



Comcast Announces Intention to Create Leading Independent Media Business Through Spin-off of Select Cable Television Networks

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New company to provide world-class news, sports and entertainment with significant scale and resources

Media veterans Mark Lazarus and Anand Kini to lead the new company

Comcast will continue its strategic focus on driving its core growth businesses, including residential broadband, wireless, business services and NBCUniversal's streaming, studios and theme parks

Tax-free transaction expected to be completed in approximately one year

PHILADELPHIA--(BUSINESS WIRE)--Nov. 20, 2024-- Comcast Corporation (NASDAQ: CMCSA) today announced its intent to create a new publicly traded company comprised of a strong portfolio of NBCUniversal's cable television networks, including USA Network, CNBC, MSNBC, Oxygen, E!, SYFY and Golf Channel along with complementary digital assets including Fandango and Rotten Tomatoes, GolfNow and Sports Engine, through a tax-free spin-off. The well-capitalized independent company ("SpinCo") will have significant scale as a pure-play set of assets anchored by leading news, sports and entertainment content.

SpinCo will be an industry-leading news, sports and entertainment cable television business with a focused strategic direction. SpinCo's stable of marquee brands will provide a diverse and differentiated content offering that will reach approximately 70 million U.S. households.

"When you look at our assets, talented management team and balance sheet strength, we are able to set these businesses up for future growth," said Brian L. Roberts, Chairman and CEO of Comcast. "With significant financial resources from day one, SpinCo will be ideally positioned for success and highly attractive to investors, content creators, distributors and potential partners."

The planned spin-off will also strategically position NBCUniversal with its leading broadcast and streaming media properties, including NBC entertainment, sports, news and Bravo – which all power Peacock – along with Telemundo, the theme parks business and film and television studios.

"This transaction positions both SpinCo and NBCUniversal to play offense in a changing media landscape," said Mike Cavanagh, President of Comcast. "Taken together, the entirety of NBCUniversal will be on a new growth trajectory, fueled by our world-class content, technology, IP, properties and talent – all working in concert with each other as an integrated media company."

As a global media and technology company, Comcast will be well-positioned to continue to invest in its strategic core growth businesses across its Content & Experiences and Connectivity & Platforms businesses, including residential broadband, wireless, business services, streaming, studios and theme parks. The transaction is expected to be accretive to revenue growth at Comcast and approximately neutral to Comcast's leverage position. The company does not anticipate any change to its credit profile or ratings as a result of this transaction.

SpinCo Leadership Team and Profile

SpinCo will be led by an experienced and well-respected management team. Mark Lazarus, current Chairman of NBCUniversal Media Group, will serve as the company's Chief Executive Officer, and Anand Kini, current Chief Financial Officer of NBCUniversal and EVP of Corporate Strategy at Comcast, as its Chief Financial Officer and Chief Operating Officer. Together they will lead the development of an independent strategy, while also establishing SpinCo as a potential partner and acquirer of other complementary media businesses.

"As a standalone company with these outstanding assets, we will be better positioned to serve our audiences and drive shareholder returns in this incredibly dynamic media environment across news, sports and entertainment," said Mark Lazarus. "We see a real opportunity to invest and build additional scale and I'm excited about the growth opportunities this transition will unlock. Our financial strength will also provide capacity for an attractive capital return policy while allowing for investment in the growth of these businesses."

Over the last twelve months ended September 30, 2024, SpinCo generated approximately \$7 billion in revenue. SpinCo will have the same dual-class share structure as Comcast. As an independent company, SpinCo will be better positioned to achieve long-term growth and create value for stakeholders, benefiting from:

- Financial flexibility to pursue growth opportunities
- A dedicated management team with deep sector expertise that can tailor decisions and allocate capital based on the needs of the business
- Well capitalized balance sheet with strong credit metrics
- Capacity for attractive capital return policy to drive shareholder value
- Increased operational focus
- Dedicated board of directors

While SpinCo will operate as an independent business, it will enter into a transition services agreement with NBCUniversal to allow SpinCo to operate seamlessly from day one.

Transaction Details

Comcast is targeting to complete the spin-off in approximately one year, subject to the satisfaction of customary conditions, including obtaining final approval from the Comcast Board of Directors, satisfactory completion of SpinCo financing, receipt of tax opinions and receipt of any regulatory approvals. There can be no assurance that a separation transaction will occur, or, if one does occur, of its terms or timing.

Advisors

Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC are serving as financial advisors to Comcast, and Davis Polk & Wardwell LLP is serving as legal counsel.

About Comcast Corporation

Comcast Corporation (Nasdaq: CMCSA) is a global media and technology company. From the connectivity and platforms we provide, to the content and experiences we create, our businesses reach hundreds of millions of customers, viewers, and guests worldwide. We deliver world-class broadband, wireless, and video through Xfinity, Comcast Business, and Sky; produce, distribute, and stream leading entertainment, sports, and news through brands including NBC, Telemundo, Universal, Peacock, and Sky; and bring incredible theme parks and attractions to life through Universal Destinations & Experiences. Visit www.comcastcorporation.com for more information.

Caution Concerning Forward-Looking Statements

This press release includes statements that may constitute forward-looking statements. In evaluating these statements, readers should consider various factors, including the risks and uncertainties we describe in the "Risk Factors" sections of our most recent Annual Report on Form 10-K, our most recent Quarterly Report on Form 10-Q and other reports filed with the Securities and Exchange Commission (SEC). Factors that could cause our actual results to differ materially from these forward-looking statements include changes in and/or risks associated with: the competitive environment; consumer behavior; the advertising market; consumer acceptance of our content; programming costs; key distribution and/or licensing agreements; use and protection of our intellectual property; our reliance on third-party hardware, software and operational support; keeping pace with technological developments; cyber attacks, security breaches or technology disruptions; weak economic conditions; acquisitions and strategic initiatives; operating businesses internationally; natural disasters, severe weather-related and other uncontrollable events; loss of key personnel; labor disputes; laws and regulations; adverse decisions in litigation or governmental investigations; and other risks described from time to time in reports and other documents we file with the SEC. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made, and involve risks and uncertainties that could cause actual events or our actual results to differ materially from those expressed in any such forward-looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events or otherwise. The amount and timing of any dividends and share repurchases are subject to business, economic and other relevant factors.

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Investor Contacts:

Marci Ryvicker
(215) 286-4781

Jane Kearns
(215) 286-4794

Marc Kaplan
(215) 286-6527

Press Contacts:

Comcast
Jennifer Khoury
(215) 531-3296

John Demming
(215) 286-8011

NBCUniversal
Jennifer Friedman
(212) 664-3190

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