## **Annual General Meeting**



31 May 2023

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This presentation contains forward-looking statements about Deezer, including forecasts about Deezer's operations, trends, objectives and future performance. These forward-looking statements are based on the company's current estimates and are therefore subject to a number of risks and uncertainties, and consequently actual results could differ materially from those anticipated in these forward-looking statements. Accordingly, no assurance can be given that such statements or forecasts will materialize or that financial targets will be achieved. For a more detailed description of risks and uncertainties, please refer to Deezer's universal registration document available at <a href="https://www.deezer-investors.com/">https://www.deezer-investors.com/</a>.

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A French version of this Presentation is available upon request.

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Iris Knobloch – Chair of the Board of Directors Jeronimo Folgueira – Chief Executive Officer Stéphane Rougeot – Deputy CEO and Chief Financial Officer Jeronimo Folgueira – Chief Executive Officer Sophie Guieysse – Chair of the Nomination and Remuneration Committee Frédéric Martineau – Ernst & Young Iris Knobloch – Chair of the Board of Directors Aline Cardin – Secretary of the Meeting Iris Knobloch – Chair of the Board of Directors

## 01 Opening of the Meeting

Iris Knobloch

Chair of the Board of Directors

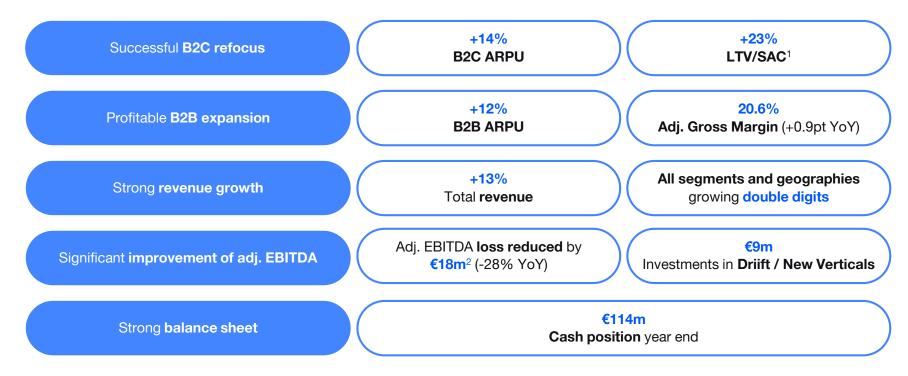
Aline Cardin

Secretary of the Meeting

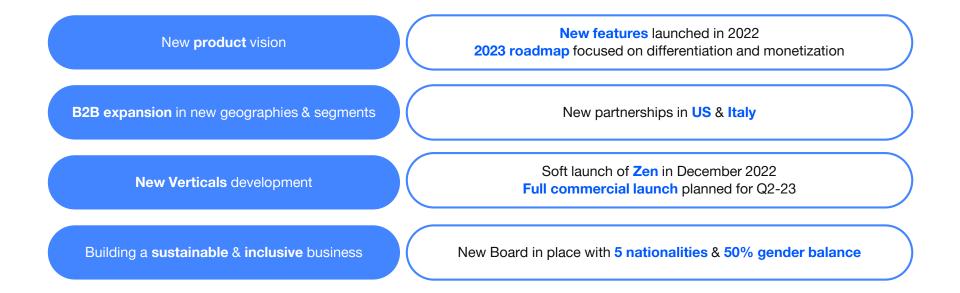
## 02 2022 Key Highlights

Jeronimo Folgueira Chief Executive Officer

### 2022 Execution of Deezer Strategy



### Initiatives for Further Profitable Growth



## Significant Improvement of B2C Economics

Successful Price Increase **Marketing Focus** Improved +**Economics Roll-out** on Key Markets 0.1pt decrease in Churn<sup>1</sup> YoY in FY22 94% €52m €35m +23% LTV/SAC<sup>4</sup> YoY 66% 84% 11% Dec-21 Dec-22 2021A 2022A FR, BR, DE RoW % B2C Subscribers<sup>2</sup> with new prices B2C Marketing Expenses<sup>3</sup>

(1) B2C full price subscriber cancellations divided by the average number of B2C full price subscribers. (2) Based on full price subscribers (billing accounts, excluding trials and subaccounts). (3) Excluding royalties for trials and central costs (HQ). (4) LTV = 5 year lifetime (x) full-price ARPU (x) B2C Adjusted Gross Margin; SAC = (B2C Marketing + Net trial costs) / New leads.

## Driving Differentiation Through Music Experiences

#### **Exclusives**



INERSIC

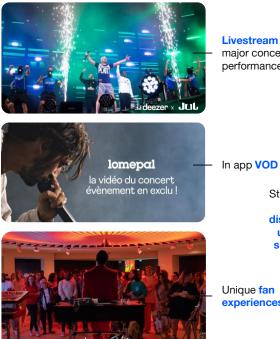
MOZAR

**New look** Deezer Sessions recorded in Paris HQ studio

Unique formats

**Exclusive** music productions

#### Live & VoD Experiences



#### Livestream major concerts & performances

Unique fan

experiences

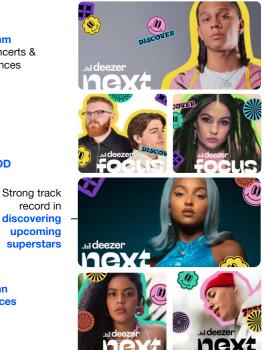
Strong track

record in

upcoming

superstars

#### **Music Discovery**



## B2B Expansion in New Markets & Segments

### Development across attractive markets and new segments



### Supported by differentiated value proposition for partners

#### Music Streaming

**Toolkits (API/SDK**<sup>1</sup>) allowing speedy integration to partners platforms

Product evolution to music experiences Ongoing

**Beyond Music Streaming** 

| New Verticals / Zen                   |      | $\checkmark$ |
|---------------------------------------|------|--------------|
| Additional monetization opportunities | Ongo | ing          |

## Long-Term Partnership with Sonos

SONOS

#### DEEZER ENTERS LONG-TERM PARTNERSHIP WITH SONOS TO POWER CONTENT FOR SONOS RADIO WORLDWIDE

**1st Major** commercial **partnership** with a **US company**  Highly recognized brand present in 14m households

16 countries
worldwide
⊕ ⊕ ⊕ ⊕ ⊕ ...

Deezer provides key services for SONOS Radio SONOS Radio HD Deezer to support expansion of Sonos music experience

Expansion in attractive markets

Targeting new segments

**Tailored value proposition** 

## Strategy is Paying Off

B2C

+12%

Revenue YoY

+14%

ARPU YoY **B2B** 

+10%

Revenue YoY

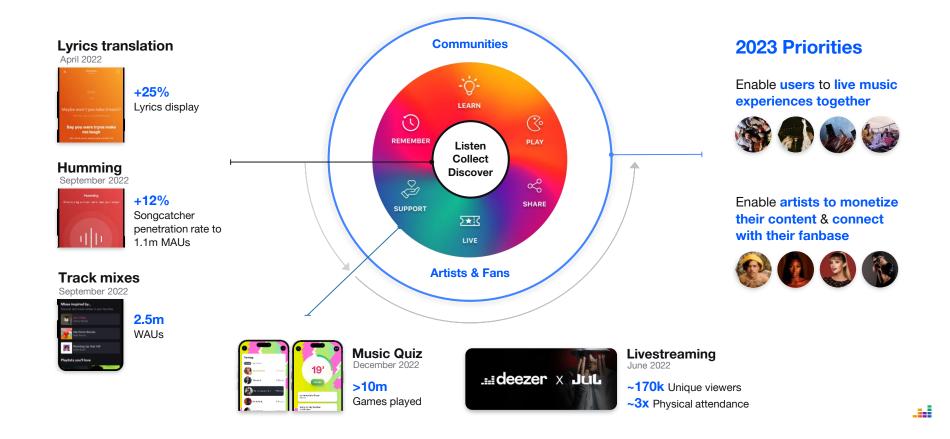
+12%

ARPU YoY +€31m

Group Adj. Gross Profit after Marketing vs. FY21

+**7pt** % margin vs. FY21

## More Differentiation & Monetization to Come



## **Tech Services Launch**

#### **AI for Audio**

Boost audio with AI and machine learning

#### **Augmented Cataloguing**

From metadata enrichment to cluster detection

#### **Recommendations**

Understand user behaviors and recommend



Spleeter Source Separation



Radar Audio Fingerprinting



User journeys & clusters Identify similarities



Ansync Text and audio synchronization



Augmented Metadata Advanced information on audio files



Flow wheel & Automated playlists Personalized Recommendations

Standard and customizable tools accessible through APIs

## New Verticals to Improve Profitability

#### First product launched in 2022



#### First holistic mind & body experience

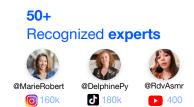
Yoga

Exclusive content on sleep, relaxation, personal development, yoga, nutrition, fitness

#### Largest Catalog in France

+2,000 proprietary audio & video content





#### <1 an **Development**

Soft launch in **Dec-22** Commercial launch in Q2-23

Categorias

#### Attractive economics at scale

Fixed one off content production costs already incurred

Limited marketing investments (cross-sell and partnership-based distribution)

Expected High Gross Margin

\$5.3bn market size in 2022. expected to reach \$20.5bn in 2029<sup>1</sup>





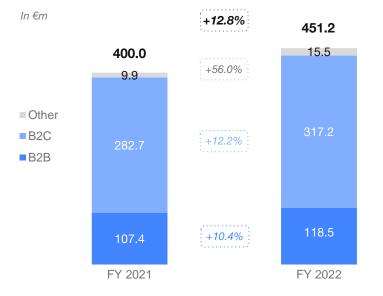


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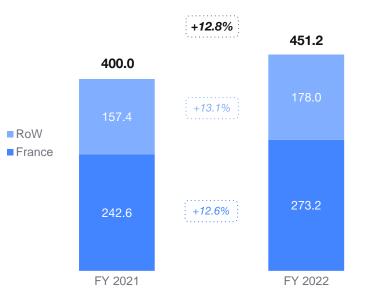
## 03 2022 Results and Q1 2023 Revenue

<u>Stéphane Rougeot</u> Deputy CEO and Chief Financial Officer

# Double-Digit Revenue Growth across all Segments

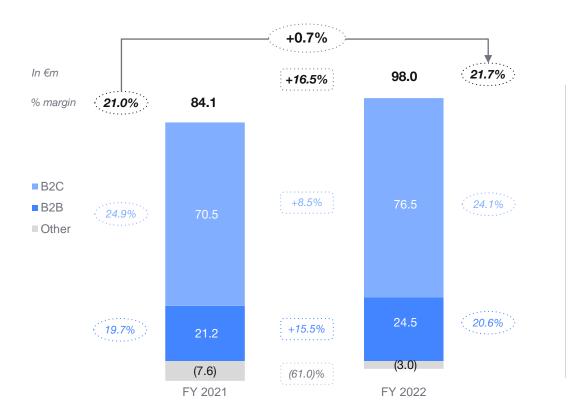


- $\rightarrow$  B2C: Double-digit growth driven by price increases and subscriber growth in France
- → B2B: Good performance of recent deals in Europe and Brazil and progressive ramp-up of RTL partnership launched in Q3
- → Other: Includes one-off revenue from a hardware partnership and consolidation of Driift revenue as from Q3 2022



- → France: Continued B2C subscriber growth and higher ARPU thanks to price increases implemented in H1 2022
- → ROW: Double-digit ARPU growth and good performance of recent B2B deals more than offsetting lower subscribers due to new focus and exit from Russia in Q1 2022

### Adjusted Gross Profit up +16.5% in 2022



#### B2C

- → Adj. Gross Profit +8.5% YoY
- → Strong revenue growth (+12.2%) partly offset by increased publishing rates

#### B2B

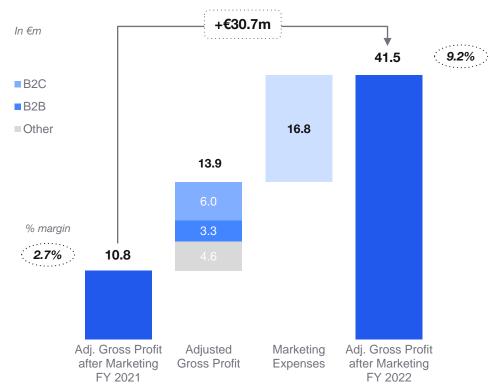
- → Adj. Gross Profit +15.5% YoY
- → Double-digit revenue growth (+10.4%) and more favorable customer offer mix

#### Other

- → Reduced loss by €4.6m vs. FY 2021
- → Positive impact from free offer shutdown in long-tail countries and one-off revenue from a hardware partnership, partly offset by New Verticals investment

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# Adj. Gross Profit after Marketing multiplied by ~4x



#### B2C

- → Significant optimization of marketing expenses reflecting refocus on selected key countries
- → France, Brazil and Germany representing ~84% of B2C marketing expenses in 2022 (vs. ~66% in 2021)

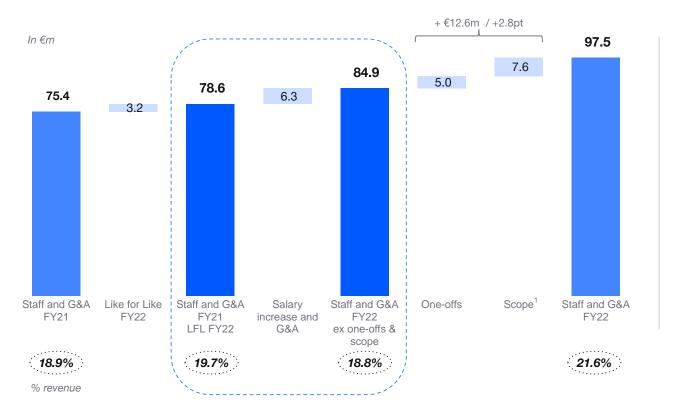
#### B2B

→ Reflecting higher Adj. Gross Profit while marketing expenses remained stable

#### Other

→ Improvement of Adj. Gross Profit despite impact of investment in New Verticals

## Fixed Costs Impacted by One-Offs and Scope



| Expenses incurred in 2022 not like for like with 2021 level |
|---|
| ightarrow Travel and HQ costs post-COVID                    |
| Increased fixed costs                                       |

- Exceptional salary increase implemented in 2022
- → Limited core G&A increase

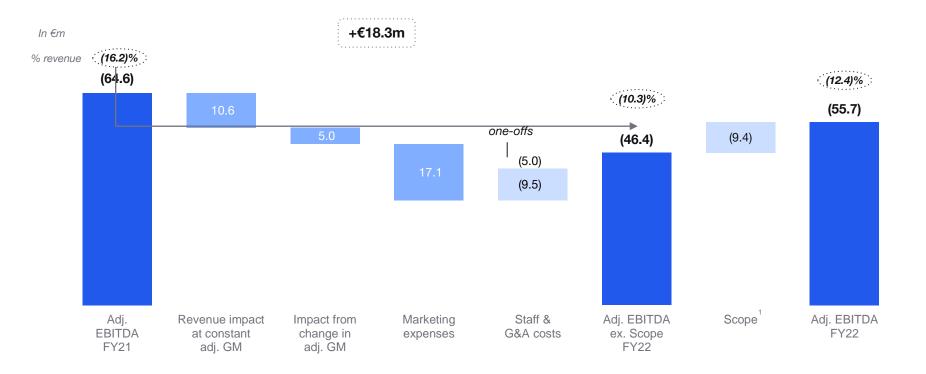
#### One-off items impacting fixed costs

→ Payment of "Primes Macron" and one off provisions

#### Scope

New Verticals investment and Driift consolidation

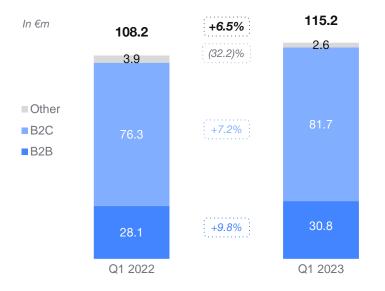
## Significantly Improved Adjusted EBITDA Loss



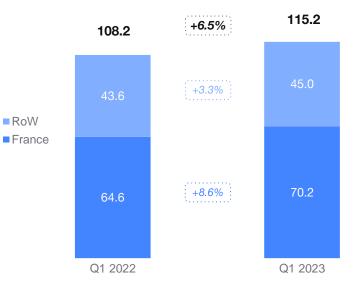
## Cash Position at end-December 2022



## Revenue growth of +6.5% in Q1 2023



- ightarrow B2C: Continued subscriber growth in France and further increased ARPU
- → B2B: Good performance of existing/new deals with Telcos in France and Brazil and progressive ramp-up of RTL partnership launched in Q3 2022
- → Other: One-off revenue in Q1 2022 and lower Ad sales in Q1 2023 due to the shutdown of loss-making freemium service in long-tail countries



- → France: Continued B2C subscriber growth
- → ROW: Double-digit ARPU growth more than offsetting lower subscribers due to focus on selected markets with more attractive unit economics and one-off revenue from a hardware partnership in Q1 2022

## 04 2023 Priorities and Outlook

Jeronimo Folgueira Chief Executive Officer

## 2023 Priorities and Outlook

Continued Execution of our Profitable Growth Strategy

New feature development in the product to fuel differentiation and further monetization

Further acceleration of profitable B2B expansion on the back of recently announced partnerships such as Sonos (US), RTL (Germany) and DAZN (Italy)

Ramp-up of New Verticals to reach breakeven as of H2 and drive profitability improvement

Strict management of cost base to keep staff and G&A expenses flat

Outlook

**Double-digit revenue growth**, in excess of 10% in 2023 compared to 2022 Further **significant reduction in adjusted EBITDA loss** in 2023 compared to 2022

## Long-Term Outlook

Positive cash flow<sup>1</sup> in 2024

Positive adjusted EBITDA in 2025

Double-digit annual revenue growth over the period

## 05 Governance and Compensation

Sophie Guieysse

Chair of the Nomination and Remuneration Committee

## 06 Statutory Auditors' Reports

Frédéric Martineau EY (Ernst & Young Audit)

## Statutory Auditors' Reports

#### **Ordinary General Meeting**

- $\rightarrow$  Report on the financial statements (1st resolution)
- → Report on the consolidated financial statements (2nd resolution)
- $\rightarrow$  Special report on the regulated agreements (4th to 8th resolutions)

#### **Extraordinary General Meeting**

ightarrow 8 special reports on financial delegations

## Report on the Financial Statements

#### Pages 220 to 224 of the 2022 Universal Registration Document

#### **Key audit matters**

- $\rightarrow$  Assessment of the cost of music rights and right holders' liabilities,
- $\rightarrow$  Recognition of indirect sales from B2B contracts with a guaranteed minimum clause, and
- $\rightarrow$  Accounting and assessment of the recoverable amount of the goodwill resulting from the merger

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31st, 2022 and of the results of its operations for the year then ended in accordance with French accounting principles

# Report on the Consolidated Financial Statements

#### Pages 192 to 195 of the 2022 Universal Registration Document

#### **Key audit matters**

- $\rightarrow$  Assessment of the cost of revenue and right holders' liabilities
- $\rightarrow$  Recognition of indirect sales from B2B contracts with a guaranteed minimum clause

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31st, 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union

## Special Report on the Regulated Agreements

#### Pages 129 to 132 of the 2022 Universal Registration Document

#### Agreements approved and concluded during the past financial year

- $\rightarrow$  Management agreement concluded between Deezer S.A. and Mr. Jeronimo Folgueira on July 5th, 2022
- → Amendments to the license agreement concluded between Deezer S.A. and Rotana Audio Visual LLC signed on February 25th, and April 1st, 2022
- → Company support agreement concluded between Deezer S.A. and its main shareholders on April 18th, 2022
- $\rightarrow$  Agreements concluded between Deezer S.A. and Al European Holdings Sàrl

#### Agreement approved and entered into since the closing of the last financial year

→ Consultancy agreement concluded between Deezer S.A. and Dirgni Development AB on March 29th, 2023

The agreements approved in previous years and which continued to give effect during the past financial year as well as the agreements approved during the past financial year are also presented in our special report

We did not make any observations on the resolutions submitted to your vote

## **Special Reports on Financial Delegations**

#### Authorizations to be granted to the Board of Directors

| Authorization to reduce the share capital by canceling shares in connection with the authorization for the Company to purchase its own shares | 21th resolution                       |
|---|---------------------------------------|
| Overall delegation to issue shares and/or other securities  | Resolutions 22 to 27 and 30 to 31     |
| Delegation to issue shares and/or securities with cancellation of the preferential subscription right   | 28th and 29th resolutions (2 reports) |
| Authorization to grant free shares, whether existing or to be issued  | 33rd resolution                       |
| Authorization to grant stock options  | 34th resolution                       |
| Authorization to issue equity warrants with cancellation of the preferential subscription right   | 35th resolution                       |
| Authorization to issue ordinary shares reserved for members of a company's savings plan   | 37th resolution                       |

We do not have any observations on these delegations which are in accordance with the provisions of the French Commercial Code

## 07 Questions and Answers

Iris Knobloch

Chair of the Board of Directors

## 08 Presentation and Vote of Resolutions

Aline Cardin

Secrétaire de Séance

## **Ordinary General Meeting**

1<sup>st</sup> Resolution:

Approval of the statutory financial statements for the fiscal year ended December 31, 2022

2<sup>nd</sup> Resolution:

Approval of the consolidated financial statements for the fiscal year ended December 31, 2022

3<sup>rd</sup> Resolution:

Allocation of the results for the fiscal year ended December 31, 2022

#### 4<sup>th</sup> Resolution:

Approval of the management agreement entered into between the Company and Mr. Jeronimo Folgueira on July 5, 2022 (agreement referred to in Article L. 225-38 of the French Commercial Code)

#### 5<sup>th</sup> Resolution:

Ratification of the amendments to the License Agreement entered into between Deezer S.A. and Rotana Audio Visual LLC on February 25, 2022, and April 1, 2022 (agreements referred to in Article L. 225-38 of the French Commercial Code)

Shareholder concerned: Rotana Audio Holding Ltd.

#### Nature, purpose, terms and reasons:

- <u>Amendment of February 2022</u>: Deezer and Rotana Audio Visual LLC decided to extend the agreement entered into on 8 September 2021 to the period from 1 October 2022 to 30 September 2023, thereby allowing Rotana Audio Visual LLC to maintain its catalogue on YouTube Music in return for a payment of \$4.15 million to Deezer.
- <u>Amendment of April 2022</u>: Deezer allowed Rotana Audio Visual LLC to exploit its catalogue in the territory and to sub-license it to third parties in return for a payment of a guaranteed minimum of US\$4 million payable in 6 instalments as well as royalties equal to 65% of Rotana's revenues for such exploitation (after deduction of the guaranteed minimum).

#### 6<sup>th</sup> Resolution:

Approval of the company support agreement entered into between Deezer S.A. and certain of its shareholders on April 18, 2022 (agreement referred to in Article L. 225-38 of the French Commercial Code)

Persons and shareholders concerned: Main shareholders of Deezer holding approximately 69% of the capital of Deezer (pre-merger).

<u>Nature, purpose, terms and reasons</u>: The said main shareholders undertook to contribute their shares to the merger between Deezer and I2PO and to vote in favour of the merger.

#### 7<sup>th</sup> Resolution:

Approval of the agreements entered into between Deezer S.A. and Al European Holdings Sàrl (agreements referred to in Article L. 225-38 of the French Commercial Code)

Shareholder concerned: Al European Holdings Sàrl.

#### Nature, purpose, terms and reasons:

- <u>Tax representation letter</u>: Deezer undertook to guarantee to AI European Holdings Sarl that the merger would qualify as a reorganization under U.S. law.
- <u>Side letter</u>: Deezer agreed to (i) provide AI European Holding Sàrl with the tax representation letter and the tax representation letter signed by I2PO S.A., (ii) not to modify the business combination agreement without the consent of Access Industries, Inc. and (iii) to cooperate with Access Industries, Inc. and any relevant affiliates in case of an audit by the US tax authorities.

#### 8<sup>th</sup> Resolution:

Approval of the consultant agreement entered into between the Company and Dirgni Development AB on March 29, 2023 (agreement referred to in Article L. 225-38 of the French Commercial Code)

Persons concerned: Ms. Ingrid Bojner, member of the Board of Directors of Deezer and Managing Director of Dirgni Development AB.

**Nature, purpose, terms and reasons:** Consultancy agreement to advise management and support the strategic development of the company's business until the effective hiring of a new Chief Strategy Officer, which is planned for early June 2023 between.

#### 9<sup>th</sup> Resolution:

Ratification of the provisional appointment of Mr. Mark Simonian as a director of the Company, as decided by the Board of Directors on December 13, 2022

**10<sup>th</sup> Resolution:** 

Ratification of the provisional appointment of Ms. Ingrid Bojner as a director of the Company, as decided by the Board of Directors on December 13, 2022

#### 11<sup>th</sup> Resolution:

Ratification of the provisional appointment of Mr. Stuart Bergen as a director of the Company, as decided by the Board of Directors on February 28, 2023

#### **12<sup>th</sup> Resolution:**

Vote on the information relating to 2022 compensation of corporate officers (excluding executive corporate officers) referred to in Article L. 22-10-9 of the French Commercial Code (ex-post vote)

#### **13<sup>th</sup> Resolution:**

Approval of the compensation (fixed, variable, and exceptional components) and benefits of any kind paid during, or awarded in respect of, the fiscal year ended December 31, 2022, to Ms. Iris Knobloch, Chair and Chief Executive Officer of I2PO S.A. from January 1, 2022, to July 5, 2022 (ex-post vote)

#### 14<sup>th</sup> Resolution:

Approval of the compensation (fixed, variable, and exceptional components) and benefits of any kind paid during, or awarded in respect of, the fiscal year ended December 31, 2022, to Mr. Guillaume d'Hauteville, Chair of the Board of Directors of the Company from July 5, 2022, to December 31, 2022 (ex-post vote)

#### **15<sup>th</sup> Resolution:**

Approval of the compensation (fixed, variable, and exceptional components) and benefits of any kind paid during, or awarded in respect of, the fiscal year ended December 31, 2022, to Mr. Jeronimo Folgueira, Chief Executive Officer of the Company as of July 5, 2022 (ex-post vote)

#### Assemblée Générale Ordinaire

**16<sup>th</sup> Resolution:** 

Approval of the 2023 compensation policy for corporate officers (excluding executive corporate officers) (ex-ante vote)

17<sup>th</sup> Resolution:

Approval of the 2023 compensation policy for the Chair of the Board of Directors (ex-ante vote)

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**18<sup>th</sup> Resolution:** 

Approval of the 2023 compensation policy for the Directeur général (ex-ante vote)

**19<sup>th</sup> Resolution:** 

Determination of total compensation allocated to the directors for 2023 and subsequent fiscal years

20<sup>th</sup> Resolution:

Authorization for the Board of Directors to purchase the Company's shares

21<sup>st</sup> Resolution:

Authorization to the Board of Directors to reduce the share capital by canceling shares in connection with the authorization for the Company to purchase its own shares

22<sup>nd</sup> Resolution:

Delegation of authority to the Board of Directors to increase the share capital immediately, or in the future, by issuance of ordinary shares and/or securities, with shareholders' preferential subscription right

#### 23<sup>rd</sup> Resolution:

Delegation of authority to the Board of Directors to increase the share capital, immediately or in the future, by issuance of ordinary shares and/or securities, with cancellation of shareholders' preferential subscription right and public offer (other than offers referred to in Article L. 411-2(1) of the French Monetary and Financial Code)

#### 24<sup>th</sup> Resolution:

Delegation of authority to the Board of Directors to increase the share capital, immediately or in the future, by issuance of ordinary shares and/or securities, with cancellation of shareholders' preferential subscription right, to be issued in connection with offers referred to in Article L. 411-2(1) of the French Monetary and Financial Code

25<sup>th</sup> Resolution:

Authorization to the Board of Directors, in the event of an issuance of shares and/or securities, with cancellation of shareholders' preferential subscription right, to set the share price within the limit of 10% of the share capital and within the limits provided by the General Shareholders' Meeting

#### 26<sup>th</sup> Resolution:

Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities, with cancellation of shareholders' preferential right, in consideration of contributions in kind of equity shares or securities giving access to the share capital of third-party companies, apart from a public exchange offer

27<sup>th</sup> Resolution:

Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the Company's share capital, in the event of a public tender offer comprising an exchange component initiated by the Company

#### 28<sup>th</sup> Resolution:

Delegation of authority to the Board of Directors to increase the share capital by issuance of ordinary shares and/or any securities, with cancellation of shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics (investors having music, content, entertainment, or digital experience)

29<sup>th</sup> Resolution:

Delegation of authority to the Board of Directors to increase the share capital by issuance of ordinary shares and/or any securities, with cancellation of shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics (strategic, commercial, or financial partners)

**30<sup>th</sup> Resolution:** 

Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without cancellation of shareholders' preferential subscription right

**31<sup>st</sup> Resolution:** 

Determination of the global ceiling for issuances carried out by virtue of delegations to increase the share capital to be granted under the above resolutions

32<sup>rd</sup> Resolution:

Delegation of authority to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits and other items

33<sup>rd</sup> Resolution:

Authorization to the Board of Directors to grant free shares of the Company, pursuant to Articles L. 225-197-1 et seq. of the French Commercial Code, to corporate officers and employees of the Company and its subsidiaries, with cancellation of shareholders' preferential subscription right

34<sup>th</sup> Resolution:

Authorization to the Board of Directors to grant stock options to eligible employees or corporate officers of the Company and/or related companies pursuant to Articles L. 225-177 et seq. of the French Commercial Code, with cancellation of shareholders' preferential subscription right

35<sup>th</sup> Resolution:

Delegation of authority to the Board of Directors to issue and grant equity warrants for the benefit of a category of persons meeting specified characteristics (members and observers of the Board of Directors and consultants)

36<sup>th</sup> Resolution:

Determination of global cap for issuances carried out by virtue of the authorizations to grant stock options and free shares, and of the delegation to issue equity warrants

**37<sup>th</sup> Resolution:** 

Delegation of authority to the Board of Directors to carry out share capital increases by issuance of ordinary shares or other securities giving immediate, or future, access to the Company's share capital, reserved for members of a company's savings plan

38<sup>th</sup> Resolution:

Amendments to the bylaws (purely technical modifications to remove statutory references no longer relevant)

39<sup>th</sup> Resolution:

**Powers for legal formalities** 

# 09 Closing of the Meeting

Iris Knobloch

Chair of the Board of Directors

# **Annual General Meeting**



31 May 2023