

TRIAN FILES PRELIMINARY PROXY STATEMENT FOR DISNEY'S 2024 ANNUAL MEETING

NEW YORK, January 18, 2024 – Trian Fund Management, L.P. (together with its affiliates, “Trian”, “our”, “we” or “us”), which beneficially owns \$3 billion of common stock in The Walt Disney Company (NYSE: DIS) (“Disney” or the “Company”), today filed a preliminary proxy statement with the Securities and Exchange Commission (“SEC”) in connection with its nomination of Nelson Peltz and James A. (“Jay”) Rasulo for election to the Disney Board of Directors (the “Board”) at the Company’s 2024 Annual Meeting of Shareholders (the “2024 Annual Meeting”).

“It is unfortunate that a company as iconic as Disney and with so many challenges and opportunities has refused to seriously engage with us, its largest active shareowner, about board representation,” said Nelson Peltz, Trian’s CEO. “Instead of having a boardroom that would include directors with an ‘ownership mentality’ that can bring fresh perspectives to the Company’s challenges, Disney is resisting change and asking shareholders to endorse a Board comprised mainly of legacy directors (and their hand-picked successors) who have repeatedly failed to properly plan for CEO succession, misaligned the incentives of management, and failed to oversee or drive a strategy to get the streaming business to profitability or the studios to produce good content. Are Disney shareholders really to believe the current Board is able to heal these self-inflicted wounds?”

Mr. Peltz continued, “We respectfully believe the answer to that question is ‘no’ and we will seek the support of shareholders for meaningful change in the Board’s composition. It is time to **‘Restore the Magic’** at Disney.”

Despite Disney’s unrivaled scale, unparalleled customer loyalty, irreplaceable intellectual property, and an enviable commercial flywheel, Disney’s total shareholder return (“TSR”) is significantly lower than its peers and the broader market over every relevant period during the last decade, and over the tenure of each non-management director.ⁱ

Disney’s TSR Relative To:	Relative TSR Ending October 6, 2023 ⁱ				
	FQ1’23 Earnings	1-Year	3-Year	5-Year	10-year
S&P 500	(32%)	(34%)	(66%)	(89%)	(168%)
Peer Companies	(40%)	(48%)	(35%)	(77%)	(401%)

Trian believes this underperformance is the result of a Board that has failed to adequately perform its primary responsibilities as stewards of shareholder capital. Trian has therefore nominated two candidates for the Disney Board, Nelson Peltz and Jay Rasulo, each of whom has significant consumer brand expertise, financial acumen and a shareholder-first mindset. Mr. Peltz is the CEO of Trian, Disney’s largest active shareholder. Mr. Rasulo is Disney’s former Chief Financial Officer and was Chairman of Disney’s Parks and Resorts Worldwide.

Messrs. Peltz and Rasulo believe the role of the Board is to set achievable but ambitious goals and challenge the executive team to develop a detailed strategy and plan of execution for achieving those goals. A major problem at Disney, in Trian’s view, is that the goals have been amorphous and the execution poor.

Put very simply, Trian intends to work with the Board to help drive Disney’s outperformance with tangible targets, goals, and true accountability:

Acknowledged Issue	Disney’s Current Path ⁱⁱ	Trian’s Goals & Initial Perspectives
Corporate Governance	Preserve as much of the status quo as possible by playing defense – evidenced by limited changes to compensation and succession processes	Adopt best-in-class governance; finally complete a successful CEO succession; and align management pay with performance
Streaming Profitability	“Focused on achieving significant and sustained profitability” – no guidance or tangible targets beyond breakeven	Target and achieve Netflix-like margins of 15-20% by FY 2027
Future of ESPN	“Building ESPN into the preeminent digital sports platform” – lacking a tangible business plan or defined cost to shareholders	Commit to a reasonable, defined payback period and return profile on ESPN Flagship DTC and communicate it in detail prior to launch
Studio Creativity	“Improving the output and economics of our film studios”	Board-led review of creative processes and structure to restore leadership accountability and reclaim #1 box office position w/ leading economics
Parks and Experiences Growth	“Strategically investing in our Experiences business to turbocharge growth”	Execute on a clear vision for Parks targeting at least high-single digit operating income growth to ensure adequate returns on ~\$60bn of capex

“We will have much more to say about these goals and the initiatives necessary to achieve them when we release our full presentation to shareholders,” continued Mr. Peltz. “But to be clear, Disney needs to again be the beacon of strategic clarity and exceptional execution it once was. No Disney shareholder should be content with the current strategic muddle or have to endure failed execution without accountability.”

Jay Rasulo added, “Nelson and I are not about strategic platitudes or soft goals. As Disney Board members, we would expect to help drive Disney’s financial performance by working with other Board members to set demanding but realistic goals (to which executive compensation will be tied) and provide rigorous oversight to help ensure accountability for operational execution and capital allocation. Disney was founded and built by owners. We believe restoring the magic at Disney starts with a focused, aligned and accountable board, intensely committed to returning an ‘ownership mentality’ to the boardroom. That, and a heavy dose of best-in-class corporate governance is the medicine Disney needs to fix its ailing shareholder returns.”

Biographical information on Trian’s nominees and additional materials can be found at [RestoreTheMagic.com](https://www.restorethemagic.com) and on [LinkedIn](#), [Facebook](#), [X](#) and [Instagram](#).

Trian expects that the 2024 Annual Meeting will take place in the Spring of 2024. Shareholders do not need to take any action at this time.

About Trian Fund Management, L.P.

Founded in 2005, Trian Fund Management, L.P. (“Trian”) is a multi-billion dollar investment management firm. Trian is a highly engaged shareowner that combines concentrated public equity ownership with operational expertise. Leveraging the 40+ years’ operating experience of our Founding Partners, Nelson Peltz and Peter May, Trian seeks to invest in high quality but undervalued and underperforming public companies and to work collaboratively with management teams and boards to help companies execute operational and strategic initiatives designed to drive long-term sustainable earnings growth for the benefit of all stakeholders.

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Disclaimer

Except as otherwise set forth in this press release, the views expressed in this press release reflect the opinions of Trian Fund Management, L.P. and its affiliates (“Trian”), and are based on publicly available information with respect to the Company. Trian recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with Trian’s conclusions. Trian reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such change, except as required by law. Trian disclaims any obligation to update the information or opinions contained in this press release. For the avoidance of doubt, this press release is not affiliated with or endorsed by Disney.

This press release is provided merely as information and is not intended to be, nor should it be construed as, an offer to sell or a solicitation of an offer to buy any security nor as a recommendation to purchase or sell any security. Funds, investment vehicles, and accounts managed by Trian currently beneficially own shares of the Company. These funds, investment vehicles, and accounts are in the business of trading – buying and selling– securities and intend to continue trading in the securities of the Company. You should assume such funds may from time to time sell all or a portion of their holdings of the Company in open market transactions or otherwise, buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls, swaps or other derivative instruments relating to such shares.

Some of the materials in this press release contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessary depend on future events are forward-looking, and the words “anticipate,” “believe,” “expect,” “potential,” “could,” “opportunity,” “estimate,” “plan,” and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of Trian.

The estimates, projections and potential impact of the opportunities identified by Trian herein are based on assumptions that Trian believes to be reasonable as of the date of this press release, but there can be no assurance or guarantee (i) that any of the proposed actions set forth in this press release will be completed, (ii) that the actual results or performance of the Company will not differ, and such differences may be material, or (iii) that any of the assumptions provided in this press release are accurate.

Important Information

Trian Fund Management, L.P., together with Nelson Peltz, Peter W. May, Josh Frank, Matthew Peltz, Isaac Perlmutter, James A. Rasulo, Trian Fund Management GP, LLC, Trian Partners, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Master Fund, L.P., Trian Partners Co-Investment Opportunities Fund, Ltd., Trian Partners Fund (Sub)-G, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Fund-G II, L.P., Trian Partners Strategic Fund-K, L.P., The Laura & Isaac Perlmutter Foundation Inc., Object Trading Corp., Isaac Perlmutter T.A., and Zib Inc. (collectively, the “Participants”) intend to file a definitive proxy statement and accompanying form of blue proxy card with the Securities and Exchange Commission (the “SEC”) to be used in connection with the 2024 annual meeting of shareholders of the Company.

THE PARTICIPANTS STRONGLY ADVISE ALL SHAREHOLDERS OF THE COMPANY TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC’S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING BLUE PROXY CARD WILL BE FURNISHED TO SOME OR ALL OF THE COMPANY’S SHAREHOLDERS.

Information about the Participants and a description of their direct or indirect interests by security holdings or otherwise can be found in the preliminary proxy statement on Schedule 14A filed by Trian Fund Management, L.P. with the SEC on January 18, 2024.

ⁱ Source: FactSet. Note: Disney relative performance measures TSR through 10/06/23 defined as the total return an investor would have received if they purchased one share of stock on the first day of the measured period, inclusive of share price appreciation and dividends paid. 10/06/23 represents the trading day prior to the WSJ article titled “Nelson Peltz Boosts Disney Stake, Seeks Board Seats” by Lauren Thomas and Robbie Whelan reporting on Trian’s increased beneficial ownership in Disney shares and expected request for Board representation; “Peer Companies” represents the simple average of “Media Industry Peers” as defined in Disney’s 2024 Preliminary Proxy Statement and consists of Alphabet, Amazon, Apple, Comcast, Meta, Netflix, Paramount, and Warner Bros. Discovery; “Broader Market” represents the S&P 500 which we highlight here only as a widely recognized index, however, for various reasons the performance of the index and that of the securities mentioned above may not be comparable. One cannot invest directly in an index; Non-management director performance measures TSR from the effective start date of each member (excluding Sir Jeremy Darroch, who was appointed to the Board effective as of 01/09/24) through 10/06/23.

ⁱⁱ Source: Company filings and transcripts. Note: All quotes sourced from Disney’s FQ4’23 earnings presentation and call transcript.