic Business Unit



Operational EBIT by Strategic Business Unit

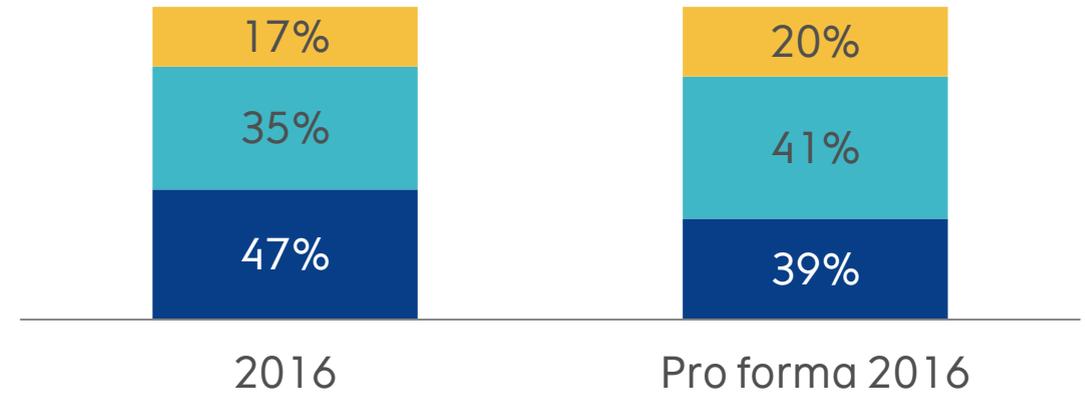


Focus on Strongholds

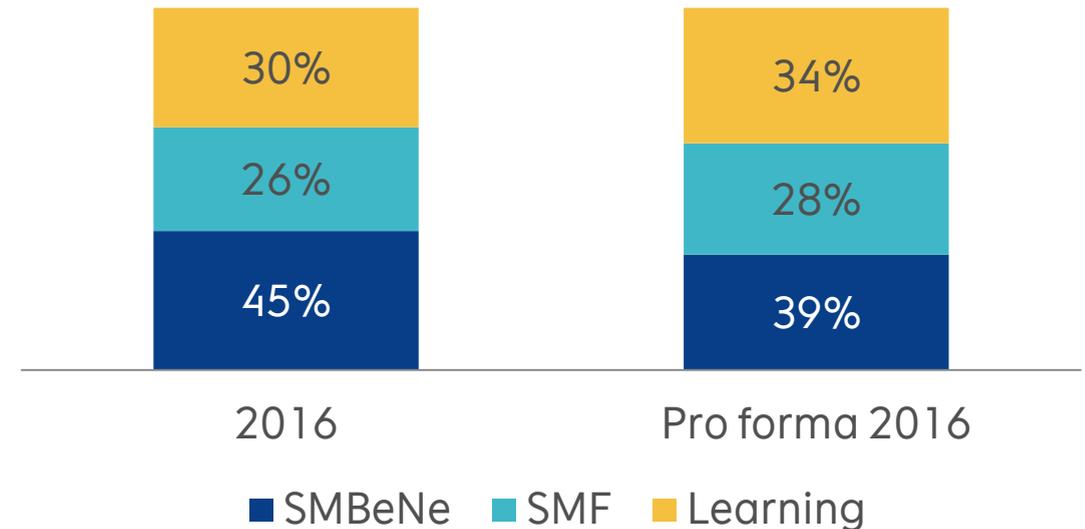
Continued commitment to SMBeNe

- Sanoma Media Belgium/Netherlands:
 - **#1** local online player in NL market
 - **Market leader** in magazine print and online domain, developing strong multimedia brands
 - **Strong brand** positions in domains for Women, HomeDeco and Kids&Teens, which offers us pockets of growth like events and e-commerce
 - Strong portfolio of BtoB **marketing data solutions**
 - **Attractive cash flow** generation

Net sales by Strategic Business Unit



Operational EBIT by Strategic Business Unit

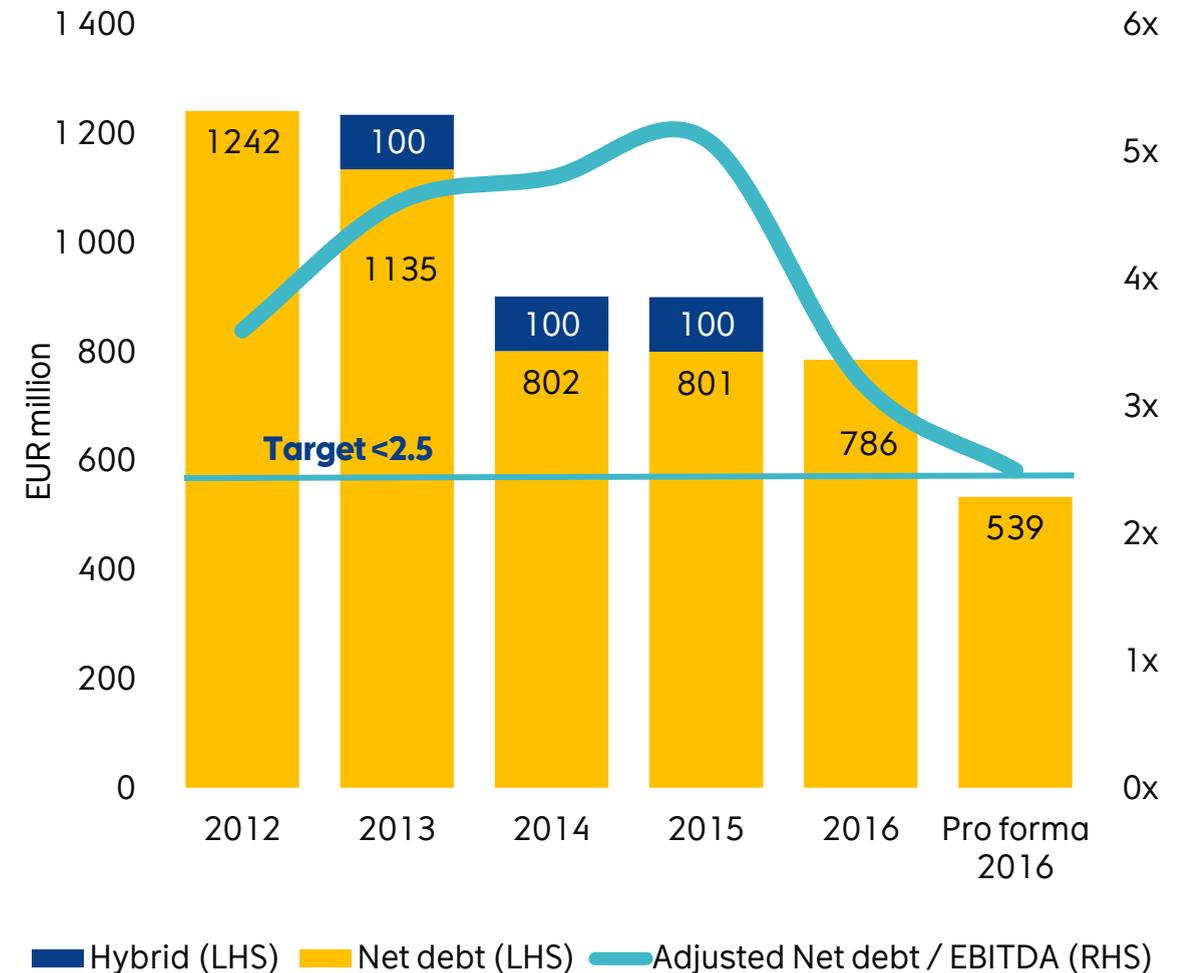


Clearly Lower Leverage

Effects on Sanoma's financial position

- Pro forma for the transaction, Sanoma's 2016
 - Net debt reduces to **EUR 539 million** (from EUR 786 million)
 - Net debt / adj. EBITDA decreases to **2.5x** (from 3.2x) **equal to long term target level**
- Sanoma will book a **non-cash** capital loss of EUR 313 million, most of which will be reported in Q1 2017 results as an item affecting comparability
- **Goodwill decreases** to EUR 947 million (from EUR 1,663 million)
- Equity ratio **temporarily** below target range of 35–45% and agreed with lenders
- Total size of the current RCF reduced from EUR 500 million to EUR 400 million

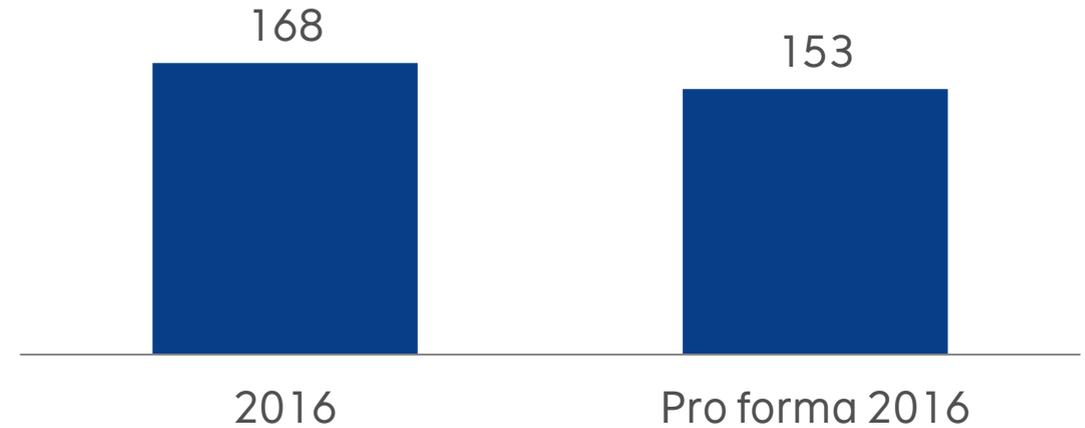
Net debt



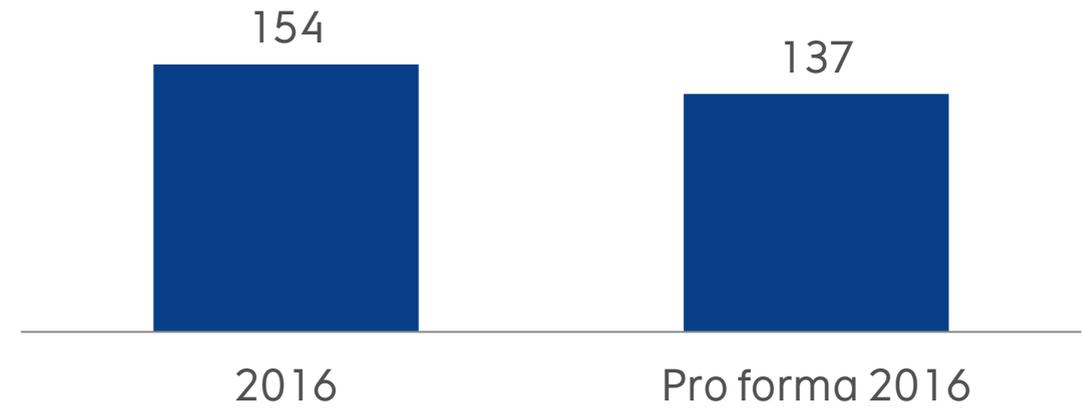
Outlook Improved, Dividend Policy Unchanged

- Sanoma's outlook 2017 is **improved**:
 - Net sales, adjusted for structural changes including SBS divestment, will be stable and
 - Operational EBIT margin will be above 10% (previously 'around 10%')
- Improvement is based on de-risking of overall portfolio due to the SBS divestment and continued good performance of the Finnish media business.
- The new dividend policy aiming for an increasing dividend **will not be impacted** by the SBS divestment

Operational EBIT, EUR million



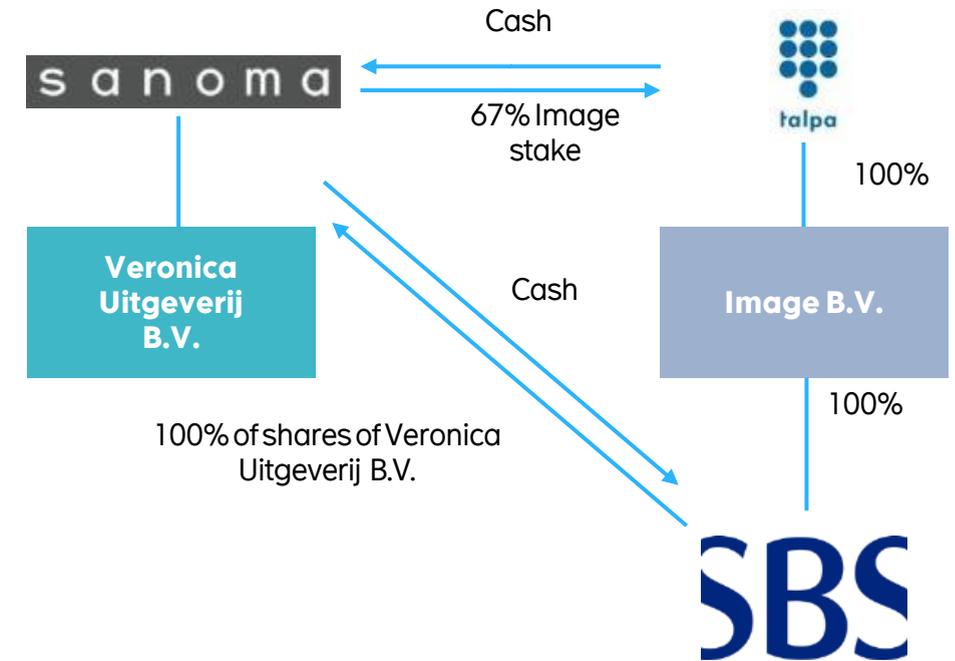
Cash flow from operations, EUR million



Q&A

Transaction Structure

- Sanoma will receive a net cash consideration of EUR 237 million for its 67% stake and 100% ownership of the TV guide business Veronica Uitgeverij
- Transaction subject to closing conditions, including customary regulatory approvals
- Closing expected in Q3-2017



Veronica Uitgeverij

Leading TV Guides in the Dutch market

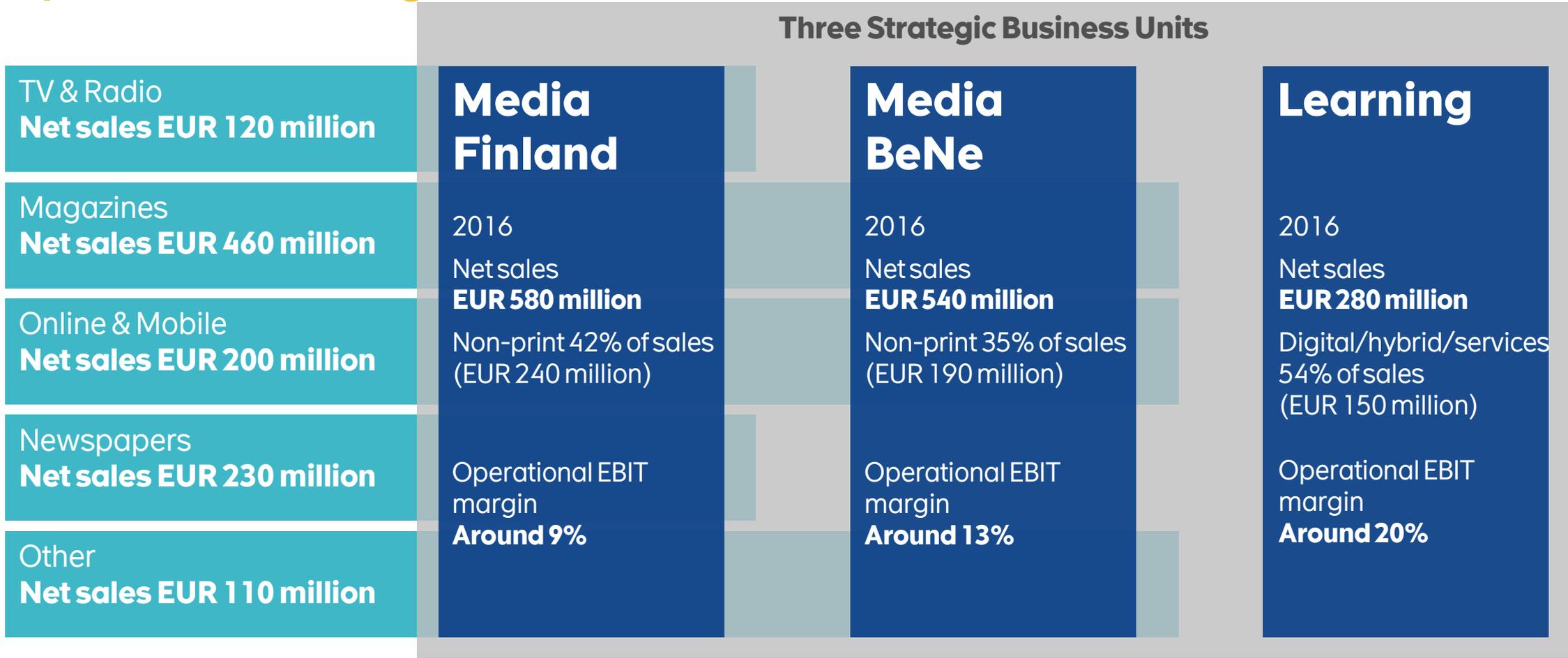
- TV guides Veronica Magazine and Totaal TV as well as the digital Superguide
- Focus on TV programming and entertainment news
- Contributes to our market leading position in the print domain
- Unique weekly reach of 1 million
- Average circulation in 2016: ~310,000 copies
- Average age of subscribers: 44 years



Sanoma pro forma 2016 excluding SBS:

Net sales EUR 1,407 million – non-print sales 41% (EUR 580 million)

Operational EBIT margin above 10%



NOTE: Figures rounded to closest EUR 10 million.

Important Notice

The information above contains, or may be deemed to contain, forward-looking statements. These statements relate to future events or future financial performance, including, but not limited to, expectations regarding market growth and development as well growth and profitability of Sanoma. In some cases, such forward-looking statements can be identified by terminology such as “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” or “continue,” or the negative of those terms or other comparable terminology. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Future results may vary from the results expressed in, or implied by, the forward-looking statements, possibly to a material degree. All forward-looking statements included herein are based on information presently available to Sanoma and, accordingly, Sanoma assumes no obligation to update any forward-looking statements, unless obligated to do so pursuant to an applicable law or regulation.

Nothing in this presentation constitutes investment advice and this presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Sanoma or otherwise to engage in any investment activity.

s a n o m a