

## Aviso de Derechos para emisoras del

FECHA: 24/04/2025



### BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

<b>FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO</b>	238539
<b>FOLIO DE REFERENCIA INDEVAL</b>	806072C007
<b>TIPO DE MENSAJE</b>	Replace
<b>COMPLETO / INCOMPLETO</b>	COMPLETE
<b>CONFIRMADO / NO CONFIRMADO</b>	CONFIRMED

<b>CLAVE DE COTIZACIÓN</b>	PARA
<b>RAZÓN SOCIAL</b>	PARAMOUNT GLOBAL
<b>SERIE</b>	*
<b>ISIN</b>	US92556H2067
<b>MERCADO PRINCIPAL</b>	NASDAQ

<b>TIPO DE EVENTO</b>	MERGER
-----------------------	--------

<b>MANDATORIO / OPCIONAL / VOLUNTARIO</b>	MandatoryWithOptions
---	----------------------

<b>OPCIÓN</b>	1
<b>TIPO</b>	Cash
<b>DEFAULT</b>	true
<b>DISPONIBILIDAD DE LA OPCIÓN</b>	Cancelled

<b>NOTA</b>	
Holders can elect Cash at USD 15.00 Per Share	

<b>OPCIÓN</b>	2
<b>TIPO</b>	CashAndSecurity

Aviso de Derechos para emisoras del

FECHA: 24/04/2025



<b>DEFAULT</b>	false
----------------	-------

<b>TRANSACCIÓN</b>	Cash Movement
<b>CREDIT / DEBIT</b>	Credit

<b>TRANSACCIÓN</b>	Securities Movement
<b>CREDIT / DEBIT</b>	Debit

<b>VALORES A RECIBIR</b>	
	US92556H2067

<b>TRANSACCIÓN</b>	Securities Movement
<b>CREDIT / DEBIT</b>	Credit

<b>RATIO</b>	NewToOld
	1 / 1
<b>VALORES A RECIBIR</b>	NewIssue
	UKWN

Aviso de Derechos para emisoras del

FECHA: 24/04/2025



<b>NOTA</b>
Holders may elect to receive the Cash Election Consideration of USD 15.00 per share. Subject to Proration

<b>OPCIÓN</b>	3
<b>TIPO</b>	Security
<b>DEFAULT</b>	false

<b>TRANSACCIÓN</b>	Securities Movement
<b>CREDIT / DEBIT</b>	Debit

<b>VALORES A RECIBIR</b>	
	US92556H2067

<b>TRANSACCIÓN</b>	Securities Movement
<b>CREDIT / DEBIT</b>	Credit

<b>RATIO</b>	NewToOld
	1 / 1

Aviso de Derechos para emisoras del

FECHA: 24/04/2025



VALORES A RECIBIR	NewIssue
	UKWN

NOTA
Holders may elect to receive 1 New Paramount -B- Share for each 1 Paramount B share.

OPCIÓN	4
TIPO	Security
DEFAULT	true

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US92556H2067

## Aviso de Derechos para emisoras del



FECHA: 24/04/2025

<b>TRANSACCIÓN</b>	Securities Movement
<b>CREDIT / DEBIT</b>	Credit

<b>RATIO</b>	NewToOld
	1 / 1
<b>VALORES A RECIBIR</b>	NewIssue
	UKWN

### NOTA

Holders who make no Election will be allocated 1 New Paramount -B- Share for each 1 Paramount B share. (default)

### NOTAS DEL EVENTO CORPORATIVO

#### NOTA

(24/04/2025)

LOS ANGELES and NEW YORK, July 07, 2024 (GLOBE NEWSWIRE) -- Skydance Media and Paramount Global (NASDAQ: PARA, PARAA) today announced that they have entered into a definitive agreement to form New Paramount a next-generation media and technology leader, through a two-step transaction including the acquisition of National Amusements Inc (NAI), which holds the controlling share stake in Paramount, and subsequently a merger of Skydance and Paramount Global.

The transaction combines the Skydance Investor Group's (Skydance IG) financial resources, deep operating experience, and expertise in cutting-edge technology with Paramount's iconic IP, deep film and television library, proven hit-making capabilities, and linear and streaming platforms that reach millions of viewers. New Paramount will be a premier, creative-first destination for storytellers, dedicated to top-quality content and will be positioned to improve profitability, foster stability and independence for creators, and enable more investment in growth areas. The transaction will stabilize and strengthen Paramount as a world-class media enterprise, with a focus on technological advancements, across multiple entertainment platforms including animation, gaming, film, sports, news and television.

The proposed merger creates immediate value, upside opportunity and stability for all of Paramount's stockholders and employees during a period of industry transition. Under the terms of the agreement, which has been approved by the Paramount Board of Directors, acting on the unanimous recommendation of the Special Committee, and by National Amusements Inc (NAI), majority owner of Paramount's Class A stock, Skydance will merge with Paramount in a transaction valuing New Paramount at an enterprise value of approximately USD28 billion. Existing Skydance investors will receive 317 million newly issued Class B shares in New Paramount valuing Skydance at USD4.75 billion based on USD15 per Paramount Class B share.

Skydance IG, led by the Ellison Family and RedBird Capital Partners, will invest up to USD6 billion to:

Offer Class A stockholders other than NAI an election to receive in the merger USD23 cash per share or 1.5333 shares of Class B stock of New Paramount;

Offer Class B stockholders other than NAI an election to receive in the merger USD15 cash per share or one share of Class B stock of New Paramount, subject to proration if Class B elections exceed USD4.3 billion in the aggregate (approximately 48% of the non-NAI float as of the date of this release);

Use the additional capital to paydown debt and re-capitalize the balance sheet of New Paramount to support strategic initiatives.

The merger consideration represents a 48% premium to the price of the Class B stock as of July 1, 2024, and a 28% premium to the Class A stock on the same date. Also, by continuing to own shares of the new combined company, Paramount Class B stockholders will have the opportunity to participate in the new company's long-term value creation potential.

NAI and its owners have entered into a definitive agreement to sell NAI to Skydance IG for USD2.4 billion on a cash-free, debt-free basis. Following completion of the transaction, only Skydance IG will hold Class A shares.

## Aviso de Derechos para emisoras del



FECHA: 24/04/2025

Following the close of the transaction and the growth equity investment and assuming full participation in the cash election by Class B stockholders, Class B stockholders will own approximately 30% of the outstanding equity of New Paramount and Skydance IG will own approximately 70% of the outstanding equity of New Paramount.

NAI, which holds approximately 77% of the Paramount Class A shares, has delivered a written consent approving the transaction. No further stockholder approval is required. The consummation of the transaction is not subject to any financing condition. Completion of this transaction is subject to regulatory approvals and other customary closing conditions. The transaction is anticipated to close in the first half of 2025.

The definitive Transaction Agreement includes a 45-day go-shop period during which the Special Committee of Paramount's Board of Directors, with the assistance of its financial advisors, will be permitted to actively solicit and evaluate alternative acquisition proposals. There can be no assurance that this process will result in a superior proposal, and Paramount does not intend to disclose developments with respect to the go-shop process unless and until it determines such disclosure is appropriate or is otherwise required.

USOCC Date. March 05, 2025 Subject. Paramount Global Class B (Election Merger) . Anticipated Adjustment Option Symbol. PARA Date. (Election Deadline. ) On July 7, 2024, National Amusements, Inc. and its subsidiaries (collectively Specified NAI Entities), which beneficially owned approximately 77.4% of the aggregate voting power of the outstanding Paramount Global Class A common shares, delivered to Paramount Global (PARA) a written consent adopting and approving the two-step transaction agreement between Paramount Global and Skydance Media, LLC to form New Paramount . After the consummation of the transactions, New Paramount will be renamed Paramount Skydance Corporation. Paramount Skydance Corporation Class B Common Shares are anticipated to be listed on NASDAQ under the ticker symbol PARA . The Merger. Aggregate Terms The maximum amount of cash consideration that holders of Paramount Class B common stock will be entitled to receive pursuant to the transaction approximately USD4.3 billion in the aggregate, and a maximum of 285,889,212 shares of Paramount Class B common stock will be entitled to receive the Class B Cash Consideration. The elections to receive Class B Cash Consideration will be prorated as necessary to ensure that these limits are not exceeded. The Merger. Individual Share Elections Within the terms of the Merger, individual PARA Shareholders may . . Elect to receive 1.00 (New) Paramount Skydance Corporation (PARA) Class B Common Share ( Class B Stock Consideration ) . OR, . Elect to receive USD15.00 in cash ( Class B Cash Consideration ) . Class B Cash Election is subject to proration. OR, . Register no preference by not making an election ( Class B Non-Election Shares ) . Under the terms of the election, shares which are not subject to an effective election will be treated as non-electing shares and converted into the right to receive the Class B Stock Consideration. Elections must be submitted to the exchange agent. The election deadline will be at 5.00 p.m. local time (in the city in which the principal office of the Exchange Agent is located) on the date that is five (5) Business Days prior to the Parties' good faith estimate of the Closing Date or such other date as may be mutually agreed to by the Parties. PARA Shareholders must observe all terms and conditions for the election as specified in the Information Statement dated February 13, 2025. It should be noted that it is unknown if PARA shares may be delivered pursuant to an election under Notices of Guaranteed Delivery . In all cases, Call option holders exercising in order to obtain stock for an election must exercise in sufficient time to be able to make valid delivery pursuant to the election procedures. The Merger Consideration. Prorations Class B Cash Election will be subject to proration. Contract Adjustment Date. Effective the opening of the business day after the merger is consummated. Contract adjustment is expected to occur in the first half of 2025. Option Symbol. PARA remains PARA (with adjusted delivery described below) Strike Divisor. 1 Contract Multiplier. 1 New Multiplier. 100 (e.g., a premium or strike price extensions, 1.00 yields USD100) New Deliverable Per Contract. The deliverable for adjusted PARA options will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO CLASS B NON ELECTION PARA SHAREHOLDERS (stated in terms of a current 100. Share deliverable). 100 Paramount Skydance Corporation (PARA) Class B Common Shares CUSIP. (New) PARA. TBD Pricing Until the cash in lieu amount is determined, the underlying price for PARA will be determined as follows. PARA PARA

US SEC CA 0060 AMENDMENT NO. 3 TO FORM S-4 NEW PLUTO GLOBAL, INC. On behalf of the Board of Directors (the Paramount Board ) of Paramount Global, a Delaware corporation ( Paramount ), we are pleased to enclose the information statement prospectus relating to the proposed transaction among Paramount, Skydance Media, LLC, a California limited liability company (Skydance ), and certain affiliates of investors of Skydance. On July 7, 2024, Paramount entered into a transaction agreement (as may be amended from time to time, the Transaction Agreement ) with Skydance, New Pluto Global, Inc., a Delaware corporation and a wholly owned, direct subsidiary of Paramount ( New Paramount ), Pluto Merger Sub, Inc., a Delaware corporation and a wholly owned, direct subsidiary of New Paramount ( Paramount Merger Sub ), Pluto Merger Sub II, Inc., a Delaware corporation and a wholly owned, direct subsidiary of New Paramount ( Paramount Merger Sub II ), Sparrow Merger Sub, LLC, a California limited liability company and a wholly owned, direct subsidiary of New Paramount ( Skydance Merger Sub and, together with Paramount Merger Sub and Paramount Merger Sub II, the Merger Subs ) and the Upstream Blocker Holders (as defined in the Transaction Agreement) signatory thereto (solely with respect to certain sections of the Transaction Agreement as specified therein). In connection with the Transaction Agreement, Paramount formed New Paramount and, as direct subsidiaries of New Paramount, the Merger Subs. Subject to the terms and conditions of the Transaction Agreement, (a) on the day immediately prior to the Closing Date (as defined herein), Paramount Merger Sub will merge with and into Paramount (the Pre-Closing Paramount Merger ), with Paramount surviving the merger, (b) on the Closing Date, Paramount Merger Sub II will merge with and into New Paramount (the New Paramount Merger ), with New Paramount surviving the merger, (c) on the Closing Date, following the New Paramount Merger, the Upstream Blocker Holders will transfer all of the issued and outstanding equity interests in certain blocker entities to New Paramount in exchange for an allocation of the Skydance Merger Consideration (as defined herein) (the Blocker Contribution and Exchange ) and (d) on the Closing Date, following the Blocker Contribution and Exchange, Skydance Merger Sub will merge with and into Skydance (the Skydance Merger and, together with the Pre-Closing Paramount Merger and the New Paramount Merger, the Mergers ), with Skydance surviving the merger ( Surviving Skydance Entity ) . We refer to the transactions contemplated by the Transaction Agreement (other than the NAI Transaction (as defined herein) but including the PIPE Transaction (as defined herein)) as the Transactions. As a result of the Transactions, Paramount and Skydance will become wholly owned subsidiaries of New Paramount, which will be renamed Paramount Skydance Corporation immediately following the completion of the Mergers. In connection with the New Paramount Merger, Paramount stockholders (other

## Aviso de Derechos para emisoras del



FECHA: 24/04/2025

than the Specified Stockholders (as defined herein), with respect to shares of Paramount Class B common stock, and the Specified NAI Stockholders (as defined herein), with respect to shares of Paramount Class A common stock) are entitled to make an election as to the form of consideration received for their shares of Paramount common stock held immediately prior to the Pre-Closing Paramount Merger. Paramount stockholders (other than the Specified Stockholders, with respect to shares of Paramount Class B common stock, and the Specified NAI Stockholders, with respect to shares of Paramount Class A common stock) may elect to receive, in accordance with the election procedures and subject to the proration mechanism set forth in the Transaction Agreement and described herein, (a) with respect to each share of Paramount Class A common stock held by such stockholder (i) an amount of cash, without interest, equal to USD23.00 (the Class A Cash Consideration) or (ii) 1.5333 shares of New Paramount Class B common stock (the Class A Stock Consideration) and (b) with respect to each share of Paramount Class B common stock held by such stockholder (i) an amount of cash, without interest, equal to USD15.00 (the Class B Cash Consideration) or (ii) one share of New

(06/03/2025)

USOCC Date. March 05, 2025 Subject. Paramount Global Class B (Election Merger) . Anticipated Adjustment Option Symbol. PARA Date. (Election Deadline. ) On July 7, 2024, National Amusements, Inc. and its subsidiaries (collectively Specified NAI Entities), which beneficially owned approximately 77.4PCT of the aggregate voting power of the outstanding Paramount Global Class A common shares, delivered to Paramount Global (PARA) a written consent adopting and approving the two-step transaction agreement between Paramount Global and Skydance Media, LLC to form New Paramount . After the consummation of the transactions, New Paramount will be renamed Paramount Skydance Corporation. Paramount Skydance Corporation Class B Common Shares are anticipated to be listed on NASDAQ under the ticker symbol PARA . The Merger. Aggregate Terms The maximum amount of cash consideration that holders of Paramount Class B common stock will be entitled to receive pursuant to the transaction approximately USD4.3 billion in the aggregate, and a maximum of 285,889,212 shares of Paramount Class B common stock will be entitled to receive the Class B Cash Consideration. The elections to receive Class B Cash Consideration will be prorated as necessary to ensure that these limits are not exceeded. The Merger. Individual Share Elections Within the terms of the Merger, individual PARA Shareholders may. . Elect to receive 1.00 (New) Paramount Skydance Corporation (PARA) Class B Common Share ( Class B Stock Consideration ). OR, . Elect to receive USD15.00 in cash ( Class B Cash Consideration ). Class B Cash Election is subject to proration. OR, . Register no preference by not making an election ( Class B Non-Election Shares ). Under the terms of the election, shares which are not subject to an effective election will be treated as non-electing shares and converted into the right to receive the Class B Stock Consideration. Elections must be submitted to the exchange agent. The election deadline will be at 5.00 p.m. local time (in the city in which the principal office of the Exchange Agent is located) on the date that is five (5) Business Days prior to the Parties good faith estimate of the Closing Date or such other date as may be mutually agreed to by the Parties. PARA Shareholders must observe all terms and conditions for the election as specified in the Information Statement dated February 13, 2025. It should be noted that it is unknown if PARA shares may be delivered pursuant to an election under Notices of Guaranteed Delivery . In all cases, Call option holders exercising in order to obtain stock for an election must exercise in sufficient time to be able to make valid delivery pursuant to the election procedures. The Merger Consideration. Prorations Class B Cash Election will be subject to proration. Contract Adjustment Date. Effective the opening of the business day after the merger is consummated. Contract adjustment is expected to occur in the first half of 2025. Option Symbol. PARA remains PARA (with adjusted delivery described below) Strike Divisor. 1 Contract Multiplier. 1 New Multiplier. 100 (e.g., a premium or strike price extensions, 1.00 yields USD100) New Deliverable Per Contract. The deliverable for adjusted PARA options will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO CLASS B NON ELECTION PARA SHAREHOLDERS (stated in terms of a current 100. Share deliverable). 100 Paramount Skydance Corporation (PARA) Class B Common Shares CUSIP. (New) PARA. TBD Pricing Until the cash in lieu amount is determined, the underlying price for PARA will be determined as follows. PARA PARA

(07/02/2025)

LOS ANGELES and NEW YORK, July 07, 2024 (GLOBE NEWSWIRE) -- Skydance Media and Paramount Global (NASDAQ: PARA, PARAA) today announced that they have entered into a definitive agreement to form New Paramount a next-generation media and technology leader, through a two-step transaction including the acquisition of National Amusements Inc (NAI), which holds the controlling share stake in Paramount, and subsequently a merger of Skydance and Paramount Global.

The transaction combines the Skydance Investor Group's (Skydance IG) financial resources, deep operating experience, and expertise in cutting-edge technology with Paramount's iconic IP, deep film and television library, proven hit-making capabilities, and linear and streaming platforms that reach millions of viewers. New Paramount will be a premier, creative-first destination for storytellers, dedicated to top-quality content and will be positioned to improve profitability, foster stability and independence for creators, and enable more investment in growth areas. The transaction will stabilize and strengthen Paramount as a world-class media enterprise, with a focus on technological advancements, across multiple entertainment platforms including animation, gaming, film, sports, news and television.

The proposed merger creates immediate value, upside opportunity and stability for all of Paramount's stockholders and employees during a period of industry transition. Under the terms of the agreement, which has been approved by the Paramount Board of Directors, acting on the unanimous recommendation of the Special Committee, and by National Amusements Inc (NAI), majority owner of Paramount's Class A stock, Skydance will merge with Paramount in a transaction valuing New Paramount at an enterprise value of approximately USD28 billion. Existing Skydance investors will receive 317 million newly issued Class B shares in New Paramount valuing Skydance at USD4.75 billion based on USD15 per Paramount Class B share.



## Aviso de Derechos para emisoras del



FECHA: 24/04/2025

Skydance IG, led by the Ellison Family and RedBird Capital Partners, will invest up to USD6 billion to:

Offer Class A stockholders other than NAI an election to receive in the merger USD23 cash per share or 1.5333 shares of Class B stock of New Paramount;

Offer Class B stockholders other than NAI an election to receive in the merger USD15 cash per share or one share of Class B stock of New Paramount, subject to proration if Class B elections exceed USD4.3 billion in the aggregate (approximately 48% of the non-NAI float as of the date of this release);

Use the additional capital to paydown debt and re-capitalize the balance sheet of New Paramount to support strategic initiatives.

The merger consideration represents a 48% premium to the price of the Class B stock as of July 1, 2024, and a 28% premium to the Class A stock on the same date. Also, by continuing to own shares of the new combined company, Paramount Class B stockholders will have the opportunity to participate in the new company's long-term value creation potential.

NAI and its owners have entered into a definitive agreement to sell NAI to Skydance IG for USD2.4 billion on a cash-free, debt-free basis. Following completion of the transaction, only Skydance IG will hold Class A shares.

Following the close of the transaction and the growth equity investment and assuming full participation in the cash election by Class B stockholders, Class B stockholders will own approximately 30% of the outstanding equity of New Paramount and Skydance IG will own approximately 70% of the outstanding equity of New Paramount.

NAI, which holds approximately 77% of the Paramount Class A shares, has delivered a written consent approving the transaction. No further stockholder approval is required. The consummation of the transaction is not subject to any financing condition. Completion of this transaction is subject to regulatory approvals and other customary closing conditions. The transaction is anticipated to close in the first half of 2025.

The definitive Transaction Agreement includes a 45-day go-shop period during which the Special Committee of Paramount's Board of Directors, with the assistance of its financial advisors, will be permitted to actively solicit and evaluate alternative acquisition proposals. There can be no assurance that this process will result in a superior proposal, and Paramount does not intend to disclose developments with respect to the go-shop process unless and until it determines such disclosure is appropriate or is otherwise required.

US SEC CA 0060 AMENDMENT NO. 3 TO FORM S.4 NEW PLUTO GLOBAL, INC. On behalf of the Board of Directors (the Paramount Board) of Paramount Global, a Delaware corporation (Paramount), we are pleased to enclose the information statement prospectus relating to the proposed transaction among Paramount, Skydance Media, LLC, a California limited liability company (Skydance), and certain affiliates of investors of Skydance. On July 7, 2024, Paramount entered into a transaction agreement (as may be amended from time to time, the Transaction Agreement) with Skydance, New Pluto Global, Inc., a Delaware corporation and a wholly owned, direct subsidiary of Paramount (New Paramount), Pluto Merger Sub, Inc., a Delaware corporation and a wholly owned, direct subsidiary of New Paramount (Paramount Merger Sub), Pluto Merger Sub II, Inc., a Delaware corporation and a wholly owned, direct subsidiary of New Paramount (Paramount Merger Sub II), Sparrow Merger Sub, LLC, a California limited liability company and a wholly owned, direct subsidiary of New Paramount (Skydance Merger Sub and, together with Paramount Merger Sub and Paramount Merger Sub II, the Merger Subs) and the Upstream Blocker Holders (as defined in the Transaction Agreement) signatory thereto (solely with respect to certain sections of the Transaction Agreement as specified therein). In connection with the Transaction Agreement, Paramount formed New Paramount and, as direct subsidiaries of New Paramount, the Merger Subs. Subject to the terms and conditions of the Transaction Agreement, (a) on the day immediately prior to the Closing Date (as defined herein), Paramount Merger Sub will merge with and into Paramount (the Pre-Closing Paramount Merger), with Paramount surviving the merger, (b) on the Closing Date, Paramount Merger Sub II will merge with and into New Paramount (the New Paramount Merger), with New Paramount surviving the merger, (c) on the Closing Date, following the New Paramount Merger, the Upstream Blocker Holders will transfer all of the issued and outstanding equity interests in certain blocker entities to New Paramount in exchange for an allocation of the Skydance Merger Consideration (as defined herein) (the Blocker Contribution and Exchange) and (d) on the Closing Date, following the Blocker Contribution and Exchange, Skydance Merger Sub will merge with and into Skydance (the Skydance Merger and, together with the Pre-Closing Paramount Merger and the New Paramount Merger, the Mergers), with Skydance surviving the merger (Surviving Skydance Entity). We refer to the transactions contemplated by the Transaction Agreement (other than the NAI Transaction (as defined herein) but including the PIPE Transaction (as defined herein)) as the Transactions. As a result of the Transactions, Paramount and Skydance will become wholly owned subsidiaries of New Paramount, which will be renamed Paramount Skydance Corporation immediately following the completion of the Mergers. In connection with the New Paramount Merger, Paramount stockholders (other than the Specified Stockholders (as defined herein), with respect to shares of Paramount Class B common stock, and the Specified NAI Stockholders (as defined herein), with respect to shares of Paramount Class A common stock) are entitled to make an election as to the form of consideration received for their shares of Paramount common stock held immediately prior to the Pre-Closing Paramount Merger. Paramount stockholders (other than the Specified Stockholders, with respect to shares of Paramount Class B common stock, and the Specified NAI Stockholders, with respect to shares of Paramount Class A common stock) may elect to receive, in accordance with the election procedures and subject to the proration mechanism set forth in the Transaction Agreement and described herein, (a) with respect to each share of Paramount Class A common stock held by such stockholder (i) an amount of cash, without interest, equal to USD23.00 (the Class A Cash Consideration) or (ii) 1.5333 shares of New Paramount Class B common stock (the Class A Stock Consideration) and (b) with respect to each share of Paramount Class B common stock held by such stockholder (i) an amount of cash, without interest, equal to USD15.00 (the Class B Cash Consideration) or (ii) one share of New Paramount Class B common stock (the Class B Stock Consideration). The maximum amount of cash consideration that holders of Paramount Class B common stock will be entitled to receive pursuant to the New Paramount Merger is approximately



## Aviso de Derechos para emisoras del



FECHA: 24/04/2025

USD4.3 billion in the aggregate, and a maximum of 285,889,212 shares of Paramount Class B common stock will be entitled to receive the Class B Cash Consideration. The elections to receive Class B Cash Consideration will be prorated as necessary to ensure that these limits are not exceeded.

US SEC CA 0099 Exhibit 99.1 SKYDANCE MEDIA AND PARAMOUNT GLOBAL SIGN DEFINITIVE AGREEMENT TO ADVANCE PARAMOUNT AS A WORLD-CLASS MEDIA AND TECHNOLOGY ENTERPRISE. ELLISON FAMILY AND REDBIRD CAPITAL PARTNERS TO INVEST OVER USD8 BILLION IN NEW PARAMOUNT AND TO ACQUIRE NATIONAL AMUSEMENTS, INC. PARAMOUNT CLASS A STOCKHOLDERS TO RECEIVE USD23 PER SHARE IN CASH STOCK ELECTION, CLASS B STOCKHOLDERS TO RECEIVE USD15 PER SHARE IN CASH STOCK ELECTION CASH CONSIDERATION AVAILABLE TO PUBLIC SHAREHOLDERS TOTALS USD4.5 BILLION. Next-generation leadership team to take helm, led by David Ellison as Chairman and Chief Executive Officer, and Jeff Shell as President. Skydance plans to enhance and reinvigorate marquee Paramount and CBS brands. New Paramount will be a creative-driven destination for storytellers dedicated to delivering top-quality content. Paramount's premier content platform to be enhanced and powered by best-in-class technology and modernized infrastructure offering scalability and ingenuity focused on delivering content through wholly-owned DTC platforms of Paramount+ and Pluto while enhancing CBS and Paramount's linear networks. Ellison team plans to reposition Paramount to improve profitability, foster stability and independence for creators, and enable more investment in faster growing digital platforms. Skydance will merge with Paramount in an all-stock transaction, valuing Skydance at USD4.75 billion. Skydance equity holders will receive 317 million Class B Shares valued at USD15 per share. Skydance Investor Group, comprised of the Ellison Family and RedBird Capital Partners, to invest USD2.4 billion to acquire National Amusements for cash and USD4.5 billion for the stock cash merger consideration to be paid for publicly traded Class A shares and Class B shares, as well as USD1.5 billion of primary capital to be added to Paramount's balance sheet. Post transaction close, Skydance Investor Group will own 100% of New Paramount Class A Shares and 69% of outstanding Class B shares, or approximately 70% of the pro forma shares outstanding. The per share cash election amount to be offered to Paramount stockholders represents a 48% premium to the price of the Class B stock as of July 1, 2024, and a 28% premium to the Class A stock on the same date. By continuing to own shares of the newly combined company, Paramount Class B stockholders will have the opportunity to participate in New Paramount's long-term value creation potential. Skydance and Paramount to host investor call at 8.30 a.m. Eastern on July 8, 2024 LOS ANGELES, CA AND NEW YORK, NY. July 7, 2024 Skydance Media ( Skydance ) and Paramount Global (NASDAQ: PARA, PARAA) ( Paramount ) today announced that they have entered into a definitive agreement to form New Paramount a next-generation media and technology leader, through a two-step transaction including the acquisition of National Amusements, Inc. ( NAI ), which holds the controlling share stake in Paramount, and subsequently a merger of Skydance and Paramount Global. The transaction combines the Skydance Investor Group's ( Skydance I

(16/07/2024)

LOS ANGELES AND NEW YORK, July 07, 2024 (GLOBE NEWSWIRE) -- Skydance Media and Paramount Global (NASDAQ: PARA, PARAA) today announced that they have entered into a definitive agreement to form New Paramount a next-generation media and technology leader, through a two-step transaction including the acquisition of National Amusements Inc (NAI), which holds the controlling share stake in Paramount, and subsequently a merger of Skydance and Paramount Global. The transaction combines the Skydance Investor Group's (Skydance IG) financial resources, deep operating experience, and expertise in cutting-edge technology with Paramount's iconic IP, deep film and television library, proven hit-making capabilities, and linear and streaming platforms that reach millions of viewers. New Paramount will be a premier, creative-first destination for storytellers, dedicated to top-quality content and will be positioned to improve profitability, foster stability and independence for creators, and enable more investment in growth areas. The transaction will stabilize and strengthen Paramount as a world-class media enterprise, with a focus on technological advancements, across multiple entertainment platforms including animation, gaming, film, sports, news and television. The proposed merger creates immediate value, upside opportunity and stability for all of Paramount's stockholders and employees during a period of industry transition. Under the terms of the agreement, which has been approved by the Paramount Board of Directors, acting on the unanimous recommendation of the Special Committee, and by National Amusements Inc (NAI), majority owner of Paramount's Class A stock, Skydance will merge with Paramount in a transaction valuing New Paramount at an enterprise value of approximately USD28 billion. Existing Skydance investors will receive 317 million newly issued Class B shares in New Paramount valuing Skydance at USD4.75 billion based on USD15 per Paramount Class B share. Skydance IG, led by the Ellison Family and RedBird Capital Partners, will invest up to USD6 billion to: Offer Class A stockholders other than NAI an election to receive in the merger USD23 cash per share or 1.5333 shares of Class B stock of New Paramount; Offer Class B stockholders other than NAI an election to receive in the merger USD15 cash per share or one share of Class B stock of New Paramount, subject to proration if Class B elections exceed USD4.3 billion in the aggregate (approximately 48% of the non-NAI float as of the date of this release); Use the additional capital to pay down debt and re-capitalize the balance sheet of New Paramount to support strategic initiatives. The merger consideration represents a 48% premium to the price of the Class B stock as of July 1, 2024, and a 28% premium to the Class A stock on the same date. Also, by continuing to own shares of the new combined company, Paramount Class B stockholders will have the opportunity to participate in the new company's long-term value creation potential. NAI and its owners have entered into a definitive agreement to sell NAI to Skydance IG for USD2.4 billion on a cash-free, debt-free basis. Following completion of the transaction, only Skydance IG will hold Class A shares. Following the close of the transaction and the growth equity investment and assuming full participation in the cash election by Class B stockholders, Class B stockholders will own approximately 30% of the outstanding equity of New Paramount and Skydance IG will own approximately 70% of the outstanding equity of New Paramount. NAI, which holds approximately 77% of the Paramount Class A shares, has delivered a written consent approving the transaction. No further stockholder approval is required. The consummation of the transaction is not subject to any financing condition. Completion of this transaction is subject to regulatory approvals and other customary closing conditions. The transaction is anticipated to close in the first half of 2025. The definitive Transaction Agreement includes a 45-day go-shop period during which the Special Committee of

## Aviso de Derechos para emisoras del



FECHA: 24/04/2025

Paramount's Board of Directors, with the assistance of its financial advisors, will be permitted to actively solicit and evaluate alternative acquisition proposals. There can be no assurance that this process will result in a superior proposal, and Paramount does not intend to disclose developments with respect to the go-shop process unless and until it determines such disclosure is appropriate or is otherwise required.

US SEC CA 0099 Exhibit 99.1 SKYDANCE MEDIA AND PARAMOUNT GLOBAL SIGN DEFINITIVE AGREEMENT TO ADVANCE PARAMOUNT AS A WORLD-CLASS MEDIA AND TECHNOLOGY ENTERPRISE ELLISON FAMILY AND REDBIRD CAPITAL PARTNERS TO INVEST OVER USD8 BILLION IN NEW PARAMOUNT AND TO ACQUIRE NATIONAL AMUSEMENTS, INC. PARAMOUNT CLASS A STOCKHOLDERS TO RECEIVE USD23 PER SHARE IN CASH STOCK ELECTION, CLASS B STOCKHOLDERS TO RECEIVE USD15 PER SHARE IN CASH STOCK ELECTION CASH CONSIDERATION AVAILABLE TO PUBLIC SHAREHOLDERS TOTALS USD4.5 BILLION Next generation leadership team to take helm, led by David Ellison as Chairman and Chief Executive Officer, and Jeff Shell as President Skydance plans to enhance and reinvigorate marquee Paramount and CBS brands New Paramount will be a creative-driven destination for storytellers dedicated to delivering top-quality content Paramount's premier content platform to be enhanced and powered by best-in-class technology and modernized infrastructure offering scalability and ingenuity focused on delivering content through wholly-owned DTC platforms of Paramount+ and Pluto while enhancing CBS and Paramount's linear networks Ellison team plans to reposition Paramount to improve profitability, foster stability and independence for creators, and enable more investment in faster growing digital platforms Skydance will merge with Paramount in an all-stock transaction, valuing Skydance at USD4.75 billion Skydance equity holders will receive 317 million Class B Shares valued at USD15 per share Skydance Investor Group, comprised of the Ellison Family and RedBird Capital Partners, to invest USD2.4 billion to acquire National Amusements for cash and USD4.5 billion for the stock cash merger consideration to be paid for publicly traded Class A shares and Class B shares, as well as USD1.5 billion of primary capital to be added to Paramount's balance sheet Post transaction close, Skydance Investor Group will own 100PCT of New Paramount Class A Shares and 69PCT of outstanding Class B shares, or approximately 70PCT of the pro forma shares outstanding The per share cash election amount to be offered to Paramount's stockholders represents a 48PCT premium to the price of the Class B stock as of July 1, 2024, and a 28PCT premium to the Class A stock on the same date. By continuing to own shares of the newly combined company, Paramount Class B stockholders will have the opportunity to participate in New Paramount's long-term value creation potential Skydance and Paramount to host investor call at 8.30 a.m. Eastern on July 8, 2024