



ViacomCBS Prices Offerings of Class B Common Stock and Mandatory Convertible Preferred Stock

March 24, 2021

NEW YORK--(BUSINESS WIRE)--Mar. 24, 2021-- ViacomCBS Inc. (NASDAQ: VIAC, VIACA) today announced the pricing of concurrent offerings (the "Offerings") of 20,000,000 shares of its Class B common stock, par value \$0.001 per share ("Class B common stock"), at a price to the public of \$85.00 per share and 10,000,000 shares of its 5.75% Series A Mandatory Convertible Preferred Stock, par value \$0.001 per share ("Mandatory Convertible Preferred Stock"), at a price to the public and liquidation preference of \$100.00 per share. ViacomCBS has granted the underwriters separate 30-day options to purchase up to an additional 3,000,000 shares of Class B common stock and up to an additional 1,500,000 shares of Mandatory Convertible Preferred Stock, which, in the case of the Mandatory Convertible Preferred Stock offering, is solely to cover over-allotments, if any. The Offerings are expected to close on March 26, 2021, subject to customary closing conditions. The closing of each Offering is not contingent upon the closing of the other Offering.

The net proceeds from the Class B common stock offering and the Mandatory Convertible Preferred Stock offering will be approximately \$1.67 billion and \$983.09 million, respectively (or approximately \$1.93 billion and \$1.13 billion, respectively, if the underwriters exercise their options in full), in each case after deducting underwriting discounts and commissions and estimated offering expenses.

ViacomCBS intends to use the combined net proceeds from the Offerings of \$2.65 billion (or \$3.06 billion if the underwriters for both Offerings exercise their options in full) for general corporate purposes, including investments in streaming.

Unless earlier converted, each share of Mandatory Convertible Preferred Stock will automatically and mandatorily convert on April 1, 2024 (subject to postponement for certain market disruptions or other events) into between 1.0013 and 1.1765 shares of ViacomCBS' Class B common stock, subject to customary anti-dilution adjustments. The number of shares of Class B common stock issuable upon conversion will be determined based on the average volume-weighted average price per share of Class B common stock over the 20 consecutive trading day period commencing on, and including, the 21st scheduled trading day immediately preceding April 21, 2024. ViacomCBS intends to apply to list the Mandatory Convertible Preferred Stock on The Nasdaq Global Select Market under the symbol "VIACP."

Dividends on the Mandatory Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by ViacomCBS' board of directors, or an authorized committee thereof, at an annual rate of 5.75% of the liquidation preference of \$100.00 per share. If declared, these dividends will be paid in cash, by delivery of shares of our Class B common stock or through any combination of cash and shares of our Class B common stock, as determined by ViacomCBS in its sole discretion, on January 1, April 1, July 1 and October 1 of each year, commencing on July 1, 2021, and ending on, and including, April 1, 2024.

Morgan Stanley, J.P. Morgan, Citigroup, Goldman Sachs & Co. LLC, Mizuho Securities and Siebert Williams Shank are acting as joint book-running managers for the Offerings. BNP PARIBAS, RBC Capital Markets, SMBC Nikko, TD Securities, SOCIETE GENERALE, MUFG, CastleOak Securities, L.P., Ramirez & Co., Inc., Academy Securities, R. Seelaus & Co., LLC, Wells Fargo Securities, BNY Mellon Capital Markets, LLC and Intesa Sanpaolo S.p.A. are acting as co-managers for the Offerings, and US Bancorp and ICBC Standard Bank are acting as co-managers for the Mandatory Convertible Preferred Stock offering.

The Offerings are being made pursuant to an effective shelf registration statement on file with the Securities and Exchange Commission (the "SEC"). Each Offering will be made only by means of a prospectus supplement and an accompanying prospectus. An electronic copy of each preliminary prospectus supplement, together with the accompanying prospectus, is available on the SEC's website at www.sec.gov. Copies of each preliminary prospectus supplement and accompanying prospectus relating to the Offerings may be obtained by contacting Morgan Stanley at 180 Varick Street, 2nd Floor, New York, New York 10014, Attention: Prospectus Department and J.P. Morgan at c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, Telephone: (866) 803-9204, Email: prospectus-req_fi@jpmchase.com.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT VIACOMCBS

ViacomCBS Inc. (NASDAQ: VIAC; VIACA) is a leading global media and entertainment company that creates premium content and experiences for audiences worldwide. Driven by iconic consumer brands, its portfolio includes CBS, SHOWTIME, Paramount Pictures, Nickelodeon, MTV, Comedy Central, BET, Paramount+ and Pluto TV, among others. The company delivers the largest share of the television audience in the United States and one of the industry's most extensive libraries of television and film titles. In addition to offering innovative streaming services and digital video products, ViacomCBS provides powerful capabilities in production, distribution and advertising solutions.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This communication contains both historical and forward-looking statements, including statements related to our future results and performance. All statements that are not statements of historical fact are, or may be deemed to be, forward-looking statements within the Private Securities Litigation Reform Act of 1995. Similarly, statements that describe our objectives, plans or goals are or may be forward-looking statements. These forward-looking statements reflect our current expectations concerning future results and events; generally can be identified by the use of statements that include phrases such as "believe," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will," "may," "could," "estimate" or other similar words or phrases; and involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause our actual results, performance or achievements to be different from any future results, performance or achievements expressed or implied by these statements. These risks, uncertainties and other factors include, among others: whether or not we will be able to complete the Offerings on the terms contemplated herein, if at all; changes in consumer behavior, as well as evolving technologies, distribution platforms and packaging, the impact on our advertising

revenues of changes in consumers' content viewership, deficiencies in audience measurement and advertising market conditions; our ability to maintain attractive brands and our reputation, and to offer popular programming and other content; increased costs for programming, films and other rights; competition for content, audiences, advertising and distribution; the potential for loss of carriage or other reduction in or the impact of negotiations for the distribution of our content; losses due to asset impairment charges for goodwill, intangible assets, FCC licenses and programming; the risks and costs associated with the integration of the CBS Corporation and Viacom Inc. businesses and investments in new businesses, products, services and technologies, including our streaming initiatives; evolving business continuity, cybersecurity, privacy and data protection and similar risks; content infringement; the impact of COVID-19 (and other widespread health emergencies or pandemics) and measures taken in response thereto; domestic and global political, economic and/or regulatory factors affecting our businesses generally; liabilities related to discontinued operations and former businesses; the loss of key talent and strikes and other union activity; potential conflicts of interest arising from our ownership structure with a controlling stockholder; and other factors described in our news releases and filings with the SEC, including but not limited to our most recent Annual Report on Form 10-K and reports on Form 10-Q and Form 8-K. There may be additional risks, uncertainties and factors that we do not currently view as material or that are not necessarily known. The forward-looking statements included in this communication are made only as of the date of this communication, and we do not undertake any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

VIAC-IR



View source version on [businesswire.com](https://www.businesswire.com/news/home/20210324005438/en/): <https://www.businesswire.com/news/home/20210324005438/en/>

Press:

Justin Dini

Executive Vice President, Corporate Communications
(212) 846-2724
justin.dini@viacomcbs.com

Peter Collins

Vice President, Corporate Communications
(917) 826-4182
peter.collins@viacomcbs.com

Justin Blaber

Senior Director, Corporate Communications
(646) 823-6616
justin.blaber@viacomcbs.com

Pranita Sookai

Director, Corporate Communications
(718) 316-2182
pranita.sookai@viacom.com

Investors:

Anthony DiClemente

Executive Vice President, Investor Relations
(917) 796-4647
anthony.diclemente@viacomcbs.com

Jaime Morris

Vice President, Investor Relations
(646) 824-5450
jaime.morris@viacomcbs.com

Robert Amparo

Manager, Investor Relations
(347) 223-1682
robert.amparo@viacom.com

Source: VIACOMCBS INC.