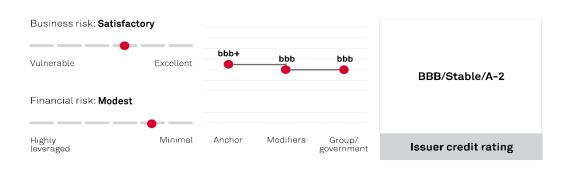


# RatingsDirect®

# Bertelsmann SE & Co. KGaA

November 28, 2023

# **Ratings Score Snapshot**



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# Credit Highlights

#### Overview

Key strengths	Key risks
Diversified operations across media (broadcasting, publishing, printing, and music rights) and business services, with exposure to fast-growing online education business.	Exposure to structural shift of media consumption toward digital channels and to economic cycles in advertising.
Strong, established market positions in its main markets in Europe and North America.	Modest profitability compared with peers in the media sector, reflecting a high contribution from lower margin business services activities, and declining margin of its RT Group broadcasting segment.
Track record of execution and adapting businesses to industry trends.	Potential for significant investments to support growth ambitions that could constraint cash flow and increase leverage.
Financial policy and commitment to keep the company's adjusted leverage at a maximum of 2.5x, translating into S&P Global Ratings-adjusted leverage of 2.0x-2.5x.	

Business diversity and revenue growth in music and book publishing, education, and business services will support Bertelsmann's resilience despite only partly recovering its television advertising revenue in 2024. We anticipate Bertelsmann will report revenue growth of 1%-2% for 2023 (before the deconsolidation of Majorel), and we forecast 3%-4% organic revenue growth in 2024-2025. We anticipate RTL Group's TV advertising revenue will decline in 2023 due to the current slow economic climate, declining consumer confidence, and reduced TV advertising budgets from RTL Group's clients, especially in Germany. In addition, we believe that this decline is partly structural in nature as advertising campaigns are increasingly moving from broadcast TV to digital, and broadcast TV audiences are shrinking. We expect that revenue from Fremantle, RTL Group's content production operations, will decline slightly in 2023 due to a more cautious buying behavior by global streaming platforms and U.S. networks. In our view, a more selective yet sound demand for TV content in 2024 will drive Fremantle's top-line growth. Therefore, all in all we don't expect RTL Group's revenue in 2024 to recover to 2022 levels. At the same time, we expect this will be offset by more robust performance in Bertelsmann's other business segments. Music publisher BMG and Bertelsmann's education segment will continue to benefit from strong fundamentals in their respective industries and improved market positions. Also, Penguin Random House (PRH), Bertelsmann's book publishing division, and Arvato, Bertelsmann's outsourcing service provider, have sound growth profiles fueled by acquisitions and organic growth.

Bertelsmann's profitability will temporarily reduce due to the decline of TV advertising in 2023, but will gradually expand to 14%-15% by 2025. A decline in RTL Group's TV advertising revenue and ongoing restructuring costs will lead to a reduction in S&P Global Ratings-adjusted EBITDA and its margin to 13% in 2023 from 13.8% in 2022. We expect a partial rebound of TV advertising, and continued investment in streaming and content creation during 2024-2025, which, together with an increasing share of lower margin TV production business, will result in RTL Group's profitability remaining below historical levels. Equally, we believe Bertelsmann's EBITDA margins will gradually recover to 14%-15% from 2024, supported by revenue growth and expanding margins in other business segments, particularly Arvato, PRH, and its education segment. In addition, adjusted EBITDA will benefit from restructuring costs declining to €250 million.€350 million in 2024-2025, from about €500 million in 2023.

Bertelsmann has solid financial flexibility and leeway for funding growth initiatives under its 'BBB' rating. We forecast adjusted leverage of 1.7x-1.8x for 2023-2025, slightly below our upgrade threshold of 2.0x. This remains substantially below Bertelsmann's medium-term leverage guidance that assumes a maximum group-adjusted leverage of up to 2.5x, which translates into adjusted debt to EBITDA of 2.0x-2.5x. Our view that Bertelsmann's leverage could temporarily increase above 2.0x constrains our 'BBB' rating on the company. Bertelsmann plans to invest €5 billion-€7 billion across its business segments by 2026, and we assume the company could ramp up investments in organic business growth and mergers and acquisitions (M&A) in the next 12-24 months.

# Outlook

The stable outlook reflects our view that, over the next 24 months, Bertelsmann will achieve sound operating performance, with adjusted EBITDA margins of about 13.0%-14.5% in 2023-2024, and adjusted leverage below 2.5x. This incorporates our assumption that the company will invest in growth, and shareholder distributions. While we forecast adjusted leverage will remain below 2.0x over the next two years, we believe the company's current financial policy allows for higher leverage than our base case, for example for a large M&A transaction.

## **Downside scenario**

We could lower our rating if Bertelsmann's adjusted leverage increases above 3.0x, for example, if:

- Its organic revenue growth and profitability weaken due to weaker macroeconomic conditions or an inability to adjust its business to intensifying structural challenges; or
- It pursues large debt-funded acquisitions, increases investments or shareholder remuneration materially beyond our base case.

## **Upside scenario**

We could increase our rating on Bertelsmann if it performs in line with our base case and absorbs ramp-up costs associated with its streaming businesses, such that it maintains solid adjusted EBITDA margins and cash flow, and commits to a financial policy that would, in our view, support adjusted leverage sustainably below 2.0x.

# Our Base-Case Scenario

## Assumptions

- Real GDP growth in the eurozone of just 0.6% in 2023, 0.9% in 2024, and 1.5% in 2025, with inflation reaching 5.6% in 2023, 2.7% in 2024, and 2% in 2025.
- U.S. real GDP growth of 2.3% in 2023 and 1.3%-1.4% in 2024-2025, with headline inflation to reach 4.1% in 2023, 2.4% in 2024, and 1.9% in 2025.
- Bertelsmann's reported revenue contraction of 0%-1% in 2023 on a reported basis due to the sale of Majorel on November 8, 2023, and positive 1%-2% organic growth (before deconsolidation of Majorel). This will reflect about 5% revenue decline in RTL Group, and organic growth of 3%-6% for PRH, Arvato (excluding Majorel), BMG, and Bertelsmann's education segment.
- Annual revenue growth of 3%-4% in 2024-2025 reflecting robust organic growth in Arvato, BMG, PRH, and the education segment, and positive contributions of bolt-on acquisitions. We expect a gradual rebound in TV advertising from 2024.
- Adjusted EBITDA margin of about 13.0% in 2023, a decline from 13.8% in 2022, and its recovery to 14.0%-15.0% in 2024-2025. We expect this will be sustained by growth and cost efficiencies across the different business segments, partly offset by cost inflation, and investments in content production.
- Our assumption of yearly €400 million-€450 million in bolt-on acquisitions in line with the company's growth ambitions.

## **Key metrics**

## Bertelsmann SE & Co. KGaA--Forecast summary

Period ending	Dec-31-2019	Dec-31-2020	Dec-31-2021	Dec-31-2022	Dec-31-2023	Dec-31-2024	Dec-31-2025
(Mil. EUR)	2019a	2020a	2021a	2022a	2023e	2024f	2025f

#### Bertelsmann SE & Co. KGaA--Forecast summary

Revenue	18,023	17,289	18,696	19,977	19,782	18,472	18,996
EBITDA	2,615	2,608	2,906	2,752	2,576	2,677	2,853
EBITDA margin (%)	14.5	15.1	15.5	13.8	13.0	14.5	15.0
Funds from operations (FFO)	1,951	2,116	1,870	2,089	1,893	1,980	2,128
Changes in working capital	(34)	486	(68)	(988)	(300)	(300)	(300)
Capital expenditure (reported)	636	663	809	1,036	950	900	875
Free operating cash flow (FOCF)	1,239	2,096	782	53	927	857	1,010
Acquisitions	317	41	255	264	450	425	425
Dividends	463	30	430	513	470	420	450
Share repurchases (reported)		736		187			
Debt (reported)	5,413	7,039	6,017	5,890	5,598	5,142	4,497
Plus: Lease liabilities debt	1,392	1,355	1,356	1,538	1,303	1,324	1,346
Plus: Pension and other postretirement debt	1,352	1,370	880	327	455	455	455
Less: Accessible cash and liquid investments	(1,479)	(4,414)	(4,523)	(3,208)	(2,817)	(2,341)	(1,518)
Plus/(less): Other	(598)	(606)	(492)	255	3	3	3
Debt	6,080	4,744	3,238	4,802	4,542	4,583	4,783
Adjusted ratios							
Debt/EBITDA (x)	2.3	1.8	1.1	1.7	1.8	1.7	1.7
FFO/debt (%)	32.1	44.6	57.8	43.5	41.7	43.2	44.5
FOCF/debt (%)	20.4	44.2	24.2	1.1	20.4	18.7	21.1
DCF/debt (%)	12.8	28.0	10.9	(13.5)	10.1	9.5	11.7

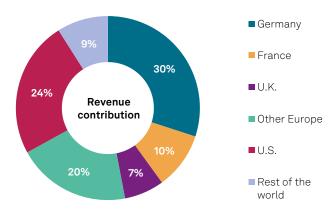
# **Company Description**

Germany-based Bertelsmann is a diversified global media company with about €20 billion revenue and €2.7 billion adjusted EBITDA in 2022. It operates through several business segments, including a 76.3% stake in broadcaster RTL Group that has merged with magazine publisher Gruner + Jahr, book publisher PRH, music publisher BMG, media-related and outsourcing services Arvato Group, Bertelsmann Marketing Services (formerly Bertelsmann Printing Group), Bertelsmann Education Group, and Bertelsmann Investments.

Bertelsmann is a privately held partnership limited by shares and ultimately controlled by the Mohn family. Four foundations (Bertelsmann Stiftung, Reinhard Mohn Stiftung, BVG-Familienstiftung, and BVG-Stiftung) indirectly hold 80.9% of Bertelsmann, with the remaining 19.1% held indirectly by the Mohn family.

#### Bertelsmann SE & Co. KGaA - geographic diversity

As of Dec. 31, 2022

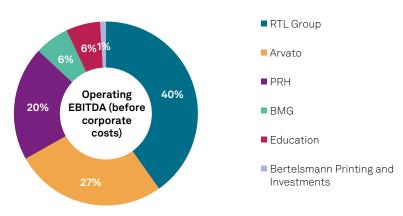


Source: S&P Global Ratings.

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#### Bertelsmann SE & Co. KGaA - business diversity

As of Dec. 31, 2022



Source: S&P Global Ratings.

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## Peer Comparison

Compared with European media peers, Bertelsmann benefits from its large scale and diversification across different industries, and geographically. While cyclical decline in advertising revenue and investment in streaming reduces its profits, Bertelsmann's other business segments continue to strengthen. For example, PRH, which is the largest global trade book publisher in the English language, or Bertelsmann's operations in online education, which continue to expand organically and through acquisitions. At the same time, Bertelsmann has more modest medium-term growth prospects and lower EBITDA margins than peer Universal Music Group (UMG), which benefits from strong structural growth trends in the music industry.

We rate Bertelsmann lower than peer RELX PLC, which has a higher share of recurring and subscription revenue and higher profitability margins, with EBITDA margins above 30%.

Compared with peers such as Paramount Global, we believe Bertelsmann lacks scale and a global leading market position. However, the company benefits from strong local market positions, and is developing its multiple-platform strategy and its growing streaming platform RTL+.

## Bertelsmann SE & Co. KGaA--Peer Comparisons

	Bertelsmann SE & Co. KGaA F	ox Corp.	Universal Music Group N.V.	Paramount Global F	RELX PLC
Foreign currency issuer credit rating	BBB/Stable/A-2	BBB/Stable/	BBB/Stable/A-2	BBB-/Stable/A-3	BBB+/Stable/A-2
Local currency issuer credit rating	BBB/Stable/A-2	BBB/Stable/	BBB/Stable/A-2	BBB-/Stable/A-3	BBB+/Stable/A-2
Period	Annual	Annua	l Annual	Annual	Annual
Period ending	2022-12-31	2023-06-30	2022-12-31	2022-12-31	2022-12-31
Mil.	EUR	EUR	EUR	EUR	EUR
Revenue	19,977	13,660	10,340	28,214	9,643
EBITDA	2,752	2,970	2,105	3,215	3,037
Funds from operations (FFO)	2,089	2,395	1,806	2,236	2,288
Interest	246	367	7 73	932	211
Cash interest paid	324	351	44	922	191
Operating cash flow (OCF)	1,009	1,761	1,691	155	2,290
Capital expenditure	955	327	452	335	38
Free operating cash flow (FOCF)	53	1,434	1,239	(180)	2,252
Discretionary cash flow (DCF)	(647)	(672)	439	(854)	513
Cash and short-term investments	3,208	3,913	439	2,699	377
Gross available cash	3,208	4,723	439	2,699	377
Debt	4,802	3,055	2,727	14,126	7,531
Equity	14,775	9,567	2,352	22,860	4,232
EBITDA margin (%)	13.8	21.7	20.4	11.4	31.5
Return on capital (%)	9.1	20.0	32.3	6.3	22.5
EBITDA interest coverage (x)	11.2	8.1	28.8	3.4	14.4
FFO cash interest coverage (x)	7.4	7.8	42.0	3.4	13.0
Debt/EBITDA (x)	1.7	1.0	1.3	4.4	2.5
FFO/debt (%)	43.5	78.4	66.2	15.8	30.4
OCF/debt (%)	21.0	57.6	62.0	1.1	30.4
FOCF/debt (%)	1.1	46.9	45.4	(1.3)	29.9
DCF/debt (%)	(13.5)	(22.0)	16.1	(6.0)	6.8

# **Business Risk**

Bertelsmann benefits from strong market positions, brand recognition, and a diversified business portfolio, which we believe translates into resilient earnings and credit ratios. Bertelsmann's fast-growing education and music content segments help it to diversify from advertising-dependent revenue streams and printing activities. In our view, these business segments, together with service provider Arvato's operations, offer growth prospects and make Bertelsmann's business profile more resilient to a cyclical macroeconomic environment.

Bertelsmann's RTL Group is one of the top entertainment networks in Europe through RTL Group's TV and radio channels in Germany, The Netherlands, and Hungary, and through RTL Group's ownership of M6 in France, one of the leading privately owned TV broadcasters in France. Bertelsmann continues to invest in its non-broadcasting operations of RTL Group, such as TV content production (Fremantle), and streaming services (RTL+ and Videoland) to diversify from a cyclical TV advertising-driven broadcasting business. Fremantle's revenue base increased through organic growth and acquisitions to €2.3 billion in 2022 from €1.6 billion in 2018, and the company aims to reach €3 billion sales by 2025. In addition, RTL Group continues to successfully increase its paying streaming subscriber base across Germany, Hungary, and The Netherlands to more than 6.2 million (third-quarter 2023) from 3.8 million in 2021. This, in our view, helps the company address changing TV content consumption and supports growth prospects over the longer term. However, we don't expect RTL Group's streaming operations to become profitable within the next 12-24 months.

Service provider Arvato Group offers a variety of logistics and e-commerce solutions, financial services and IT support both globally and in its strongly expanding e-commerce outsourcing solutions segment. Bertelsmann's education segment (with focus on health care professionals) holds strong market positions in the U.S. and Brazil, and experienced strong growth in the first six months of 2023, mainly driven by acquisitions. PRH is the world's leading publishing company, with more than 16,000 titles published and 700 million print, audio, and e-books sold annually. Lastly, BMG is the fourth largest music publishing company worldwide, and the top producer of German music.

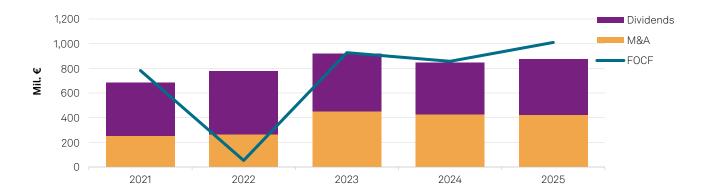
The company plans to invest €5 billion-€7 billion across its business segments by 2026 (and has invested €3.6 billion since 2021), which we think will support its solid operating performance over the next few years and make it more resilient to macroeconomic changes. We expect the music, education, logistics services, and publishing segments (together generating 60% of company's operating EBITDA in 2022) to support growth and reduce the company's exposure to TV advertising. However, we believe it will take time to further reduce, since the company is still exposed to cyclical TV advertising revenue and the structurally decreasing linear TV, which represented about 18% of revenue and less than 30% of the company's defined operating EBITDA in 2022.

# **Financial Risk**

We expect Bertelsmann to maintain S&P Global Ratings-adjusted debt to EBITDA of about 1.8x in 2023 and 1.7x-1.8x in 2024-2025. The company's financial policy commitment assumes a maximum company-adjusted leverage of up to 2.5x, which translates into S&P Global Ratings-adjusted debt to EBITDA of 2.0x - 2.5x. Although we forecast Bertelsmann's leverage to remain below its medium-term leverage guidance, and slightly below our upgrade threshold of 2.0x, we consider that leverage could temporarily increase, given that the company plans significant capital investment. Further, the company has not committed to a stricter financial policy that would assume maintaining low leverage on a sustained basis, which could constrain our rating on the company.

We expect that the company's cash flow generation will improve over 2023-2025, benefitting from EBITDA margin recovery from 2024, and the reduced need for working capital investments (down from almost €1 billion outflow in 2022). This should translate into a free operating cash flow (FOCF)-to-debt ratio of about 20% in 2023, and about 21% by 2025, versus 1% in 2022. We

forecast that Bertelsmann's internal cash flow will continue to be absorbed by investments in organic growth and bolt-on acquisitions, as well as dividends, and we expect its FOCF to cover such needs from 2023.



## Bertelsmann's FOCF will fully cover its M&A and dividend payments from 2023

Source: S&P Global Ratings. FOCF--Free operating cash flow. M&A--Mergers and acquisitions.

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## **Debt maturities**

As of June 30, 2023:

- 2024: €476 million.
- 2025: €667 million.
- 2026: €518 million.
- 2027: €800 million (including €600 million hybrid bond with first call date in 2027).
- Thereafter: About €3.14 billion.

## Bertelsmann SE & Co. KGaA--Financial Summary

Period ending	Dec-31-2017	Dec-31-2018	Dec-31-2019	Dec-31-2020	Dec-31-2021	Dec-31-2022
Reporting period	2017a	2018a	2019a	2020a	2021a	2022a
Display currency (mil.)	EUR	EUR	EUR	EUR	EUR	EUR
Revenues	17,190	17,673	18,023	17,289	18,696	19,977
EBITDA	2,635	2,524	2,615	2,608	2,906	2,752
Funds from operations (FFO)	1,971	1,738	1,951	2,116	1,870	2,089
Interest expense	198	201	172	200	175	246
Cash interest paid	230	252	240	278	229	324
Operating cash flow (OCF)	1,622	1,446	1,833	2,723	1,560	1,009

## Bertelsmann SE & Co. KGaA--Financial Summary

Capital expenditure	647	575	594	627	778	955
Free operating cash flow (FOCF)	975	871	1,239	2,096	782	53
Discretionary cash flow (DCF)	(625)	256	776	1,330	352	(647)
Cash and short-term investments	1,440	1,398	1,629	4,564	4,673	3,208
Gross available cash	1,440	1,398	1,629	4,564	4,673	3,208
Debt	6,202	6,652	6,080	4,744	3,238	4,802
Common equity	9,744	10,463	11,070	11,350	14,199	14,775
Adjusted ratios						
EBITDA margin (%)	15.3	14.3	14.5	15.1	15.5	13.8
Return on capital (%)	10.8	9.0	9.7	9.9	12.3	9.1
EBITDA interest coverage (x)	13.3	12.6	15.2	13.1	16.6	11.2
FFO cash interest coverage (x)	9.6	7.9	9.1	8.6	9.2	7.4
Debt/EBITDA (x)	2.4	2.6	2.3	1.8	1.1	1.7
FFO/debt (%)	31.8	26.1	32.1	44.6	57.8	43.5
OCF/debt (%)	26.2	21.7	30.2	57.4	48.2	21.0
FOCF/debt (%)	15.7	13.1	20.4	44.2	24.2	1.1
DCF/debt (%)	(10.1)	3.9	12.8	28.0	10.9	(13.5)

# Reconciliation Of Bertelsmann SE & Co. KGaA Reported Amounts With S&P Global Adjusted Amounts (Mil. EUR)

						S&PGR			
		_		Operating	Interest		Operating		Capital
	Equity	Revenue	EBITDA	income	expense	EBITDA	cash flow	Dividends	expenditure
Dec-31-2022									
5,890	12,538	20,245	2,652	1,553	230	2,752	1,382	513	1,036
-	-	-	-	-	-	(339)	-	-	-
-	-	-	-	-	-	(279)	-	-	-
-	-	-	-	-	-	(45)	-	-	-
1,538	-	-	-	-	-	-	-	-	-
327	-	-	-	-	17	-	-	-	
6/									
(2.200)									
(3,200)	-	-	-	-	-	-	-	-	-
	_	_	(25)	20	_	_	(25)		(35)
			(00)	20			(00)		(00)
	-		5	-	-	_			
			0						
-	-	-	78	-	-	-	-	-	
9			,0						
0									
(3)	(261)	(268)	(21)	(12)	(1)	0	(59)	-	(46)
	- - - - - - - - - - - - - -	Dec-31-2022 5,890 12,538   1,538 - 327 - (3,208) - (3,208) -       	Debt  Equity  Revenue    Dec-31-2022  5,890  12,538  20,245    5,890  12,538  20,245    -  -  -    -  -  -    -  -  -    -  -  -    -  -  -    1,538  -  -    327  -  -    (3,208)  -  -    -  -  -    -  -  -    -  -  -    -  -  -	Debt  Equity  Revenue  EBITDA    Dec-31-2022  5,890  12,538  20,245  2,652    -  -  -  -  -    -  -  -  -  -    -  -  -  -  -    -  -  -  -  -    -  -  -  -  -    1,538  -  -  -  -    327  -  -  -  -    (3,208)  -  -  -  -    -  -  -  -  5    -  -  -  -  5	Debt  Equity  Revenue  EBITDA  income    Dec-31-2022  5,890  12,538  20,245  2,652  1,553    -  -  -  -  -  -    -  -  -  -  -  -    -  -  -  -  -  -    -  -  -  -  -  -  -    -	Debt  Equity  Revenue  EBITDA  income  expense    Dec-31-2022  5,890  12,538  20,245  2,652  1,553  230	Shareholder Debt  Equity Equity  Revenue  EBITDA  Operating income  Interest expense  adjusted EBITDA    Dec-31-2022	Shareholder Debt  Equity Equity  Revenue  EBITDA  Operating income  Interest expense  adjusted EBITDA  Operating cash flow    Dec-31-2022  1.553  230  2,752  1,382    5,890  12,538  20,245  2,652  1,553  230  2,752  1,382    -  -  -  -  -  339  -    -  -  -  -  -  339  -    1,538  -  -  -  -  465  -    1,538  -  -  -  -  -  -  -    327  -  -  -  -  -  -  -    (3,208)  -  -  -  5  -  -  -  -    -  -  -  5  -  -  -  -  -	Shareholder Equity  Revenue  EBITDA  Operating income  Interest expense  adjusted EBITDA  Operating cash flow  Dividends    Dec-31-2022  1,538  20,245  2,652  1,553  230  2,752  1,382  513    5,890  12,538  20,245  2,652  1,553  230  2,752  1,382  513

							S&PGR			
		hareholder			Operating	Interest	adjusted	Operating		Capital
	Debt	Equity	Revenue	EBITDA	income	expense	EBITDA	cash flow	Dividends	expenditure
Income (expense)	-	-	-	(6)	-	-	-	-	-	-
of unconsolid. cos.										
Nonoperating	-	-	-	-	30	-	-	-	-	-
income										
(expense)										
Reclassification	-	-	-	-	-	-	-	(279)	-	-
of interest and										
dividend cash flows										
Noncontrolling/	-	2,498	-	-	-	-	-	-	-	-
minority interest										
Debt: Contingent	47	-	-	-	-	-	-	-	-	-
considerations										
Debt: Put options	211	-	-	-	-	-	-	-	-	-
on minority stakes										
EBITDA - Gain/(loss)	-	-	-	(24)	(24)	-	-	-	-	-
on disposals										
of PP&E										
EBITDA:	-	-	-	232	232	-	-	-	-	-
Valuation										
gains/(losses)										
EBITDA:	-	-	-	(136)	(136)	-	-	-	-	-
Business										
divestments										
EBITDA: other	-	-	-	7	7	-	-	-	-	-
Total adjustments	(1,088)	2,237	(268)	100	126	16	(663)	(373)	-	(81)
S&P Global Ratings						Interest	Funds from	Operating		Capital
adjusted	Debt	Equity	Revenue	EBITDA	EBIT	expense	Operations	cash flow	Dividends	expenditure
	4,802	14,775	19,977	2,752	1,679	246	2,089	1,009	513	955

## Reconciliation Of Bertelsmann SE & Co. KGaA Reported Amounts With S&P Global Adjusted Amounts (Mil. EUR)

# Liquidity

We view Bertelsmann's liquidity as strong because we expect sources of liquidity will exceed uses by more than 2.0x over the 12 months started July 1, 2023. The company benefits from sufficient committed credit facilities, a large cash balance, and our expectation of continued positive FOCF generation. We also consider that Bertelsmann has a strong relationship with banks and high standing in the credit markets.

## Principal liquidity sources

- Our assumption of unrestricted cash on the balance sheet of €1.3 billion as of June 30, 2023;
- Fully undrawn €1.2 billion revolving credit facility due in 2026;
- Our forecast of cash funds from operations of €1.75 billion-€1.85 billion; and
- Disposal proceeds, related to the sale of Bertelsmann's stake in Majorel, of about €1 billion over the next 12 months, of which about €700 million was received at closing on Nov. 8, 2023.

## Principal liquidity uses

- No large debt maturities;
- Seasonal and structural working capital outflow of up to €450 million;
- Capital expenditure of approximately €900 million.€950 million;
- Dividends of €400 million-€450 million; and
- Our assumption of up to €450 million outflow for acquisitions and earn-outs, although no acquisitions have been contracted after first-half 2023.

# Environmental, Social, And Governance

Environmental, social and governance factors have an overall neutral influence on our credit rating analysis of Bertelsmann. We factor in management's good track record of strategic planning and execution, including effective monitoring and managing of social risks that media companies are facing.

# Issue Ratings--Subordination Risk Analysis

## **Capital structure**

Almost all debt is unsecured and is issued at the Bertelsmann SE & Co. KGaA level. All senior notes rank pari passu and are senior to the €413 million debt-like profit participation notes and the company's €600 million hybrid bond, which is also issued at the parent level.

## **Analytical conclusions**

There is no structural or contractual subordination, and we therefore rate the senior unsecured debt at 'BBB', the same level as our issuer credit rating on Bertelsmann. The hybrid capital is rated 'BB+', two notches below our issuer credit rating, due to:

- Its subordination in the capital structure; and
- The payment flexibility, reflecting that the deferral of interest on the notes is optional.

## **Rating Component Scores**

Foreign currency issuer credit rating	BBB/Stable/A-2
Local currency issuer credit rating	BBB/Stable/A-2
Business risk	Satisfactory
Country risk	Very Low
Industry risk	Intermediate
Competitive position	Satisfactory
Financial risk	Modest
Cash flow/leverage	Modest
Anchor	bbb+
Diversification/portfolio effect	Neutral (no impact)
Capital structure	Neutral (no impact)
Financial policy	Negative (-1 notch)
Liquidity	Strong (no impact)
Management and governance	Satisfactory (no impact)
Comparable rating analysis	Neutral (no impact)
Stand-alone credit profile	bbb

# Related Criteria

- General Criteria: Hybrid Capital: Methodology And Assumptions, March 2, 2022
- General Criteria: Environmental, Social, And Governance Principles In Credit Ratings, Oct. 10, 2021
- General Criteria: Group Rating Methodology, July 1, 2019
- Criteria | Corporates | General: Corporate Methodology: Ratios And Adjustments, April 1, 2019
- General Criteria: Methodology For Linking Long-Term And Short-Term Ratings, April 7, 2017
- Criteria | Corporates | General: Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers, Dec. 16, 2014
- Criteria | Corporates | General: Corporate Methodology, Nov. 19, 2013
- General Criteria: Methodology: Industry Risk, Nov. 19, 2013
- General Criteria: Country Risk Assessment Methodology And Assumptions, Nov. 19, 2013
- General Criteria: Methodology: Management And Governance Credit Factors For Corporate Entities, Nov. 13, 2012
- General Criteria: Principles Of Credit Ratings, Feb. 16, 2011

# **Related Research**

• Bertelsmann SE & Co. KGaA, Oct. 4, 2022

• Bertelsmann Ratings Affirmed At 'BBB/A-2' On Expectation Of Strong Earnings And Continued Investments; Outlook Stable, April 26, 2022

## Ratings Detail (as of November 28, 2023)\*

Bertelsmann SE & Co. KGaA	
Issuer Credit Rating	BBB/Stable/A-2
Junior Subordinated	BB+
Senior Unsecured	BBB
Issuer Credit Ratings History	
issuel oreut natings history	
14-Oct-2020	BBB/Stable/A-2
	BBB/Stable/A-2 BBB+/Negative/A-2

\*Unless otherwise noted, all ratings in this report are global scale ratings. S&P Global Ratings credit ratings on the global scale are comparable across countries. S&P Global Ratings credit ratings on a national scale are relative to obligors or obligations within that specific country. Issue and debt ratings could include debt guaranteed by another entity, and rated debt that an entity guarantees.

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