

FORM OF 425 FILING (PRIOR TO FILING OF FORM S-4)

FILED BY NETFLIX, INC.

PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12 AND RULE 14d-2(b)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: WARNER BROS. DISCOVERY, INC.
COMMISSION FILE NO. 001-34177



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NETFLIX SPEAKERS:

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VP CORPORATE FINANCE
& CAPITAL MARKETS

Today's Presentation

- ✦ Deal Overview
- ✦ Strategic Rationale
- ✦ Financial Highlights
- ✦ Q&A





Deal Overview



This acquisition brings together two pioneering entertainment businesses, combining Netflix's innovation, global reach and best-in-class streaming service with Warner Bros.' century-long legacy of world-class storytelling.

Beloved franchises, shows and movies will join Netflix's extensive portfolio, creating an extraordinary entertainment offering for audiences worldwide.

WARNER BROS. BUSINESS OVERVIEW

FILM & TV
STUDIOS



ESTABLISHED
TV FRANCHISES
& LIBRARY



HBO HBO
max

GAMES &
CONSUMER
PRODUCT &
EXPERIENCES



2 OF THE
MOST POPULAR
ALL-TIME FILM
FRANCHISES



TV
PRODUCTION



WARNER BROS. BUSINESS OVERVIEW

✦
**NETFLIX EXPECTS TO
MAINTAIN WARNER BROS.'
CURRENT BUSINESSES,
INCLUDING...**

- ✦ Operations of the motion picture & television studio
- ✦ Theatrical releases for films
- ✦ HBO Max & HBO



STRATEGIC RATIONALE COMPLEMENTARY STRENGTHS & ASSETS

Netflix

Innovation

Extensive portfolio of
films, series & games

Reach to over 190
countries in 35 languages

Best-in-class
member experience

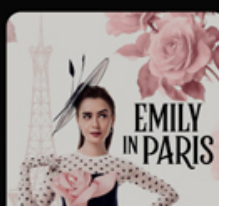
Warner Bros.

One of the deepest film &
TV libraries in the world

Beloved franchises

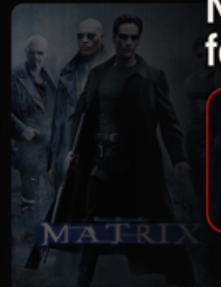
HBO Max
streaming service

Studio & development
capabilities





STRATEGIC RATIONALE CONSUMER BENEFITS



More choice and greater value
for consumers:

Brings more quality films
and series to audiences
around the world

Better optimized
plans for
consumers



"Our mission has always been to entertain the world. By combining Warner Bros.' incredible library of shows and movies with our culture-defining titles, we'll be able to do that even better. **Together, we can give audiences more of what they love and help define the next century of storytelling.**"

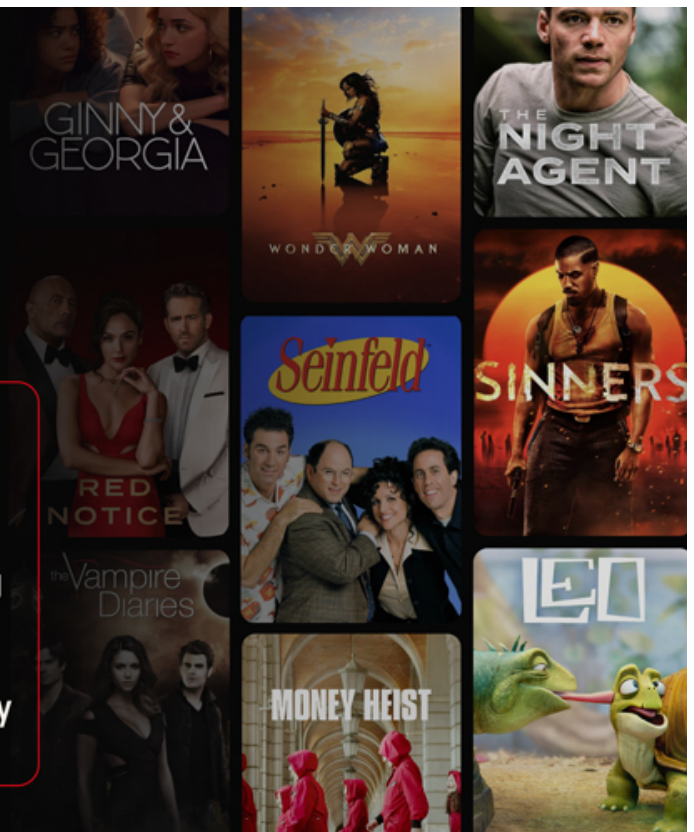
Ted Sarandos | co-CEO of Netflix

STRATEGIC RATIONALE

INDUSTRY BENEFITS

Uniting Netflix's world-class member experience and global reach with Warner Bros.' renowned franchises and extensive library will...

- ✦ Create greater value for talent – offering more opportunities to work with beloved IP, tell new stories and connect with a wider audience than ever before
- ✦ Grow investment in original content over the long term, creating jobs and strengthening the entertainment industry
- ✦ Enhance Netflix's studio capabilities, significantly expanding U.S. production capacity





STRATEGIC RATIONALE BUSINESS ACCELERATION

- ✦ Warner Bros.' world class IP and one of the world's deepest film and TV libraries accelerates Netflix's ability to execute on the goal to deliver more quality entertainment for our members
- ✦ By offering audiences more of what they love, Netflix expects to attract and retain more subscribers, drive more engagement and generate incremental revenue and operating income
- ✦ This acquisition will make Netflix even better, and accelerate its business for decades to come.

TRANSACTION SUMMARY

- ★ Cash consideration to be funded with cash on hand and new debt financing
- ★ Warner Bros. Discovery expected to complete separation of Discovery Global prior to closing
- ★ Deal is subject to Warner Bros. Discovery shareholder and regulatory approvals and other customary closing conditions
- ★ Expected to close in 12-18 months

Purchase price of
\$27.75 per share
to acquire Warner Bros.

Per WBD share consideration:
**\$23.25 in cash &
\$4.50 in Netflix stock***

FINANCIAL HIGHLIGHTS

DEAL SUMMARY

Financial Highlights

WB Equity Value Per Share	\$27.75
Shares Outstanding (B)	2.60
Equity Value (\$B)	\$72.0
Warner Bros. Net Debt (\$B)	<u>\$10.7</u>
Enterprise Value (\$B)	\$82.7

Per Share Considerations

Cash	\$23.25
Equity*	<u>\$4.50</u>
WB Equity Value Per Share	\$27.75

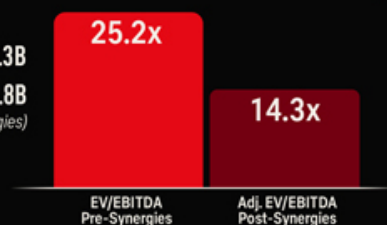
*Subject to a collar.

Total Funding Sources*

Cash on Hand (\$B)	\$10.3
Acquisition Debt (\$B)	\$50.0
Studios & Streaming Net Debt (\$B)	\$10.7
Equity Consideration (\$B)	<u>\$11.7</u>
Total Warner Bros. Consideration	\$82.7

- Warner Bros. CY26E EBITDA*: \$3.3B
- Warner Bros. CY26E EBITDA*: \$5.8B
(Includes \$2.5B in run-rate synergies)

*CY26E EBITDA based on Warner Bros. Discovery management estimates.



* Expected as of announcement date.

FINANCIAL HIGHLIGHTS

KEY TAKEAWAYS

Creates shareholder value by driving increased engagement, revenue and operating income growth

Expect at least \$2-3B of run-rate cost savings by year three

Expect transaction to be accretive to GAAP EPS by second full year

Committed to maintaining our solid investment grade credit ratings through rapid post-close debt reduction

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QUESTIONS & ANSWERS



IMPORTANT INFORMATION

IMPORTANT INFORMATION AND WHERE TO FIND IT

In connection with the proposed transaction (the "Merger") between Netflix, Inc. ("Netflix") and Warner Bros. Discovery, Inc. ("WBD"), Netflix intends to file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 (the "Registration Statement"), which will include a prospectus with respect to the shares of Netflix's common stock to be issued in the Merger and a proxy statement for WBD's stockholders (the "Proxy Statement/Prospectus"). The definitive proxy statement (if and when available) will be mailed to stockholders of WBD. Each of Netflix and WBD may also file with or furnish to the SEC other relevant documents regarding the Merger. This communication is not a substitute for the Registration Statement, the Proxy Statement/Prospectus or any other document that Netflix or WBD may file with the SEC or mail to WBD's stockholders in connection with the Merger.

INVESTORS AND SECURITY HOLDERS OF NETFLIX AND WBD ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT WHEN THEY BECOME AVAILABLE, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE MERGER OR INCORPORATED BY REFERENCE INTO THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING NETFLIX, WBD, THE MERGER AND RELATED MATTERS.

The documents filed by Netflix with the SEC also may be obtained free of charge at Netflix's website at <https://ir.netflix.net/home/default.aspx>. The documents filed by WBD with the SEC also may be obtained free of charge at WBD's website at <https://ir.corporate.discovery.com/investor-relations/default.aspx>.

PARTICIPANTS IN THE SOLICITATION

Netflix, WBD and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of WBD in connection with the Merger under the rules of the SEC. Information about the interests of the directors and executive officers of Netflix and WBD and other persons who may be deemed to be participants in the solicitation of stockholders of WBD in connection with the Merger and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement/Prospectus, which will be filed with the SEC.

Information about WBD's directors and executive officers is set forth in WBD's proxy statement for its 2025 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on April 23, 2025, and any subsequent filings with the SEC. Additional information regarding the direct and indirect interests of those persons and other persons who may be deemed participants in the Merger may be obtained by reading the Proxy Statement/Prospectus regarding the Merger when it becomes available. Free copies of these documents may be obtained as described above.

NO OFFER OR SOLICITATION

This communication is for informational purposes only and does not constitute, or form a part of, an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This document contains "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on Netflix's and WBD's current expectations, estimates and projections about the expected date of closing of the Merger and the potential benefits thereof, their respective businesses and industries, management's beliefs and certain assumptions made by Netflix and WBD, all of which are subject to change. [3] [HCA] All forward-looking statements by their nature address matters that involve risks and uncertainties, many of which are beyond our control and are not guarantees of future results, such as statements about the consummation of the Merger and the anticipated benefits thereof. These and other forward-looking statements, including the failure to consummate the Merger or to make or take any filing or other action required to consummate the transaction on a timely matter or at all, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements and caution must be exercised in relying on forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the Merger on anticipated terms and timing, including obtaining stockholder and regulatory approvals, completing the separation of WBD's Discovery Global business and Warner Bros. business, anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies, expansion and growth of WBD's and Netflix's businesses and other conditions to the completion of the Merger; (ii) failure to realize the anticipated benefits of the Merger, including as a result of delay in completing the transaction or integrating the businesses of Netflix and WBD; (iii) Netflix's and WBD's ability to implement their business strategies; (iv) consumer viewing trends; (v) potential litigation relating to the Merger that could be instituted against Netflix, WBD or their respective directors; (vi) the risk that disruptions from the Merger will harm Netflix's or WBD's business, including current plans and operations; (vii) the ability of Netflix or WBD to retain and hire key personnel; (viii) potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the Merger; (ix) uncertainty as to the long-term value of Netflix's common stock; (x) legislative, regulatory and economic developments affecting Netflix's and WBD's businesses; (xi) general economic and market developments and conditions; (xii) the evolving legal, regulatory and tax regimes under which Netflix and WBD operate; (xiii) potential business uncertainty, including changes to existing business relationships, during the pendency of the Merger that could affect Netflix's or WBD's financial performance; (xiv) restrictions during the pendency of the Merger that may impact Netflix's or WBD's ability to pursue certain business opportunities or strategic transactions; (xv) unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Netflix's and WBD's response to any of the aforementioned factors; and (xvi) failure to receive the approval of the stockholders of WBD. These risks, as well as other risks associated with the Merger, will be more fully discussed in the Proxy Statement/Prospectus to be filed with the SEC in connection with the Merger. While the list of factors presented here is, and the list of factors presented in the Proxy Statement/Prospectus will be, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Netflix's or WBD's consolidated financial condition, results of operations or liquidity. Neither Netflix nor WBD assumes any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.

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Thank You

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

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and Netflix's businesses and other conditions to the completion of the proposed transaction; (ii) failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the transaction or integrating the businesses of Netflix and WBD; (iii) Netflix's and WBD's ability to implement their business strategies; (iv) consumer viewing trends; (v) potential litigation relating to the proposed transaction that could be instituted against Netflix, WBD or their respective directors; (vi) the risk that disruptions from the proposed transaction will harm Netflix's or WBD's business, including current plans and operations; (vii) the ability of Netflix or WBD to retain and hire key personnel; (viii) potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the proposed transaction; (ix) uncertainty as to the long-term value of WBD's common stock; (x) legislative, regulatory and economic developments affecting Netflix's and WBD's businesses; (xi) general economic and market developments and conditions; (xii) the evolving legal, regulatory and tax regimes under which Netflix and WBD operate; (xiii) potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed transaction that could affect Netflix's or WBD's financial performance; (xiv) restrictions during the pendency of the proposed transaction that may impact Netflix's or WBD's ability to pursue certain business opportunities or strategic transactions; and (xv) failure to receive the approval of the stockholders of WBD. These risks, as well as other risks associated with the proposed transaction, are more fully discussed in the proxy statement/prospectus to be filed with the U.S. Securities and Exchange Commission (the "SEC") in connection with the proposed transaction. While the list of factors presented here is, and the list of factors presented in the proxy statement/prospectus will be, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Netflix's or WBD's consolidated financial condition, results of operations or liquidity. Neither Netflix nor WBD assumes any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.

IMPORTANT INFORMATION AND WHERE TO FIND IT

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PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE INTO THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING NETFLIX, WBD, THE PROPOSED TRANSACTION AND RELATED MATTERS.

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PARTICIPANTS IN THE SOLICITATION

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Information about the interests of the directors and executive officers of Netflix and WBD and other persons who may be deemed to be participants in the solicitation of stockholders of WBD in connection with the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement/Prospectus, which will be filed with the SEC.

Information about WBD's directors and executive officers is set forth in WBD's proxy statement for its 2025 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on April 23, 2025, WBD's Annual Report on Form 10-K for the year ended December 31, 2024, and any subsequent filings with the SEC. Information about Netflix's directors and executive officers is set forth in Netflix's proxy statement for its 2025 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on April 15, 2025, and any subsequent filings with the SEC. Additional information regarding the direct and indirect interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available. Free copies of these documents may be obtained as described above.