RTL Group
Annual Report 2024

Financial information

Directors' report

Financial year 2024 in review

- **Group revenue** was stable at €6,254 million (2023: €6,234 million). Group revenue was down 1.5 per cent organically[1] compared to 2023, mainly due to Fremantle.
- **On a pro-forma basis** (including RTL Nederland)[2], Group revenue was up 0.5 per cent to €6,888 million (2023: €6,854 million) and Adjusted EBITA was €887 million (2023: €927 million).
- **TV advertising revenue** was stable at €2,354 million (2023: €2,368 million). After a positive first half of the year, RTL Group's TV advertising revenue decreased by 6.4 per cent to €742 million in Q4/2024 (Q4/2023: €793 million).

	2024 €m	2023 €m	Per cent change	Q4/2024 €m	Q4/2023 €m	Per cent change
Total advertising revenue	**3,122**	3,111	+0.4	**1,002**	1,051	(4.7)
Of which:						
TV advertising revenue	**2,354**	2,368	(0.6)	**742**	793	(6.4)
Digital advertising revenue	**405**	371	+9.2	**143**	133	+7.5
Radio, print and other advertising revenue	**363**	372	(2.4)	**117**	125	(6.4)

- Revenue at RTL Group's content business, **Fremantle**, was stable at €2,254 million (2023: €2,266 million). In 2024, the international market for content production was still impacted by 2023 US strikes and by budget cuts from streaming services and advertising-financed broadcasters. As a result, Fremantle's revenue decreased 8.0 per cent organically[3]. This was partly offset by the acquisition of Asacha Media Group in March 2024.
- **Streaming revenue**[4] was up 42.4 per cent to €403 million (2023: €283 million), driven by a significantly higher number of paying subscribers, increased subscription prices in Germany, and rapidly growing advertising revenue on RTL+ in Germany and M6+ in France.
- **Distribution revenue**[5] was up 6.9 per cent to €354 million (2023: €331 million), driven by RTL Deutschland.
- **Adjusted EBITA**[6] decreased to €721 million (2023: €782 million), mainly due to a lower profit contribution from Groupe M6, partly offset by higher profit contributions from Fremantle and significantly lower streaming start-up losses at RTL Deutschland. The Adjusted EBITA includes **streaming start-up losses** of €137 million (2023: €176 million). The **Adjusted EBITA margin** was 11.5 per cent (2023: 12.5 per cent).
- **Adjusted EBITDA**[6] decreased to €992 million (2023: €1,019 million). The **Adjusted EBITDA margin** was 15.9 per cent (2023: 16.3 per cent). The **Adjusted EBITDA margin** of Fremantle increased to 11.5 per cent (2023: 8.1 per cent). Adjusted EBITDA is the metric used by most of Fremantle's competitors.
- **Group profit from continuing operations** was €428 million (2023: €483 million). Group profit from discontinued operations was €127 million (2023: €115 million). **Total Group profit** was €555 million (2023: €598 million).

[1] Adjusted for portfolio changes and at constant exchange rates. Further details can be found in **Key performance indicators** on page 29 ff
[2] In December 2023, RTL Group announced the envisaged sale of RTL Nederland to DPG Media, and therefore presents its financial information for 2024 and 2023 without RTL Nederland (IFRS 5 'Discontinued operations'). The operating segment RTL Nederland continues to be classified as held for sale and presented as discontinued operations in RTL Group's consolidated financial statements 2024 (Application of IFRS 5 'Non-current assets held for sale and discontinued operations' to the operating segment RTL Nederland). If not indicated otherwise, all figures presented/reported in this document refer to continuing operations. The transaction is subject to regulatory approvals and is expected to close in the second quarter of 2025
[3] Adjusted for portfolio changes and at constant exchange rates. Further details can be found in **Key performance indicators** on page 29 ff
[4] Streaming revenue includes SVOD, advertising and distribution revenue from RTL+ in Germany, M6+ in France and RTL+ in Hungary (including RTL+/RTL+ Active/RTL+ Light)
[5] Revenue generated across all distribution platforms (cable, satellite, internet TV) including re-transmission fees
[6] See **Key performance indicators** on page 29 ff

- **Total net cash from operating activities** was €761 million, of which €110 million from discontinued operations (2023: €537 million, of which €77 million from discontinued operations). The **operating cash conversion rate**[7] for continuing operations was up significantly to 102 per cent (2023: 68 per cent). RTL Group had **net debt**[8] of €-492 million at the end of 2024 (end of 2023: net debt of €-291 million).

- For RTL Group's Annual General Meeting on 30 April 2025, RTL Group's Board of Directors proposes a **dividend** of €2.50 per share for 2024 (2023: €2.75 per share). The ex-dividend date of the dividend payment would be 2 May 2025 and the payment date 6 May 2025.

- Based on the average share price in 2024 (€30.29[9]), the proposed dividend of €2.50 per share represents a **dividend yield** of 8.3 per cent (2023: 7.2 per cent).

Financial review

	2024 €m	2023 €m	Per cent change
Revenue	**6,254**	6,234	**+0.3**
Adjusted EBITA	**721**	782	**(7.8)**
Adjusted EBITA margin (in %)	**11.5**	12.5	
Adjusted EBITA	**721**	782	**(7.8)**
Significant special items	**(87)**	(125)	
Impairment and reversals of impairment losses of investments accounted for using the equity method	**(7)**	–	
Impairment of goodwill and amortisation and impairment of fair value adjustments on acquisitions of subsidiaries	**(54)**	(43)	
Impairment and reversals of impairment losses on other financial assets at amortised cost	**1**	(2)	
Gain/(loss) from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree	**–**	40	
Fair value measurement of investments and re-measurement of earn-out arrangements	**39**	(32)	
EBIT	**613**	620	**(1.1)**
Financial result	**(33)**	(13)	
Income tax expense	**(152)**	(124)	
Group profit from continuing operations	**428**	483	
Group profit from discontinued operations	**127**	115	
Total Group profit	**555**	598	**(7.2)**
Attributable to:			
RTL Group shareholders	**460**	467	**(1.5)**
– Continuing operations	**333**	352	**(5.4)**
– Discontinued operations	**127**	115	**+10.4**
Non-controlling interests	**95**	131	**(27.5)**
– Continuing operations	**95**	131	**(27.5)**
– Discontinued operations	**–**	–	
Basic and diluted EPS (in €)	**2.97**	3.02	**(1.7)**
– Continuing operations	**2.15**	2.27	**(5.3)**
– Discontinued operations	**0.82**	0.74	**+10.8**

[7] Operating cash conversion rate reflects the level of operating profits converted into cash. Further details can be found in **Key performance indicators** on page 29 ff
[8] Net cash/(debt) excludes current and non-current lease liabilities. Including these: net debt as of 31 December 2024 was €-839 million (31 December 2023: net debt of €-592 million). See **Key performance indicators** on page 29 ff
[9] Frankfurt Stock Exchange (Xetra)

Corporate profile

About RTL Group

RTL Group is a leading entertainment company across broadcast, streaming, content and digital, with interests in 60 television channels, seven streaming services and 37 radio stations.

The Group's families of TV channels are either number one or number two in six European countries, while RTL Group owns, or has interests in, radio stations in France, Germany, Spain and Luxembourg. RTL Deutschland is the Group's largest business unit and Germany's first cross-media champion, operating across TV, streaming, radio and digital publishing. RTL Group's streaming services include RTL+ in Germany and Hungary, Videoland in the Netherlands and M6+ in France.

Fremantle is one of the world's largest creators, producers and distributors of scripted and unscripted content, and is responsible for more than 11,000 hours of programming per year, alongside an international network of teams operating in 27 countries.

As a market leader, RTL Group strives to foster alliances and partnerships within the European media industry – for example, by building one-stop advertising sales houses in Germany with Ad Alliance, and driving international advertising sales with RTL AdAlliance. The streaming tech company, Bedrock, the ad-tech company, Smartclip, and the social media company We Are Era, are also owned by RTL Group.

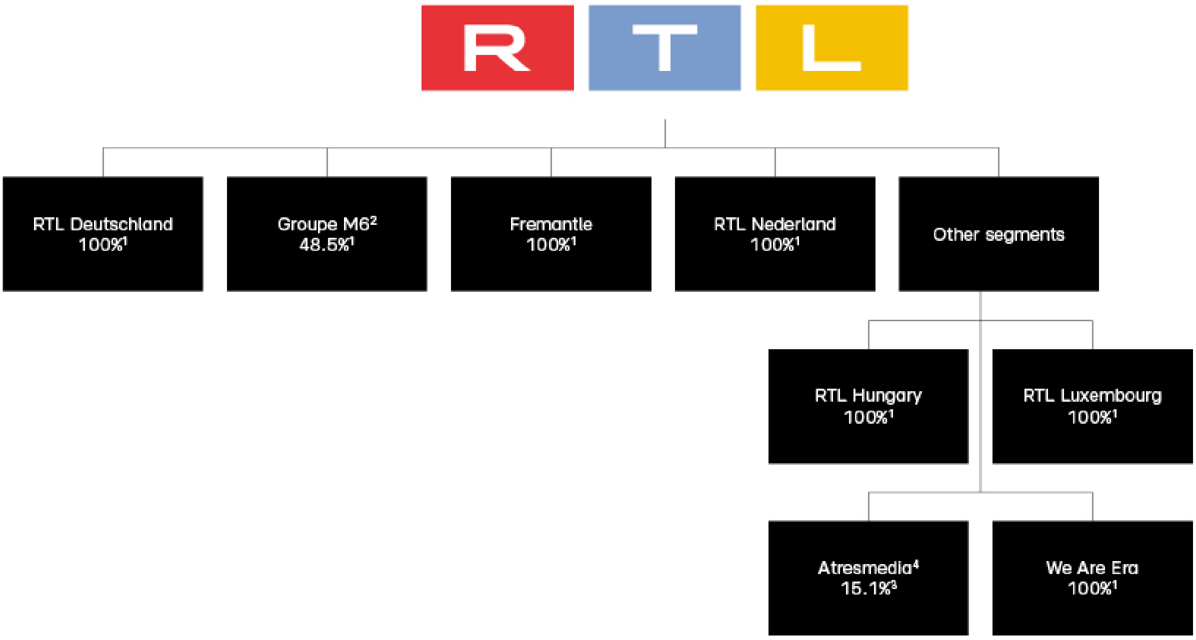
The roots of the company date back to 1924, when Radio Luxembourg first went on air. Compagnie Luxembourgeoise de Radiodiffusion (CLR) was founded in 1931. As a European pioneer, the company broadcast a unique programme in several languages using the same wavelength.

RTL Group itself was created in spring 2000, following the merger of Luxembourg-based CLT-UFA and the British content production company Pearson TV, owned by Pearson Plc. CLT-UFA was created in 1997 when the shareholders of UFA (Bertelsmann) and the historic Compagnie Luxembourgeoise de Télédiffusion – CLT (Audiofina) merged their TV, radio and production businesses.

Bertelsmann has been the majority shareholder of RTL Group since July 2001. RTL Group's shares (ISIN: LU0061462528) are publicly traded on the regulated market (Prime Standard) of the Frankfurt and Luxembourg Stock Exchanges. RTL Group is included in the MDAX stock index. RTL Group publishes its consolidated financial statements in accordance with IFRS accounting standards as adopted by the European Union.

RTL Group corporate structure (simplified)

as at 31 December 2024



1 Fully consolidated. RTL Nederland is classified as held for sale and presented as a discontinued operation in the consolidated financial statements 2024 (Application of IFRS 5 'Non-current assets held for sale and discontinued operations' to the operating segment RTL Nederland)
2 Net of treasury shares and own shares held by Métropole Télévision SA under liquidity contract
3 Net of treasury shares
4 Investment accounted for using the equity method

Management approach

The Group's business units are run by management teams with entrepreneurial freedom and editorial independence. This enables each unit to act flexibly in its market, to build its own local identity, and to benefit from one of the most important success factors in the media business: proximity to its audience.

Responsibility for the day-to-day management of the company rests with the Chief Executive Officer (CEO), who – on a regular basis and upon request of the Board – informs the Board of Directors about the status and development of the company. The Executive Committee is comprised of the CEO, the Deputy CEO & Chief Operating Officer (COO) and the Chief Financial Officer (CFO). The Executive Committee is vested with internal management authority.

In the Operations Management Committee (OMC), the Executive Committee meets with CEOs of the Group's business units and other senior executives from the Corporate Centre and the business units to share information, discuss opportunities and challenges, and foster cooperation.

RTL Group has strengthened cross-border collaboration in the areas of streaming technology (led by Bedrock), advertising technology (led by Smartclip), international advertising sales (led by RTL AdAlliance), tech & data, content creation, sourcing and distribution.

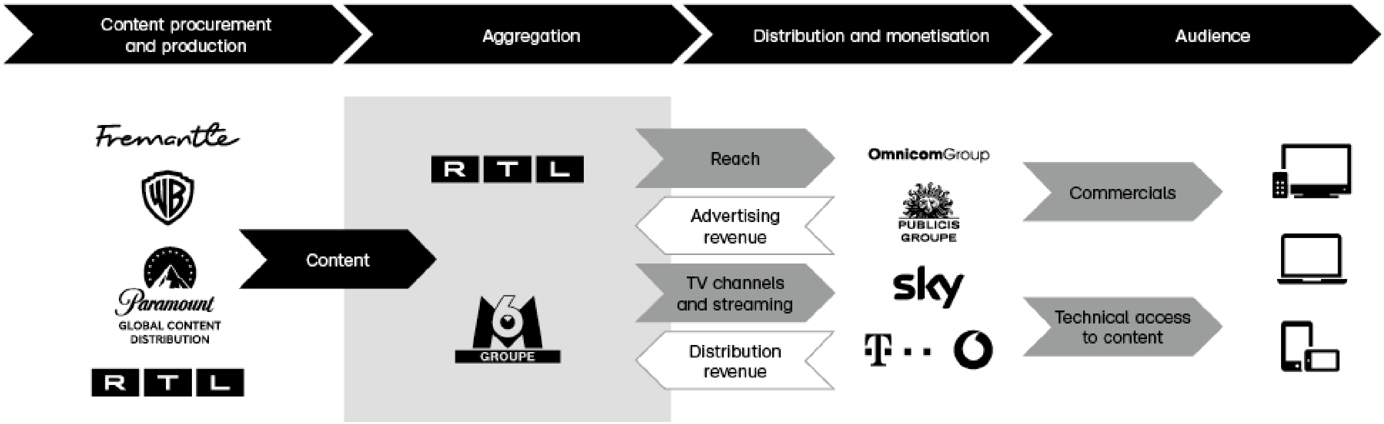
In addition, all units benefit from sharing information, knowledge and experience across the Group through the Group's Synergy Committees (SyCos). These SyCos – which are comprised of executives and experts from each business unit and from the Group's Corporate Centre – meet regularly to discuss topics such as programming, advertising sales, streaming, technology and data. While each unit makes its own decisions, it is encouraged to draw on the understanding and expertise of other RTL Group companies.

The Corporate Centre provides strategic direction and financial controls as well as a number of service functions in areas such as financial systems and processes, while managing the Group's portfolio of holdings.

Business model

RTL Group's main business model is to produce, aggregate, distribute and monetise the most attractive video content, across all formats and platforms.

Broadcast



Generic broadcast value chain

RTL Group's broadcasters buy, produce and commission mostly local content. They also buy or license broadcasting rights for films, TV series and sporting events. TV channels and radio stations, meanwhile, create and schedule programming that helps them shape their channel brands. Rather than focusing on a single genre, RTL Group's flagship channels create a general interest programming mix across all genres, including drama, factual entertainment, news, talk, daily dramas, reality and sport. In today's fragmented marketplace with a huge number of available linear TV channels, streaming services and social video platforms, it's crucial for broadcasters to offer content that makes them stand out.

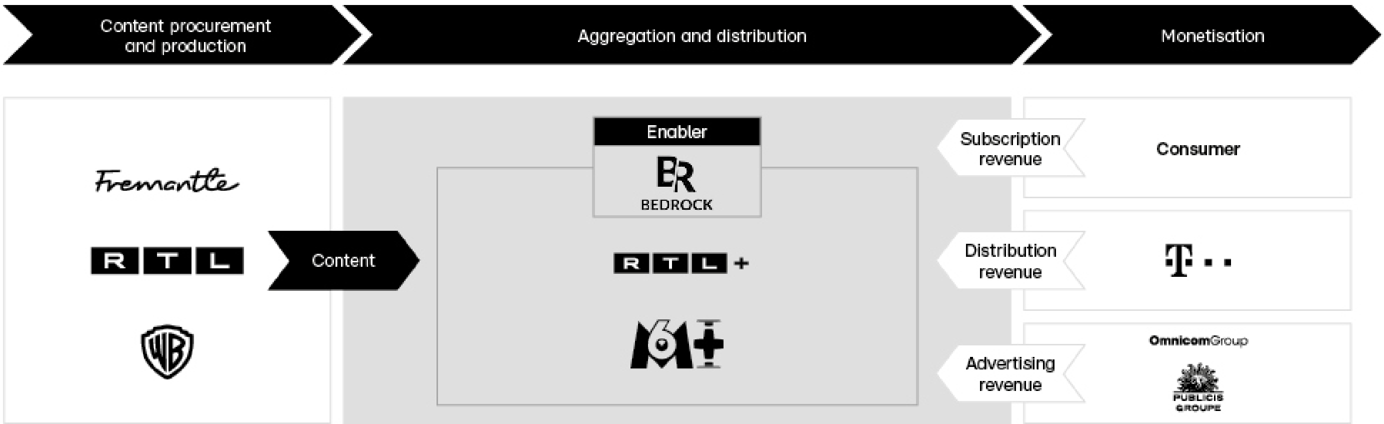
Since advertising is the primary source of revenue for RTL Group's broadcasters, they offer their advertising clients a range of ad formats – from the traditional 30-second commercial to tailored packages of TV and digital ads to addressable TV advertising. RTL Group's advertising sales houses sell spots in the channels' linear and non-linear programming and increasingly across several media categories such as TV, radio/audio, print and online display (cross-media). The price advertisers pay generally depends on the reach and demographic structure of the audience they target. Higher audience shares and more sought-after target groups lead to higher spot prices, generally priced at CPM (cost per mille).

RTL Group broadcasters distribute their content via all platforms, such as cable, satellite, terrestrial broadcasting and internet TV. In exchange for the broadcasting signal in high definition (HDTV) or additional services – such as the RTL Group broadcasters' pay-TV channels or streaming services – the broadcasters receive fees from platform operators. RTL Group reports this figure separately as distribution revenue. Between 2012 and 2024, this high-margin revenue rose from €175 million to €354 million.

Streaming
In order to make their programmes available on all devices at all times, RTL Group's broadcasting units have established their own streaming services, which are financed by subscription fees, advertising and distribution. These broadcasters continue to increase their production volume of original content for their streaming services and have further developed their direct-to-consumer business models to attract new users, retain users and increase engagement.

RTL Group's streaming services have all opted for hybrid business models. For example, M6+ in France, which is primarily advertising-funded, also offers a paid tier for users who wish to have a premium experience without advertising and with early content access and features such as download-to-go. Tiers are built differently across streaming services to fit the business objectives and user experience envisioned by each broadcaster. Features include, for example, several parallel streams on various devices, the live signal of RTL TV channels in HD quality, and premium content bundles that offer local programmes from the Group's linear TV channels, plus premium content either exclusively produced or licensed from third parties. In 2022, RTL Deutschland launched an innovative offer with cross-media content that was bundled in one all-inclusive entertainment app in 2023. In addition to video content, its RTL+ Max users have access to more than 90 million songs, more than 100 radio streams, podcasts and a growing selection of audiobooks and digital magazines.

Streaming technology is key to the business: Bedrock, a French technology company co-founded by RTL Group and Groupe M6, builds the tech platform for Groupe M6's streaming service M6+, Videoland in the Netherlands and RTL+ in Hungary, with RTL+ in Germany planned to migrate in 2026. The platform allows RTL Group to bundle streaming technology investments, and to vertically integrate streaming tech into its value chain.

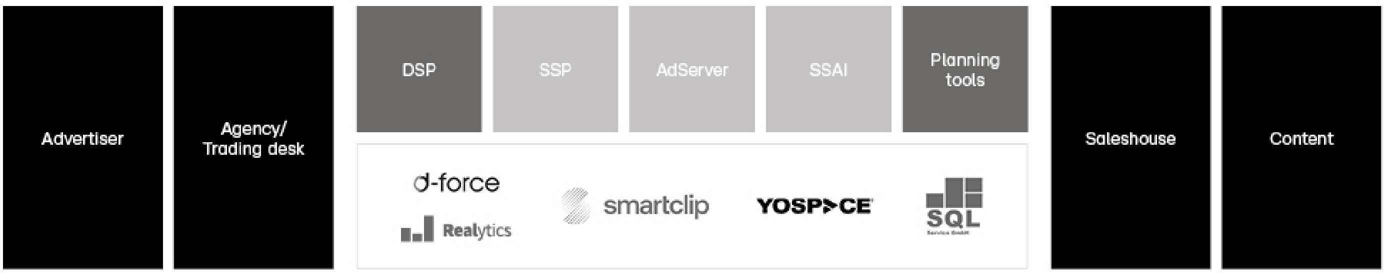


Streaming value chain

Advertising technology

While linear television remains the key medium to reach mass audiences daily, digital video advertising allows advertisers to deliver their message to an engaged audience, which can be enhanced using technology and data. This is done using a sophisticated method that automates the advertising sales process: within milliseconds, an ad space on a website or streaming service can be sold to advertisers looking for a particular demographic and willing to pay a price within a given range.

In brief, advertising technology fulfils two main goals: a) to find the best possible match between advertiser and user and, b) to find the best achievable price for both advertiser and publisher. The main difference to traditional advertising sales is the targeting of individual users instead of a broad reach. Addressable TV advertising aims to combine the advantages of traditional TV advertising – such as high reach and brand safety – with the targeting solutions of digital advertising.



RTL Group ad-tech universe

Content

RTL Group's broadcasters produce and commission a wide variety of local content, while the Group's global production business, Fremantle, is responsible for more than 11,000 hours of programming per year.

Concept creation	Pre-production	Production	Post-production	International distribution
IP creation Script Character design Story	IP development Funding Scheduling Integration of process Attach key cast Storyboard	Shooting Screenplay Storyboard	Cut VFX Sound Music DRM	Tape sales Rights management Commercial exploitation Ancillary exploitation

Content production value chain

As one of the world's largest creators, producers and distributors of content, Fremantle operates differently to RTL Group's broadcasters. The company produces, licenses and distributes a vast array of programmes that range from high-end drama and documentaries through to game shows, daily dramas and reality TV formats. As a production company, Fremantle provides broadcasters and streaming services with content they can use to build their businesses. Fremantle has an international network of teams across production and distribution, and operates in 27 countries.

There are various options for producing and financing unscripted and scripted content. Given the nature of the creative business, each project, programme, and show follows an individual financing plan, determined by the value and market potential of each standalone intellectual property (IP).

Unscripted content, is typically financed by the commissioners (broadcasters and streaming services). Fremantle generates margins through a producer fee, and through the collection of additional rights and licensing fees over time. These fees allow customers to license or acquire IP rights for further global content exploitation such as distribution, airing, and merchandising rights. Brand integrations and collaborations, both locally and globally, define a complementary revenue stream through customised campaigns, co-branding, licensing arrangements and other forms. IP rights are also exploited in-house across social media and FAST channel ecosystems. Margins are generated through advertising revenue shares, and other performance-based monetisation models in partnership with leading global digital platforms and distributors.

Scripted content – defined as drama series and feature films – is generally fully financed through a combination of contributions from commissioners, co-producers, distributors, branded content partners and tax credits and subsidies. In certain cases, Fremantle may also take on financial involvement. Depending on the underlying financing model, returns and rights may be shared among stakeholders according to their respective contributions and distribution agreements. Margins are primarily generated through a producer fee, and through the exploitation of rights across various distribution windows, such as box office, broadcasting, streaming services, and other international IP rights and licensing deals.

Fremantle's international distribution business sells finished programmes and formats around the world, while acquiring, developing, financing and co-producing new titles for the international market. Its catalogue contains a diverse range of programming across all major genres. Supported by a sales network that spans 11 international offices across five continents, Fremantle distributes content in over 180 territories worldwide.

The distribution business also plays an important role in providing financing for high-quality drama series and documentaries and is then able to sell these formats internationally to help to refinance the production costs, thereby making the productions more profitable.

The business model of drama series, films and documentaries is based on creating long-term library value. Ideally, these series will entertain viewers and thereby generate revenue and profits for five to 20 years. The development cycle of high-end drama series – from concept to screening – ranges from two to three years.

The time of delivery of a finished programme and the date of initial transmission are determined by the broadcaster or streaming service. This affects the timing of revenue recognition at Group level. These phasing or timing effects can swing significantly from one quarter to another, but are often balanced over the course of the year.

Other

Radio/audio
Alongside the flagship radio station RTL in France, RTL Group owns or has interests in other stations in France, Germany, Spain and Luxembourg – reaching millions of listeners every day. RTL Group's radio stations create and schedule programming to shape their channel brands. In France, the Group's flagship channel balances a mix of genres such as news, talk and comedy to create a general interest programming mix, whereas smaller channels such as Fun Radio focus only on music and younger listeners.

In the case of France, Germany and Luxembourg, RTL Group operates TV broadcasting and radio broadcasting in the same market. This creates significant synergies, ranging from cost-to-programme and cross-promotion (with joint advertising sales houses, for example). Next to traditional advertising-financed radio broadcasting (which has a similar business model to linear free-TV), RTL Group is active in the production of podcasts – for example, with Audio Alliance in Germany.

Publishing
RTL Group's German publishing business includes established magazine brands such as *Stern*, *Brigitte* and *Geo*, as well as digital products in all publishing segments. The business model is comparable to radio and TV: the publisher collects, produces and distributes local content and RTL Deutschland's advertising sales house, Ad Alliance, sells print and online advertising. The main sources of revenue are advertising and distribution, which is divided into subscription and retail sales.

RTL Deutschland's publishing business is undergoing a digital transformation. The shift from print to digital marks a change in consumer behaviour amplified by a challenging market environment. This is mainly due to increased prices for paper and energy, increasing inflation and supply chain issues and significantly decreasing print advertising revenue. The restructuring of the business – which was completed in 2023 – is accompanied by an investment of €80 million between 2023 and 2025 in the Group's publishing business, €30 million of which relates to in the expansion of the digital paid offer Stern+.

Social media
As the creator economy continues its rapid growth, RTL Group has expanded its presence in this sector. RTL Group's social media company We Are Era focuses on the areas of influencer marketing, social content production and monetisation, talent management, and supplementary data services. These activities enable brands to reach younger, digital-first audiences through authentic campaigns and tailored content, while supporting creators in building sustainable careers on platforms such as YouTube, Instagram and TikTok. Revenue streams are driven by fees and revenue shares for branded content, advertising, talent management and data services.

We Are Era, RTL Group's pan-European social media business, combines these services and has been expanding its portfolio through strategic acquisitions – including the recent acquisition of the German influencer marketing agency Social Match, in January 2025.

Market

Market environment

Digitisation has significantly transformed the TV market. 100 per cent of European households now receive their TV signal digitally and, in Germany alone, viewers have access to more than 80 linear television channels.

Digitisation has brought new ways of reaching viewers – including short-form video content made for consumption on mobile devices and streaming services – which complement conventional modes of free-to-air TV and pay-TV distribution such as digital terrestrial television, cable and satellite. Today, RTL Group and other broadcasters distribute their programmes on both a linear (scheduled) and non-linear (on demand – anywhere, any time and on any device) basis.

With these extensive changes in the technical infrastructure of content distribution, the rise in viewing consumption through new devices – such as connected TVs, mobile devices and games consoles – has led to far-reaching changes in TV viewing behaviour. Now that media convergence has become a technical reality, the media industry has experienced noticeable shifts in audience reach, advertising and distribution.

The video market comprises:
- Linear TV (commercial and public free-to-air channels and pay-TV channels)
- Streaming services financed by subscriptions, advertising, distribution revenue or pay-per-view (especially long-form)
- YouTube, Facebook/Instagram, TikTok, Twitch and other online video platforms (especially short-form)

Market trends

Due to ongoing digitisation, RTL Group's markets are currently shaped by two key trends: **competition** and **consolidation**.

While linear TV is still the way most viewers consume video content in Europe, non-linear viewing or streaming is growing fast. The following trends can be observed:

- The younger the target group, the higher the share of non-linear viewing
- The younger the target group, the higher the share of viewing on mobile devices
- Linear viewing time in young target groups has decreased over the past decade
- Younger target groups spend more of their entertainment time on more social and interactive forms of entertainment, including video games and virtual events
- Streaming services are now also increasingly attracting older target groups
- Watching video content on mobile devices increases the demand for short-form video (short clips that last just a few minutes)
- There is a high demand for all content genres including sports on streaming services
- Films are increasingly produced for streaming services and broadcasters, while cinemas decrease in relevance

Competition
Traditional media companies, particularly in the United States, spend enormous amounts in the battle with global tech platforms such as Netflix, Amazon and YouTube (Alphabet). In what became known as the 'streaming wars', in a short space of time, Disney, Apple, Warner Bros Discovery, Paramount Global (formerly ViacomCBS) and Comcast/NBCUniversal all launched new streaming services. Streaming subscriptions – including libraries of films and shows, along with other services – cost up to €20 a month in Germany, for example for Netflix. In addition to subscription fees, streaming services such as Netflix, Disney+ and Amazon Prime introduced ad-supported price tiers to their offering. Streaming services also offer an increasing number of free ad-supported streaming TV (FAST) channels. In contrast to ad-supported video-on-demand (AVOD), FAST channels offer live TV – like a linear TV channel via CTV devices. Although this increases competition, it also offers opportunities for content production companies such as Fremantle. In 2024, the *Financial Times* headlined that "Streaming wars are over and Netflix won". While it may be premature to declare that the streaming wars have ended, Netflix maintained a strong position, aided, for example, by the decisions of major content rights holders such as Disney and HBO to license more content to Netflix. The future of

streaming will include ongoing shifts as companies adjust their strategies in response to viewer preferences and market dynamics.

The production business around the world was thriving in the years 2018 to 2022, especially for high-end drama series, leading to rapidly increasing prices for the best content and talent. This trend has faded due to the shifted focus of global streamers on profitability, the macroeconomic environment with challenging advertising markets and the US writers' strike in 2023:

– According to data from research firm Ampere Analysis, the global production market represented $243 billion in 2023 – twice as much as 10 years ago. However, this trend is expected to slow down, according to Ampere Analysis. Despite macroeconomic headwinds, budget cuts of streaming companies, a challenging TV advertising environment – which especially burdened free-to-air broadcasters – and industry challenges from the writers' strike in the US, the market is estimated to be stable in 2024, with a total value of $247 billion.

– According to Ampere Analysis the total spending on European original content (excluding sports rights) increased in 2023, at a lower rate after the post-pandemic rebound. Global streamers' spending in European content increased by 33 per cent in 2023 and accounted for 26 per cent of all spending on European original content, partly due to European legislation.

– Content production prices increased rapidly in recent years, peaking in 2022/23. According to *FT.com, Citadel* on Amazon Prime was the most expensive series of 2023, with production costs of $50 million per episode. The first season of the *Lord of the Rings* series for Amazon Prime, which launched in 2022, is still the most expensive series ever, costing $58 million per episode.

– The focus of streaming players has shifted towards profitability, with cost-saving measures and tighter controls on content spend, also driven by the high number of available services and increased customer churn. These cost-saving measures led in general to lower production costs for lighthouse productions, such as the second season of *House of the Dragon*. The most expensive shows in 2024 – with a cost of around $20 million per episode – were *3 Body Problem* and the second season of *Severance*. Content commissioning has partly shifted from expensive scripted series to less expensive unscripted content, such as entertainment, reality shows and sports. In addition, several subscription-based streaming services – including Netflix and Amazon Prime – further strengthened their activities to increase revenue from advertising, while increasing subscription prices in 2024.

– At the same time, general streaming services are increasingly focusing on sports rights. Netflix changed its strategy and acquired the rights to show NFL matches, the 2027 and 2031 Fifa Women's World Cups and World Wrestling Entertainment (WWE) matches, while Amazon Prime acquired rights to Uefa Champions League matches, American football/NFL, basketball/NBA matches and Wimbledon (tennis). Apple TV+ has broadcast Major League Baseball and Major League Soccer matches since 2023.

– Since the peak of the streaming wars in 2022, major US studios and content rights holders – such as Disney, Paramount Global and Warner Bros Discovery – have again started to license films and shows to competitors, international broadcasters and streaming services. This move partly reverses their strategy to withhold such content for exclusive use on their own direct-to-consumer streaming services. Global streaming services – which previously asked for worldwide exclusive rights from production companies – have also become more flexible in their content acquisition strategy. Both developments offer opportunities for RTL Group's broadcasters and streamers, as well as for the Group's global content business, Fremantle.

Exponential growth of the AI ecosystem

In recent years, the AI ecosystem has experienced exponential growth driven by advances in machine learning, data processing, and computing power. The development of powerful graphics processing units (GPUs) has enabled the implementation of complex AI models in real time. These advancements have laid the foundation for groundbreaking innovations in various industries, including video production.

Initially, the focus was on general text models such as ChatGPT, while the next wave focused on text-to-image, text-to-speech and text-to-video models.

Over the past year, text-to-video models have made significant progress. These models can generate full-fledged video content from textual descriptions. They use advanced neural networks to combine visual and narrative elements, automatically creating videos. Examples of such models include OpenAI's Sora, Runway's Gen-3, Google's VEO2, and Meta's Movie Gen.

Almost daily, new AI models and tools are being released, many of which already have the potential to fundamentally change established workflows and greatly accelerate work processes along the entire value chain (development, production, post-production, marketing, distribution and advertising).

Even though we are still at the very beginning, we are already experiencing a massive acceleration of new technology, an innovation wave that will lead to changes and cost efficiencies in our core processes.

For examples on AI at RTL Group see **Innovation** on page 49.

Consolidation
In the past 10 years, some media groups have been folded into vertically integrated conglomerates that control both the production and distribution of content. For example, Comcast bought US media company NBCUniversal and the European pay-TV provider Sky.

The world's largest media company, Disney, expanded horizontally, with its $71 billion acquisition of 21st Century Fox in 2019 and previous acquisitions of Pixar (animation studio), Lucasfilm (*Star Wars*) and Marvel Entertainment (Marvel Comics). US telecommunications company AT&T bought DirecTV, a satellite firm, and Time Warner, owner of HBO and Warner Bros Studio. AT&T split off WarnerMedia and combined it with Discovery in April 2022 – now called Warner Bros Discovery. In 2024, Warner Bros Discovery announced it would separate its declining cable TV business from the growing streaming and studio operations, for a potential sale or spin-off of its traditional TV business, while Comcast presented plans to split most of its NBCUniversal cable networks into a new public company. US media companies CBS Corporation and Viacom formed ViacomCBS (called Paramount Global since February 2022). Paramount Global agreed to merge with streaming-era upstart Skydance Media in 2024. This period of consolidation in the US has created a handful of content companies with huge back catalogues.

In Europe, larger consolidation moves initiated by RTL Group – such as the planned mergers between Groupe TF1 and Groupe M6 in France and Talpa Network and RTL Nederland in the Netherlands – were blocked by the competition authorities. In both cases, the competition authorities did not consider the speed and extent of the changes in the media landscape and the impact of these changes on local media companies. Even smaller attempts to consolidate such as RTL Deutschland's ambition to take over Nickelodeon in Germany from Paramount or Ad Alliance in Germany taking over the advertising sales for RTL Zwei were blocked by the German competition authority.

As outlined in Deloitte's TMT predictions for 2024 and reiterated in their latest predictions for 2025, the streaming model will shift from subscriber growth to profitability. Streamers are expected to consolidate, firstly commercially and secondly via M&A. With this so-called 'commercial consolidation', streamers are expected to offer bundles that combine several streaming or other media services at a lower combined price for longer subscription periods, such as six months or a year. This bundling is also possible in collaboration with telecommunication companies, such as the hard bundling of Deutsche Telekom's Magenta TV and RTL+ in Germany.

The production business, although much more fragmented than broadcasting and streaming, shows a similar consolidation trend, as demand for talent – including authors, scriptwriters and showrunners – increases. Thus, large production businesses merge with, or increasingly acquire, smaller production companies. An international example is the French TV production firm Banijay, which acquired Endemol Shine from Disney and Apollo Global Management, creating the largest TV producer outside the US. Fremantle has acquired several production companies to accelerate its growth in scripted series, films and documentaries.

Strategy

RTL Group's strategy is built on three priorities: core, growth, and alliances and partnerships.

The international media industry is in the middle of a fundamental transformation, with huge opportunities for those prepared to shape the future.

RTL Group transforms its business for higher reach and better monetisation to unlock these opportunities. Combining linear TV channels and non-linear services increases total reach and requires investments in content, marketing and state-of-the-art streaming services. Targeting, personalisation and recommendation improve the monetisation of that reach and require investments in advertising technology and data.

RTL Group's Board of Directors and Executive Committee have defined a strategy that builds upon three priorities:

1. Strengthening the Group's **core** businesses.
2. Expanding RTL Group's **growth** businesses, in particular in the areas of streaming, content production and technology.
3. Fostering **alliances and partnerships** in the European media industry.

Core

Strengthening RTL Group's families of channels
Wherever attractive opportunities arise, the Group **aims to consolidate** across its existing European broadcasting footprint – including mergers and acquisitions. The strategic rationale is about scale, pooling resources and creativity to compete with global tech platforms in the respective national markets. Instead of consolidating in larger steps, as initially planned, RTL Group executes a series of smaller steps as an alternative path to scale. This includes, for example, strengthening the Group's national and international ad sales businesses, fostering distribution partnerships, investments in streaming technology and data, or smaller consolidation steps. In Belgium, Croatia and most recently in the Netherlands, RTL Group decided to sell its TV and streaming businesses to regional media companies so that they can act as consolidators in these markets.

Building and extending families of TV channels addresses increasing audience fragmentation and competition in a digital, multi-channel world, with the overall goal of maintaining or growing RTL Group's audience shares and net TV advertising market shares in the various countries. In recent years, RTL Group's families of channels have been extended by **digital channels**, including Nitro, RTL Up, Vox Up and 6ter.

To further strengthen its broadcasting business, **RTL Group aims to increase non-advertising revenue**. This includes growing revenue from platform operators – cable network operators, satellite companies and internet TV providers – for services such as high-definition TV channels, streaming services and digital pay-TV channels (distribution revenue) as well as intensifying distribution and pay-streaming partnerships.

Investing in premium content
Investing in premium content and exploring all ways to develop and own new hit formats are key to strengthening RTL Group's core business. In 2024, RTL Group spent around €4 billion on content, combining the programming spend of its broadcasters and the productions of its global content business, Fremantle. Investment in local, exclusive content – including the rights for live sports events – strengthens RTL Group's linear TV channels, streaming services, and news and magazine formats.

The following deals strengthen the Group's linear channels – helping to attract primarily male audiences – and play an important part in gaining new paying subscribers for the Group's streaming services:

Germany
- **Highlight rights** for the German football league (**Bundesliga**) for streaming service RTL+ for four seasons starting from 2025/26
- Free-TV rights for the weekly top match of the **second league** (2. Bundesliga) for the four seasons 2025/26 to 2028/29
- **Uefa Europa League** and **Europa Conference League** for the seasons 2024/25 to 2026/27
- Half of all football matches of the **German national team** in the Uefa Nations League until 2028

- **European Qualifiers** for both the Fifa World Cup 2026 and Uefa Euro 2028
- **National Football League (NFL)** matches including the Super Bowl until 2028
- More than 15 **Mixed Martial Arts (MMA)** fights per year from 2025 to 2027
- Content partnership with **Sky Deutschland**: seven Formula 1 races broadcast live on RTL in Germany, alongside one game from the English Premier League per match week on RTL+, and three conference broadcasts of the 2. Bundesliga on RTL. The partnership also includes selected highlights rights and Sky fiction productions. Sky Deutschland will receive rights to two Uefa Europa League or Uefa Europa Conference League games per match week
- Licensing agreement with **Paramount Global Content Distribution**: attractive programme package for RTL+ and RTL Deutschland's free-to-air TV channels, including German premieres and highlights from Paramount's library
- Strategic partnership with **Constantin Film**: cross-platform licensing of exclusive free-to-air TV content and exclusive streaming rights for all theatrical productions in Germany
- Strategic partnership with the production companies **Wiedemann & Berg Film** and **Leonine Studios**: multi-year framework agreement for exclusive free-to-air TV and streaming rights to German film productions
- Exclusive five-year deal with German entertainer and TV producer **Stefan Raab** for linear television programmes and formats on RTL+

France
- Most of the matches of the **Fifa World Cup in 2026 and 2030** – a total of 54 matches for each tournament
- Free-to-air TV rights of the **Uefa Champions League** finals in 2025, 2026 and 2027
- 22 **National Football League (NFL)** matches for the 2023 to 2027 seasons

Others
- Hungary: **Uefa Champions League** starting in the 2024/25 season for three years
- Hungary: retained linear and digital rights to the Uefa Europa League and the Uefa European Conference League for three years for the seasons 2024/25 to 2026/27
- Luxembourg: **Uefa European Qualifiers** until 2028
- Luxembourg: Formula 1 races until 2026

Managing the portfolio
RTL Group's management continuously reviews the Group's portfolio. In previous years, RTL Group sold several non-core assets in Europe – including the football club Girondins de Bordeaux and the website MonAlbumPhoto in France, the home entertainment and theatrical distribution company Universum Film in Germany, the digital video network BroadbandTV (BBTV) based in Vancouver, and the ad-tech company SpotX, the mobile entertainment company Ludia and the software and data company for media measurement, VideoAmp, all in the US. In 2024, RTL Group carried out several sales of shares in Magnite – the US ad-tech company – completing divestment of its financial interest.

These disposals are consistent with RTL Group's strategy to focus on growing its European digital businesses in the areas of streaming and advertising technology, alongside the Group's global content business, Fremantle.

Growth

Building national streaming champions
RTL Group is building national streaming champions in the European countries where it has leading families of TV channels. These streaming services capitalise on the Group's competitive advantage in local programming to complement global services such as Netflix, Amazon Prime and Disney+.

RTL Group operates the services RTL+ in Germany and Hungary and M6+ in France that have gradually introduced a **hybrid business model** consisting of various price packages. Lower-priced or free packages are predominantly or fully financed by advertising. Various premium price packages include, for example, parallel streams on various devices, the live signal of RTL TV channels in HD quality and premium content bundles. These content bundles offer programmes from the Group's linear TV channels in the respective countries, plus premium content either exclusively produced or licensed from third parties.

Following the envisaged disposal of the Dutch streaming service Videoland and the investments in M6+ in France, RTL Group has updated the targets for its streaming services RTL+ in Germany and Hungary and M6+ (previously 6play): by 2026, the Group aims to reach around 9 million paying subscribers and around €750 million of streaming revenue. RTL Group plans to increase its annual content spend for its streaming services to around €500 million and to become profitable in streaming by 2026. By the end of December 2024, RTL Group had 6.764 million paying subscribers for its streaming services RTL+ in Germany and Hungary and M6+ in France – up 21.5 per cent year on year (end of December 2023: 5.569 million).

In Germany, the Group rebranded its rapidly growing streaming service as RTL+ in November 2021 and launched the **RTL+** multimedia app at the beginning of August 2023. RTL+ is the first German all-in-one streaming bundle that combines video, music, audiobooks, podcasts and magazine content in one subscription and one app, which is a unique selling proposition in the German-speaking market.

In July 2024, RTL Group announced that the Group's largest streaming service, **RTL+** in Germany, plans to migrate to the **Bedrock** technology platform. This plan is in line with RTL Group's strategy to deepen Group-wide cooperation in technology, advertising sales and content. The goal is to complete the migration of RTL+ in Germany to the Bedrock platform in early 2026, which will generate significant cost savings and increase its innovation strength. The migration will contribute to RTL Group's goal of reaching profitability with its streaming businesses in 2026 and to further grow Bedrock.

In March 2024, **Groupe M6** announced additional investments of €100 million annually in **M6+** for content, technology and marketing, ramping up over three years. The service is primarily financed by advertising (AVOD), complemented by a premium subscription tier (SVOD). M6+ runs on the technology platform provided by Bedrock and was launched on 14 May 2024 with a record performance. Compared to the predecessor 6play in 2023, M6+ registered 30 per cent more monthly users and increased streaming hours by 35 per cent, based on the in-house heartbeat measurement[10]. In 2024, M6+ registered 21.5 million average monthly active users (2023: 16.6 million average monthly active users for 6play). M6+ is available on all connected TV devices in France and recorded more than 1 million concurrent users during the Uefa Euro 2024 quarter finals – another record for M6+, which attracts the youngest audience among free and French streaming services.

RTL Hungary launched its streaming service **RTL+** in November 2022. The service offers exclusive local content – a unique feature in the Hungarian streaming landscape – and is also based on Bedrock technology. In August 2024, RTL Hungary announced a strategic partnership with **One** (previously called 4iG Group). From 1 January 2025, Hungarian integrated service provider One, together with its telecommunications subsidiaries, exclusively distributes RTL Hungary's linear TV channels and the streaming service RTL+. In the coming years, One's content production division will support RTL Hungary in broadcasting the Uefa Champions League, Uefa Europa League and the Uefa European Conference League matches.

Expanding RTL Group's global content business, Fremantle

RTL Group's content business, Fremantle, is one of the world's largest creators, producers and distributors of scripted and unscripted content. Fremantle runs an international network of teams across production and distribution in 27 countries. The company is responsible for more than 11,000 hours of programming each year, and distributes content worldwide.

RTL Group confirms that Fremantle's Adjusted EBITA margin is expected to increase to 9 per cent by 2026. Fremantle continues to target full-year revenue of €3 billion in the mid-term, including the acquisition of small and medium-sized production companies and partnerships with creative talent.

Fremantle pursues three strategic goals:

- **Protect and grow the core:** Maintaining its position as a leading producer and distributor of quality programming by nurturing established brands such as *Idols*, *Got Talent* and *Family Feud*, while investing in creating new formats and brands and expanding the client base with global streaming platforms such as Netflix and Amazon Prime.
- **Grow drama, film and documentaries**: Fremantle has made a series of investments in talent and labels to grow its drama, film and documentary business, and be the best choice for talent. The company has strengthened its European footprint, expanded its scripted business and invested in several documentary production companies to become a leading producer of high-end documentaries.
- **Create a portfolio business** by exploiting new monetisation models such as branded entertainment, direct-to-consumer and FAST channels. Fremantle has launched 20 own FAST channels in 20 territories, such as Family Feud: Steve Harvey, Jamie Oliver, Baywatch and America's Got Talent, which are currently available on 24 different platforms. Fremantle has an ambitious plan to leverage its global footprint and grow the business internationally.

[10] Source: In-house measurement 'Heartbeat', includes content exclusive to the platform – like-for-like basis. According to Médiamétrie, viewing hours were up 11 per cent to 575 million hours (January to September 2023: 518 million hours). Médiamétrie – TV rating across 4 Screens (channels) – not including viewing of 6play exclusive programmes

Fremantle continues to invest in high-end productions to accelerate its growth in drama series, films and documentaries. Acquisitions include, for example, Miso Film in Scandinavia, This is Nice Group in the Nordics, Wildside and Lux Vide in Italy, Asacha Media Group and Kwaï in France, A Team Productions in Belgium, Silvio Productions in Israel, Dancing Ledge Productions, 72 Films and Wildstar Films in the UK, Passenger in the US, Eureka in the US and Australia, Element Pictures in the UK and Ireland and Beach House Pictures in Asia.

Fremantle also bought minority stakes in a number of new production companies to secure first access to their creative talent and output. Working with world-class storytellers is key to Fremantle's scripted strategy.

Investing in technology and data
Combining the strengths of RTL Group's core business – high reach, brand safety and emotional storytelling – with data and targeting offers significant growth potential for the Group's largest revenue stream: advertising. Addressable TV will grow the available inventory, attract new advertisers and can be sold at a premium compared to traditional linear TV advertising.

RTL Group's largest unit, RTL Deutschland, is responsible for the Group's ad-tech business, **Smartclip**. Based on Smartclip technology, RTL aims to create an open ad-tech platform tailored to the needs of European broadcasters and streaming services. Accordingly, RTL Deutschland will invest further in evolving and growing the Smartclip platform. This includes acquisitions such as French ad-tech company Realytics, which complemented the existing ad-tech stack. Realytics systematically analyses the impact of TV advertising on advertiser websites and ensures data availability for digital ad decision-making.

Bedrock, a French technology company co-founded by RTL Group and Groupe M6, builds the tech platform for Groupe M6's streaming service M6+, Videoland in the Netherlands and RTL+ in Hungary, with RTL+ in Germany to be fully migrated in early 2026. This common platform allows RTL Group to bundle streaming technology investments.

Alliances and partnerships

New partnership opportunities
In competing with the global tech platforms, new alliances and partnerships between European media companies become increasingly important.

In autumn 2019, RTL Group's management started to promote new partnership opportunities – all based on the philosophy of bundling European broadcasters' resources to establish open and neutral platforms. RTL Group offers these partnership opportunities in areas such as advertising sales, advertising technology, streaming technology, content creation and data.

As part of the envisaged sale of RTL Nederland, **RTL Group** and **DPG Media** will enter into a strategic partnership, spanning from technology to advertising sales and content. At the time of closing the transaction, the service agreements for RTL Nederland in the areas of streaming technology (via Bedrock), broadcasting operations (via RTL Group's technical services provider BCE) and international advertising sales (via RTL AdAlliance) will be renewed for at least three years. RTL Nederland will also continue to use the solutions provided by RTL Group's ad-tech business, Smartclip.

In January 2025, **Deutsche Telekom** and **RTL Deutschland** announced an agreement to renew their streaming cooperation – which started at the end of 2020 – until 2030. Under the terms of the agreement, RTL+ Premium is automatically included in most price plans of Deutsche Telekom's TV offer, MagentaTV, without additional fees for MagentaTV customers. Renewing the successful cooperation between Deutsche Telekom and RTL Deutschland for another five years contributes significantly to RTL Group's strategic streaming goals.

The strategic partnership of **Sky Deutschland** and **RTL Deutschland** started in January 2024. It includes the sublicensing of seven Formula 1 races, one game from the English Premier League per match week on RTL+ and three conference broadcasts of the 2. Bundesliga for RTL Deutschland. The partnership also includes selected highlights rights and Sky fiction productions. In July 2024, the partnership was extended by including RTL+ and RTL Deutschland's channels in HD quality in Sky Stream.

In December 2024, **RTL Deutschland's** and **ProSiebenSat1's advertising technology** partnership started, which bundles the services of their advertising technology businesses, **Smartclip** and **Virtual Minds,** to enable advertisers to book campaigns across all inventories – linear and non-linear – including the streaming services RTL+ and Joyn, as there was no technical approach in the market to unify the different consumption channels before. The arrangement utilises the complementary strengths of both businesses: RTL's technology solutions for digital TV (specifically for addressable TV, online video, and connected TV) and, Virtual Minds' innovative approaches for the digitisation of linear TV advertising. The long-term vision is to create a European TV ecosystem that offers the same benefits for advertisers and broadcasters on a European scale, not just in Germany. In 2025, the parties are progressing towards the creation of an open, transparent platform that unifies digital and linear advertising with straightforward booking options.

In December 2024, **Smartclip** and **M6 Publicité**, the advertising sales house of Groupe M6, announced a strategic technology partnership. Smartclip's advanced ad-tech solutions will progressively be integrated into M6 Publicité's ad-tech stack, supporting Groupe M6's ambition to triple its streaming revenue to €200 million by 2028 compared to 2023.

In January 2025, **RTL Group**, as part of a partnership between **Bertelsmann** and **Open AI**, became part of a far-reaching collaboration with the world's leading artificial intelligence (AI) company. The central element of the partnership is early access to leading AI tools, which, among other things, enables creatives to automatically produce high-quality video content that retains an individual and creative signature thanks to the user's design.
RTL Deutschland and OpenAI are working together to adapt the tools to the needs of the media industry and to set new standards in video storytelling for the creation of unique content.

Driving international advertising sales
One key development for RTL Group's largest revenue stream – advertising – has been the increased demand from advertisers and agencies for global ad-buying opportunities. Consequently, RTL Group is expanding **international advertising sales** to cater to the demand from international advertisers and agencies for easy access to the Group's large portfolio of TV and streaming services, its social media company and advertising technology in a brand-safe environment.

In 2022, RTL Group combined RTL AdConnect, G+J iMS and the media division of Smartclip to create an international advertising sales champion: **RTL AdAlliance**. RTL AdAlliance provides international advertisers with simplified access to a unique portfolio of media brands across TV, digital video, radio/audio, online, mobile and print.

In October 2024, RTL Group's international sales house, **RTL AdAlliance**, announced that the multi-channel sales house IP Österreich – now a 100-per-cent subsidiary of RTL Group – will fully become part of RTL AdAlliance and merge its portfolio from July 2025 onwards. Advertising clients in Austria will benefit from the advertising inventory of well-known European media brands and the premium content of RTL AdAlliance.

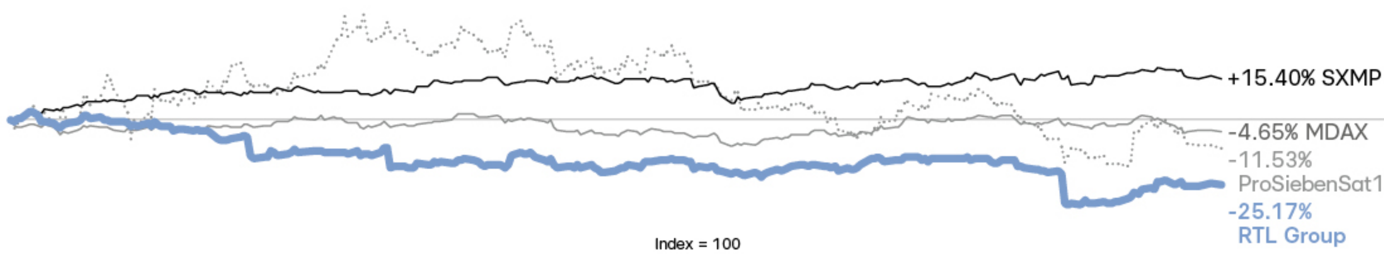
Building one-stop sales houses for cross-media campaigns
On a national level, the German Ad Alliance launched in 2016, offering high reach to advertisers and agencies.
Ad Alliance in Germany is a one-stop shop for the development of cross-media solutions and innovative advertising products. Its portfolio spans television, radio/audio, print, and digital. Ad Alliance is the only sales house in Germany that offers complex, all-media campaigns from a single source. In 2019, the sales house Media Impact (Axel Springer) became a partner of Ad Alliance, and from January 2024, Ad Alliance has taken over the advertising sales of the digital portfolio of Bauer Advance. The partnership includes all digital brands of the Bauer Media Group and is a further step towards RTL Group's envisaged ad sales consolidation. Together, the platforms of Ad Alliance reach 99 per cent of the German population. Ad Alliance remains open to additional partnerships.

Capital markets and share

RTL Group's shares (ISIN: LU0061462528) are publicly traded on the regulated market (Prime Standard) of the Frankfurt Stock Exchange and the Luxembourg Stock Exchange. RTL Group is included in the MDAX stock index.

Share performance

1 January 2024 to 31 December 2024



RTL Group share price development for January to December 2024 based on the Frankfurt Stock Exchange (Xetra) against MDAX, Euro Stoxx 600 Media (SXMP) and ProSiebenSat1

RTL Group's share price started 2024 at €35.68 and finished the year down 25.2 per cent, at €26.70. The share price highs and lows were €36.90(8 January) and €23.85 (14 November).

Quarterly, the average share price evolved as follows:
Q1: €34.25
Q2: €30.08
Q3: €29.30
Q4: €27.49

The Group declared a dividend in April 2024 that was paid on 29 April 2024. The payment of €2.75 (gross) per share related to the 2023 full-year dividend. The total dividend paid amounted to €426 million. Based on the average share price of €38.44 in 2023, this represented a dividend yield of 7.2 per cent and a dividend payout ratio of 86 per cent, in line with the Group's dividend policy.

For more information on the analysts' views on RTL Group and RTL Group's equity story, please visit the **Investor Relations** section on *rtl.com*.

RTL Group rating

In 2019, RTL Group decided to cancel its ratings from both S&P and Moody's. Until the date of the cancellation, these ratings were fully aligned to RTL Group's parent company, Bertelsmann SE & Co KGaA, due to its shareholding level and control of RTL Group.

RTL Group dividend policy

RTL Group's dividend policy offers a payout ratio of at least 80 per cent of the Group's adjusted net result.

The adjusted net result is the reported net result available to RTL Group shareholders, adjusted for any material non-cash impacts, such as goodwill impairments.

Total shareholder return

RTL Group measures its Total Shareholder Return (TSR), using the share price development and the dividend paid over the same time frame, and assumes that the share has been held for this full period.

Over the past two years the TSR of RTL Group shares is as follows:

	2024	2023
Share price as of 1 January (in €)	**35.68**	40.62
Share price as of 31 December (in €)	**26.70**	34.96
Dividends paid (in €)	**2.75**	4.00
Total shareholder return (in per cent)	**(17.5)**	(4.1)

The TSR has been calculated as follows, using 2024 as an example:

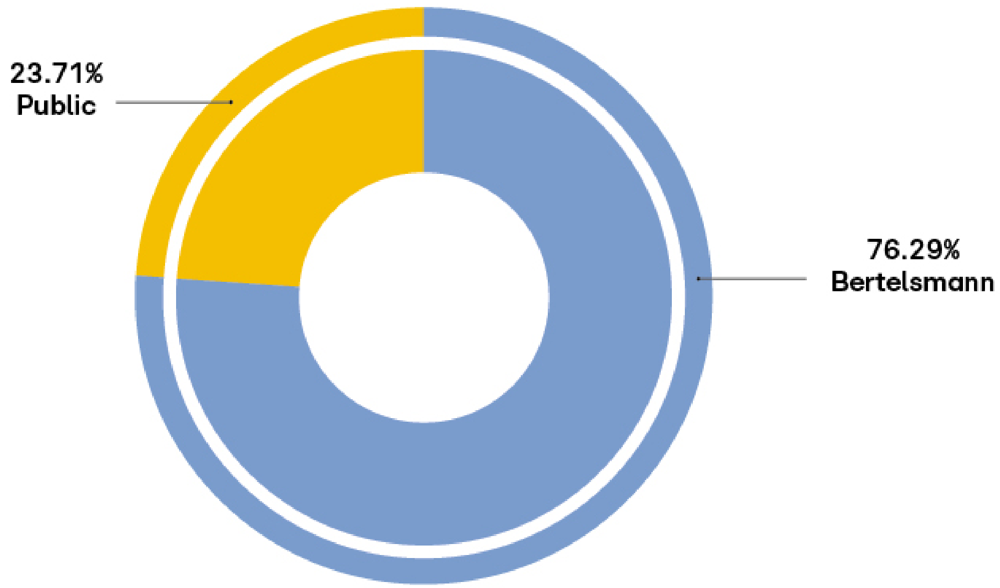
$$\text{TSR} = \frac{[\text{Share price at 31 December 2024}]+[\text{Dividend paid from 1 January 2024 until 31 December 2024}]}{[\text{Share price as of 1 January 2024}]} -1$$

$$\text{TSR} = \frac{€26.70 + €2.75}{€35.68} -1 = -17.5\%$$

RTL Group shareholding structure

The share capital of the company is set at €191,845,074, divided into 154,742,806 shares with no par value.

The shares are in the form of either registered or bearer shares, at the option of the owner.

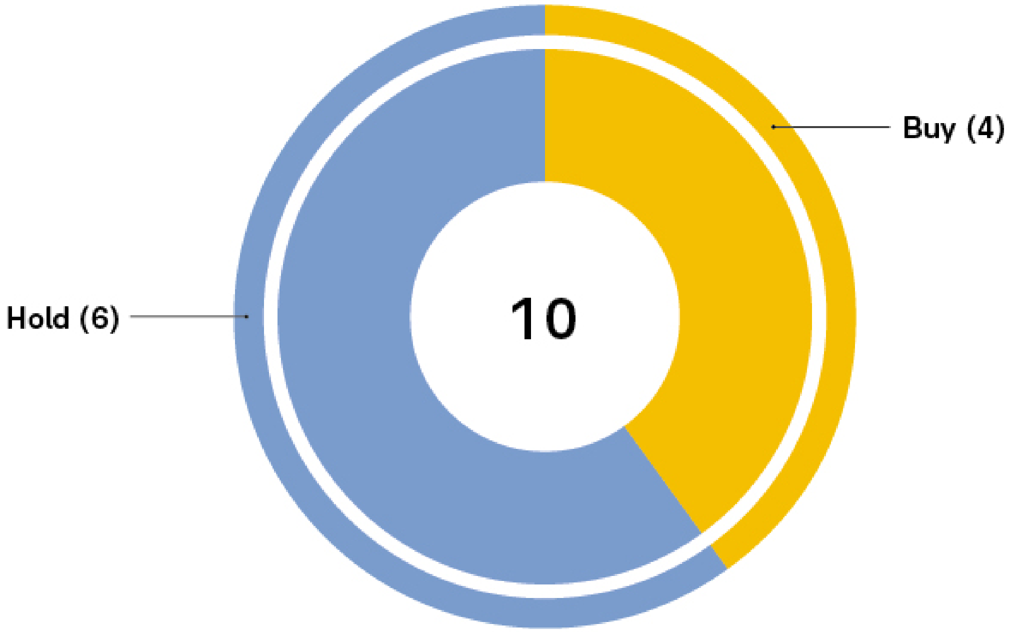


Bertelsmann has been the majority shareholder of RTL Group since July 2001. As at 31 December 2024, Bertelsmann held 76.29 per cent of RTL Group shares, and 23.71 per cent were free float.

There is no obligation for a shareholder to inform the company of any transfer of bearer shares save for the obligations provided by the Luxembourg law of 15 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market. Accordingly, the company shall not be liable for the accuracy or completeness of the information shown.

Analyst coverage[11]

as at 31 December 2024



A detailed overview of analysts' views on RTL Group can be found on *rtl.com*.

RTL Group share master data

ISIN	LU0061462528
Exchange symbol	RRTL
WKN	861,149
Share type	Ordinary
Bloomberg code	RRTL:GR
Reuters code	RRTL
Ticker	RRTL
Transparency level on first quotation	Prime Standard
Market segment	Regulated Market
Trading model	Continuous Trading
Sector	Media
Stock exchanges	Frankfurt, Luxembourg
Last total dividend (for financial year 2023)	€2.75
Number of shares	154,742,806
Market capitalisation[12]	€4,131,632,920
52 week high	€36.90 (8 January 2024)
52 week low	€23.85 (14 November 2024)

[11] Based on analyst coverage as at 31 December 2024
[12] As of 31 December 2024

Discontinued operations/application IFRS 5

As at 15 December 2023, the Group reached an agreement on the intended sale of RTL Nederland to DPG Media, a leading multimedia company active in the Netherlands and Belgium, subject to regulatory approvals and the consultation process with the works councils. As a result, the operating segment RTL Nederland was classified as held for sale and presented as a discontinued operation in the consolidated financial statements 2023.

As at 31 December 2024, the transaction remains subject to regulatory approvals. In May 2024, the Dutch Authority Consumer and Market (ACM) announced that further investigation is needed into the consequences of the planned transaction. RTL Group continues to fully cooperate with the ACM, and expects to obtain regulatory approvals for the sale of RTL Nederland to DPG Media – and to close the transaction – in the second quarter of 2025.

The operating segment RTL Nederland continues to be classified as held for sale and presented as a discontinued operation in the consolidated financial statements as at 31 December 2024 (Application of IFRS 5 'Non-current assets held for sale and discontinued operations' to the operating segment RTL Nederland).

In addition, RTL Group prepared selected pro-forma KPIs for the financial year 2024, including RTL Nederland. For these pro-forma figures see **Financial year 2024 in review** on page 8.

Financial results RTL Nederland
In 2024, the Dutch net TV advertising market was estimated to be down by 2.8 per cent, with RTL Nederland underperforming the market. RTL Nederland's total revenue increased by 2.3 per cent to €634 million (2023: €620 million), as lower TV advertising revenue was mainly compensated by higher streaming revenue. As a result, RTL Nederland's contribution to RTL Group's Adjusted EBITA was €166 million, up 14.5 per cent year on year (2023: €145 million), considering the discontinuation of depreciation and amortisation of RTL Nederland's non-current assets in accordance with IFRS 5 (2024: €9 million, 2023: €nil million). The increase in RTL Nederland's Adjusted EBITA contribution was primarily driven by the streaming business with Videoland, which, for the first time, generated a positive profit contribution.

Audience ratings RTL Nederland
In 2024, **RTL Nederland's** family of channels' prime-time audience share in the target group of viewers aged 25 to 54 decreased to 33.1 per cent (2023: 35.1 per cent).

RTL Nederland operates the leading family of TV channels in the Netherlands, comprising five free-to-air TV channels (RTL 4, RTL 5, RTL 7, RTL 8 and RTL Z), three digital pay-TV channels (RTL Lounge, RTL Crime, RTL Telekids) and an independent news organisation. With 1.6 million paying subscribers, Videoland is the country's number one local streaming service (2023: 1.4 million).

Further information can be found in note 6.11 to RTL Group's consolidated financial statements.

Key performance indicators

RTL Group analyses key performance indicators (KPIs) to manage its businesses, including revenue, organic growth/decline, Adjusted EBITA, Adjusted EBITA margin[13], net debt, operating cash conversion rate and audience shares in the company's main target groups. RTL Group's KPIs are mostly determined on the basis of so-called alternative performance measures, which are not defined by IFRS. Management believes they are relevant for measuring the performance of the Group's operations, financial position and cash flows, and for making decisions. These KPIs also provide additional information for users of the financial statements regarding the management of the Group on a consistent basis over time and regularity of reporting. These should not be considered in isolation but as complementary information for evaluating the Group's business situation. RTL Group's KPIs may not be comparable to similarly titled measures reported by other groups due to differences in the way these measures are calculated.

KPIs are reported for continuing operations. The contribution from RTL Nederland, if any, to each line of RTL Group's consolidated income statement (before non-controlling interests) is reported in the line 'Group profit from discontinued operations'.

Organic growth/decline

Organic growth is calculated by adjusting the reported revenue growth mainly for the impact of exchange rate effects, corporate acquisitions and disposals. It should be seen as a component of the reported revenue shown in the income statement. Its main objective is for the reader to isolate the impacts of portfolio changes and exchange rates on the reported revenue. When determining the exchange rate effects, the functional currency that is valid in the respective country is used. Potential other effects may include changes in methods and reporting.

Adjusted EBITA

EBIT, Adjusted EBITA and EBITDA are indicators of operating profitability. With significant investments in the Group's streaming activities, RTL Group additionally reports streaming start-up losses. The KPI for the operating profitability of RTL Group and its business units is Adjusted EBITA. Analysts, investors and peers of RTL Group also use EBITDA to assess profitability, especially for content businesses, such as Fremantle. The use of EBITDA eliminates potential differences in performance caused by variations in capital structures and the cost and age of tangible and intangible assets (affecting relative depreciation expense and relative amortisation expense respectively). For these purposes the calculation of EBITDA and the reconciliation of Adjusted EBITDA are also disclosed.

RTL Group comments primarily on Adjusted EBITA as the KPI for measuring profitability.

Adjusted EBITA represents a recurring operating result and excludes significant special items. RTL Group management has established an 'Adjusted EBITA' that neutralises the impacts of structural distortions for the sake of transparency. Based on the accelerated industry trends explained in **Market** on page 16 ff and **Strategy** on page 19 ff, RTL Group plans to increase its investments in business transformation including streaming, premium content, technology and data. At the same time, management continually assesses opportunities to reduce costs in the Group's traditional broadcasting activities – for example, reallocating resources from its traditional businesses to its growing digital businesses – and this may lead to restructuring expenses that are neutralised in the Adjusted EBITA.

[13] For its content business Fremantle, RTL Group analyses additionally Adjusted EBITDA margin

Adjusted EBITA is determined as earnings before interest and taxes (EBIT) as disclosed in the income statement excluding the following elements:

- Impairment of goodwill of subsidiaries
- Amortisation and impairment of fair value adjustments on acquisitions of subsidiaries
- Impairment and reversals of impairment losses of investments accounted for using the equity method
- Impairment and reversals of impairment losses on other financial assets at amortised cost presented in 'Other operating expenses' or 'Other operating income'
- Re-measurement of earn-out arrangements presented in 'Other operating income' or 'Other operating expenses'
- Fair value measurement of investments presented in 'Other operating income' or 'Other operating expenses'
- (Gain)/loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree
- Significant special items

Significant special items exceeding the cumulative threshold of €5 million need to be approved by management, and primarily consist of restructuring expenses or reversal of restructuring provisions and other special factors or distortions. The adjustments for special items serve to determine a sustainable operating result that could be repeated under normal economic circumstances and is not affected by special factors or structural distortions. In 2024, 'Significant special items' amount to €-87 million (2023: €-125 million), reflecting mainly expenses for operating transformation measures at RTL Deutschland of €-48 million (2023: €-87 million), expenses due to personnel cost-efficiency measures at Fremantle amounting to €-15 million (2023: €-26 million) and at other business units amounting to €-12 million (2023: €nil million) as well as expenses in connection with strategic portfolio measures at RTL Group amounting to €-7 million (2023: €nil million). As in the previous year, the remaining amount in 2024 was attributable to expenses in connection with strategic portfolio measures and to the transformation project relating to a new Enterprise Resource Planning (ERP) solution where implementation costs were expensed as incurred.

	2024 €m	2023 €m
Earnings before interest and taxes (EBIT)	**613**	620
Impairment of goodwill of subsidiaries	**–**	–
Amortisation and impairment of fair value adjustments on acquisitions of subsidiaries	**54**	43
Impairment and reversals of impairment losses of investments accounted for using the equity method	**7**	–
Impairment and reversals of impairment losses on other financial assets at amortised cost	**(1)**	2
Re-measurement of earn-out arrangements	**1**	9
Fair value measurement of investments	**(40)**	23
(Gain)/loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree	**–**	(40)
EBITA	**634**	657
Significant special items	**87**	125
Adjusted EBITA	**721**	782

Streaming start-up losses

In line with RTL Group's strategy, the company continued to invest heavily in its streaming services, RTL+ in Germany and Hungary and M6+ in France. The Group's streaming services have seen a rapid increase in the number of paying subscribers (for further details please see **Building national streaming champions** on page 20). As part of this strategy, RTL Group's Adjusted EBITA has been impacted by losses associated with the expansion of its streaming services. These losses are operational in nature and are therefore not classified under 'Significant special items.' RTL Group has historically reported 'streaming start-up losses' separately to provide transparency regarding the impact of its streaming investments on overall business performance. However, the Group has decided to discontinue the separate reporting of Adjusted EBITA before streaming start-up losses. This decision is based on the fact that streaming start-up losses have declined significantly over the past year and are projected to decrease further in 2025. As streaming operations continue to scale and mature, their financial impact is becoming less of a distinct factor within RTL Group's overall profitability. By 2026, the Group anticipates that its streaming business will achieve overall profitability.

Streaming start-up losses are defined as a total of Adjusted EBITA from RTL+ in Germany and Hungary, M6+ in France, Salto and Bedrock as consolidated at RTL Group level. For the year 2024, the total of streaming start-up losses amounted to €137 million (2023: €176 million).

Adjusted EBITA margin

The Adjusted EBITA margin as a percentage of Adjusted EBITA of revenue is used as an additional criterion for assessing business performance. The Adjusted EBITA margin was 11.5 per cent (2023: 12.5 per cent).

EBITDA/Adjusted EBITDA

EBITDA represents earnings before interest and taxes (EBIT) excluding some elements of the income statement:
- Amortisation and impairment of non-current programme and other rights, of other intangible assets, depreciation and impairment of property, plant and equipment (excluding the part concerning goodwill and fair value adjustments) and of right-of-use assets reported in 'Depreciation, amortisation and impairment'
- Impairment of goodwill of subsidiaries
- Amortisation and impairment of fair value adjustments on acquisitions of subsidiaries
- Impairment and reversals of impairment losses of investments accounted for using the equity method
- Impairment and reversals of impairment losses on other financial assets at amortised cost presented in 'Other operating expenses' or 'Other operating income'
- Re-measurement of earn-out arrangements presented in 'Other operating income' or 'Other operating expenses'
- Fair value measurement of investments presented in 'Other operating income' or 'Other operating expenses'
- (Gain)/loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree

Adjusted EBITDA is determined as EBITDA excluding significant special items with the same definition as described above for Adjusted EBITA.

	2024 €m	2023 €m
Earnings before interest and taxes (EBIT)	**613**	620
Depreciation, amortisation and impairment	**283**	239
Impairment of goodwill of subsidiaries	**–**	–
Amortisation and impairment of fair value adjustments on acquisitions of subsidiaries	**54**	43
Impairment and reversals of impairment losses of investments accounted for using the equity method	**7**	–
Impairment and reversals of impairment losses on other financial assets at amortised cost	**(1)**	2
Re-measurement of earn-out arrangements	**1**	9
Fair value measurement of investments	**(40)**	23
(Gain)/loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree	**–**	(40)
EBITDA	**917**	896
Significant special items[14]	**75**	123
Adjusted EBITDA	**992**	1,019

For assessing the performance of its business unit Fremantle, RTL Group estimates and reports the Adjusted EBITDA margin as a percentage of Fremantle's Adjusted EBITDA of revenue. The Adjusted EBITDA margin for Fremantle was 11.5 per cent (2023: 8.1 per cent).

Operating cash conversion rate

The operating cash conversion rate (OCC) reflects the level of operating profits converted into cash available for investors after incorporation of the minimum investments required to sustain the current profitability of the business

[14] Less depreciation, amortisation and impairment included in 'Significant special items'

and before reimbursement of funded debts (interest included) and payment of income taxes. The operating cash conversion rate of RTL Group's operations is subject to seasonality and investment cycles. RTL Group historically had – and expects in the future to have – a strong OCC due to a high focus on working capital and capital expenditure throughout the Group's operations. OCC should be above 90 per cent in the long-term average and/or it should normally exceed market benchmarks in a given year.

OCC means operating free cash flow divided by EBITA – operating free cash flow being net cash from operating activities adjusted by the following elements:
- Income tax paid
- Transaction-related costs with regard to significant disposals of subsidiaries
- Cash outflows from the acquisitions of programme and other rights and other intangible assets and tangible assets
- Cash inflows from proceeds from the sale of intangible and tangible assets

	2024 €m	2023 €m
Net cash from operating activities	**651**	460
Adjusted by:		
Income tax paid	**154**	160
Transaction-related costs	**–**	–
Acquisitions of:		
– Programme and other rights	**(52)**	(57)
– Other intangible and tangible assets	**(117)**	(115)
Proceeds from the sale of intangible and tangible assets	**8**	1
Operating free cash flow	**644**	449
EBITA	**634**	657
Operating cash conversion rate (in %)	**102**	68

Net cash/(debt)

The net cash/(debt) is the gross balance sheet financial debt adjusted for:
- Cash and cash equivalents
- Current deposits with shareholder and its subsidiaries reported in 'Accounts receivable and other financial assets'

In order to assess RTL Group's leverage, the net debt to Adjusted EBITDA ratio is used. The ratio is calculated as net debt divided by Adjusted EBITDA.

	31 December 2024 €m	31 December 2023 €m
Current loans and bank overdrafts	**(366)**	(253)
Non-current loans	**(713)**	(689)
	(1,079)	(942)
Deduction of:		
– Cash and cash equivalents	**587**	575
– Current deposits with shareholder and its subsidiaries	**–**	76
Net cash/(debt)	**(492)**	(291)
Adjusted EBITDA	**992**	1,019
Net cash/(debt) to Adjusted EBITDA ratio	**0.5**	**0.3**

The net debt excludes current and non-current lease liabilities of €347 million (31 December 2023: €301 million).

Operating cost base

Operating cost base is calculated as the sum of 'Consumption of current programme rights', 'Depreciation, amortisation, and impairment' and 'Other operating expenses'.

	2024 €m	2023 €m
Consumption of current programme rights	**2,718**	2,746
Depreciation, amortisation and impairment	**283**	239
Other operating expenses	**2,750**	2,789
Operating cost base	**5,751**	5,774

The figures from the previous year have been adjusted (see note 1.30 to the consolidated financial statements).

Dividend payout ratio

Dividend payout ratio means the absolute dividend amount divided by the adjusted profit attributable to RTL Group shareholders.

The absolute dividend amount is based on the number of issued ordinary shares at 31 December, multiplied by the dividend per share. The main adjustments on Group profit attributable to RTL Group shareholders refer to the impairment on its investments in associates.

	2024 €m
Total Group profit attributable to RTL Group shareholders	**460**
Dividend policy adjustments	**8**
Adjusted Total Group profit attributable to RTL Group shareholders	**468**
Dividend in € per share	**2.50**
Dividend, absolute amount	**387**
Dividend payout ratio (in %)[15]	**83**

[15] Dividend, absolute amount/adjusted profit attributable to RTL Group shareholders

Financial review

Revenue

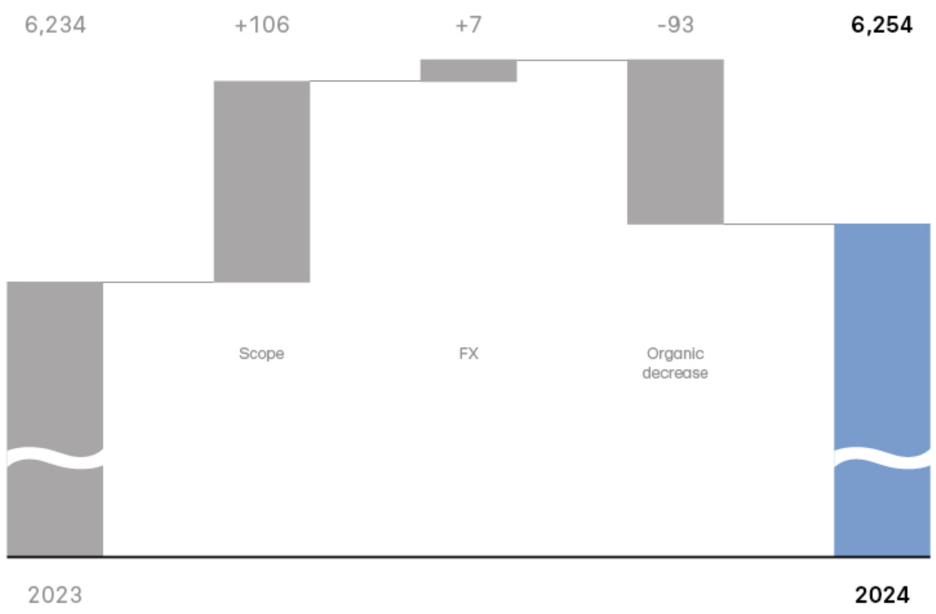
RTL Group estimates that the net TV advertising market in 2024 in Germany was down, whereas the net TV advertising markets in France and Hungary were up. A summary of RTL Group's key markets is shown below, including estimates of net TV advertising market growth rates and the audience shares in the main target audience group.

	2024 Estimated net TV advertising market growth rate (in per cent)	2024 RTL Group audience share in the main target group (in per cent)	2023 RTL Group audience share in the main target group (in per cent)
Germany	-2.0 to -3.0 [16]	26.3 [17]	27.4 [17]
France	1 [18]	19.6 [19]	20.5 [19]
Hungary	9.9 [16]	30.1 [20]	28.4 [20]

Group revenue was stable at €6,254 million (2023: €6,234 million). Group revenue was down 1.5 per cent organically[21] compared to 2023, mainly due to Fremantle.

RTL Group revenue bridge in 2024

(in € million)



RTL Group's **revenue from advertising –** as stated in note 5.1 to the consolidated financial statements – was €3,122 million (2023: €3,111 million), of which €2,354 million represented **TV advertising revenue** (2023: €2,368 million), €405 million represented **digital advertising revenue** (2023: €371 million) and €363 million represented **radio, print and other advertising revenue** (2023: €372 million).

[16] Industry and RTL Group estimates
[17] Source: GfK. Target group: 14 to 59; including pay-TV channels
[18] Source: Groupe M6 estimate
[19] Source: Médiamétrie. Target group: viewers aged 25 to 49 (free-to-air channels: M6, W9, 6ter and Gulli)
[20] Source: AGB Hungary. Target group: 18 to 49, prime time. RTL Hungary has changed the publication of its audience figures as of 2022 and is now using 'Linear SHR' audience share data calculated without the category 'Other' of Nielsen
[21] Adjusted for portfolio changes and at constant exchange rates. Further details can be found in **Key performance indicators** on page 29 ff

RTL Group's **content revenue** was €1,981 million (2023: €1,990 million), generated by the Group's global content business, Fremantle, from the production and distribution of formats for external customers[22]. Content revenue is included in 'Revenue from exploitation of programmes, rights and other assets' as stated in note 5.1 to the consolidated financial statements.

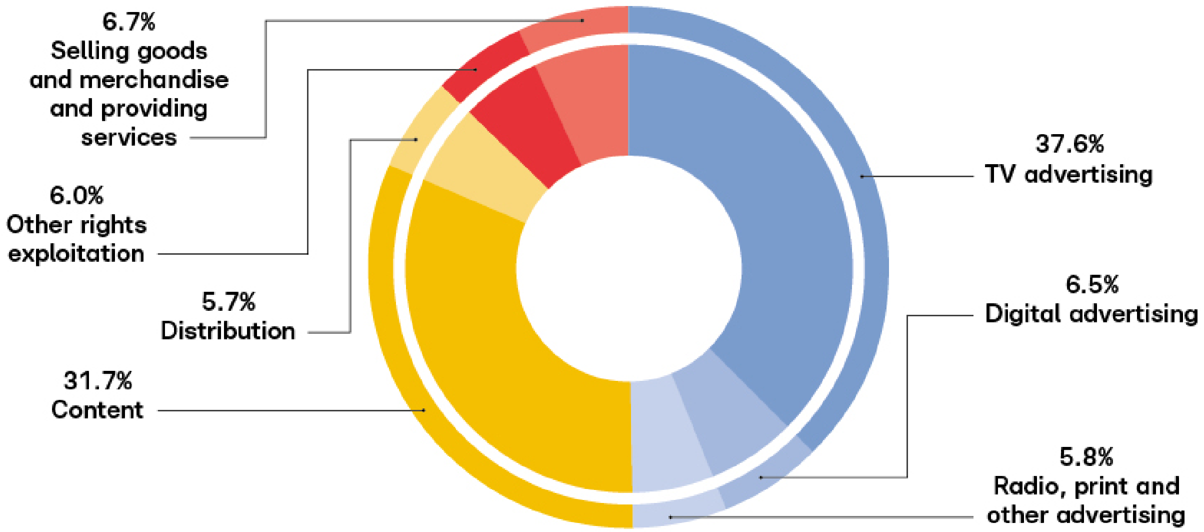
Distribution revenue is generated by RTL Group's broadcasting businesses, mainly from re-transmission fees paid by platform operators (cable, satellite, internet TV) for the transmission of free-TV and pay-TV signals and for making the Group's streaming services available on the operators' platforms. In 2024, distribution revenue increased to €354 million (2023: €331 million). Distribution revenue is included in 'Revenue from exploitation of programmes, rights and other assets' as stated in note 5.1 to the consolidated financial statements.

Revenue from other rights exploitation was €373 million (2023: €318 million) and relates to SVOD revenue from the Group's major streaming services and, among others, Groupe M6's audiovisual rights business SND and We Are Era. Revenue from other rights exploitation is included in 'Revenue from exploitation of programmes, rights and other assets' as stated in note 5.1 to the consolidated financial statements.

Revenue from selling goods and merchandise and providing services, as stated in note 5.1 to the consolidated financial statements, relates to a variety of revenue streams, including commissions for handling advertising sales for third-party media partners, publishing subscriptions, e-commerce and a wide range of services businesses such as the technical services provider BCE, the streaming technology company Bedrock or the real-estate franchise Stéphane Plaza Immobilier at the level of Groupe M6. In 2024, revenue from selling goods and merchandise and providing services was €424 million (2023: €485 million). The decrease was mainly due to the sale and discontinuation of several magazine titles at the level of RTL Deutschland in 2023.

RTL Group's revenue is well diversified, with 37.6 per cent from TV advertising, 6.5 per cent from digital advertising, 5.8 per cent from radio, print and other advertising, 31.7 per cent from content, 5.7 per cent from distribution, 6.0 per cent from other rights exploitation and 6.7 per cent from selling goods and merchandise and providing services.

RTL Group revenue split



As explained in the section about RTL Group's **Strategy**, building national streaming champions in the European countries where the Group has leading families of TV channels is imperative for the successful digital transformation and long-term growth of RTL Group (see page 20). In line with this strategic importance, RTL Group has

[22] See note 5.1 to the consolidated financial statements. Fremantle's total revenue of €2,254 million (2023: €2,266 million) includes inter-segment revenue of €230 million (2023: €226 million) – see note 3.1 to the consolidated financial statements

communicated streaming targets since March 2020, relating to the number of paying subscribers, annual content spend, streaming revenue and profitability.

The Group's major streaming services RTL+ in Germany and Hungary and M6+ in France (previously 6play) generate digital advertising revenue, distribution revenue and pay revenue (SVOD) combined under the category 'streaming revenue'. In 2024, **streaming revenue** was up 42.4 per cent, to €403 million (2023: €283 million), driven by a significantly higher number of paying subscribers, increased subscription prices in Germany, and rapidly growing advertising revenue on both RTL+ in Germany and M6+ in France. Streaming revenue is presented in the revenue split in the categories 'digital advertising', 'distribution' and 'other rights exploitation'. Further, streaming revenue is included in categories 'Revenue from advertising' and 'Revenue from exploitation of programmes, rights and other assets' presented in note 5.1 to the consolidated financial statements.

Geographical revenue overview

	2024 €m	2024 %	2023 €m	2023 %
Germany	**2,427**	**38.8**	2,413	38.7
France	**1,357**	**21.7**	1,318	21.1
United States	**849**	**13.6**	1,015	16.3
UK	**370**	**5.9**	301	4.8
Other regions	**1,251**	**20.0**	1,187	19.0

Adjusted EBITA[23]

Adjusted EBITA decreased to €721 million (2023: €782 million), mainly due to a lower profit contribution from Groupe M6, partly offset by higher profit contributions from Fremantle and significantly lower streaming start-up losses at RTL Deutschland. The Adjusted EBITA includes **streaming start-up losses** of €137 million (2023: €176 million). The **Adjusted EBITA margin** was 11.5 per cent (2023: 12.5 per cent).

Adjusted EBITDA[23]

Adjusted EBITDA decreased to €992 million (2023: €1,019 million). The **Adjusted EBITDA margin** was 15.9 per cent (2023: 16.3 per cent). The **Adjusted EBITDA margin** of Fremantle increased to 11.5 per cent (2023: 8.1 per cent). Adjusted EBITDA is the metric used by most of Fremantle's competitors.

Financial development over time[24]

	2024 €m	2023 €m	2022 €m	2021 €m	2020 €m
Revenue	**6,254**	6,234	6,589	6,637	6,017
Adjusted EBITA	**721**	782	922	1,152	853
Net cash/(debt)	**(492)**	(291)	180	657	236
Operating cash conversion rate (in %)	**102**	68	49	114	123

Operating cost base

Group operating cost base slightly decreased to €5,751 million in 2024 (2023: €5,774 million), mainly due to lower costs relating to consumption of programme rights and other operating expenses.

[23] See **Key performance indicators** on page 29 ff

[24] Figures prior to 2022 are as reported in the Annual Report 2022. In December 2023, RTL Group announced the envisaged sale of RTL Nederland to DPG Media, and therefore presents its financial information for 2024, 2023 and 2022 without RTL Nederland (IFRS 5 'Non-current assets held for sale and discontinued operations').

Investments accounted for using the equity method
The share of results of these investments decreased to €46 million (2023: €61 million), mainly due to a decrease in the net profit of Atresmedia in Spain which benefited from lower income tax expenses due to unused tax credits in 2023. In 2024, RTL Group recognised impairment losses on its investments in associates amounting to €-7 million.

Fair value measurement of investments and re-measurements of earn-out arrangements
Fair value measurement of investments of €40 million (2023: €-23 million) is mostly attributable to the positive valuation effects of the Magnite shares held by RTL Group. RTL Group sold all Magnite shares in 2024.

Gain/(loss) from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree
RTL Group made several disposals in the financial year 2024, none of which were material on a stand-alone basis. In total, the impact of these disposals on the Group's financial performance was also minor. In 2023, the gain of €40 million mainly resulted from disposals by Groupe M6 and RTL Deutschland.

Financial result
The financial result amounted to expenses of €-33 million (2023: €-13 million). The comprehensive description of the financial result is disclosed in the notes 5.4 and 5.5 to the consolidated financial statements.

Impairment of goodwill and amortisation and impairment of fair value adjustments on acquisitions of subsidiaries
The Group has conducted impairment testing on the different cash-generating units (see note 6.2 to the consolidated financial statements). The loss, totalling €-54 million (2023: €-43 million), relates to the amortisation of fair value adjustments on acquisitions of subsidiaries.

Income tax expense
In 2024, the income tax expense was €-152 million (2023: €-124 million).

Profit attributable to RTL Group shareholders
The Group profit attributable to RTL Group shareholders was €460 million (2023: €467 million), of which €333 million from continuing operations (2023: €352 million) and €127 million from discontinued operations (2023: €115 million).

Earnings per share
Earnings per share, based upon 154,742,806 weighted average number of ordinary shares, both basic and diluted, was €2.15 for continuing operations (2023: €2.27 per share based on 154,742,806 shares).

Own shares
RTL Group has an issued share capital of €191,845,074 (2023: 191,845,074) divided into 154,742,806 (2023: 154,742,806) fully paid-up shares with no defined par value.

Since 31 December 2020, the Group no longer holds treasury shares.

Profit appropriation (RTL Group SA)
The annual accounts of RTL Group show a profit for the financial year 2024 of €12,704,078 (2023: €69,677,341). Taking into account the share premium account of €3,296,898,772 (2023: €3,652,764,148), the profit brought forward of €70,963,534 (2023: €70,963,534), and the dividend of €2.50 per share for 2024 which will be proposed by RTL Group's Board of Directors to the Annual General Meeting on 30 April 2025, a sufficient amount is available for distribution.

Main portfolio changes

In February 2024, Fremantle acquired an 80 per cent interest in the Asian production company Beach House Pictures. The Singapore-based company has a branch in China and partners in Southeast Asia, Korea, Japan and India.

In March 2024, Fremantle fully acquired the parent company of Asacha Media Group, a European production group based in France that owns majority interests in eight production companies in France, Italy and the UK.

In July 2024, Groupe M6 acquired a 98 per cent interest in La Boîte aux Enfants, which owns several indoor amusement parks for children aged 1 to 12 under the Gulli brand.

There were no material disposals in the financial year 2024.

For more detailed information see note 4 to the consolidated financial statements.

Major related party transactions

At 31 December 2024, the principal shareholder of RTL Group is Bertelsmann Capital Holding GmbH (BCH) (76.29 per cent). The remainder of the Group's shares are publicly listed on the Frankfurt and Luxembourg Stock Exchanges. The ultimate parent company of RTL Group SA – Bertelsmann SE & Co KGaA – includes in its consolidated financial statements those of RTL Group SA.

The Group also has a related party relationship with its associates, joint ventures and with its directors and executive officers.

The comprehensive description on the related party transactions is disclosed in note 10 to the consolidated financial statements.

General management statement on the fiscal year 2024 performance

While linear TV is still the way most viewers consume video content in Europe, non-linear viewing or streaming is growing fast and linear reach decreases. At the same time, people watch more video content than ever before – linear and non-linear, long-form and short-form, on televisions and mobile devices – and increasingly on different streaming services. The demand for high-quality video content, and with it, online video advertising, continues to grow. The fast-growing global production market in recent years has slowed down to lower growth as the focus of global streamers shifted towards profitability, the macroeconomic environment with challenging advertising markets, and the US writers' strike in 2023.

RTL Group estimates that the net TV advertising market in 2024 in Germany was down, whereas the net TV advertising markets in France and Hungary were up. This was mainly due to a continuing challenging macroeconomic environment, in particular due to an uncertain political environment and inflation. Nevertheless, RTL Group's families of channels were able to gain TV advertising market shares, especially in Germany.

Across Europe, RTL Group's flagship channels remained number one or two in their respective markets and target groups. RTL Deutschland reported that its flagship channel RTL was the only major commercial channel to increase its audience share in Germany, while the lead over its commercial competitor increased to the highest it's been in over 10 years. The combined audience shares of RTL Hungary also increased, while the combined audience shares of Groupe M6 decreased.

In 2024, RTL Group announced two acquisitions at the level of Fremantle. In February 2024, Fremantle acquired an 80 per cent stake in the Asian production company Beach House Pictures. This was followed by the full acquisition of Asacha Media Group in March 2024. The France-based European production group owns stakes in eight production companies in France, Italy and the UK. Asacha Media Group is diversified in terms of geography, genre and its customer base, complementing Fremantle's footprint in Europe and strengthening the company's position as home to top and new talent.

RTL Group's growth business, streaming, performed particularly well in 2024. RTL+ in Germany and Hungary and M6+ in France registered 6.8 million paying streaming subscribers. RTL+ was the fastest-growing streaming service in Germany, registering more than 6 million paying subscribers at the end of December 2024, while Groupe M6 launched its new streaming service, M6+, in May 2024.

RTL Group's streaming revenue increased by 42.4 per cent to €403 million during 2024 as a result of a significantly higher number of paying subscribers, increased subscription prices in Germany and rapidly growing advertising revenue on RTL+ in Germany and M6+ in France.

Revenue at RTL Group's content business, Fremantle, was stable at €2,254 million in 2024 (2023: €2,266 million). In 2024, the international market for content production was still impacted by 2023 US strikes and by budget cuts from streaming services and advertising-financed broadcasters. As a result, Fremantle's revenue decreased 8.0 per cent organically[25].This was partly offset by scope effects from the acquisition of Asacha Media Group in March 2024. Nevertheless, Adjusted EBITA increased 23.0 per cent to €171 million (2023: €139 million) – Fremantle's highest Adjusted EBITA to date – due to significantly lower overhead costs and the first-time profit contribution from Asacha Media Group. The company will continue to focus on entertainment, drama and film, and documentaries. Major creative film successes included *Poor Things,* which was awarded four Academy Awards (Oscars) out of 11 nominations and won five BAFTAs and two Golden Globes. Successful shows included *Got Talent* in the UK and the US, *Idols* in the US and Australia, *Family Feud*, which launched in its 40th territory (Italy), the successful series *Maxton Hall* for Amazon Prime, and the documentaries *Queens* and *Elizabeth Taylor: Rebel Superstar*. The company has positioned itself as a producer of quality TV drama and film, with worldwide appeal to both broadcasters and streaming services.

For the full year 2024, RTL Group generated an Adjusted EBITA of €721 million. The Adjusted EBITA includes streaming start-up losses of €137 million (2023: €176 million). The Adjusted EBITA margin was 11.5 per cent. RTL Group ended the year 2024 with a solid set of financial results, including a total Group profit of €555 million.

[25] Adjusted for portfolio changes and at constant exchange rates. Further details can be found in **Key performance indicators** on page 29 ff

At the time of writing, RTL Group is characterised by a strong financial position and operating performance, despite the continuing challenging macroeconomic environment. A strong performance enables both attractive dividend payments and significant investments in streaming services, technology, and the growth of the Group's content business.

RTL Group is therefore in a strong position to accelerate its strategy:

- It has a highly profitable, well-established, cash-generating core business in TV broadcasting.
- It is heavily investing in its streaming services: RTL+ in Germany and Hungary and M6+ in France.
- Its content production company, Fremantle, has successfully branched out into drama and film, high-end factual and documentary programming.
- It is building alliances and partnerships in areas such as advertising sales, content, ad-tech and streaming technology, based on proprietary solutions.

Review by segments

Full year 2024

Revenue	2024 €m	2023 €m	Per cent change
RTL Deutschland	2,657	2,620	+1.4
Groupe M6	1,311	1,316	(0.4)
Fremantle	2,254	2,266	(0.5)
Other segments	378	350	+8.0
Eliminations	(346)	(318)	
Total revenue	**6,254**	**6,234**	**+0.3**

Adjusted EBITA	2024 €m	2023 €m	Per cent change
RTL Deutschland	327	321	+1.9
Groupe M6	253	311	(18.7)
Fremantle	171	139	+23.0
Other segments	(28)	11	
Eliminations	(2)	–	
Adjusted EBITA	**721**	**782**	**(7.8)**

Adjusted EBITA margin	2024 per cent	2023 per cent	Percentage point change
RTL Deutschland	12.3	12.3	–
Groupe M6	19.3	23.6	(4.3)
Fremantle	7.6	6.1	1.5
RTL Group	**11.5**	**12.5**	**(1.0)**

RTL Deutschland

Financial results

In the reporting period, the German net TV advertising market was estimated to be down, -2.0 to -3.0 per cent, with RTL Deutschland performing better than the market. Total revenue of RTL Deutschland was up 1.4 per cent to €2,657 million (2023: €2,620 million), mainly driven by significantly higher streaming revenue. This was partly offset by significantly lower revenue from RTL Deutschland's publishing business, mainly resulting from the disposal and discontinuation of magazine titles in 2023. Adjusted EBITA increased by 1.9 per cent to €327 million (2023: €321 million). The positive effect from significantly lower streaming start-up losses was largely offset by higher content costs for the broadcast of Uefa Euro 2024 matches.

Audience ratings

As of 1 January 2024, AGF has published audience figures according to the new AGF Bewegtbildstandard (Moving image standard), which includes two new key metrics. Households that do not have a TV set and watch content via tablets, smartphones or laptops are now included in the measurement, alongside the live stream of linear TV programmes across all devices. The audience figures from 2023 presented below are not adjusted according to this standard, as the comparable data is not available.

In 2024, the combined average audience share of **RTL Deutschland** in the target group of viewers aged 14 to 59 was 26.3 per cent (2023: 27.4 per cent), including the pay-TV channels RTL Crime, RTL Living, RTL Passion and Geo Television. The German RTL family of channels increased its lead over its main commercial competitor, ProSiebenSat1, to 6.3 percentage points – the highest in over 10 years (2023: 5.8 percentage points).

With its portfolio of eight free-TV channels and four pay-TV channels, RTL Deutschland reached 25.0 million viewers every day in 2024 (2023: 26.5 million).

The German flagship channel, **RTL** was the only major commercial TV channel to achieve year-on-year growth in all relevant target groups in a year of major sporting events (including the European men's handball and football championships in Germany and the summer Olympics) that were largely available on the public broadcasters' channels. RTL achieved an average audience share of 9.6 per cent in the target group of viewers aged 14 to 59 (2023: 9.4 per cent), thus recording its strongest year in four years in the commercial target group of viewers aged 14 to 59. ZDF achieved an average audience share of 10.5 per cent, Das Erste 10.2 per cent, Sat1 5.6 per cent, Vox 5.5 per cent, and ProSieben 5.0 per cent.

In 2024, RTL continued to focus on its established best brands, further developed its news and reality formats, anchored sports in its DNA and successfully established new formats within its schedule. Best brands, which are defined as long-running, highly popular formats from RTL's TV channels, such as the 17th season of the reality show *Ich bin ein Star - Holt mich hier raus!* achieved an average audience share of 33.5 per cent (14 to 59) – the show's best ratings since 2017. The 17th season of *Let's Dance* achieved its best audience ratings since 2011, with an average of 19.9 per cent of viewers aged 14 to 59 watching the 12 *Let's Dance* live shows. The quiz show *Wer wird Millionär?* and its specials also had a strong year. On average, the regular Monday episodes achieved 12.3 per cent among 14 to 59-year-olds – a significant increase compared to the previous year (2023: 10.9 per cent). With an average audience share of 18.1 per cent in the target group of viewers aged 14 to 59[26] the news programme *RTL Aktuell* increased its audience share compared to the previous year (2023: 17.8 per cent). The midday news magazine *Punkt 12* and morning news magazines *Punkt 6, Punkt 7* and *Punkt 9* also increased their average audience shares. Football was once again very popular, with the international match between the German and the Dutch national football teams on 26 March being RTL's most-watched programme in 2024. On average, 10.93 million total viewers (40.6 per cent audience share) watched the live broadcast (14 to 59: 5.46 million viewers; 46.6 per cent audience share). RTL also recorded successful ratings with its first *Super Bowl* broadcast on 11 February with an average audience share of 54.3 per cent among 14- to 59-year-olds. On average, 1.88 million total viewers (39.6 per cent) watched the match. Another 2024 highlight was Stefan Raab's TV comeback with *The Clark Final Fight* which achieved an audience share of 40.2 per cent among 14 to 59-year-olds – making it the most-watched format after football. With his new live show *Stefan und Bully gegen irgendson Schnulli,* RTL achieved an audience share of 15.1 per cent (1.19 million viewers) among 14 to 59-year-olds – making it the best format launch of the year.

The streaming service **RTL+** continued its rapid growth with a record year in 2024, reaching 6.061 million paying subscribers at the end of the year – an increase of 22.7 per cent (2023: 4.941 million). RTL+ achieved a total usage

[26] Mondays to Fridays

volume[27] of 649 million hours – a growth of 66.6 per cent compared to the previous year. In terms of total users and in the target group of viewers aged 14 to 59, RTL+ recorded the largest absolute growth of all streamers measured by AGF. The biggest inflow drivers of RTL+ are sports, reality formats, best brands and newly created formats. Successful sports formats in 2024, included matches from the Uefa Euro 2024, while the reality show *Ich bin ein Star – Holt mich hier raus* was another hit format. The new show *Du gewinnst hier nicht die Million bei Stefan Raab*, for example, attracted subscribers who had never subscribed to RTL+ before. Reality formats such as *Das Sommerhaus der Stars - Kampf der Promipaare*, *Are you the One – Realitystars in Love*, daily series such as *Gute Zeiten, schlechte Zeiten* (Good Times, Bad Times) and *Alles was zählt* (Everything That Counts) as well as popular shows such as *Deutschland sucht den Superstar* (Idols) and *Die Verräter – Vertraue Niemandem!* (The Traitors) generated a particularly high number of viewing hours.

Vox achieved an audience share of 5.5 per cent in the target group of 14 to 59-year-old viewers (2023: 6.2 per cent). In addition, the channel recorded an average audience share of 5.9 per cent in the target group of 14 to 49-year-old viewers. Vox's best brands were once again convincing: *Die Höhle der Löwen* (Dragon's Den) remained the channel's strongest primetime format (10.3 per cent, 14 to 59). The most successful format launches in 2024 were *Deutschland grillt den Henssler*, *The Piano* and *Daniela Katzenberger. Grill den Henssler* had the strongest spring season since 2020 with an average audience share of 7.7 per cent among viewers aged 14 to 59, while *Sing meinen Song – Das Tauschkonzert* achieved its best season average audience in three years with 7.4 per cent (14 to 59).

Nitro attracted 1.9 per cent of the 14 to 59 target group (2023: 2.2 per cent) and 2.4 per cent of its main target demographic of men aged 30 to 49 (2023: 3.2 per cent).

The news channel **NTV** scored a total audience share of 1.2 per cent and attracted 1.3 per cent of viewers aged 14 to 59 (2023: 1.1 per cent and 1.2 per cent).

RTL Up attained a 2.2 per cent audience share in the target group aged 14 to 59 (2023: 2.1 per cent).

Vox Up generated an audience share of 0.7 per cent in the target group of viewers aged 14 to 59 (2023: 0.7 per cent).

Toggo (including the timeshift channel Toggo Plus) retained its leading position in the children's segment in 2024, attracting an average audience share of 17.4 per cent in the target group of three to 13-year-olds between 06:00 and 20:15 (2023: 19.7 per cent), ahead of the public service broadcaster KiKA (13.8 per cent), Disney (13.3 per cent) and Nickelodeon (5.6 per cent).

In 2024, **RTL Zwei's** audience share was 3.3 per cent among 14 to 59-year-old viewers (2023: 3.6 per cent).

In 2024, **RTL Deutschland's publishing business** reported lower print advertising revenue, excluding the scope effects from the disposal and discontinuation of magazine titles in 2023. The distribution market for magazines remained under pressure. *Stern* lost 6.7 per cent in total circulation in 2024 compared to 2023. *Geo* and *Capital* also saw a decrease, with 6.1 per cent and 2.4 per cent respectively. Nevertheless, thanks to growth in the digital business, *Stern* (up 18 per cent), *Geo* (up 43 per cent) and *Capital* (up 8 per cent) increased their sale of ePapers compared to 2023. Digital paid subscriptions – including Stern+, Geo+, Capital+ and Geo Epoche+ – grew 18 per cent compared to 2023.

Radio consumption in Germany remained strong in 2024, with 73.9 per cent of Germans aged 14+ listening daily (2023: 74.1 per cent). The average listening time increased to 248 minutes per day, emphasising the enduring appeal of radio. **RTL Group's German radio portfolio** maintained its broad reach, engaging over 55 million Germans aged 14+ per month, consistent with the previous year. **104.6 RTL** upheld its leading position in the competitive Berlin/Brandenburg private radio market within the 14 to 49 target group. Additionally, several stations in RTL's portfolio achieved remarkable year-on-year growth in reach per average hour, including **89.0 RTL** (up 38.8 per cent among listeners aged 14 to 49), the national programme Jam FM (up 7.1 per cent), Radio NRW (up 17.2 per cent), and Rock Antenne – part of Antenne Bayern Group – which saw an 8.5 per cent increase. **Toggo Radio**, the youngest addition to the RTL family, celebrated a key milestone in 2024. Launched in 2020 and distributed nationally via DAB+, the station increased its audience by 15.8 per cent compared to the previous measurement in the overall market. For the first time, it was listed as an individual station in the latest media analysis – an achievement that underscores its growing recognition and strong performance within the market.

[27] The AGF measurement 'usage volume' cumulates the weighted viewing time of all people in the panel

Groupe M6

Financial results

In 2024, the French net TV advertising market was estimated to be up 1 per cent compared to 2023. Groupe M6's total revenue was down by 0.4 per cent to €1,311 million (2023: €1,316 million). The decrease in revenue was mainly due to lower TV advertising revenue. Groupe M6's Adjusted EBITA decreased 18.7 per cent to €253 million (2023: €311 million), mainly due to higher content costs, primarily for the broadcast of Uefa Euro 2024 matches and higher streaming costs due to the investments in M6+.

Audience ratings

The audience share of the **Groupe M6** family of free-to-air channels in the commercial target group of viewers aged 25 to 49 reached 19.6 per cent (2023: 20.5 per cent), making it the second-most watched commercial family of TV channels in France. The total audience share was 12.8 per cent (2023: 13.0 per cent). Groupe M6 continues to attract the youngest audience in French television.

Flagship channel **M6** retained its status as the second most-watched commercial channel in France in the commercial target group, with an average audience share of 12.2 per cent (2023: 12.9 per cent), thanks to the successful broadcast of major sporting events such as the Uefa Euro 2024, the Super Bowl of the NFL and the Uefa Women's Nations League final. A total of 48 million viewers watched the Uefa Euro 2024 matches on M6. Other successful formats included *L'Amour est dans le pré* (Farmer Wants a Wife), which was the most-watched entertainment programme on French TV in 2024 with the highest audience share in seven years (29 per cent in the commercial target group of viewers aged 25 to 49) and *La France a Un Incroyable Talent* (Got Talent) scoring an audience share of 28 per cent in the commercial target group –making it the show's best season ever. The magazine formats *Capital*, *Zone Interdite* and *Enquête Exclusive* were again very successful.

The streaming service **M6+**, which launched on 14 May 2024, started strongly. Compared to the predecessor 6play in 2023, M6+ registered 30 per cent more monthly users and increased streaming hours by 35 per cent, based on the in-house heartbeat measurement[28]. In 2024, M6+ registered 21.5 million average monthly active users (2023: 16.6 million average monthly active users for 6play) and had a record month in November, with 25.5 million unique monthly users. The service is available on all connected TV devices in France and recorded more than 1 million concurrent users during the Uefa Euro 2024 quarter finals: another record for M6+, which attracts the youngest audience among free and French streaming services. According to Médiamétrie, M6+ was also the market leader in time spent per user on French streaming services in the 25 to 49 age group[29].

W9 reached an average audience share of 3.4 per cent among the commercial target group (2023: 3.5 per cent), ranking second among the DTT channels in France in this target group. Reality series, sports, films and magazines continued to score high ratings.

Among the new generation of DTT channels, **6ter** achieved an average audience share of 2.2 per cent (2023: 2.4 per cent) with a strong magazine offer in prime time and a large film offer.

With **Gulli**, Groupe M6 was the leader among the children's target group (aged 4 to 10 years) during daytime (06:00 to 20:00), attracting an average audience share of 15.0 per cent (2023: 13.0 per cent). Gulli also reached the highest audience share in 14 years in the commercial target group of viewers aged 25 to 49 with 1.8 per cent (2023: 1.7 per cent).

In 2024, the RTL radio family of radio stations registered a consolidated audience share of 16.5 per cent among listeners aged 13 and older (2023: 17.6 per cent). Its flagship station **RTL Radio** was the leading commercial station in France with an average audience share of 11.3 per cent (2023: 12.2 per cent). The pop-rock station **RTL 2** recorded an average audience share of 2.7 per cent (2023: 2.8 per cent), while **Fun Radio** registered an average audience share of 2.5 per cent (2023: 2.6 per cent).

[28] Source: In-house measurement 'heartbeat', includes content exclusive to the platform – like-for-like basis. According to Médiamétrie, viewing hours were up 11 per cent to 575 million hours (2023: 518 million hours). Médiamétrie – 4 Screens in 2023/Médiamétrie – Médiamat in 2024 – Médiamétrie does not include viewing of exclusive programmes

[29] Source: Médiamétrie

Fremantle

Financial results

Revenue at RTL Group's content business, Fremantle, was stable at €2,254 million in 2024 (2023: €2,266 million). In 2024, the international market for content production was still impacted by 2023 US strikes and by budget cuts from streaming services and advertising-financed broadcasters. As a result, Fremantle's revenue decreased 8.0 per cent organically[30].This was partly offset by scope effects from the acquisition of Asacha Media Group in March 2024. Nevertheless, Adjusted EBITA increased 23.0 per cent to €171 million (2023: €139 million) – Fremantle's highest Adjusted EBITA to date – due to significantly lower overhead costs and the first-time profit contribution from Asacha Media Group. As a result, the Adjusted EBITA margin was up from 6.1 per cent in 2023 to 7.6 per cent in 2024. Adjusted EBITDA – the metric used by most of Fremantle's competitors – increased to €260 million (2023: €184 million), an Adjusted EBITDA margin of 11.5 per cent (2023: 8.1 per cent).

Entertainment

Got Talent extended its record-breaking roll-out around the world launching in its 77th global market in 2024. In the UK, the 17th season of *Britain's Got Talent* was ITV1's second biggest entertainment series in 2024, with every episode ranking as the number-one show of the day, scoring a total average audience share of 35.7 per cent. In the US, *America's Got Talent* attracted an average of 6 million viewers – 28 per cent higher than NBC's primetime average. It was also the number-one show of the summer and NBC's number-two prime-time entertainment show of the 2023/24 season. In the Netherlands, *Holland's Got Talent* was the number-one show of the day for RTL4.

With an average audience share of 9.7 per cent, the 22nd season of *American Idol* was consistently the number-one show of the night for the target audience of adults aged 18 to 49 on ABC. In Australia, the ninth season of *Australian Idol* was consistently the number-one show of the day for Seven, watched by an average of 925,000 viewers – up 9.3 per cent on the previous season.

The X Factor Denmark enjoyed another successful year more than doubling TV2's primetime average audience share. In Hungary, the format returned after a year's break and doubled RTL's primetime average audience share, regularly being the number-one show of the week. In Italy, season 18 of *The X Factor* launched on Sky Uno and was consistently a top choice for Sky subscribers, peaking with an audience of 1.77 million viewers, and achieving its highest ratings in four years. Fremantle also announced a contract extension with Sky Italia for two more editions of the show.

Fremantle launched the original format *Master of the Game* in France which premiered as TF1's best entertainment launch in five years. The season averaged 2.6 million viewers and a total audience share of 15.6 per cent, rising to 28.9 per cent in the commercial target group of viewers aged 25 to 49 and 30.2 per cent for young adults aged 15 to 34. All overnight episodes ranked number one in the timeslot for the commercial target group.

In the US, the second season of *Farmer Wants a Wife* achieved an average audience share of 4.5 per cent on Fox, outperforming the slot average by 58.9 per cent. In Australia, season 13 of the show ranked as the number-one show of the day (excluding news).

Family Feud continued to be Fremantle's biggest gameshow ever, recently launching in Italy (*Famiglie D'Italie*) – its 40th territory – providing La7 with an average audience share of 1.9 per cent. In France, the show was regularly the number one in TF1's late-night slot.

The first season of *Freeze* launched on TVI in Portugal as the country's highest entertainment show launch in a year. Seasons two and three maintained momentum, regularly ranking as the number-one show in the timeslot overall and the number-one show of the day for viewers aged 15 to 34.

Stand By Me launched the second season of *Il Forno delle Meraviglie – Panettieri in Gara* (The Oven of Wonders) on RealTime in Italy becoming the second highest-rated primetime show for the broadcaster in winter.

Drama and film

Since its launch, UFA Fiction's *Maxton Hall – The World Between Us*, has ranked as the number-one title of the day on Amazon Prime in 81 countries, and ranked within the top three shows of the day on Amazon Prime in 110 countries. The series has reached nearly 38 million viewers on Amazon Prime in 12 territories, generating almost 193 million views. The second season is already in production.

[30] Adjusted for portfolio changes and at constant exchange rates. Further details can be found in **Key performance indicators** on page 29 ff

Supersex, a mini-series from The Apartment generated 3.2 million views and 19 million viewing hours on Netflix for the week commencing 4 March. It ranked as the number-three non-English language show globally and charted in the weekly top 10 in 62 territories. During its time in the Netflix top 10, it generated 33.2 million hours of viewing globally.

The first episode of *Big Mood* ranked as Channel 4's number one new scripted series launch of the year for the key commercial target group of 16- to 34-year-olds. The second season of *The Responder* from Fremantle's Dancing Ledge Productions launched on BBC One and BBC iPlayer in the UK, ranking in the number one slot for ABC1 adults, housewives with children, 35- to 54-year-olds and men (excluding sports) with a total of 3 million viewers. *Nightsleeper* was the highest-rated new drama of the year for the BBC, and has since sold in 146 markets worldwide.

The third season of *Mare Fuori*, produced by Picomedia, launched in Italy as the number-one show on RaiPlay (15 January to 5 May 2024) and Rai 2, where it generated a combined total audience of 6.5 million to date across both platforms. Also from Picomedia, *Adoration* ranked in the top 10 of 51 countries (from 20 November) and was the most watched series on Netflix in Italy for two consecutive weeks, with over 26 million hours viewed while it was in the top 10. *Vanished Into The Night* was as the number-one non-English film in the global chart for two consecutive weeks on Netflix, appearing in the weekly top 10 across 86 countries, and ranking number one in 28 countries (Netflix: 8 to 14 July).

Fremantle India set a new milestone with its inaugural fiction series *Bad Cop*. The popular crime thriller, which – launched in June 2024 – was the number-one show on Disney+ Hotstar (23 to 26 June) and ranked in Ormax Media's top five most-viewed OTT shows and films of the week, from 17 to 23 June 2024.

UFA in Germany launched *Where's Wanda* on AppleTV+ in 93 countries, and ranked in the daily top 10 shows in Germany. *Sullivan's Crossing* was the number-one show on The CW in the USA (excluding sports) and the number-three returning series launch on The CW for 2024. In Italy, *Adoration* was the number-one series on Netflix in its launch week, entering the Netflix weekly top 10 across 51 countries. It was the fifth most-viewed non-English series globally, with a total 3.2 million views and 14.5 million viewing hours.

In the UK, season 13 of *Death in Paradise* – from Red Planet Pictures – ranked as the number-one scripted series of the year for BBC1, and the number-two scripted series of the year in the UK (excluding specials). The second season of *Beyond Paradise* recorded an average audience of 5.5 million viewers and an average audience share of 31.6 per cent for BBC1 in the UK, more than doubling the broadcaster's slot average audience and becoming the number one show in the slot, with every episode ranked within the top two shows of the week for BBC1. In Australia the first season of *Return to Paradise* launched on ABC to an audience of 1.2 million viewers, making it the number-one show of the day on ABC and the number-three non-news show of the day overall.

Documentaries
Wildstar Films launched *Queens* – a limited natural history series narrated by Angela Bassett – on National Geographic. *Deadliest Catch* produced by Original Productions, reached its 20th season on Discovery Channel, and *Race to Survive: New Zealand* premiered on USA Network. Fremantle announced it had acquired the international sales rights to distribute *The Woman Who Fell to Earth* – the true crime drama-docu-series from Story Film – and *Elizabeth Taylor: Rebel Superstar* from Passion Pictures.

Fremantle announced a production deal with France Télévisions for *The Zelensky Story* from 72 Films (which was the second most-watched show of the day for both BBC Two and BBC iPlayer in the UK), while docudrama *Mozart: Rise of a Genius* – also from 72 Films – premiered on BBC Two and BBC iPlayer in the UK.

Back From The Dead: Who Kidnapped Me? from WAG Entertainment ranked as the number one show of the week on U&W. Stand By Me – an Asacha Media Group label – launched season three of *Una Giornata Particolare* (A Special Day) on La7 in Italy to an average 1.1 million viewers and a 6.7 per cent audience share. It was the second-highest rated primetime show on La7 during autumn. Also from Stand By Me, season one of *Lo Spaesato* (Comedy on the Edge) launched on Rai2, and became the channel's fourth-highest rated primetime show on Rai2 in the autumn.

Other segments

This segment mainly comprises the fully consolidated businesses RTL Hungary, RTL Group's Luxembourgish activities (including BCE), RTL Group's social media company We Are Era and the streaming technology company Bedrock. It also includes the investment accounted for using the equity method, Atresmedia, in Spain.

The Hungarian net TV advertising market was estimated to be up by 9.9 per cent in 2024, with RTL Hungary outperforming the market. Total revenue of **RTL Hungary** was up by 10.4 per cent to €138 million (2023: €125 million), while the business unit's Adjusted EBITA decreased to €-8 million (2023: €6 million), mainly due to higher programme costs and streaming start-up losses. The Adjusted EBITA reflects RTL Hungary's current investment phase, focusing on building up its new streaming service to transform the business.

RTL Hungary increased its combined average prime-time audience share to 30.1 per cent[31] in the key demographic of 18 to 49-year-old viewers (2023: 28.4 per cent). The increase in audience share was driven by the successful restructuring of the programming schedules, the production of new and popular game shows and the launch of four new cable channels at the end of 2023 to reach new audiences. With its 12 linear TV channels, RTL Hungary was 0.1 percentage points behind the main commercial competitor TV2 Group, which operates 14 channels.

The Hungarian flagship channel **RTL** reached a prime-time audience share of 14.0 per cent among viewers aged 18 to 49 (2023: 14.3 per cent), 0.2 percentage points behind TV2 (2023: 1.5 percentage points behind TV2). The flagship channel RTL had the highest prime-time audience share in Hungary among viewers aged 18 to 49 in the months of January, February, March, May, August and October. The news programme *RTL Híradó* (RTL News) attracted 19.6 per cent of viewers aged 18 to 49 (2023: 20.0 per cent), while *X-Faktor* became the most-watched non-sports programme of 2024 with an average audience share of 33.3 per cent in the 18 to 49 age group. *Sztárbox* (Celebrity Boxing) achieved an average audience share of 22.4 per cent of viewers aged 18 to 49, while the second season of the Hungarian version of *The Traitors* reached an average audience share of 26.1 per cent in the same commercial target group. RTL had a strong year in fiction, too, with the Saturday episodes of *A mi kis falunk* (Our Little Village) achieving an average audience share of 22.2 per cent – making it the most-watched series in Hungary.

The second-generation channels increased their full-day audience share to 15.8 per cent (2023: 14.5 per cent). The RTL cable channel portfolio achieved an average prime-time audience share of 16.1 per cent, surpassing TV2's cable portfolio (16.0 per cent) for the first time since 2018, and representing the strongest annual performance since 2018.

RTL Hungary's streaming service **RTL+** performed strongly in 2024, with Uefa Champions League matches significantly increasing the subscriber inflow and engagement on the streaming service. The number of streamed hours increased year on year by 13 per cent. *X-Faktor, ValóVilág, Power Couple* and the celebrity version of *The Traitors* remained popular, with the latest seasons of the shows being among the most-watched programmes in 2024.

In 2024, **RTL Luxembourg** confirmed its position as the leading media brand in Luxembourg. Combining its TV, radio, and digital activities, the RTL Luxembourg media family achieved a daily reach of 60.1 per cent (2022: 56.6 per cent[32]) of all residents aged 16 and over.

The leading digital platform in Luxembourg, ***rtl.lu***, continued to expand, attracting an impressive 241,600 users per day (43.2 per cent of individuals aged 16+) with its content in Luxembourgish, French and English (2022: 35.4 per cent). **RTL Télé Lëtzebuerg –** including RTL Zwee and RTL Play – reached 112,400 viewers daily (representing 20.1 per cent of the country's population aged 16+), making it the most-watched TV channel ahead of the foreign channels (2022: 24.6 per cent). In the audio landscape, **RTL Radio Lëtzebuerg** remained the most listened-to station, with a daily reach of 31.3 per cent (2022: 27.0 per cent). With its TV, streaming, radio and digital activities, the RTL Luxembourg media family achieved several audience successes, including the Eurovision Song Contest, the European and US elections, and the Pope's visit to Luxembourg. Sports highlights of 2024 included the Olympic Games. In September, the company launched a new radio schedule for its radio station, RTL Radio Lëtzebuerg, supported by a cross-media advertising campaign.

In 2024, **Broadcasting Center Europe (BCE) –** RTL Group's technical services provider – continued to strengthen its Media-as-a-Service offering with a number of diverse projects. BCE's NxP platform streamlined content distribution for the European Broadcasting Union, while its voiceover solution, Holovox, played a pivotal role in the Basketball Champions League, enabling up to 18 sportscasters to provide live commentary remotely. Major French fashion

[31] RTL Hungary changed the publication of its audience figures from 2022 and is now using 'Linear SHR' audience share data, which is calculated without the 'Other' category of Nielsen

[32] Luxembourg's market research institute ILRES did not publish its Plurimédia audience results for 2023. Therefore, there are no audience shares for RTL Luxembourg's TV and radio stations available for 2023

houses leveraged BCE's Freecaster technology to deliver global livestreams of their events. BCE also enhanced traffic information broadcasting for Radio VINCI Autoroutes with a centralised system for real-time updates, and delivered a UHD control room for the Institut National de l'Audiovisuel Studio, featuring advanced video, audio, and communication system integration. Finally, BCE extended long-standing partnerships with RTL Belgium and M7, and provided extensive coverage of Pope Francis' visit to Luxembourg.

In 2024, **We Are Era** further expanded its business by enabling brands, talents, broadcasters and NGOs to access global communities, leveraging its data, strategy and production services. We Are Era produced content for new clients such as Deutsche Telekom, Wow/Sky, DFB, Aldi Nord, Ikea and Kenvue alongside becoming the lead video agency for Techniker Krankenkasse. Furthermore, the company continued to grow its business through cross-border campaigns, collaborating with clients such as CERV, Vodafone Foundation and Essence. In November 2024, We Are Era announced plans to strengthen its position in the German-speaking region by acquiring Social Match, a digital agency specialising in influencer and community marketing. In November, We Are Era also hosted the successful VideoDays Festival 2024 with more than 500 creators and partners such as Spotify, Shopify and YouTube. We Are Era's revenue increased by 7.8 per cent in 2024.

The Spanish net TV advertising market increased by an estimated 2.1 per cent in 2024. On a 100 per cent basis, consolidated revenue of **Atresmedia** was slightly up by 4.8 per cent to €1,018 million (2023: €971 million), while operating profit (EBITDA) remained stable at €178 million (2023: €173 million), and net profit was €120 million (2023: €171 million). The strong increase in net profit was primarily due to lower income tax expenses due to the recognition of unused tax credits. The profit share of RTL Group was €21 million (2023: €32 million).

The Atresmedia family of channels achieved a combined audience share of 24.6 per cent in the commercial target group of viewers aged 25 to 59 (2023: 25.7 per cent). The main channel, **Antena 3**, recorded an audience share of 9.7 per cent (2023: 10.6 per cent) in the commercial target group.

For more information on investments in associates, see note 6.5.2 to the consolidated financial statements.

Innovation

Innovation at RTL Group focuses on three core topics: continuously developing new, high-quality TV and streaming formats; using all digital distribution channels; and better monetising the Group's audience reach by using personalisation, recommendations and the addressing of target groups. Artificial intelligence (AI) plays a rapidly growing role across all three core topics.

In 2024, the Dutch **RTL Creative Unit** together with **Fremantle's Blue Circle** developed an innovative format called *Pandora's Box*, which will also be produced for Groupe M6, RTL Nederland and RTL Hungary in a joint setting. The adventure reality programme – in which 12 celebrities embark on a journey of temptation and revenge across the Mediterranean – will be recorded at various locations in Malta. At MipTV 2024 in Cannes, Studio 89, the in-house production unit from Groupe M6, together with Dreamspark, showcased an innovative and cost-effective strategy game show *The Power*, which revolves around one critical question: who holds the power? In this reality game show, 13 celebrities live together under the watch of AI drones and compete strategically. In 2025, the format will launch in five additional countries including Hungary with RTL Hungary and Germany, with ProSiebenSat1.

In March 2024, RTL Deutschland together with online fashion retailer Zalando, started piloting **in-stream shopping on its streaming service RTL+**. Viewers of the daily series *Gute Zeiten, schlechte Zeiten* (Good Times, Bad Times) can shop fashion products that are directly related to the content shown in the episodes. Thanks to a technical innovation from Jay – a global provider of technology for streaming services and broadcasters – users can pause the stream to buy fashion items from Zalando without leaving the RTL+ app.

In June 2024, **RTL Deutschland**, in collaboration with **Deutsche Telekom**, launched a **5G live broadcasting solution at its Cologne broadcasting centre**, enhancing high-quality reporting from fan zones during Uefa Euro 2024. The independent 5G network was first tested during the tournament's opening game on 14 June, facilitating the use of wireless cameras and data-intensive applications with ultra-low latency. Innovative features of the new camera system – including remote control and real-time video feedback – showcased the capabilities of the Networked Live Ecosystem in delivering seamless live broadcasts. This product, combined with the new technology, enables RTL Deutschland to broadcast high-quality images and sound from fan zones within the live broadcasts of NTV and *RTL Aktuell*.

RTL Deutschland is also investing in its publishing business, in particular the development of the new digital paid offer **Stern+**, which launched in October 2024. The new digital product provides great visuals, user-centric features and a clear navigation structure offering more video and audio content. A new technical infrastructure for login, checkout and digital subscription management went live for *Stern.de* in July 2024 – and has already led to a significant increase in subscription conversion. The replacement of the existing paywall, which uses AI tools to optimise and automate the offering of different subscription models, started at the end of 2024.

Another innovative focus area is addressable TV advertising, which combines the broad reach of linear TV with targeted digital advertising, and advertising technology in general. RTL Group continuously develops its advertising technologies or acquires the necessary technology in this area.

In 2024, **Smartclip**, RTL Group's ad-tech business, addressed critical challenges in ad serving and measurement across both digital and linear TV, effectively mitigating the complexities of increasing TV fragmentation. Under the motto 'Adtech made in Europe', Smartclip collaborated with ProSiebenSat1's ad-tech business, Virtual Minds, to a successfully integrate Virtual Minds' The Adex data management platform. In 2025, they are progressing towards the creation of an open, transparent platform that unifies digital and linear advertising with straightforward booking options. Smartclip also expanded its identity solutions in November 2024 to support privacy-safe cookie alternatives. These advancements empower broadcasters with sustainable, privacy-compliant methods for identifying and engaging audiences in an increasingly fragmented ecosystem. Smartclip has also enhanced its SmartX platform to include audio advertising. In February 2024, Smartclip partnered with RTL Radio Deutschland to leverage the SmartX platform for distributing audio advertising across more than 530 digital radio streams in Germany.

The Group's advertising sales houses continue to introduce innovative and award-winning advertising formats. In July 2024, **Ad Alliance** launched the innovative 'podcast roadblock' advertising technique in Germany, which involved broadcasting the same message across all its podcasts for a single day. This approach, designed to maximise audience attention, mirrors successful advertising strategies used in TV and digital media. With a diverse portfolio of around 200 podcasts, Ad Alliance aims to establish podcast roadblocks as a common media product to enhance reach and audibility in the growing audio market. In addition, Ad Alliance is using AI technology internally to increase the efficiency of its pricing processes.

AI was a significant driver in RTL Group's innovative projects in 2024:

Together with the German news agency DPA, RTL Deutschland has developed **the newsroom of the future** – an AI editorial tool for journalists at news channel NTV. The Hot Topic Discoverer analyses news trends and prioritises emerging topics, while the text generator and editor drafts text, enabling journalists to spend more time producing high-quality, unique content. RTL Deutschland has also partnered with **Perplexity AI** to test the integration of AI-powered innovations into its news offerings, including NTV and *Stern*. This collaboration aims to enhance user experience by providing easier and more relevant access to content through advanced conversational search capabilities. By leveraging AI technology, RTL Deutschland seeks to position its news brands as trustworthy sources amid an increasing flood of information, while exploring sustainable innovations and business models for digital content creation.

In November 2024, UFA Serial Drama, part of **Fremantle**, leveraged AI technology for the 30-year anniversary of *Unter Uns* (Among Us). Following the successful AI test case in the 2023 Christmas special of *Unter Uns*, the team utilised advanced face swap technology and a custom-trained speech model from Ukrainian company Respeecher – previously used to recreate the voice of Hans Clarin in *Neue Geschichten vom Pumuckl* (Pumuckl's New Adventures, 2023) – to revive the iconic character Margot Weigel, whose actress passed away over 15 years ago. Beyond this milestone, AI plays an integral role in the series' production: the writing team uses custom-programmed chatbots for storyline and character development, while visual effects and backgrounds are enhanced through AI-driven tools such as Adobe Firefly. AI also supports post-production processes, including editing and sound design, further optimising efficiency and creativity. **RTL Deutschland** is pioneering the use of AI in the production of promotional content, marking a significant advancement in the German TV landscape. The company is using **AI-generated promotional spots/ad bumpers** on pay-TV channels such as RTL Crime, RTL Living and RTL Passion, including Christmas campaign trailers on RTL Super with plans to expand to other free TV channels in the future. The AI-generated content is created using text-to-video technology allowing AI to be efficiently integrated into promotional production while maintaining high quality and creative standards.

RTL Technology (part of RTL Deutschland) used speech synthesis technology from ElevenLabs for the first time to dub the three-part documentary *Mythen und Monster* (Myths and Monsters) for A+E Networks' History channel. This innovative approach makes RTL Deutschland one of the first companies to create a broadcast-ready long-form production **using AI-generated voices**, while ensuring human oversight throughout the process to maintain high quality. The project showcases the potential of AI in the dubbing industry, allowing for flexible production and optimisation. RTL Deutschland has also developed an **innovative child protection solution** that combines automated content analysis with human review to enhance safety for young viewers on its streaming service, RTL+. This AI-powered system efficiently screens video content for inappropriate scenes using vision models and natural language processing, ensuring compliance with legal standards. This integration positions RTL Deutschland as a leader in child protection within the German media landscape.

Key intangible resources

RTL Group voluntarily reports on its key intangible resources in the context of the EU Corporate Sustainability Reporting Directive 2022/2464 (CSRD). These intangible value drivers contribute to the Group's economic success and its ability to transform. RTL Group's future hinges on three categories of intangible value drivers: human, social and intellectual capital. In addition to these intangible value drivers – some of which have not been recognised in the consolidated statement of financial position – RTL Group has a large number of intangible assets, including goodwill, that are recognised in the consolidated statement of financial position. These include audiovisual rights, brands and trademark rights, acquired customer relationships, and software licences and development. Please refer to the notes to the consolidated financial statements for further information. Intangible resources that cannot be accounted for are described below.

Human capital concerns the employees of RTL Group, whose work is fundamentally based on the corporate culture and the RTL Brand Principles. These principles provide guidance for employees and executives along with customers and partners. In 2021, RTL strengthened its position as a leading European media brand by creating one unified RTL brand. RTL Group, RTL Deutschland, RTL Nederland, RTL Hungary, RTL Luxembourg and the international advertising sales house RTL AdAlliance all operate under one RTL brand. The joint design streamlined the brand architecture across RTL's corporate and product brands – for example by rebranding the German streaming service from TV Now to RTL+. With clear brand principles, RTL Group aims to grow the value of its key brand, RTL.

Day-to-day activities at RTL Group are driven by the core values of creativity and entrepreneurship. Through their interaction, they reinforce each other and thereby form the cornerstones of RTL Group's corporate culture, which relies on participation and partnership. Entrepreneurship is key to successful implementation of the corporate strategy. On the one hand, employees should be encouraged to think and act like entrepreneurs. On the other hand, RTL Group grants them the necessary freedom to conduct business. Discovering and nurturing the right entrepreneurial talent are two of the key drivers for remaining competitive in the future. The implementation of the core values in day-to-day work is reviewed regularly as part of the employee survey. In 2023, a 69 per cent approval rate was achieved for the topic of entrepreneurship and 85 per cent for the topic of empowerment.

Social capital at RTL Group involves gaining the trust of and building loyalty among customers, suppliers, the capital market and other stakeholders such as society. A partnership based, on mutual respect, and trust defines the relationship between RTL Group and its business partners. RTL Group's Code of Conduct contains a set of standards and guidelines governing relationships with business partners and third parties. A wide variety of intangible resources provide the basis for the digital transformation. RTL Group is consistently making progress on issues of high importance to our customers and suppliers – including digitisation, automation and artificial intelligence – by making the associated investments and working in partnerships to develop new and innovative approaches. As a publicly listed company, RTL Group recognises that transparent financial communications and trustful investor relationships are key to creating long-term value for the company's shareholders. RTL Group's strict investment criteria, attractive dividend policy and adherence to clearly defined financial and strategic targets create long-term trust in the capital markets.

Intellectual capital is particularly important to RTL Group, as an entertainment company, and creative content is at the heart of everything we do. Creativity is the second of two core values for RTL Group – alongside entrepreneurship – and the Group invests billions in creative content each year. In the 2023 employee survey, creativity achieved a 78 per cent approval rating.

The protection of intellectual property is another key pillar of RTL Group's Code of Conduct. Protected intellectual property refers to all products of intellectual work, irrespective of their commercial value. These include, but are not limited to, journalistic works, films, television programmes, graphic art and software, and their components. Due to its special importance, the protection of intellectual property is mentioned in both RTL Group's Code of Conduct and the Group's Supplier Code of Conduct.

Significant litigations

Provisions for litigations correspond to the Group's best estimate of the expected future cash outflow related to disputes arising from the Group's activities (see notes 6.5.2 and 6.14.1 to the consolidated financial statements).

RTL Group is party to legal proceedings in the normal course of its business, both as defendant and claimant. The main legal proceedings to which RTL Group is a party are disclosed below.

Several subsidiaries of RTL Group are being sued by the broadcaster RTL 2 Fernsehen GmbH & Co KG and its sales house, El Cartel Media GmbH & Co KG, before the regional court in Düsseldorf, Germany, seeking disclosure of information to substantiate a possible claim for damages. The proceedings follow the imposition of a fine in 2007 by the German Federal Cartel Office for abuse of market dominance with regard to discount scheme agreements (share deals) granted by Ad Alliance GmbH (formerly IP Deutschland GmbH) and SevenOne Media GmbH to media agencies. The German Federal Cartel Office argued that these discounts would foreclose small broadcasters from the advertising market. In 2014, the regional court of Düsseldorf decided to order an expert report. The expert concluded in February 2018 that the likelihood of damages cannot be proven with certainty. In July 2018, RTL 2 Fernsehen filed a motion claiming that the expert was not impartial, with the aim of getting the court to obtain a new expert opinion. Ad Alliance has rejected the motion of lack of impartiality as unfounded. Due to his unexpected death in February 2020, the court expert could not submit his response to the allegation of impartiality. On 4 September 2023, the regional court rendered two decisions: first, it rejected the allegation of the expert's impartiality. Second, it dismissed the claims for disclosure of information in their entirety. On 16 October 2023, RTL 2 Fernsehen and El Cartel Media appealed the regional court's decisions before the Düsseldorf Appeal Court. Following a hearing in October 2024, the Court of appeal issued a decision on 20 December 2024 according to which a written expert opinion shall be sought to establish if the additional data requested by RTL 2 Fernsehen and El Cartel Media are suitable to enable a better calculation of an allegedly suffered damage. The Court indicated that the proceeding may continue for years before a final decision is pronounced.

In June 2016, the main competitors of Fun Radio alleged that a host of the morning show had influenced Fun Radio's results by encouraging his listeners to give favourable treatment to Fun Radio in the Médiamétrie surveys. In response to these allegations, Médiamétrie decided to remove Fun Radio from its surveys. Following a legal procedure initiated by Fun Radio, Médiamétrie was required to reinstate Fun Radio in the audience results surveys as of September 2016. Nevertheless, Médiamétrie decided to lower Fun Radio's audience results in its published surveys, alleging the existence of a 'halo effect'. Following a procedure initiated by Fun Radio, a judicial expert was appointed in December 2017 to examine Médiamétrie's assessment of the alleged 'halo effect'. In September 2019, the judicial expert issued his final report which confirmed the 'halo effect' but assessed that Fun Radio's results were over-corrected. As of September 2017, Médiamétrie has again published the full audience results for Fun Radio. In parallel to the above procedure, the main competitors of Fun Radio also filed, in December 2016, a claim for damages, before the Paris Commercial Court claiming unfair competition, but this procedure was suspended until the end of the judicial expertise. In the meantime, four of the six claimants withdrew their claim from the proceedings. On 23 January 2023, the Paris Commercial Court decided to award damages for unfair competition. Fun Radio appealed the Court's decision on 26 January 2023, and the Court of appeal ordered a hearing on the merits of the case on 26 June 2025. Fun Radio remains confident it will achieve a favourable decision.

In November 2019, the Spanish Competition Authority (CNMC) arrived at a decision in disciplinary proceedings imposing a fine on Atresmedia and Mediaset and barring both operators from specified courses of conduct. The parties were ordered to take steps to align their commercial and contractual relations to the requirements of the decision. The fine imposed on Atresmedia amounts to €38.2 million. In 2020, Atresmedia challenged the decision by filing an application for judicial review with the Administrative Chamber of the Audiencia Nacional, Spain's national court. The application was found admissible. Consequently, Atresmedia will proceed with an appeal in the aforementioned court. Atresmedia is still lacking information from CNMC necessary to submit the appeal. The directors and legal advisors of Atresmedia believe that the application for judicial review against the CNMC's decision is likely to succeed.

No further information is disclosed as it may harm the Group's position.

Subsequent events

In November 2024, We Are Era signed an agreement to fully acquire the German influencer marketing agency Social Match. This acquisition strengthens We Are Era's position in the German-speaking region, enables further expansion in influencer and community marketing, and solidifies the company's presence in the creator economy. In accordance with IFRS 3, the acquisition became effective at the beginning of January 2025 after approval of the competition authorities in Germany and Austria and fulfilment of other closing conditions. The transaction will be accounted for as a business combination in accordance with IFRS 3. At the time the consolidated financial statements were authorised for issue, the purchase price allocation considering the preliminary estimated consideration in the lower double-digit million range was at a very preliminary stage.

Outlook

The geopolitical and macroeconomic environment remains volatile, and the impact on RTL Group's businesses continues to be hard to predict. On the basis of at least stable TV advertising revenue across the Group:

– RTL Group expects its full-year **revenue** for 2025 to increase to around €6.45 billion, mainly due to significantly higher streaming revenue and portfolio effects.

– RTL Group expects its **Adjusted EBITA** for 2025 to increase to around €780 million, mainly due to lower streaming start-up losses.

– RTL Group's **dividend policy** remains unchanged: RTL Group plans to pay out at least 80 per cent of its adjusted full-year net result.

	2024	2025e
Revenue	€6,254m	**~€6.45bn**
Adjusted EBITA	€721m	**~€780m**
Streaming start-up losses	€137m	**~€80m**

Strategic targets for RTL Group's streaming services[33]

	2024	2026e
Paying subscribers	6.8m	**~9m**
Streaming revenue	€403m	**~€750m**
Content spend per annum	€338m	**~€500m**

Profitability is expected by 2026[34].

Fremantle targets

RTL Group confirms that Fremantle's Adjusted EBITA margin is expected to increase to 9 per cent by 2026. Fremantle continues to target full-year revenue of €3 billion in the mid-term, including the acquisition of small and medium-sized production companies and partnerships with creative talent.

[33] RTL+ in Germany, M6+ (previously 6play) in France and RTL+ in Hungary

[34] Total of Adjusted EBITA from RTL+ in Germany and Hungary, M6+ in France and Bedrock as consolidated on RTL Group level. The Adjusted EBITA of RTL+ in Germany and Hungary and M6+ includes synergies with TV channels at business unit level. For the definition of Adjusted EBITA please see **Key performance indicators** on page 29 ff

Corporate governance

Principal risks and uncertainties
Principal risks and uncertainties are disclosed in note 7 to the consolidated financial statements for the risks linked to financial instruments, and in the Corporate Governance section on *rtl.com* for the external and market risks.

Corporate governance statement
The RTL Group Board of Directors is committed to high standards of corporate governance. RTL Group has applied the principles of good governance for years, even before the Ten Principles of Corporate Governance were implemented by the Luxembourg Stock Exchange – principles that RTL Group is in line with and submitted to.

More information on this topic can be found in the Investor Relations section on *rtl.com*, which contains RTL Group's corporate governance charter, and regularly updated information, such as the latest version of the company's governance documents (including articles of incorporation, statutory accounts, and minutes of shareholders' meetings), and information on the composition and mission of the RTL Group Board of Directors and its committees. The Investors section contains the financial calendar and other information that may be of interest to shareholders.

Shareholders

RTL Group's current share capital is set at €191,845,074 divided into 154,742,806 fully paid-up shares with no par value.

As at 31 December 2024, Bertelsmann held 76.29 per cent of RTL Group shares, and 23.71 per cent were publicly traded.

General Meetings of Shareholders will be held at the registered office or any other place in Luxembourg indicated in the convening notice. A General Meeting of Shareholders must be convened on the request of one or more shareholders who together represent at least one tenth of the company's capital, and the Annual General Meeting of Shareholders is held within six months following the end of the financial year at the place and on the date set by the Board of Directors.

Resolutions will be adopted by the simple majority of valid votes, excluding abstentions. Any resolution amending the Articles of Incorporation will be adopted by a majority of two-thirds of the votes of all the shares present or represented.

The Annual General Meeting will examine the reports of the Board of Directors and the auditor and, if thought fit, will approve the annual accounts. The meeting will also determine the allocation of profit and decide on the discharge of the directors and the auditor from any duties.

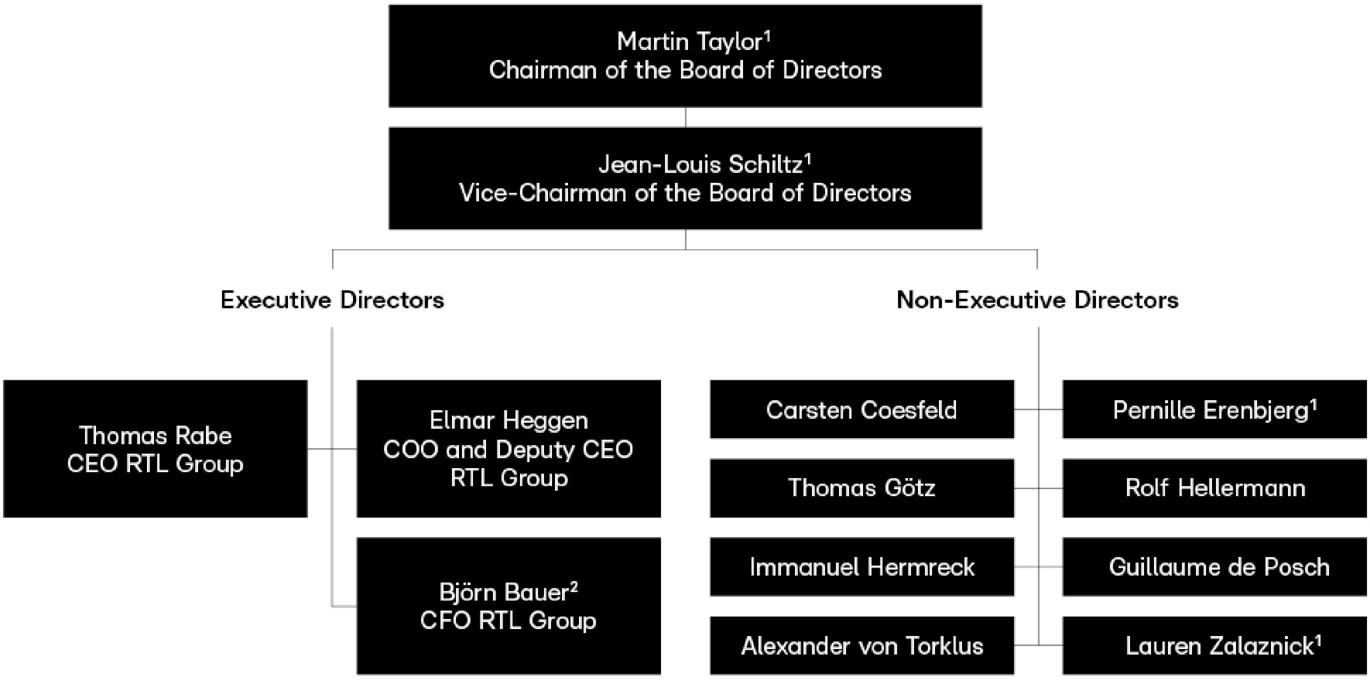
Board and management

Board of Directors
The Board of Directors has the most extensive powers to take, in the interests of the company, all acts of administration and of disposal, that are not reserved by law or the Article of Incorporation to the General Meeting of Shareholders.

On 31 December 2024, the Board of RTL Group had 13 members: three executive directors and ten non-executive directors. At the Annual General Meeting (AGM) on 24 April 2024, Björn Bauer was appointed as executive director, with a term of office of three years, expiring at the end of the Annual General Meeting of shareholders' ruling on the 2026 accounts.

Among the non-executive directors, Pernille Erenbjerg, Jean-Louis Schiltz, Martin Taylor and Lauren Zalaznick are independent of management and other outside interests that might interfere with their independent judgement.

RTL Group's Board of Directors



1 Independent Director
2 as from 24 April 2024

Martin Taylor was appointed under the criteria of independence of the London Stock Exchange, before RTL Group adopted the Ten Principles of the Luxembourg Stock Exchange. Pernille Erenbjerg, Jean-Louis Schiltz and Lauren Zalaznick are independent directors, and all meet the current criteria of independence of the Ten Principles of the Luxembourg Stock Exchange.

The Board of Directors has to review, with expert help if requested, that any transaction between RTL Group or any of its subsidiaries on the one hand, and any of the shareholders or any of their respective subsidiaries on the other hand, is on arm's-length terms.

The responsibility for day-to-day management of the company is delegated to the Chief Executive Officer (CEO). The Board of Directors has a number of responsibilities, which include approving the Group's annual budget, overseeing significant acquisitions and disposals, and managing the Group's financial statements. The Board of Directors met five times in person or online in 2024 – with an average attendance rate of 98.4 per cent – and adopted some decisions by circular resolution.

Individual attendance of the members of the RTL Group Board of Directors	Participation in meetings	Attendance
Martin Taylor (Chair)	5/5	100%
Björn Bauer	4/4	100%
Carsten Coesfeld	5/5	100%
Guillaume de Posch	5/5	100%
Pernille Erenbjerg	5/5	100%
Thomas Götz	5/5	100%
Elmar Heggen	5/5	100%
Rolf Hellermann	5/5	100%
Immanuel Hermreck	5/5	100%
Thomas Rabe	5/5	100%
Jean-Louis Schiltz	5/5	100%
Alexander von Torklus	5/5	100%
Lauren Zalaznick	4/5	80%

The Executive Committee updates the Board on the Group's activities and financial situation. At each meeting, representatives of the Executive Committee brief the Board on ongoing matters, and on possible upcoming investment or divestment decisions.

In 2024, a total of €1.4 million (2023: €1.4 million) was allocated in the form of attendance fees to the non-executive members of the Board of Directors of RTL Group SA and the committees that emanate from it (see note 10.4 to the consolidated financial statements).

Neither options nor loans have been granted to Directors.

Appropriate measures were taken by the company to ensure compliance with the provisions of the European market abuse regulation, and with the Circulars of the Commission de Surveillance du Secteur Financier (CSSF) concerning the application of this legislation.

The following Board Committees are established:

Nomination and Compensation Committee

The CEO consults with the Nomination and Compensation Committee and shall obtain prior consent on the appointment and removal of executive directors. The Nomination and Compensation Committee makes a proposal to the General Meeting of Shareholders on the appointment and removal of the non-executive directors, and establishes the Group's compensation policy.

The Nomination and Compensation Committee comprises four non-executive directors, one of whom is an independent director (who also chairs the meetings) and meets at least twice a year. The committee's plenary meetings are attended by the CEO, the COO/Deputy CEO and the Executive Vice President Human Resources. The Nomination and Compensation Committee may involve other persons to help the committee fulfil its tasks. The Chair of the Nomination and Compensation Committee reports on the discussions held and conclusions made by the committee to the subsequent Board of Directors meeting. The Nomination and Compensation Committee met three times in 2024 – in person and by video conference – with an average attendance rate of 92 per cent.

Individual attendance of the members of the Nomination and Compensation Committee	Participation in meetings	Attendance
Martin Taylor (Chair)	3/3	100%
Thomas Götz	3/3	100%
Immanuel Hermreck	3/3	100%
Lauren Zalaznick	2/3	67%

Audit Committee

The Audit Committee monitors the financial reporting process, the statutory audit of the legal and consolidated accounts, the independence of the external auditors, the effectiveness of the Group's internal controls, the compliance programme, and the Group's risks. The Audit Committee reviews the Group's financial disclosures and submits a recommendation to the Board of Directors regarding the appointment of the Group's external auditors.

The Head of Internal Audit and the external auditors have direct access to the Chairman of the Audit Committee, who is an independent director.

The Audit Committee is composed of at least four non-executive directors – two of whom are independent – and meets at least four times a year.

The committee's meetings are attended by the CEO, the COO/Deputy CEO, the Chief Financial Officer (CFO), the Head of Internal Audit, the external auditors and other senior Group finance representatives. The Audit Committee may invite other persons whose collaboration is deemed to be advantageous in helping the committee fulfil its tasks. Twice a year, the Head of Compliance is invited to provide an update on the compliance programme and to report on the compliance cases raised in the period under review, as well as on their remediation.

The Audit Committee met five times in 2024 in person or online, with an average attendance rate of 100 per cent. The Chairman of the Audit Committee reports on the discussions held and conclusions taken by the Audit Committee to the subsequent Board of Directors meeting.

Individual attendance of the members of the Audit Committee	Participation in meetings	Attendance
Pernille Erenbjerg (Chairman)	5/5	100%
Thomas Götz	5/5	100%
Rolf Hellermann	5/5	100%
Jean-Louis Schiltz	5/5	100%
Martin Taylor	5/5	100%

The committee assists the Board of Directors in its responsibility with respect to overseeing the Group's financial reporting, risk management and internal control, and standards of business conduct and compliance.

CEO
Responsibility for the day-to-day management of the company rests with the CEO, who – on a regular basis and upon request of the Board – informs the Board of Directors about the status and development of the Group.

The CEO is responsible for proposing the annual budget, to be approved by the Board of Directors. He is also responsible for determining the ordinary course of the business.

Executive Committee
The Executive Committee comprises the three executive directors – the CEO, the COO/Deputy CEO and the CFO – and is vested with internal management authority.

In 2024, a total of €7.2 million (2023: €6.2 million) was allocated in the form of salaries, non-cash benefits and a post-employment benefit plan to the members of the Executive Committee (see note 10.3 to the consolidated financial statements).

External auditor
In accordance with the Luxembourg law on commercial companies, the company's annual accounts and consolidated financial statements are certified by an external auditor, appointed at the Annual General Meeting of Shareholders. On 24 April 2024, the shareholders appointed KPMG Audit Sàrl as statutory auditor for a term of one year, expiring at the end of the Annual General Meeting of Shareholders ruling on the 2024 accounts.

Dealing in shares
The company's shares are listed on the Frankfurt and Luxembourg Stock Exchanges. Applicable German and Luxembourg insider dealing, and market manipulation laws prevent anyone with material non-public information about a company from dealing in its shares and from committing market manipulations.

A detailed Dealing Code contains restrictions on dealings by directors and certain employees of RTL Group and its subsidiaries, or associated companies.

Restrictions apply to:
- members of the Board of Directors
- all employees of RTL Group SA, and directors and employees of any subsidiary or affiliated company of RTL Group who, because of their position or activities, may have access to unpublished price-sensitive information.

Code of Conduct

Basic guidelines for responsible behaviour and for conducting business at RTL Group are governed by the Code of Conduct, which outlines binding minimum standards for behaviour towards business partners and the public, and for behaviour within the company. The latest update of the Group's Code of Conduct was in 2021. A speak-up system is available in multiple languages – both online and via phone – to internal and external stakeholders. The Group has a training programme in place to ensure all employees are fully aware of the code and its principles.

The Code of Conduct is available under the Compliance section on *rtl.com*.

Internal controls over financial reporting

RTL Group's Internal Control System (ICS) over financial reporting aims to provide reasonable assurance on the reliability of external and internal financial reporting, and its conformity with applicable laws and regulations. It helps to ensure that the Group's financial reporting presents a true and fair view of RTL Group's net assets, financial position and operational results. The ICS for the accounting process consists of the following areas:

Standards and rules
The rules governing the Group's financial reporting environment and critical accounting policies are set out in the Group's internal rules for accounting and the preparation of financial statements (such as IFRS manuals, guidelines and circulars), which are immediately available to all employees involved in the accounting process. Standards of a minimum control framework for key accounting processes at the level of RTL Group's fully consolidated subsidiaries are formalised in a set of expected key controls. RTL Group's centralised treasury and corporate finance activities are governed by dedicated policies and procedures. Hedging of exposure in non-functional currency of the company is governed by a strict policy. All internal and external financial reporting processes are organised through a centrally managed reporting calendar. The Code of Conduct requires the Group's companies to manage record-keeping and financial reporting with integrity and transparency.

Systems and related controls
Locally used (ERP, treasury applications) finance systems are largely centrally managed through a few common system platforms to ensure a consistent set-up of system-embedded controls. Segregation of duties, access rights and approval limits are regularly reviewed by local data owners for all reporting units – the finance systems of which are centrally maintained. Internal and external financial reporting is transmitted through a centrally managed integrated finance system – from budgeting and trend year analysis, monthly internal management reporting, and forecasting of financial and operational KPIs, to consolidation and external financial reporting, and risk management reporting (see **Risk management** on page 60 ff).

Extensive automatic system controls ensure the consistency of the data in the financial statements. The centrally managed integrated finance system is subject to ongoing development through a documented change process. Systemised processes for coordinating intercompany transactions serve to prepare the corresponding consolidation steps. Circumstances that could lead to significant misinformation in the consolidated financial statements or internal management reporting are monitored centrally and verified by external experts as required. Specific system-embedded controls support the consolidation process, including the reconciliation of intercompany transactions.

IT General Controls (ITGCs) are regularly assessed by external experts or Internal Audit. Control objectives are defined for all RTL Group central applications and interfaces (the referenced applications) and their related IT infrastructure. The description of the control environment and the effectiveness of these controls are subject to an annual ISAE3402 (Type 2) third-party assurance report. The Group's consolidation scope is constantly updated, both at the level of financial interests captured in the consolidation system, and at the level of legal information through a dedicated legal scope system.

Analytics and reporting
All internal and external local and consolidated financial reporting is systematically reviewed by local finance staff or by finance teams within the Corporate Centre. Typical analyses include comparisons with previous years, budget and forecast, financial and operational KPIs, flows of key captions on the income statement, statement of the financial position, changes in equity, and cash flow statement. The finance teams of the Corporate Centre and business units are also integrated into the internal management reporting. Internal and external reporting are reconciled during the segment reconciliation process.

Regular communication between RTL Group's operations and the Corporate Centre's finance departments ensures that any issue that could affect the Group's financial reporting is immediately flagged and resolved. Both the Group as a whole and the individual business units are in continuous contact with subsidiaries to ensure IFRS-compliant accounting as well as compliance with reporting deadlines and obligations.

Full-year and half-year reporting to the financial market is reviewed by the Audit Committee and approved by the Board of Directors. Q1 and Q3 quarterly statements are approved by the Audit Committee upon delegation by the Board of Directors.

Transparency
RTL Group's policy on the reporting of significant compliance incidents requires business units to immediately report fraud or other significant compliance incidents to the Group. Identified control weaknesses that could affect the reliability of financial reporting – by external auditors or Internal Audit – are brought to the attention of management and the Audit Committee, and are part of a follow-up process.

Each year, the business units self-assess the maturity level of their local internal controls over financial reporting. Results of this self-assessment are reviewed by the Risk Management team and reported to the Audit Committee. At each meeting, the Audit Committee is updated on the key accounting, tax and legal issues within the Group.

The Corporate Centre continually promotes the importance of sound internal controls – not only over financial reporting, but also for operational processes – through dedicated workshops with RTL Group's business units, and the work of the Internal Audit department.

Like the Risk Management System, each ICS cannot guarantee with absolute certainty that significant misinformation in the accounting process can be prevented or identified.

Risk management

RTL Group defines its risk management as a continuous process at both business unit and Group level to prevent, protect, mitigate and leverage risks when executing RTL Group's strategy. RTL Group's risk management system aligns with international risk management standards (such as the COSO framework).

RTL Group's risk management process is designed to meet the following objectives:

- **Embedded culture:** promote and embed a common risk management culture in the daily work of all RTL Group employees.
- **Consistent policy:** develop consistent risk policies on key matters, to be tailored and implemented at business unit level with consideration for local challenges and environment.
- **Harmonised response:** ensure harmonised risk management prevention, detection and mitigation measures across RTL Group and its business units against key risks, as well as a continuous related monitoring and improvement programme.

RTL Group's robust risk management processes are designed to ensure that risks are identified, monitored and controlled, and its risk management system is based on a specific policy and a clear set of procedures. Policies and procedures are reviewed on a regular basis by the Internal Audit department and/or external consulting companies. Risk management and risk reporting are coordinated by the Head of Enterprise Risk Management (ERM).

Risk matrix	Type of risk	Description and areas of impact	Mitigation activities
	External and market risks		
	Change in market environment	Digitisation has profoundly changed the TV market, providing multiple ways of reaching viewers. Increased competition for audience attention and programme acquisitions – coupled with accelerated audience fragmentation driven by streaming services, new channels, and the expansion of platform operators – could negatively impact RTL Group's position. The advertising landscape has also transformed significantly, with budgets increasingly shifting from traditional TV to streaming services. Similarly, the production industry is experiencing a trend of consolidation, as the growing demand for talent – including writers, scriptwriters, showrunners, and actors – encourages larger production companies to merge with, or acquire, smaller firms.	RTL Group invests in local content to enhance audience reach and ensure ownership of intellectual property (IP). The transition from traditional broadcasting to Over-The-Top (OTT) services has enabled the Group to adapt to changing viewer preferences. Securing sales representation for subscription and ad-supported video-on-demand (SVOD and AVOD) through AdAlliance is vital. Strong content distribution partnerships are essential for sustaining competitive offerings and increasing customer engagement – especially among younger demographics – through premium addressable TV (ATV) products. The Group leverages robust marketing and strategic distribution to address competitive risks and prioritise the preservation of its exclusive fiction content. Creating 'must-have' programmes attracts talent and optimises returns through innovative content development, while investing in IP rights and talent reduces reliance on third-party distributors. Ultimately, developing partnerships with multiple providers counters consolidation threats and enhances competitive positioning.
	Cyclical development of economy	The cyclical development of the economy is highly correlated with the development of the advertising markets and therefore impacts RTL Group's revenue. Advertising markets are becoming harder to forecast due to changing macroeconomic trends.	Continuous monitoring of market conditions, scenario planning and strict cost control allow RTL Group to react to economic downturns. RTL Group aims to further diversify its revenue base by introducing new products and services that generate non-advertising revenue.
	Legal	Local and European regulations are subject to change. Some changes could alter businesses and revenue streams (for example, a ban advertising alcohol, or food that is high in fat and sugar), changes to data protection legislation, and a limitation of advertising minutes.	RTL Group aims to anticipate any changes in legislation and to act accordingly by developing and exploiting new or alternative revenue sources.
	Risks in key business		
	Strategic decisions	Strategic decisions carry inherent risks, particularly regarding resource allocation that may negatively impact RTL Group's revenue. This is especially relevant in the context of portfolio changes, where underperforming acquired assets could lead to revenue losses and potential goodwill impairment. AI-related risks are classified as strategic due to the technology's rapid evolution. Establishing copyright authorship and ownership for AI-generated works is complex, especially in defining the necessary human contribution for protection. There is a significant risk of copyright infringement when generative AI models are trained on datasets containing copyrighted materials without permission, and proving actual copying is difficult due to the opaque nature of AI training processes. Moreover, the potential reduction of human labour in film production raises economic and ethical concerns regarding employment and fair compensation for artists. Unauthorised use of digital replicas or 'deep fakes' also poses risks to privacy and can lead to the spread of misinformation.	RTL Group carries out regular reviews of strategic options and follows both investment policies and approval procedures to ensure relevant risk assessment and management sign-off. The Group encourages collaboration with legal experts to develop clear guidelines regarding copyright authorship and ownership of AI-generated content. Enhancing transparency in AI training processes facilitates the tracking of content creation and helps to defend against copyright claims. Additionally, investing in AI training and user experience exchange is essential for fostering a comprehensive understanding of the risks and opportunities associated with AI technologies.
	Audience share and advertising market share performance	A decline in audience and/or advertising market share resulting from the entry or increasing presence of global operators such as Netflix, Amazon Prime, and Disney+ could adversely affect RTL Group's revenue and profitability.	RTL Group monitors audience preferences and reallocates programme investments, where necessary, to reflect these by developing new formats, optimising audience flow, and enhancing marketing initiatives. The Group invests in targeted sales and marketing efforts – including the creation and production of exclusive original formats – to maintain and increase the number of paying subscribers and revenues. Fremantle is implementing an international strategy, maintaining a comprehensive development pipeline, and ensuring quick adaptability to changing circumstances.
	Customers	Bad debts, loss or change in customer relationships may negatively affect RTL Group's profits. Advertisers may change behaviour by switching to alternative advertising platforms or to in-house advertising planning.	Systematic credit analysis is conducted for all new advertisers, with insurance used as needed and risk mitigated by diversifying the advertiser base. RTL remains committed to close customer relationships through innovative, high-quality services while exploring alternative advertising platforms to address evolving customer behaviours.

Suppliers	Strong competition may lead to increased costs and/or less profitable programmes. There may also be a strong reliance on key suppliers.	RTL Group aims to diversify its sources of supply where possible, partly by producing content in-house. The Group benchmarks purchasing terms and conditions to identify best practices with the aim of reducing costs by, for example, joint purchasing.
Inventories	There is a risk of over-accumulation of stock that could become obsolete. This may lead to write-offs or impairments.	RTL Group has strict commercial policies, very close follow-ups of existing inventories, and strict criteria for approval of investment proposals for rights.
Pricing/discounting	There is potential price erosion either at broadcaster level or at production level, or in the digital environment, where competition could impact margin levels.	RTL Group aims to satisfy customer needs by providing tailored proposals through alliances and the company's unique network position as well as the evolution of the business model.
IT infrastructure	Potential vulnerabilities within RTL Group operation systems and infrastructure may compromise business activities.	RTL Group entities use approved processes to continually monitor IT infrastructure and to update operating systems, if necessary, in line with the Group's IT policies. Increase of the compliance rate has decreased the risk.
Financial risks		
Foreign exchange exposure	The operating margin and programme costs are affected by foreign exchange volatility, especially if there is a strong increase of the USD against the EUR (such as feature films, sports and distribution rights, and scripted programmes).	RTL Group has in place a strict policy regarding foreign exchange management, which is monitored and followed up by Group Treasury, using hedging instruments and applying hedge accounting principles to mitigate volatility on the income statement.
Interest rate risk	The risk of increased cost of funding due to increase of interest rates.	RTL Group has entered into three term loans – maturing in 2026, 2027 and 2028 – leaving room for medium-term reimbursement while partially securing fixed interest rates.

Watchlist
On the RTL Group risk watch list – which is composed of unquantifiable risks – management is very attentive to the deployment and evolution of artificial intelligence, and its related opportunities and risks.

The significant transformation of the support function through the implementation of a new ERP and GBS model is closely monitored.

Finally, changes in the tax environment will also draw management attention to ensure all risks related to changes are integrated and properly addressed.

Risk management organisation
The risk management organisation is the combination of structures and relationships (see diagram on the following page), which enables a proper risk governance environment.

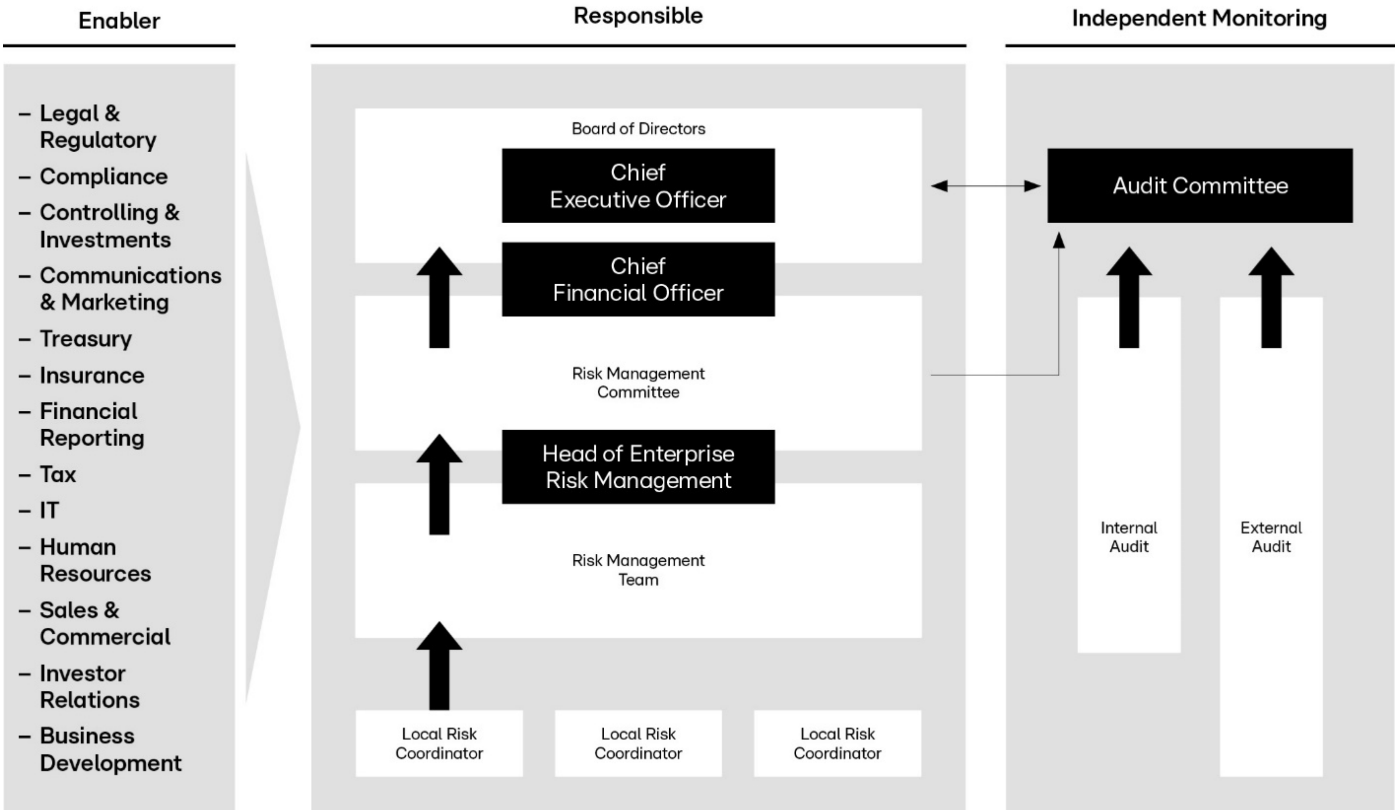
RTL Group's risk management governance model has a strong vertical component – from the Board of Directors and Executive Committee to the Audit and Risk Management Committees, to the executive responsible (CEO, CFO and Head of ERM), down to all levels of the dedicated risk management functions, including local entities.

This backbone is enabled by related control functions carried out by Group Risk Management and Internal Control, the Legal and Regulatory, Compliance, Business Development, Controlling and Investments, Communications and Investor Relations, Treasury, Insurance, Group Financial Reporting, Tax, IT, Human Resources, and Sales and Commercial departments. Independent monitoring is also carried out by Internal Audit and External Audit.

The Board of Directors is responsible for ensuring RTL Group maintains a sound system of internal controls, including financial, operational and compliance risks.

The Risk Management Committee meets twice a year and is composed of the following permanent members:

- RTL Group Chief Financial Officer
- RTL Group Senior Vice President Internal Audit
- RTL Group Senior Vice President Compliance
- RTL Group Senior Vice President Treasury and Enterprise Risk Management
- RTL Group Senior Vice President Controlling and Investments
- RTL Group General Counsel
- RTL Group Senior Vice President Group IT
- RTL Group Senior Vice President Financial Reporting
- Media Assurances' Chief Executive Officer
- Additional guests may be invited to participate in Risk Management Committee meetings as subject matter experts, based on the topics to be addressed



Risk management organisation

Risk reporting framework
A risk is defined as a potential future development or event that can negatively affect the achievement of the Group's strategic, operational, reporting-related and compliance-related objectives.

RTL Group has developed a framework for reporting risks, in line with good corporate practice, which is based on several key principles:

- **Comprehensive scope of risk assessment:** risks are assessed within a framework of defined key risk categories. Regular risk assessments include a description of the risk, an indication of the potential financial impact, and steps taken to mitigate the risk. These steps are performed throughout RTL Group, consolidated by the Head of Enterprise Risk Management and ultimately summarised in a dedicated risk management report. Results are presented to the Audit Committee.
- **Regular and consistent reporting:** RTL Group's system of internal controls ensures that risks are addressed, reported and mitigated when they arise. All significant risks are comprehensively assessed within the risk-reporting framework and reported to RTL Group management twice a year. This ensures that necessary actions are undertaken to manage, mitigate or offset risks within the Group. The risks are reported using a common reporting tool to ensure consistency in scope and approach.
- **Bottom-up approach:** RTL Group assesses risks where they arise in its operations. All business units assess themselves according to the three parts of the risk management report:
  - Risk Management System: risk assessment and quantification of residual risks if applicable
  - Internal Control System: self-assessment on internal controls in place
  - Information Security Management System: risk assessment and quantification of IT-related risks
- **Consolidated Group matrix:** Group Risk Management and the Internal Control team aggregate a comprehensive view of significant risks for the Group by consolidating local risk assessments.

The Risk Management Committee evaluates and reviews this consolidated Group risk matrix and:
- advises on the control and reporting process for any major risks, and recommends mitigation strategies to the Group CFO
- monitors follow-up of risks and ensures mitigation measures have been taken
- increases risk awareness within the Group
- identifies potential optimisation opportunities in processes

The following risks and their classifications were reported in 2024:

Risk classification

		Risk classification (potential financial loss in three-year period)				
Priority	Type of risk	Low (<€50million)	Moderate (<€100 million)	Significant (<€250 million)	Considerable (<€500 million)	Endangering (>€500 million)
1	Changes in market environment			■		
2	Cyclical development of economy		■			
3	Audience and market share		■			
4	Legal risks		■			
5	Customer risks		■			
6	Supplier risks		■			
7	Pricing/discounting	■				
8	IT and infrastructure	■				
9	Risks without cash impact	■				
10	Strategic risks	■				

In line with EU legislation, the ESG-related risks are presented in the sustainability report.

- **Audit approach:** both the process of local risk assessments and the consolidated Group risk matrices are regularly reviewed by Internal and External Audit.

Internal control framework
Internal controls are policies and procedures implemented by an organisation to ensure their financial reports are reliable, operations are efficient, and activities are compliant with applicable laws and regulations. The internal control system at RTL Group is designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- Effectiveness and efficiency of operations, and the optimal use of the Group's resources
- Integrity and reliability of financial and operational information
- Reliability of financial reporting
- Proper identification, assessment, mitigation and reporting of material risks
- Compliance with applicable laws, regulations, standards and contracts.

All internal controls are assessed once a year by all Group entities, locally in one reporting tool, evaluated and aggregated by Group Risk Management and the Internal Control team and presented to the Risk Management Committee together with the risks.

The backbone for internal controls is a Minimum Control Policy that is reviewed at least once a year.

In 2024, the Group continues to raise awareness of risk management and internal controls, and to harmonise processes and policies as part of the SAP S/4Hana project.

Risk management in the future
RTL Group's risk management framework is constantly challenged – at both operational and Group level – through the Risk Management Committee, to ensure it reflects the risk profile of the Group at any time.

To ensure that RTL Group's Enterprise Risk Management and Internal Control processes – along with reporting standards – are consistently applied throughout the organisation, RTL Group holds regular workshops to educate staff, raise awareness about more complex fraud schemes, and introduce new tools for assessing risk.

General Management Statement on Risk Evaluation
RTL Group is committed to high-risk management standards and applies principles endorsed by local and European regulations and expected by market authorities. Consequently, RTL Group has developed a risk management system integrated into an enterprise-wide process, as outlined in the previous section.

RTL Group defines its risk management process as a continuous process at business unit and Group level to prevent, protect, mitigate and leverage risks considering the execution of the Group's strategic objectives and values. RTL Group's risk management strategy is a holistic and enterprise-wide process, aligned to the definition and execution of the Group's strategy. RTL Group may have to make strategic decisions involving a new set of risks or reassessment of existing risks that need to be addressed within the risk management framework.

As of the date of this report, management views the Group's overall risk position as stable, despite notable instability in macroeconomic conditions. Changes within the industry – driven by new technologies, heightened competition from US platforms, and shifts in advertising markets – will continue to impact the Group.

There are currently no risks that, individually or in combination with other risks, could have a material or lasting adverse effect on the revenue, earnings, financial position or performance of RTL Group over the projection period of three years.

Opportunity management

Opportunity-management system
An efficient opportunity-management system enables RTL Group to secure its success in the long term, and to exploit its potential in the best possible way. Opportunities are defined as future developments or events that could result in a positive change from either the Group's outlook or from strategic objectives. RTL Group's Risk Management System (RMS) is an important part of the company's business processes and decisions. Significant opportunities are identified from profit-centre-level upward, during the Group's annual strategy and planning process.

This largely decentralised system is coordinated by central departments to identify opportunities for cooperation across the Group and within the business units. Experience is shared within divisions, and this collaborative approach is reinforced by regular senior management meetings.

Opportunities
The Group has strategic, financial and regulatory opportunities. These could result from a better-than-expected performance of streaming services and advertising technology; from higher demand for content; from a better-than-expected macro-economic development, leading to higher advertising market growth; from higher market shares resulting from programme successes; and from changes in the laws regulating the Group's businesses, such as advertising. In addition, RTL Group's strategy to form national cross-media champions could create significant value through the synergy potential of smaller and larger consolidation moves. If allowed by the regulators, such consolidation moves would strengthen the Group's position in the competition with global tech platforms. RTL Group continues to develop its business model, to rethink its operational processes and to set the path for more open and agile collaboration across countries, departments and functions. AI opens many opportunities as a driver to increase efficiency and personalised output to support creative processes.

Luxembourg Law on Takeover Bids

The following disclosures are made in accordance with article 11 of the Luxembourg Law on Takeover Bids of 19 May 2006.

a) Share capital structure
RTL Group SA has issued one class of shares which is admitted to trading on the Frankfurt Stock Exchange and the Luxembourg Stock Exchange. No other securities have been issued. The issued share capital as at 31 December 2024 amounts to €191,845,074 represented by 154,742,806 shares with no par value, each fully paid up.

b) Transfer restrictions
At the date of this report, all RTL Group SA shares are freely transferable but shall be subject to the provisions of the applicable German and Luxembourg insider dealing and market manipulation laws, which prevent anyone who has material non-public information about a company from dealing in its shares and from committing market manipulations. A detailed Dealing Code contains restrictions on dealings by directors and certain employees of RTL Group SA and its subsidiaries.

c) Major shareholding
The shareholding structure of RTL Group SA as at 31 December 2024 is as follows: Bertelsmann Capital Holding GmbH held 76.29 per cent, and 23.71 per cent were publicly traded.

d) Special control rights
All the issued and outstanding shares of RTL Group SA have equal voting rights and no special control rights attached.

e) Control system in employee share scheme
RTL Group SA's Board of Directors is not aware of any issue regarding section e) of article 11 of the Luxembourg Law on Takeover Bids of 19 May 2006.

f) Voting rights
Each share issued and outstanding in RTL Group SA represents one vote. The Articles of Association do not provide for any voting restrictions. In accordance with the Articles of Association, a record date for the admission to a general meeting is set and certificates for the shareholdings and proxies shall be received by RTL Group SA on the 14th day before the relevant date at 24 hours (Luxembourg time). Additional provisions may apply under Luxembourg law.

g) Shareholders' agreement with transfer restrictions
RTL Group SA's Board of Directors has no information about any agreements between shareholders that may result in restrictions on the transfer of securities or voting rights.

h) Appointment of Board members, amendments of the Articles of Association
The appointment and replacement of Board members and the amendments of the Articles of Association are governed by Luxembourg Law and the Articles of Association. The Articles of Association are published under the Investor Relations section on *rtl.com*.

i) Powers of the Board of Directors
The Board of Directors is vested with the broadest powers to manage the business of RTL Group SA. It may take all acts of administration and of disposal in the interests of RTL Group SA. The Board of Directors has set up several committees whose members are Directors. The responsibilities and functionalities of the Board of Directors and its committees are described in the Articles of Association and the Corporate Governance Charter, published under the Investor Relations section on *rtl.com*.

The company's Annual General Meeting of shareholders held on 24 April 2024 renewed the authorisation granted at the company's Annual General Meeting of shareholders of 16 April 2014 to the Board of Directors, to acquire a total number of shares of the company not exceeding 150,000. This renewal of authorisation is valid for five years and the purchase price is fixed at a minimum of 90 per cent and a maximum of 110 per cent of the average closing price of the RTL Group share over the last five trading days preceding the acquisition.

j) Significant agreements or essential business contracts
The Board of Directors is not aware of any significant agreements to which RTL Group SA is party and which take effect, alter or terminate upon a change of control of RTL Group SA following a takeover bid.

k) Agreements with Directors and employees
The Executive Committee members are entitled to contractual severance payments in the case of dismissal, except in the case of dismissal for serious reasons.

Statement replacing the declaration of conformity with the German Corporate Governance Code for use by foreign companies

RTL Group SA is a public limited liability company under Luxembourg law. The German Corporate Governance Code ("GCGC") does therefore not apply to RTL Group SA, and RTL Group SA does not have to issue a Declaration of Conformity with the GCGC under section 161 of the German Stock Corporation Act (Aktiengesetz).

Solely for purposes of section 5.4.1. of the DAX Equity Index Methodology Guide of STOXX Ltd., RTL Group SA declares that it does not deviate from recommendations C.10 (with sole reference to its applicability to the Chair of the Audit Committee), D.8 and D.9 of the GCGC 2022, in each case applied accordingly to a public limited liability company with a one-tier governance system under Luxembourg law.

RTL Group SA's Board of Directors or its Audit Committee arranges for the RTL Group SA's external auditors to inform it – and note in the audit report – if, during the performance of the audit, the external auditors identify any facts that indicate an inaccuracy in adhering to the recommendations in C.10, D.8 or D.9 of the GCGC in each case applied accordingly to a public limited liability company with a 1-tier governance system under Luxembourg law, and, in case of D.9, applied accordingly with respect to this statement.

RTL Group SA additionally declares that it has appointed an Audit Committee that is to monitor the accounting process, the effectiveness of the internal control system, the risk management system, and the internal accounting control system as well as the auditing of financial statements, and in this regard particularly the selection and the independence of the auditor of the annual accounts and the services additionally provided by the auditor of the annual accounts pursuant to section 107 (4) of the German Stock Corporation Act (Aktiengesetz).

Note: Any interpretation with regard to the mentioned recommendations is the responsibility of the company. Only those companies are eligible for ranking that do not declare any deviation from these recommendations. STOXX does not provide advice on the principles, recommendations and suggestions of the German Corporate Governance Code.

Luxembourg, 19 March 2025
The Board of Directors
RTL Group SA

Sustainability report

General information

This section contains information on the general principles of preparing the sustainability report, on governance and strategy and on the management of impacts, risks and opportunities (IROs).

Basis for preparation

BP-1 – General basis for preparation of the sustainability report

In the context of the new EU Corporate Sustainability Reporting Directive 2022/2464 (CSRD), RTL Group voluntarily reports in accordance with the European Sustainability Reporting Standards (ESRS) for the first time for the financial year 2024, despite the fact that the CSRD has not yet been transposed into national law in Luxembourg. The contents of this sustainability report were subjected to a limited assurance engagement by RTL Group's auditor, KPMG.

The sustainability report was prepared on a consolidated basis and corresponds to the same basis as the consolidated financial statements. The following information relates to RTL Group as a whole (the 'Group'). Disclosures on greenhouse gas (GHG) emissions follow the operational control approach in line with ESRS 1 §62 to 67 and ESRS E1.6 §46. For Scope 1 and Scope 2 emissions, the scope of operational control corresponds to the same basis as the fully consolidated entities. The reporting period covers the financial year 2024 (1 January 2024 to 31 December 2024). No significant events or material information have occurred from 1 January 2025 up to the authorisation date. The metrics in this sustainability report have not undergone additional validation by an external party.

The sustainability report refers to RTL Group's business units and its value chain. In the double materiality assessment, RTL Group's upstream and downstream value chain was taken into account when determining the material impacts, risks and opportunities. If policies, actions and/or targets relating to the upstream and downstream value chain exist at RTL Group, they are described in the relevant sections of this sustainability report. Data on the upstream and downstream value chain is included for certain environment-related key figures in this sustainability report. This includes Scope 3 GHG emissions in connection with RTL Group's upstream and downstream media services. The consolidated sustainability report has been prepared in a context of new sustainability reporting standards requiring entity-specific and temporary interpretations and addressing inherent measurement or evaluation uncertainties.

This sustainability report includes all necessary information in accordance with BP-1 section 5 (d), and no specific information related to intellectual property, know-how, or the results of innovation has been omitted.

BP-2 – Disclosures in relation to specific circumstances

Sources of estimation and outcome uncertainty, and value chain estimations

For companies with fewer than 50 employees whose business activities are not considered to be GHG emission- and energy-intensive, GHG emissions and energy consumption are determined using estimation methods. Data from various indirect sources and estimates based on sector-average data or proxies are used for calculating Scope 3 GHG emissions (see **E1-6**) in connection with RTL Group's activities in the upstream and downstream value chain. In addition, estimation methods and simplifications are used to calculate the rate of reportable accidents at work (see **S1-14**).

The aforementioned information is therefore subject to a higher degree of measurement uncertainty. The use of estimation techniques and simplifications, including the source of the information used (such as third-party providers or industry averages), as well as the resulting level of accuracy is referred to in the principles of reporting at the appropriate chapter in this sustainability report, where applicable.

Incorporation by reference

Disclosure requirements that are incorporated by reference to information outside this sustainability report are presented in **IRO-2** in the table for the overview of RTL Group's material disclosure requirements.

Governance overview

GOV-1 – The role of the administrative, management and supervisory bodies

RTL Group SA is a public limited company incorporated under Luxembourgish law. RTL Group's shares (ISIN: LU0061462528) are publicly traded on the regulated market (Prime Standard) of the Frankfurt and Luxembourg Stock Exchanges. RTL Group is included in the MDAX stock index. RTL Group publishes its consolidated financial statements in accordance with IFRS accounting standards as adopted by the European Union.

Board of Directors and management

The Executive Committee comprises the three executive directors – the CEO, the COO/Deputy CEO and the CFO – and is vested with internal management authority. The management tasks include setting corporate goals, the strategic direction, management development, corporate planning and Group financing. Sustainability considerations are taken into account in the Group's management and decision-making processes. Responsibility for the day-to-day management of the company rests with the CEO, who – on a regular basis and upon request of the Board – informs the Board of Directors about the status and development of the Group. The CEO is responsible for proposing the annual budget, to be approved by the Board of Directors. He is also responsible for determining the ordinary course of the business. On 31 December 2024, RTL Group's Board of Directors had 13 members: three executive directors and ten non-executive directors. The Board of Directors has the most extensive powers to take, in the interests of the company, all acts of administration and of disposal, that are not reserved by law or the Article of Incorporation to the General Meeting of Shareholders. The appropriate size of the Board of Directors and their composition of competent and experienced members from various industries and areas of activity are an essential basis for the effective and independent supervisory work considering the independence within the meaning of the company's act. This means that the Board of Directors comprises 30.8 per cent independent members. Detailed information on RTL Group's administrative, management and supervisory bodies can be found in **Corporate governance** (page 55 ff).

The RTL Group Executive Committee is accountable for the Group's overall sustainability performance. This includes approving the environmental, social and governance (ESG) topics, which are material for reporting purposes, as well as the processes, actions and targets for addressing material impacts, risks and opportunities.

While the Executive Committee and the management bodies of RTL Group companies retain overall responsibility, responsibility for external Group reporting rests with the CFO, who also oversees the financial and sustainability-related risk management and the internal control system. The CFO, together with the Executive Vice President (EVP) Communications & Investor Relations, is responsible for the preparation and ongoing development of legally mandated sustainability reporting. As Chairman of Corporate Responsibility (CR), the EVP Communications & Investor Relations manages CR-related processes and procedures and advises the Group Executive Committee on sustainability matters. This role also supports the progression of Group-wide sustainability initiatives, the identification of impacts, risks and opportunities through a double materiality assessment and the preparation of the sustainability report. The topic-specific elaboration (such as guidelines or measures) is the responsibility of the respective topic owners within the Group, who also provide knowledge to the management on ESG-related topics. In addition, ESG is already considered in existing management and decision-making processes. For employee-related sustainability concerns, and for involving employees and their representatives, the EVP Human Resources is responsible for defining and coordinating the implementation of the Group's agenda for Human Resources by RTL Group's business units.

The Audit Committee is responsible for overseeing supervisory duties. The Audit Committee monitors the financial reporting process, the statutory audit of the legal and consolidated accounts, the independence of the external auditors, the effectiveness of the Group's internal controls, the compliance programme, and the Group's risks. The Audit Committee reviews the Group's financial disclosures and submits a recommendation to the Board of Directors regarding the appointment of the Group's external auditors. Furthermore, the Audit Committee oversees ESG-related topics, such as the outcome of the double materiality assessment and the ESG reporting process. The Audit Committee is composed of at least four non-executive directors – two of whom are independent – and meets at least four times a year.

Diversity of members within the administrative, management, and supervisory bodies

	Executive Committee	Board of Directors	Audit Committee
Number of executive members	3	3	–
Number of non-executive members	–	10	5
Percentage of women / men (in %)	0/100	15/85	20/80
Gender diversity (shows the average ratio of female to male members at year-end)	0:3	2:11	1:4

The members of the Board of Directors are familiar with the sectors, products, services and geographical locations in which RTL Group operates. The competence profile also includes expertise on the sustainability issues that are important to the company. More information on this topic can be found in the Investor Relations section on *rtl.com*, which contains RTL Group's corporate governance charter, and regularly updated information, such as the latest version of the company's governance documents (including articles of incorporation, statutory accounts, and minutes of shareholders' meetings), and information on the composition and mission of the RTL Group Board of Directors and its committees. The management's skills and expertise are closely aligned with RTL Group's material impacts, risks and opportunities. At RTL Group, management is committed to ensuring that the necessary skills and expertise are in place to effectively oversee ESG matters. With the support of internal sustainability experts and access to external training programs, management brings together a broad range of ESG expertise. This enables management to stay informed about emerging trends, regulatory requirements and best practices in the area of sustainability.

GOV-2 – Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies

All levels of RTL Group – from employees to management – actively engage in sustainability matters that have material impacts, risks and opportunities for the company.

RTL Group actively participates in the Bertelsmann CR Council, where senior executives from the Bertelsmann divisions and Bertelsmann's Corporate Centre convene three to four times a year to jointly drive forward the strategic development of CR, including progress in the management of material topics and sustainability reporting. Additionally, RTL Group has established a CR Board, comprising executives from RTL Group and RTL Deutschland, its largest business unit. The CR Board meets regularly to coordinate initiatives in key areas such as diversity, editorial independence, content responsibility, and climate protection. These meetings foster the exchange of ideas, drive new initiatives, and ensure efficient utilisation of expertise within the Corporate Centre and RTL Deutschland. Annual CR Network Meetings provide a platform for representatives from business units to share knowledge and best practices, with a focus on ongoing projects. The Group's management, decision-making and monitoring processes take into account the impacts, risks and opportunities of material sustainability issues at various levels. Among other things, this is done in certain incentive systems (see **GOV-3**). A globally binding control framework for the decentralised data collection processes for sustainability reporting and overarching controls at Group level are also taken into account in the risk management and internal control system (see **GOV-5**).

Progress toward business unit-specific targets, including RTL Group's 2030 climate goals, is reviewed with management teams during regularly scheduled meetings with the RTL Group Executive Committee. The Executive Committee receives regular reports for comprehensive oversight of compliance and sustainability matters to ensure considerations into future decision-making. The EVP Communications & Investor Relations regularly provides detailed updates to the Executive Committee on RTL Group's sustainability progress to be able to make timely decisions if necessary. These updates include information on principles, targets, measures, and ESG related key figures. Key focus areas in 2024 included:

- Implementation of the CSRD requirements at RTL Group
- Group-wide analysis of CO_2 reduction potential with all business units to achieve the RTL Group's climate target

The Corporate Compliance Committee (CCC) regular reports to the Executive Committee. In the event of a serious compliance breach, an ad hoc report is also submitted to the Executive Committee. In addition, the Executive Committee is informed about specific sustainability issues on an ad hoc basis.

The Audit Committee is regularly informed about sustainability reporting by the CFO and the EVP Communications & Investor Relations in the presence of the Group's auditor. It is also informed about special reporting topics on an ad hoc basis.

Key topics in 2024 included:

- Implementation of the CSRD
- Audit of the sustainability report with limited assurance

The Board of Directors adopts the annual financial statements and the statutory accounts of RTL Group and approves the Directors' report. The Audit Committee ensures proper oversight and makes recommendations for approval.

GOV-3 – Integration of sustainability-related performance in incentive schemes

RTL Group's remuneration system includes a short-term performance-related remuneration component known as the STIP (short-term incentive plan). Sustainability-related targets have been set in the STIP for 2024 for executives at Groupe M6 in relation to the number of news programmes covering environmental topics and in relation to the reduction of energy consumption, weighting for 5 per cent of the maximum bonus payout. Moreover, for all other RTL Group business units the 2024 STIP included as a target the CSRD readiness – in other words, preparing the company's processes and organisation for the implementation of CSRD targets, including environmental targets.

GOV-4 – Statement on due diligence

The following table shows where information on the core elements of due diligence is provided in the sustainability report.

Core elements of sustainability related due diligence

Core elements of due diligence	Section in the sustainability report
Embedding due diligence in governance, strategy and business model	ESRS 2 GOV-1 ESRS 2 GOV-1 – G1 ESRS 2 GOV-2 ESRS 2 GOV-3 ESRS 2 GOV-3 – E1 ESRS 2 SBM-1 ESRS 2 SBM-3 ESRS 2 SBM-3 – E1 ESRS 2 SBM-3 – S1 ESRS 2 SBM-3 – S4 ESRS 2 SBM-3 – G1 Entity-specific information
Engaging with affected stakeholders in all key steps of the due diligence	ESRS 2 GOV-2 ESRS 2 SBM-2 ESRS 2 IRO-1 ESRS S1-2 ESRS S4-2 ESRS G1-1 Entity-specific information
Identifying and assessing adverse impacts	ESRS 2 IRO-1 ESRS 2 SBM-3 – E1 ESRS 2 SBM-3 – S1 ESRS 2 SBM-3 – S4 ESRS 2 SBM-3 – G1 Entity-specific information
Taking actions to address those adverse impacts	ESRS E1-1 ESRS E1-3 ESRS S1-3 ESRS S1-4 ESRS S4-3 ESRS S4-4 Entity-specific information
Tracking the effectiveness of these efforts and communicating	ESRS E1-3 ESRS E1-4 ESRS S1-4 ESRS S1-5 ESRS S4-4 ESRS S4-5 Entity-specific information

GOV-5 – Risk management and internal controls over sustainability reporting

Sustainability is largely embedded within RTL Group's existing risk management and internal control system, with the exception of specific considerations related to the double materiality assessment outlined below. Additional details on these processes, the integration of risk management, and internal controls results into relevant functions and workflows, and periodic reporting to the Executive Committee and Board of Directors are available in **Corporate governance** (page 55 ff).

Sustainability-related risk assessments are carried out as part of the double materiality assessment with the involvement of various stakeholders. The risk assessment approach used, including the prioritisation methodology, is presented in **IRO-1**. In 2023 and 2024, the annual risk assessment and the first-time double materiality assessment were carried out independently of each other, but available information from the risk management process was used to identify risks as part of the double materiality assessment. In the future, RTL Group will examine how the double materiality assessment and risk management processes can be streamlined. In addition, RTL Group was part of Bertelsmann's climate risk analysis for the first time in 2024. The methodology and results are outlined in **E1 Climate change**.

Risks associated with sustainability reporting include the potential inaccuracy, incompleteness or delay of information. To ensure the accuracy and completeness as well as the timely delivery of the data disclosed in the sustainability report, a new minimum control framework has been established for ESG-related key data points. Existing controls within the accounting-related internal control system for financial reporting have been reviewed and, where applicable, adapted for the new minimum control framework. Additionally, new controls specifically tailored to sustainability reporting have been developed. A binding control framework has been implemented for the decentralised data collection processes, ensuring a standardised structure for the internal control system across the entire Group. The implementation of these controls in the business units began in 2024. The management of these controls and quality assurance is overseen by RTL Group's business unit topic owners for environmental, social, and internal controls matters, in collaboration with RTL Group's Compliance department for governance-related controls. The RTL Group Corporate Centre topic owners provide advisory support to the business unit topic owners.

An annual self-assessment is carried out to assess the quality of the internal control system in the business and reporting units and to initiate mitigating actions. The results are discussed in the Risk Management Committee. RTL Group's Internal Audit and the Internal Audit department of Groupe M6 assess the sustainability reporting governance and processes on a risk basis as part of their auditing activities. In addition, RTL Group's auditors report to the Audit Committee on any material weaknesses identified as part of its audit.

Strategy overview

SBM-1 – Strategy, business model and value chain

Business model

RTL Group is a leading entertainment company across broadcast, streaming, content and digital, with interests in 60 television channels, seven streaming services and 37 radio stations. RTL Group owns, or has interests in, radio stations in France, Germany, Spain and Luxembourg. RTL Deutschland is the Group's largest business unit and Germany's first cross-media champion, operating across TV, streaming, radio and digital publishing. RTL Group's streaming services include RTL+ in Germany and Hungary, Videoland in the Netherlands and M6+ in France. RTL Group is active in 27 countries and has more than 17,612 employees. The headcounts by countries are listed in **S1-6.**

RTL Group's main business model is to produce, aggregate, distribute and monetise the most attractive video content, across all formats and platforms. A description of the businesses can be found in **Corporate profile** (page 10 ff). An overview on the business segments and related revenue can be found in **Reviews by segments** (page 41 ff).

RTL Group believes that CR adds value to the societies and communities it serves, and also to the Group and its businesses. Acting responsibly and sustainably enhances the Group's ability to remain successful in the future. CR is integral to the Group's strategy. The core RTL brand was repositioned in 2021 with a new identity, a clear set of brand principles and a new design reflecting the diversity of RTL Group. With this, RTL Group has been strengthened as Europe's leading entertainment brand that stands for entertainment and independent journalism, as well as inspiration, energy and attitude. 'We act responsibly' is one of eight defined brand principles that guide the company's action and define what RTL Group stands for. At the heart of RTL Group's guiding principles and values is a commitment to embrace independence and diversity in its people, content and businesses. This leads to outcomes such as high-quality media offerings, satisfied employees, customers, and business partners, as well as the long-term enhancement of brand value and brand image for RTL Group. Building on RTL Group's values and standards, the success of RTL Group business services is supported by various cross-business unit platforms (including RTL Group's Synergy Committees (SyCos) and Operations Management Committee (OMC)) and working groups, which continuously promote collaboration and innovation as well as the exchange of knowledge.

Value chain

RTL Group's business activities can be characterised by the following overarching value chains: broadcasting, streaming, ad-tech, content production, distribution, publishing and social media. A detailed description of these value chains can be found in **Corporate profile** (page 10 ff).

Sustainability goals and anchoring in the corporate strategy

At RTL Group, the focus of its commitment to responsibility has always been to embrace independence and diversity in its people, content, and businesses. Being a provider of information and entertainment for millions of people carries a great responsibility. Therefore, corporate responsibility is embedded in RTL Group's values as a defining factor in the way business is conducted. To do so, RTL Group’s executive bodies are committed to ensuring the continuity and independence of the company through responsible, long-term corporate governance and to ensuring a sustainable increase in the company's value.

Accordingly, RTL Group is pursuing an ambitious climate target: the GHG emissions reported in the base year 2018 are to be reduced by 50 per cent by 2030. The three main areas of action required to reach the climate target include employees, locations and products. Targets for RTL Group’s business need to be derived on the basis of the Group target. The Group target has not been broken down into groups of services, customer categories or geographical areas. Further information on RTL Group’s 2030 climate target can be found in **E1 Climate change**.

In the reporting year, RTL Group’s Executive Committee addressed the status of the implementation of its climate target and the measures required to achieve the target by 2030. The first step in this project was to forecast the development of GHG emissions up to 2030 on the basis of long-term corporate planning. Taking portfolio effects into account and applying scenarios for future CO_2 price trends, the gap that still needs to be closed to reduce GHG emissions by 2030 was identified and assessed. The assessment included future costs for GHG emissions from regulated markets (including emissions trading systems, taxes, levies) and from voluntary markets for offsetting GHG emissions (CO_2 certificates from climate protection projects). The second step involved working with the business units to identify and evaluate the measures required to achieve the targets. Indirect Scope 3 GHG emissions from upstream and downstream stages of the value chain posed a particular challenge due to the limited scope for influence and existing dependencies on third parties. The evaluation and prioritisation of the individual measures were carried out regarding the reduction potential in tonnes of CO_2 equivalents (CO_2e) and the net present value of the respective measure by 2050. As a result, measures have been identified that contribute to achieving RTL Group’s 2030 climate target. Following prioritisation, the Executive Committee will decide on their implementation in the next step.

SBM-2 – Interests and views of stakeholders

RTL Group entertains regular contact and exchange with a variety of internal and external stakeholders. On the one hand, the company is in dialogue with stakeholders who influence the company's sustainability performance or the corresponding regulatory framework. On the other hand, RTL Group is in dialogue with stakeholder groups that are affected by the company’s economic, social or ecological impact. Guided by a corporate culture based on participation and partnership, RTL Group’s ongoing dialogue with its stakeholders contributes to a better understanding of their concerns and expectations. At the same time, it influences the company's sustainability efforts with the aim of harmonising its own actions with the interests of its stakeholders.

The following table shows how RTL Group involves its key stakeholders, the purpose of this involvement, the topics that are important to them and examples of the results achieved.

Stakeholder engagement

Key stakeholders	Engagement	Purposes of the integration	Important topics	Examples of results
Employees and their representatives	Employee survey Staff appraisals (such as performance and development dialogue, target agreement, team discussion) Employee representatives / European Works Council Media advisory board at RTL Deutschland Employee networks and topic-specific working groups Materiality assessment Speak-up channels Provision of information via the corporate website, the intranet and social media	Continuous involvement of employees and their representatives in the company's decision-making processes on key employee-related topics	Working conditions Equal treatment and equal opportunities and other labour-related rights Environmental issues (such as climate protection)	Topic-specific indices (e.g. on creativity, entrepreneurship, learning culture, diversity, health & well-being) Participative, partnership-based corporate culture Identifying material sustainability topics for RTL Group
Consumers and end-users	Customer support Feedback options Provision of information via the corporate website Market research/studies	Better understanding of the needs and expectations of consumers and end-users	Information-related effects Personal safety Social inclusion	Improvement and further development of the products and services offered Strengthening customer relationships
Business partners	Supplier due diligence Analysing human rights and environmental risks in the supply chain Speak-up channels Provision of information via the corporate website	Compliance with RTL Group's Supplier Code of Conduct	Working conditions Equal treatment and equal opportunities and other labour-related rights Environmental issues (such as climate protection)	Minimising risks and remedying violations Definition of measures based on the results of the risk analysis and the complaints in the whistleblower system Strengthening relationships with business partners
Financial market participants (investors, analysts, rating agencies, banks, other creditors)	Publication of the annual report and interim results as well as quarterly statements Financial and ESG ratings Investor presentations Investor calls Participation in investor conferences	Provision of useful information Covering information needs Ensuring transparency also with regard to RTL Group's sustainability performance	Compliance with obligations under capital market law Objective and timely reporting	Responding to enquiries from financial market participants Strengthening the long-term basis of trust Securing access to the capital market with attractive financing conditions
Political decision-makers and authorities	Access to dialogue partners Development and communication of positions, facts and further information	Political commitment and lobbying activities Compliance with legal regulations	Respect and protection of intellectual property Freedom and independence of the media Preserving cultural and journalistic diversity Regulation of tech and data	Implementation of legal regulations
Media/journalists	Social media posts Regular press releases Press offices and service centres Media calls on the full-year and half-year financial results Provision of information via the corporate website	Covering information needs Ensuring transparency towards the public, including on RTL Group's sustainability performance	Access to information Objective and timely reporting	Responding to enquiries from the press and public Number of reports in the press
Non-profits	Provide free airtime to charities and non-profit organisations Personal and written exchange	Support for sustainability-related projects Raising awareness and actively contributing to addressing material impacts, risks and opportunities	Responsibility for content LGBTIQ+ topics Environmental issues (such as climate protection and resource consumption)	Answering enquiries Organisation of joint exchange formats

The interests and views of these stakeholders are incorporated into RTL Group's due diligence processes and double materiality assessment (see **IRO-1**) and the company's associated management and decision-making processes. The

Executive Committee is informed of the concerns and expectations of relevant stakeholders on an ad hoc basis by the relevant specialist managers. By including representatives of 'silent stakeholders' (such as nature) in the double materiality assessment process, their interests and views have been incorporated into the identification of impacts, risks and opportunities. This ensures that the perspectives of these groups are reflected in the development of actions, policies and targets.

SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model

The material topics identified as part of the double materiality assessment are shown in the following table. A detailed description of the associated impacts, risks and opportunities – including their characterisation, localisation and time horizons – can be found at the beginning of the topic- and entity-specific sections of this sustainability report.

Material impacts, risks and opportunities

Category	ESRS	Topic	Sub-topic	Sub-sub-topic	Material
Environment	E1	Climate change	Climate change mitigation		I, R, O
			Energy		I, R, O
Social	S1	Own workforce	Working conditions	Secure employment	I
				Working time	I
				Adequate wages	I
				Social dialogue	I
				Freedom of association	I
				Collective bargaining	I
				Work-life balance	I
				Health and safety	I
			Equal treatment and opportunities for all	Gender equality and equal pay for work of equal value	I
				Training and skills development	I
				Measures against violence and harassment in the workplace	I
				Diversity	I
	S4	Consumers and end-users	Information-related impacts		I
			Personal safety		I
			Social inclusion		I
Governance	G1	Business conduct	Corporate culture		I, R, O
			Protection of whistleblowers		I
			Political engagement and lobbying activities		I, R, O
			Management of relationships with suppliers including payment practices		I
			Corruption and bribery		I
Entity-specific			Content responsibility		I
			Creative editorial independence and freedom of expression		I
			(Digital) media literacy		I
			Artificial intelligence		I, R, O
			Handling of data		I
			Intellectual property and copyrights		I, R, O
			Representation of society and access to content		I, R, O

I = Impact, R = Risk, O = Opportunity

Impact, risk and opportunity management

IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities

Material impacts, risks, and opportunities were identified and evaluated through a documented process in alignment with the principle of double materiality. This double materiality assessment was conducted by a dedicated project team, which included employees from RTL Group's Communications & Investor Relations, Legal and Human Resources departments, alongside managers and specialists from across the Group. Given the first-time application of the double materiality principle, the previous process for identifying material, reportable sustainability topics was updated. The new process was structured into the following four steps:

Understanding the corporate context

RTL Group analysed its corporate portfolio (business activities, locations, resources, business relationships and services), taking into account the upstream and downstream stages of the value chain. Key stakeholders were identified, their roles in the assessment process were defined and a mapping of potentially material sustainability topics was carried out.

Key assumption: Certain internal stakeholders were included in the double materiality assessment in order to represent the interests of relevant external stakeholders. The selection was based on criteria such as their function in the company, their expertise in certain subject areas and their relationship to the stakeholder represented. For example, the expectations of financial market participants were taken into account through the involvement of the Investor Relations department, as well as the nature of 'silent stakeholders' through the involvement of those responsible for environment topics.

Identification of material topics and associated impacts, risks and opportunities

The sector-agnostic sustainability topics defined in ESRS 1 section AR 16 were used as the basis for compiling a list of potentially material topics. They served as the starting point for the analysis and were supplemented by sector-specific sustainability topics (for example, from the International Sustainability Standards Board), other topics from materiality assessments already carried out, and other internal regulations (for example, the RTL Group Code of Conduct and Supplier Code of Conduct). Voluntary frameworks and ratings, such as the Global Reporting Initiative, UN Global Compact, EcoVadis, MSCI and Sustainalytics were used as guiding references. This was followed by a grouping of sustainability topics and an initial mapping of the value chain in order to identify areas in the company's own, upstream or downstream business activities that are of particular relevance. Potential, actual, positive and negative impacts as well as risks and opportunities were identified for each sustainability topic on the basis of interviews and online research. The management of the business units, experts and RTL Group's Corporate Centre functions were involved in the identification process. The impacts, risks and opportunities were categorised according to their time of occurrence (short-term: one year or less, medium-term: one to five years, long-term: more than five years).

Assessment

Using a qualitative scoring approach from 1 (lowest) to 5 (highest), the impacts were assessed in terms of their severity, expressed in terms of extent, scope and irreversibility, as well as their probability (depending on the classification as positive/negative and actual/potential). Risks and opportunities were assessed on an analogous scale according to their potential financial extent and probability of occurrence. The assessment and the derivation of material topics were carried out by the project team on the basis of interviews and online research conducted and taking into account existing data (for example, from the existing risk inventory and previous reporting).

Key assumptions: The assessment of impacts, risks and opportunities was carried out at different levels of aggregation depending on the availability of information (for example, at sub-sub-topic level in relation to the company's workforce or at sub-topic level in relation to consumers and end-users). In the case of potential negative impacts on human rights, the severity of the impacts took precedence over their likelihood. Sustainability topics were classified as material if at least one impact, risk or opportunity was equal to or above the selected material threshold, either from an impact or financial materiality perspective or both. Within the used scoring scale from 1 to 5, the material threshold was set at 4. Non-material sustainability topics were those for which no impacts, risks or opportunities were identified and/or for which all impacts, risks or opportunities were below this threshold.

Validation and finalisation

The Executive Committee and the Audit Committee were involved in the double materiality assessment process and were informed and consulted about significant adjustments. Finally, the results of the double materiality assessment were consolidated and material disclosure requirements and ESG-related key figures for reporting were derived. The double materiality assessment was based on existing due diligence processes, such as data from the risk inventory. The annual risk assessment and the initial double materiality assessment were carried out independently of each other, but available information from the risk management process was used to identify the risks as part of the double materiality assessment. In future, RTL Group will consider how the double materiality assessment and risk management can be more coordinated, and processes can be more streamlined. Further information on risk management can be found in **GOV-5**. To reflect the different business models, RTL Group's largest business units – RTL Deutschland, Groupe M6 and Fremantle – have been involved in the double materiality assessment. Through the initial mapping of the value chain and the further interviews and online research, the process explicitly included the impacts in which RTL Group is involved through its own business activities or business relationships. The critical steps in the double materiality assessment process included, in particular, the identification of suitable internal representatives of key external stakeholders, the identification of impacts, risks and opportunities, and the final assessment. As this was the first time the double materiality assessment had been carried out, following the CSRD methodology, the project team was supported by an external consultancy firm to ensure accordance with the CSRD requirements. In addition, the process of the double materiality assessment and the identified impacts, risks and opportunities were comprehensively documented. RTL Group aims to review the material topics with regard to changes in the Group's portfolio changes (such as acquisitions, disposals) or in business relationships annually.

IRO-2 – Disclosure requirements in ESRS covered by the undertaking's sustainability report

The following table contains all material disclosure requirements that were included in this sustainability report, based on the results of the double materiality assessment.

The identified impacts, risks and opportunities are presented at the beginning of the topic and entity-specific sections of this sustainability report. RTL Group addresses its material impacts, risks and opportunities through various policies, measures and targets. These are described in the sections following the tabular presentation of impacts, risks and opportunities.

The following table indicates where references are made in the chapters. However, this does not imply that the entire section is fully addressed by these references. For more detailed information, please refer to the corresponding section within the report.

Overview of RTL Group's material disclosure requirements

Category	ESRS	Section	Name of disclosure requirement	References outside of the sustainability report
General	General information (ESRS 2)	BP-1	General basis for preparation of the sustainability report	
		BP-2	Disclosures in relation to specific circumstances	Corporate governance (page 55 ff)
		GOV-1	The role of the administrative, management and supervisory bodies	
		GOV-2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	
		GOV-3	Integration of sustainability-related performance in incentive schemes	
		GOV-4	Statement on due diligence	
		GOV-5	Risk management and internal controls in sustainability reporting	Corporate governance (page 55 ff)
		SBM-1	Strategy, business model and value chain	Corporate profile (page 10 ff) Review by segments (page 41 ff)
		SBM-2	Interests and views of stakeholders	
		SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	
		IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	
		IRO-2	Disclosure requirements in ESRS covered by the undertaking's sustainability statement	
Environment	Climate change (ESRS E1)	GOV-3	Integration of sustainability-related performance in incentive scheme	
		SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	
		IRO-1	Description of the processes to identify and assess material climate-related impacts, risks and opportunities	
		E1-1	Transition plan for climate change mitigation	
		E1-2	Policies related to climate change mitigation and adaptation	
		E1-3	Measures and resources in connection with climate protection and adaptation to climate change	
		E1-4	Goals in connection with climate protection and adaptation to climate change	
		E1-5	Energy consumption and energy mix	
		E1-6	Gross GHG emissions in Scope 1, 2 and 3 categories and total GHG emissions	
		E1-7	Removal of greenhouse gases and projects to reduce greenhouse gases, financed via CO_2 certificates	
		E1-8	Internal CO_2 pricing	
	EU taxonomy	TAX	Information on the EU taxonomy with regard to taxonomy capability and conformity	

Social	Own workforce (ESRS S1)	SBM-2	Interests and views of stakeholders	
		SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	
		S1-1	Policies related to own workforce	
		S1-2	Processes for engaging with own workforce and workers' representatives about impacts	
		S1-3	Processes to remediate negative impacts and channels for own workforce to raise	
		S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	
		S1-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	
		S1-6	Characteristics of the undertaking's employees	
		S1-8	Collective bargaining coverage and social dialogue	
		S1-9	Diversity metrics	
		S1-10	Adequate wages	
		S1-14	Health and safety metrics	
		S1-16	Remuneration metrics (pay gap and total remuneration)	
		S1-17	Incidents, complaints and severe human rights impacts	
	Consumer and end-user (ESRS S4)	SBM-2	Interests and views of stakeholders	
		SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	
		S4-1	Policies in connection with consumers and end-users	
		S4-2	Process for engaging consumers and end-users on material impacts, risks and opportunities	
		S4-3	Procedures to address negative impacts and channels through which consumers and end-users can raise concerns	
		S4-4	Measures in connection with material effects, risks and opportunities	
		S4-5	Objectives in connection with material effects, risks and opportunities	
Governance	Business conduct (ESRS G1)	GOV-1	The role of the administrative, management and supervisory bodies	
		SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	
		G1-1	Policies in connection with corporate governance	
		G1-2	Management of relationships with suppliers	
		G1-3	Prevention and detection of corruption	
		MDR-T	Requirements for targets	
		G1-4	Confirmed cases of corruption or bribery	
		G1-5	Political influence and lobbying activities	
		G1-6	Payment practices	
Entity-specific		ES-1	Content responsibility	
		ES-2	Creative editorial independence & freedom of expression	
		ES-3	(Digital) media literacy	
		ES-4	Artificial intelligence	
		ES-5	Handling data	
		ES-6	Intellectual property and copyright	
		ES-7	Representation of society and access to content	

The following table contains all ESRS data points that originate from other EU legislation (ESRS 2 Appendix B). It indicates where the corresponding data points can be found in this sustainability report and which data points have been categorised as material, only material in the value chain, not material, not applicable for RTL Group or are not yet reported due to the transitional regulations stipulated in the ESRS.

Overview of ESRS data points from other EU legislation

Disclosure Require-ment	Data point	Sustainability information / Annex B	SFDR reference[35]	Pillar 3 reference[36]	Benchmark regulation reference[37]	EU Climate Law Reference[38]	Material[39]
ESRS 2 GOV-1	21 (d)	Board's gender diversity	X		X		Yes
ESRS 2 GOV-1	21 (e)	Percentage of board members who are independent			X		Yes
ESRS 2 GOV-4	30	Statement on due diligence	X				Yes
ESRS 2 SBM-1	40 (d) i	Involvement in activities related to fossil fuel activities	X	X	X		No
ESRS 2 SBM-1	40 (d) ii	Involvement in activities related to chemical production	X		X		No
ESRS 2 SBM-1	40 (d) iii	Involvement in activities related to controversial weapons	X		X		No
ESRS 2 SBM-1	40 (d) iv	Involvement in activities related to cultivation and production of tobacco			X		No
ESRS E1-1	14	Transition plan to reach climate neutrality by 2050				X	No
ESRS E1-1	16 (g)	Undertakings excluded from Paris-aligned Benchmarks		X	X		No
ESRS E1-4	34	GHG emission reduction targets	X	X	X		Yes
ESRS E1-5	38	Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors)	X				Yes
ESRS E1-5	37	Energy consumption and mix	X				Yes
ESRS E1-5	40-43	Energy intensity associated with activities in high climate impact sectors	X				Yes
ESRS E1-6	44	Gross Scope 1, 2, 3 and Total GHG emissions	X	X	X		Yes
ESRS E1-6	53-55	Gross GHG emissions intensity	X	X	X		Yes
ESRS E1-7	56	GHG removals and carbon credits				X	Yes
ESRS E1-9	66	Exposure of the benchmark portfolio to climate-related physical risks			X		Phase-in
ESRS E1-9	66 (a); 66 (c)	Disaggregation of monetary amounts by acute and chronic physical risk; Location of significant assets at material physical risk		X			Phase-in
ESRS E1-9	67 (c)	Breakdown of the carrying value of its real estate assets by energy-efficiency classes		X			Phase-in
ESRS E1-9	69	Degree of exposure of the portfolio to climate-related opportunities			X		Phase-in
ESRS E2-4	28	Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil	X				No
ESRS E3-1	9	Water and marine resources	X				No
ESRS E3-1	13	Dedicated policy related to water and marine resources	X				No
ESRS E3-1	14	Sustainable oceans and seas	X				No
ESRS E3-4	28 (c)	Total water recycled and reused	X				No
ESRS E3-4	29	Total water consumption in m 3 per net revenue on own operations	X				No
ESRS 2 SBM-3 – E4	16 (a) i	List of sites with details of activities that have a negative impact on areas with biodiversity in need of protection	X				No
ESRS 2 SBM-3 – E4	16 (b)	Material negative impacts in terms of land degradation, desertification or soil sealing	X				No
ESRS 2 SBM-3 – E4	16 (c)	Activities with an impact on endangered species	X				No
ESRS E4-2	24 (b)	Sustainable land / agriculture practices or policies	X				No

[35] Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector
[36] Regulation (EU) 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (Capital Requirements Regulation)
[37] Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014
[38] Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulations (EC) No 401/2009 and (EU) 2018/1999 ('European Climate Law')
[39] Material data points that are not yet reported in 2024 due to the transitional arrangements are labelled as 'Phase-in'

ESRS E4-2	24 (c)	Sustainable oceans / seas practices or policies	X				No
ESRS E4-2	24 (d)	Policies to address deforestation	X				No
ESRS E5-5	37 (d)	Non-recycled waste paragraph	X				No
ESRS E5-5	39	Hazardous waste and radioactive waste	X				No
ESRS 2 SBM3 – S1	14 (f)	Risk of incidents of forced labour	X				No
ESRS 2 SBM3 – S1	14 (g)	Risk of incidents of child labour	X				No
ESRS S1-1	20	Human rights policy commitments	X				Yes
ESRS S1-1	21	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8			X		Yes
ESRS S1-1	22	Processes and measures for preventing trafficking in human beings	X				Yes
ESRS S1-1	23	Workplace accident prevention policy or management system	X				Yes
ESRS S1-3	32 (c)	Grievance/complaints handling mechanisms	X				Yes
ESRS S1-14	88 (b) and (c)	Number of fatalities and number and rate of work-related accidents	X				Yes
ESRS S1-14	88 (e)	Number of days lost to injuries, accidents, fatalities or illness paragraph	X		X		Phase-in
ESRS S1-16	97 (a)	Unadjusted gender pay gap	X				Yes
ESRS S1-16	97 (b)	Excessive CEO pay ratio	X		X		Yes
ESRS S1-17	103 (a)	Incidents of discrimination	X				Yes
ESRS S1-17	104 (a)	Non-respect of UNGPs on Business and Human Rights and OECD Guidelines	X				Yes
ESRS 2 SBM3 – S2	11 (b)	Significant risk of child labour or forced labour in the value chain	X				No
ESRS S2-1	17	Human rights policy commitments	X				No
ESRS S2-1	18	Policies related to value chain workers	X				No
ESRS S2-1	19	Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines	X		X		No
ESRS S2-1	19	Due diligence policies on issues addressed by the fundamental International Labour Organisation Conventions 1 to 8			X		No
ESRS S2-4	36	Human rights issues and incidents connected to its upstream and downstream value chain	X				No
ESRS S3-1	16	Human rights policy commitments	X				No
ESRS S3-1	17	non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines	X		X		No
ESRS S3-4	36	Human rights issues and incidents paragraph 36	x				No
ESRS S4-1	16	Policies related to consumers and end-users	X		X		Yes
ESRS S4-1	17	Non-respect of UNGPs on Business and Human Rights and OECD guidelines	X				Yes
ESRS S4-4	35	Human rights issues and incidents	X		X		Yes
ESRS G1-1	10 (b)	United Nations Convention against Corruption	X				Yes
ESRS G1-1	10 (d)	Protection of whistleblowers	X				Yes
ESRS G1-4	24 (a)	Fines for violation of anti-corruption and anti-bribery laws	X				Yes
ESRS G1-4	24 (b)	Standards of anti-corruption and anti-bribery	X		X		Yes

Environment

RTL Group is aware of the great responsibility that comes with being an opinion former and information provider in society. The company strives to conserve natural resources and minimise negative impacts on the environment and the climate. Since 2008, RTL Group has measured and published its carbon footprint every two years, and annually since 2015. These indicators illustrate the development of RTL Group's environmental impact at various levels of the company and support the assessment of impacts, risks and opportunities as well as reporting to business partners. They also serve as a basis of information for the Executive Committee as well as for external ESG ratings. RTL Group has published an environmental statement on its corporate website in recent years. A Group-wide environmental policy geared towards CSRD was introduced in 2024.

E1 Climate change

RTL Group views climate change as a serious challenge for society and the economy. The company supports the international community's goal of limiting global warming to well below 2 degrees Celsius. Against this backdrop, RTL Group is committed to sustainable production and procurement as well as the responsible and efficient use of energy. RTL Group sees digitalisation powered with renewable energy as an opportunity to avoid and reduce GHG emissions in its value chain.

GOV-3 – Inclusion of sustainability-related performance in incentive schemes

RTL Group's remuneration system includes a short-term performance-related remuneration component known as the STIP (short-term incentive plan). Sustainability-related targets have been set in the STIP for 2024 for executives at Groupe M6 in relation to the number of news programmes covering environmental topics and in relation to the reduction of energy consumption, weighting for 5 per cent of the maximum bonus payout. Moreover, for all other RTL Group business units the 2024 STIP included as a target the CSRD readiness – in other words, preparing the company's processes and organisation for the implementation of CSRD targets, including environmental targets.

SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model

The following table presents the material topics and their respective impacts, risks and opportunities (IROs) in relation to climate change that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through transition plans, various policies, measures and targets. These are explained in more detail in **E1-1** to **E1-4**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Environment	Climate change mitigation	Implementing sustainable practices can enhance a company's brand image and reputation. This can attract environmentally conscious investors, clients and employees, providing a competitive advantage.	Opportunity	Upstream, own operations, downstream	Medium term, long term
		Companies can invest in energy-efficient technologies and infrastructure to reduce their carbon footprint. This includes optimising data centres, using energy-efficient hardware, and transitioning to renewable energy sources like solar or wind power.	Opportunity	Upstream, own operations, downstream	Medium term, long term
		Ad-technology platforms can leverage their data capabilities to drive sustainability initiatives. By analysing user behaviour and preferences, they can deliver targeted advertisements promoting sustainable products and behaviours. This can encourage consumers to make environmentally conscious choices.	Opportunity	Upstream, own operations	Medium term, long term
		Emissions can result from the transportation of equipment, crews, and talent to and from production locations and broadcasting facilities. This includes emissions from vehicles, flights, and logistics operations.	Impact Negative Actual	Upstream	Medium term, long term
		Streaming services require significant energy resources for data storage, transmission, and server infrastructure. As the demand for streaming services grows, the energy consumption associated with these operations may increase, contributing to carbon emissions and environmental impact.	Risk	Upstream, own operations, downstream	Medium term, long term
	Energy	Streaming consumes significant amounts of energy. Using green energy can contribute to the reduction of climate change.	Impact Positive Potential	Own operations	Short term, medium term
		Broadcasting is very energy intensive. Using green energy can contribute to the reduction of climate change.	Impact Positive Potential	Own operations	Short term, medium term
		Companies can transition to renewable energy sources, such as solar or wind power, to power their production activities. This can significantly reduce energy emissions and showcase a commitment to sustainable practices.	Opportunity	Upstream, own operations	Medium term, long term
		Streaming activities rely on data centres and servers to store and process large amounts of content. These facilities consume significant amounts of energy for cooling systems, data processing, and maintaining uninterrupted operations, which impacts climate change negatively.	Impact Negative Actual	Own operations	Short term, medium term
		Broadcasting and streaming are very energy intensive which can lead to negative climate change impacts.	Impact Negative Actual	Own operations	Short term, medium term
		Broadcasting and streaming require energy consumption on user devices such as smartphones, tablets, computers and smart TVs.	Impact Negative Actual	Downstream	Short term, medium term
		Ad-technology relies heavily on data centres to store and process vast amounts of data. These data centres consume significant amounts of energy for cooling systems, data processing, and maintaining uninterrupted operations, resulting in GHG emissions.	Impact Negative Actual	Own operations	Short term, medium term
		Energy consumption associated with data transfer, communication protocols, and network infrastructure lead to GHG emissions.	Impact Negative Actual	Downstream	Short term, medium term
		Energy consumption by end-users who access news content through digital devices such as smartphones, tablets and computers. Energy consumption by data centres, servers, and network equipment that facilitate the delivery of news content over the internet. Energy consumption associated with the printing, transportation, and delivery of physical newspapers or magazines. Energy consumption by television or radio broadcasting stations that transmit news content over the airwaves. Energy consumption in retail outlets that sell physical copies of newspapers or magazines.	Impact Negative Actual	Downstream	Short term, medium term
		Governments and regulatory bodies may introduce stricter regulations on energy consumption and emissions in the industry. Compliance with these regulations may require investments in energy-efficient equipment, renewable energy sources, and sustainable production methods.	Risk	Upstream, own operations	Medium term, long term

Management of impacts, risks and opportunities

IRO-1 – Description of procedures for the identification and assessment of material climate-related impacts, risks and opportunities

As part of the implementation of the CSRD, RTL Group carried out a comprehensive analysis of climate-related risks and opportunities in the course of 2024. The analysis covers all business units and relevant parts of the value chain. As part of the analysis, both risks associated with the transition to a low-emission economy and society (transition risks) and risks from climate-related events such as extreme weather events (physical risks) were analysed.

RTL Group selected the IPCC (Intergovernmental Panel on Climate Change) scenario SSP5-8.5 for the climate-related scenario analysis of physical risks. This scenario is a worst-case scenario with high emissions and high global warming, which ensures that serious physical climate risks are included in the analysis. The International Energy Agency's (IEA) widely recognised Net Zero Emissions 2050 scenario, utilised by leading institutions, was used to analyse transition risks. The geographical granularity and the comprehensive availability of data were also decisive factors in the choice of the two scenarios. Both the analysis of transition risks and the analysis of physical risks were carried out for short-term (up to 2030), medium-term (up to 2040) and long-term periods (up to 2050). The three time horizons were defined in accordance with the established approaches and guidelines of the Task Force on Climate-Related Financial Disclosures (TCFD).

The main locations of all RTL Group business units were included in the analysis of physical climate risks. The focus was on economic activities that could potentially be affected by physical risks, for example through loss of revenue as a result of operational disruptions or high repair costs for buildings and operating equipment following extreme weather events. Risks from the value chains, on the other hand, were assessed at an aggregated level, as RTL Group is not dependent on individual suppliers or customers. The climate risks to which RTL Group is exposed were determined using climate models and location data. Sensitivity was analysed taking into account the type of economic activities at each selected location. The risks were not quantified in 2024. The analysis did not result in any climate-related risks or opportunities relevant to the risks and opportunities report.

The analysis included an assessment of the most important cost drivers (such as energy costs and CO_2 costs), assets, procurement activities and the markets in which the business units operate. This comprehensive approach ensured that business areas with potential transition risks and opportunities could be identified and prioritised for further detailed analyses. Transition risks were not quantified in 2024. As an outcome of the analysis, management assumes, that the business models, products and services as well as cost structures can be adapted to the consequences of advancing climate change. The results of the analysis of climate-related risks and opportunities are summarised in the following table.

Risks and opportunities derived from climate-related scenario analysis of physical risks

Type of hazard	Hazard/ transition event	Description
Physical – wind	Acute: storm, cyclone, tornado	The majority of the analysed locations are potentially affected by storms (including blizzards, dust and sandstorms), which can lead to damage to buildings. In some cases, there may be interruptions to operations, particularly if production facilities have to be partially or completely closed for repair work. In addition, some of the locations analysed are potentially affected by tropical cyclones or tornadoes.
Physical – temperature	Acute: heatwave, forest and wildfires Chronic: heat stress	Some of the locations analysed are at risk of heatwaves, which can lead to higher energy costs for cooling and lower employee productivity. In addition, there is a risk of an increasing number of heat stress days at some locations, which can also lead to higher energy costs for cooling and lower employee productivity.
Physical – water	Acute: floods, drought, heavy rainfall	Overall, the water-related risks are assessed as low.
Physical – solids	Acute: ground subsidence, landslide	At individual locations, subsidence can lead to structural damage and thus to business interruptions.
Transitory – political and legal framework conditions	Higher pricing of GHG emissions, requirements and regulation of existing production processes	The pricing of GHG emissions is the most relevant transition risk. The Group's larger business units also generate higher emissions (RTL Deutschland, Groupe M6, Fremantle) and are thus more affected by rising CO_2 prices. Stricter energy efficiency regulations could pose a risk for print-related activities in particular.
Transitory – procurement markets	Rising raw material costs	The availability of recycled paper in particular could pose a risk of rising prices for RTL Deutschland's magazine business in the future.

E1-1 – Transition plan for climate protection

RTL Group is affected by the consequences of climate change and contributes to the increase in GHG emissions in the atmosphere through its international business activities in the media sector. RTL Group takes its responsibility in the transition to a low-carbon economic system seriously and has been pursuing a climate target to reduce emissions since 2020. RTL Group's previous, current and planned climate protection activities relate to the short- and medium-term period from 2018 to 2030. Accordingly, the company is not currently pursuing a long-term transition plan to achieve complete climate neutrality by 2050 in line with the Paris Agreement and the requirements of the ESRS.

According to RTL Group's current climate target, the company's GHG emissions reported in the base year 2018 are to be reduced by 50 per cent by 2030. RTL Group's target is part of Bertelsmann Group's climate target which was validated by the Science Based Targets Initiative (SBTi) in March 2021. According to SBTi, the Bertelsmann Group target's level of ambition for Scope 1 and Scope 2 corresponds to the 1.5 degrees Celsius target of the Paris Climate Agreement. As part of the adjustments made to the Scope 3 reporting methods in the current reporting year, RTL Group has included additional emission categories and additional emission sources within reported emission categories that are not included in the base year 2018. RTL Group therefore plans to revise its climate target in the 2025 financial year. In this context, the company is also examining the development of a transition plan for climate protection by 2050 in line with the ESRS in 2025. As a leading entertainment company, RTL Group is not excluded from the EU Paris-aligned benchmarks in accordance with the exclusion criteria stated in Articles 12.1 (d) to (g) and 12.2 of Commission Delegated Regulation (EU) 2020/1818 (Climate Benchmark Standards Regulation).

E1-2 – Policies in connection with climate protection and adaptation to climate change

RTL Group considers environmental protection to be an important part of its corporate responsibility. This is expressed in its environmental policy. In addition, the RTL Group Code of Conduct sets out further requirements that RTL Group and its employees are committed to upholding. Furthermore, the RTL Group Supplier Code of Conduct specifies the expectations and requirements for RTL Group's business partners. A detailed description of these regulations can be found in **S1 Own workforce** and **S4 Consumers and end-users**.

RTL Group Environmental Policy

RTL Group's Environmental Policy expresses the shared understanding of environmental protection at RTL Group, the aspiration and the required organisational framework to continuously improve the company's environmental performance. The environmental issues addressed include 'Climate protection and energy' (energy efficiency, use of renewable energies) and 'Adaptation to climate change'. The policy also addresses other non-material environmental topics including 'Minimisation of environmental impacts (pollution)', 'Protection of water resources', 'Intact ecosystems and sustainable forestry', as well as 'Resource efficiency and circular economy'.

On the topic of climate change, the policy describes RTL Group's 2030 climate target, which is described in detail in **E1-4**. With regard to energy, energy conservation, efficient energy use and the expansion of renewable energies are emphasised as important levers for reducing GHG emissions. The procurement of renewable energy is an important requirement for all locations that purchase more than 100 megawatt hours of electricity. The policy also describes requirements for the expansion of renewable energy generation, such as photovoltaic systems at the Group's own sites, and the promotion of environmentally conscious behaviour among employees.

RTL Group has published an environmental statement on its website in recent years. A Group-wide environmental policy geared towards CSRD was implemented and communicated in 2024. The policy is available on the RTL Group intranet and is reviewed every two years. At the highest level, the RTL Group Executive Committee determines the content of this policy as well as Group-wide goals. Responsibility for implementing the policy, environmental targets and operational environmental management lies with the business units' management teams.

The environmental policy applies to RTL Group SA and CLT-UFA SA and all of their controlled subsidiaries (owned by more than 50 per cent, directly or indirectly under board control, or otherwise controlled), while respecting any special corporate governance requirements that apply to RTL Group companies that are not 100 per cent owned (such as Groupe M6). The direct scope of the policy therefore covers RTL Group's own business activities. Through decisions and measures derived from the policy, such as procurement behaviour or sustainable product offerings, as well as references to other regulations such as the RTL Group Supplier Code of Conduct, the policy also has an indirect effect on upstream and downstream stages of the value chain.

E1-3 – Measures and resources related to climate change mitigation and adaptation

RTL Group's 2030 climate target prioritises measures to avoid and reduce emissions over offsetting remaining emissions. Based on the Group target, separate targets were derived for RTL Group's business units and corresponding measures identified.

In 2024, RTL Group's businesses took efforts to enhance the approaches to measure GHG emissions. A new GHG Accounting Manual for TV and Film Productions was implemented to enhance the data collection procedures.

The most important climate protection measures in relation to own business activities included increasing energy efficiency, electrification of fossil fuel-powered systems, and the further expansion and use of renewable energies. In addition, numerous actions were initiated to optimise products and services to reduce GHG emissions:

- RTL Deutschland pushed ahead with the introduction of energy management system in accordance with the ISO 50001 standard during the reporting year. The external certification is expected to be completed in 2025.
- The implementation of a heat recovery system at RTL Group's data centre in Luxembourg in Q4 2023 led to a significant reduction of heat consumption in the reporting year. In addition, a heat pump was installed at RTL Hungary avoiding heat from natural gas and related GHG emissions.
- In 2024, 96 per cent of the electricity purchased was obtained from renewable energy sources using green electricity tariffs or guarantees of origin.
- New photovoltaic systems were installed at Groupe M6 in Neuilly-sur-Seine and at RTL Nederland in Hilversum. A total of 280 megawatt hours of electricity consumption was from own photovoltaic production.
- In the reporting year, numerous TV and film productions were certified according to regional sustainability standards. These included, for example, *RTL-Spendenmarathon* and four shows by UFA that received the green motion label in Germany as well as several productions by Groupe M6 that were awarded the ecoprod label in France.
- The number of productions whose carbon footprint was determined by means of regional industry initiatives such as Green Motion (Germany), Albert (United Kingdom, the Netherlands) and Carbon'Clap (France) increased significantly. For example, at RTL Nederland, the Albert-certified programme hours led to savings of more than 1,600 tonnes of CO_2 equivalent in the reporting year.

The implementation of necessary actions and initiatives to reach the climate target depends on various factors such as supply of green technology and low-carbon services as well as demand for green products and solutions. Initiatives are not dependent on availability and allocation of resources.

Targets and metrics

E1-4 – Targets related to climate change mitigation and adaptation

RTL Group supports the international community's goal of limiting global warming to well below 2 degrees Celsius in line with the Paris Climate Agreement. The Group aims to reduce its direct and indirect GHG emissions (Scope 1, Scope 2 and Scope 3) by 50 per cent by 2030 compared to the base year 2018. The target is part of Bertelsmann's Group climate target which was validated by the Science Based Targets Initiative (SBTi) in March 2021. Unavoidable emissions are to be offset by 2030. The SBTi methodology is subject to inherent uncertainties with regard to the underlying scientific findings and forward-looking assumptions on the level of GHG emission reductions required to achieve climate targets.

The 50 per cent reduction target is a combined target covering Scope 1, 2 and 3 GHG emissions (market-based) and had been developed applying the SBTi V4.1 criteria following the absolute contraction approach. No sectoral decarbonisation pathway had been applied in the target setting process. The baseline 2018 covers Scope 1, Scope 2 and the following Scope 3 categories: 3.1 (only emissions related to TV and film productions and office paper), 3.2 (only capital expenditures related to IT devices), 3.3, 3.4, 3.5, 3.6, 3.7, 3.9 and 3.12. The baseline and target definitions exclude divestments and discontinued operations. In 2024, methodological adjustments were made to GHG accounting. In Scope 3 category 3.1 'Purchasing of goods and services', the quantification of certain other costs was carried out for the first time using an expenditure-based calculation methodology. Furthermore, additional Scope 3 emissions categories were included (Scope 3.2 'Capital goods' and Scope 3.15 'Investments') (see **E1-6**). These adjustments resulted in the reporting additional emissions amounting to 172,818 tonnes of CO_2 equivalent for the reporting year. Due to the revised methods for Scope 3 reporting in 2024, an adjustment of the base year 2018 values and a revision of the 2030 target is planned for 2025.

Targets related to climate mitigation

in tonnes of CO_2e	Retrospective 2018[40]	2024	Milestones and Target Years 2030	Annual % of target / base year 2018
Scope 1, 2 and 3 (combined) – GHG emissions target definition	279,100	197,453	139,600	4.2
New scope 3 GHG-emissions sources added in 2024		172,818		
Excluded GHG emissions from discontinued operations		21,466		
Scope 1, 2 and 3 (combined) – GHG emissions (market-based)		391,737		

Based on the GHG emission sources reported in the base year 2018, RTL Group was able to achieve a reduction of 29 per cent until the end of 2024. This reduction reflects both a significant reduction in the print magazine business due to lower carbon paper supply, optimised print services, a downturn of magazine production volumes and progress in the other key reduction levers identified.

Important levers for reducing GHG emissions at own operations, RTL Group is endeavouring to increase energy efficiency and expand the use of renewable energy. RTL Group aims to source 100 per cent of its electricity from renewable sources. To achieve this goal, the company uses market instruments such as contractual supply agreements (green electricity tariffs) or guarantees of origin (see **E1-5**). In addition, the expansion of its own production of green electricity through photovoltaic systems and the switch from fossil heating systems to heat pumps at its locations contributes to decarbonisation.

As an entertainment company, the decarbonisation of TV and film productions is the biggest lever for RTL Group – both for own productions as well as for content produced by others. Therefore, the participation in industry initiatives to develop and implement green production standards and carbon calculation tools is another key lever to achieve the climate target. Green productions require a change of current production practices of which travel, energy use in studios and at locations, and material consumption are the biggest carbon emission drivers.

An important lever on the upstream value chain is the work with suppliers including cloud service providers and data centre operators on the use of renewable energies, on increasing energy and resource efficiency, and on the use of bio-based and recycling-based materials.

E1-5 – Energy consumption and energy mix

Energy consumption and the energy mix are important issues in terms of achieving RTL Group's 2030 climate target. Although increasing digitalisation is making the company less dependent on limited natural resources, the energy consumption caused by data use is increasing. In addition to increasing energy efficiency, RTL Group is focusing on the increased use of renewable energy in all business units and with suppliers such as external IT service providers.

RTL Group strives to further increase energy efficiency in its businesses worldwide, for example through the consistent use of energy-saving and energy-efficient equipment and through the environmentally conscious behaviour of its employees. Switching energy procurement to green electricity plays a key role in decarbonising RTL Group's business activities. The transparency of energy consumption on RTL Group's Green.screen IT platform enables cross-site comparison and exchange.

§ **Principles of reporting:** Energy consumption relates to owned and rented office locations, studios for TV and film content production, as well as the company's own vehicle fleet. The perimeter of Scope 1 and Scope 2 emissions related to energy use differs slightly from the disclosed energy consumption, as a minor share of the disclosed energy consumption comes from leased office buildings without operational control. Emissions from sites without operational control are disclosed in Scope 3.8 category – upstream leased assets together with indirect emissions from TV and film studios not operated by RTL Group. Energy consumption was mainly determined using meter readings, reports from energy suppliers, confirmations from landlords or petrol receipts. For companies with fewer than 50 employees whose business activities are not considered energy-intensive, energy consumption is calculated using an estimation method. For the estimation, the data per employee collected from comparable locations is used and extrapolated on the basis of the employee figures of the companies not included in the data collection. At less than 1 per cent, the share of electricity consumption determined using estimation methods only makes a minor contribution to RTL Group's

[40] Divestments and discontinued operations excluded: SpotX, RTL Belgium, RTL Croatia and RTL Nederland; Baseline 2018 includes acquisition of print magazine business G+J but excludes acquisitions from Fremantle (around 4,500 tonnes)

total electricity consumption. Energy consumption is recognised on the basis of contractual supply agreements and guarantees of origin (market-based). Accordingly, the vast majority of electricity consumption is reported as electricity from renewable energy sources. It is not reported according to the electricity mix of the respective location (location-based).

Energy consumption and energy mix

in megawatt hours (MWh)	2024
Fuel consumption from coal and coal products	–
Fuel consumption from crude oil and petroleum products	10,362
Fuel consumption from natural gas	7,330
Fuel consumption from other fossil sources	–
Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources	16,648
Total fossil energy consumption	**34,340**
Share of fossil sources in total energy consumption (in %)	34
Consumption from nuclear sources	**–**
Share of consumption from nuclear sources in total energy consumption (in %)	–
Fuel consumption for renewable sources, including biomass	–
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	65,397
The consumption of self-generated non-fuel renewable energy	284
Total renewable energy consumption	**65,681**
Share of renewable sources in total energy consumption (in %)	66
Total energy consumption	**100,020**

In 2024, total energy consumption of own operations amounted to 100,020 MWh. The consistent transition to renewable energy through the use of green electricity tariffs and guarantees of origin, along with the implementation of heat pumps and the expansion of photovoltaic systems at company-owned locations significantly contributed to the increase in the share of renewable sources in total energy consumption to 66 per cent.

In the reporting year, almost all of the electricity purchased was sourced from renewable sources using contractual supply agreements and guarantees of origin. This means that the share of green electricity in electricity purchases at all reported locations was 96 per cent.

E1-6 – GHG gross emissions in Scope 1, 2 and 3 categories and total GHG emissions

GHG emissions are recognised in accordance with the Corporate Accounting and Reporting Standard, the Scope 2 Guidance and in line with the Corporate Value Chain (Scope 3) standard of the GHG Protocol. In accordance with the GHG Protocol, emissions are reported in three different categories: Scope 1, Scope 2 and Scope 3.

Scope 1 refers to direct emissions from RTL Group that result, for example, from on-site heat generation and from company cars. GHG emissions in connection with the generation of purchased energy (electricity or district heating) are included in Scope 2 emissions. These emissions arise during energy generation at the supplier and are therefore only indirectly attributable to RTL Group's businesses. RTL Group recognises purchased electricity, purchased heat, steam and cooling as well as energy from on-site facilities that are billed by the landlord based on consumption as Scope 2 emissions.

Scope 2 GHG emissions attributable to purchased energy are calculated using two different approaches: the location-based method and the market-based method. RTL Group uses the IEA's national emission values for the location-based method. To determine market-based Scope 2 GHG emissions, contractually agreed instruments such as guarantees of origin and green electricity tariffs, or supplier-specific emission factors are used. In contrast to the location-based methodology, the market-based approach gives RTL Group the opportunity to influence the GHG emission factor. For this reason, RTL Group uses market-based GHG emissions as part of its climate target.

The relevant indirect emissions (Scope 3) from the value chain are also taken into account. In accordance with the GHG Protocol Corporate Value Chain (Scope 3) standard, this includes both upstream emission sources such as the purchase of goods and services, the transport of materials and products and the mobility of employees, as well as downstream emissions such as the distribution of printed magazines of RTL Deutschland. Indirect use-phase emissions related to the use of digital media such as distribution of content (beyond services paid by RTL Group) as well as energy consumption of devices of the end user are excluded. Scope 3 emissions are divided into 15 categories in accordance with the GHG Protocol. The materiality of each of the 15 Scope 3 categories was determined using an expenditure-based materiality assessment. The categories included in the calculation are listed in the table on GHG emissions. Only four categories were excluded from the calculation – processing of products sold, use of products sold, downstream leased assets and franchises – as they were not considered relevant for RTL Group.

§ **Principles of reporting:** When calculating GHG emissions, RTL Group takes into account the climate-impacting GHGs carbon dioxide (CO_2), methane (CH4), nitrous oxide (N2O) and fluorinated gases (F-gases). They are reported in CO_2 equivalents (CO_2 e), taking into account the global warming potentials of the IPCC 5th Assessment Report (GWP 100 AR 5 IPCC). The activity and operating data used for the calculation are obtained from internal Group systems, in particular from the production, transport management and accounting systems. To calculate GHG emissions, RTL Group uses specific emission factors from suppliers (if reliably available), industry-wide benchmarks or data from public and non-public data sources. In particular, RTL Group uses the following data sets:

- IEA (2024): country-specific data for Scope 2 emissions from electricity purchases and related Scope 3 life cycle upstream emissions
- Department for Energy Security and Net Zero, UK (2024): emissions data for transport, waste or waste logistics (Scope 3)
- Agence de la Transition Ecologique (ADEME): emissions data from Base Carbone v23.2
- Federal Environment Agency, Germany: selected energy- and material-related emission data (Scope 1 and 3) from ProBas database
- Federal Environment Agency, Germany (March 2024): global warming potentials (GWP100) of hydro(chloro)fluorinated and perfluorinated hydrocarbons (HFCs, HCFCs and PFCs) and other perfluorinated compounds

Specific emissions from suppliers are used if they have been determined on the basis of product-related GHG accounting standards such as ISO 14067 or the GHG Protocol as well as standard industry procedures. For TV and film productions, national industry approaches such as Albert (UK, the Netherlands), Greenshooting Carbon Calculator (Germany), and Carbon'Clap of EcoProd (France) are used. For its print magazine business in Germany, RTL Deutschland uses GHG emissions data from paper manufacturers in accordance with the ten toes of paper's carbon footprint of CEPI (Confederation of European Paper Industries) and Paper Profile, and emissions data from printing service providers in accordance with the Intergraph Roadmap of the European Association of National Printing Industry Organisations. The amount of primary data used from suppliers or other partners in the value chain cannot be reliably determined due to the complexity of Group-wide GHG accounting, and the involvement of a large number of Group companies and is estimated by the company at around 10 to 20 per cent.

Where no activity-related data was available for certain emission sources in the Scope 3.1 category and for the Scope 3.2 and Scope 3.15 categories, data from the internal financial systems and emission factors from a multi-regional, ecologically extended input-output database (CEDA by Watershed) were used. For companies with fewer than 50 employees whose business activities are not considered emission-intensive, the GHG emissions are determined using estimation methods. At less than 1 per cent, the share of these GHG emissions determined using estimation methods makes an insignificant contribution to RTL Group's total emissions.

GHG emissions

in tonnes of CO_2e	Retrospective 2018[41]	2024	Milestones and target years 2030[42]	Annual % target / base year 2018
Scope 1 GHG emissions				
Gross Scope 1 GHG emissions		4,817		
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (in %)		47		
Scope 2 GHG emissions				
Gross location-based Scope 2 GHG emissions		19,315		
Gross market-based Scope 2 GHG emissions		3,432		
Significant Scope 3 GHG emissions				
Total gross indirect (Scope 3) GHG emissions		383,488		
1 Purchased goods and services		207,255		
2 Capital goods		10,281		
3 Fuel and energy-related activities (not included in Scope 1 or Scope 2)		7,430		
4 Upstream transportation and distribution		2,984		
5 Waste generated in operations		326		
6 Business travelling		62,091		
7 Employee commuting		10,657		
8 Upstream leased assets		23,307		
9 Downstream transportation		1,139		
10 Processing of sold products		–		
11 Use of sold products		–		
12 End-of-life treatment of sold products		187		
13 Downstream leased assets		–		
14 Franchises		–		
15 Investments		57,830		
Total GHG emissions (market-based)		**391,737**		
Total GHG emissions (location-based)		**407,620**		

In 2024, total direct and indirect GHG emissions (Scope 1, 2 and 3, market-related) amounted to 391,737 tonnes of CO_2 equivalent. Of this, about 1 per cent were direct emissions (Scope 1) and 99 per cent were indirect emissions (Scope 2 and Scope 3).

GHG intensity based on revenues

GHG intensity-based revenues (on pro forma basis including RTL Nederland) is calculated as the ratio of total GHG emissions to RTL Group's revenues and amounted to 60 metric tonnes CO_2 equivalent/million euro (location based) and to 58 metric tonnes CO_2 equivalent/million euro (market based) for the year 2024.

E1-7 – Greenhouse gas removals and projects to reduce greenhouse gases, financed via CO_2 certificates

Following RTL Group's climate target, offsetting activities are limited to date. The scope of the reduction or removal of GHG emissions through climate protection projects outside the value chain, which were financed with the purchase of CO_2 certificates, amounted to 1,526 tonnes of CO_2 in 2024. Certificates amounting to 791 tonnes of CO_2 were already cancelled in the reporting year. The cancellation of the remaining CO_2 certificates amounting to 735 tonnes of CO_2 will take place after the GHG balance sheet has been prepared in the first quarter of 2025.

[41] Figures not comparable due to methodological adjustments made to the Scope 3 accounting in 2024
[42] Detailed breakdown not applicable as the Bertelsmann 2030 climate target relates to Scope 1, 2 and 3 related GHG emissions as a whole (see E1-4)

Total GHG removals and projects to reduce GHGs

	2024 in tonnes of CO_2 or percentage
Total GHG removals in own operations and in upstream and downstream value chain	–
Total GHG removals and reductions outside own operations and outside upstream and downstream value chain	1,526
Total amount of GHG removals and GHG reduction projects	**1,526**
Carbon credits cancelled in the reporting year	791
Share of biogenic sinks (in %)	**–**
Share of technological sinks (in %)	**–**
Share of removal projects (in %)	**–**
Share of reduction projects (in %)	**1**
Share of quality standard VCS (in %)	**1**
Share issued from projects in the EU (in %)	–

CO_2 certificates that will be cancelled in the future

	2025 in tonnes of CO_2 or percentage
Total	**735**

E1-8 – Internal CO_2 pricing

RTL Group uses scenario analyses to identify potential future costs from the GHG emissions by the company in the future.

For the price development, the company uses price scenarios from the IEA and other sources, from which the company derives internal CO_2 shadow prices differentiated by region for the years 2025 to 2050. In addition to internal CO_2 prices for regulated markets (emissions trading systems or taxes), RTL Group also uses internal assumptions for the price development of climate protection certificates (compensation measures: see **E1-7**).

RTL Group uses these internal CO_2 shadow prices exclusively to simulate the potential costs of future GHG emissions (Scope 1, Scope 2 and Scope 3) and considers these when assessing the economic viability of decarbonisation measures required to achieve its climate targets (see **E1-4**).

In the consolidated financial statements, these are not considered, neither in the determination of the useful life and residual value of assets nor in the impairment of assets or the measurement of the fair value of assets acquired through business combinations.

EU taxonomy

With the EU taxonomy, the European Commission has created a system to classify economic activities based on certain criteria with regard to their sustainability. Different criteria are set for the environmental objectives 1 'Climate Change Mitigation' and 2 'Climate Change Adaptation', 3 'Sustainable Use and Protection of Water and Marine Resources', 4 'Transition to a Circular Economy', 5 'Pollution Prevention and Control', and 6 'Protection and Restoration of Biodiversity and Ecosystems'. The EU taxonomy reporting includes information on the proportion of taxonomy-eligible and taxonomy-aligned economic activities in revenues, investments (CapEx) and operating expenses (OpEx). RTL Group was not required to report independently under the EU taxonomy but was included in the EU taxonomy reporting of RTL Group's major shareholder Bertelsmann SE & Co KGaA. In the context of the new CSRD, RTL Group is voluntarily publishing EU taxonomy related information for the first time for the financial year 2024, despite the fact that the CSRD has not yet been transposed into national law in Luxembourg at the time of publishing this report.

Economic activities are deemed taxonomy-eligible when they are listed in the EU taxonomy. They are deemed taxonomy-aligned when they (a) make a substantial contribution to implementing one or more environmental objectives, (b) do no significant harm (DNSH) to any of the other environmental objectives as well as (c) are being conducted in compliance with the minimum safeguards for labour and human rights.

RTL Group is a leading entertainment company across broadcast, streaming, content and digital, with interests in 60 television channels, seven streaming services and 37 radio stations. RTL Group has identified its taxonomy-eligible economic activities on this basis. The analysis is carried out at the Group level together with the business units in order to ensure the completeness of the taxonomy-eligible economic activities.

Taxonomy eligibility

RTL Group analysed the following economic activities with respect to their taxonomy eligibility: '8.3. Programming and broadcasting activities', and '13.3. Motion picture, video and television programme production, sound recording and music publishing activities'. These economic activities represent an 'adapted enabling activity' as defined in the EU taxonomy. According to the requirements of the Commission Notices of the EU Commission on questions of interpretation of the EU taxonomy, a climate risk and vulnerability assessment is a prerequisite for such enabling activities in order to disclose revenues, capital expenditures and operating expenses as taxonomy-eligible. Since a climate risk and vulnerability assessment was carried out in 2024 for key locations of RTL Group, the analysis of the listed economic activities for the environmental objectives 3 to 6 in the EU taxonomy did not result in any additional economic activities relevant for RTL Group. Within the framework of the information on capital expenditure, RTL Group reports other economic activities that can be seen in **Appendix to the sustainability report: EU Taxonomy Indicators**.

Taxonomy alignment

RTL Group does not report taxonomy-aligned revenues, investments and operating expenses in relation to the environmental objectives 1 'Climate Change Mitigation' and 2 'Climate Change Adaptation' for 2024. The technical screening criteria for a substantial contribution in order to implement both environmental objectives or the DNSH criteria set out in Appendix A to Annex I or Annex II of the EU taxonomy are not complied with for the economic activities relevant. In view of the need for cumulative compliance with the requirements of the technical screening criteria for a substantial contribution, of the DNSH criteria, and compliance with the minimum safeguards, for taxonomy alignment, no further checks were made to determine whether other taxonomy criteria were met.

EU taxonomy indicators

Reporting is based on the indicators for taxonomy-eligible revenues, capital expenditure (CapEx) and operating expenses (OpEx) defined in Article 8 of the EU taxonomy. If revenues, CapEx or OpEx in connection with an economic activity can be assigned to more than one environmental objective, they are allocated in full to the 'Climate Change Mitigation' objective to avoid double counting. The calculation of the performance indicators for taxonomy-eligible economic activities was carried out taking into consideration the FAQ documents published by the EU Commission, which address questions of interpretation relating to the EU taxonomy.

Revenues: The basis for the revenues is the revenues reported in the consolidated financial statements in accordance with IFRS 15.

CapEx: CapEx comprises additions to intangible assets (IAS 38), property, plant and equipment (IAS 16), and leases (IFRS 16). Apart from investments in film and broadcasting rights, RTL Group invests in modernising and improving energy efficiency at its sites. In this context, investments were made, such as in photovoltaic systems. In 2024, taxonomy-eligible investments totalled €101 million. These are in particular additions from leases for land, land rights and buildings of €99 million. In 2024, RTL Group does not report any taxonomy-aligned investments. Please see the following notes to the consolidated financial statements for total capital expenditure:

- Note 6.1 'Non-current programme and other rights': 'Total Subsidiaries acquired' as well as 'Total Additions'
- Note 6.2 'Goodwill and other intangible assets': 'Subsidiaries acquired' as well as 'Addition' in 'Other intangible assets'
- Note 6.3 'Property, plant and equipment': 'Subsidiaries acquired' as well as 'Additions in property, plant and equipment'
- Note 6.4 'Right-of-use assets': 'Additions'

OpEx: OpEx within the meaning of the EU taxonomy comprise operating repair and maintenance expenditures (including maintenance expenses for taxonomy-eligible software) and expenses arising from short-term leases. Other expenses in connection with the daily operation of property, plant and equipment are not included in operating expenses. The expenses from operating repair and maintenance expenses and short-term leases amounted to €173 million in 2024 (OpEx denominator in accordance with EU taxonomy). Operating expenditures for 2024 as defined by the EU taxonomy account for an immaterial share (3.1 per cent) of total operating expenses (consumption of current programme rights as well as other operating expenses) in the consolidated income statement. For this reason, RTL Group forgoes the calculation of the OpEx numerator, as the operating expenses as defined by the EU taxonomy are not material to the company's business models. In application of the exemption option granted by the EU Commission (Second Commission Notice dated 19 December 2022), RTL Group therefore reports taxonomy-eligible operating expenses of €nil million or 0 per cent (see note 5.3 to the consolidated financial statements).

An overview of the required EU taxonomy indicators for 2024 and can be found in the **Appendix to the sustainability report: EU Taxonomy Indicators**.

S Social information

RTL Group is aware of its responsibility to its own workforce, the workforce in the value chain and the consumers and end-users of its products and services. The company is committed to mitigating the negative impacts – if any – of its actions and risks and to promote the positive impacts and opportunities.

S1 Own workforce

People are an important resource for RTL Group's success. RTL Group's own workforce comprises the company's employees who have an employment relationship with RTL Group, as well as external workers who work as self-employed persons, freelancers or agency workers.

SBM-2 – Interests and views of stakeholders

RTL Group's shareholders, management and employees take joint responsibility for the Group by working together in an environment of trust and respect on the basis of shared values and goals that create a common identity. With a diverse audience and a business based on creativity, RTL Group needs to be a diverse organisation. RTL Group's employees range from producers and finance professionals to journalists and digital technology experts. RTL Group strives to be an employer of choice that attracts and retains the best talent, while equipping employees with the necessary skills and competencies to successfully master the company's current and future challenges. This is more important in a time of rapid technological change and constantly changing conditions in international markets and in the world of work. RTL Group considers its own workforce as an important element of its strategy. Its implementation is supported by the Group-wide agenda for Human Resources which is the responsibility of the EVP Human Resources.

Procedures for integrating the interests and viewpoints of employees and their representatives on significant impacts, risks and opportunities are described in detail in **S1-2**.

SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model

The following table within this section presents RTL Group's material topics and their respective impacts, risks and opportunities (IROs) for RTL Group's own workforce that were identified as part of the double materiality assessment. RTL Group's own workforce includes employees who are in an employment relationship with the undertaking ('employees') according to national law or practice and non-employees who are either individual contractors supplying labour to the undertaking ('self-employed people') or people provided by undertakings primarily engaged in 'employment activities'. Non-employees do not include people that are working for another entity which is engaged by the reporting unit and where the people are using assets of that third party entity (for example people working for cleaning companies).

The individual extent and scope of the IROs vary depending on the country and type of business activity, such as journalism or the creation and distribution of digital content. Certain impacts, like those related to work-life balance, measures against violence and harassment, gender equality, and equal pay for equal work, particularly affect specific groups, such as women.

Furthermore, RTL Group does not see any significant risk of child labour or forced labour in relation to its business activities or the countries in which it operates. RTL Group addresses its material IROs through various policies, engagement procedures, speak-up channels for raising concerns, measures and targets. These are explained in more detail in **S1-1** to **S1-5**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Own workforce	Equal treatment and opportunities for all	Positive impact on employees by providing equal treatment and opportunities. This includes taking care of gender equality and equal pay for work of equal value, providing employment and inclusion for persons with disabilities, installing measures against violence and harassment in the workplace, and promoting (neuro)diversity (age, gender, cultural background) in new hires and promotions.	Impact Positive Actual	Own operations	Medium term
		Potential negative impact on employees due to discrimination and inequality cases/complaints.	Impact Negative Potential	Own operations	Short term, medium term
	Working conditions	Positive impact on employees by providing measures on secure employment and reasonable working time as well as fair employment terms designed to ensure social dialogue, freedom of association and collective bargaining, plus adequate wages.	Impact Positive Actual	Own operations	Long term
		Potential negative impact on employees by not providing secure employment and reasonable working time or fair employment terms of which social dialogue, freedom of association and collective bargaining, plus adequate wages.	Impact Negative Potential	Own operations	Medium term, long term

Management of impacts, risks, and opportunities (IROs)

Policies that address the material topics and associated IROs are described in more detail below considering the Minimum Disclosure Requirements regarding policies (MDR-P). In addition to these policies, various instruments related to Human Resources, such as regular employee surveys or the consideration of qualitative components in remuneration structures, support a corporate culture that contributes to integrity and law-abiding behaviour.

S1-1 – Policies related to own workforce

RTL Group's corporate culture is founded on creativity and entrepreneurship. RTL Group's business is based on talent, both on and off screen. Employee creativity and motivation are critical to RTL Group's success, and as such, the company places value on diversity, equity and inclusion, fair working conditions, safety, health and well-being human rights and a culture of innovation and transparency. The Group strives to ensure that all employees receive fair recognition, treatment and opportunities, and is committed to fair and gender-blind pay. The same applies to the remuneration of freelancers and agency workers, ensuring that such employment relationships do not compromise or circumvent employee rights. The Group also strives to support flexible working arrangements.

The Executive Committee has established policies that reflect RTL Group's approach, outlining principles and standards to be consistently applied in daily operations to address the impacts, risks, and opportunities related to the own workforce. RTL Group currently has a comprehensive set of rules covering a wide range of material topics, which define the stance on these issues, alongside specific principles addressing individual topics. The topic owners are accountable for defining the content of the policy and ensuring its communication to the business units, while the business units hold responsibility for its implementation.

The policies are applied in RTL Group SA and CLT-UFA SA and all of their controlled subsidiaries (owned by more than 50 per cent, directly or indirectly under board control, or otherwise controlled) ('RTL Group companies'), while respecting any special corporate governance requirements that apply to RTL Group companies that are not 100 per cent owned, directly or indirectly, by RTL Group SA or CLT-UFA SA (e.g. Groupe M6). RTL Group's EVP Human Resources (HR) initiates the dialogue with the business units' HR directors and the Executive Committee is responsible for implementing the policies on Group level. The business units, in turn, report to the RTL Group Executive Committee on the status of implementation on business unit level. The policies are communicated Group-wide and are accessible via the intranet. The review and adjustment of policies are the responsibility of the relevant departments, working in close cooperation with Risk Management and Internal Audit. All changes must be documented and communicated accordingly.

RTL Group's Code of Conduct and Supplier Code of Conduct

The Code of Conduct is aimed at informing all company employees to applicable laws and guidelines based on the 21 principles of RTL Group and making them aware of risks in their day-to-day work. It defines binding minimum standards for conduct towards business partners and the public – and for conduct within the company – by providing guidance on appropriate decision-making and information about speak-up channels. It contains principles on the following key employee-related topics: fair and healthy working conditions such as working hours and fair remuneration, a safe and healthy workplace, measures against violence, harassment or discrimination, legal treatment such as gender equality, diversity and inclusion, social dialogue, freedom of association and collective bargaining as well as other work-related rights.

Respect for human rights, personal rights and the dignity of each individual is anchored in this context, as is RTL Group's commitment to the principles of the United Nations (UN) Universal Declaration of Human Rights and the UN Global Compact. In addition, the Code of Conduct emphasises the importance of open dialogue and respectful and trusting interaction in a working environment that promotes diversity and equal opportunities and does not tolerate harassment or discrimination.

The Executive Committee is responsible for the Group-wide implementation of the principles set out in the Code of Conduct. RTL Group's own employees, who are obligated to comply with the principles set forth in the code, fall within the scope of application of the ESRS S1. The Code of Conduct is available in nine languages on the RTL Group website and via the Group's intranet. RTL Group's own employees receive mandatory training on the Code of Conduct (see **G1-1**). Implementation of the Code of Conduct is monitored as part of the compliance analysis. In addition, the employee survey is used to check whether employees are informed about the Code of Conduct and the options for reporting violations. RTL Group requires its partners to extend these minimum requirements, including topics such as integrity and human rights, throughout their own value chain, ensuring that any third parties they employ (such as subcontractors or freelancers) who work for RTL Group also comply with these standards. The Supplier Code of Conduct is founded on internationally recognised principles of responsible corporate governance. Additionally, privacy-related regulations are covered under data protection laws, as detailed in the company's data handling guidelines.

Policy on Fair Working Conditions

The aim of the Policy on Fair Working Conditions is to create a common, Group-wide understanding of the company's standards. It serves as a compass for ethically and socially responsible action based on the principles of fairness, respect and trust. To classify material impacts, risks and opportunities for RTL Group's own workforce, relevant content from this policy is presented in the tabular representation of the IROs in **SBM-3** and their interaction with strategy and business model. Global conventions on human rights and working conditions are referred to as frameworks. These include the UN Guiding Principles on Business and Human Rights, the ILO Core Labour Standards and the OECD Guidelines for Multinational Enterprises.

Diversity related policy

RTL Group implemented a diversity related policy. This policy states that the diversity and variety of employees are the basis for creativity and innovation and are thus a cornerstone of RTL Group's business success. It primarily addresses diversity, gender equality, and measures against violence and harassment. The principles create a common, Group-wide understanding of diversity at RTL Group. The aim is to increase diversity at all levels of the company and reflect the variety of society. RTL Group strives to create a fair and inclusive work environment based on engagement, collaboration, appreciation and mutual understanding. RTL Group does not tolerate discrimination based on race, colour, ethnicity, national or social origin, age, gender, gender identity or expression, sexual orientation, pregnancy, marital or parental status, disability, religion or belief, political or any other opinion, or membership in any other group covered by the principle of non-discrimination. LGBTIQ+ discrimination, racism, antisemitism, religious intolerance, sexism, sexual harassment, bullying, abuse of power, intimidation, threats and any other form of harassment will not be tolerated. All decisions, such as those related to recruitment, promotions, remuneration, disciplinary actions, or the selection of business partners, must be made impartially and without bias.

Any indication of a potential compliance violation, including discrimination, will be promptly processed in accordance with a defined procedure pursuant to the RTL Group policies for handling potential compliance violations and the procedure for compliance incidents described in **G1-1**.

Policies on Safety and on Health and Well-being

The Policy on Safety and the Policy on Health and Well-being aim to ensure that measures are in place throughout the Group to maintain and promote the health of RTL Group employees. RTL Group takes a holistic view of health as a state of physical, mental and social well-being and not merely the absence of disease or infirmity. In a rapidly changing world of work, maintaining and promoting the health of employees is of great importance to RTL Group. RTL Group's management is committed to fostering a healthy and safe working environment and corporate culture, and to acting as role models and ambassadors for health and well-being. RTL Group encourages its employees to adopt healthy lifestyles and safe working practices. This includes communicating the availability of voluntary health training and providing needs-based health services and/or benefits. The principles set out in the policies include defining roles and responsibilities, establishing requirements for local health and safety management systems, and aligning with external standards such as ISO 45001. The policies apply to all employees of RTL Group and its management as well as its business units. They are available on the Group's intranet and are regularly reviewed.

Principles of Hiring Policy

The Principles of Hiring Policy specifies rules and processes for the hiring process. They outline that all hiring decisions should be potential-oriented and should promote internal mobility. They should also consider diversity as an important criterion in the composition of teams. When filling vacant positions internal candidates are generally to be given preference over external candidates, provided they have the required skills and competencies. The principles apply to all Human Resources professionals of RTL Group and its business units. The principles are available on the Group's intranet and are regularly reviewed.

Policy on Engaging External Personnel

The Policy on Engaging External Personnel aims to ensure that companies apply appropriate procedures to ensure compliance with applicable laws and regulations when engaging external personnel. It requires Group companies to implement an appropriate organisational concept and define minimum requirements. Responsibility for implementing the policy lies with the CEO of each business unit and with the Executive Committee at Group level. The scope of application includes all external personnel (consultants and temporary staff) of RTL Group. The policy applies Group-wide and is available on the Group's intranet. The application of this policy is verified from time to time by the Internal Audit department of RTL Group. In addition, the RTL Group Policy on Fair Working Conditions describes how the use of temporary and alternative employment models should be limited to circumstances in which such use is necessary due to special business requirements (including flexibility reserve, temporary demand, creative or specialist skills). It states that all people working for RTL Group must be treated with respect and dignity, regardless of their contractual status. Their work must be remunerated in line with market conditions and must comply with legal requirements.

Obligations to respect human rights

RTL Group is guided by international human rights standards. RTL Group complies with the international standards of the Universal Declaration of Human Rights and the UN Global Compact both of which apply to the entire Group. Respect for human rights is a vital part of RTL Group's Code of Conduct, which includes a decision-making guide that clarifies how to comply with the company's standards. RTL Group published a specific Human Rights statement on its website in 2022, to cover all centrally important aspects of human rights in one place. The statement explicitly refers to the standards of the Universal Declaration of Human Rights and the UN Global Compact and applies to the entire Group.

To ensure compliance with these principles and guidelines, the Executive Committee has established a compliance organisation with a compliance programme and appointed a Corporate Compliance Committee (CCC). RTL Group's compliance department, which reports to the CCC, is responsible for implementing the human rights strategy in the organisation. RTL Group's General Counsel oversees the implementation of the human rights strategy throughout the Group. The compliance department informs employees about key legal requirements and internal company guidelines, including those relating to respect for human rights. Local compliance officers in the business units act as local points of contact. Further information on the governance structure at RTL Group can be found in **G1 Business Conduct**. As part of an annual analysis, human rights and environmental risks are identified, assessed and, based on the results, appropriate preventive and remedial action is taken. The internal control system is used to monitor the effectiveness and appropriateness of the measures established in the business units on a risk-based approach.

S1-2 – Procedure for involving own employees and employee representatives with regard to material impacts, risks and opportunities

The continuous involvement of employees and their representatives in decision-making processes on key employee-related topics is an important part of RTL Group's corporate culture. Based on a culture of participation and partnership, employees and their representatives work together for the common good and thus for the good of RTL Group. There are various communication channels and dialogue formats for exchanging ideas, advancing common topics and voicing concerns, such as the speak-up channel, regular employee network groups, and the biennial employee survey. In addition to the event-driven involvement of employees and their representatives and regular exchanges in topic-specific working groups, RTL Group's employees are regularly involved via the biannual employee survey and various employee dialogues. The employee survey includes questions on key employee-related topics such as working hours, work-life balance, diversity, fair pay and health and safety.

The survey results are communicated and include a CR Index to help track the progress of RTL Group-wide CR initiatives. Overall responsibility for involving employees and their representatives lies with RTL Group's EVP Human Resources. The results of the employee survey are presented to the Executive Committee, to decision-makers at Group and business unit level, to the European Works Council and to the concerned works councils at business unit level and are then communicated to all employees. Based on the results, potential for improvement is identified, appropriate measures are elaborated by employees and management taking into account topic-specific indices (such as on creativity, entrepreneurship and empowerment, learning culture, health & well-being and CR overall). Additionally, employees from different departments collaborate in interdisciplinary working groups to assess the impact, risks, and opportunities related to material topics. This dialogue is central to the company's double materiality assessment described in more detail in **General information**.

Training and skills development

RTL Group's learning and development strategy is closely aligned with the overarching learning strategy of Bertelsmann. RTL Group embraces the 70:20:10 learning model which states that the majority of skills (90 per cent) are developed through informal learning: 70 per cent while completing daily tasks, 20 per cent through communication with colleagues and the remaining 10 per cent of skills through conventional training. The implementation of the learning strategy within RTL Group's business units is managed by local learning teams in close collaboration with RTL Group's Human Resources team. Through regular meetings – both with the Bertelsmann University learning team and with RTL Group's local learning teams – RTL Group's community for learning oversees and adapts the learning landscape to the evolving learning needs of the organisation and its employees. In addition, RTL Group's talent management team further fosters, in close collaboration with Bertelsmann Talent Management Committee, key processes such as performance and development dialogue, leadership development programmes and succession planning.

Safety, health and well-being

RTL Group's CR Board unites executives from RTL Group and RTL Deutschland. The Board meets regularly and coordinates initiatives with participants from specialist departments within RTL Deutschland, such as Youth Protection, Stiftung RTL – Wir helfen Kindern e.V., Communications, and RTL Group's Human Resources, Investor Relations and Compliance departments. In addition to the direct involvement of employees through mutual exchange in various working groups, there is also regular provision of information and consultation with employee representatives. Following the successful launch of 10 employee-led groups (ELGs) in 2023, work has continued in 2024 to embed the groups and further amplify the voices and experiences of all employees, with a focus on topics such as mental health and well-being, and accessibility. Each ELG is sponsored and supported by a member of Fremantle's Global Leadership Group. Moreover, RTL Group participates in the Bertelsmann 'Health & Well-being' and 'Safety' working groups, which meet regularly to share learnings and best practices.

Diversity

RTL Group implemented Group-wide diversity related processes and measures under consideration of local legal requirements. In addition, some business units – including RTL Deutschland and Fremantle – have implemented their own working groups addressing diversity and variety. A large number of employee networks, including Bertelsmann's cross-divisional LGBTIQ+ employee network be.queer or RTL Deutschland's FEMpowermentNET, and more than 10 employee-led groups at Fremantle are engaging on diversity and variety-related matters including race and ethnicity in the corporate context. In addition, employee representatives (such as Group representatives for disabled employees) are informed or consulted on specific topics. Within Fremantle's ELGs, key areas such as accessibility for

D/deaf, disabled, and neurodivergent employees; support networks for racial and ethnic minorities, LGBTIQ+ colleagues, parents and caregivers; and mental health and well-being have been addressed.

Employees, including their representatives, are also consulted on other important decision-making processes as required. For example, this occurs when carrying out the double materiality assessment to determine the Group-wide, material ESG topics or as part of the creation and revision of policies.

S1-3 – Process to remediate negative impacts and channels for own workforce to raise concerns

RTL Group is committed to ensuring that its operations do not result in or contribute to any material negative impacts on its workforce, both directly and indirectly. The Group continuously evaluates and enhances its practices across all business activities, with a strong focus on protecting the health and well-being and rights of its own workforce. To achieve this, RTL Group has implemented comprehensive policies and procedures designed to identify, prevent, and minimise any harmful effects, including regular monitoring and assessment of supply chain practices. When business challenges arise that may hinder the mitigation of such impacts, RTL Group engages in open dialogue, striving to balance operational efficiency in line with RTL Group's principles on social responsibility. Through ongoing training, stakeholder engagement, and internal audits, RTL Group reaffirms its commitment to fostering a positive and respectful work environment, ensuring that any potential risks are proactively managed and addressed.

'Speak Up' is RTL Group's whistleblower system. It offers its employees various ways to seek advice or to report concerns about possible misconduct in a confidential and secure manner. Information about potential compliance violations can be reported online or by telephone, and anonymously if desired. In addition, external ombudspersons appointed by RTL Group are available. Concerns can also be raised directly with local contacts (such as supervisors, senior management, local compliance officers or managers as well as human resources, legal, finance or internal audit related departments, or employee representatives where they exist), or with RTL Group's Compliance department. The Compliance department is responsible for providing the speak-up channels, receiving reports and coordinating investigations or other follow-up measures.

Each report is handled in accordance with the process set out in the related guidelines (see **G1-1**) that are updated as needed. After an initial assessment of the report, an investigation is carried out by the investigation team, which takes action in the event of substantiated violations. The results are documented by the Compliance department. The effectiveness of the speak-up system is reviewed at least once a year to ensure that it is functioning properly and guaranteeing access for the Compliance department. The review of the effectiveness of the system is assessed, among other things, based on the number of complaints received, information about the groups of people who have submitted complaints, the proportion of complaints resolved and complaints for which no remedy could be provided, as well as the processing time of the complaints. This provides evidence of the potential for improving the quality of the speak-up channel, communication and the appropriate resources for the complaints procedure.

When designing and implementing the speak-up channel, particular importance was attached to ensuring access for the company's own employees and to taking measures to counteract potential obstacles such as a lack of resources and information, as well as language barriers. As part of the regularly conducted employee survey, employees are asked to rate topics related to the complaints procedure. The feedback is incorporated into the further development of the procedure. The system is available in different languages.

S1-4 – Actions to manage material impacts, risks and opportunities and their effectiveness

RTL Group takes appropriate and effective action to reduce or mitigate its negative impacts – if any – on its workforce and related risks, and to promote implemented measures to the benefit of employees. The following is a summary of the important measures – measured both centrally and Group-wide – in relation to the material impacts.

Training and skills development

RTL Group strives to be an employer of choice that attracts and retains the best talent, while equipping employees with the necessary skills and competencies to successfully master the company's current and future challenges. At RTL Group, commitment to fostering an inclusive and equitable work environment is reinforced through comprehensive training and development programmes. These initiatives are designed to ensure equal treatment and opportunities across the Group. By offering accessible and diverse training options, RTL Group empowers individuals to develop new skills, advance careers, and reach their full potential. RTL Group does this by offering training programmes and individual coaching in a wide range of subjects, from strategy and leadership to digital skills and safety, health and well-being.

Peoplenet, the global portal for learning, recruitment and talent management is implemented at the majority of business units within RTL Group and provides learning content to help employees refresh their current skills and embrace new ones. LinkedIn Learning and Skillsoft provide full accessibility and flexibility to all employees with Peoplenet access for self-organised learning. Numerous training opportunities are available that align with RTL Group's 70:20:10 learning model. These also include access to internal exchange networks and platforms for all RTL employees, such as the Bertelsmann Collaboration Platform (BCP) and the RTL Group AI Hub, as well as local AI Hubs for various business units. Employees can share knowledge and take part in webinars and training on the BCP. The AI Hub was established in 2024 with the aim to share best practices, learning opportunities and the latest AI-related developments to all employees across the Group.

RTL Group employees had the opportunity to participate in Bertelsmann's three-year Tech and Data Scholarship Initiative (2023 to 2025) jointly with employees of other Bertelsmann affiliates, with more than 50,000 places. The initiative includes both the Udacity technology scholarship programme Next Generation Tech Booster and the Employee Scholarship programme with Udacity, Coursera and Harvard Online. In 2024, the second round of both programmes was completed and the third was started. To foster a learning culture, the digital peer-to-peer learning format Your Campus and the learning format Your Growth Booster were implemented. Several programmes have been implemented to strengthen and connect top executives. One such programme is the ongoing digital initiative 'BeReady', which occurs multiple times a year for all top executives, helping them stay informed about the latest leadership trends. The strategy programmes 'Managing Strategy for Action' at Harvard Business School and 'Leading Transformation and Disruption' at Stanford University take place once a year. The programme 'Preparing for Opportunities' at the business school INSEAD takes place twice a year. In addition, work began on revising the performance and development dialogue to update core competencies and to improve user-friendliness. To identify and close skills gaps, a regular analysis of the tech and data roles critical to business success is carried out. The results of the analysis of skills gaps are presented at least once a year by the RTL Group business units to the respective Nominations and Compensations Committees. Participant feedback is evaluated from all other company-wide learning formats and executive programmes.

RTL Group's learning culture is also evaluated based on the results of the employee survey. With regard to the performance and development dialogue, RTL Group plans to review the effectiveness completeness of the of the process, based on the number of evaluations conducted and voluntary feedback from participants. Local leadership programmes are established within the various business units. At Fremantle, executives participate in 16 industry-wide mentorship and career development programmes such as Learning the Ropes, Breakthrough Leaders, Mama Youth Project, ScreenSkills, and Project Future Forge. In 2024, RTL Group hosted orientation days, a networking and learning event, where senior managers from the various business units had the opportunity to exchange, connect, share experiences, create synergies, and build a network of personal and professional contacts.

Safety, health and well-being

In 2024, employees were addressed by Group-wide and local initiatives to raise awareness of mental health, and an international 'Fit for Work' sports campaign was carried out. For example, Fremantle trained and accredited mental health first aiders who are a first point of contact for staff who may be experiencing mental health issues. In addition, specialist clinicians provided global training on managing mental health, and expert-led webinars provided nutritional advice and guidance for good mental health and well-being. RTL Deutschland offers the free Phileo app to promote mental health to its employees. The app exists to help employees prevent work-related stress and thus promote their mental health at work – completely independent of time and place. RTL Hungary offers its employees an 'All You Can Move' sports pass, providing access to a variety of sports classes. Moreover, as part of an 'Employee Support Programme', RTL Hungary colleagues can take part in psychology and legal consultations or meet with a dietitian to improve their eating habits. Various business units have Employee Assistant Programmes (EAPs) in place where employees can anonymously reach out to external consultants for personal psychosocial issues. Suitable health measures are discussed individually within the business units. The business units take responsibility regarding management systems to ensure appropriate measures and its tracking. In addition, the results of the employee survey allow conclusions to be drawn about possible areas for improvement. RTL Group's Human Resources department promotes health and well-being on the Group's intranet and gives access for employees to various learning material on the subject. Additionally, local sports activity discounts for employees are available in most business units.

Diversity

In 2024, awareness-raising and capacity-building initiatives (such as training and lectures) were carried out, including activities in celebration of International Women's Day. RTL Group is represented in the Bertelsmann LGBTIQ+ employee network be.queer, which contributed to awareness-raising with activities around Pride Month, among other things. Suitable diversity measures are defined and evaluated on the basis of regular discussions in working groups and with employee-led networks. In addition, diversity-specific questions from the employee survey are evaluated for a comprehensive assessment.

RTL Deutschland has developed a guideline for inclusive filming. The aim is to create awareness and exchange about artistic working methods between filmmakers and actors with disabilities and to prepare production teams for inclusive filming. In the reporting year, RTL Deutschland initiated its third diversity week ('Woche der Vielfalt') with a focus on generations. During this week, RTL Deutschland reported extensively on its news and magazine programmes to build bridges between people of all ages. Since 2020, RTL Deutschland has supported the 'Storytellers' competition, in which students from selected film schools are invited to develop and submit a concept for a young-adult series for RTL+. The first winning project of the competition premiered as an RTL+ original in 2022, while winners of the 2023 edition realised their projects in 2024. The competition is now supported by the Film and Medienstiftung Nordrhein-Westfalen, a leading German funding institution supporting the development of film and TV projects in NRW. In the future, 'Storytellers' will offer a production budget of up to €1.5 million, opening up new possibilities in production.

Fremantle continued its partnership with The TV Collective, a community of connected TV professionals of colour, as part of the Breakthrough Leaders programme in the UK. The programme supports future leaders from Black, Asian and minority ethnic backgrounds. The collaboration with the TV Collective's Breakthrough Leaders Programme received a Special Recognition Award from the Royal Television Society, celebrating its impact on supporting freelance TV professionals during a challenging year. In Sweden, Fremantle's leadership team is participating in the external mentoring programme All of Us, for young people of colour in the creative industries. In addition, Fremantle supports the WomenUp programme – which consists of 40 women and their mentors – to address the female leadership gap. In the US, a partnership with Fresh Films supports 400 young people from under-represented backgrounds based in 27 locations nationwide. To reinforce Fremantle's commitment to being an anti-racist company and to support staff, expert-led awareness, sessions have been delivered on Antisemitism, anti-Muslim and anti-Black racism which were attended by over 600 staff globally.

Groupe M6 reinforced its commitment to inclusion by taking part in DuoDay during the 28th European Week for the Employment of People with Disabilities. This initiative, a key part of Groupe M6's handicap mission for nearly 20 years, pairs people with disabilities with company employees for a day of shared work experience. In 2024, four duos were formed, offering hands-on experiences across RTL Matin (RTL morning), RTL Soir (RTL evening), La Team Fun Radio, and the M6 newsroom. The day focused on raising awareness of invisible disabilities. To mark the International Day Of Persons With Disabilities on 3 December 2024, Groupe M6 launched a joint campaign with TF1, Canal+ and RMC BFM with the aim of raising public and company awareness of the employment of people with disabilities. In a collective approach, the teams produced a commercial highlighting people with disabilities in their companies.

Measures against violence and harassment

In 2024, the design of a new mandatory anti-discrimination training course was initiated with the aim of strengthening the basic understanding of anti-discrimination and informing all employees of their rights and obligations. The effectiveness of the training is to be evaluated on the basis of participation rates after its implementation in 2025. In addition, contact persons for the General Equal Treatment Act (AGG in Germany) are available to employees at the locations in Germany. Employees have been informed of their rights in this regard.

In response to a conducted survey, revealing that 5 per cent of students in France fear going to school due to harassment, Groupe M6 launched an awareness campaign together with its children channel Gulli in 2024. The campaign, titled 'Gulli, avec les enfants, contre le harcèlement' (Gulli, with children, against harassment), is broadcast across all Groupe M6 channels, including Gulli, social media, and streaming service M6+. The initiative featured a manifesto, 'Déclaration des Super Cop's' (Declaration of the Super Cops), and three fictional films, created with 14 students, highlighting the collective strength and empathy of children in combating bullying.

Social dialogue and freedom of association, including the existence of employee representation

RTL Group strongly supports social dialogue and freedom of association. In 2001, RTL Group established a European Works Council providing for the transnational information and consultation of all employees working for RTL Group affiliates based within the territory of the European Community or the territory of the European Economic Area. Today, the European Works Council consists of representatives from RTL Group's local works councils in the EU. It maintains an open dialogue with RTL Group's executive management to address cross-border employment issues, and to represent employee interests at the top level of the company. The Executive Committee and the employee representatives meet three to four times a year to discuss economic and social issues of a strategic and transnational nature (European Forum for Social Dialogue). In addition, employees of RTL Group business units can elect their local works council pursuant to applicable national regulations. RTL Deutschland has 18 local works councils, which together form the group works council of the RTL Deutschland companies. At RTL Group, the Group-wide aspiration in relation to secure employment, working hours, work-life balance, collective bargaining, fair compensation and gender equality is codified or referenced in the Group's Policy on Fair Working Conditions.

S1-5 – Targets related to material impacts, risks and opportunities

RTL Group adheres to local legal requirements and compatibly with these, RTL Group is committed to enabling diversity at every level of the organisation regarding nationality, gender, age, ethnicity, religion and socio-economic background. The Group places a special emphasis on gender diversity. RTL Group's long-term ambition is for women and men to be represented equally at all levels. RTL Group's Executive Committee reviewed the Group's objectives and set the following quantitative target: to increase the share of women in top management positions to at least 40 per cent by the end of 2030. The Group reports on its progress towards this target each year (see **S1-9**).

At RTL Group, the implementation of the corporate strategy and the operational responsibility for the businesses including the implementation of business-specific targets are largely delegated to the business units. In this context and in the light of the first-time implementation of the double materiality assessment, there are currently no Group-wide targets in the sense of the requirements according to MDR-T for all other material employee-related topics. At the Group level, mechanisms are used to ensure the effectiveness of policies and measures, as described in **S1-1** and **S1-4**.

S1-6 – Characteristics of the own workforce

§ Principles of reporting: The metrics to be disclosed in S1-6 on the total number of RTL Group's employees are given in headcount as of 31 December 2024. Interns and trainees are excluded from the figures. The breakdown by country is based on the registered office of the legal entity that employs the employees. Germany and France are shown separately in the reporting as they exceed the size criteria of 50 or more employees stipulated in the ESRS and account for more than 10 per cent of the total number of employees. The breakdown by gender is based on the gender stated by the employees. Currently, employees cannot specify a gender other than male or female in all local Human Resources (HR) related master data systems. Against this background, RTL Group offers all employees the opportunity to voluntarily enter or correct their gender in the Group-wide HR IT system Peoplenet. If employees have reported a gender other than male or female, they are shown in the 'Other' category. Employees for whom no gender is entered or employees who do not wish to disclose their gender are shown under 'Not reported'. The breakdown by contract duration is based on the respective local HR master data. If employees are in permanent or fixed-term employment without guaranteed working hours, they are shown both as permanent or fixed-term employees and as employees without guaranteed working hours. Employee turnover is divided into the categories voluntary and involuntary. Voluntary turnover includes employees who have initiated the termination of their contract or employees who have retired. Involuntary turnover includes employees who have been dismissed or have died. The denominator for the calculation of employee turnover is based on the average number of employees over the year (beginning and end of the year). No estimates were made when collecting the metrics for S1-6.

Total number of employees by gender

	31 December 2024 Total
Male	8,091
Female	9,518
Other	3
Not reported	–
Total	**17,612**

Total number of employees by country

	31 December 2024 Total
Germany	9,049
France	2,886
Other	5,677
Total	**17,612**

Total number of employees by contract type

	Male	Female	Other	Not reported	31 December 2024 Total
Permanent employees	6,127	6,813	1	–	12,941
Temporary employees	1,964	2,705	2	–	4,671
Total	**8,091**	**9,518**	**3**	**–**	**17,612**
Thereof non-guaranteed hours employees	4	2	–	–	6

As of 31 December 2024, a total of 17,612 employees worked at RTL Group, the majority of whom (73 per cent) were employed on a permanent basis. The use of fixed-term and alternative employment models (for example contracts without guaranteed working hours) is limited to situations that make this necessary due to special business requirements (such as flexibility reserve, temporary requirements, creative or specialist skills) as stated in the Policy on Fair Working Conditions.

Metrics on fluctuation

	31 December 2024 Total / %
Total number of employees who have left the undertaking	9,777
Rate of employee turnover (in %)	55

In 2024, a total of 9,777 employees left the company. The turnover rate on open-end contracts was 16 per cent. The overall turnover rate was 55 per cent. This figure includes all employees who left the company voluntarily and involuntarily during the reporting year.

The turnover rate is largely driven by Fremantle's production business, where roles behind and in front of the camera are specific for each production. Due to the temporary, project-specific nature of work in production, individuals are hired on fixed-term contracts for the duration of the respective project. These leavers are included in the figure.

S1-8 – Collective bargaining coverage and social dialogue

§ Principles of reporting: The coverage rates are calculated based on the total number of employees in accordance with ESRS S1-6, in heads as of the reporting date of 31 December 2024. Germany and France are reported on separately in terms of coverage by collective agreements and by employee representation (see table S1.8.1), as the size criteria of 50 or more employees and more than 10 per cent of the total number of employees set out in the ESRS are met there. No estimates were made in compiling the metrics for S1-8.

The following table shows the coverage rates through collective bargaining agreements and employee representation in countries of the European Economic Area for countries that meet the size criteria set forth in the ESRS.

Coverage rate in per cent

	31 December 2024	
	Collective bargaining coverage – in the EEA	Social dialogue – in the EEA
0-19%		
20-39%		
40-59%		
60-79%		
80-100%	Germany, France	Germany, France

In Germany and France, the percentage of employees covered by collective agreements was 81 per cent and 100 per cent respectively in 2024. 100 per cent of employees were represented by employee representatives in both Germany and France. In addition, RTL Group has corresponding exchange with the European Works Council to promote dialogue and partnership with employee representatives.

S1-9 – Diversity metrics

§ **Principles of reporting:** The breakdown by age group is based on the total number of employees in accordance with ESRS S1-6, in heads as of 31 December 2024. RTL Group's top management consists of the Group and senior executives and includes positions that are particularly important for the achievement of the Group's business and strategic goals. No estimates were made in collecting the metrics for S1-9.

Employees by age

	31 December 2024 Total
Under 30 years old	3,554
30 to 50 years old	9,793
Above 50 years old	4,265
Total	**17,612**

As of 31 December 2024, more than half of all RTL Group employees were between 30 and 50 years old. In addition, there was a balanced distribution between employees younger than 30 (20 per cent) and older than 50 (24 per cent).

Top management by gender

	Male	Female	Other	Not reported	31 December 2024 Total
Number	76	34	–	–	110
Percentage	69	31	–	–	100

RTL Group's overall workforce is balanced by gender (with 46 per cent men and 54 per cent women as of 31 December 2024). Group Executive positions generally encompass the members of the Executive Committee, the CEOs of the business units and their direct reports, members of the Management Boards, and the Executive Committee direct reports at RTL Group's Corporate Centre. Senior executives positions generally encompass the managing directors of the businesses at each business unit, the heads of the business units' departments and the Senior Vice Presidents at the Corporate Centre (unless classified as members of top management). At the end of 2024, the ratio of women in group and senior executive positions (top management) was 31 per cent.

S1-10 – Adequate wages

§ **Principles of reporting:** The coverage rate will be calculated based on the review of all employees who worked for RTL Group during the fiscal year 2024 (starting from day one of employment in the reporting year). Wage adequacy is verified locally by comparing wages against a centrally provided, continuously updated list of applicable benchmarks for the countries (or sub-grouping levels such as regions, industries, etc.) in which RTL Group's operates as of 31 December 2024. No estimates were made in collecting the metrics for S1-10.

In 2024, all employees of RTL Group's were adequately remunerated in accordance with the applicable benchmarks.

S1-14 – Health and safety metrics

§ **Principles of the reporting:** The percentage of employees covered by an occupational health and safety management system is calculated based on the total number of employees in accordance with ESRS S1-6 in heads as of 31 December 2024. In addition, the calculation of the number of fatalities includes not only RTL Group's employees. The rate of reportable occupational accidents per 1 million hours worked is calculated by dividing the number of recordable work-related accidents by the total contractual working hours, or, if available, the actual working hours, and then multiplying the result by 1 million. In accordance with the transitional provisions set out in the ESRS, reporting on the number of cases of reportable work-related illnesses and the number of days lost will take place.

The estimate of working days is based on the total number of calendar days in 2024 minus weekends (total of 262 days) and minus the following paid absences: statutory public holidays (estimated on the basis of the number of official holidays in the countries with the most employees), 30 days of paid leave (estimated on the basis of standard leave entitlements in these countries), and 12.1 days of paid sick leave (estimated on the basis of the average number of annual paid sick leave days for employees in Germany between 2017 and 2023).

Metrics on health and safety at work

	31 December 2024 Total / %
Coverage of own workforce by health and safety practices in compliance with local legal requirements (in %)	100
Coverage of own workforce by health and safety management systems (in %)	24
Number of fatalities due to work-related injuries and ill-health	–
Number of cases of recordable work-related accidents – own employees	122
Rate of recordable work-related accidents – own employees	**4.71**

As of 31 December 2024, 100 per cent of the own workforce was covered by health and safety practices in compliance with local legal requirements. A total of 24 per cent of employees were covered by a management system for health and occupational safety fulfilling RTL Group's health and safety criteria, including those aligned with or certified according to the ISO 45001 standard. In the reporting year, 0 death were reported, and the number of reportable work-related accidents was 122. The rate of reportable work-related accidents was 4.71 per 1 million hours worked. This figure is primarily driven by the nature of work in the production business, such as at Fremantle's production entities or within RTL Deutschland's content production which often involves on-location filming, set construction, and the use of heavy equipment.

S1-16 – Remuneration metrics (pay gap and total remuneration)

§ **Principles of reporting:** The basis for calculating the remuneration indicators are employees who have an active employment relationship with RTL Group as of 31 December 2024 in accordance with ESRS S1-6. To calculate the unadjusted gender pay gap, RTL Group collects the actual total gross income (for example in accordance with the yearly Remuneration Report) and the contractual annual working hours (or the actual working hours for employees on 'non guaranteed hours employment contracts') as well as gender. Unpaid periods of absence during the year and changes in the degree of employment are corrected by adjusting the annual working hours. The effective hourly wage is calculated on this basis. The actual total gross income is also used to calculate the ratio of the total remuneration of the highest-paid individual to the median annual total remuneration. Values in foreign currency are converted into euro using the exchange rate as of 31 December 2024 and set in relation to each other.

Metrics on remuneration and gender pay gap

	31 December 2024 % / Ratio
Gender pay gap, defined as the difference of pay levels between female and male employees, expressed as the unadjusted pay level of male employees at year-end (in %)	13
Annual total remuneration ratio of the highest paid individual to the median annual total remuneration for all employees (excluding the highest-paid individual)	54

S1-17 – Incidents, complaints and severe human rights impacts

§ **Principles of reporting:** The data on incidents and complaints comes from RTL Group's case management. Groupe M6 has its own compliance management system and provides its data in accordance with RTL Group's definition for RTL Group reporting. No estimates were made.

In 2024, 66 complaints were submitted by employees via the speak-up channels. The total number of reported incidents of discrimination, including harassment, during the reporting period was 39. As a result of these complaints and incidents, RTL Group had to pay €nil in fines, penalties, and compensation. Furthermore, RTL Group is not aware of any severe human rights issues during the reporting period. No fines were paid in this context.

S4 Consumers and end-users

As a leading entertainment company, RTL Group has social responsibilities towards the communities and audiences it serves. The company is committed to respecting privacy and freedom of expression and to providing access to high quality information, products and services. A healthy, diverse and high-quality media landscape is the foundation of a democratic and connected society.

SBM-2 – Interests and positions of stakeholders

RTL Group values and takes into account the interests of consumers and end-users. RTL Group aims to reflect the diverse opinions of the societies it serves with its broadcasting, content production, streaming, digital media services and print publishing. It is essential for RTL Group to create formats for the society across all its platforms and therefore make it accessible to a wide range of audiences.

Certain groups of RTL Group's consumers and end-users (such as children and young people) are particularly affected. RTL Group recognised the importance of considering audiences that require protection due to specific risks, which led to the design of programmes that directly addressed their needs and potential vulnerabilities. For example, children's channels such as Toggo or Gulli focus on content specifically crafted to be age-appropriate, ensuring a safe and protected environment for minors.

Additionally, the speak-up channels (see **S4-3**), which are available to both RTL Group employees and third parties, help to improve RTL Group's products and services by using feedback from consumers and end-users and strengthen relationships with them.

SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model

As the double materiality assessment identified impacts, risks and opportunities in RTL Group's content business in particular, these and related measures to provide remedy for human rights impacts are reported in the entity-specific section. Entity-specific impacts, risks and opportunities have been derived from: content responsibility, creative editorial independence and freedom of expression, (digital) media literacy, artificial intelligence, handling of data, intellectual property, representation of society, and access to content. However, the individual extent and scope vary depending on the country and type of consumer and end-user. The impacts, risks, and opportunities mentioned in this section are described in the dedicated chapters. The information provided here should be understood as generally applicable to the topic of consumers and end-users.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Consumers and end-users		Broadcasting and streaming services provide a wide range of content choices and genres, allowing consumers to access a diverse range of information, entertainment, and educational material. Consumers can access content and products anytime and anywhere, offering convenience and flexibility in their entertainment and shopping experiences. Broadcasting platforms and streaming services enable content and products to reach a broad audience, promoting cultural exchange and connecting people from different backgrounds.	Impact Positive Potential	Downstream	Short term, medium term
		Advertising helps consumers become aware of new products, services, and promotions. It provides valuable information about the features, benefits, and availability of products, aiding consumers in making informed purchasing decisions. Advertising has the potential to reflect and shape cultural values and social norms. It can promote diversity, inclusivity, and social causes, raising awareness about important issues and fostering positive social change.	Impact Positive Potential	Downstream	Short term, medium term
		Publishing has the potential to significantly enhance the well-being of its users. Content with educational value, for instance, doesn't just increase knowledge and understanding – it also contributes to personal growth and development. It empowers individuals to expand their skills, broaden their perspectives, and enhance their overall education. Similarly, entertaining content plays a crucial role in reflecting diversity in society and in improving the joy and quality of life of consumers, by offering a means of relaxation, escapism, and enjoyment. Engaging and entertaining content can bring happiness, laughter, and emotional fulfilment to individuals, providing a much-needed break from the stresses of daily life.	Impact Positive Potential	Downstream	Short term, medium term
		News can empower consumers by providing them with knowledge about their rights, consumer protection laws, and tips for making smart purchasing choices. This can help them navigate the retail landscape and avoid potential scams or unethical practices. News coverage of the retail industry can hold businesses accountable for their actions. Investigative journalism can expose unethical practices, promote transparency, and encourage companies to improve their policies and practices.	Impact Positive Potential	Downstream	Short term, medium term

Content production can sometimes contribute to the spread of misinformation or fake news. If not properly fact-checked or verified, inaccurate information can mislead and deceive consumers, potentially causing harm or confusion. Certain content may promote harmful or unethical behaviour, such as violence, hate speech, or discrimination. Irresponsible content production that glorifies or encourages negative actions can have detrimental effects on society, perpetuating harmful ideologies or behaviours. Some content in RTL Group's businesses can perpetuate unrealistic beauty standards or promote unhealthy body image. This can lead to negative self-perception, body dissatisfaction, and contribute to mental health issues, especially among vulnerable individuals. Content production that focuses solely on promoting materialistic values can contribute to overconsumption. This can have negative environmental and social consequences, such as resource depletion and financial strain.	Impact Negative Potential	Downstream	Short term, medium term
The reliance on digital broadcasting and streaming services assumes access to reliable and high-speed internet connections. In areas with limited or no internet access, individuals may face barriers in accessing content and products, leading to a digital divide. Streaming services and digital broadcasting services often involve the collection and analysis of user data for targeted advertising or content recommendations. This raises privacy concerns and the potential misuse of personal information.	Impact Negative Potential	Downstream	Short term, medium term
Some advertisements may employ manipulative or deceptive tactics to influence consumer behaviour. This can lead to consumers making purchasing decisions based on exaggerated claims, potentially leading to disappointment or dissatisfaction. Advertising often promotes materialistic values, encouraging individuals to constantly seek new products and possessions. This can contribute to overconsumption, debt, and a focus on material goods rather than personal well-being or sustainable lifestyles.	Impact Negative Potential	Downstream	Short term, medium term
Publishing content can sometimes contribute to the spread of misinformation or fake news. If not properly fact-checked or verified, inaccurate information can mislead and deceive consumers, potentially causing harm or confusion. Certain content may promote harmful or unethical behaviour, such as violence, hate speech, or discrimination. Irresponsible content production that glorifies or encourages negative actions can have a detrimental effect on society, perpetuating harmful ideologies or behaviours. Some content in RTL Group's businesses can perpetuate unrealistic beauty standards or promote unhealthy body image (for example, advertising sometimes portrays idealised body images and reinforces stereotypes). This can lead to negative self-perception, body dissatisfaction, and contribute to mental health issues, especially among vulnerable individuals. Content production that focuses solely on promoting materialistic values can contribute to overconsumption. This can have negative environmental and social consequences, such as resource depletion and financial strain.	Impact Negative Potential	Downstream	Short term, medium term
News services can be subject to both sensationalism and biased reporting, which can distort information and mislead consumers. Biased reporting can also perpetuate stereotypes or unfairly target certain brands or retailers. With the abundance of news sources and platforms, consumers may face information overload, making it challenging to distinguish reliable and accurate news from misinformation or fake news. This can lead to confusion and difficulty in making informed decisions. News coverage can significantly influence consumer behaviour. Positive news about certain products or brands may lead to increased demand, while negative news or controversies can impact consumer trust and result in decreased sales.	Impact Negative Potential	Downstream	Short term, medium term

Management of impacts, risks and opportunities

RTL Group addresses its material IROs through various policies, engagement procedures, speak-up channels (for raising concerns and reporting potential compliance violations), actions and targets. These are explained in **S4-1** to **S4-5**. Further information can also be found in **Entity-specific** information.

S4-1 – Policies related to consumers and end-users

RTL Group is aware of its responsibility towards consumers and end-users. This is expressed in particular in the RTL Group Code of Conduct. RTL Group is committed to upholding human rights in all its operations, as outlined in its Code of Conduct, ensuring respect for the rights of consumers and end-users.

The Executive Committee has established policies that reflect RTL Group's approach, outlining principles and standards to be consistently applied in daily operations to address the impacts, risks, and opportunities related to consumers and end-users. RTL Group currently has a comprehensive set of rules covering a wide range of material topics, which define the stance on these issues, alongside specific principles addressing individual topics. The topic owners are accountable for defining the content of the policy and ensuring its communication to the business units, while the business units hold responsibility for its implementation. The policies are applied in RTL Group SA and CLT-UFA SA and all of their controlled subsidiaries (owned by more than 50 per cent, directly or indirectly under board control, or otherwise controlled) ('RTL Group companies'), while respecting any special corporate governance requirements that apply to RTL Group companies that are not 100 per cent owned, directly or indirectly, by RTL Group SA or CLT-UFA SA (e.g. Groupe M6).

We engage with consumers through transparent communication, feedback channels, and regular assessments to monitor and promote compliance with key human rights frameworks, including the UN Guiding Principles on Business and Human Rights and the ILO Declaration (see **S4-2**).

RTL Group Code of Conduct

In addition to the employee-related topics described in **S1 Own workforce**, the RTL Group Code of Conduct also includes principles on material information-related impacts, personal safety and social inclusion in relation to consumers and end-users. As a binding guideline, it stipulates the utmost care and strict confidentiality regarding customer data in compliance with applicable laws and regulations. With regard to content created and disseminated, the RTL Group Code of Conduct requires respect for privacy and the correct and responsible handling of information, opinions and images. In this context, it also emphasises the preservation of editorial and journalistic independence and the protection of children and young people in the creation and dissemination of content. The company is committed to developing and producing safe products that are neither defective nor dangerous to the health of customers. With regard to information about products and services, the RTL Group Code of Conduct emphasises the relevance of truthful information in marketing and advertising. Detailed information on the other disclosure requirements under the MDR-P, such as scope of application, responsibility, and availability of the Code of Conduct, can be found in **S1-1**.

RTL Group Supplier Code of Conduct

The RTL Group Supplier Code of Conduct, which is available on the Group's corporate website, outlines the expectations and requirements for RTL Group's business partners. It mandates that all business partners acting on behalf of, or alongside, RTL Group adhere to minimum legal compliance standards. These include suppliers, vendors, consultants, agents, subcontractors, minority shareholders, sales representatives, and freelancers. RTL Group requires its partners to extend these minimum requirements, including topics such as integrity and human rights, throughout their own value chain, ensuring that any third parties they employ (such as subcontractors or freelancers) who work for RTL Group also comply with these standards. The Supplier Code of Conduct is founded on internationally recognised principles of responsible corporate governance. RTL Group requires its business partners to adhere to the principles outlined in the RTL Group Supplier Code of Conduct in order to protect business activities and minimise impacts on consumers and end-users.

Newsroom guidelines

Group-wide commitment to impartiality, responsibility and other core journalistic principles is articulated in its Group-wide applicable Newsroom guidelines. RTL Group's Chairman of CR is responsible for implementing the guideline on Group level. These Group-wide applicable guidelines are accessible via the intranet and published on RTL Group's website.

These guidelines are designed to uphold journalistic integrity, ensure responsible reporting, and maintain public trust in RTL Group's news coverage. It aims to prevent, among other things, the spread of misinformation or fake news. The framework serves as a reference for daily tasks and navigating complex situations that RTL Group's editorial staff frequently face. It outlines binding principles for truthful and impartial reporting, respectful handling of personal rights, diligent research of texts, images, and graphics, protection of minors, and a cautious, critical approach to third-party news.

RTL Group's journalists are committed to truthful, impartial reporting, ensuring all sources are trustworthy and all sides of a story are presented. Unfair or illegal research methods are prohibited, and political interference is strictly avoided. Discrimination based on gender, disability, or group affiliation is not tolerated. When reporting on individuals, especially victims or accused persons, RTL Group's journalists are encouraged to act responsibly, respecting privacy and the presumption of innocence. Potentially defamatory stories must be handled with diligence, ensuring effective anonymisation when required. Reports on acts of violence must emphasise the condemnation of physical violence as a means of resolving conflicts. Graphic content is used sparingly and only when in the public interest, avoiding glorification of violence. Special care is taken with live reporting and sourcing from social media, especially during emergencies. The personal rights of children are handled with sensitivity. Content that could violate minors' rights is carefully assessed for genuine public interest. Depictions of violence or sexual content are scrutinised to prevent adverse effects on children. Fictional or scripted elements are not used in news programmes. If included, they are clearly labelled. Direct quotes are not manipulated, and a clear separation between editorial content and advertising is maintained. The guidelines require that expert opinions are critically examined for potential biases, and unsolicited journalistic content is treated with scepticism. Unwarranted product placements need to be avoided.

S4-2 – Procedures for engaging consumers and end-users on material impacts, risks and opportunities

In addition to the speak-up channels described in **S4-3**, which are available to both RTL Group employees and third parties, RTL Group engages with its consumers and end-users through its social media presence and by providing feedback and support opportunities such as meet the user events, qualitative group discussions, tracking studies and surveys via online access panels. For example, surveys are conducted through the 'Ask your Audience Panel', which includes several households equipped with a 'Home Research Box' for TV and video content feedback. This contributes to a better understanding of consumer and end-user needs and expectations and helps the company to continuously improve and develop its products and services and strengthen relationships with these groups. In addition, there is no Group-wide centralised process for working with consumers and end-users given the local nature of RTL Group's business models. The implementation of the Group strategy and the operational business responsibility for implementing such procedures is largely decentralised at RTL Group in line with the principle of subsidiarity. Consumers' perspectives are also taken into account through the double materiality assessment, which considers both the impact of RTL Group's activities on consumers and end-users and how their expectations shape RTL Group's business practices.

S4-3 – Procedures to address negative impacts and channels through which consumers and end-users can raise concerns

Consumers and end-users also have access to RTL Group's speak up channels which enable confidential, encrypted and, if desired, anonymous dialogue with the Compliance department. Each report is handled in accordance with the process set out in the related guidelines (see **G1-1**). The grievance mechanisms described to address negative impacts also apply to consumers and end-users. RTL Group's Code of Conduct details the different speak-up channels and provides instructions on how to access them, with this information also readily available on RTL Group's corporate website. The RTL Group Compliance department has been tasked with managing the RTL Group speak-up channels, handling incoming messages, and coordinating investigations or other follow-up measures.

S4-4 – Actions related to material impacts, risks and opportunities, and their effectiveness

RTL Group has introduced a broad range of initiatives to improve consumer protection and minimising potential negative impacts of its activities. These efforts include Group-wide training programmes (such as data protection, use of artificial intelligence) and specialised training for journalists (such as RTL Deutschland's RTL School of Journalism) quality assurance processes, and principles to ensure the activities of RTL Group and its business partners neither have nor contribute to significant negative impacts on consumers or end-users. The effectiveness of these actions is continuously monitored through RTL Group's established corporate governance systems that identify risks, assess their impact and enable necessary adjustments. RTL Group's established processes and systems, which are supervised and managed as a core part of the business, require specific roles within the organisation dedicate time and resources to train its own workforce, evaluate the quality of outputs, and resolve any issues that emerge. Although RTL Group has not identified any requirement for major investments regarding the ongoing management of impacts or opportunities, it is acknowledged that the efforts needed from the workforce are considerable. In 2024, RTL Group reported 0 serious human rights violations or incidents related to consumers and end-users.

The impacts, risks, and opportunities (IROs) identified for ESRS S4 'Consumers and end-users' are comprehensively addressed within the chapter dedicated to entity-specific material topics. This approach reflects topics which inherently consider the needs and expectations of consumers and end-users. The actions outlined under **ES1** to **ES7** align with the measures required for mitigating IROs in the context of ESRS S4, ensuring a cohesive strategy that integrates consumer protection, data privacy, and the accessibility of content into the company's operations. By addressing these material topics, RTL Group seeks to mitigate risks and negative impacts, leverage positive impacts and opportunities, and foster a secure, fair, and inclusive experience for its consumers and end-users.

In addition to the actions described in the entity-specific chapter, RTL Group addresses its impacts on consumers and end-users in the field of advertising. Since 2019, RTL Deutschland has taken a comprehensive and cross-genre approach to climate change, focusing on key topics such as plastics, food, water, energy, responsible consumption and biodiversity. This also provides the audience with knowledge on how they can make more conscious purchase choices – such as tips for reducing waste or choosing quality over quantity. Through sustainability-focused advertising, consumers may be encouraged to consider sustainability topics when making purchasing decisions. By dedicating significant broadcast time and space to environmental and social sustainability issues within the reporting year, RTL Deutschland creates attractive, sustainable advertising environments for advertising clients. To highlight these initiatives in the advertising market, the Group's German advertising sales house of RTL Deutschland, Ad Alliance, is developing tailored offers that clearly communicate the content opportunities in different formats, drive engagement and provide advertising clients with opportunities to engage with environmental and social topics in a way that suits their needs and capacities. Advertisers can get involved by placing their content during themed weeks. For larger, bespoke projects, Ad Alliance offers customised integration opportunities that are more closely aligned with RTL Group's broadcasting, publishing, reporting, and streaming content. A recent example is the 2024 Sustainability Week, which focused on biodiversity and had Henkel – a company that operates internationally in the industrial and consumer goods sectors – as its exclusive sponsor. In line with Henkel's sustainability claim 'It starts with us', the company's involvement included TV sponsorship and accompanying digital activation measures that show how partnerships can effectively amplify the sustainability message. The scope of these actions covers RTL Group's downstream activities, including advertising initiatives that affect its consumers. M6 Publicité – the advertising sales house of Groupe M6 – continued to create carbon-neutral advertising slots and offers in 2024. The 'Comportements responsables' (responsible behaviour), for example, highlights commercials from brands that meet one of eight responsible shopping behaviours.

When selecting advertising clients, RTL Group has implemented effective control mechanisms and measures to ensure compliance with all legal requirements for the selection of advertising clients. This includes, for example, regulations that prioritise the protection of children. By carefully reviewing and complying with legal requirements, RTL Group actively contributes to maintaining ethical standards and promoting responsible business practices. Additionally, when initiating new advertising partnerships, due diligence is conducted to ensure that the business partners align with the ethical and operational standards consistent with RTL Group's core values. This commitment guarantees adherence to principles such as integrity, transparency, respect for human rights, anti-corruption, and environmental responsibility.

Targets and metrics

S4-5 – Targets in connection with material impacts, risks and opportunities, and their effectiveness

The implementation of the Group strategy and operational business responsibility with the implementation of business-specific measures is largely delegated to the business units and Group companies in line with the principle of subsidiarity. Against this background and in the context of the first-time implementation of the double materiality assessment, there are currently no targets set at Group level for the material topics mentioned in **S4** as defined by the requirements of the MDR-T.

G Governance information

The pursuit of responsible corporate governance is an integral part of RTL Group's identity and an essential element of its corporate culture.

G1 Business conduct

RTL Group places great value on entrepreneurial freedom and trusts its employees to use this freedom responsibly. All managers are required to be open to discussions about company practices, the work environment, their own behaviour, or the behaviour of other employees. Mutual respect and trust determine the relationship between RTL Group employees and relationships with business partners.

Governance

The Executive Committee has established a compliance organisation which is fully endorsed by the Board of Directors. As part of its responsibilities, the Executive Committee oversees this programme and ensures that it is being continuously improved to effectively prevent illegal or unethical business conduct. The responsibility for compliance rests with Executive Committee, notwithstanding the overall responsibility of the management bodies of the individual Group companies. The Audit Committee of the Board of Directors monitors the effectiveness of the compliance organisation and adherence to legal provisions and internal guidelines. The Head of the Compliance department regularly reports to the Audit Committee, to the Executive Committee and to the Corporate Compliance Committee on the status of the compliance activities.

RTL Group's Compliance department supports the Board and its committees in their review of the overall risk management, control environment, corporate governance and status of compliance with external and internal regulations and principles. The Compliance department supports the design and implementation of RTL Group's Compliance Management System (CMS) and provides support and assistance on compliance matters. In addition to centralised management by the Compliance department, each business unit has a Compliance responsible in charge of addressing compliance issues, including anti-corruption.

The Corporate Compliance Committee (CCC) regularly reviews the Compliance activities of the RTL Group Compliance department. Roles and authorities are governed by the CCC Charter. The CCC is currently composed of RTL Group's CFO (Chairman), General Counsel, Head of Internal Audit, Head of Human Resources, Head of Treasury, Corporate Finance & Risk Management and the Head of Compliance. The CCC supports in monitoring compliance tasks. The committee is responsible for monitoring compliance activities, promoting ethical conduct and fighting corruption and bribery. The CCC is kept informed about ongoing compliance cases and the measures taken to prevent compliance violations. RTL Group's CMS is regularly subjected to a self-evaluation to identify potential for improvement. In addition, RTL Group's Audit Committee regularly monitors the effectiveness of the compliance organisation. In the event of serious compliance violations, ad-hoc reports are submitted to the RTL Group Executive Committee and the Audit Committee.

Material impacts risks and opportunities and their interaction with strategy and business model

The following table presents the material governance topics and their respective impacts, risks and opportunities (IROs) at RTL Group that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, objectives, speak-up channels for raising concerns and reporting potential compliance violations, as well as measures to strengthen the corporate culture, protect whistleblowers and prevent and detect corruption. These are explained in more detail in **G1-1** to **G1-3** and **MDR-T**. Various HR tools, such as regular employee surveys, support a corporate culture that contributes to integrity and law-abiding behaviour.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Business Conduct	Corporate culture	Content production and publishing are creative processes that require innovation and fresh ideas. The focus on content creation can foster a culture of creativity within RTL Group, encouraging employees to think creatively and come up with unique concepts and formats. Content production and publishing involves collaboration among various departments, including writers, producers, directors, and technicians. This collaborative environment promotes teamwork and communication within RTL Group's corporate culture, fostering a sense of unity and shared goals. Content production often requires diverse perspectives and voices to create inclusive and representative content. A thriving content production department can contribute to employee engagement and job satisfaction within RTL Group. When employees feel their creative contributions are valued and their work has a positive impact, it can enhance overall employee morale and loyalty. Corporate culture primarily affects its own workforce. If the corporate culture thrives, it can also be recognised and powerful to the workers of the upstream value chain and downstream by the consumers and end-users.	Impact Positive Potential	Upstream, own operations, downstream	Short term, medium term
		Broadcasting and streaming are creative processes that require innovation and fresh ideas. The focus on content creation can foster a culture of creativity within RTL Group, encouraging employees to think creatively and come up with unique concepts and formats. Broadcasting and streaming content often require diverse perspectives and voices to create inclusive and representative content. Corporate culture primarily affects its own workforce. If the corporate culture thrives, it can also be recognised and powerful to the workers of the upstream value chain and downstream by the consumers and end-users.	Impact Positive Potential	Upstream, own operations, downstream	Short term, medium term

	A positive corporate culture that fosters creativity and innovation can lead to the development of unique and engaging content, attracting more viewers and advertisers. A strong corporate culture that values employee satisfaction and well-being can result in higher employee retention rates, reducing recruitment and training costs. A culture that promotes collaboration, effective communication, and streamlined processes can improve operational efficiency, leading to cost savings and increased productivity. A positive corporate culture that aligns with ethical values and social responsibility can enhance the company's brand reputation, attracting more viewers and advertisers.	Opportunity		Short term, medium term
	A negative corporate culture may foster a toxic work environment, characterised by high levels of stress, lack of support, and unhealthy competition, which can impact employee morale and well-being. If RTL Group's corporate culture fails to prioritise diversity and inclusion within its workforce, it can lead to exclusionary practices and limited perspectives, hindering innovation and creating an unwelcoming environment. Inadequate transparency and communication within the corporate culture can result in distrust among employees, leading to reduced collaboration, lower productivity, and potential conflicts.	Impact Negative Potential	Upstream, own operations, downstream	Short term, medium term
	A negative corporate culture characterised by high employee turnover, low morale, and poor work-life balance can lead to decreased productivity and increased recruitment costs. A culture that stifles creativity and discourages risk-taking can result in stagnant content production, reducing viewer engagement and potential revenue. A negative corporate culture that does not prioritise quality control and attention to detail can lead to content production errors, damaging the company's reputation and viewer loyalty. A corporate culture that neglects legal and compliance standards can result in costly lawsuits, fines, and reputational damage. Corporate culture primarily affects its own operations. If the corporate culture thrives, it can also be recognised and powerful to the workers of the upstream value chain and downstream by the consumers and end-users.	Risk		Short term, medium term
Corruption and bribery – prevention and detection	RTL Group's prevention and detection efforts in corruption and bribery can promote and uphold ethical standards within the organisation. This contributes to a culture of integrity and responsible business conduct. By actively addressing corruption and bribery, RTL Group can enhance trust and credibility among stakeholders, including employees, partners, and audiences. This fosters a positive perception of the organisation and its content. RTL Group's commitment to preventing and detecting corruption and bribery contributes to a fair business environment, ensuring that contracts and partnerships are based on merit rather than illicit practices.	Impact Positive Potential	Upstream, own operations	Short term, medium term, long term
	If corruption or bribery incidents occur, it can erode trust among stakeholders, including employees, partners, and audiences. This can lead to a negative perception of the organisation and its commitment to ethical practices. Corruption or bribery incidents can damage RTL Group's reputation, impacting its credibility and standing within the industry and among the public. This can have long-term consequences for the organisation's brand image and relationships with stakeholders. If corruption or bribery occurs, it can create an unfair business environment, where contracts and opportunities are influenced by illicit practices rather than merit. This can hinder fair competition and negatively impact other industry players. Corruption and bribery can perpetuate social inequality by diverting resources and opportunities away from deserving individuals or organisations. This can hinder social progress and contribute to an unequal distribution of resources.	Impact Negative Potential	Upstream, own operations	Short term, medium term, long term
Management of relationships with suppliers including payment practices	RTL Group's management of supplier relationships and payment practices can contribute to fair and ethical treatment of suppliers, ensuring timely payment and fostering positive business relationships. By maintaining strong relationships with suppliers and ensuring fair payment practices, RTL Group can contribute to the economic stability and growth of those suppliers and the broader economy.	Impact Positive Potential	Upstream, own operations	Short term, medium term
Political engagement	Content of news, streaming services, broadcasting services, advertisement, as well as publishing can contribute to political awareness, encouraging viewers to stay informed and engage in democratic processes. By providing a platform for diverse political perspectives, RTL Group can foster understanding, dialogue, and inclusivity within society. RTL Group's content can facilitate social discourse and debate on political issues, encouraging critical analysis and informed discussions.	Impact Positive Potential	Own operations, downstream	Short term, medium term
	Political engagement and coverage can attract a larger audience, as viewers may tune in for news, debates, and analysis related to political events, resulting in higher viewership and potentially increased advertising revenue. Engaging political content may have high demand, allowing RTL Group to monetise it through licensing, syndication, or digital distribution.	Opportunity		Short term, medium term, long term

	Political engagement in publishing can attract readers who are interested in in-depth analysis, opinion pieces, and coverage of political events, leading to increased readership and potential revenue growth. Political engagement can drive interest and subscriptions to RTL Group's publishing, contributing to a stable and recurring revenue source. Satisfied readers of RTL Group's political content in publishing may be more likely to explore and engage with other products or services offered by RTL Group, creating additional revenue opportunities.	Opportunity		Short term, medium term, long term
	Content production as well as content of streaming, broadcasting, news, advertisement and publishing can shape public opinion on political matters, potentially leading to biased or skewed perspectives that hinder a balanced understanding of complex issues. If RTL Group's content exacerbates political divisions or promotes sensationalism, it can contribute to polarisation and hinder constructive dialogue.	Impact Negative Potential	Own operations, downstream	Short term, medium term
	If political engagement in publishing does not align with the interests or preferences of the target audience, it may lead to declining readership, impacting revenue from subscriptions and advertising. The increasing popularity of digital platforms for political news and analysis can divert readers' attention away from publishing, potentially impacting RTL Group's market share and revenue. Publishing production costs, such as printing, distribution, and paper, may increase, affecting RTL Group's profitability. Shifting reader preferences towards digital sources of political news may result in reduced demand for publishing, impacting RTL Group's circulation and revenue.	Risk		Short term, medium term, long term
	Engaging in political coverage can lead to controversies, potentially leading to viewer backlash, decreased trust, and a loss of advertisers. Political engagement can polarise viewers, leading to audience segmentation and potentially limiting the appeal of certain content to specific demographics, impacting advertising revenue. Political engagement may involve navigating complex regulations and compliance requirements, potentially resulting in increased costs or legal issues. Intensive political coverage may require additional resources, such as reporters, equipment, and research, which can impact RTL Group's production costs.	Risk		Short term, medium term, long term
	Depending on the political climate or controversies, some advertisers may be hesitant to associate their brand with political content, potentially leading to reduced advertising demand and revenue. Political engagement can generate strong opinions and polarisation among viewers/readers. If advertisers are perceived as supporting a particular political stance or party, it may lead to backlash and potential loss of advertisers. The emphasis on political advertising during engagement periods may limit the diversity of advertisers in RTL Group's publishing business, potentially reducing revenue from non-political sectors. Political engagement is often time-limited and subject to election cycles or specific events. After these periods, advertising demand may decline, leading to potential revenue fluctuations.	Risk		Short term, medium term, long term
Protection of whistle-blowers	By providing protection to whistleblowers, RTL Group can foster a culture of transparency and accountability within the organisation. This can have a positive impact on society by facilitating the exposure of wrongdoing or unethical practices. Protecting whistleblowers can enhance RTL Group's reputation and credibility, as it demonstrates a commitment to addressing internal issues and holding responsible parties accountable. This can contribute to public trust in the organisation and its content. Whistleblower protection encourages employees to come forward with information about potential misconduct, helping RTL Group to identify and to address ethical concerns promptly. This can prevent further harm and ensure that content production adheres to ethical standards. Whistleblower protection can positively impact the workplace culture at RTL Group by promoting a supportive environment that encourages reporting of wrongdoing in good faith without fear of retaliation. This can contribute to a culture of open communication and accountability. Whistleblowers might expose social issues or systemic problems within content production that require attention. The protection of whistleblowers enables RTL Group to address these issues, leading to improvements in content quality, diversity, and representation.	Impact Positive Potential	Own operations	Short term, medium term

Whistleblower protection may inadvertently provide cover for false or malicious reports. In rare cases, individuals may misuse whistleblower protections to make baseless claims or engage in personal vendettas. This can create disruptions, waste resources, and damage the reputation of individuals or the organisation. Despite whistleblower protections, there is still a risk of retaliation or backlash against those who come forward. In some instances, whistleblowers may face professional or personal consequences, such as job loss, harassment, or social ostracisation. This can create a negative impact on the individuals involved and deter others from reporting misconduct. Whistleblower protection relies on maintaining confidentiality and trust. However, if there are breaches of confidentiality or perceived mishandling of whistleblower reports, it can erode trust within the organisation and discourage future reporting.	Impact Negative Potential	Own operations	Short term, medium term

Management of impacts, risks, and opportunities (IROs)

Policies that address the material governance topics and associated IROs are described in more detail below. In addition to these regulations, various HR instruments, such as regular employee surveys or the consideration of qualitative components in remuneration structures, support a corporate culture that contributes to integrity and law-abiding behaviour.

G1-1 – Policies related to corporate governance

RTL Group's guiding principles are set out in the RTL Group Code of Conduct, in various RTL Group policies, the RTL Group Supplier Code of Conduct and related internal and external communication measures. Compliance is a priority for RTL Group's Executive Committee. The Executive Committee is committed to responsible conduct of the company with integrity towards employees, business partners, government agencies, society and the environment. RTL Group's Executive Committee expresses this commitment in the RTL Group Code of Conduct. All RTL Group employees receive training on the RTL Group Code of Conduct. Various HR tools, such as regular employee surveys, support a corporate culture that contributes to integrity and law-abiding behaviour.

Policies that address the material governance topics and associated IROs are consistent with the United Nations Global Compact and are described in more detail below. The main contents of the RTL Group Code of Conduct and the Supplier Code of Conduct are already detailed in S1, considering the MDR-P requirements. In addition to these regulations, various HR instruments, such as regular employee surveys or the consideration of qualitative components in remuneration structures, support a corporate culture that contributes to integrity and law-abiding behaviour. Alongside the policies, RTL Group implemented targeted training programmes within the company. Further details on these training programmes are provided in the training chapter below.

Guideline for Handling Compliance Violations

The policy 'Guideline for Handling Compliance Violations' aims to detect all material violations through proactive management and to ensure the adequacy of existing control mechanisms. This is intended to minimise potential economic or reputational damage to RTL Group and to strengthen trust in the CMS. The guideline primarily addresses the following topics, which were deemed material in RTL Group's double materiality assessment: corporate culture and whistleblower protection.

It describes how to proceed with reports of compliance violations, particularly regarding reporting requirements for certain employee groups, responsibilities for processing such reports, and principles for action in the event of confirmed violations, including maintaining the confidentiality of reports and safeguards for whistleblowers. The Compliance department manages and coordinates all investigations at Group level and ensures that all allegations are examined appropriately. The Compliance department conducts the initial review, appoints the investigating unit if required, monitors that investigations are conducted appropriately and according to this guideline and reports to the Corporate Compliance Committee and RTL Group's Audit Committee. RTL Group's Executive Committee is responsible for the Group-wide implementation of this policy. The policy applies to all companies or subsidiaries controlled by RTL Group ("RTL Group companies") and is accessible for all employees on the intranet.

Reporting and Handling of Significant Compliance Incidents Policy

In addition to the policy 'Guideline for Handling Compliance Violations' described above, the 'Reporting and Handling of Significant Compliance Incidents Policy' details procedures to follow in case of reported compliance incidents. The target group of the guideline are the members of the Corporate Compliance Committee, employees of the Compliance department for handling cases and employees of departments of the Corporate Centre or Group companies tasked with conducting compliance investigations. The procedure includes requirements for the initial review of the information and commissioning of the investigating team, appropriateness checks and documentation, considering data protection requirements and statutory retention periods. The responsibility at the highest level, the monitoring of compliance violations and the accessibility of the procedure correspond to the previously described requirements for the policy 'Guideline for Handling Compliance Violations'.

Anti-Corruption and Integrity Policy

The policy 'Anti-Corruption and Integrity' aims to ensure compliance with all applicable anti-corruption regulations and integrity requirements at RTL Group. RTL Group, Group companies, corporate bodies, executives and employees should be protected from the consequences of violations and from reputational damage. It primarily addresses the issue of preventing corruption and bribery. It includes the definition of a binding framework for giving and accepting gifts and invitations when dealing with business partners and public officials, the necessary due diligence obligations when using third parties, the prevention of money laundering and terrorist financing, as well as dealing with conflicts of interest and compliance with tax regulations. The target group of the guideline is all employees in management positions (persons with budget or personnel responsibility) as well as employees who have a special responsibility for ensuring compliance due to their function. Responsibility for implementation lies at the highest level with RTL Group's Executive Committee. The policy applies Group-wide and is published on the Group's intranet. To provide comprehensive information on this topic, RTL Group has established training and communication measures as well as a whistleblower system ('speak-up' channels). To ensure Group-wide knowledge of and compliance with the policy, the management of each Group company is required to communicate all new or revised RTL Group policies to all managers and employees promptly after their adoption by the Executive Committee and to work towards ensuring that they are adhered to.

Guidelines on donations, sponsoring and memberships

The policy 'Guidelines on donations, sponsoring & memberships' addresses the topic of political influence and lobbying, which was identified as material in the double materiality assessment. It ensures that donations, sponsorships, and memberships are in line with the company's communications strategy and complies with applicable legal and tax requirements. It provides internal procedures and creates transparency externally for the public and potential donation recipients and sponsoring partners. The policy defines a binding framework for the processes, documentation, principles, priorities and topics of the engagement, allocation, and exclusion criteria, as well as for the consideration and follow-up of funding measures. Furthermore, it is stipulated that donations, memberships or sponsorships to politicians or political parties, individuals, or institutions whose basic attitude does not conform to free democratic principles, are not allowed. At the highest level, the Executive Committee is responsible for implementing this policy. For donation activities and sponsoring on Group/Corporate level, RTL Group's Executive Committee decides on one-time donations and sponsorships of more than €100,000 and on regular commitments of more than €50,000.

Point of contacts to speak-up and whistleblower protection

At RTL Group, employees, business partners and third parties have various options for seeking advice or raising concerns about possible misconduct through confidential and secure channels. Reports of potential compliance violations can be discussed with local contact persons or via RTL Group's Compliance Department. The speak-up system is available in several languages and can be reached internally or externally by phone and online. It allows a reliable dialogue with RTL Group's Compliance Department, secured by special encryption and anonymous on request. External ombudspersons appointed by RTL Group are also available. If individuals still do not wish to entrust their compliance concerns to one of RTL Group's points of contact, they may alternatively turn to the relevant external reporting bodies. Information about the contact points and how to deal with reports of violations is available on RTL Compliance section on *rtl.com*.

RTL Group does not tolerate attempts at intimidation or reprisals against employees who report actual or suspected misconduct in good faith. They constitute a compliance violation. Reports or indications of such behaviour are investigated according to applicable standards for compliance violations at RTL Group. In addition, the identity of the whistleblower is treated confidentially and carefully. Persons subject to disciplinary action, as well as other persons in a position to take adverse action against the whistleblower, are expressly advised, where appropriate, that retaliation against whistleblowers is strictly prohibited. When processing reports, RTL Group safeguards the rights of all parties concerned. When deciding on any necessary disciplinary action, attention is paid to fairness, appropriateness, confidentiality, transparency and due process. Any report of a potential compliance violation is processed immediately in accordance with a defined procedure pursuant to the policies 'Handling Reports of Compliance Violations' and

'Procedure for Compliance Violations'. RTL Group is subject to the Luxembourgish law on the protection of whistleblowers that transformed the respective European Directive and came into force on 16 May 2023.

Training

RTL Group regularly conducts various compliance training sessions to keep employees adequately informed about the current legal situation and the company's internal guidelines. The trainings are designed to raise awareness of appropriate behaviour in high-risk areas and familiarise employees with the available tools.

All RTL Group employees receive training on the RTL Group Code of Conduct. This takes place when they join the company, when the Code of Conduct training is updated, and one year after successfully completing the initial RTL Group Code of Conduct training (refresher training). The training familiarises employees with the key principles of the Code of Conduct and emphasises the importance of openly addressing problematic issues ('speak-up' culture). The topics are illustrated with examples of situations. In addition, the participants receive further information on persons and points of contact to whom concerns can be expressed and indications of abuses can be given, based on exemplary problem situations.

The Code of Conduct training is supplemented by target group-specific training on certain risk areas, such as anti-corruption and antitrust law. These are aimed at employees who fall under certain nomination criteria:

- Management
- Employees in the areas of governance, risk and compliance
- Employees who have professional contact with business partners, suppliers and customers and/or who handle RTL Group or business partner/customer property or funds
- Employees with contact to public officials
- Employees in regulated industries

G1-2 – Management of relationships with suppliers

Business partners can rely on RTL Group as a partner that acts with integrity and in accordance with the law. At the same time, the company expects them to maintain the same standards. RTL Group's Supplier Code of Conduct therefore requires all business partners of RTL Group who act for, with or on behalf of the company to comply with minimum compliance standards. RTL Group therefore expects its business partners to observe and implement the standards of the Supplier Code of Conduct. To this end, RTL Group's business partners pass on the values and principles to their employees who operate for RTL Group and work toward their compliance. Business partners are expected to take appropriate measures to identify risks and violations of the RTL Group Supplier Code of Conduct. They are to be passed on by the business partner along the value chain to third parties, provided that such parties are used in the context of the business partner's activities for RTL Group (e.g. subcontractors). Business partners take the environmental and human rights requirements of the RTL Group Supplier Code of Conduct into account when selecting their own business partners, who, in turn, apply them in their activities for RTL Group. The business partner must also work towards compliance at this value-added level. The individual requirements relate to

- integrity (e.g. compliance with applicable law, anti-corruption, antitrust law, conflicts of interest),
- the treatment of employees (human rights, fair working conditions, anti-discrimination and health and safety) and
- the environment (responsible use of natural resources).

Appropriate due diligence of business partners is an indispensable part of RTL Group's compliance programme. The review is risk-oriented when entering into business relationships and before engaging a third party. The scope and depth of the review may vary and depend on the risk profile of the Group company and the risk profile of the respective business partner. The responsibility for conducting and evaluating the due diligence lies with the Group company that wishes to commission or work with the third party.

G1-3 – Prevention and detection of corruption and bribery

RTL Group is actively committed to fighting corruption. The compliance objectives defined for the anti-corruption risk area are communicated in particular via the 'Anti-corruption & Integrity' policy and conveyed in the course of various proactive and awareness-raising measures. Internal communication measures include the distribution of the policies to local management for further distribution and publication, providing additional information on the topic on the intranet and a compliance training course in which problematic situations and options for action in day-to-day business are conveyed in a practical manner.

Non-adherence to the Anti-corruption & Integrity Policy constitutes a major compliance violation in accordance with the 'Reporting and Handling of Significant Compliance Incidents' policy and must be reported. All employees of RTL Group and Group companies in a managerial function as well as employees who, due to their function, have a special responsibility for ensuring compliance (employees who fall under certain nomination criteria, see list in **G1-1**) are subject to the reporting obligation. In addition, all other employees are also called upon to report specific indications or initial suspicions of violations of this policy.

The Compliance department manages and coordinates the handling of compliance violations at Group level and ensures that all reports of such violations are investigated appropriately. The Compliance department determines which unit is tasked with the further investigation of a report (investigating unit). The investigating unit is responsible for clarifying the content of the assigned compliance reports.

In addition, a verification is performed in advance of the commissioning to ensure that no conflicts of interest are apparent in the team designated for the investigation. If there is a conflict of interest on the part of an appointed body, it is obliged to disclose this to the Compliance department. As a general rule, all people who process reports and clarify the facts are trained in accordance with their role/task and are independent and obliged to maintain confidentiality and act impartially. Reports are processed on a case-specific basis – if necessary, in cooperation with several disciplines. Subject to the matter of the case for investigations on potential fraud matters Internal Audit will be involved, for purely legal matters the Legal department, for data protection issues the Data Protection departments and for HR matters the HR departments. Tax issues will be investigated by the Tax department and capital markets matters by Legal and Finance. Any measures are taken depending on the situation. Employees and managers who are or could be involved in a case cannot be part of the investigating body.

Measures to respond to identified compliance violations (e.g. corruption) are the responsibility of the concerned business unit. The Compliance department maintains oversight of compliance violations across the entire Group. At Group level, the Compliance department reports any indications of material compliance violations received directly to the Corporate Compliance Committee, which reports to the Executive Committee (see **GOV-1**).

The compliance objectives relevant to the anti-corruption risk areas are communicated in particular via the aforementioned RTL Group policies and conveyed in the course of appropriate compliance trainings in order to sensitise employees to the topic of anti-corruption and raise their risk awareness. All RTL Group employees receive training on the RTL Group Code of Conduct and its principles. In addition, a selected group of nominated employees, who are by definition deemed to be at higher risk for corruption and bribery due to their respective responsibilities, also complete the 'Preventing corruption' training (see **G1-1**).

In 2024, a total of 1,720 employees were nominated for the online training course 'Protection against corruption', and 59 per cent of these completed the course during the reporting year. The roll-out of this training programme is an ongoing process that aims to reach all nominated employees and promote a culture of integrity and transparency. The completion rate refers to those employees who have already been nominated. The training programme is regularly updated and expanded to address emerging risks and further engage employees in the prevention of corruption. Providing training on this topic was assigned to the Executive Committee and the CCC.

Targets and metrics

MDR-T – Requirements regarding targets

RTL Group's commitment to all material governance topics is reflected or referenced in the Code of Conduct, Supplier Code of Conduct and other corporate governance-related policies issued by the Executive Committee. In line with the compliance culture and corporate objectives, RTL Group endeavours:

- to ensure responsible and ethical behaviour towards employees, business partners, government authorities, society and the environment and to ensure compliance with laws, internal regulations and contractual obligations to avoid legal risks and their consequences for all stakeholders in the various risk areas,
- to promote a corporate culture that is consistent with the core principles stated within RTL Group's Code of Conduct and
- to build and establish trusting relationships with the company's diverse stakeholders (such as employees, works council, representatives of severely disabled employees) and the company's business partners, who expect to be able to rely on RTL Group as a partner that acts in compliance with the law.

RTL Group pursues a zero tolerance for violations with the law, harassment, discrimination and retaliation against whistleblowers. This applies both to violations within the Group and to violations by a business partner. For the risk area of anti-corruption, RTL Group aims to prevent and uncover all forms of corruption.

RTL Group's Executive Committee has overall responsibility for defining and implementing the targets. The achievement of defined targets – both in general and in the area of anti-corruption – is measured in particular on the basis of the number of participants in the compliance training courses offered, as part of the reporting of actual or potential compliance-relevant issues and any subsequent (internal) investigations by the respective Group company, the Compliance department and/or the Internal Audit department and in the event of official/public prosecutor investigations.

G1-4 – Incidents of corruption or bribery

§ Principles of reporting: The data on number of convictions comes from RTL Group's case management. Groupe M6 has its own compliance management system and provides its data in accordance with RTL Group's definition for Group reporting. No estimates were made when collecting the G1-4 metrics.

In 2024, there were 0 conviction(s) against corruption and bribery regulations. RTL Group therefore had to pay €nil in fines in this context.

G1-5 – Political influence and lobbying activities

§ Principles of reporting: In accordance with Executive Committee policies, RTL Group does not make any donations, memberships or sponsorships to politicians or political parties, individuals, profit-oriented organisations or institutions whose basic attitude is not in line with liberal democratic principles. Compliance is confirmed by signature in a declaration of completeness at business until level. In addition, active confirmation is provided in the letter of representation at local level. No estimates were made when collecting the G1-5 metrics.

RTL Group maintains an open dialogue with interest groups in politics, business and civil society. The most important objectives include respect and protection of intellectual property, freedom and independence of the media, proportionate regulation of tech and data and the preservation of cultural and journalistic diversity. RTL Group does not make donations to politicians, political parties or party-affiliated organisations in accordance with the Executive Committee policy on donations, sponsorship and memberships described in **G1-1**. Nor does it support organisations and institutions whose basic attitude contradicts the free and democratic basic order, or which permit or imply discrimination against people. There were no appointments of any members of the administrative, management and supervisory bodies who held a comparable position in public administration (including regulators) in the two years preceding such appointment in the current reporting period.

G1-6 – Payment practices

§ Principles of reporting: RTL Group analysed the payment behaviour towards suppliers for supplier invoices issued and paid in the period from 1 October 2023 to 30 September 2024 using a representative sample. There are no uniform standard payment terms for these business relationships. The business relationships analysed cover trade payables.

RTL Group's Code of Conduct defines binding minimum requirements for its business relationships with business partners and is based on principles of internationally recognised standards for responsible corporate governance. The continuity and further development of successful business relationships depend on a shared commitment to integrity and responsible entrepreneurship. Fair payment terms, such as appropriate payment deadlines, create trust, strengthen business relationships, and promote cooperation between RTL Group and its business partners. Due to the heterogeneity of RTL Group, the standard terms of payment to its suppliers vary depending on the business units, market and countries to ensure flexibility and adaptability to the specific conditions. For this reason, RTL Group has neither a Group-wide payment guideline nor uniform Group-wide standard payment terms. This also applies to small and medium-sized suppliers. RTL Group's analysis revealed the payment targets and payment behaviour in the following table.

Payment behaviour towards business partner

Payment terms in % of invoices			Payment behaviour average in days
0-30 days	31-60 days	>60 days	
94	3	3	25

The majority (94 per cent) of invoices were subject to payment terms of between 0 and 30 days. The average time to settle an invoice was 25 days. Payment delays can be caused by factual clarification in the multi-stage invoice approval process and by scheduled payment runs that do not take place daily. There are currently no pending legal proceedings at RTL Group due to late payments.

ES Entity-specific information

RTL Group is aware of its responsibility in the creation and distribution of content and stands for creative and journalistic independence and freedom of expression in relation to its content businesses. The responsible use of artificial intelligence and the protection of data and intellectual property have a high priority in the company. RTL Group does its part to reduce or mitigate the negative impacts and risks of its actions and to promote positive impacts and opportunities.

Furthermore, no quantitative targets and metrics are disclosed for these entity-specific topics in accordance with the requirements of MDR-T (Minimum Disclosure Requirements – Targets) and MDR-M (Minimum Disclosure Requirements – Metrics), as RTL Group does not consider the data on these topics to be sufficiently classified, complete or measurable.

ES1 Content responsibility

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of content responsibility that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes, measures and targets. These are described in **Management of impacts, risks and opportunities** of **ES1**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	Content responsibility	RTL Group can positively influence the awareness and decision-making of its users and therefore influence their behaviour, purchasing decisions or elections. Subsequently, the content can influence politics and societal shifts.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		RTL Group can promote the education of children, young people and adults through appropriate content and subsequently have a positive influence on society or the environment.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		RTL Group can negatively influence the awareness and decision-making of its users and therefore influence their behaviour, purchasing decisions or elections. Subsequently, the content can influence politics and societal shifts.	Impact Negative Potential	Own operations, downstream	Short term, medium term

Management of impacts, risks and opportunities

Content responsibility at RTL Group means taking into account the impact of the creation and distribution of content in order to best protect the rights and interests of media users, customers and third parties. Overarching media-ethical principles and guidelines are defined by press, broadcasting and multimedia laws at national and international level. RTL Group is backed in this by the Charter of Fundamental Rights of the European Union, which guarantees the freedom of expression and information, while emphasising human dignity and the right to the integrity of the individual. This charter is supplemented by voluntary commitments to external guidelines, e.g. to ethics codes of national press organisations, and internally at various levels of the Group. The principles within the RTL Group Code of Conduct and Supplier Code of conduct set out the obligation to respect privacy and to handle information, opinions and images correctly and responsibly. Although every newsroom follows its local laws and ethical codes, RTL Group created the Newsroom guidelines (see **S4-1**) to provide a framework for action, for the daily work, and for the more challenging cases RTL Group's editorial staff regularly encounter. The RTL Newsroom guidelines include the following guiding principles: 'We are fair and impartial; we act responsibly; we are cautious in the portrayal of violence and victims; we are sensitive to the privacy rights of minors; we do not stage reality; we are careful and critical of news from third parties.'

This results in the demand for careful research, high-quality reporting and transparency in the event of errors, because thorough journalistic work is more important than ever in the face of online disinformation (fake news) and artificial intelligence. Everyone involved in the creation of content has a journalistic, ethical and social responsibility. Verification teams across the Group use their expertise to help distinguish authentic photos and videos from those that have been manipulated or taken out of context. In addition, the topic of content responsibility is anchored in various ways at business unit and editorial level. Clear guidelines, in particular through a four-eyes principle, where two people review and approve a decision or action, help to ensure accuracy, prevent errors or fraud and provide guidance to employees in the case of uncertainty. Content is carefully reviewed from a moral perspective and is the responsibility of the editorial departments. For example, prior to publishing any content that could violate the personal rights of minors shown (e.g., photos of victims, underage criminals), editorial departments carefully assess whether there is genuine public interest in the topic, and how high the interest is.

RTL Deutschland has established the RTL News Ethics Council, which meets regularly for continuous, comprehensive self-monitoring and uniform evaluation of critical content. Taking this responsibility into account and to commemorate the 80th anniversary of the liberation of the Auschwitz concentration camp, NTV and RTL+ showed the documentary *Auschwitz – Countdown to Liberation*. This international joint project was produced by the Polish television station TVP, the Auschwitz-Birkenau State Museum, the Czech production company Picasso Film and RTL/NTV. The film is aimed at preserving the culture of remembrance and raising awareness, particularly in view of the increasing spread of Holocaust denial and misinformation on social media. The initiative is also supported by the self-regulatory organisations FSF (Freiwillige Selbstkontrolle Fernsehen) and FSM (Freiwillige Selbstkontrolle Multimedia-Diensteanbieter), which provide media education material for teachers (addresses also the material topic digital media literacy in chapter ES3).

When creating and distributing content, there is a particular responsibility towards children and young people who experience their living environment as digital natives. In the area of youth media protection, content is checked to see whether it could impair the development of children or young people in accordance with different requirements depending on the medium and region. If such an effect is suspected, various restrictions come into force, e.g. broadcasting time restrictions or content or product labelling. Through voluntary labelling systems, business units and Group companies sometimes go beyond the regulations that exist at EU and national level, particularly in the area of audiovisual media. They are also continuously involved in child and youth media protection organisations. In addition, RTL Group is part of the new cross-media optimism initiative 'Mein Grund für Zuversicht' (Why I feel confident) launched by the Bertelsmann Content Alliance, with the aim of promoting social cohesion and good cooperation as well as dealing positively with topics such as democracy, diversity, justice and anti-racism in Germany. RTL Deutschland, RTL Radio Deutschland, UFA, and We Are Era implemented the initiative with a wide range of content on their platforms and channels: on TV and social media, in digital offerings, on the radio, in podcasts, and with various events.

In 2024, the topic of sustainability was placed in RTL Deutschland's magazines through numerous special initiatives and new formats. As part of its 'Vielfalt verbindet' (Diversity unites) initiative, RTL Deutschland featured the topic of generations at the centre of its content offerings in its third 'Diversity Week', with the aim of building bridges between people of different age groups and breaking down prejudices. Together with its partners Deutsche Welle, Rheinische Post, and the Constructive Institute in Denmark, RTL Deutschland has established the Bonn Institute for Journalism and Constructive Dialogue. In this alliance of private, public, and non-profit actors, shareholders are committed to promoting journalism that prioritises people and embraces social responsibility. The institute explores how journalism must evolve to remain relevant in the future. This knowledge is shared through publications, events, and training, helping to prepare journalism for the challenges of tomorrow.

ES2 Creative editorial independence and freedom of expression

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of creative editorial independence and freedom of expression that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes, measures and targets. These are described in **Management of impacts, risks and opportunities** of **ES2**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	Creative editorial independence & freedom of expression	Upholding creative editorial independence allows for a diverse range of perspectives and ideas to be expressed, promoting a pluralistic media landscape that reflects the diversity of society. Protecting freedom of expression within RTL Group's media entities allows for the open exchange of ideas, fostering a vibrant public discourse and encouraging democratic participation. Creative editorial independence enables RTL Group's content creators to explore new ideas, take risks, and produce innovative and engaging content that pushes boundaries and captivates audiences. Investigative journalism: RTL Group's commitment to editorial independence can support investigative journalism, allowing journalists to pursue stories and uncover information without undue influence or censorship.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		In pursuit of ratings or financial gain, there is a risk that creative editorial independence could lead to sensationalism or unethical practices, such as the distortion of facts or the invasion of privacy. Freedom of expression can also lead to the dissemination of inaccurate information or deliberate disinformation, which can harm public discourse and trust in media. While creative editorial independence is important, certain content produced by RTL Group may be considered controversial or offensive, potentially causing harm or perpetuating stereotypes.	Impact Negative Potential	Own operations, downstream	Short term, medium term

Management of impacts, risks and opportunities

RTL Group's broadcasting and news reporting are founded on creative, editorial and journalistic independence. RTL Group's commitment to impartiality, responsibility and other core journalistic principles is articulated in its Newsroom guidelines (see **S4-1**). Maintaining audience trust has become even more important in an era when news organisations and tech platforms have been accused of publishing misleading stories, and when individuals, radical political movements and even hostile powers post fake news on social networks to sow discord. For RTL Group, independence means being able to provide news and information without compromising its journalistic principles and balanced position.

As stated in RTL Group's Code of conduct, RTL Group's goal is to ensure creative, editorial and journalistic independence in two directions. Internally, management must neither influence the decisions of artists, authors, editors and programme managers nor restrict their freedom. Externally, both management and those responsible for content must comply with existing rules on the separation of advertising and editorial content and must not be influenced by political or economic considerations in their reporting. Editorial decisions are the sole responsibility of the content managers/editors. Local CEOs act as publishers and are not involved in producing content. In each news organisation, editorial and resort managers are responsible for local compliance and the adherence to RTL Group's policies and guidelines and their implementation in day-to-day business. This allows the Group's journalists the freedom to express a range of opinions, reflecting society's diversity and supporting democracy.

RTL Group's continued coverage of wars and conflicts is an integral part of its commitment to independent journalism, educating the public and promoting constructive dialogue. RTL Group's TV channels consistently continued their reporting in Ukraine, Israel and the Gaza Strip. The focus was on upholding the freedom of the press, providing a comprehensive and objective presentation of events and dealing responsibly with ethical challenges. Reporting was carried out in strict compliance with journalistic standards and focused on the precise and balanced presentation of facts and perspectives. Despite the difficult conditions created by the dynamic and often dangerous nature of war reporting, RTL Group remained committed to its responsibility to inform the public independently and objectively. Particular attention was paid to avoiding propaganda and thoroughly verifying information through special verification teams. Protecting the source and the integrity of reporting were always the main focus. In addition, close cooperation with international partners and local journalists ensured that the humanitarian and geopolitical impact of conflicts were presented comprehensively and impartially. At the same time, the protection and safety of RTL Group's local journalists was given the highest priority.

For the 20th consecutive year, RTL Hungary honoured the commitment of Hungarian journalists by awarding those who have shown exceptional dedication in reporting on social issues. The award is named after Hégető Honorka, a former RTL Hungary reporter, and emphasises the role of journalists in raising awareness, driving social change and giving a voice to underrepresented communities. This not only recognises the outstanding work of journalists but also highlights the importance of investigative journalism in addressing societal challenges.

RTL Group is represented in Bertelsmann's cross-divisional 'Freedom of the Press' working group, which meets twice a year and brings together content-related divisions to discuss issues in this area and regularly exchange information, current challenges, and best practices. In 2024, the exchange focused on how to deal with hate speech against journalists and the related initiative 'Verfolgen statt nur löschen' (Prosecuting instead of just deleting), how the media deals with extremism, the limits of freedom of expression and artistic freedom, and the special challenges of war reporting.

ES3 (Digital) media literacy

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of (digital) media literacy that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes, measures and targets. These are described in **Management of impacts, risks and opportunities** of **ES3**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	(Digital) media literacy	RTL Group may produce educational content that promotes media literacy skills, critical thinking, and digital citizenship. This includes shows or segments that teach media literacy concepts, encourage responsible media consumption, and foster digital literacy skills.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		Media literacy initiatives, leading to biased or limited information being presented. In addition to the aim of promoting media literacy, the associated initiatives and their content could potentially use manipulative or opinion-forming techniques (e.g. using certain rhetoric) that impair the ability to think critically.	Impact Negative Potential	Own operations, downstream	Short term, medium term

Management of impact, risks and opportunities

As laid down in the RTL Group Code of Conduct and the Newsroom guidelines (see **S4-1**), RTL Group prioritises the protection of children and young people when creating and distributing its content. As a key competence, media literacy has a major impact on the educational and development opportunities of children, young people and adults, as well as on their maturity in an increasingly digital world. RTL Group contributes to social and individual development through a wide range of measures and involvement in initiatives to promote media and digital literacy, while ensuring its responsibility to adhere to the ethical standards outlined in its guidelines and uphold independent journalism, which prevents any form of influence on the formation of opinion.

For example, RTL Group supports Stiftung Lesen, a Germany-wide initiative to promote reading among children and young people. With JusProg, RTL Deutschland has implemented a software solution to protect children from harmful content. By integrating this filter software, RTL Deutschland ensures that young users are shielded from age-inappropriate material while navigating the internet. RTL Deutschland and Ad Alliance in Germany support Mediasmart – an initiative aimed at enhancing media and advertising literacy among young people. The programme focuses on providing children and adolescents with the knowledge and skills necessary to critically engage with media and advertising content in today's digital world. By offering educational resources and tools, Mediasmart helps young people understand the impact of media and advertisements on their perceptions, behaviour, and decision-making. The initiative promotes critical thinking and encourages responsible media consumption, empowering youth to navigate the media landscape more effectively.

Groupe M6's children's channel Gulli is focusing on educating and engaging children and adolescents with the media world, partnering with Groupe M6's news department for the 'Semaine de la Presse et des Médias dans l'École' (press and media week at school), Gulli has partnered with Groupe M6's news department. Over the course of two months, middle-school students were guided in producing their first news reports. The students gained hands-on experience in journalism and learnt skills such as source verification and information dissemination. The initiative helped 66 students to enhance their understanding of the journalistic process and media literacy. RTL Hungary offered young people the opportunity to develop their media skills, recognise the importance of fact-based reporting and gain insights into the internal processes of newsrooms as part of a media camp. As a project partner of the nationwide media initiative #UseTheNews, RTL Deutschland also drew attention to the importance of trustworthy news in light of the usage behaviour of young people on social media. RTL Deutschland supported research into how young people use and understand news last year and, together with their partners, they developed new information and educational services for young people. The aim is to raise awareness of the importance of trustworthy information and, in particular, to promote the safe use of news among teenagers and young adults.

A further initiative was launched by the children's knowledge magazine *Geolino*. Together with Unicef, it organised a creative competition for children in Germany on the topic 'What does freedom of expression look like?'. In 2024, RTL Group's social media company We Are Era, in cooperation with the Vodafone Foundation in Germany, launched a transnational #MeMyselfAndAI campaign to empower young people to use artificial intelligence competently.

ES4 Artificial intelligence

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of artificial intelligence (AI) that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes, measures and targets. These are described in **Management of impacts, risks and opportunities** of **ES4**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	Artificial intelligence	By using AI, development, production and distribution processes can be made more efficient, which can result in fewer resources such as travelling or energy being used. AI can help personalise content based on data analysis and viewer preferences. This enables a more targeted approach to the audience and can therefore increase viewer satisfaction. By using AI, automated processes can be implemented to monitor and analyse content to ensure it is diverse and inclusive. AI can help identify and reduce stereotypes and discrimination in content.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		AI can analyse user data and preferences to provide personalised recommendations and a better user experience. By tailoring content to individual preferences, AI can enhance viewer satisfaction and engagement.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		AI-powered algorithms can analyse user data and preferences to deliver more targeted and personalised advertisements. AI can automate various ad-technology processes, such as ad placement, bidding, and campaign optimisation. This improves efficiency, reduces manual effort, and allows advertisers to reach their target audience more effectively. AI can help detect and prevent ad fraud by analysing patterns, identifying suspicious activities, and flagging fraudulent impressions or clicks. This helps maintain the integrity of the ad ecosystem and ensures advertisers' investments are utilised appropriately.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		AI technologies can automate various processes, including content recommendation, content moderation, and data analysis. This can improve operational efficiency, reduce costs, and free up resources for other revenue-generating activities. AI algorithms can analyse viewer data and preferences to deliver personalised content recommendations, leading to increased viewer engagement, longer watch times, and potentially higher advertising revenue. AI can analyse viewer feedback, engagement metrics, and market trends to optimise content creation and distribution strategies. This can result in more targeted and appealing content, attracting larger audiences and increasing monetisation opportunities.	Opportunity	Own operations, downstream	Short term, medium term
		When using AI, biases can be used in content creation, which can ultimately influence viewers' opinion formation and perception of reality. As a result, discrimination could be promoted if the AI specifies this bias. AI process optimisation can lead to job losses in the company if the company does not develop and implement strategies for retraining opportunities in a timely manner. The use of AI can also lead to data protection challenges.	Impact Negative Potential	Own operations, downstream	Short term, medium term
		AI in streaming services relies on collecting and analysing user data. This raises concerns about data privacy and security, as the extensive collection and analysis of personal information can expose users to potential data breaches or misuse. AI algorithms used for content filtering and recommendation systems may inadvertently introduce biases or promote certain types of content over others. This can impact the diversity and inclusivity of content available on streaming services. The use of AI-powered for streaming services assumes access to high-speed internet and technologically advanced devices. This can exacerbate existing disparities in access to digital technologies and content, creating a digital divide among different socioeconomic groups. Additionally, the energy-intensive data centres required to support streaming services can have a significant environmental impact.	Impact Negative Potential	Own operations, downstream	Short term, medium term
		The use of AI in ad-technology involves the collection and analysis of user data. This raises concerns about privacy and the potential misuse or mishandling of personal information. AI algorithms used in ad-technology may inadvertently introduce biases or discrimination, leading to unequal access or unfair targeting of certain groups. While targeted advertising can be beneficial, there is a risk of excessive or intrusive targeting that may infringe on user privacy or create a negative user experience. Advertisers must strike a balance between personalisation and respecting user preferences and boundaries.	Impact Negative Potential	Own operations, downstream	Short term, medium term
		Implementing AI technologies may require significant upfront investment in infrastructure, hardware, software, and talent acquisition. These initial costs can impact RTL Group's financial resources. AI relies on vast amounts of data, which can pose risks to data privacy and security. Mishandling or unauthorised access to this data can lead to financial losses due to legal liabilities, regulatory fines, and reputational damage. If AI algorithms fail to accurately analyse viewer preferences or deliver relevant content recommendations, it may result in decreased viewer engagement, potentially impacting advertising revenue.	Risk	Own operations, downstream	Short term, medium term

Management of impacts, risks and opportunities

RTL Group sees great opportunities in the use of AI and generative AI (Gen AI) to further improve its diverse business models, boost creativity, innovation and synergies and increase efficiency. The company is increasingly using AI in its businesses and is introducing its employees to the possibilities of the new technologies to raise awareness of the use of AI in the company and train employees to become competent AI users. For examples on AI at RTL Group see **Innovation** on page 49.

At RTL Group, the Senior Vice President Content & Business Development, who is also a member of the Bertelsmann AI Council, is responsible for the implementation of AI projects. To discuss AI strategies and synergies across RTL Group, technology and data leaders from RTL Group's business units regularly meet in the Data Synergy Committee (SyCo). In 2024, a global media campaign was launched under the slogan 'AI. And I can do more', alongside an invitation to the Bertelsmann Scholarship Initiative (2023–2025), which includes, among other things, AI and machine learning training components. Both employees and external candidates were invited to apply. RTL Group's AI hub shares best practices, learning opportunities and the latest AI developments with RTL Group's employees (see **S1-4**).

An AI governance framework was set up to focus on specific use cases with risk potential. To give guidance on the use of AI, certain business units published guiding principles (RTL Deutschland, Fremantle, Ad Alliance in the Netherlands, RTL Luxembourg). One of the principles outline that AI-generated outcomes must undergo human review to ensure their accuracy and quality. RTL Group uses AI exclusively in compliance with all relevant legal requirements. Special emphasis is placed on ensuring the protection of personal data, ensuring that all data protection regulations, such as the General Data Protection Regulation (GDPR), are strictly adhered to. To do so, the Privacy and Personal Data Protection Policy needs to be applied (see **ES5**). The processing of data through AI is only carried out when legally permissible, and necessary security measures are in place to safeguard privacy.

On the RTL Group risk watch list – which is composed of unquantifiable risks – management is very attentive to the deployment and evolution of artificial intelligence, and its related opportunities and risks.

ES5 Handling of data

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of handling of data that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes and measures. These are described in **Management of impacts, risks and opportunities** of **ES5**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	Handling of data	Proper data handling allows RTL Group to gain valuable insights into viewer preferences, behaviour, and trends. This data-driven approach can inform content creation and programming decisions, leading to more targeted and engaging content.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		Effective data handling enables RTL Group to provide personalised content recommendations to viewers, enhancing their viewing experience and engagement. Proper data handling allows RTL to gain valuable insights into viewer preferences, behaviour, and trends.	Impact Positive Potential	Own operations, downstream	Short term, medium term

Management of impacts, risks and opportunities

RTL Group attaches great importance to data protection. Data protection applies to the protection of personal data of RTL Group's own employees and customers, as well as the protection of personal data provided to RTL Group by business partners about their customers. RTL Group uses its customers' data in the creation and distribution of its media offerings. The confidential and careful handling of personal data also plays a decisive role in contact with media users and employees. This includes ensuring that personal or personally identifiable information is only processed in accordance with legal requirements, that this information is adequately protected against unauthorised access and that data subjects can exercise their statutory rights. RTL Group operates in a highly regulated area when handling personal data. In all markets in which RTL Group operates, the protection of personal data is a legal obligation. The primary goal is to protect the personal rights of the data subjects.

In addition to the RTL Group Code of Conduct and Supplier Code of Conduct, data protection within the company is addressed by the Privacy and Personal Data Protection Policy. The policy aims to define a baseline for privacy and personal data protection, mainly based on what needs to be implemented, enhanced and/or amended in order to comply with GDPR requirements from an RTL Group perspective. The policy describes, among other things, requirements for the organisational design, the processing of personal data, and the security and reporting processes. The policy is applied in RTL Group SA, CLT-UFA SA and all of their controlled subsidiaries (owned by more than 50 per cent, directly or indirectly under board control, or otherwise controlled) ("RTL Group companies"), while respecting any special corporate governance requirements that apply to RTL Group companies that are not 100 per cent owned, directly or indirectly, by RTL Group SA or CLT-UFA SA (such as Groupe M6). RTL Group's General Counsel is responsible for implementing the policy at Group level. The policy is accessible on the intranet. There are various ways for data subjects to contact RTL Group, including via email inboxes set up specifically for this purpose.

For RTL Group's data protection organisation to be effective, everyone who processes personal data for RTL Group must be aware of the importance of data protection. Responsibility for data protection is decentralised and lies with the management of the Group companies. To implement the data protection regulations, they have a Group-wide data protection management system, which in particular ensures the implementation of the documentation and accountability obligations under the General Data Protection Regulation (GDPR). In addition, Group companies that are subject to the GDPR have a data protection organisation consisting of central data protection officers and local data protection coordinators. Each Group company nominated a person within the organisation to coordinate the activities required (the data protection coordinator (DPC)). The latter reports to local management and, annually or on an ad-hoc basis, to the central data protection officers, who in turn report annually or on an ad-hoc basis to the Executive Committee. A similar organisation exists at other Group companies.

An Information Security Management System (ISMS), based on the industry standard ISO-27001, creates the technical and organisational framework for confidential data processing. The ISMS includes a regular and structured survey of relevant processes and procedures to ensure compliance with the legal requirements for information security, a systematic recording of risks and the derivation and monitoring of appropriate measures to minimise risks.

In 2024, the most important measures in the area of data protection included preparing RTL Group's data protection organisation for new technical challenges in the area of AI governance and expanding data protection reporting to regions beyond the scope of the GDPR.

ES6 Intellectual property and copyrights

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of intellectual property and copyrights that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes, measures and targets. These are described in **Management of impacts, risks and opportunities** of **ES6**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	Intellectual property & copyrights	Intellectual property rights ensure that RTL Group's creators, including artists, writers, and producers, receive fair compensation for their work. Intellectual property rights are the foundation for a creative, innovative and diverse media landscape which is the basis of RTL Group's business models.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		Proper handling of IP and copyrights ensures the protection of original content created by RTL Group. This allows RTL Group to maintain control over its content, preserve its value, and monetise it effectively. Responsible management of IP and copyrights enables RTL Group to negotiate licensing agreements and establish partnerships with other content creators and distributors. This can expand content offerings and create new revenue opportunities.	Opportunity	Own operations, downstream	Short term, medium term
		Copyright restrictions may limit the ability of users to freely share and distribute RTL Group's content, potentially affecting the organic growth and reach of the company's content. Copyright enforcement may require measures that limit user-generated content and creative expression, which could impact engagement and interaction with RTL Group's platforms.	Impact Negative Potential	Own operations, downstream	Short term, medium term
		Inadequate handling of IP and copyrights can lead to unintentional copyright infringement, where content is used without proper authorisation or licensing. This can result in legal disputes, financial penalties, and reputational damage. Failure to protect copyrighted content can lead to unauthorised distribution and piracy, impacting revenue streams and diminishing the value of original content. Legal disputes and litigation: Mishandling of IP and copyrights can lead to legal disputes and litigation, with potential financial implications through legal fees, settlements, or damages awarded to copyright holders. Reputation and trust: Infringing on intellectual property rights or being associated with piracy can harm RTL Group's reputation and erode viewer trust. This can result in a loss of viewership, decreased advertising revenue, and diminished partnerships.	Risk	Own operations, downstream	Short term, medium term

Management of impacts, risks and opportunities

RTL Group's business includes the development, creation, pre-financing, transfer, licensing and sale of products and services that are protected as intellectual property. Infringements of protected intellectual property include, for example, the performance, distribution or exhibition of copyrighted works without the appropriate permission and the unauthorised reproduction or distribution of copies of protected intellectual property.

For RTL Group, the protection and preservation of intellectual property is important to the company's success in analogue and digital business models. This is also enshrined in the RTL Group Code of Conduct and Supplier Code of Conduct: 'We respect and protect intellectual property of all kinds.' In addition, intellectual property is protected by law (e.g. by copyright, trademark and patent rights). The company is therefore committed to the highest possible level of copyright protection worldwide and to maintaining strong exclusive rights and freedom of contract. The 'Copyright Taskforce', consisting of representatives from the relevant content businesses (RTL Deutschland and Fremantle), monitors current developments and legislative processes relating to copyright law at EU and national level and prepares joint RTL Group positions on these issues. In 2024, its work focused on supporting the entry into force and implementation of the EU regulation establishing harmonised rules for AI (AI Act), which is the first set of rules worldwide to regulate the placing on the market, commissioning and use of AI systems in the EU.

ES7 Representation of society and access to content

The following table presents the material impacts, risks and opportunities (IROs) in relation to the topic of representation of society and access to content that were identified as part of the double materiality assessment. RTL Group addresses its material IROs through various policies, engagement processes, measures and targets. These are described in **Management of impacts, risks and opportunities** of **ES7**.

Material impacts, risks and opportunities

Topic	Sub-topic	Description of IRO	Categorisation of IRO	Localisation of IRO	Time horizon of IRO
Entity-specific	Represen-tation of society & access to content	RTL Group's content, which includes a variety of programming from different regions and cultures, allows for cultural exchange and understanding, promoting diversity and tolerance. RTL Group may produce and distribute educational content that can support learning and skill development, benefiting individuals and society as a whole. Popular shows and events produced by RTL Group can serve as shared experiences, fostering a sense of community and social cohesion.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		Better advertising financing can help to ensure that even more content can be made available free of charge.	Impact Positive Potential	Own operations, downstream	Short term, medium term
		Increased access to content can lead to higher viewership, which in turn can attract advertisers and generate advertising revenue for RTL Group. Making content easily accessible to a wider audience can help RTL Group expand its reach and attract new viewers, potentially leading to increased advertising revenue and market share.	Opportunity	Own operations, downstream	Short term, medium term
		A paywall could mean that certain content would only be available to financially stronger groups in society, which could lead to different perceptions of reality and subsequently influence opinions.	Impact Negative Potential	Own operations, downstream	Short term, medium term
		Easy access to content may increase the risk of piracy and unauthorised distribution, potentially resulting in revenue loss for RTL Group. When RTL Group distributes its content through third-party platforms, revenue sharing agreements may impact the profitability of the company, as a portion of the revenue generated goes to the platform provider. Providing access to high-quality streaming content may require investments in infrastructure and bandwidth, which can impact operating costs for RTL Group.	Risk	Own operations, downstream	Short term, medium term
		Inaccurate or stereotypical portrayals in content can reinforce biases and perpetuate harmful stereotypes, potentially marginalising or misrepresenting certain communities. If certain social groups are consistently underrepresented or excluded in RTL Group's content, it can contribute to a lack of visibility and reinforce inequalities and discrimination.	Impact Negative Potential	Own operations, downstream	Short term, medium term

Management of impacts, risks and opportunities

As a media company, RTL Group is aware of its potential to influence public opinion – as stated in the Group's Code of Conduct. The importance of diversity is therefore also reflected in the content RTL Group produces. Millions of people who turn to RTL Group each day for the latest local, national and international news need a source they can trust. RTL Group maintains a journalistic balance that reflects the diverse opinions of the societies it serves. The same commitment to diversity applies to the Group's entertainment programming: it is essential for RTL Group to create formats for a wide range of audiences across all platforms. Many different segments of society should be able to identify with the diverse content offered. RTL Group ensures that its programmes cover a variety of topics that are relevant to different sections of society – from entertainment and reality TV to news programmes and documentaries on social issues. This diversity of content ensures that people with different backgrounds, interests and life experiences can see their lives reflected in the programmes they watch.

RTL Group's formats such as *Deutschland sucht den Superstar* (Idols), *Let's Dance*, *Got Talent* and *La France a un incroyable talent* don't just showcase talent: by telling applicants' stories, they give viewers a deeper insight into different realities. Reflecting this, RTL Deutschland has removed the upper age limit for candidates applying to *Deutschland sucht den Superstar*. These formats reflect themes such as diversity and wide-ranging life experience. The focus is on authenticity and creating content that goes beyond stereotypes and reflects a broader spectrum of society

In addition, Fremantle's drama and fictional content reflects an increasingly diverse representation of society. Series such as *My Brilliant Friend* not only embrace character diversity, but also complex issues of equality, identity and social justice that are embedded in the narrative structures. RTL Deutschland also initiated cross-media theme weeks and diversity-related formats such as *Angemessen Angry* (Appropriately Angry) dealing about the empowerment of women, and which was developed within the young talent competition programme 'Storytellers'. Fremantle's productions such as *Queer* and *Fellow Travellers* delve into complex themes of identity, desire, and belonging, showcasing the richness of LGBTQ+ stories and perspectives in cinema. The film *Queer* has received widespread acclaim. Further acknowledged with nominations for both the Golden Globe and SAG Awards, *Queer* underscores

Fremantle's dedication to amplifying underrepresented voices and fostering inclusive dialogue through impactful storytelling.

RTL Group makes its content available through a variety of platforms and formats. In addition to linear television, the Group has responded to the increasing trend towards on-demand content. Through RTL Group's streaming services such as RTL+ (in Germany and Hungary) and M6+ (in France), viewers can access a variety of programmes at any time. This flexibility ensures that people who do not have access to linear TV – or who prefer more flexible viewing habits – can also access RTL Group content. M6+ continued to drive innovation, through the introduction of a new AI-powered search engine and an interactive player with enhanced data visualisation. The format *M6+ Stories*, presents short-form content on social media and allows viewers to engage with M6+ content and podcasts from Groupe M6's radio stations. The service also offers HD for all platforms, the ability to broadcast TV shows, multi-profile capabilities and over 20 free, ad-supported streaming TV channels, further improving accessibility and choice for viewers.

Groupe M6 is a founding member of 'La filière audiovisuelle' (LaFA) – a collective of French media companies dedicated to promoting French culture in Europe and around the world. LaFA believes the French audiovisual sector plays an essential role in providing the people of France with free and universal access to information, alongside a rich offer of entertainment and sport. LaFA's members therefore strive for diversity of creation and convey positive, inclusive and unifying messages throughout French society. The members contribute to cultural heritage, strengthen social cohesion and promote French culture in Europe and around the world.

In addition, RTL Group actively pursues opportunities arising from consumer trends, such as the growing demand for sustainable content and services, by introducing innovative solutions that not only meet evolving consumer needs but also promote sustainable behaviours. These include expanding access to environmentally conscious programmes and introducing practices that promote the Group's long-term commitment to environmental and social responsibility.

In the area of inclusion and accessibility, RTL Group also makes ongoing efforts to make its content accessible to people with disabilities. For example, many programmes are offered with subtitles, sign language and audio descriptions so more people with hearing or visual impairments can access this content. These initiatives not only promote social cohesion, but also enable society to participate more broadly in media discourses. For example, M6 Publicité is working to promote the integration of D/deaf and hard-of-hearing subtitling and audio description solutions in TV commercials. Since 2023, M6 Publicité has been offering the 'Accessibilité service', which provides, under certain conditions, the first subtitling for the D/deaf and hard of hearing, or the first audio description, to advertisers who have never integrated these services into their commercials.

Appendix to the sustainability report: EU Taxonomy Indicators

Revenues

Financial year 2024				Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities	Code	Reve-nues	Propor-tion of reve-nues, 2024	Climate Change Mitiga-tion	Climate Change Adap-tation	Water	Pollu-tion	Circular Eco-nomy	Biodi-versity	Climate Change Mitiga-tion	Climate Change Adap-tation	Water	Pollu-tion	Circular Eco-nomy	Biodi-versity	Mini-mum Safe-guards	Proportion of Taxonomy-aligned (A.1.) or -eligible (A.2.) reve-nues, 2023	Cate-gory enab-ling activity	Cate-gory transi-tional activity
		in € millions	in %	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Revenues of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0														N/EL		
Of which enabling activities		0	0														N/EL	E	
Of which transitional activities		0	0														N/EL		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Revenues of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**0**	**0**	0	0	0	0	0	0								N/EL		
A. Revenues of Taxonomy-eligible activities (A.1+A.2)		**0**	**0**	0	0	0	0	0	0								N/EL		
B. Taxonomy-non-eligible activities																			
Revenues of Taxonomy-non-eligible activities		**6,254**	**100**																
Total (A+B)		**6,254**	**100**																

1 Y – Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective, N – No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective, N/EL – Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective

2 Taxonomy-eligibility and -alignment per environmental objective:

	Proportion of Revenues/Total Revenues	
Environmental objectives	Taxonomy-aligned per objective	Taxonomy-eligible per objective
Climate Change Mitigation: CCM	0%	0%
Climate Change Adaptation: CCA	0%	0%
Water and Marine Resources: WTR	0%	0%
Circular Economy: CE	0%	0%
Pollution Prevention and Control: PPC	0%	0%
Biodiversity and ecosystems: BIO	0%	0%

Investments

Financial year 2024				Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities	Code	CapEx	Proportion of CapEx, 2024	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Minimum Safeguards	Proportion of Taxonomy-aligned (A.1.) or -eligible (A.2.) CapEx, 2023	Category enabling activity	Category transitional activity
		in € millions	in %	Y; N; N/EL[1,2]	Y; N; N/EL[1,2]	Y; N; N/EL[1,2]	Y; N; N/EL[1,2]	Y; N; N/EL[1,2]	Y; N; N/EL[1,2]	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**0**	**0**														N/EL		
Of which enabling activities		0	0														N/EL	E	
Of which transitional activities		0	0														N/EL		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Construction of new buildings	CCM 7.1	1	0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								N/EL		
Renovation of existing buildings	CCM 7.2	1	0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								N/EL		
Acquisition and ownership of buildings[3]	CCM 7.7	99	24	EL	N/EL	N/EL	N/EL	N/EL	N/EL								N/EL		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**101**	**24**	24	0	0	0	0	0								N/EL		
A. CapEx of Taxonomy-eligible activities (A.1+A.2)		**101**	**24**	24	0	0	0	0	0								N/EL		
B. Taxonomy-non-eligible activities																			
CapEx of Taxonomy-non-eligible activities		**302**	**76**																
Total (A+B)		**403**	**100**																

1 Y – Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective, N – No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective, N/EL – Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective
2 Taxonomy-eligibility and -alignment per environmental objective:
3 Including leased buildings

	CapEx Proportion/Total CapEx	
Environmental objectives	Taxonomy-aligned per objective	Taxonomy-eligible per objective
Climate Change Mitigation: CCM	0%	24%
Climate Change Adaptation: CCA	0%	0%
Water and Marine Resources: WTR	0%	0%
Circular Economy: CE	0%	0%
Pollution Prevention and Control: PPC	0%	0%
Biodiversity and ecosystems: BIO	0%	0%

Operating Expenses

Financial year 2024				Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities	Code	OpEx	Proportion of OpEx, 2023	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Minimum Safeguards	Proportion of Taxonomy-aligned (A.1.) or -eligible (A.2.) OpEx, 2023	Category enabling activity	Category transitional activity
		in € millions	in %	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y; N; N/EL [1,2]	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**0**	**0**														N/EL		
Of which enabling activities		0	0														N/EL	E	
Of which transitional activities		0	0														N/EL		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**0**	**0**	0	0	0	0	0	0								N/EL		
A. OpEx of Taxonomy-eligible activities (A.1+A.2)		**0**	**0**	0	0	0	0	0	0								N/EL		
B. Taxonomy-non-eligible activities																			
OpEx of Taxonomy-non-eligible activities		**173**	**100**																
Total (A+B)		**173**	**100**																

1 Y – Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective, N – No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective, N/EL – Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective

2 Taxonomy-eligibility and -alignment per environmental objective:

	OpEx Proportion/ Total OpEx	
Environmental objectives	Taxonomy-aligned per objective	Taxonomy-eligible per objective
Climate Change Mitigation: CCM	0%	0%
Climate Change Adaptation: CCA	0%	0%
Water and Marine Resources: WTR	0%	0%
Circular Economy: CE	0%	0%
Pollution Prevention and Control: PPC	0%	0%
Biodiversity and ecosystems: BIO	0%	0%

Management responsibility statement

We, Thomas Rabe, Chief Executive Officer, Elmar Heggen, Chief Operating Officer and Deputy Chief Executive Officer, and Björn Bauer, Chief Financial Officer, confirm, to the best of our knowledge, that these 2024 consolidated financial statements which have been prepared in accordance with the IFRS Accounting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of RTL Group and the undertakings included in the consolidation taken as a whole, and that the Directors' report includes a fair review of the development and performance of the business and the position of RTL Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

Luxembourg, 19 March 2025

Thomas Rabe	**Elmar Heggen**	**Björn Bauer**
Chief Executive Officer	Chief Operating Officer Deputy Chief Executive Officer	Chief Financial Officer

Consolidated financial statements

Consolidated income statement

	Notes	2024 €m	2023 €m
Continuing operations			
Revenue	5.1	**6,254**	6,234
Other operating income	5.2	**125**	102
Consumption of current programme rights		**(2,718)**	(2,746)
Depreciation, amortisation and impairment		**(283)**	(239)
Other operating expenses	5.3	**(2,750)**	(2,789)
Impairment of goodwill and amortisation and impairment of fair value adjustments on acquisitions of subsidiaries		**(54)**	(43)
Gain/(loss) from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree	4.3 6.5	**–**	40
Profit from operating activities		**574**	559
Share of results of investments accounted for using the equity method	6.5	**46**	61
Impairment and reversals of impairment losses of investments accounted for using the equity method	6.5	**(7)**	–
Earnings before interest and taxes (EBIT)		**613**	620
Interest income	5.4	**11**	13
Interest expense	5.4	**(53)**	(36)
Other financial income	5.5	**64**	56
Other financial expenses	5.5	**(55)**	(46)
Financial result		**(33)**	(13)
Profit before tax from continuing operations		**580**	607
Income tax expense	5.6	**(152)**	(124)
Group profit from continuing operations		**428**	483
Discontinued operations			
Group profit from discontinued operations	6.11	**127**	115
Total Group profit		**555**	598
Attributable to:			
RTL Group shareholders		**460**	467
– Continuing operations		**333**	352
– Discontinued operations		**127**	115
Non-controlling interests		**95**	131
– Continuing operations		**95**	131
– Discontinued operations		**–**	–
Earnings per share (in €)	5.7		
Basic earnings per share		**2.97**	3.02
– Continuing operations		**2.15**	2.27
– Discontinued operations		**0.82**	0.74
Diluted earnings per share		**2.97**	3.02
– Continuing operations		**2.15**	2.27
– Discontinued operations		**0.82**	0.74

The figures from the previous year have been adjusted (see note 1.30).

Consolidated statement of comprehensive income

	Notes	2024 €m	2023 €m
Total Group profit		**555**	598
Other comprehensive income (OCI):			
Items that will not be reclassified to profit or loss:			
Re-measurement of post-employment benefit obligations	6.15	**3**	(13)
Income tax	6.7	**–**	3
		3	(10)
Equity instruments at FVOCI – change in fair value	6.6	**(10)**	3
Income tax	6.7	**3**	(1)
		(7)	2
Share of other comprehensive income of investments accounted for using the equity method	6.5	**9**	(1)
Income tax		**–**	–
		9	(1)
		5	(9)
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences		**40**	(22)
Effective portion of changes in fair value of cash flow hedges	6.16.4	**14**	(10)
Income tax	6.7	**(4)**	3
		10	(7)
Recycling of cash flow hedge reserve	6.16.4	**(1)**	1
Income tax	6.7	**–**	–
		(1)	1
Share of other comprehensive income of investments accounted for using the equity method		**–**	–
Income tax		**–**	–
		–	–
		49	(28)
Other comprehensive income/(loss), net of income tax		**54**	(37)
Total comprehensive income		**609**	561
Attributable to:			
RTL Group shareholders		**512**	432
Non-controlling interests		**97**	129
Total comprehensive income attributable to RTL Group shareholders		**512**	432
– Continuing operations		**385**	318
– Discontinued operations		**127**	114

Consolidated statement of financial position

	Notes	31 December 2024 €m	31 December 2023 €m
Non-current assets			
Programme and other rights	6.1	**163**	68
Goodwill	6.2	**3,363**	3,148
Other intangible assets	6.2	**544**	557
Property, plant and equipment	6.3	**254**	257
Right-of-use assets	6.4	**327**	270
Investments accounted for using the equity method	6.5	**386**	405
Loans and other non-current assets	6.6	**118**	114
Deferred tax assets	6.7	**249**	302
		5,404	5,121
Current assets			
Programme rights	6.8	**1,567**	1,562
Other inventories		**9**	9
Income tax receivable		**61**	34
Accounts receivable and other current assets	6.9	**2,170**	1,950
Cash and cash equivalents	6.10	**587**	575
		4,394	4,130
Assets held for sale	6.11	**435**	416
Current liabilities			
Loans and bank overdrafts	6.12	**366**	253
Lease liabilities	6.12	**74**	76
Income tax payable		**10**	18
Accounts payable and other liabilities	6.13	**2,092**	1,714
Contract liabilities	5.1	**435**	481
Provisions	6.14	**85**	88
		3,062	2,630
Liabilities related to assets held for sale	6.11	**217**	227
Net current assets		**1,550**	1,689
Non-current liabilities			
Loans	6.12	**713**	689
Lease liabilities	6.12	**273**	225
Accounts payable and other liabilities	6.13	**471**	498
Contract liabilities	5.1	**8**	6
Provisions	6.14	**203**	223
Deferred tax liabilities	6.7	**93**	69
		1,761	1,710
Net assets		**5,193**	5,100
Equity attributable to RTL Group shareholders		**4,306**	4,250
Equity attributable to non-controlling interests	6.16.8	**887**	850
Equity	6.16	**5,193**	5,100

Consolidated statement of changes in equity

	Share capital €m	Currency translation reserve €m	Hedging reserve €m	Revaluation reserve €m	Reserves and retained earnings €m	Equity attributable to RTL Group shareholders €m	Equity attributable to non-controlling interests €m	Total equity €m
Balance at 1 January 2023	**192**	**(126)**	**11**	**87**	**4,258**	**4,422**	**798**	**5,220**
Total comprehensive income:								
Total Group profit	–	–	–	–	467	467	131	**598**
Other comprehensive income (OCI)	–	(22)	(6)	1	(8)	(35)	(2)	**(37)**
	–	(22)	(6)	1	459	432	129	**561**
Capital transactions with owners:								
Dividends	–	–	–	–	(619)	(619)	(76)	**(695)**
Equity-settled transactions, net of tax	–	–	–	–	2	2	2	**4**
Transactions on non-controlling interests without a change in control	–	–	–	–	(2)	(2)	(3)	**(5)**
Transactions on non-controlling interests with a change in control	–	–	–	–	–	–	(1)	**(1)**
Other changes	–	–	(4)	–	19	15	1	**16**
	–	–	(4)	–	(600)	(604)	(77)	**(681)**
Balance at 31 December 2023	**192**	**(148)**	**1**	**88**	**4,117**	**4,250**	**850**	**5,100**
Balance at 1 January 2024	**192**	**(148)**	**1**	**88**	**4,117**	**4,250**	**850**	**5,100**
Total comprehensive income:								
Total Group profit	–	–	–	–	460	460	95	**555**
Other comprehensive income (OCI)	–	39	8	2	3	52	2	**54**
	–	39	8	2	463	512	97	**609**
Capital transactions with owners:								
Dividends	–	–	–	–	(426)	(426)	(90)	**(516)**
Equity-settled transactions, net of tax	–	–	–	–	2	2	2	**4**
Transactions on non-controlling interests without a change in control	–	–	–	–	(5)	(5)	(8)	**(13)**
Transactions on non-controlling interests with a change in control	–	–	–	–	–	–	38	**38**
Other changes	–	–	(4)	(5)	(18)	(27)	(2)	**(29)**
	–	–	(4)	(5)	(447)	(456)	(60)	**(516)**
Balance at 31 December 2024	**192**	**(109)**	**5**	**85**	**4,133**	**4,306**	**887**	**5,193**

Consolidated cash flow statement

	Notes	2024 €m	2023 €m
Cash flows from operating activities			
Group profit before tax		**743**	752
Adjustments for:			
– Depreciation, amortisation and impairment		**283**	248
– Impairment of goodwill and amortisation and impairment of fair value adjustments on acquisitions of subsidiaries		**54**	43
– Impairment and reversals of impairment losses on other financial assets at amortised cost		**(1)**	2
– Impairment and reversals of impairment losses of investments accounted for using the equity method		**7**	–
– Share-based payments expenses		**4**	4
– Re-measurement of earn-out arrangements		**1**	9
– Fair value measurement of investments		**(40)**	23
– (Gain)/loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree		**8**	(40)
– Financial results including net interest expense and share of results of investments accounted for using the equity method		**(1)**	(23)
Change of provisions	6.14	**(22)**	(5)
Working capital changes		**(121)**	(316)
Income tax paid		**(154)**	(162)
Other changes from operating activities		**–**	2
Net cash from/(used in) operating activities		**761**	537
– Thereof discontinued operations	6.11	**110**	77
Cash flows from investing activities			
Acquisitions of:			
– Programme and other rights		**(52)**	(57)
– Subsidiaries, net of cash acquired	4.2	**(208)**	(44)
– Other intangible and tangible assets		**(122)**	(120)
– Other investments and financial assets		**(22)**	(37)
Proceeds from the sale of intangible and tangible assets		**8**	1
Disposal of other subsidiaries, net of cash disposed of	4.3	**1**	32
Proceeds from the sale of investments accounted for using the equity method, other investments and financial assets		**184**	31
Interest received		**13**	21
Current deposits with shareholder and its subsidiaries	10.1	**76**	199
Net cash from/(used in) investing activities		**(122)**	26
– Thereof discontinued operations	6.11	**(5)**	(5)
Cash flows from financing activities			
Interest paid		**(58)**	(34)
Transactions on non-controlling interests	6.16.8	**(34)**	(7)
Proceeds from loans	6.12	**191**	293
Repayment of loans	6.12	**(116)**	(41)
Payment of lease liabilities	6.12	**(96)**	(86)
Dividends paid		**(516)**	(696)
Other changes from financing activities		**(8)**	(7)
Net cash from/(used in) financing activities		**(637)**	(578)
– Thereof discontinued operations	6.11	**(105)**	(72)
Net increase/(decrease) in cash and cash equivalents		**2**	(15)
Exchange rate effects and other changes in cash and cash equivalents		**9**	–
Cash and cash equivalents and bank overdrafts at the beginning of the year	6.10	**573**	588
Cash and cash equivalents and bank overdrafts at the end of the year		**584**	573
Less cash and cash equivalents included within assets held for sale	6.11	**–**	–
Cash and cash equivalents and bank overdrafts at the end of the year (without assets held for sale)	6.10	**584**	573

Notes to the consolidated financial statements

1. General information and material accounting policies

RTL Group S.A. (the 'Company') is a company incorporated under Luxembourgish law. The consolidated financial statements of the Company as at 31 December 2024 comprise the Company and its subsidiaries (together referred to as 'RTL Group' or 'the Group') and the Group's interest in associates and joint ventures.

RTL Group S.A. is a leading entertainment company across broadcast, streaming, content and digital, with interests in 60 television channels, seven streaming services and 37 radio stations and a global business for content production and distribution. RTL Group's main business model is to produce, aggregate, distribute and monetise the most attractive video content, across all formats and platforms.

The Company is listed on the Frankfurt and Luxembourg Stock Exchanges and is a member of the MDAX stock index. Statutory accounts can be obtained at its registered office established at 43, boulevard Pierre Frieden, L-1543 Luxembourg.

The ultimate parent company of RTL Group S.A. preparing consolidated financial statements, Bertelsmann SE & Co. KGaA, includes in its consolidated financial statements those of RTL Group S.A. Bertelsmann SE & Co. KGaA is a company incorporated under German law whose registered office is established at Carl-Bertelsmann-Straße 270, D-33335 Gütersloh, Germany. Consolidated financial statements for Bertelsmann SE & Co. KGaA can be obtained at the company's registered office.

The consolidated financial statements of the Group were authorised for issue by the Board of Directors on 19 March 2025. They will be submitted for approval to the next Annual General Meeting of shareholders on 30 April 2025.

1.1 Statement of compliance

The RTL Group SA consolidated financial statements were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB) and adopted by the European union (hereinafter referred to as 'IFRS Accounting Standards').

1.2 Basis of preparation of consolidated financial statements

The consolidated financial statements are presented in millions of Euro, which is the Company's functional and Group presentation currency, and have been prepared under the historical cost convention except for the following material items in the statement of financial position:
- Derivative financial instruments are measured at fair value
- Non-derivative financial instruments at fair value through profit or loss (FVTPL) are measured at fair value
- Equity instruments at fair value through OCI (FVOCI) are measured at fair value
- Liabilities for cash-settled share-based payment arrangements are measured at fair value
- The defined benefit assets and liabilities are measured in accordance with IAS 19
- Assets held for sale and liabilities related to those assets are measured at the lower of its carrying amount and fair value less cost to sell in accordance with IFRS 5.

The preparation of financial statements in conformity with IFRS accounting standards as adopted by the European Union requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the present circumstances, the results of which are providing the basis of making the judgements about carrying amounts of assets and liabilities that are not directly available from other sources. Actual results may differ from historical estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Judgements made by management in the course of applying IFRS that cause a significant effect on the financial statements, and estimates with a significant risk of material adjustment in the subsequent years, are discussed in note 2.

Impact of new financial reporting standards, interpretations and amendments
The effects of the first-time application of new financial reporting standards and interpretations, amendments to existing IASB financial reporting standards and published interpretations of the IFRS IC had no material impact on the consolidated financial statements of RTL Group.

Impact of issued financial reporting standards that are not yet effective
RTL Group has not opted for early adoption of any additional standards, interpretations or amendments that have been issued by the IASB or the IFRS IC but are not yet mandatory.

A financial reporting standard that is not yet effective that will have a material impact on RTL Group is IFRS 18 'Presentation and Disclosure in Financial Statements' issued in April 2024. IFRS 18 will replace the current IAS 1 'Presentation of Financial Statements' and will amend IAS 7 'Statement of Cash Flows', IAS 33 'Earnings per share' and IAS 34 'Interim Financial Statements'. The new accounting standard aims to improve how companies communicate information in their financial statements, with a focus on information about financial performance in the statement of profit or loss. IFRS 18 introduces new requirements
- to present specified categories and defined subtotals in the statement of profit or loss;
- to disclose information in the notes about some performance measures defined by management, which IFRS 18 define as 'management-defined performance measures' (MPMs); and
- to aggregate and disaggregate information in both the primary financial statements and the notes.

IFRS 18 also introduces limited changes to the statement of cash flows. Subject to endorsement by the EU, the application of IFRS 18 will be mandatory for financial years beginning on or after 1 January 2027 and must be applied retrospectively for the corresponding comparative period. RTL Group is currently analysing the impact of IFRS 18 on the components of financial statements. According to the high-level preliminary assessment, the new standard will have no impact on the Group profit, but the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how new subtotals are calculated and reported. Based on the preliminary assessment, the Group does not expect any significant changes in the notes; however, the presentation of information might change as a result of the aggregation and disaggregation principles in IFRS 18. In addition, there will be new disclosures required for management-defined performance measures and for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.

The expected impact from other issued financial reporting requirements that are not yet effective is not material to the RTL Group.

Impact of external events on the consolidated financial statements
In 2024, multiple external events impacted the business environment of RTL Group. These include continuing geopolitical tensions accompanied by the effects of high inflation rates of the past years. Inflation had direct implications on the business performance of RTL Group (e.g. increase in personnel costs) as well as indirect implications (e.g. reduced bookings from advertising clients).

This impacted RTL Group's financial performance in the financial year 2024, resulting in pressure on revenue and Adjusted EBITA. The external challenges and associated uncertainties have been, and will continue to be, regularly monitored by management to allow for early intervention if necessary. This particularly applies to the areas of impairment of goodwill and individual assets, leasing, programming rights, trade receivables, deferred tax assets, contingent losses and revenue. Based on the current development of the business, no impairment of goodwill was considered necessary. This also applies to the accounting areas classified as susceptible, for which no significant negative impact on the financial position and results of operations of RTL Group is currently expected.

The assessment is based on judgements, estimates and assumptions that involve uncertainties as characterised above. Management assumes that these uncertainties have been appropriately taken into account in their assessments.

Consideration of climate change
In the financial year 2024, RTL Group conducted a comprehensive analysis of climate-related risks and opportunities. The analysis covered all business areas and relevant parts of the value chain. A description of the analysis conducted can be found in the Directors' Report under **Sustainability report**. RTL Group assumes that climate change will not have a material impact on the estimates and assumptions for accounting purposes as at 31 December 2024.

1.3 Principles of consolidation

1.3.1 Subsidiaries

Subsidiaries are those undertakings controlled by the Company. Control exists when the Company has power or ability, directly or indirectly, over an entity, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect these returns through its power over the entity. The existence and effect of potential voting rights that are presently exercisable or presently convertible are considered when assessing whether the Company controls another entity. Directly or indirectly held subsidiaries are consolidated from the date on which control is transferred to the Company, and are no longer consolidated from the date that control ceases.

The full consolidation method is used, whereby the assets, liabilities, income and expenses are fully incorporated. The proportion of the net assets and net income attributable to non-controlling interests is presented separately as non-controlling interests in the consolidated statement of financial position and in the consolidated income statement.

Intra-group balances and transactions, and any unrealised income and expense (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Accounting for business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

For acquisitions on or after 1 January 2010, the Group measures goodwill at the acquisition date as:
- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount of the identifiable assets acquired, and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Costs related to the acquisition – other than those associated with the issue of debt or equity securities – that the Group incurs in connection with a business combination, are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. Contingent consideration is classified as either equity or a financial liability. If an obligation to pay contingent consideration is classified as equity, then it is not re-measured, and settlement is accounted for within equity. It is a Level 3 fair value measurement based on the discounted cash flows (DCF) and derived from market sources as described in notes 6.2 and 7.3.

The potential cash payments related to put options issued by the Group over the equity of subsidiary companies are accounted for as financial liabilities. The amount that may become payable under the option on exercise is initially recognised for the present value of the redemption amount within accounts payable with a corresponding charge directly in equity or through goodwill in case of a business combination with the transfer of the risks and rewards of the non-controlling interests to the Group. Subsequent measurement of liabilities from put options is recognised in profit or loss. The income/(expense) arising is recorded in 'Other financial income' or 'Other financial expenses'.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interests in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Identifiable assets acquired and liabilities as well as contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date.

Accounting for transactions under common control

For transactions under common control, RTL Group applies the accounting policy choice to recognise assets acquired and liabilities assumed at carrying amounts, while the difference between assets/liabilities and consideration transferred is recognised in equity under 'Other changes'.

Accounting for transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For acquisitions from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying amount of the net assets of the subsidiary is recorded in equity. Gains or losses on disposals of non-controlling interests are also recorded in equity.

Loss of control

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value subsequently becomes the initial carrying amount for the purposes of accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

1.3.2 Investments accounted for using the equity method

The investments accounted for using the equity method comprise interests in associates and joint ventures. Associates are defined as those investments where the Group can exercise a significant influence. Joint ventures are arrangements in which the Group has joint control, whereby the Group has rights to the net assets of arrangements, rather than rights to their assets and obligations for their liabilities. Such investments are recorded in the consolidated statement of financial position using the equity method of accounting and are initially recognised at cost, which includes transaction costs. Under this method, the Group's share of the post-acquisition profits or losses of investments accounted for using the equity method (impairment loss included) is recognised in profit or loss, and its share of post-acquisition movements in reserves is recognised in reserves.

When the Group's share of losses in an investment accounted for using the equity method equals or exceeds its interest in the investment accounted for using the equity method, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the investment accounted for using the equity method.

Unrealised gains on transactions between the Group and its investments accounted for using the equity method are eliminated against the investment accounted for using the equity method to the extent of the Group's interest in the investee. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies for investments accounted for using the equity method have been changed where necessary to ensure consistency with the policies adopted by the Group and restated in the case of specific transactions on RTL Group level in relation to investments.

1.4 Foreign currency translation

1.4.1 Foreign currency translations and balances

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the foreign exchange rate prevailing at that date. Foreign exchange differences arising on translation are generally recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Euro at foreign exchange rates prevailing at the date the fair value was determined.

1.4.2 Financial statements of foreign operations

The assets and liabilities of foreign operations, including goodwill, and fair value adjustments arising on consolidation, are translated to Euro using the foreign exchange rate prevailing at the reporting date. Income and expenses are translated at the average exchange rate for the year under review. The foreign currency translation differences resulting from this treatment and those resulting from the translation of the foreign operations' opening net asset values at year-end rates are recognised directly in a separate component of equity.

Exchange differences arising from the translation of the net investment in a foreign operation, or associated undertaking and financial instruments, which are designated and qualified as hedges of such investments, are recognised directly in a separate component of equity. On disposal or partial disposal of a foreign operation, such exchange differences or proportion of exchange differences are recognised in profit or loss as part of the gain or loss on sale.

1.5 Derivative financial instruments and hedging activities

Fair value
Derivative financial instruments are initially recognised at fair value in the statement of financial position at the date a derivative contract is entered into and are subsequently re-measured at fair value. The fair value of foreign currency forward contracts is determined by using forward exchange market rates at the reporting date.

Cash flow hedges
For qualifying hedge relationships, the Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking the hedge. This process includes linking all derivatives designated as hedges to specific assets and liabilities or to specific firm commitments or forecast transactions. Thereby the qualifying instrument is separated in the spot element and forward element and only the change in the fair value of the spot element is designated as a hedging instrument. The hedge ratio of 1:1 is applied accordingly. The Group also documents, both at the hedge inception and on an ongoing basis, its assessment of whether the hedging derivatives are effective in offsetting changes in fair values or cash flows of the hedged items.

The accounting treatment applied to cash flow hedges in respect of a hedged forecast transaction can be summarised as follows:
– The designated component of fair value changes on the hedging instrument (mostly foreign currency forward contracts or cash balances in foreign currencies) is deferred in 'Hedging reserve'
– Amounts deferred in 'Hedging reserve' are subsequently reclassified to the income statement in the periods in which the hedged item impacts the income statement. Hedging forecast purchases of programme rights in foreign currency are removed from equity when the programme right is recognised on-balance sheet in accordance with the Group's policy
– The non-designated component of the fair value changes on the hedging instrument is recorded directly in profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the 'Hedging reserve' remains in equity until – for a hedge of a transaction resulting in the recognition of the programme rights – it is included in the costs of the programme rights on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss. If the hedged future cash flows are no longer expected to occur, the amounts that have accumulated in the 'Hedging reserve' are immediately reclassified to profit or loss.

1.6 Current/non-current distinction

Current assets are assets expected to be realised or consumed in the normal course of the Group's operating cycle (normally within one year). All other assets are classified as non-current assets.

Current liabilities are liabilities expected to be settled by use of cash generated in the normal course of the Group's operating cycle (normally within one year) or liabilities due within one year from the reporting date. All other liabilities are classified as non-current liabilities.

1.7 Intangible assets

1.7.1 Non-current programme and other rights
Non-current programme and other rights are initially recognised at acquisition cost or production cost – which includes staff costs and an appropriate portion of relevant overheads – when the Group controls, in substance, the respective assets and the risks and rewards attached to them.

Non-current programme and other rights include (co-)productions, audiovisual and other rights acquired with the primary intention to distribute or trade them as part of the Group's long-term operations. The economic benefits of the rights are highly correlated to their consumption patterns, which themselves are linked to revenue. These non-current programme and other rights are therefore amortised based on expected future revenue. The amortisation charge is based on the ratio of net revenue for the period over total estimated net revenue. The (co-)production shares and flat fees of distributors are amortised over the applicable product lifecycle based on the ratio of the current period's revenue to the estimated remaining total revenue (ultimate revenue) for each (co-)production or distribution right.

Estimates of total net revenue are periodically reviewed and additional impairment losses are recognised if appropriate.

1.7.2 Goodwill

Business combinations are accounted for using the acquisition method as at the acquisition date. Goodwill arising from applying this method is measured at initial recognition as detailed in note 1.3.1.

Goodwill on acquisitions of subsidiaries is recognised as an intangible asset. Goodwill is tested at least annually for impairment and carried at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units for the purpose of impairment testing. Each cash-generating unit represents the Group's investment in a geographical area of operation by business segment, except for Fremantle and We Are Era, which have global/multi-territory operations. RTL Deutschland mainly operates in Germany, but due to international advertising sales it has minor businesses in many European countries.

1.7.3 Other intangible assets

Other intangible assets principally comprise brands and trademarks, software licences and development, customer relationships and similar rights.

Expenditures for internally developed software are capitalised only if they can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the reporting unit intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, expenditures are recognised in profit or loss as incurred. Subsequently, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Customer relationships that are identified as part of business combinations and the resulting allocation of the acquisition price are recognised as assets. Customer relationships have a finite useful life, i.e. they are expected to be no longer usable at the end of a determined period, and are therefore amortised on a straight-line basis over their useful life.

Other intangible assets with a definite useful life, which are acquired by the Group, are stated at cost less accumulated amortisation and impairment losses. They are amortised on a straight-line basis over their estimated useful life as follows:
- Software licences and development: three to seven years
- Other licences: seven to 20 years.

Useful lives are reviewed annually and adjusted if expectations have changed.

Brands and trademarks, unless an indefinite useful life can be justified, are mainly amortised on a straight-line basis over their estimated useful life. The range of a definite useful life of brands and trademarks depends individually on the underlying contractual terms of use. Brands with an indefinite useful life are tested annually for impairment or whenever there is an indication that the intangible asset may be impaired.

1.8 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses. Depreciation is recognised on a straight-line basis over the estimated useful lives of the assets as follows:
- Land: nil
- Buildings: ten to 25 years
- Technical equipment: four to 10 years
- Other fixtures and fittings, tools and equipment: three to 10 years.

Where an item of property, plant and equipment comprises major components having different useful lives, it is accounted for as separate items of property, plant and equipment. Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in profit from operating activities.

Depreciation methods and useful lives, as well as residual values, are reassessed annually and adjusted if expectations have changed.

Expenditure incurred to replace a component of an item of property, plant and equipment that is separately accounted for is capitalised with the carrying amount of the component that is to be replaced being written off. Other subsequent expenditure is capitalised only when it increases the future economic benefits that will be derived from the item of property, plant and equipment. All other expenditure is expensed as incurred.

1.9 Leases

The Group mainly leases premises for operating businesses. Leases are recognised as a right-of-use asset with a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets
The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost less any accumulated depreciation and impairment losses and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of the lease liabilities recognised, initial direct costs incurred, restoration costs, and lease payments made at, or before, the commencement date less any incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the asset's estimated useful life and the lease term. Right-of-use assets are subject to impairment testing.

Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentive receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The lease payments also include the exercise price of a purchase option that is reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period on which the event or condition that triggers the payment occurs. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's maturity, currency and risk-specific incremental borrowing rate is used. The incremental borrowing rate represents the cost of obtaining external financing for a corresponding asset with a financing period corresponding to the term of the lease denominated in the currency in which lease payments are settled.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets for all classes of assets
The Group applies the short-term lease recognition exemption to its leases (i.e. those leases that have a term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the exemption of low-value leased assets. Lease payments on short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense over the lease term.

1.10 Loans and other financial assets

Initial recognition
The Group classifies its financial assets in the following measurement categories:
- those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets (with the exception of trade receivables without a significant financing component) are recognised initially at fair value, taking into account transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets recognised at fair value through profit or loss are immediately expensed in profit or loss. Trade receivables without a significant financing component are initially recognised at their transaction price.

For financial assets – debt instruments and investments in equity instruments – measured at fair value through profit or loss, gains and losses will be recorded in either profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity instrument at fair value through other comprehensive income (FVOCI).

Financial assets with embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

The fair value of publicly traded investments is based on quoted market prices at the reporting date. The fair value of non-publicly traded investments is based on the estimated discounted value of future cash flows.

Subsequent measurement

Debt instruments
Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments in three measurement categories:
- Amortised cost: assets that are held in order to collect contractual cash flows where those cash flows represent solely payments of principal and interest. Financial assets at amortised cost are subsequently measured using the effective interest method, less any valuation allowance for credit risk. Any difference between nominal value, net of transaction costs, and redemption value is recognised using the effective interest method in profit or loss over the period of the loan. Interest income from these financial assets is included in 'Interest income' using the effective interest method. Any gain or loss arising on derecognition is recorded directly in profit or loss and presented in 'Other operating income' or 'Other operating expenses', together with foreign exchange gains and losses. Impairment losses, when applicable, are presented as 'Other operating expenses' in the consolidated income statement
- FVOCI: assets that are held in order to collect contractual cash flows and for selling the financial assets – where the assets' cash flows solely represent payments of principal and interest – are measured at FVOCI. Changes in the fair value are taken through OCI, except for the recognition of impairment losses (and reversal of impairment losses), foreign exchange gains and losses and interest income, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Gain/(loss) from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree'. Interest income from these financial assets is included in 'Interest income' using the effective interest method. Impairment expenses are presented in 'Other operating expenses' and disclosed separately in the notes to the consolidated income statement
- FVTPL: instruments that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt instrument that is subsequently measured at FVTPL is recognised in the consolidated income statement and presented net within 'Fair value measurement of investments' which is reported in 'Other operating income' or 'Other operating expenses'.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Equity instruments
The Group subsequently measures all equity instruments at fair value. Where the Group's management has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Impairment losses (and reversal of impairment losses) on equity instruments at FVOCI are not reported separately from 'Equity instruments at FVOCI – change in fair value, net of tax' in the revaluation reserve of the consolidated statement of changes in equity.

Changes in the fair value of financial assets at FVTPL are recognised within 'Fair value measurement of investments' in the consolidated income statement.

1.11 Current programme rights

Current programme rights are initially recognised at acquisition cost or Group production cost when the Group controls, in substance, the respective assets and the risks and rewards attached to them.

Current programme rights include programmes in progress, (co-)productions and rights acquired with the primary intention to broadcast or exploit them in the normal course of the Group's operating cycle. Current programme rights include an appropriate portion of overheads and are stated at the lower of cost and net realisable value. The net realisable value assessment is based on the advertising revenue expected to be generated when broadcast, and on

estimated net sales. Weak audience shares or changes from a prime-time to a late-night slot constitute indicators that a valuation allowance may be applicable. They are consumed based on either the expected number of transmissions or expected revenue in order to match the costs of consumption with the benefits received. The rates of consumption applied for the majority of broadcasting rights are as follows:
- Blockbusters (films with high cinema ticket sales), mini-series (primarily own productions with a large budget), other films, series, TV movies and (co-)productions are consumed, run by run, over a maximum of four transmissions following a degressive approach for amortisation depending on the agreed total number of transmissions
- Soaps, in-house productions, quiz and game shows, sports and other events as well as music shows are fully consumed upon the first transmission
- Children's programmes and cartoons are consumed over the licence period on a straight-line basis as there is a very slow saturation and a very high number of repetitions for the target group kids (three to 13-year-olds)
- Programme rights for pay television are consumed on a straight-line basis over the licence period.
- Acquired content used for streaming purposes is amortized either degressive or straight-line depending on usage patterns and audience reach over time.

In very specific cases different consumptions methods may be applied where audience potential is considered to be particularly high for each broadcast.

1.12 Accounts receivable and contract assets

Trade accounts receivable arise from the sale of goods and services related to the Group's operating activities. Trade accounts receivable are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, in which case they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less impairment loss.

Contract assets relate to the conditional right to consideration for complete satisfaction of the contractual obligations. Other accounts receivable include – in addition to deposits and amounts related to Profit and Loss Pooling (PLP) and Compensation Agreements with RTL Group's controlling shareholder – VAT recoverable, and prepaid expenses.

Impairment losses on trade accounts receivable, other financial instruments measured at amortised costs and contract assets are recognised when:
- RTL Group assesses on a forward-looking basis the expected credit loss; or
- there is objective evidence that the Group will not be able to collect all amounts due according to the original terms. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable or the contract asset is impaired. In that case, the trade receivable or the contract asset is removed from the expected credit loss and impaired on a stand-alone basis.

Additions to valuation allowance and subsequent recoveries of amounts previously written off are reported in the income statement within 'Other operating expenses'.

Accrued income is stated at the amounts expected to be received.

1.13 Cash and cash equivalents

Cash consists of cash in hand and at bank. Cash equivalents are assets that are readily convertible into cash, such as short-term highly liquid investments, commercial paper, bank deposits and marketable securities, all of which mature within three months from the date of purchase, and money market funds that qualify as cash and cash equivalents under IAS 7. Bank overdrafts are included within current liabilities.

1.14 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, and fair value less costs of disposal where applicable, the estimated future cash flows are discounted to their present value using a discount rate after tax that reflects current market assessments of the time value of money and the risks specific to the asset.

In respect of assets other than goodwill, an impairment loss is reversed when there is an indication that the conditions that caused the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. The carrying amount after the reversal of the impairment loss cannot exceed the carrying amount that would have been determined, net of depreciation and amortisation, if no impairment loss had been recognised.

1.15 Impairment of financial assets

RTL Group applies the expected credit loss (ECL) model in accordance with IFRS 9 for debt instruments at amortised cost and for contract assets. Accordingly, the amount of expected credit losses recognised as a loss allowance depends on the extent to which the default risk has increased since initial recognition. According to the so-called general approach, a distinction is made between the following two measurement bases:
- 12-month ECL: At initial recognition, and if the default risk has not increased significantly from the initial recognition of the debt instrument, a loss allowance is recognised for expected credit losses within the next 12 months.
- Lifetime ECL: If the default risk has increased significantly, a loss allowance for expected credit losses is recognised for the entire life of the debt instrument.

Appropriate quantitative and qualitative information and analyses based on the Group's past experience and reasonable assessments – including forward-looking information such as customer-specific information and forecasts of future economic conditions – are taken into consideration when determining the credit risk. When a financial asset is more than 30 days past due, its credit risk is assumed to have increased significantly. A default of a financial asset is assumed at the latest when the counterparty fails to make contractual payments within 90 days of when they fall due, unless reasonable and supportable information is available that justifies a different time of overdue payment. The Group assesses whether a financial asset is credit-impaired at the end of each reporting period. This is the case when one or more events that have a detrimental impact on the expected future cash flows of that financial asset have occurred. A financial asset is written off when it is no longer reasonably expected to be fully or partially recoverable.

For trade receivables and contract assets, RTL Group uses a simplified approach to measure expected credit losses. According to this, the loss allowance is measured using lifetime expected credit losses. For this purpose, impairment matrices based on historic bad debt losses, maturity bands and expected credit losses have been prepared. The impairment matrices were created for business unit-specific groups of receivables, each with similar default patterns. In addition, separate risk assessments are performed. Contract assets have substantially the same risk characteristics as trade receivables for the same types of contracts, so that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

1.16 Non-current assets held for sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of the carrying amount and fair value less costs of disposal if their carrying amount is recovered principally through a sale transaction rather than through continuing use.

1.17 Accounts payable

Trade accounts payable arise from the purchase of assets, goods and services relating to the Group's operating activities and include accrued expenses. Other accounts payable comprise – in addition to amounts related to the Profit and Loss Pooling Agreement (PLP) with RTL Group's controlling shareholder – VAT payable, fair value of derivative liabilities, and accounts payable on capital expenditure. Trade and other accounts payable are measured at amortised cost using the effective interest method, except derivative liabilities, which are measured at fair value.

1.18 Loans payable

Interest-bearing current and non-current liabilities are recognised initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing current and non-current liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings using the effective interest method.

1.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation to transfer economic benefits as a result of past events. The amounts recognised represent management's best estimate of the expenditures that will be required to settle the obligation at the reporting date. Provisions are measured by discounting the expected future cash flows to settle the obligation at a pre-tax risk-free rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the obligation.

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan and the restructuring has either commenced or been announced publicly. Restructuring provisions do not include costs relating to the ongoing activities of the Group.

Provisions for onerous contracts mainly relate to unavoidable costs for individual programme rights, of which the estimated performance is clearly below what was originally planned when the contract was agreed. Such situations mainly arise in case of executory obligations to purchase programmes that will not be aired due to lack of audience capacity or to a mismatch with the current editorial policy. In addition, an expected or actual fall in audience can be evidenced by several indicators, such as the underperformance of a previous season, the withdrawal of the programme's main advertisers or a decline in the popularity or success of sports programmes. Long-term sourcing agreements aim to secure the programme supply of broadcasters. These are mainly output deals, production agreements given European quota obligations, and arrangements with sports organisations. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

1.20 Employee benefits

1.20.1 Pension benefits

The Group operates or participates in both defined contribution and defined benefit plans, according to the national laws and regulations of the countries in which it operates. The assets of the plans are generally held in separate trustee-administered funds, and some of the plans are operated through pension funds that are legally independent from the Group. The pension plans are generally funded by payments from employees and by the relevant Group companies, taking into account the recommendations of independent qualified actuaries.

Pension costs and obligations relating to defined benefit plans are recognised based on the projected unit credit method. The Group recognises actuarial gains and losses in other comprehensive income. Past-service costs are recognised immediately through profit or loss.

Pension costs relating to defined contribution plans (including deferred compensation plans that are defined contribution plans in nature) are recognised when an employee has rendered service in exchange for the contributions due by the employer.

1.20.2 Other benefits

Many Group companies provide death in service benefits, and spouses' and children's benefits. The costs associated with these benefits are recognised when an employee has rendered service in exchange for the contributions due by the employer.

1.20.3 Share-based transactions

In a limited number of cases (currently at Groupe M6), share options are granted to directors, senior executives and other employees of the Group. Share options entitle holders to purchase shares at a price (the 'strike price') payable at the exercise date of the options. Options are initially measured at their fair value determined on the date of grant.

The grant date fair value of equity-settled share-based payment arrangements is recognised as an expense with a corresponding increase in equity over the vesting period of the options. The amount recognised as an expense is adjusted to reflect the number of options that are expected to ultimately vest, considering vesting service conditions and non-market performance conditions.

For cash-settled share-based payment arrangements, the fair value of the amount payable to employees is recognised as an expense with a corresponding increase in liability until the employees exercise their options. The liability is re-measured to fair value at each reporting date up until the settlement date. Any changes in the liability are recognised in the income statement. The fair value of the options is measured using specific valuation models.

1.21 Share capital

1.21.1 Equity transaction costs
Incremental external costs directly attributable to the issue of new shares, other than in connection with a business combination, are deducted, net of the related income taxes, against the gross proceeds recorded in equity.

1.21.2 Treasury shares
Where the Company or its subsidiaries purchase the Company's own equity, the consideration paid, including any attributable transaction costs net of income taxes, is shown in deduction of equity as 'Treasury shares'.

1.21.3 Dividends
Dividends on ordinary shares are recorded in the consolidated financial statements in the period in which they are approved at the Shareholders' meeting or authorised by the Board of Directors in case of interim dividends.

1.22 Revenue presentation and recognition
Revenue from contracts with customers is recognised in accordance with IFRS 15. Under this standard, a contract-based five-step model is used to first identify and distinguish the relevant contracts with customers. In a next step, the separate performance obligations explicitly or implicitly stipulated in the contract are identified, and the contract is examined for fixed and variable consideration in order to use this as a basis for determining the respective transaction price. In doing so, constraining estimates of variable consideration are adequately taken into account. If more than one separate performance obligation is identified in a contract, the transaction price is then allocated to the identified performance obligations using the method of relative stand-alone selling prices, which are generally determined as prices on the markets relevant for the respective customers.

RTL Group's revenue relates mainly to advertising, the production, distribution and licensing of programmes and other rights, the rendering of services and the sales of merchandise. Revenue is presented net of sales deductions such as cash rebates, credit notes, discounts, refunds and VAT. Revenue comprises the fair value of the consideration received or receivable in the ordinary course of the Group's activities. The transaction price is determined based on the contractually agreed terms. The nature and timing of satisfaction of performance obligations, revenue recognition and significant payment terms differ between the respective categories of revenue, whereas payments are generally due within a short time.

More specifically, the general principles for recognising revenue by type of activity are as follows:

Revenue from advertising
Advertising arrangements mostly include spots aired or advertisements published as part of a campaign on various media (TV, radio, internet or printed magazines), generally for a period of up to one year. RTL Group considers that the client benefits from the visibility of his brands as the spot is broadcast and an advertising campaign progresses. Therefore, RTL Group treats the series of spots from an advertising customer as a single performance obligation. The same applies to advertisements in printed magazines.

Revenue from advertising is recognised over time in the period over which the related spots or advertisements are broadcast or published. Commissions paid to sales houses and other agencies are directly deducted from advertising revenue.

Both normal and free advertising spots of an advertising campaign are considered to be separate performance obligations and recognised for their relative standalone selling price. Free advertising spots and printed advertisements generate a contract asset if they are aired or published in a higher extent than the contracted normal advertising spots and printed advertisements, and a contract liability in the reverse case.

Revenue from exploitation of programmes, rights and other assets
Revenue from exploitation of programmes, rights and other assets mostly consists of revenue generated from the production and licensing of intellectual property to customers.

Customer contracts typically have a wide variety of performance obligations, from production licence contracts to multi-year format licence agreements, as well as ancillary rights and services (e.g. merchandising rights, sponsorship rights and production consulting services) and distribution activities. IFRS 15 requires an assessment of the nature of promise at contract level regarding licences and payment terms. The Group assesses for purposes of revenue recognition whether the licences underlying the transactions are determined to be a right to access the content (revenue recognised over time) or a right to use the content (revenue recognised at a point in time) considering the further influence on or development of the intellectual property on which the licence is based during the contractual licence period. RTL Group has determined that, for most of the licences granted (i.e. production licences, distribution licences, format-only licences), the involvement of the Group is limited to the transfer of the licence, resulting in a performance obligation, which is satisfied at a point in time respectively when the licence is granted.

Non-refundable minimum guarantees recoupable over royalties are received as part of some production or distribution arrangements, which are recognised in accordance with the classification of the type of licence granted.

Granting licences for the access to streaming platforms (e.g. RTL+) stipulate obligations to provide access to the content over the subscription period. The subscription revenue is recognised in accordance with the classification of the type of licence granted, i.e. over time.

In the case of sales-based or usage-based royalties in exchange for a licence of intellectual property, the Group recognises revenue when the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied) and when the subsequent sale or usage has occurred.

In parallel, advance payments received from a customer to fulfil non-cancellable arrangements generate a contract liability.

When the customer has a right to return the product within a given period, the entity is obliged to refund the purchase price. Under IFRS 15, a refund liability for the expected refunds to customers is recognised as an adjustment to revenue in trade and other accounts payable.

A significant part of operations developed by the digital video networks consists of distributing videos licensed by talents/influencers that are advertising-financed. The corresponding revenue for the Group, due to a variable basis, is recognised as revenue from exploitation of programmes, rights and other assets.

Distribution revenue is recognised when the Group's broadcasting channels provide a broadcasting signal in high definition (HDTV) or additional services to cable, satellite platforms and internet TV for a fee.

Revenue from selling goods and merchandise and providing services
Revenue from selling own products is recognised at a point in time when control is transferred. Depending on the underlying respective terms of sale, this is generally upon delivery to the customer. Expected returns from sales of products, mainly from print magazines, are shown as liabilities in the position 'Accounts payable and other liabilities'. In individual business models, giveaways to customers meet the criteria of a separate performance obligation. Any giveaways to an agent are capitalised as costs to obtain a contract and are amortised over the expected term of the subscription.

Revenue from selling merchandise is recognised when the customer has obtained control of the goods for the amount that the Group expects to receive.

Revenue from providing services is recognised in the period in which the service has been rendered for the consideration that the Group expects to receive.

For the sale of third-party goods and services and especially in the context of the Group's digital businesses, the Group assesses whether it operates as a principal, and reports revenue on a gross basis, or as an agent, and reports revenue on a net basis. The decision is primarily based on who the customer is and whether the agent obtains control of the specified goods or services before they are transferred to the customer. Other indicators include who is primarily responsible for fulfilment, inventory risk and discretion in establishing the sales price.

IFRS 15 stipulates some practical expedients of which the following are applied in RTL Group:
- Costs of obtaining contracts are not capitalised if the underlying asset is amortised in no more than 12 months
- The value of consideration is not adjusted for the effects of a material financing component if the financing component pertains to a period of no more than 12 months
- For contracts with an original duration of no more than 12 months and for contracts for which revenue can be recognised according to the amount invoiced for simplification purposes, no disclosure of the aggregated transaction price is provided.

1.23 Government grants

Grants from government and inter-governmental agencies are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions. Government grants related to assets are initially presented as a deduction in arriving at the carrying amount of the asset. Grants that compensate the Group for expenses incurred are recognised in 'Other operating income' on a systematic basis in the same period in which the expenses are recognised.

Forgivable loans are loans which government and inter-governmental agencies undertake to waive repayment of under certain prescribed conditions. Forgivable loans are recognised in 'Other operating income' when there is reasonable assurance that the loan will be waived.

1.24 Gain and loss from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree

Gains and losses on disposal or loss of control of subsidiaries owning only one non-financial asset or a group of similar assets are classified in 'Other operating income'/'Other operating expenses' to reflect the substance of the transaction.

1.25 Interest income and expense

Interest income and expense is recognised on a time proportion basis using the effective interest method.

1.26 Income tax

Recognition and measurement of income tax
Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted in the countries in which the Group's entities operate, and generate taxable income at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred taxes are recognised on any temporary difference between the carrying amount for consolidation purposes and the tax base of the Group's assets and liabilities, as well as for unused tax loss carry forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available, against which the deductible temporary differences, unused tax credits and tax loss carry forwards can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is not recognised for:
- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority.

Global minimum tax
RTL Group is subject to global minimum tax according to the OECD Model rules and local legislations. Due to the nature of the rules, the figures of all Bertelsmann group entities (including RTL Group entities) per jurisdiction are taken into consideration when applying the transitional safe harbour rules or calculating effective tax rates. The minimum taxation is applicable for the Group's activities in Ireland with a statutory tax rate below 15 per cent and Australia due to true up effects for the financial year 2023. In both countries, a domestic minimum top-up tax legislation has been enacted since 1 January 2024. In Luxembourg, the Income Inclusion Rule is applicable for low taxed income in Brazil. In total, the effects for RTL Group in 2024 are below €10 thousand and therefore insignificant.

RTL Group makes use of the exemption for the recognition of deferred taxes in connection with Pillar Two income taxes which was the subject of the amendments to IAS 12 in May 2023.

1.27 Discontinued operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or a geographical area of operations that has been disposed of or is held for sale or distribution, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation the comparative income statement is re-presented as if the operation had been discontinued from the start of the comparative year. Further information is presented in note 6.11.

1.28 Earnings per share

Basic earnings per share (EPS) is calculated by dividing the Group profit attributable to RTL Group shareholders by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Group and held as treasury shares and the shares held under the liquidity programme, if any.

The diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. There is currently no category of dilutive potential ordinary shares.

1.29 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing the performance of the operating segments, has been identified as the Executive Committee of RTL Group, which makes strategic decisions.

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components.

The operating results of all operating segments are regularly reviewed by the Group's Executive Committee, which makes decisions about resources to be allocated to the segment and assesses its performance, and for which discrete financial information is available.

The invested capital is disclosed for each reportable segment as reported to the Group's Executive Committee. Invested capital is calculated on the basis of the Group's operating assets (right-of-use assets included) less non-interest bearing operating liabilities (lease liabilities not included). Intercompany revenue is recognised using the same arm's-length conditions applied to transactions with third parties. No measure of segment assets and liabilities other than invested capital is reported to the Group's Executive Committee.

1.30 Prior year information

For the purposes of better comparability with the Group's peers, the 'expenses related to live programmes' have been reclassified from the income statement position 'Other operating expenses' into the income statement position 'Consumption of current programme rights' (€253 million). The comparatives for the financial year 2023 have been adjusted accordingly (€180 million).

For reasons of transparency, the financial income and expenses from the remeasurement of put/call option liabilities are presented on a gross basis from the financial year 2024 onwards. The prior-year comparatives have been adjusted to the current presentation to improve comparability.

As the measurement has not changed in either case, there is no effect on 'Profit from operating activities' within the consolidated income statement and Adjusted EBITA.

2. Accounting judgements and estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

2.1 Consolidation of entities in which the Group holds less than 50 per cent

Even though the Group has less than 50 per cent of the voting rights of Groupe M6, management considers that the Group has control of Groupe M6. The Group is the controlling shareholder of Groupe M6 while the balance of other holdings remains highly dispersed and the other shareholders have not organised their interest in such a way that they intend to vote differently from the Group.

2.2 Significant influence with less than 20 per cent

Although the Group holds less than 20 per cent of the equity shares of Atresmedia, management considers that the Group exercises a significant influence in Atresmedia in view of the representation of RTL Group on the Board of Directors and other governing bodies of Atresmedia. Despite of the decrease in ownership from 18.7 per cent to 15.1 per cent in the financial year 2024, the assessment of significant influence remains unchanged.

2.3 Lease accounting

Extension and termination options are included in several real estate leases across the Group. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option and considers all relevant factors that create an economic incentive to exercise the option. After the commencement date, the Group re-assesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise the option or not to exercise the option. Most of the extension and termination options held are exercisable only by the Group and not by the respective lessor. Incremental borrowing rates determined by currency and maturity are updated on a yearly basis unless a triggering event occurs.

2.4 Programme and other rights (assets and provisions for onerous contracts)

The Group's accounting for non-current programme rights requires estimates by management as it relates to total net revenue used in the determination of the amortisation charge and impairment loss for the year.

In addition, management estimates must consider factors such as the future programme grid, the realised/expected audience of the programme, the current programme rights that are not likely to be broadcast, and the related valuation allowance.

Provisions for onerous contracts related to programme and other rights are also recognised when the Group has constructive obligations, and it is probable that unavoidable costs exceed the economic benefits originally planned. These provisions have been determined by discounting the expected future cash inflows for which the amount and timing are dependent on future events.

2.5 Estimated impairment of goodwill, intangible assets with indefinite useful lives and investments accounted for using the equity method

The Group tests at least annually whether goodwill and intangible assets with an indefinite useful life have suffered any impairment. The Group also tests annually whether investments accounted for using the equity method have suffered any impairment, and if any impairment should be reversed.

The Group has used a combination of long-term trends, industry forecasts and in-house knowledge in forming its assumptions about the development of the various advertising and content production markets in which the Group operates. This is an area highly exposed to general economic conditions. The state of the advertising and content production market is one of the key operational drivers used by the Group to assess individual business models. Other key drivers (non-IFRS measures) include audience shares, advertising market shares, EBITA and EBITA margin, and operating cash conversion rates. Each of these elements is variable, inter-related and difficult to isolate as the main driver of the various business models and respective valuations.

The Group performs sensitivity analysis of the recoverable amount of the cash-generating units, especially on those where the headroom between the recoverable amount and the carrying amount is low.

2.6 Contingent consideration and put option liabilities on non-controlling interests

Contingent consideration, resulting from business combinations, is valued at fair value at the acquisition date as part of the business combination, and subsequently re-measured at each reporting date. The determination of the fair value is based on discounted cash flow and takes into account the probability of meeting each performance target. Put option liabilities on non-controlling interests are recognised at the present value of the redemption amount in case of exercise of the option by the counterparty. Further, put option liabilities are sensitive to forecasted performance targets as they are based on a multiple of earnings, and judgement is required where there may be adjustments to forecasted results or to the probability of meeting each performance target.

2.7 Fair value of equity instruments at fair value through OCI

The Group has used discounted cash flow analysis for the equity instruments at FVOCI that were not traded in active markets.

2.8 Assets held for sale and discontinued operations

The determination of the fair value less costs to sell requires management judgement as it relates to estimates of proceeds of the disposal, residual obligations and direct disposal costs. The classification as assets held for sale and discontinued operations also requires management judgement.

2.9 Provisions for litigations

Most claims involve complex issues, and the probability of loss and an estimation of damages are difficult to ascertain. A provision is recognised when the risk of a loss becomes more likely than not and when it is possible to make a reasonable estimate of the expected financial effect. RTL Group management reviews on a regular basis the expected settlement of the provisions.

2.10 Income tax, deferred tax and other taxes

The Group is subject to income and other taxes in numerous jurisdictions. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

Uncertain tax positions and future tax benefits are based on assumptions and estimations that may arise from the interpretation of tax regulations. An asset or liability arising from an uncertain tax position is recognised in accordance with IAS 12 if a payment or reimbursement for the uncertain tax position is probable. The valuation of the uncertain tax positions is based on their most probable amount in accordance with IFRIC 23. Deferred tax assets are recognised in the amount in which they are likely to be utilised later. Various factors are used to assess the probability of the future usability of deferred tax assets. This includes, among others, corporate and tax planning strategies.

2.11 Post-employment benefits

Post-employment benefits rely on several assumptions such as:
- The discount rate determined by reference to market yields at the closing on high-quality corporate bonds (such as corporate AA bonds) and depending on the duration of the plan
- Estimation of future salary increases, mainly taking into account inflation, seniority, promotion, and supply and demand in the employment market.

2.12 Recognition of revenue

In the event of return rights, mostly for print products, estimates must be made with regard to the anticipated return volume, as revenue is recognised taking the anticipated returns into account. Return ratios determined using statistical methods are used to identify the anticipated returns. The transaction prices to be determined using the contract-based five-step model defined in IFRS 15 often include both fixed and variable consideration. The variable components are determined on the basis of estimates, which are made and updated in accordance with constraint conditions. For various business models, qualitative estimates must be made as part of principal-agent considerations as to who is to be regarded as a customer of an RTL Group company and whether an RTL Group company is to be regarded as principal or agent in a transaction.

2.13 Contingent liabilities

Contingent liabilities are disclosed unless management considers that the likelihood of an outflow of economic benefits is remote.

3. Segment reporting

The determination of RTL Group's operating segments is based on the operational and management-related entities for which information is reported to the Executive Committee. The Executive Committee is regarded as the chief operating decision-maker and considers the business, primarily from an operating activity perspective.

RTL Group comprises three operating reportable segments that meet the quantitative thresholds required by IFRS 8: RTL Deutschland, Groupe M6 and Fremantle. A comprehensive description of each segment is presented in the Directors' Report. Since 31 December 2023, RTL Nederland is classified as held for sale and presented as a discontinued operation in the consolidated financial statements. Further information is presented in note 6.11.

'Other segments' mainly comprises the fully consolidated businesses RTL Hungary, RTL Group's Luxembourgish activities (including BCE), RTL Group's social media company We Are Era and the streaming technology company Bedrock. It also includes the investment accounted for using the equity method, Atresmedia, in Spain. The Group's Corporate Centre, which provides strategic direction and financial controls as well as a number of service functions in areas such as financial systems and processes, while managing the Group's portfolio of holdings, is also reported in 'Other segments'.

RTL Group's Executive Committee primarily assesses the performance of the operating segments based on Adjusted EBITA. Interest income, interest expense, other financial income, other financial expenses and income tax are not allocated to segments, as these are centrally managed. Inter-segment pricing is determined on an arm's length basis.

The Executive Committee also reviews, on a regular basis, the amount of the invested capital of each operating segment.

As a rule, all management financial information reported to RTL Group's Executive Committee is fully compliant and consistent with the Group's accounting policies and primary statements, except intercompany leases. For segment reporting in accordance with IFRS 8, intercompany leases are presented as operating leases with income and expenses recognised using the straight-line method in line with internal management.

3.1 Segment information

	RTL Deutschland		Groupe M6		Fremantle[1]		RTL Nederland (discontinued operations)[2]		Other segments[3]		Eliminations		Total Group	
	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	**2024 €m**	2023 €m
Revenue from external customers	2,638	2,600	1,309	1,315	2,024	2,040	634	620	283	279	–	–	**6,888**	6,854
Inter-segment revenue	19	20	2	1	230	226	–	–	95	71	(346)	(318)	**–**	–
Total revenue	**2,657**	**2,620**	**1,311**	**1,316**	**2,254**	**2,266**	**634**	**620**	**378**	**350**	**(346)**	**(318)**	**6,888**	**6,854**
Depreciation, amortisation and impairment including on goodwill and on fair value adjustments on acquisitions of subsidiaries	(98)	(90)	(81)	(88)	(125)	(70)	–	(9)	(33)	(34)	–	–	**(337)**	(291)
Share of results of investments accounted for using the equity method	20	19	4	10	2	–	–	1	21	32	(1)	–	**46**	62
Impairment and reversals of impairment losses of investments accounted for using the equity method	(1)	–	–	–	–	–	–	–	(5)	–	(1)	–	**(7)**	–
Adjusted EBITDA	405	403	323	387	260	184	166	154	5	44	(1)	1	**1,158**	1,173
Adjusted EBITA	327	321	253	311	171	139	166	145	(28)	11	(2)	–	**887**	927
Adjusted EBITA margin (in %)	12.3	12.3	19.3	23.6	7.6	6.1	26.2	23.4	(7.4)	3.1	n/a	n/a	**12.9**	13.5
Invested capital	1,606	1,542	1,531	1,441	2,406	2,067	227	202	287	435	5	6	**6,062**	5,693

1 For assessing business performance of its business unit Fremantle RTL Group estimates and reports the Adjusted EBITDA margin as a percentage of Fremantle's Adjusted EBITDA of its revenue. The Adjusted EBITDA margin for Fremantle was 11.5 per cent (2023: 8.1 per cent).
2 The operating segment RTL Nederland continues to be classified as held for sale and presented as a discontinued operation in the consolidated financial statements 2024. Further information is presented in note 6.11.
3 Other segments include the Adjusted EBITA loss of €-22 million generated by Group Corporate Centre (2023: €-2 million).

The revenue of 'Other segments' amounts to €378 million (2023: €350 million). In 2024, the major contributors are RTL Hungary with €138 million (2023: €125 million) and the social media company We Are Era with €69 million (2023: €64 million). The remaining amount of €171 million is, among others, attributable to the streaming technology company Bedrock and RTL Group's Luxembourgish activities (including BCE).

The following table shows the reconciliation of segment information to the consolidated financial statements.

	2024 €m	2023 €m
Adjusted EBITDA[1]	**992**	**1,019**
Depreciation, amortisation and impairment[2]	**(271)**	(237)
Adjusted EBITA	**721**	**782**
Impairment of goodwill of subsidiaries	**–**	–
Amortisation and impairment of fair value adjustments on acquisitions of subsidiaries	**(54)**	(43)
Impairment and reversals of impairment losses of investments accounted for using the equity method	**(7)**	–
Impairment and reversals of impairment losses on other financial assets at amortised cost	**1**	(2)
Re-measurement of earn-out arrangements	**(1)**	(9)
Fair value measurement of investments	**40**	(23)
Gain/(loss) from sale of subsidiaries, other investments and re-measurement to fair value of pre-existing interest in acquiree	**–**	40
Significant special items	**(87)**	(125)
Earnings before interest and taxes (EBIT)	**613**	**620**
Financial result	**(33)**	(13)
Profit before tax from continuing operations	**580**	**607**
Income tax expense	**(152)**	(124)
Group profit from continuing operations	**428**	**483**

1 After deduction of discontinued operations
2 Without depreciation, amortisation and impairment included in 'Significant special items'

In 2024, 'Significant special items' amount to €-87 million (2023: €-125 million), reflecting mainly expenses for operating transformation measures at RTL Deutschland of €-48 million (2023: €-87 million), expenses due to personnel cost-efficiency measures at Fremantle amounting to €-15 million (2023: €-26 million) and at other business units amounting to €-12 million (2023: €nil million) as well as expenses in connection with strategic portfolio measures at RTL Group amounting to €-7 million (2023: €nil million). As in the previous year, the remaining amount in 2024 was attributable to expenses in connection with strategic portfolio measures and to the transformation project relating to a new Enterprise Resource Planning (ERP) solution where implementation costs were expensed as incurred.

3.2 Geographical information

Geographical areas are based on where customers (revenue) and the Group's non-current assets are located. Goodwill has been allocated to a geographical area based on whether the Group's risks and returns are affected predominantly by the products and services it produces.

	Germany		France		United States		UK		Other regions		Total Group (continuing operations)	
	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	**2024 €m**	2023 €m
Revenue from external customers	2,427	2,413	1,357	1,318	849	1,015	370	301	1,251	1,187	**6,254**	6,234
Non-current assets[1]	1,681	1,669	1,230	1,137	506	500	746	588	488	406	**4,651**	4,300
Assets held for sale	–	–	–	–	–	–	–	–	435	416	**435**	416
Capital expenditure	110	67	294	87	13	13	63	10	70	50	**550**	227

1 Non-current assets comprise intangible assets (including goodwill), property, plant and equipment, and right-of-use assets

The revenue generated in Luxembourg amounts to €69 million (2023: €79 million). The total of non-current assets other than investments accounted for using the equity method, financial instruments, deferred tax assets and post-employment benefit assets located in Luxembourg amounts to €51 million (2023: €55 million).

4. Group composition

4.1 Scope of consolidation

RTL Deutschland, Fremantle and RTL Nederland are wholly owned by RTL Group. Additionally, RTL Group is the controlling shareholder of Groupe M6 with a direct ownership interest of 48.5 per cent (without considering treasury shares held by Groupe M6), and groups further investments under 'Other segments', including RTL Hungary, We Are Era, RTL Group's Luxembourgish activities (including BCE), Bedrock and Atresmedia.

The following table shows the composition of the scope of consolidation excluding the parent company RTL Group SA, based in Luxembourg:

	Subsidiaries		Joint ventures[1]		Associates[1]		Total	
	2024	2023	2024	2023	2024	2023	**2024**	2023
RTL Deutschland	65	67	2	2	13	13	**80**	82
Groupe M6	46	46	3	5	6	6	**55**	57
Fremantle	217	170	2	2	4	1	**223**	173
RTL Nederland	8	8	2	2	–	2	**10**	12
Other segments	35	36	–	–	3	3	**38**	39
Total	371	327	9	11	26	25	**406**	363

1 The joint ventures and associates included in the table are investments accounted for using the equity method.

The following table shows the changes of the scope of consolidation excluding the parent company RTL Group SA, based in Luxembourg:

	Germany	France	United States	The Netherlands	UK	Other regions	Total
Consolidated as at 31 December 2023	79	63	45	21	59	96	**363**
Additions	1	16	3	2	28	12	**62**
Disposals	1	3	–	4	3	8	**19**
Consolidated as at 31 December 2024	79	76	48	19	84	100	**406**

A total of 45 (2023: 53) companies were excluded from the scope of consolidation. These consist of entities that are without significant business operations and of negligible importance for the financial position and financial performance of RTL Group as a whole.

The complete list of RTL Group's undertakings as at 31 December 2024 is presented in note 12.

4.2 Acquisitions

In the financial year 2024, the total cash outflow from acquisition activities was €208 million, of which, after consideration of cash and cash equivalents acquired, €177 million relates to new acquisitions during the reporting period, €26 million to advance payments on consideration transferred and €5 million to payments in connection with acquisitions made in previous years. In the financial year 2023, the total cash outflow from acquisition activities was €44 million, of which, after consideration of cash and cash equivalents acquired, € 1 million related to new acquisitions in 2023 and €43 million to payments in connection with acquisitions made in 2022. In 2024, the consideration transferred in accordance with IFRS 3 amounted to €157 million (2023: €1 million). There was no contingent consideration in either 2024 or in 2023. In addition, in 2024, at the time of initial consolidation, put options in the amount of €74 million were accounted for in relation to the acquisitions made by the Fremantle business unit (2023: €nil million).

In February 2024, Fremantle acquired an 80 per cent interest in the Asian production company Beach House Pictures. The Singapore-based company has a branch in China and partners in Southeast Asia, Korea, Japan and India. The company specialises in creating and co-financing original IP across non-scripted content but also scripted, entertainment and brand-funded programming for all major regional and international platforms. Most recent productions include the Emmy-nominated Netflix lifestyle series *Mind Your Manners* and the Netflix Global Top 5 true crime documentary series *Missing: The Lucie Blackman Case*. The consideration transferred amounted to €10 million and was fully paid in cash. The purchase price allocation resulted in goodwill of €8 million, mainly reflecting the build-up of a position in the growing Asian market. Goodwill is not tax deductible and was allocated to the Fremantle cash-generating unit. Furthermore, in connection with the acquisition, the related put option on the remaining 20 per cent share capital were recognised for an amount of €2 million through equity for the present value of the redemption amount. In 2024, transaction-related costs amounted to €1 million and have been recognised in profit or loss as other operating expenses. Since the initial consolidation, Beach House Pictures has contributed €9 million to Group revenue and €nil million to Group profit or loss. If consolidated as at 1 January 2024, Beach House Pictures would have contributed €9 million to revenue and €nil million to Group profit or loss.

In March 2024, Fremantle fully acquired the parent company of Asacha Media Group, a European production group based in France that owns majority interests in eight production companies in France, Italy and the UK. The multi-award-winning slate of international IP in this portfolio includes *Death in Paradise* for BBC One and *Scènes de Ménages* for M6. Asacha Media Group is diversified in geography, genre and its customer base, complementing Fremantle's footprint in Europe and strengthening its position as home to top and new talent. The consideration transferred amounted to €131 million and was fully paid in cash. Additionally, as part of the acquisition agreement, Fremantle repaid the acquiree's debt in the amount of €56 million immediately. The purchase price allocation resulted in goodwill of €174 million reflecting the strengthening of Fremantle's market position in the UK, Italy and France as well as revenue and cost synergies. Goodwill is not tax deductible and was allocated to the Fremantle cash-generating unit. A number of agreements on put options were in place with the production companies. These put options were recognised for the present value of the redemption amount of €72 million through equity. Immediately following the transaction, additional shares were acquired from the co-owners negotiated as part of the transaction. As a result, the recognised put options decreased by €19 million during the reporting period. In addition, an existing call option of €2 million was exercised in the reporting period. In 2024, transaction-related costs amounted to €3 million and have been recognised in profit or loss as other operating expenses. Since the initial consolidation, Asacha has contributed €129 million to Group revenue and €-8 million to Group profit or loss. If consolidated as at 1 January 2024, Asacha would have contributed €151 million to revenue and €-14 million to Group profit or loss.

In July 2024, Groupe M6 acquired a 98 per cent interest in La Boîte aux Enfants, which owns several indoor amusement parks for children aged 1 to 12 under the Gulli brand. Groupe M6 pursues its investment strategy aimed at families around Gulli, the leading children's channel in France. The consideration transferred amounted to €14 million and was fully paid in cash. The preliminary purchase price allocation resulted in goodwill of €17 million reflecting revenue and cost synergies with Gulli ecosystem. Goodwill is not tax deductible and was allocated to the Groupe M6 cash-generating unit. In 2024, transaction-related costs were immaterial and have been recognised in profit or loss as other operating expenses. Since the initial consolidation, La Boîte aux Enfants has contributed €8 million to Group revenue and €nil million to Group profit or loss. If consolidated as at 1 January 2024, La Boîte aux Enfants would have contributed €14 million to revenue and €1 million to Group profit or loss.

In addition, RTL Group made further acquisitions in the financial year 2024, none of which were material on a standalone basis. In total, the impact of these acquisitions on the Group's financial position and financial performance was also minor. The consideration transferred in terms of IFRS 3 amounted to €2 million, and the acquisition resulted in goodwill of €1 million, which reflects synergy potential and is not tax deductible. Transaction-related costs were insignificant in the financial year 2024 and have been recognised in profit or loss.

The preliminary purchase price allocations consider all the facts and circumstances prevailing as of the respective dates of acquisition that were known prior to preparation of these consolidated financial statements. In particular, the valuations have not yet been finalized. Therefore, the fair values of identifiable assets – especially intangible assets – and liabilities acquired have only been determined preliminary. The accounting for the acquisitions will be finalized within the 12-month measurement period in accordance with IFRS 3, based on facts and circumstances that existed at the date of gain of control, and the purchase price allocations will be adjusted accordingly.

In accordance with IFRS 3 identifiable assets, liabilities and contingent liabilities acquired are measured at their acquisition-date fair values. Assets and liabilities are measured at the prices observed in active markets (market price-oriented method), if available. If measurement using the market price-oriented method is not feasible, as a rule the capital value-oriented method is to be applied. According to that method, the fair value of an asset or a liability corresponds to the present value of the future cash inflows or outflows (cash flows).

The following table shows the fair values of the assets and liabilities of the acquisitions on their dates of initial consolidation based on the purchase price allocations, some of which are currently still preliminary:

	Beach House Pictures €m	Asacha Media Group €m	La Boîte aux Enfants €m	Other €m	Total €m
Non-current assets					
Other intangible assets	1	78	–	–	**79**
Property, plant and equipment	–	2	3	–	**5**
Right-of-use assets	–	8	13	–	**21**
Other non-current assets	–	7	2	–	**9**
Current assets					
Programme rights	6	56	–	1	**63**
Trade and other accounts receivable	1	59	–	–	**60**
Other current assets	–	49	1	–	**50**
Cash and cash equivalents	2	31	1	1	**35**
Liabilities					
Loans and bank overdrafts	–	(112)	(7)	–	**(119)**
Lease liabilities	–	(8)	(13)	–	**(21)**
Other liabilities	(7)	(176)	(3)	(1)	**(187)**
Net assets acquired	**3**	**(6)**	**(3)**	**1**	**(5)**
Goodwill	8	174	17	1	**200**
Non-controlling interests	(1)	(37)	–	–	**(38)**
Consideration transferred according to IFRS 3	**10**	**131**	**14**	**2**	**157**
Consideration paid in cash	**10**	**131**	**14**	**2**	**157**
Cash and cash equivalents acquired	(2)	(31)	(1)	(1)	**(35)**
Financial debt repaid at closing	–	56	–	–	**56**
Advance payments in previous years	–	–	–	(1)	**(1)**
Cash outflow/(inflow) from acquisitions in accordance with IFRS 3	**8**	**156**	**13**	**–**	**177**
Advance payments on consideration transferred					**26**
Payments on prior years' acquisitions					**5**
Total cash flow from acquisition activities					**208**

On the acquisition date, the fair value of the acquired receivables was €61 million. Of that amount, €56 million is attributable to trade receivables and €5 million to other receivables. Trade receivables are impaired in an insignificant amount, so that the fair value is equal to the gross amount. The other receivables were not impaired, so that the fair value is equal to the gross amount as well. Since initial consolidation, all new acquisitions in accordance with IFRS 3 in the financial year 2024 have contributed €148 million to revenue and €-9 million to Group profit. If consolidated as at 1 January 2024, these would have contributed €177 million to revenue and €-14 million to Group profit.

4.3 Disposals

RTL Group made several disposals in the financial year 2024, none of which were material on a stand-alone basis. In total, the impact of these disposals on the Group's financial position and financial performance was also minor.

5. Details on consolidated income statement

5.1 Revenue

Revenue is disaggregated below by nature and timing of recognition. The table also includes a reconciliation with reportable segments.

	RTL Deutschland		Groupe M6		Fremantle		Other segments		Total Group (continuing operations)	
	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m
Nature of revenue recognition										
Revenue from advertising	1,888	1,881	1,064	1,069	34	39	136	122	**3,122**	3,111
Revenue from exploitation of programmes, rights and other assets	455	369	179	181	1,981	1,990	93	98	**2,708**	2,638
Revenue from selling goods and merchandise and providing services	295	350	66	65	9	11	54	59	**424**	485
	2,638	**2,600**	**1,309**	**1,315**	**2,024**	**2,040**	**283**	**279**	**6,254**	**6,234**
Timing of revenue recognition										
At a point in time	188	235	86	76	1,880	1,912	96	94	**2,250**	2,317
Over time	2,450	2,365	1,223	1,239	144	128	187	185	**4,004**	3,917
	2,638	**2,600**	**1,309**	**1,315**	**2,024**	**2,040**	**283**	**279**	**6,254**	**6,234**

'Revenue from advertising' consists mostly of TV advertising, digital advertising, radio advertising, print and other advertising. RTL Group's revenue from advertising was €3,122 million (2023: €3,111 million), of which €2,354 million represented TV advertising revenue (2023: €2,368 million), €405 million represented digital advertising revenue (2023: €371 million) and €363 million represented radio, print and other advertising revenue (2023: €372 million).

'Revenue from exploitation of programmes, rights and other assets' includes primarily content revenue of €1,981 million (2023: €1,990 million) generated by the Group's global content business, Fremantle, from the production and distribution of formats for external customers. Further, it includes distribution revenue generated by RTL Group's broadcasting businesses, mainly from re-transmission fees paid by platform operators (cable, satellite, internet TV) for the transmission of free-TV and pay-TV signals and for making the Group's streaming services available on the operators' platforms. In 2024, distribution revenue was €354 million (2023: €331 million). Also included in 'Revenue from exploitation of programmes, rights and other assets' is SVOD revenue from the Group's major streaming services and, among others, Groupe M6's audiovisual rights business SND and We Are Era.

'Revenue from selling goods and merchandise and providing services' relates to a variety of revenue streams, including commissions for handling advertising sales for third-party media partners, publishing subscriptions, and a wide range of services businesses such as the technical services provider BCE, the streaming technology company Bedrock or the real-estate franchise Stéphane Plaza Immobilier at the level of Groupe M6.

The following table shows how much of the revenue recognised in the reporting period relates to carried forward contract liabilities and how much relates to performance obligations that were satisfied in previous periods:

	2024 €m	2023 €m
Revenue recognised that was included in the contract liabilities balance at the beginning of the period	**522**	539
Revenue recognised from performance obligations satisfied in previous periods	**–**	–

As at 31 December 2024, RTL Group expects future revenue from existing long-term agreements of €56 million (2023: €50 million), which will be attributable to unsatisfied (or partially unsatisfied) performance obligations as at the end of the reporting period and is expected to be recognised in the amount of €35 million (2023: €30 million) in the next financial year and in the amount of €21 million (2023: €20 million) in the following years.

The decrease in current contract liabilities from €481 million at 31 December 2023 to €435 million at 31 December 2024 related mainly to Fremantle.

5.2 Other operating income

The other operating income amounting to €125 million (2023: €102 million) included among others effects amounting to €40 million from the re-valuation of Magnite shares, which were entirely sold in 2024. In addition, income-related grants, reimbursements and operating income from dividends were recognised in this item in 2024.

5.3 Other operating expenses

	2024 €m	2023 €m
Employee benefits expenses	**1,219**	1,262
Production subcontracting expenses	**445**	433
Intellectual property expenses	**327**	296
Repairs and maintenance	**149**	150
Marketing and promotion expenses	**138**	137
Transmission expenses including satellite capacity	**86**	87
Audit and consulting fees	**75**	75
Operating taxes	**59**	60
Rentals and other lease expenses	**44**	43
Consumption of other inventories	**23**	33
Fair value measurement of investments	**–**	23
Marketing and promotion barter expenses	**25**	27
Commissions on sales	**16**	15
Re-measurement of earn-out arrangements	**1**	9
Valuation allowance	**5**	2
Administration and sundry expenses	**138**	137
	2,750	2,789

The item 'Rentals and other lease expenses' includes expenses from short-term leases of €24 million (2023: €18 million). Expenses for the lease of low-value assets and expenses from variable lease payments, which are not included in the lease liabilities, are immaterial for RTL Group. In the financial year 2023, the item 'Fair value measurement of investments' included among others effects from the valuation of Magnite shares.

The item 'Audit and consulting fees' includes fees related to the Group's auditor, KPMG, and its affiliates regarding continuing operations. These are set out below:

	2024 €m	2023 €m
Audit services pursuant to legislation	**3.5**	3.8
Audit-related services	**0.5**	0.6
Non-audit services	**0.3**	0.1
	4.3	4.5

Employee benefits expenses are set out in more detail below:

	2024 €m	2023 €m
Wages and salaries	**922**	932
Termination benefits	**49**	91
Social security costs	**189**	186
Share options granted to employees	**4**	4
Pension costs	**15**	10
Other employee expenses	**40**	39
	1,219	1,262
Of which restructuring costs	**21**	44

The amounts set out above exclude personnel costs of €223 million (2023: €248 million), which are capitalised, and which represent employee costs directly allocated to the production of assets.

In addition to other short-term bonus schemes, RTL Group has implemented for its senior management a long-term incentive plan (RTL Group LTIP 2023-2025 'LTIP') which runs for the term 2023 to 2025. The liability related to the LTIP Tranche 2024 amounted to €12 million at 31 December 2024 (LTIP Tranche 2023: €8 million at 31 December 2023). Further details on the terms and conditions of the LTIP are contained in the RTL Group Remuneration Report. RTL Group operates a sub-plan for senior management of Fremantle (New Format Incentive Scheme 2023-2025 'NFIS2023-2025'). NFIS2023-2025 is a long-term plan based on cumulative creative targets. The creative target achievement is linked to a defined ranking scheme set out for new productions created and marketed during the plan's term. The liability related to the NFIS2023-2025 amounted to €2 million at 31 December 2024 (NFIS2023-2025: €nil million at 31 December 2023).

Groupe M6 operates a specific long-term incentive plan based on free shares plans (see note 6.16.7). Pension costs for the Group relate to defined contributions for €11 million (2023: €11 million) and defined benefit plans for €4 million (2023: €-2 million).

The average number of employees for undertakings held by the Group is set out below:

	2024	2023
Average FTE of fully consolidated undertakings (continuing operations)	**12,007**	12,095
Average FTE of fully consolidated undertakings (continuing and discontinued operations)	**12,736**	12,835

Further information on RTL Group's own workforce is presented in the Directors' Report under **Sustainability report** (S1 Own workforce).

5.4 Interest income and interest expense

	2024 €m	2023 €m
Interest income on loans receivables	**1**	4
Interest income on bank balances and demand deposits	**8**	7
Other interest income	**2**	2
Interest income	**11**	13
Interest expenses on financial liabilities	**(48)**	(34)
Other interest expenses	**(5)**	(2)
Interest expense	**(53)**	(36)

The interest income is down slightly from €13 million in 2023 to €11 million in 2024 mainly due to the decrease in the average amount of loans receivables. 'Interest income on bank balances and demand deposits' relates with €6 million to Groupe M6 (2023: €6 million).

'Interest expenses on financial liabilities' includes an amount of €43 million (2023: €29 million) in respect of the loans from Bertelsmann Business Support Sàrl (see note 10.1).

5.5 Other financial income and other financial expenses

	2024 €m	2023 €m
Gains resulting from swap points	**1**	7
Gains on put/call options	**56**	33
Sundry financial income	**7**	16
Other financial income	**64**	56
Losses on put/call options	**(9)**	(12)
Interest expense on lease liabilities	**(10)**	(7)
Interest on defined benefit obligations	**(6)**	(6)
Sundry financial expenses	**(30)**	(21)
Other financial expenses	**(55)**	(46)

'Gains on put/call options' and 'Losses on put/call options' reflect the re-measurement of the put option liabilities with regards to acquisitions of subsidiaries with put/call option arrangements by Fremantle conducted during the current and recent years. RTL Group closely monitors the forecast performance of each acquisition and, where there has been a change in expectations, the values of put option liabilities are adjusted. These values are sensitive to forecast profits as they are based on a multiple of earnings.

Interest on defined benefit obligations comprises interest income on plan assets of €5 million (2023: €5 million) and unwind of discount on defined benefit obligations of €-11 million (2023: €-11 million).

'Sundry financial income' includes among others €6 million income from financial assets held for cash management purposes by Groupe M6 (2023: €5 million). 'Sundry financial expenses' includes among others a negative impact of unwinding discount of €-10 million (2023: €-6 million), the net wealth tax of €-4 million (2023: €-4 million), finance charges for guarantees and other commitments fees in total of €-3 million (2023: €-4 million) and non-operating foreign exchange effects of €-1 million (2023: €9 million presented in 'Sundry financial income').

5.6 Income tax expense

	2024 €m	2023 €m
Current taxes from continuing operations	**(91)**	(113)
Deferred taxes from continuing operations	**(61)**	(11)
	(152)	**(124)**

In 2024, the change in the income tax expense compared to the previous year is due to positive impacts from the valuation of deferred tax assets realised in the previous period.

The income tax on the Group profit before tax differs from the theoretical amount that would arise using the Luxembourg tax rate as follows:

	2024 €m	2023 €m
Profit before tax from continuing operations	**580**	**607**
Income tax rate applicable to RTL Group SA (in %)	**24.94**	24.94
Expected tax expense from continuing operations	**(145)**	**(151)**
The tax effects of the following items led to differences between the expected and actual tax expense:		
Adjustment to different national tax rates	**(15)**	(9)
Effect of changes in tax rate and tax law	**(6)**	1
Tax effects in respect of results from disposals of investments	**–**	5
Current income taxes for previous years	**(1)**	(1)
Deferred income taxes for previous years	**1**	(4)
Effects of measurements of deferred tax assets	**5**	20
Commission received in relation to the Compensation Agreement	**14**	10
Permanent differences	**14**	12
Other adjustments	**(19)**	(7)
Total adjustments	**(7)**	27
Actual tax expense from continuing operations	**(152)**	**(124)**

Effect of tax rates in material foreign jurisdictions mainly results from the differentiated rates applicable in the following countries:

- Germany, where the official tax rate is 32.10 per cent, representing an impact of €-14 million (2023: €-9 million with a tax rate of 32.10 per cent)
- France, where several tax rates apply, depending on the size of the business. The rates of 25.83 and 25.00 per cent apply, representing an impact of €-2 million (2023: the rates of 25.83 and 25.00 per cent applied, representing an impact of €-2 million)
- United States, where the official tax rate is 24.60 per cent, representing an impact of €nil million (2023: €1 million with a tax rate of 23.40 per cent).

'Effects of measurements of deferred tax assets' considers the recognition of deferred tax assets on losses carry forward based on projections of the future taxable income derived from financial budgets approved by management. 'Permanent differences' mainly include the effects of non-taxable income and tax effects from equity investments. 'Other adjustments' mainly include effects from withholding taxes.

5.7 Earnings per share

The determination of basic earnings per share is based on the profit attributable to RTL Group shareholders of €460 million (2023: €467 million) and a weighted average number of ordinary shares outstanding during the year of 154,742,806 (2023: 154,742,806), calculated as follows:

	2024	2023
Group profit attributable to RTL Group shareholders (in € million)	**460**	467
– Continuing operations	**333**	352
– Discontinued operations	**127**	115
Weighted average number of ordinary shares:		
Issued ordinary shares at 1 January	**154,742,806**	154,742,806
Weighted average number of ordinary shares	**154,742,806**	154,742,806
Basic earnings per share (in €)	**2.97**	3.02
– Continuing operations	**2.15**	2.27
– Discontinued operations	**0.82**	0.74
Diluted earnings per share (in €)	**2.97**	3.02
– Continuing operations	**2.15**	2.27
– Discontinued operations	**0.82**	0.74

6. Details on consolidated statement of financial position

6.1 Non-current programme and other rights

	(Co-) productions €m	Audiovisual rights for distribution €m	Advance payments and (co-) productions in progress €m	Total €m
Cost				
Balance at 1 January 2023	**932**	**1,221**	**43**	**2,196**
Effects of movements in foreign exchange	(15)	–	–	(15)
Additions	9	–	53	62
Disposals and retirements	–	(37)	–	(37)
Subsidiaries acquired	–	–	–	–
Subsidiaries disposed of	–	–	–	–
Transfer to assets held for sale	–	(6)	–	(6)
Transfers and other changes	14	37	(57)	(6)
Balance at 31 December 2023	**940**	**1,215**	**39**	**2,194**
Effects of movements in foreign exchange	28	–	–	28
Additions	18	27	55	100
Disposals and retirements	(8)	(105)	–	(113)
Subsidiaries acquired	33	15	–	48
Subsidiaries disposed of	–	–	–	–
Transfer to assets held for sale	–	–	–	–
Transfers and other changes	49	51	(45)	55
Balance at 31 December 2024	**1,060**	**1,203**	**49**	**2,312**
Amortisation and impairment losses				
Balance at 1 January 2023	**(924)**	**(1,193)**	**(6)**	**(2,123)**
Effects of movements in foreign exchange	15	–	–	15
Amortisation charge	(15)	(46)	–	(61)
Impairment losses	–	–	–	–
Disposals and retirements	–	37	–	37
Transfer to assets held for sale	–	6	–	6
Transfers and other changes	–	–	–	–
Balance at 31 December 2023	**(924)**	**(1,196)**	**(6)**	**(2,126)**
Effects of movements in foreign exchange	(26)	–	–	(26)
Amortisation charge	(45)	(55)	–	(100)
Impairment losses	(2)	(2)	–	(4)
Disposals and retirements	8	105	–	113
Transfer to assets held for sale	–	–	–	–
Transfers and other changes	–	(7)	1	(6)
Balance at 31 December 2024	**(989)**	**(1,155)**	**(5)**	**(2,149)**
Carrying amount:				
At 31 December 2023	**16**	**19**	**33**	**68**
At 31 December 2024	**71**	**48**	**44**	**163**

The figures presented on ‘(Co-)productions’ and ‘Audiovisual rights for distribution’ are attributable to the Groupe M6 and Fremantle subsidiaries which focus in particular on the production and distribution of films, series and other content for which the Group expects a long-term exploitation in multiple markets and exploitation windows.

6.2 Goodwill and other intangible assets

	Goodwill €m	Software licences and development €m	Brands and trademarks €m	Sundry other intangible assets €m	Advance payments €m	Total other intangible assets €m
Cost						
Balance at 1 January 2023	**5,829**	**293**	**323**	**426**	**19**	**1,061**
Effects of movements in foreign exchange	(6)	–	–	–	–	–
Additions	–	9	–	6	50	65
Disposals and retirements	–	(5)	–	(4)	–	(9)
Subsidiaries acquired	1	–	–	–	–	–
Subsidiaries disposed of	(20)	–	–	(5)	–	(5)
Transfer to assets held for sale	(159)	(12)	–	(13)	(5)	(30)
Transfers and other changes	–	49	–	(3)	(45)	1
Balance at 31 December 2023	**5,645**	**334**	**323**	**407**	**19**	**1,083**
Effects of movements in foreign exchange	18	–	–	2	–	2
Additions	–	11	–	10	36	57
Disposals and retirements	–	(11)	–	(9)	(1)	(21)
Subsidiaries acquired	200	1	–	30	–	31
Subsidiaries disposed of	–	–	–	–	–	–
Transfer to assets held for sale	–	–	–	–	–	–
Transfers and other changes	–	33	–	(15)	(31)	(13)
Balance at 31 December 2024	**5,863**	**368**	**323**	**425**	**23**	**1,139**
Amortisation and impairment losses						
Balance at 1 January 2023	**(2,498)**	**(188)**	**(16)**	**(265)**	**(1)**	**(470)**
Effects of movements in foreign exchange	1	–	–	–	–	–
Amortisation charge	–	(46)	(7)	(34)	–	(87)
Impairment losses	–	–	–	–	–	–
Disposals and retirements	–	4	–	4	–	8
Transfer to assets held for sale	–	10	–	13	–	23
Transfers and other changes	–	(3)	1	2	–	–
Balance at 31 December 2023	**(2,497)**	**(223)**	**(22)**	**(280)**	**(1)**	**(526)**
Effects of movements in foreign exchange	(3)	1	–	(1)	–	–
Amortisation charge	–	(46)	(9)	(35)	–	(90)
Impairment losses	–	–	–	(5)	–	(5)
Disposals and retirements	–	10	–	9	1	20
Transfer to assets held for sale	–	–	–	–	–	–
Transfers and other changes	–	(3)	–	9	–	6
Balance at 31 December 2024	**(2,500)**	**(261)**	**(31)**	**(303)**	**–**	**(595)**
Carrying amount:						
At 31 December 2023	**3,148**	**111**	**301**	**127**	**18**	**557**
At 31 December 2024	**3,363**	**107**	**292**	**122**	**23**	**544**

'Software licences and development' includes primarily capitalised costs associated to the RTL+ streaming platform in Germany and the Bedrock platform for other streaming services.

'Brands and trademarks' with an indefinite and finite useful life for an overall amount of €292 million (2023: €301 million), primarily relates to brands within Groupe M6 (the M6 brand, the Gulli-related brands and the Stéphane Plaza brand) and RTL Deutschland (the Toggo brand). The M6 brand and Gulli-related brands are considered to have an indefinite useful life and were recognised for an amount of €120 million and €38 million, respectively (2023: €120 million and €38 million). At 31 December 2024, an impairment test was performed for brands with indefinite useful lives and did not lead to any impairment.

In determining that the M6 brand has an indefinite useful life, management has considered various factors such as the historical and expected longevity of the brand, the impact of possible changes in broadcasting technologies, the impact of possible evolutions of the regulatory environment in the French television industry, the current and expected audience share of the M6 channel, and M6 management's strategy to maintain and strengthen the trademark 'M6'. Based on the analysis of these factors, management has determined and confirmed at 31 December 2024, that there is no foreseeable limit to the period over which the brand M6 is expected to generate cash inflows for the Group. Gulli-related brands correspond to Gulli, Canal J and Tiji. Given their positioning, the market's awareness of the brands and their history, they are considered to have an indefinite useful life.

The brands Stéphane Plaza and Toggo with a net book value of €43 million and €84 million respectively (2023: €47 million and €89 million) are considered to have a finite useful life.

'Sundry other intangible assets' with a definite useful life mainly include customer relationships resulting from the acquisition of Jeunesse TV in 2019 with a net book value of €35 million (2023: €38 million), franchising contracts of Stéphane Plaza amounting to €31 million (2023: €33 million) and customer relationships and contracts acquired resulting from the recent acquisitions by Fremantle amounting to €34 million (2023: €36 million).

Goodwill is allocated to the Group's cash-generating units (CGUs) on the basis of the business units and at the level at which independent cash flows are generated.

Business units and CGUs mainly operate in one country, except Fremantle and We Are Era, which have global/multi-territory operations. RTL Deutschland mainly operates in Germany, but due to international advertising sales it has minor businesses in many European countries. Goodwill is allocated by CGU as follows:

	31 December 2024 €m	31 December 2023 €m
RTL Deutschland	**1,264**	1,264
Groupe M6	**617**	600
Fremantle	**1,450**	1,251
We Are Era	**32**	32
Others	**–**	1
Total goodwill on cash-generating units	**3,363**	**3,148**

Goodwill is tested for impairment annually, on 31 December, or whenever changes in circumstances indicate that the carrying amount may not be recoverable.

The recoverable amount of a CGU has been determined on the basis of the higher of its value in use and its fair value less costs of disposal:

- The value in use is determined on the basis of cash flows excluding estimated future cash inflows or outflows expected to arise from future restructurings and from improving or enhancing the CGU's performance unless the CGUs committed at year-end to the restructuring, and related provisions have been made. Furthermore, the discount rate is closely linked to peer group parameters. Specific country risk and inflation differentials are also considered.
- Fair value less costs of disposal is the amount obtainable from the sale of a CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. When available, market quoted prices are used.

The Group supports its fair values less costs of disposal on market-based valuations, if an active market exists, and on the basis of a discounted cash flow (DCF) model to the extent that it would reflect the value that 'any market participant' would be ready to pay in an arm's length transaction. Differently from the 'value in use' approach, which reflects the perspective of the Group for a long-term use of the CGU, a 'fair value less costs of disposal' DCF model would include future cash flows expected to arise from restructuring plans and future investments, as all rational market participants would be expected to undertake these restructurings and investments in order to extract the best value from the acquisition.

Furthermore, the discount rate of each CGU is calculated based on a market approach, and most of the parameters used are derived from market sources. The discount rates are based on a mixed interest rate represented by the weighted average cost of equity and cost of capital (WACC) after tax. The discount rates reflect the time value of money and the perception of risk associated with projected future cash flows, both from the equity shareholders' and the debt holders' point of view.

The discount rates have been determined, CGU by CGU, and embody, where appropriate, the following factors:
- country risk
- inflation rate differential
- specific firm premium
- specific tax rate
- credit spread
- gearing ratio.

The recoverable amount of all CGUs is based on their fair value less costs of disposal and is a Level 3 fair value measurement, with the exception of Groupe M6 which is listed on Euronext Paris, Compartment A (Paris Stock Exchange). As at 31 December 2024, the market price of Métropole Télévision shares on the Paris Stock Exchange was €11.24 (2023: €12.94). The recoverable amount of Groupe M6 at that date was based on value in use using a discounted cash flow method, as management considered the share price of Groupe M6 did not fully reflect its earnings potential primarily due to the expected growth in AVOD offers. The value in use determined exceeded the carrying amount.

Cash flow projections are based on financial budgets approved by management covering a three-year period. Cash flows beyond the three-year period for a total of up to five years are prepared using the estimated growth rates and other key drivers. For the cash-generating units' operating advertising revenue, the projections consider audience and advertising market shares, the EBITA margin, operating cash conversion rates based on past performance, and expectations regarding market development. Management also relies on wider macro-economic indicators from external sources to verify the appropriateness of its own budgeting assumptions. Finally, the market positions of the Group's channels are also reviewed in the context of the competitive landscape, including the impact of new technologies and consumption habits. For Fremantle, which operates a multi-territory/worldwide and diversified operation, the expected growth rate is determined according to a weighted average of growth expectations of its multiple regions, markets and product offerings.

Cash flows beyond the three and five-year period are extrapolated using the estimated perpetual growth rates as well as EBITA margin and applying the discount rates stated below.

The perpetual growth rates and EBITA margins are based on the expected outcome of the strategy implemented by the Group in the different markets, on macro-economic and industry trends, and on in-house estimates.

Capital expenditure is assumed to be in line with depreciation and amortisation. Management also considers that the moderate perpetual growth would not result in a significant increase of the net working capital.

	2024		2023	
	Perpetual growth rate % a year	Discount rate %	Perpetual growth rate % a year	Discount rate %
RTL Deutschland	**0.5**	**7.5**	0.5	8.1
Groupe M6	**0.5**	**8.1**	0.5	8.7
Fremantle	**1.8**	**8.1**	1.8	8.0
We Are Era	**2.0**	**9.4**	2.0	9.8

For the CGU Groupe M6, in the event of an increase in the discount rate by 0.7 percentage points, a decrease in the long-term growth rate by 1.0 percentage points or a decrease in the EBITA margin by 1.4 percentage points, the recoverable amount would fall below the carrying amount.

For the CGU Fremantle, in the event of an increase in the discount rate by 0.4 percentage points, a decrease in the long-term growth rate by 0.7 percentage points or a decrease in the EBITA margin by 0.5 percentage points, the recoverable amount would fall below the carrying amount.

For other CGUs, management considers that, at 31 December 2024, no reasonably possible change in the market shares, EBITA margin and operating cash conversion rates would reduce the headroom between the recoverable amounts and the carrying amounts of the CGUs to zero, when the recoverable amount is solely based on a DCF approach.

6.3 Property, plant and equipment

	Land, buildings and improvements €m	Technical equipment €m	Other €m	Total €m
Cost				
Balance at 1 January 2023	**399**	**298**	**245**	**942**
Effect of movements in foreign exchange	–	–	–	**–**
Additions	5	16	36	**57**
Disposals	(2)	(12)	(20)	**(34)**
Subsidiaries acquired	–	–	–	**–**
Subsidiaries disposed of	–	–	–	**–**
Transfer to assets held for sale	(9)	(16)	(13)	**(38)**
Transfers and other changes	1	4	(6)	**(1)**
Balance at 31 December 2023	**394**	**290**	**242**	**926**
Effect of movements in foreign exchange	1	(1)	1	**1**
Additions	5	23	28	**56**
Disposals	(6)	(23)	(23)	**(52)**
Subsidiaries acquired	–	3	2	**5**
Subsidiaries disposed of	–	–	–	**–**
Transfer to assets held for sale	–	–	–	**–**
Transfers and other changes	1	6	(7)	**–**
Balance at 31 December 2024	**395**	**298**	**243**	**936**
Depreciation and impairment losses				
Balance at 1 January 2023	**(233)**	**(252)**	**(185)**	**(670)**
Effect of movements in foreign exchange	–	–	–	**–**
Depreciation charge	(16)	(18)	(27)	**(61)**
Disposals	1	11	20	**32**
Transfer to assets held for sale	8	15	7	**30**
Balance at 31 December 2023	**(240)**	**(244)**	**(185)**	**(669)**
Effect of movements in foreign exchange	–	1	(1)	**–**
Depreciation charge	(15)	(20)	(25)	**(60)**
Disposals	5	20	22	**47**
Transfer to assets held for sale	–	–	–	**–**
Balance at 31 December 2024	**(250)**	**(243)**	**(189)**	**(682)**
Carrying amount:				
At 31 December 2023	**154**	**46**	**57**	**257**
At 31 December 2024	**145**	**55**	**54**	**254**

6.4 Right-of-use assets

Depreciation, additions and carrying amounts of right-of-use from leased property, plant and equipment are as follows:

	Land, buildings and improvements €m	Technical equipment €m	Other equipment, fixtures, furniture and office equipment €m	Total €m
Balance at 1 January 2024	**265**	**–**	**5**	**270**
Effect of movements in foreign exchange	1	–	–	**1**
Depreciation charge	(73)	(2)	(2)	**(77)**
Additions	99	5	2	**106**
Transfer to assets held for sale	–	–	–	**–**
Other changes	27	–	–	**27**
Balance at 31 December 2024	**319**	**3**	**5**	**327**

	Land, buildings and improvements € m	Technical equipment € m	Other equipment, fixtures, furniture and office equipment € m	Total € m
Balance at 1 January 2023	**335**	**1**	**6**	**342**
Effect of movements in foreign exchange	(1)	–	–	**(1)**
Depreciation charge	(77)	(1)	(3)	**(81)**
Additions	34	–	4	**38**
Transfer to assets held for sale	(16)	–	(2)	**(18)**
Other changes	(10)	–	–	**(10)**
Balance at 31 December 2023	**265**	**–**	**5**	**270**

6.5 Investments accounted for using the equity method

As at 31 December 2024, investments in 9 joint ventures (31 December 2023: 11) and 26 associates (31 December 2023: 25) were accounted for in the consolidated financial statements.

The amounts recognised in the consolidated statement of financial position are as follows:

	2024 €m	2023 €m
Associates	**380**	401
Joint ventures	**6**	4
Balance at 31 December	**386**	**405**

The amounts recognised in the income statement are as follows:

	2024 €m	2023 €m
Share of results of investments accounted for using the equity method		
Associates	**44**	59
Joint ventures	**2**	2
	46	**61**
Impairment and reversals of impairment losses of investments accounted for using the equity method		
Associates	**(7)**	–
Joint ventures	**–**	–
	(7)	**–**

In the year 2024, dividends received from investments accounted for using the equity method amounted to €38 million (2023: €45 million). This amount is considered as an adjustment in 'Financial results including net interest expense and share of results of investments accounted for using the equity method' when calculating cash flows from operating activities.

6.5.1 Investments in joint ventures

Individually material joint venture
As at 31 December 2024, RTL Group had no joint venture, which, in the opinion of management, is material to the Group.

Individually immaterial joint ventures
The following table shows summarised financial information on joint ventures that management considers individually immaterial. The information provided represents RTL Group's interest in each case.

	2024 €m	2023 €m
Non-current assets	**4**	4
Current assets	**13**	43
Non-current liabilities	**3**	4
Current liabilities	**8**	52
Earnings after taxes from continuing operations	**2**	2
Earnings after taxes from discontinued operations	**–**	1
Other comprehensive income	**–**	–
Total comprehensive income	**2**	3

6.5.2 Investments in associates

Individually material associates
Set out below are the associates of the Group at 31 December 2024, which, in the opinion of the management, are material to the Group:

Name of entity	Country of incorporation	Principal activity	Percentage ownership interest 2024	Percentage ownership interest 2023	Measurement method
Atresmedia	Spain	Broadcasting TV	**15.1**	18.7	At equity
Atolls GmbH (previously Global Savings Group)	Germany	Shopping rewards	**31.5**	31.5	At equity
RTL 2 Fernsehen GmbH & Co KG	Germany	Broadcasting TV	**35.9**	35.9	At equity

Atresmedia Corporación de Medios de Comunicación SA (and subsidiaries, 'Atresmedia') is listed on the Madrid Stock Exchange. Based on the published share price at 31 December 2024, the market capitalisation of 100 per cent of Atresmedia amounts to €986 million, i.e. €4.37 per share (2023: €811 million, i.e. €3.59 per share). Atolls GmbH is a private company providing shopping rewards activities and there is no quoted market price available for its shares. RTL 2 Fernsehen GmbH & Co KG is a private company and there is no quoted market price available for its shares.

The following table shows summarised financial information for Atresmedia, Atolls GmbH and RTL 2 Fernsehen GmbH & Co KG. The information disclosed represents the amounts included in the financial statements of the material associates plus adjustments from using the equity method, and not RTL Group's share of these amounts.

	Atresmedia		Atolls GmbH (previously Global Savings Group)		RTL 2 Fernsehen GmbH & Co KG	
	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m
Non-current assets	**675**	702	**367**	378	**67**	64
Current assets	**828**	762	**105**	116	**74**	72
Current liabilities	**(547)**	(437)	**(122)**	(138)	**(100)**	(94)
Non-current liabilities	**(126)**	(267)	**(114)**	(128)	**(6)**	(6)
Net assets	**830**	**760**	**236**	**228**	**35**	**36**
Revenue	**1,018**	970	**218**	237	**231**	237
Earnings after taxes from continuing operations	**119**	171	**8**	20	**29**	26
Earnings after taxes from discontinued operations	**–**	–	**–**	–	**–**	–
Other comprehensive income	**52**	(8)	**–**	–	**–**	–
Total comprehensive income	**171**	163	**8**	20	**29**	26
Dividends received from associates	**17**	17	**–**	–	**10**	15

The reconciliation of the summarised financial information shown to the carrying amount of the interest in each material associate in the consolidated financial statements is shown in the following table:

	Atresmedia		Atolls GmbH (previously Global Savings Group)		RTL 2 Fernsehen GmbH & Co KG	
	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m
Net assets at 31 December	**830**	**760**	**236**	**228**	**35**	**36**
Proportionate equity	**127**	142	**64**	62	**12**	12
Goodwill	**134**	166	**42**	42	**24**	24
Impairment on investments accounted for using the equity method	**(89)**	(110)	**–**	–	**–**	–
Carrying amount	**172**	**198**	**106**	**104**	**36**	**36**

Investments in associates are tested for impairment according to the similar methodology applied for the impairment test of goodwill.

The perpetual growth and discount rates used are as follows:

	2024		2023	
	Perpetual growth rate % a year	Discount rate %	Perpetual growth rate % a year	Discount rate %
Atresmedia	**0.0**	**9.2**	0.0	9.8
RTL 2 Fernsehen GmbH & Co KG	**0.5**	**8.3**	0.5	7.8

As at 31 December 2024, the investment in Atresmedia was tested for impairment in accordance with IAS 36. The recoverable amount of Atresmedia on 31 December 2024 was based on the value in use determined using a discounted cash flow model, as management considered the share price of Atresmedia did not fully reflect its earning potential, which includes the diversification strategy through expansion of its investment portfolio, strengthening its digital streaming offers and building its leading position in locally relevant content production. Strong competition, changing viewing preferences and continued dependence on linear television continues to lead to high uncertainty in terms of forecasts. As at 31 December 2024, neither additional impairment loss nor reversal of impairment loss had to be recognised on the at equity investment in Atresmedia.

As at 31 December 2024, the share price of Atresmedia was €4.37 (31 December 2023: €3.59) which results in a fair value less costs of disposal of €147 million for the 15.1 per cent held by RTL Group (31 December 2023: €149 million for 18.7 per cent held by RTL Group).

The assumptions for the value in use are based on the application of a discounted cash flow model and are shown in the above table.

Management has identified that a reasonably possible change in one of the three key assumptions could cause the carrying amount to exceed the recoverable amount. In the event of an increase in the discount rate by 2.0 percentage points, a decrease in the long-term growth rate by 3.1 percentage points or a decrease in the EBITA margin by 1.5 percentage points, the recoverable amount would fall below the carrying amount.

In November 2019, the Spanish Competition Authority (CNMC) arrived at a decision in disciplinary proceedings imposing a fine on Atresmedia and Mediaset and barring both operators from specified courses of conduct. The parties were ordered to take steps to align their commercial and contractual relations to the requirements of the decision. The fine imposed on Atresmedia amounts to €38.2 million. In 2020, Atresmedia challenged the decision by filing an application for judicial review with the Administrative Chamber of the Audiencia Nacional, Spain's national court. The application was found admissible. Consequently, Atresmedia will proceed with an appeal in the aforementioned court. Atresmedia is still lacking information from CNMC necessary to submit the appeal. The directors and legal advisors of Atresmedia believe that the application for judicial review against the CNMC's decision is likely to succeed. No provision has been recognised.

For Atolls GmbH, no triggering events for an impairment test have been identified.

The recoverable amount of RTL 2 Fernsehen GmbH & Co KG has been determined on the basis of the fair value less costs of disposal at 31 December 2024. This is a Level 3 fair value measurement.

Individually immaterial associates
The following table shows summarised financial information on associates that management considers individually immaterial. The information given represents RTL Group's interest in each case.

	2024 €m	2023 €m
Non-current assets	**60**	55
Current assets	**59**	61
Non-current liabilities	**(6)**	7
Current liabilities	**(43)**	44
Earnings after taxes from continuing operations	**11**	10
Earnings after taxes from discontinued operations	**–**	–
Other comprehensive income	**–**	–
Total comprehensive income	**11**	10

The total carrying amount of the investments in all individually immaterial associates amounts to €66 million at 31 December 2024 (2023: €64 million).

6.6 Loans and non-current other assets

	2024 €m	2023 €m
Loans and other financial assets		
Equity instruments at FVOCI	**22**	32
Equity instruments at FVTPL	**14**	13
Debt instruments at FVTPL	**7**	3
Derivative financial assets	**3**	4
Loans receivable to investments accounted for using the equity method	**6**	7
Other loans receivable	**4**	5
Trade accounts and other receivables	**59**	48
	115	112
Other non-financial assets		
Net defined benefit asset	**3**	2
	3	2
	118	114

Equity instruments at FVOCI comprise those instruments which are not held for trading and which the group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments, mainly in radio activities.

The movements in equity instruments at FVOCI are as follows:

	2024 €m	2023 €m
Balance at 1 January	**32**	**29**
Change in fair value	**(10)**	3
Balance at 31 December	**22**	**32**

6.7 Deferred tax assets and liabilities

	2024 €m	2023 €m
Deferred tax assets	**249**	302
Deferred tax liabilities	**(93)**	(69)
Net deferred tax assets	**156**	233

	2024 €m	2023 €m
Net deferred tax assets at 1 January	**233**	**237**
Income tax income/(expense)	**(61)**	(12)
Income tax credited/(charged) to other comprehensive income	**1**	5
Change in consolidation scope	**(17)**	3
Transfer to assets held for sale	**–**	(1)
Transfers and other changes	**–**	1
Net deferred tax assets at 31 December	**156**	**233**

The amount of the tax benefit arising from a previously unrecognised tax loss that is used to reduce current tax expense amounts to €9 million (2023: €nil million).

The recognition of previously unrecognised tax loss carry forwards and deductible temporary differences resulted in a reduction in deferred tax expense of €35 million (2023: €58 million).

Of 'Income tax credited/(charged) to other comprehensive income' an amount of €-2 million (2023: €3 million) relates to effective portion of changes in fair value of cash flow hedges, €nil million (2023: €nil million) relates to recycling of cash flow hedge reserve, €nil million (2023: €3 million) relates to defined benefit plan actuarial gains/(losses) and €3 million (2023: €-1 million) relates to change in fair value of equity instruments at FVOCI. The cumulative amount of deferred tax assets recognised in other comprehensive income amounts to €3 million (2023: €2 million).

Deferred tax assets are recognised to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has not recognised deferred tax assets in respect of the following items:

	2024 €m	2023 €m
Tax loss carry forwards		
No expiration date	**3,967**	3,928
Expiration within 5 years	**8**	58
Expiration after 5 years	**7**	13
Deductible temporary differences (no expiration date)	**37**	**14**

At 31 December 2024, there were temporary differences of €212 million (2023: €197 million) related to investments in subsidiaries. However, deferred tax liabilities on these temporary differences were not recognised because the Group controls the dividend policy of its subsidiaries – i.e. the Group controls the timing of reversal of the related taxable temporary differences and these will not reverse in the foreseeable future.

The movement in deferred tax assets and liabilities during the year is as follows:

	Balance at 1 January 2024 €m	(Charged)/ credited to income statement €m	Charged to other comprehensive income €m	Change in consolidation scope €m	Transfers and other changes €m	Balance at 31 December 2024 €m
Deferred tax assets						
Intangible assets	56	(11)	–	–	–	**45**
Programme rights	124	(25)	–	–	1	**100**
Property, plant and equipment	4	–	–	–	–	**4**
Right-of-use assets and lease liabilities	81	6	–	3	2	**92**
Provisions	73	(8)	(1)	–	–	**64**
Tax loss carry forwards	136	11	–	2	–	**149**
Others	74	(38)	–	2	(1)	**37**
Offset	(246)				4	**(242)**
	302	(65)	(1)	7	6	**249**
Deferred tax liabilities						
Intangible assets	(149)	14	–	(18)	(3)	**(156)**
Programme rights	(2)	–	–	(3)	–	**(5)**
Property, plant and equipment	(14)	1	–	–	–	**(13)**
Right-of-use assets and lease liabilities	(72)	(8)	–	(3)	(1)	**(84)**
Provisions	(38)	(2)	1	–	–	**(39)**
Others	(40)	(1)	1	–	2	**(38)**
Offset	246				(4)	**242**
	(69)	4	2	(24)	(6)	**(93)**

	Balance at 1 January 2023 €m	(Charged)/ credited to income statement €m	Charged to other comprehen-sive income €m	Change in consoli-dation scope €m	Transfers and other changes €m	Balance at 31 December 2023 €m
Deferred tax assets						
Intangible assets	67	(7)	–	–	(4)	**56**
Programme rights	139	(16)	–	1	–	**124**
Property, plant and equipment	4	–	–	–	–	**4**
Right-of-use assets and lease liabilities	104	(22)	–	–	(1)	**81**
Provisions	87	(17)	3	–	–	**73**
Tax loss carry forwards	95	41	–	–	–	**136**
Others	84	(11)	1	–	–	**74**
Offset	(264)				18	**(246)**
	316	(32)	4	1	13	**302**
Deferred tax liabilities						
Intangible assets	(155)	1	–	–	5	**(149)**
Programme rights	(2)	–	–	–	–	**(2)**
Property, plant and equipment	(14)	–	–	–	–	**(14)**
Right-of-use assets and lease liabilities	(91)	18	–	–	1	**(72)**
Provisions	(39)	–	(1)	2	–	**(38)**
Others	(42)	1	2	–	(1)	**(40)**
Offset	264				(18)	**246**
	(79)	20	1	2	(13)	**(69)**

Deferred tax assets in the position 'right-of-use assets and lease liabilities' mainly relate to lease liabilities, whereas deferred tax liabilities mainly relate to right-of use assets.

Deferred tax assets and liabilities are offset against each other if they relate to the same tax authority and meet the criteria of offsetting. The term of the deferred taxes on temporary differences is mostly expected to be recovered or settled more than 12 months from the balance sheet date.

6.8 Current programme rights

	2024			2023		
	Gross value €m	Valuation allowance €m	Net value €m	Gross value €m	Valuation allowance €m	Net value €m
(Co-)productions and TV programmes	**659**	**(346)**	**313**	627	(340)	287
Audiovisual rights for broadcasting	**524**	**(87)**	**437**	561	(113)	448
Audiovisual rights for distribution	**186**	**(95)**	**91**	134	(87)	47
Sub-total programme rights	**1,369**	**(528)**	**841**	**1,322**	**(540)**	**782**
(Co-)productions and programmes in progress	**514**	**(17)**	**497**	661	(13)	648
Advance payments on (co-)productions, programmes and rights	**231**	**(2)**	**229**	132	–	132
Sub-total programme rights in progress	**745**	**(19)**	**726**	**793**	**(13)**	**780**
	2,114	**(547)**	**1,567**	**2,115**	**(553)**	**1,562**

Additions and reversals of valuation allowance have been recorded for €-37 million and €47 million respectively in 2024 (2023: €-31 million and €73 million, respectively).

6.9 Accounts receivable and other current assets

	2024 €m	2023 €m
Accounts receivable and other financial assets		
Trade accounts receivable	**1,219**	1,230
Contract assets	**8**	5
Accounts receivable from investments accounted for using the equity method	**18**	23
Loans receivable to investments accounted for using the equity method	**–**	1
Derivative financial assets	**31**	14
Equity instruments at FVTPL	**4**	99
Convertible loans at FVTPL	**–**	2
Other current financial assets	**3**	9
Current deposits with shareholder and its subsidiaries	**–**	76
Account receivable from shareholder in relation with PLP Agreement	**298**	28
Other accounts receivable	**134**	88
	1,715	1,575
Other non-financial assets		
Prepaid expenses	**101**	102
Sundry other non-financial assets	**354**	273
	455	375
	2,170	1,950

In 2024, 'Equity instruments at FVTPL' comprises a number of minority investments held by different entities. In 2023, this item also included the minority investment in Magnite amounting to €95 million, which was entirely sold in the second half of 2024. The fair value of the listed investment in Magnite was measured on the basis of its market value. The gains and losses resulting from changes in the fair value were recognised in 'Other operating income' and 'Other operating expenses' respectively. Sundry other non-financial assets primarily consist of audiovisual production tax credits, mainly associated with productions in Italy and Australia.

Additions and reversals of valuation allowance have been recorded for €-17 million and €12 million respectively in 2024 (2023: €-18 million and €19 million respectively) and relate mainly to the movement in the valuation allowance in respect to trade receivables during the year.

6.10 Cash and cash equivalents

	2024 €m	2023 €m
Cash in hand and at bank	**464**	420
Fixed term deposits (under three months) and money market funds	**123**	155
Cash and cash equivalents (excluding bank overdrafts)	**587**	575

	2024 €m	2023 €m
Cash and cash equivalents (excluding bank overdrafts)	**587**	575
Bank overdrafts	**(3)**	(2)
Cash and cash equivalents and bank overdrafts	**584**	573

As at 31 December 2024, 'Cash in hand and at bank' in the amount of €1 million was subject to restrictions on disposals (2023: €2 million).

6.11 Assets classified as held for sale and discontinued operation

As at 15 December 2023, the Group reached an agreement on the intended sale of RTL Nederland to DPG Media, a leading multimedia company active in the Netherlands and Belgium, subject to regulatory approvals and the consultation process with the works councils. As a result, the operating segment RTL Nederland was classified as held for sale and presented as a discontinued operation in the consolidated financial statements 2023.

As at 31 December 2024, the transaction remains subject to regulatory approvals. In May 2024, the Dutch Authority Consumer and Market (ACM) announced that further investigation is needed into the consequences of the planned transaction. RTL Group continues to fully cooperate with the ACM, and expects to obtain regulatory approvals for the sale of RTL Nederland to DPG Media – and to close the transaction – in the second quarter of 2025.

The total consideration on a debt- and cash-free basis and with a normalised net working capital, to be paid by DGP Media to RTL Group at closing, amounts to €1.1 billion. The capital gain from the transaction will be largely tax exempt and will amount to approximately €0.8 billion.

As part of the sale, RTL Group and DPG Media will enter into a strategic partnership, spanning from technology to advertising sales and content: At the time of closing of the transaction, the service agreements for RTL Nederland in the areas of streaming technology (via Bedrock), broadcasting operations (via RTL Group's technical services provider BCE) and international advertising sales (via RTL AdAlliance) will be renewed for three years. RTL Nederland will also continue to use the solutions provided by RTL Group's ad-tech business, Smartclip. For three years after closing, RTL Group's broadcasters in Germany, France and Hungary will receive first-look rights for all new programmes developed by RTL Nederland. Based on a separate trademark licence agreement, DPG Media will continue to use the 'RTL' brand in the Netherlands.

The operating segment RTL Nederland continues to be classified as held for sale and presented as a discontinued operation in the consolidated financial statements 2024.

Financial information relating to the discontinued operation is as follows:

	2024 €m	2023 €m
Revenue	**634**	620
Expenses	**(471)**	(475)
Group profit from discontinued operations before taxes	**163**	145
Income tax	**(36)**	(30)
Group profit from discontinued operations	**127**	115
Attributable to:		
RTL Group shareholders	**127**	115
Non-controlling interests	**–**	–
Basic earnings per share from discontinued operations (in €)	**0.82**	0.74
Diluted earnings per share from discontinued operations (in €)	**0.82**	0.74

The item 'Expenses' includes fees related to the Group's auditor, KPMG, and its affiliates in the amount of €0.5 million (2023: €0.4 million).

	31 December 2024 €m	31 December 2023 €m
Assets		
Non-current assets		
Goodwill	**159**	159
Other intangible assets	**9**	7
Property, plant and equipment	**11**	8
Right-of-use assets	**20**	18
Investments accounted for using the equity method	**3**	5
Deferred tax assets	**–**	1
Current assets		
Programme rights	**99**	96
Accounts receivable and other current assets	**134**	122
Impairment on assets held for sale	**–**	–
Assets held for sale	**435**	**416**
Liabilities		
Non-current liabilities		
Lease liabilities	**15**	20
Accounts payable and other liabilities	**3**	2
Provisions	**4**	4
Deferred tax liabilities	**2**	–
Current liabilities		
Provisions	**2**	4
Lease liabilities	**4**	4
Accounts payable and other liabilities	**175**	182
Contract liabilities	**12**	11
Liabilities related to assets held for sale	**217**	**227**

	2024 €m	2023 €m
Net cash from/(used in) operating activities	**110**	77
Net cash from/(used in) investing activities	**(5)**	(5)
Net cash from/(used in) financing activities	**(105)**	(72)
Net increase/(decrease) in cash and cash equivalents from discontinued operations	**–**	–

The comparative figures of assets classified as held for sale fully relate to the intended sale of RTL Nederland.

6.12 Loans, bank overdrafts and lease liabilities

2024	Under 1 year €m	Over 1 year €m	Total carrying amount €m
Bank overdrafts	3	–	**3**
Bank loans payable – fixed rate	48	91	**139**
Bank loans payable – floating rate	13	18	**31**
Loans due to investments accounted for using the equity method – floating rate	–	–	**–**
Term loan facility due to shareholders and their subsidiaries – fixed rate	300	600	**900**
Other loans payable – fixed rate	–	4	**4**
Other loans payable – floating rate	2	–	**2**
	366	713	**1,079**
Lease liabilities	74	273	**347**

2023	Under 1 year €m	Over 1 year €m	Total carrying amount €m
Bank overdrafts	2	–	**2**
Bank loans payable – fixed rate	54	68	**122**
Bank loans payable – floating rate	24	17	**41**
Loans due to investments accounted for using the equity method – floating rate	2	–	**2**
Term loan facility due to shareholders and their subsidiaries – fixed rate	170	600	**770**
Other loans payable – fixed rate	–	4	**4**
Other loans payable – floating rate	1	–	**1**
	253	689	**942**
Lease liabilities	76	225	**301**

As at 31 December 2024, potential future cash outflows of €378 million (undiscounted) have not been included in the lease liabilities as it is not reasonably certain that the leases will be extended (or not terminated) (2023: €194 million).

6.13 Accounts payable and other liabilities

2024	Under 1 year €m	Over 1 year €m	Total carrying amount €m
Accounts payable and other financial liabilities			
Trade accounts payable	1,251	17	**1,268**
Accounts payable to investments accounted for using the equity method	12	–	**12**
Derivative financial liabilities	9	2	**11**
Account payable to shareholder in relation to PLP Agreement	320	–	**320**
Sundry financial liabilities	145	123	**268**
	1,737	142	**1,879**
Non-financial liabilities			
Employee benefits liability	159	329	**488**
VAT payables	99	–	**99**
Deferred income	2	–	**2**
Social security and other taxes payable	89	–	**89**
Sundry non-financial liabilities	6	–	**6**
	355	329	**684**
	2,092	471	**2,563**

2023	Under 1 year €m	Over 1 year €m	Total carrying amount €m
Accounts payable and other financial liabilities			
Trade accounts payable	1,237	39	**1,276**
Accounts payable to investments accounted for using the equity method	10	–	**10**
Derivative financial liabilities	29	2	**31**
Account payable to shareholder in relation to PLP Agreement	–	–	**–**
Sundry financial liabilities	63	138	**201**
	1,339	179	**1,518**
Non-financial liabilities			
Employee benefits liability	165	318	**483**
VAT payables	99	–	**99**
Deferred income	21	1	**22**
Social security and other taxes payable	90	–	**90**
	375	319	**694**
	1,714	498	**2,212**

At 31 December 2024, the profit participation liabilities of RTL Deutschland amounted to €319 million (2023: €313 million).

6.14 Provisions

6.14.1 Provisions other than post-employment benefits

	Restructuring €m	Litigations €m	Onerous contracts €m	Other provisions €m	Total €m
Balance at 1 January 2024	**58**	**25**	**38**	**9**	**130**
Provisions charged/(credited) to the income statement:					
– Additions	21	5	9	10	**45**
– Reversals	(1)	(6)	(1)	(1)	**(9)**
Provisions used during the year	(35)	(3)	(23)	(2)	**(63)**
Other changes	–	1	–	–	**1**
Balance at 31 December 2024	**43**	**22**	**23**	**16**	**104**

The provisions mainly relate to the following:

Restructuring
The restructuring provision relates mainly to the restructuring plan which was announced by RTL Deutschland in February 2023 to reorganise its publishing business to focus on its core brands *Stern*, *Geo*, *Capital*, *Stern Crime*, *Brigitte*, *Gala*, *Schöner Wohnen*, *Häuser*, *Couch*, *Eltern*, *Chefkoch*, *Geolino* and *Geolino Mini*. Thereof, €29 million was used during the reporting period. Further, the existing restructuring plan at RTL Deutschland was extended to additional companies and operating areas resulting in additions of €21 million. As at 31 December 2024, the related provision amounted to €36 million (2023: €44 million).

Litigations
Provisions for litigations correspond to the Group's best estimate of the expected future cash outflow related to disputes arising from the Group's activities. As at 31 December 2024, they comprise a number of litigations across RTL Group, none of which were material on a stand-alone basis.

RTL Group is party to legal proceedings in the normal course of its business, both as defendant and claimant. The main legal proceedings to which RTL Group is a party are disclosed in the Directors' Report under **Significant litigations**.

No further information is disclosed as it may harm the Group's position.

Onerous contracts
'Onerous contracts' mainly comprise provisions made by:
- RTL Deutschland for €22 million (2023: €36 million) mainly in relation to the supply of programmes, of which sport events €nil million (2023: €10 million)
- Groupe M6 for €1 million (2023: €2 million) in relation to the supply of programmes.

	2024 €m	2023 €m
Current	**84**	87
Non-current	**20**	43
	104	130

6.14.2 Post-employment benefits

	2024 €m	2023 €m
Defined benefit obligation	**166**	165
Other employee benefits	**18**	16
	184	181

	2024 €m	2023 €m
Present value of defined benefit obligation of unfunded plans	**164**	161
Present value of defined benefit obligation of funded plans	**123**	112
Total present value of defined benefit obligation	**287**	273
Fair value of plan assets	**(123)**	(111)
Impact from asset ceiling	**–**	–
Net defined benefit liability recognised in the consolidated statement of financial position	**164**	162
– thereof provisions for pensions	**166**	165
– thereof other assets	**2**	3

6.15 Defined benefit obligations

RTL Group operates or participates in a number of defined benefit and defined contribution plans throughout Europe. FremantleMedia North America in the United States also operates a medical care plan which is also a defined benefit obligation and is included in 'Provisions' in the statement of financial position. These plans have been set up and are operated in accordance with national laws and regulations. A description of the principal defined benefit plans of the Group and associated risks is given below:

France
Groupe M6 operates retirement indemnity plans which, by law, provide lump sums to employees on retirement. The lump sums are based on service and salary at the date of the retirement in accordance with the applicable collective agreement. The Métropole Télévision (following the merger with Ediradio) and ID retirement indemnity plan is partly funded by an insurance contract with AXA. Métropole Télévision (following the merger with Ediradio) also participates in a defined benefit plan that provides pension benefits to members on retirement. This plan is partly funded by an insurance contract with AXA. The assets of the insurance contract are not segregated but mutualised within the global assets of the insurance company. A guaranteed interest rate is provided by AXA and the plan should not be affected by financial market development. By nature, the lifetime risk of the beneficiaries is no longer supported by Métropole Télévision at retirement. The risk is externalised to the insurer.

Germany
Employees of UFA companies (including UFA Fiction GmbH, UFA Shows & Factual GmbH, UFA GmbH, UFA Serial Drama GmbH), Radio Center Berlin, AVE Gesellschaft für Hörfunkbeteiligungen GmbH, UFA Film & Fernsehen GmbH, RTL Group GmbH and RTL Group Central & Eastern Europe participate in an unfunded common group retirement plan. The company UFA Serial Drama has a partly funded plan. Related obligations and plan assets are subject to demographic, legal and economic risks. The main risk relates to longevity risk for pension recipients. Each employer that participates in this plan has separately identifiable liabilities.

RTL Television, Super RTL, RTL Deutschland and Ad Alliance (former IP Deutschland GmbH) operate their own retirement arrangements. The pension obligations of Super RTL Fernsehen GmbH provide for a one-time lump-sum benefit and a widow's pension, which is subject to an annual increase of 1 per cent. Reinsurance policies have been taken out partially for the promised benefits. The reinsurance policies are classified as plan assets.

The pension obligations of RTL Deutschland GmbH are based on individual commitments of mostly deferred compensation. A monthly retirement pension is promised in an individually agreed amount, including entitlement for benefits in case of disability or death of the beneficiary. Current pension benefits are increased by 2 per cent annually. One reinsurance policy without benefit-determining character exists with AXA. Further there exists an individual commitment for a one-time lump-sum benefit, which is partially funded. The reinsurance policies are classified as plan assets. Ad Alliance GmbH (former IP Deutschland GmbH) sponsors individual plans for five former employees, providing defined pension benefits to each employee at retirement. RTL Television sponsors individual plans for two former employees, providing defined pension benefits to each employee at retirement. In addition, a number of employees participate in a support fund providing pension benefits to members and their dependants on retirement and death. The plan of RTL Television is partly funded by a life insurance contract with AXA. The assets of the insurance contract are not segregated but mutualised within the global assets of the insurance company. A guaranteed interest rate is provided by AXA and the plan should not be affected by financial market development. Both companies are exposed to certain risks associated with defined benefits plans such as longevity, inflation and the increase of wages and salaries.

The companies of RTL Group's German publishing business (former Gruner + Jahr companies) participate in a pension plan, which has been closed to new members for many years. The pension entitlement amounts to 50 per cent of the pensionable income, which is fixed at the age of 41. Pension payments are paid annually, increased by at least 2 per cent.

Luxembourg
CLT-UFA, RTL Group and Broadcasting Center Europe (BCE) sponsor a post-employment defined benefit plan in favour of their employees. The occupational pension plan provides benefits to the affiliates (members and their dependants) in case of retirement, death in service or disability. The pension benefits are financed through an internal book reserve, as one of the allowed funding vehicles described in the law of 8 June 1999 and amended by the Law of 1 August 2018 on occupational pension plans in Luxembourg. Therefore CLT-UFA, RTL Group and BCE set up provision for the unfunded retirement benefit plan. Nevertheless, in such cases, the law requires the company to subscribe to insolvency insurance with the German Pension Protection Fund (Pensionssicherungsverein). The CLT-UFA, RTL Group and BCE occupational pension scheme is a defined benefit plan final pay with integration of the state pension. Consequently, the Company is exposed to certain risks associated with defined benefits plans – such as longevity, inflation, the effect of compensation increases – and of the state pension legislation.

Death and disability are insured with La Luxembourgeoise-Vie SA.

To further reduce the defined benefit risks, this plan has been closed for new employees at the end of 2022 and replaced by a defined contribution plan for employees joining from 2023 onwards. Additionally, two-thirds of the already-entitled defined benefit plan members opted for the new defined contribution plan.

United Kingdom
FremantleMedia Group Limited is the principal employer of the Fremantle Group Pension Plan ('the Fremantle Plan' or 'the Plan'), which was established on 29 December 2000 and was, prior to 1 September 2005, known as the RTL Group UK Pension Plan. The Fremantle Plan provides benefits through two sections, one providing defined benefits and the other providing defined contribution benefits with a defined benefit underpin. Plan assets are held for both sections of the Fremantle Plan – the assets in the defined benefit section are the qualifying insurance (buy-in) policies; the assets in the defined contribution section comprise mainly equities, with the Plan holding corporate bonds in relation to the defined benefit underpin. The Plan is funded through a trust administered by a trustee company, the assets of which are held separately from the assets of the participating employers. FremantleMedia Group Limited is ultimately liable for any deficit in the Plan. Funding requirements are under section 3 of the Pensions Act 2004 (UK), which requires:
- Three-yearly formal actuarial valuations, with annual monitoring
- Trustees to maintain a Statement of Funding Principles
- Trustees and employers to agree the approach to each actuarial valuation
- Funding deficits to be eliminated in accordance with a schedule of deficit funding contributions.

The Company has been managing and reducing the risks associated with the Fremantle Plan, and it closed the Plan to all further benefit accrual with effect from 31 March 2013. The 31 December 2020 year end reporting noted the issue of GMP (Guaranteed Minimum Pension) equalisation and the estimated impact on the Plan liabilities. Work on GMP equalisation is ongoing, and the precise impact of GMP equalisation is not yet known, but it was estimated to be <0.1 per cent of liabilities.

In June 2023, the UK High Court (Virgin Media Limited v NTL Pension Trustees II Limited) ruled that certain historical amendments for contracted-out defined benefit pension plans were invalid if they were not accompanied by the correct actuarial confirmation. While the Court of Appeal upheld this ruling in July 2024, there remains uncertainty in relation to the legal position itself and, in particular, the application of the ruling. As a result, there may be a further liability to the pension scheme for benefits that were reduced by previous amendments, if those amendments prove invalid (i.e. were made without obtaining correct actuarial confirmation). FremantleMedia Group Limited has discussed the ruling with the Trustee Directors and its potential implications for the Fremantle Plan. The Trustee Directors have taken legal advice and, despite ongoing uncertainties surrounding the ruling, no material impact has been identified on the defined benefit obligation in RTL Group's consolidated financial statements. The Trustee Directors will continue to monitor developments related to the ruling.

Information about the nature of the present value of the defined benefit liabilities is detailed as follows:

	2024 €m	2023 €m
Final salary plans	**131**	128
Career average plans	**8**	7
Flat salary plans/plans with fixed amounts	**82**	79
Other commitments given	**66**	59
Present value of defined benefit obligation	**287**	273
– thereof capital commitments	**60**	59

'Other commitments given' broadly contains the defined contribution section of the Fremantle Plan. Under the Fremantle Plan Rules, in the defined benefit sections, a member may opt to exchange up to around 25 per cent of their pension benefit for a cash lump sum.

The breakdown of the present value of the defined benefit liabilities by the plan members is as follows:

	2024 Head	2023 Head	2024 €m	2023 €m
Active members	**2,570**	2,362	**96**	106
Deferred members	**1,443**	1,427	**115**	103
Pensioners	**346**	324	**76**	64
Total	**4,359**	4,113	**287**	273
– thereof vested			**252**	241

The amounts recognised in profit or loss are determined as follows:

	2024 €m	2023 €m
Current service cost	**4**	5
Past service cost and impact from settlement	**–**	(7)
Net interest expense	**6**	6
Net pension expense	**10**	4

Changes in the present value of defined benefit obligations and plan assets in the reporting period were as follows:

	Defined benefit obligation (I)		Fair value of plan assets (II)		Net defined benefit balance (I)-(II)	
	2024 €m	2023 €m	2024 €m	2023 €m	2024 €m	2023 €m
Balance at 1 January	**273**	**261**	**111**	**106**	**162**	**155**
Current service cost	**4**	5	**–**	–	**4**	5
Interest expense	**11**	11	**–**	–	**11**	11
Interest income	**–**	–	**5**	5	**(5)**	(5)
Past service cost	**–**	(7)	**–**	–	**–**	(7)
Income and expenses for defined benefit plans recognised in the consolidated income statement	**15**	**9**	**5**	**5**	**10**	**4**
Income/expense on plan assets excluding amounts included in net interest income and net interest expense	**–**	–	**8**	–	**(8)**	–
Actuarial gains (-) and losses (+)						
– changes in financial assumptions	**(6)**	14	**–**	–	**(6)**	14
– changes in demographic assumptions	**–**	(1)	**–**	–	**–**	(1)
– experience adjustments	**11**	1	**–**	–	**11**	1
Re-measurements for defined benefit plans recognised in the consolidated statement of comprehensive income	**5**	**14**	**8**	**–**	**(3)**	**14**
Contributions to plan assets by employer	**–**	–	**–**	–	**–**	–
Contributions to plan assets by employees	**–**	–	**–**	–	**–**	–
Pension payments	**(11)**	(10)	**(6)**	(3)	**(5)**	(7)
Changes in foreign exchange rates	**4**	2	**4**	2	**–**	–
Changes associated with assets held for sale	**–**	(2)	**–**	–	**–**	(2)
Change in consolidation scope	**–**	–	**–**	–	**–**	–
Other changes	**1**	(1)	**1**	1	**–**	(2)
Other reconciling items	**(6)**	**(11)**	**(1)**	**–**	**(5)**	**(11)**
Balance at 31 December	**287**	**273**	**123**	**111**	**164**	**162**
thereof						
Germany	**118**	115	**19**	18	**99**	97
UK	**100**	89	**102**	91	**(2)**	(2)
Other European countries	**69**	69	**2**	2	**67**	67

Plan assets are comprised as follows:

	2024 €m	2023 €m
Qualifying insurance policies	**57**	52
Equity instruments	**51**	44
Other funds	**10**	10
Debt instruments	**5**	5
Fair value of plan assets	**123**	111

Significant actuarial assumptions used were as follows:

	2024 % a year			2023 % a year		
	Germany	Other European countries	UK	Germany	Other European countries	UK
Discount rate	**3.60**	**3.50**	**5.60**	3.60	3.50	4.80
Rate of salary increase	**2.25**	**2.34**	**n/a**	2.25	3.19	n/a
Rate of pension increase	**1.92**	**2.29**	**3.52**	2.03	2.25	3.44

The breakdown of the weighted-average duration by geographical area is as follows:

	2024 years	2023 years
Germany	**14**	15
Other European countries	**11**	11
UK	**18**	20

At 31 December 2024, the sensitivity of the defined benefit liabilities to changes in the weighted significant assumptions is as follows:

	Increase €m	Decrease €m
Effect of 0.5 percentage point change in discount rate	(14)	15
Effect of 0.5 percentage point change in rate of salary increase	3	(3)
Effect of 0.5 percentage point change in rate of pension increase	8	(4)
Effect of change in average life expectancy by 1 year	6	6

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant.

At 31 December 2024, expected maturity analysis of undiscounted pension future cash flows is as follows:

	Expected pension payments €m
2025	12
2026	16
2027	21
2028	25
2029	31
2030-2034	101

6.16 Equity

6.16.1 Share capital
At 31 December 2024, the share capital amounts to €192 million (2023: €192 million) and is represented by 154,742,806 (31 December 2023: 154,742,806) fully paid-up ordinary shares, without nominal value.

At 31 December 2024, RTL Group's share price, as listed on the Frankfurt Stock Exchange, was €26.70 (31 December 2023: €34.96).

6.16.2 Treasury shares
Since 31 December 2020, the Group no longer holds treasury shares.

6.16.3 Currency translation reserve
The currency translation reserve comprises:
- all foreign exchange differences arising from the translation of the financial statements of foreign operations
- reserves on investments accounted for using the equity method for foreign exchange translation differences
- loans designated to form part of the Group's net investment in specific undertakings, as repayment of those loans is not anticipated within the foreseeable future.

6.16.4 Hedging reserve
The hedging reserve (equity attributable to non-controlling interests included) comprises the effective portion of the cumulative net change in the fair value of designated cash flow hedging instruments related to hedged transactions that have not yet occurred. Between 31 December 2023 and 31 December 2024, the hedging reserve increased by €7 million before tax effects. Between 31 December 2022 and 31 December 2023, the hedging reserve decreased by €-13 million before tax effects.

6.16.5 Revaluation reserve
The revaluation reserve includes:
- The cumulative change net of tax in the fair value of equity instruments at FVOCI (see note 6.6) for €30 million (2023: €34 million)
- The cumulative increase in the fair value of the intangible assets and property, plant and equipment following the gains of control of Groupe M6 and M-RTL (2024: €55 million; 2023: €55 million).

6.16.6 Dividends
Based on the resolution of the Annual General Meeting of shareholders in April 2024, the Annual General Meeting of shareholders decided to distribute a final dividend of €2.75 per share. Accordingly, an amount of €426 million was paid out on 29 April 2024 (2023: €619 million).

6.16.7 Share-based payment plans
Groupe M6 has established performance share plans open to directors and certain employees. The number of performance shares granted to participants is approved by the Supervisory Board of Métropole Télévision SA in accordance with the authorisation given by the Combined General Meeting of shareholders.

Plans allocated in the financial year 2024:
- one plan involves 171 beneficiaries and covers 322,200 shares, subject to beneficiaries remaining employed by the Group at 31 March 2027 and the achievement of consolidated EBITA objectives in 2024
- another plan covers a group of 21 beneficiaries and relates to 209,000 shares subject to beneficiaries remaining employed by the Group at 31 March 2027. It is allotted annually on the basis of multi-year performance conditions.

The fair value of performance shares granted is based on the value of the share at date of grant less the current value of future dividends estimated for the period of unavailability.

The principal features of the performance share plans outstanding at 31 December 2024, or which expired during the year, and for which a valuation of the fair value of the benefit granted to employees was carried out, are as follows:

Grant date	Share price €	Risk-free interest rate[1] % a year	Expected return % a year	Fair value €
10.10.2022 (2 plans)	10.34	2.07	6.15	8.38
15.5.2023 (2 plans)	13.32	2.79	7.89	11.40
6.5.2024 (2 plans)	13.08	3.07	10.57	10.69

1 Risk-free rate: specified term after 2 years

For all performance share plans, the maturity used corresponds to the vesting period (i.e. 2 years, 2 years and 6 months, 2 years and 8 months or 3 years). In addition, it is assumed, based on historical observations, that 5 to 10 per cent of the shares will not be delivered due to the departure of beneficiaries during the vesting period.

During the financial year, the balance of shares granted changed as follows:

Grant date	Maximum number granted	Balance at 31 December 2023	Change based on performance	Granted	Delivered	Forfeited	Balance at 31 December 2024
10.10.2022	291,050	278,350	–		–	(7,500)	**270,850**
10.10.2022	224,700	218,700	(43,903)		–	(5,722)	**169,075**
15.5.2023	311,300	308,700	–		–	(11,500)	**297,200**
15.5.2023	191,900	191,900	(31,167)		–	(3,000)	**157,733**
6.5.2024	322,200	–	–	322,200	–	(8,500)	**313,700**
6.5.2024	209,000	–	(11,808)	209,000	–	–	**197,192**
Total	**1,550,150**	**997,650**	**(86,878)**	**531,200**	**–**	**(36,222)**	**1,405,750**

The forfeitures recorded during the financial year are due to beneficiaries leaving before the exercise period of their rights began. They may also be due to non-achievement of financial performance targets set on allocating the plans.

The employee expenses related to the plans are as follows:

Grant date	2024 €m	2023 €m
20.04.2021 (2 plans)	**–**	1.3
10.10.2022 (2 plans)	**1.4**	1.6
15.05.2023 (2 plans)	**1.7**	1.1
6.5.2024 (2 plans)	**1.2**	–
Total	**4.3**	4.0

6.16.8 Non-controlling interests

RTL Group has an indirect ownership interest of 48.6 per cent (after considering treasury shares) in Métropole Télévision SA which, together with its subsidiaries and investments accounted for using the equity method represents Groupe M6. Métropole Télévision SA is a public limited company and is listed on the Paris Stock Exchange. The principal place of its business is France. Deviating from the ownership interest, RTL Group holds 48.7 per cent of the voting rights based on the total number of issued shares held at the general meeting of Groupe M6. The total non-controlling interests amount to €887 million at 31 December 2024 (2023: €850 million), of which €811 million (2023: €805 million) is for Groupe M6. Non-controlling interests in other subsidiaries are individually immaterial.

The following tables summarise the financial information relating to Groupe M6, before any intra-group elimination (as published by Groupe M6):

	Groupe M6	
	2024 €m	2023 €m
Non-current assets	**937**	882
Current assets	**1,122**	1,168
Current liabilities	**(534)**	(547)
Non-current liabilities	**(172)**	(162)
Net assets	**1,353**	1,341
Revenue	**1,311**	1,316
Profit or loss	**173**	237
Profit or loss allocated to non-controlling interests	**–**	3
Total comprehensive income	**169**	236
Total comprehensive income allocated to non-controlling interests	**–**	3
Dividends paid to non-controlling interest	**(4)**	(6)
Net cash from/(used in) operating activities	**199**	307
Net cash from/(used in) investing activities	**(81)**	(65)
Net cash from/(used in) financing activities	**(230)**	(173)
Net increase/(decrease) in cash and cash equivalents	**(112)**	69

RTL Group's subsidiary, Métropole Télévision SA, declared and paid cash dividends during the financial year 2024. The amount received within the Group was eliminated on consolidation and the amount paid to non-controlling interests was €81 million (2023: €65 million).

7. Financial risk management

7.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group is exposed in particular to risks from movements in foreign exchange rates as it engages in long-term purchase contracts for programme rights (output deals) denominated in foreign currency.

Risk management is carried out by the Group Treasury department under the supervision of the Chief Financial Officer under policies approved by the Board of Directors. The Board of Directors has issued written principles for overall risk management and written policies covering specific areas, such as market risk, credit risk, liquidity risk, use of derivatives and investment of excess liquidity. Group Treasury identifies, evaluates and hedges risks in close cooperation with the Group's operating units. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The Group seeks to minimise the potential adverse effects of changing financial markets on its performance using standard market financial derivatives, primarily unlisted (OTC) instruments such as foreign exchange forward contracts. Transactions are entered into with selected banks in line with the Bank Relationship Policy. Derivatives are not used for speculative purposes. Risks are hedged to the extent that they influence the Group's cash flows (i.e. translational risk linked to the conversion of net investments in foreign operations is not hedged).

7.1.1 Market risk

Foreign exchange risk

Euro exchange rates for significant foreign currencies
The following significant exchange rates have been applied:

Foreign currency unit per €1		Average rates 2024	Average rates 2023	Closing rates 31 December 2024	Closing rates 31 December 2023
British pound	GBP	**0.8466**	0.8699	**0.8292**	0.8691
US dollar	USD	**1.0824**	1.0814	**1.0389**	1.1050
Australian dollar	AUD	**1.6397**	1.6290	**1.6772**	1.6263

Foreign exchange exposure
The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily in respect of USD and GBP. Foreign exchange risk arises from recognised assets and liabilities, future commercial transactions and net investments in foreign operations.

For the Group as a whole, cash flows, net income and net worth are optimised by reference to the Euro. However, foreign exchange risks faced by individual Group companies are managed or hedged against the functional currency of the relevant entity (as these entities generally generate their revenue in local currencies). The Group therefore manages a variety of currencies due to the numerous functional currencies of the companies constituting the Group.

In addition, market practices in the television business generally imply a significant forward exposure to USD as programme rights are usually denominated in USD and not paid up-front. For this reason, the main off-balance sheet exposure of the Group is towards the USD in respect of future purchases and sales of programme rights, output deals (commitments for future cash flows) and highly probable forecast transactions (US-$0 million as at 31 December 2024, US-$5 million as at 31 December 2023).

Management of foreign exchange exposure
RTL Group management has set up a policy to require Group companies to manage their foreign exchange risk against their functional currency. Group companies are required to hedge their foreign currency exchange risk exposure with Group Treasury in accordance with the Group's Treasury policies. All foreign currency exchange exposures – including signed and forecast output deals and programme rights in foreign currency – are centralised in an intranet-based database. To manage their foreign exchange risk arising from recognised assets and liabilities and future commercial transactions, entities in the Group use forward contracts transacted with Group Treasury. Group Treasury is then responsible for hedging, usually on a one-to-one basis, the exposure against the functional currency of the respective entity.

The Group's Treasury policy is to hedge up to 100 per cent of the recognised monetary foreign currency exposures arising from cash, accounts receivable, accounts payable, loans receivable and borrowings denominated in currencies other than the functional currency. The Group Treasury policy is to hedge between 80 per cent and 100 per cent of short-term cash flow forecasts and between 10 per cent and 80 per cent of longer-term (between two and five years) cash flow forecasts.

In order to monitor the compliance of the management of the foreign exchange exposure (mainly USD) with the Group's policy, a monthly report is produced and analysed by RTL Group management. This report shows each subsidiary's exposure to currencies other than their functional currency, detailing the nature (e.g. trade accounts, royalties, intercompany accounts) of on-balance sheet items, and the underlying deals and maturities of off-balance sheet items, as well as the corresponding hedging ratios.

Accounting
At interception of the hedging relationships, RTL Group documents the risk management objective and strategy for undertaking the hedge. RTL Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and the hedging instrument are expected to offset each other.

The foreign currency cash flow hedge accounting model defined under IFRS 9 is applied when:
- Hedged foreign currency exposures relate to programme rights transactions that have not yet been recognised on the consolidated statement of financial position (such as forecast or firm purchases of programme rights for which the licence period has not yet begun)
- Amounts are sufficiently material to justify the need for hedge accounting.

RTL Group separates the spot component and the forward (or swap) point of the forward contracts. Only the change of the value of the spot component is designed as the hedging instrument. Forward (or swap) points are accounted for directly in profit or loss accounts.

When cash flow hedge accounting is applied, the effective portion of changes in the fair value of derivatives and other qualifying hedging instruments is recognised in other comprehensive income and accumulated under 'Hedging reserve' as presented in 'Consolidated statement of changes in equity', limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

The amounts accumulated in 'Hedging reserve' are accounted for, depending on the nature of the underlying hedged transaction. In case of hedging forecast purchases of programme rights in foreign currency the removal from cash flow hedging reserve are considered in the carrying amount of the hedged item when such an item is recognised in the statement of financial position. For any other cash flow hedges, the amount accumulated in 'Hedging reserve' is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss. In the financial year 2024, €5 million (2023: €4 million) from the cash flow hedge reserve was recognised as a reduction of the initial costs of non-financial assets. Similar to the previous year, an immaterial amount relating to cash flow hedges was reclassified from 'Hedging reserve' to the income statement. These are amounts before tax. In the consolidated statement of comprehensive income, the reclassification amount is included in the item 'Recycling of cash flow hedge reserve'.

For recognised foreign currency monetary assets and liabilities there is a natural offset of gains and losses in the income statement between the revaluation of the underlying derivatives and the exposure. Therefore, hedge accounting as defined under IFRS 9 is not applied.

Foreign exchange derivative and interest rate derivatives
The impact of foreign exchange derivative contracts in the consolidated statement of financial position and in profit or loss after considering the effects of the respective underlyings is as follows:

	2024 €m	2023 €m
Net fair value of foreign exchange derivatives	**23**	(13)
Operating foreign exchange gains/(losses)	**–**	(3)
Non-operating foreign exchange gains/(losses)	**(1)**	9
Gains/(losses) resulting from swap points	**1**	7

	2024 €m	2023 €m
Less than 3 months	**16**	(15)
Less than 1 year	**6**	–
Less than 5 years	**1**	2
Net fair value of foreign exchange derivatives	**23**	**(13)**

In the items 'Operating foreign exchange gains/(losses)' and 'Non-operating foreign exchange gains/(losses)', gains and losses from foreign currency transactions are offset against gains and losses from foreign currency hedging transactions to better reflect the economic substance, as these items relate to derivatives used to offset the currency exposure relating to recognised monetary assets and liabilities for which hedge accounting as defined under IFRS 9 is not applied.

The split by maturities of notional amounts of currency derivatives and interest rate derivatives is as follows:

	31 December 2024				
	Nominal volume				
	Under 1 year €m	1 to 5 years €m	Over 5 years €m	**Total €m**	**Fair value €m**
Currency derivatives					
Forward contracts and currency swaps	1,989	133	–	**2,122**	**23**
– without hedge relation	1,758	91	–	**1,849**	**15**
– in connection with cash flow hedges	231	42	–	**273**	**8**
Interest rate derivatives					
Interest rate swaps	–	2	–	**2**	**–**
– without hedge relation		2	–	**2**	**–**
	1,989	135	–	**2,124**	**23**

	31 December 2023				
	Nominal volume				Fair value
	Under 1 year €m	1 to 5 years €m	Over 5 years €m	Total €m	€m
Currency derivatives					
Forward contracts and currency swaps	1,906	201	4	2,111	(13)
– without hedge relation	1,658	96	4	1,758	(14)
– in connection with cash flow hedges	248	105	–	353	1
Interest rate derivatives					
Interest rate swaps	–	5	–	5	–
– without hedge relation	–	5	–	5	–
	1,906	206	4	2,116	(13)

The nominal volume is the total of all underlying buying and selling amounts of the respective transactions.

Sensitivity analysis to foreign exchange rates

Management estimates that:

- If the USD had been 10 per cent stronger compared to the € (respectively weaker), with all other variables held constant, this would have had an additional €1 million gain (respectively loss) on the Group's profit or loss (2023: no material impact), and an additional pre-tax €15 million gain (respectively loss) (2023: €23 million gain (respectively loss)) recognised in total comprehensive income in equity
- If the GBP had been 10 per cent stronger compared to the € (respectively weaker), with all other variables held constant, this would have had an additional €4 million loss (respectively gain) on the Group's profit or loss (2023: no material impact), and no material impact on the pre-tax loss (respectively gain) recognised in total comprehensive income in equity (2023: €1 million loss (respectively gain))
- If other currencies had been 10 per cent stronger compared to the € (respectively weaker), with all other variables held constant, this would have had no material impact on the Group's profit or loss (2023: no material impact) and no material impact on the pre-tax loss (respectively gain) recognised in total comprehensive income in equity (2023: no material impact).

This sensitivity analysis does not include the impact of translation into € of foreign operations.

Interest rate risk

The objective of the interest rate risk management policy is to minimise the interest rate funding cost over the long term and to maximise the excess cash return.

The Group interest rate risk arises primarily from loans payable, financing agreements with Bertelsmann SE & Co KGaA and its subsidiaries (see note 10.1) and from cash and cash equivalents.

During the third quarter of 2017, Groupe M6 secured a seven-year Euro private placement bond issue (seven-year Euro private placement bond) of €50 million bearing a fixed annual interest rate of 1.50 per cent (all-in). This bond was redeemed in August 2024.

During the third quarter of 2019, Groupe M6 entered into a seven-year-term Schuldschein loan of €75 million including a credit line of €65 million with a fixed rate of 1 per cent and a credit facility for €10 million with a floating rate of EURIBOR six months (floored at zero per cent) plus a margin of 1 per cent per year. The fair value of the seven-year-term Schuldschein of €65 million – calculated as the present value of the payments associated with the debt and based on the applicable yield curve and Groupe M6 credit spread – amounts to €64 million (2023: €62 million).

Groupe M6 total committed credit facilities amount to €180 million, equally split between three different counterparties. Two of the credit facilities expired in 2024. They were replaced by two new credit facilities that will expire in 2029. The third one expires at the end of 2028.

In order to maximise the excess cash return on cash balances and to minimise the gross indebtedness of the Group, cross-border cash pooling has been set up for most Group entities. The interest rate strategy defined by RTL Group depends on the net cash position of each company.

Group Treasury uses various indicators to monitor interest rate risk, such as a targeted net fixed/floating rate debt ratio, duration, basis point value (increase in interest rate costs resulting from a basis point increase in interest rate) and interest coverage ratio.

If the interest rates achieved had plus or minus 100 basis points, and assuming the current amount of floating net cash available remained constant, the net interest income/(expense) at 31 December 2024 would have been changed as follows:

	31 December 2024		31 December 2023	
	Shift +1% €m	Shift -1% €m	Shift +1% €m	Shift -1% €m
Cash flow risks (income statement)	**2.7**	**(2.7)**	4.4	(4.4)

7.1.2 Credit risk

RTL Group's exposure to credit risk primarily arises through sales made to customers (trade receivables), investments in money market funds classified in cash and cash equivalents, and deposits made with banks and the shareholder.

Credit risk is managed on a Group basis, except for credit risk relating to accounts receivable balances, which are managed by individual subsidiaries.

The Group's television and radio operations incur exposure to credit risk when making transactions with advertising agencies or direct customers. In 2024, combined television and radio advertising revenue contributed 41 per cent of the Group's revenue (2023: 41 per cent). Due to its business model, RTL Group's exposure to credit risk is directly linked to the final client. However, the risks are considered to be low due to the size of the individual companies or agency groups.

RTL Group sells, licenses and monetises content to state-owned and commercial television channels and internet platforms. In 2024, these activities contributed 38 per cent of the Group's revenue (2023: 37 per cent). Given the limited number of television broadcasters in different countries, there is a high degree of concentration of credit risk. However, given the long-standing relationships between content providers and broadcasters, and the fact that the customers are large businesses with solid financial positions, the level of credit risk is significantly mitigated.

RTL Group also has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history.

According to the Group's banking policy, derivative instruments and cash transactions (including bank deposits and investments in money market funds) are operated only with high credit quality financial institutions in order to mitigate counterparty risk (only independently rated parties with a minimum rating of 'BBB+' are accepted for bank deposits for the smallest tranches). The Group's bank relationship policy sets forth stringent criteria for the selection of banking partners and money market funds (such as applicable supervisory authorities, investment policy, maximum volatility, track record, rating, cash and cash equivalents as defined under IAS 7). To mitigate settlement risk, the Group has policies that limit the amount of credit exposure to any one financial institution on any single day. Statistics (such as the percentage of the business allocated to each bank over the year, or a summary of the highest intraday exposures by bank and maturity date) are computed and used daily to ensure credit risk is mitigated in practice at any time.

The carrying amount of financial assets represents their maximum credit exposure.

For trade receivables and contract assets, RTL Group uses a simplified approach to measure expected credit losses. According to this, the loss allowance is measured using lifetime expected credit losses. For this purpose, impairment matrices based on historic bad debt losses, maturity bands and expected credit losses have been prepared. The impairment matrices were created for business unit-specific groups of receivables, each with similar default patterns. In addition to this collective assessment, separate risk assessments are performed. Contract assets have substantially the same risk characteristics as trade receivables for the same types of contracts, so that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

In practice, the expected credit losses measured by using the simplified approach have not had a significant impact due to the low level of defaults in previous years. At 31 December 2024, the gross carrying amount of collectively assessed trade receivables and contract assets amounts to €1,276 million with €5 million loss allowance (2023: €1,283 million and €6 million, respectively). For credit impaired trade receivables and contract assets, which have been separately assessed, the gross carrying amount amounts to €30 million with €28 million loss allowance (2023: €30 million and €28 million, respectively).

The other accounts receivables are considered to be of low default risk.

The Group has a significant concentration of credit risk due to its relationship with Bertelsmann Group. Nevertheless, credit risk arising from transactions with the principal shareholder or its subsidiaries is significantly mitigated (see note 10.1). RTL Group considers that there is a low concentration of credit risk for other counterparties.

7.1.3 Price risk

The Group is subject to price risk mainly linked to equity securities, earn-out mechanisms, put options on non-controlling interests and derivatives, and investments accounted for using the equity method. The primary goal of the Group's investment in equity securities categorised as FVOCI is to hold such investments for the long term for strategic purposes. Some investments designated at FVTPL are actively monitored on a fair value basis.

7.1.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, management aims to maintain flexibility in funding by keeping committed credit lines available despite the total cash situation. Cash flow forecasting is performed in the operating entities of the Group. Group Treasury monitors rolling forecasts on the Group's liquidity requirements to ensure it has sufficient headroom to meet operational needs. Management monitors, on a monthly basis, the level of the 'liquidity headroom' (total committed facilities minus current utilisation through bank loans and guarantees).

	Under 1 year €m	1 to 5 years €m	Over 5 years €m	2024 €m
Credit facilities – banks				
Undrawn committed facilities	–	180	–	**180**

	Under 1 year €m	1 to 5 years €m	Over 5 years €m	2023 €m
Credit facilities – banks				
Undrawn committed facilities	120	60	–	**180**

Surplus cash held by the operating entities over and above balances required for working capital management is transferred to Group Treasury. Group Treasury invests surplus cash in interest-bearing current accounts, time deposits, money market funds or deposits with Bertelsmann SE & Co KGaA (see note 10.1) choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient headroom as determined by the above-mentioned forecasts.

The following table analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the closing date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Under 1 year €m	1 to 5 years €m	Over 5 years €m	Total €m
Non-derivative financial liabilities				
Loans and bank overdrafts	366	709	4	**1,079**
Lease liabilities	83	216	88	**387**
Accounts payable and other non-derivative financial liabilities	1,728	168	–	**1,896**
At 31 December 2024	**2,177**	**1,093**	**92**	**3,362**
Derivative financial liabilities				
Forward exchange contracts used for hedging:				
– Outflow	(636)	(62)	–	**(698)**
– Inflow	626	60	–	**686**
At 31 December 2024	**(10)**	**(2)**	**–**	**(12)**

	Under 1 year €m	1 to 5 years €m	Over 5 years €m	Total €m
Non-derivative financial liabilities				
Loans and bank overdrafts	253	685	4	**942**
Lease liabilities	84	179	68	**331**
Accounts payable and other non-derivative financial liabilities	1,310	108	86	**1,504**
At 31 December 2023	**1,647**	**972**	**158**	**2,777**
Derivative financial liabilities				
Forward exchange contracts used for hedging:				
– Outflow	(1,200)	(100)	–	**(1,300)**
– Inflow	1,171	100	–	**1,271**
At 31 December 2023	**(29)**	**–**	**–**	**(29)**

7.2 Capital management

The Group monitors capital on the basis of its net debt to EBITDA ratio (non-IFRS measure).

The Group's ability and intention to pay dividends in the future will depend on its financial condition, results of operations, capital requirements, investment alternatives and other factors that management may deem relevant. Management expects that the principal source of funds for the payment of dividends will be the cash flow and dividends received from its current and future subsidiaries.

The Group intends to pay ordinary dividends in the future targeting a dividend payout ratio of at least 80 per cent of the adjusted Group profit attributable to RTL Group shareholders.

The adjusted Group profit (non-IFRS measure) is the reported Group profit available to RTL Group shareholders, adjusted for any material non-cash impacts such as goodwill impairments.

7.3 Accounting classifications and fair value hierarchy

7.3.1 Financial instruments by category

The fair value of each class of financial assets and liabilities is equivalent to its carrying amount.

	Financial assets at FVTPL €m	Equity instruments at FVOCI €m	Derivatives at FVTPL €m	Financial assets at amortised cost €m	Total €m
Assets					
Loans and other financial assets	21	22	3	69	**115**
Accounts receivable and other financial assets	4	–	31	1,672	**1,707**
Cash and cash equivalents	108	–	–	479	**587**
At 31 December 2024	**133**	**22**	**34**	**2,220**	**2,409**

	Liabilities at FVTPL €m	Derivatives at FVTPL €m	Financial liabilities at amortised cost €m	Total €m
Liabilities				
Loans and bank overdrafts	–	–	1,079	**1,079**
Lease liabilities	–	–	347	**347**
Accounts payable and other financial liabilities	1	11	1,867	**1,879**
At 31 December 2024	**1**	**11**	**3,293**	**3,305**

	Financial assets at FVTPL €m	Equity instruments at FVOCI €m	Derivatives at FVTPL €m	Financial assets at amortised cost €m	Total €m
Assets					
Loans and other financial assets	16	32	4	60	**112**
Accounts receivable and other financial assets	101	–	14	1,455	**1,570**
Cash and cash equivalents	149	–	–	426	**575**
At 31 December 2023	**266**	**32**	**18**	**1,941**	**2,257**

	Liabilities at FVTPL €m	Derivatives at FVTPL €m	Financial liabilities at amortised cost €m	Total €m
Liabilities				
Loans and bank overdrafts	–	–	942	**942**
Lease liabilities	–	–	301	**301**
Accounts payable and other financial liabilities	1	31	1,486	**1,518**
At 31 December 2023	**1**	**31**	**2,729**	**2,761**

7.3.2 Fair value hierarchy

The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets (or liabilities)
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs). Listed financial instruments with contractual trading restrictions (lock-ups) are also measured on the basis of unobservable factors.

The following table presents the Group's financial assets and liabilities measured at fair value including their values in fair value hierarchy.

	Total €m	Level 1 €m	Level 2 €m	Level 3 €m
Assets				
Equity instruments at FVOCI	**22**	–	–	22
Equity instruments at FVTPL	**18**	–	–	18
Debt instruments at FVTPL	**7**	–	–	7
Primary and derivative financial assets held for trading	**25**	–	25	–
Derivatives with hedge relation	**9**	–	9	–
Other cash equivalents	**108**	–	108	–
At 31 December 2024	**189**	**–**	**142**	**47**
Liabilities				
Primary and derivative financial liabilities held for trading	**10**	–	10	–
Derivatives with hedge relation	**1**	–	1	–
Contingent consideration	**1**	–	–	1
At 31 December 2024	**12**	**–**	**11**	**1**

	Total €m	Level 1 €m	Level 2 €m	Level 3 €m
Assets				
Equity instruments at FVOCI	**32**	–	–	32
Equity instruments at FVTPL	**112**	95	–	17
Debt instruments at FVTPL	**5**	–	3	2
Primary and derivative financial assets held for trading	**13**	–	13	–
Derivatives with hedge relation	**5**	–	5	–
Other cash equivalents	**149**	–	149	–
At 31 December 2023	**316**	**95**	**170**	**51**
Liabilities				
Primary and derivative financial liabilities held for trading	**27**	–	27	–
Derivatives with hedge relation	**4**	–	4	–
Contingent consideration	**1**	–	–	1
At 31 December 2023	**32**	**–**	**31**	**1**

In 2023, the amount disclosed in 'Equity instruments at FVTPL' mainly related to the listed Magnite shares (€95 million). In 2024, the effect from re-measurement of these shares amounted to €40 million and is disclosed in 'Other operating income' (2023: €-12 million disclosed in 'Other operating expenses' under 'Fair value measurement of investments').

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are included in Level 1. The quoted market price used for financial assets by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required are observable, the instrument is included in Level 2.

If one or more of the significant inputs are not based on observable market data, the financial instrument is included in Level 3. Listed financial instruments with contractual trading restrictions (lock-ups) are also measured on the basis of unobservable factors and are included in Level 3.

The Group's Treasury, Controlling and Investments teams perform the recurring and non-recurring valuations of items to be valued at fair value for financial purposes, including Level 3 fair values. These teams report directly to the Chief Financial Officer, who reports to the Audit Committee at least once every quarter, in line with the Group's quarterly reporting dates. The main Level 3-related inputs used by RTL Group relate to the determination of the expected discounted cash flows and the discount rates used in the different valuations.

Specific valuation techniques used to value financial instruments include:
- For measuring the fair value of unlisted derivatives, RTL Group uses various financial methods reflecting the prevailing market conditions and risks at the respective balance sheet dates. Irrespective of the type of financial instrument, future cash flows are discounted at the end of the reporting period based on the respective market interest rates and yield curves at the end of the reporting period. The fair value of forward exchange transactions is calculated using middle spot prices at the end of the reporting period and taking into account forward markdowns and markups for the remaining term of the transactions. (Level 2)
- For instruments classified under Level 3, other techniques, such as discounted cash flow analysis or option pricing models are used. These are based for the main instruments on significant unobservable inputs (for example, forecast revenue growth rates and market multiples) to determine the fair value for the remaining financial instruments. Volatility is primarily determined by reference to comparable, publicly traded peers.

Transfers between levels of the fair value hierarchy are recognised at the date of the event or change in circumstances that caused the transfer. There were no transfers between Levels 1 and 2 in either 2024 or 2023, and there were no transfers into Level 3 in the financial year 2024.

The following table presents the change in Level 3 instruments:

	Assets			Liabilities
	Financial assets at FVTPL €m	Equity instruments at FVOCI €m	Total assets €m	Liabilities at FVTPL €m
Balance at 1 January 2024	**19**	**32**	**51**	**1**
Acquisitions and additions	5	1	**6**	4
Gains and losses recognised in other comprehensive income	–	(10)	**(10)**	–
Gains and losses recognised in profit or loss	–	–	**–**	1
Sales/settlements	(2)	–	**(2)**	(5)
Transfers out of Level 3	–	(1)	**(1)**	–
Other changes	3	–	**3**	–
Balance at 31 December 2024	**25**	**22**	**47**	**1**

The amount disclosed in 'Acquisitions and additions' in the assets column relates to different smaller investments. The amount disclosed in 'Sales/settlements' in the liabilities column relates to payments in connection with contingent consideration arrangements by Fremantle for acquisitions in previous years.

	Assets			Liabilities
	Financial assets at FVTPL €m	Equity instruments at FVOCI €m	Total assets €m	Liabilities at FVTPL €m
Balance at 1 January 2023	**13**	**29**	**42**	**31**
Acquisitions and additions	9	–	**9**	–
Gains and losses recognised in other comprehensive income	–	3	**3**	1
Gains and losses recognised in profit or loss	(11)	–	**(11)**	9
Sales/settlements	(6)	–	**(6)**	(40)
Transfers into Level 3 (including first-time classification as Level 3)	3	–	**3**	–
Transfers out of Level 3	(1)	–	**(1)**	–
Other changes	12	–	**12**	–
Balance at 31 December 2023	**19**	**32**	**51**	**1**

In 2023, the amount disclosed in 'Acquisitions and additions' in the assets column related to different smaller investments. The amount disclosed in 'Sales/settlements' in the liabilities column related to payments in connection with contingent consideration arrangements by Fremantle.

7.4 Master netting agreements

The Group enters into derivative transactions under International Swaps and Derivatives Association (ISDA) master netting agreements. In certain circumstances – e.g. when a credit event such as a default occurs – all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is payable in settlement of all transactions.

The ISDA agreements do not meet the criteria for offsetting in the statement of financial position. This is because the Group does not currently have any legally enforceable right to offset recognised amounts, because the right to offset is enforceable only on the occurrence of future events such as a bank loan default or other credit event.

The following table sets out the carrying amounts of recognised financial instruments that are subject to the above agreements. The column 'Net amount' shows the impact on the consolidated statement of financial position if all set-off rights were exercised.

	31 December 2024			31 December 2023		
	Gross amounts in the statement of financial position €m	Related financial instruments that are not offset €m	Net amount €m	Gross amounts in the statement of financial position €m	Related financial instruments that are not offset €m	Net amount €m
Financial assets						
Derivative financial instruments						
– Forward exchange contracts used to offset currency exposure	**34**	**(10)**	**24**	18	(17)	1
	34	**(10)**	**24**	**18**	**(17)**	**1**
Financial liabilities						
Derivative financial instruments						
– Forward exchange contracts used to offset currency exposure	**(11)**	**10**	**(1)**	(31)	17	(14)
	(11)	**10**	**(1)**	**(31)**	**17**	**(14)**

8. Commitments and contingencies

	2024 €m	2023 €m
Contracts for purchasing of rights, (co-)productions and programmes	**1,679**	1,620
Satellite transponders	**62**	4
Leases signed but not yet commenced	**6**	23
Purchase obligations in respect of transmission and distribution	**106**	126
Other long-term contracts and commitments	**226**	211

The Group has investments in unlimited liability entities. In the event that these entities make losses, the Group may have to participate to the entire amount of losses, even if these entities are not wholly owned.

Some Dutch companies have elected to make use of the exemption to publish annual accounts in accordance with Section 403(1b) of the Dutch Civil Code. In order to fulfil the conditions set out in the regulations, the Company has given a statutory guarantee of all outstanding liabilities to which the subsidiaries are subject at the end of the financial year 2024. A full list of the companies concerned is provided in note 12.

In the course of their activities, several Group companies benefit from licence frequency agreements, which commit the Group in various ways depending upon the legal regulation in force in the countries concerned.

8.1 Purchase obligations in respect of transmission and distribution

These obligations result from agreements with providers of services related to the terrestrial and cable transmission and distribution of the signals of the Group's TV channels and radio stations.

8.2 Other long-term contracts and commitments

Long-term contracts include contracts for services, agreements to purchase assets or goods, and commitments to acquire licences other than audio-visual rights and television programming that are enforceable and legally binding and that specify all significant terms.

9. Cash flow statement

The consolidated cash flow statement has been prepared in accordance with IAS 7 and is used to evaluate the Group's ability to generate cash and cash equivalents. Cash flows are divided into those relating to operating activities, investing activities and financing activities. Cash flows from operating activities are presented using the indirect method, whereby 'Group profit before tax' is adjusted for the effects of a non-cash nature, any deferrals or accruals of past or future operating receipts or payments, and items of income or expense associated with investing and financing cash flows. In addition, cash flows arising from income taxes are classified as cash flows from operating activities as well as other cash flows that are neither investing nor financing.

'Change in provisions' includes among others changes for pensions and similar obligations which represent the balance of personnel costs for pensions and similar obligations and company payments for these obligations (see note 6.15). No contributions to pension plans were conducted during the reporting period (2023: €nil million). 'Financial results including net interest expense and share of results of investments accounted for using the equity method' of the cash flow from operating activities includes the adjustments of results from investments accounted for using the equity method, taking into account dividends received from these investments, adjustments of items of expense associated with financing activities, and adjustments in connection with non-cash income and expenses.

The consolidated cash flow statement includes the effects of changes in foreign currencies and changes in the scope of consolidation. Items in the consolidated cash flow statement thus cannot be reconciled with changes in items reported in the statement of financial position. Investing activities include payments for investments in non-current assets and purchase price payments for acquisitions as well as proceeds from the disposal of non-current assets and consolidated investments. Financial debt of €119 million (previous year: €0 million) was assumed during the financial year 2024. As part of the acquisition agreement for acquisition of Asacha Media Group Fremantle repaid the acquiree's debt in the amount of €56 million immediately. This amount was included in payments from acquisitions of subsidiaries net of cash acquired. Further explanations concerning acquisitions made during the financial year are presented in note 4.2. Disposals made during the financial year are presented separately in note 4.3.

'Cash flow from financing activities' includes changes in equity, financial debt, lease liabilities and dividend distributions affecting cash, as well as interest paid (including interest paid due to leases). In the financial year 2024, 'Proceeds from loans' mainly include short-term loans of €130 million by RTL Group from Bertelsmann Business Support Sàrl (see note 10.1). In the financial year 2023, 'Proceeds from loans' mainly included a shareholder loan from Bertelsmann Business Support Sàrl of €250 million entered into by RTL Group SA. Total cash outflows from leases amounted to €-105 million (2023: €-94 million), thereof of discontinued operations €-4 million (2023: €nil million).

The following tables show the cash changes and non-cash changes of liabilities arising from financing activities:

			Non-cash changes				
	1 January 2024 €m	Cash changes €m	Additions through business combinations €m	Reductions through disposal of investments €m	Exchange rate effects €m	Other changes €m	31 December 2024 €m
Bank overdrafts	2	(1)	2	–	–	–	3
Bank loans payable	163	(59)	61	–	–	5	170
Loans due to investments accounted for using the equity method	2	(2)	–	–	–	–	–
Term loan facility due to shareholders and their subsidiaries	770	88	–	–	–	42	900
Other loans payable	5	(55)	56	–	–	–	6
Lease liabilities	301	(101)	21	–	3	123	347
Liabilities arising from financing activities	1,243	(130)	140	–	3	170	1,426

			Non-cash changes				
	1 January 2023 €m	Cash changes €m	Additions through business combinations €m	Reductions through disposal of investments €m	Exchange rate effects €m	Other changes €m	31 December 2023 €m
Bank overdrafts	1	1	–	–	–	–	2
Bank loans payable	158	6	–	(1)	–	–	163
Loans due to investments accounted for using the equity method	1	1	–	–	–	–	2
Term loan facility due to shareholders and their subsidiaries	511	229	–	–	–	30	770
Other loans payable	13	(5)	–	–	–	(3)	5
Lease liabilities	385	(94)	–	–	(1)	11	301
Liabilities arising from financing activities	1,069	138	–	(1)	(1)	38	1,243

As in the previous year, at 31 December 2024, the other non-cash changes in lease liabilities mainly relate to newly concluded and extended lease contracts during the financial year partly compensated by early termination of lease contracts. As at 31 December 2023, the other non-cash changes in lease liabilities included additionally the lease liabilities of RTL Nederland presented as part of 'Liabilities related to assets held for sale'.

10. Related parties

Identity of related parties
At 31 December 2024, the principal shareholder of RTL Group is Bertelsmann Capital Holding GmbH (BCH) (76.29 per cent). The remainder of the Group's shares are publicly listed on the Frankfurt and Luxembourg Stock Exchanges. The Group also has a related party relationship with its associates, joint ventures and with its directors and executive officers.

10.1 Transactions with shareholders and their subsidiaries

Sales and purchases of goods and services
During the financial year 2024, the Group made sales of goods and services to and purchases of goods and services from Bertelsmann Group amounting to €18 million (2023: €28 million) and €58 million (2023: €63 million) respectively. At the year-end, the Group had trade accounts receivable and payable due from/to Bertelsmann Group amounting to €3 million (2023: €3 million) and €14 million (2023: €14 million) respectively. At 31 December 2024, RTL Group had prepaid expenses to Bertelsmann Group amounting to €6 million (31 December 2023: €7 million).

Dividend income
A 25-year shareholders' agreement has been concluded between Bertelsmann SE & Co KGaA and RTL Group SA in the past. The shareholders' agreement stipulates that 50 per cent of the aggregate amount of corporate and trade tax that, in the absence of existing tax losses carried forward of Bertelsmann Business Support Sàrl, if any, would have otherwise been incurred by the Company, will be paid to RTL Group SA as a preferred dividend with a minimum amount of €1 million per year. The minimum dividend of €1 million became payable as from 2016 onwards and has been recognised at contract inception for the entire contract duration. In 2024, RTL Group received dividends of €8 million (2023: €5 million) from Bertelsmann Business Support Sàrl related to a 10 per cent stake in the entity, thereof a minimum dividend amounted to €1 million (2023: €1 million). Only an excess amount was recognised in profit or loss. The dividend accounts receivable amounts to €13 million as at 31 December 2024 (31 December 2023: €13 million).

Lease agreement
As at 1 January 2022, RTL Group has entered into a sub-lease agreement with RM Hamburg Holding GmbH, a subsidiary of Bertelsmann SE & Co KGaA, for premises in Hamburg, Germany. The lease contract expires on 31 January 2025. The lease payments in the financial year 2024 amount to €14 million (2023: €13 million). The payables from this lease agreement as at 31 December 2024 amount to €1 million (31 December 2023: €15 million). The lease payments of RTL Group correspond to the payments of Bertelsmann from the head lease.

Deposits Bertelsmann SE & Co KGaA
In 2006, RTL Group SA entered into a Deposit Agreement with Bertelsmann SE & Co KGaA, the main terms of which are the following as of 31 December 2024:
- Interest rates are based on ESTR (floored to zero) plus 10 basis points
- Bertelsmann SE & Co KGaA grants to RTL Group as security for all payments due by Bertelsmann SE & Co KGaA a pledge on:
  - All shares of its wholly owned French subsidiary, Média Communication SAS
  - All shares of its wholly owned Spanish subsidiary, Bertelsmann Espana SLU (Arvato Group excluded)
  - All shares of its wholly owned German subsidiary, RM Hamburg Holding GmbH
  - All shares of its wholly owned English subsidiary, Bertelsmann UK Ltd (Arvato Group excluded).

The shares of RM Hamburg Holding GmbH and shares of Bertelsmann UK Ltd have also been granted as pledge by Bertelsmann SE & Co KGaA to CLT-UFA SA, a subsidiary of RTL Group, in connection with the accounts receivable related to PLP and Compensation Agreements as defined below.

In December 2011, RTL Group GmbH, a Group company, and Bertelsmann SE & Co KGaA entered into an agreement related to the deposit of surplus cash by RTL Group GmbH with the shareholder. To secure the deposit, Bertelsmann pledged to RTL Group GmbH its shares of RM Hamburg Holding GmbH.

In March 2021, an amendment to the pledge agreement was signed between RTL Group SA, RTL Group GmbH, CLT-UFA SA, Bertelsmann SE & Co KGaA, Reinhard Mohn GmbH and Bertelsmann Business Support Sàrl that precises the valuation methodology of the pledged shares and grants to RTL Group an additional pledge on all current repayment claims of Bertelsmann Business Support Sàrl against RTL Group GmbH under the Term Loan Facility of €500 million.

In March 2023, a further amendment to the pledge agreement was signed between RTL Group SA, RTL Group GmbH, CLT-UFA SA, Bertelsmann SE & Co KGaA, Reinhard Mohn GmbH and Bertelsmann Business Support Sàrl granting RTL Group the pledge on all current repayment claims of Bertelsmann Business Support Sàrl against RTL Group GmbH under the new term loan facilities of €500 million.

At 31 December 2024, the deposit of RTL Group GmbH with Bertelsmann SE & Co KGaA amounted to €nil million (2023: €76 million). The interest income for the period is €nil million (2023: €1 million).

Loans from Bertelsmann SE & Co KGaA and Bertelsmann Business Support S.à.r.l.
In February 2023, RTL Group GmbH and Bertelsmann SE & Co KGaA entered into a shareholder loan agreement pursuant to which Bertelsmann makes available a revolving and swingline facility in the amount of up to €600 million. This agreement was amended in May 2023 with the parties to the contract being replaced by RTL Group SA and Bertelsmann Business Support Sàrl. With all conditions remaining unchanged, the facility was increased to be up to €900 million. The main terms of this facility are:
- Interest rates for loans under the revolving and swingline facility are EURIBOR (floored at zero per cent) plus a margin of 0.40 per cent per annum, and ESTR (floored at zero per cent) plus a margin of 0.40 per cent per year, respectively.
- Additional utilisation fees of 0.075/0.15/0.30 per cent per year are computed for the utilisation of each subsequent tranche of €200 million, respectively, or €300 million under the amended agreement,
- with an upfront fee of 0.25 per cent and a commitment fee of 14 basis points calculated and payable on the undrawn amount of the total credit facility.

As at 31 December 2024, short-term loans from the facility amount to €280 million (31 December 2023: €150 million). In January 2025, the amount of €80 million was repaid to Bertelsmann Business Support Sàrl.

In March 2023, RTL Group GmbH and Bertelsmann Business Support Sàrl entered into a shareholder loan agreement pursuant to which Bertelsmann makes available two term loan facilities in the amount of €500 million. The main terms of these facilities are:
- Term loan facility of €200 million until 9 March 2026 bearing a fixed interest rate of 3.60 per cent per annum
- Term loan facility of €300 million until 7 March 2028 bearing a fixed interest rate of 3.57 per cent per annum
- RTL Group GmbH has the right to repay the loans early subject to break costs.

In May 2023, RTL Group SA and Bertelsmann Business Support Sàrl entered into a shareholder loan agreement pursuant to which Bertelsmann makes available a term loan facility in the amount of €100 million until May 2027 bearing a fixed interest rate of 3.805 per cent per annum.

At 31 December 2024, the long-term loan balance amounts to €600 million (31 December 2023: €600 million).

The interest expense for the financial year 2024 amounts to €43 million (2023: €29 million). The commitment fee charge for the financial year amounts to €2 million (2023: €3 million). The accrued interest liability as at 31 December 2024 amounts to €20 million (31 December 2023: €19 million).

In 2023, Bertelsmann SE & Co KGaA guaranteed RTL Trust e.V. deferred payment obligations to employees for a total amount of €296 million. This guarantee replaced previous bank guarantees. The guaranteed companies are RTL Television GmbH, Ad Alliance GmbH, VOX Television GmbH, RTL interactive GmbH, RTL Nord GmbH, RTL West GmbH, RTL Hessen GmbH, RTL News GmbH, CBC Cologne Broadcasting Center GmbH, n-tv Nachrichtenfernsehen GmbH, RTL Journalistenschule für Fernsehen und Multimedia GmbH and RTL Deutschland GmbH. The guarantee is counter-guaranteed by RTL Group SA. The commission is 0.35 per cent. On 31 December 2024, the guarantee amounted to €312 million (2023: €296 million). The commitment fee charge for the financial year 2024 amounts to €1 million (2023: €1 million).

Tax
On 26 June 2008, the Board of Directors of RTL Group agreed to proceed with the tax pooling of its indirect subsidiary RTL Group GmbH (RGG) into BCH, a direct subsidiary of Bertelsmann SE & Co KGaA.

To that effect, RGG entered into a Profit and Loss Pooling Agreement (PLP Agreement) with BCH for a six-year period starting 1 January 2008. Simultaneously, Bertelsmann SE & Co KGaA entered into a Compensation Agreement with CLT-UFA, a direct subsidiary of RTL Group, providing for the payment to CLT-UFA of an amount compensating the above profit transfer and an additional commission ('Commission') amounting to 50 per cent of the tax saving based upon the taxable profit of RGG.

Through these agreements, as from 1 January 2008, Bertelsmann SE & Co KGaA and the RGG sub-group of RTL Group are treated as a single entity for German income tax purposes.

As the PLP Agreement does not give any authority to BCH to instruct or control RGG, it affects neither RTL Group nor RGG's ability to manage their business, including their responsibility to optimise their tax structures as they deem fit. After six years, both PLP and Compensation Agreements are renewable on a yearly basis. RGG and CLT-UFA have the right to request the early termination of the PLP and Compensation Agreements under certain conditions.

On 15 May 2013, the Board of Directors of RTL Group agreed to the amendment of the Compensation Agreement in light of the consumption of the trade tax and corporate tax losses at the level of Bertelsmann SE & Co KGaA and of the expected level of indebtedness of RTL Group in the future.

The PLP Agreement was slightly amended in 2014 on the basis of a recent change to German corporate tax law and in 2022 following the acquisition of Gruner + Jahr Deutschland GmbH, Deutsche Medien Manufaktur GmbH & Co KG and 11 Freunde Verlag GmbH & Co KG.

In the absence of specific guidance in IFRS, RTL Group has elected to recognise current income taxes related to the RGG sub-group based on the amounts payable to Bertelsmann SE & Co KGaA and BCH as a result of the PLP and Compensation Agreements described above. Deferred income taxes continue to be recognised, based upon the enacted tax rate, in the consolidated financial statements based on the amounts expected to be settled by the Group in the future. The Commission, being economically and contractually closely related to the Compensation, is accounted for as a reduction of the tax due under the Agreements.

At 31 December 2024, the balance payable to BCH amounts to €320 million (2023: €18 million receivable) and the balance receivable from Bertelsmann SE & Co KGaA amounts to €298 million (2023: €10 million).

For the year ended 31 December 2024, the German income tax in relation to the tax pooling with Bertelsmann SE & Co KGaA amounts to €18 million (2023: €nil million). The Commission amounts to €14 million (2023: €10 million).

As from 1 July 2019, RGG entered into the VAT tax group with Bertelsmann SE & Co KGaA. Bertelsmann SE & Co KGaA and the RGG sub-group are treated as a single entity for German VAT purposes.

The UK Group relief of Fremantle Group to Bertelsmann Group resulted in a tax income of €18 million (2023: €8 million).

All Danish entities under common control by an ultimate parent are subject to Danish tax consolidation, which is mandatory under Danish tax law. Riverty Denmark A/S – a 100 per cent held subsidiary of Bertelsmann SE & Co KGaA – was elected as the management company of the Bertelsmann Denmark Group.

All Spanish entities with a direct or indirect shareholding of at least 75 per cent by an ultimate parent are subject to Spanish tax consolidation which is mandatory under Spanish tax law. Bertelsmann SE & Co KGaA appointed Bertelsmann España, SLU as Spanish representative of the consolidated tax group in Spain.

10.2 Transactions with investments accounted for using the equity method

The following transactions occurred with investments accounted for using the equity method:

	2024 €m	2023 €m
Sales of goods and services to:		
Associates	**36**	37
Joint ventures	**7**	15
	43	52
Purchase of goods and services from:		
Associates	**34**	26
Joint ventures	**10**	11
	44	37
Accounts receivable from:		
Associates	**15**	19
Joint ventures	**5**	6
	20	25
Accounts payable and other liabilities to:		
Associates	**12**	9
Joint ventures	**–**	1
	12	10
Loans receivable from:		
Associates	**2**	3
Joint ventures	**4**	5
	6	8
Loans payable to:		
Associates	**–**	2
Joint ventures	**–**	–
	–	2
Off-balance sheet commitments against:		
Associates	**27**	22
Joint ventures	**–**	–
	27	22
Off-balance sheet commitments from:		
Associates	**16**	13
Joint ventures	**1**	1
	17	14
Capital contributions to:		
Associates	**3**	1
Joint ventures	**1**	4
	4	5
Interest income from:		
Associates	**–**	–
Joint ventures	**–**	2
	–	2

10.3 Transactions with key management personnel

In addition to their salaries, the Group also provides non-cash benefits to key management personnel and contributes to a post-employment defined benefit plan on its behalf.

The key management personnel compensation is as follows and includes benefits for the period for which the individuals held the Executive Committee position:

	2024 €m	2023 €m
Short-term benefits	**5.6**	5.0
Post-employment benefits	**-**	–
Long-term benefits	**1.6**	1.2
	7.2	6.2

Further details on the remuneration of key management personnel can be found in the remuneration report.

10.4 Directors' fees

In 2024, a total of €1.4 million (2023: €1.4 million) was allocated in the form of attendance fees to the non-executive members of the Board of Directors of RTL Group SA and the committees that emanate from it, with respect to their functions within RTL Group SA and other Group companies.

11. Subsequent events

In November 2024, We Are Era signed an agreement to fully acquire the German influencer marketing agency Social Match. This acquisition strengthens We Are Era's position in the German-speaking region, enables further expansion in influencer and community marketing, and solidifies the company's presence in the creator economy. In accordance with IFRS 3, the acquisition became effective at the beginning of January 2025 after approval of the competition authorities in Germany and Austria and fulfilment of other closing conditions. The transaction will be accounted for as a business combination in accordance with IFRS 3. At the time the consolidated financial statements were authorised for issue, the purchase price allocation considering the preliminary estimated consideration in the lower double-digit million range was at a very preliminary stage.

12. Group undertakings

The following table presents the RTL Group undertakings as at 31 December 2024 sorted by country. RTL Group SA is the parent company and incorporated in Luxembourg.

	Group's ownership (in %)	Consolidation method[1]
Antigua and Barbuda		
Grundy International Operations Ltd	100.0	FC
Australia		
Eureka Productions Pty Ltd	99.7	FC
FremantleMedia Australia Holdings Pty Ltd	99.7	FC
FremantleMedia Australia Pty Ltd	99.7	FC
Grundy Organization Pty Ltd	99.7	FC
Helium Five Pty Ltd	99.7	FC
Helium Four Pty Ltd	99.7	FC
Helium One Pty Ltd	99.7	FC
Helium Seven Pty Ltd	99.7	FC
Helium Six Pty Ltd	99.7	FC
Helium Three Pty Ltd	99.7	FC
Helium Two Pty Ltd	99.7	FC
Huzzah Productions Pty Ltd	99.7	FC
Regal Chandos Pty Ltd	99.7	FC
Royal Atchison Pty Ltd	99.7	FC
Austria		
G+J Holding GmbH	99.7	FC
IP Österreich GmbH	99.7	FC
RTL Austria GmbH	99.7	FC
Belgium		
A Team Productions BV	50.9	FC
Freecaster BVBA	99.7	FC
FremantleMedia Belgium NV	99.7	FC
RTL AdAlliance BV	99.7	FC
Brazil		
FremantleMedia Brazil Producao de Televisao Ltda.	99.7	FC
Canada		
FremantleMedia Canada No 2 Inc.	99.7	FC
China		

Beach House Film Culture Media (Beijing) Co. Ltd.	79.8	FC
Denmark		
FremantleMedia Danmark A/S	99.7	FC
Miso Film ApS	74.8	FC
Miso Holdings ApS	74.8	FC
Finland		
Fremantle Finland Oy	99.7	FC
France		
Academee SAS	24.3	EM (JV)
AKCB SAS	95.8	FC
Asacha Management SAS	99.7	FC
Asacha Media Group SAS	99.7	FC
BCE France SAS	99.7	FC
Bedrock SAS	74.2	FC
BG Team SAS	21.3	EM (A)
C. Productions SA	48.6	FC
Canal Star SARL	48.6	FC
EDI TV SAS	48.6	FC
EVS Production SAS	55.5	FC
Extension TV SAS	24.3	EM (JV)
FM Graffiti SARL	48.6	FC
Freecaster France SAS	99.7	FC
FremantleMedia France SAS	99.7	FC
Immobiliere 46D SAS	48.6	FC
Immobiliere M6 SAS	48.6	FC
Jeunesse TV SAS	48.6	FC
Kabo Films SARL	95.8	FC
Kabo SAS	95.8	FC
Kwai SAS	99.7	FC
La Boite aux Enfants SAS	47.6	FC
LNP Production SAS	95.8	FC
M6 Communication SAS	48.6	FC
M6 Creations SAS	48.6	FC
M6 Developpement SAS	48.6	FC
M6 Diffusion SA	48.6	FC
M6 Digital Services SAS	48.6	FC
M6 Distribution Digital SAS	48.6	FC
M6 Editions SA	48.6	FC
M6 Evenements SA	48.6	FC
M6 Films SA	48.6	FC
M6 Foot SAS	48.6	FC
M6 Generation SAS	48.6	FC
M6 Interactions SAS	48.6	FC
M6 Invest 3 SAS	48.6	FC
M6 Invest 4 SAS	48.6	FC
M6 Plateforme SA	48.6	FC
M6 Publicite SAS	48.6	FC
M6 Shop SAS	48.6	FC
M6 Studio SAS	48.6	FC
M6 Thematique SAS	48.6	FC
Media Strategie SARL	48.6	FC
Metropole Television SA	48.6	FC
Miliboo SA	10.4	EM (A)
Mintee Studio SAS	80.8	FC
Noon SAS	95.8	FC
Panora Services SAS	24.3	EM (JV)
Pariocas SAS	10.4	EM (A)
Paris Premiere SAS	48.6	FC
Quicksign SAS	11.0	EM (A)
Radio Golfe SARL	48.6	FC
Radio Porte Sud SARL	48.6	FC
Realytics SAS	99.7	FC
Roisson Productions SAS	80.8	FC
RTL AdAlliance SAS	99.7	FC
RTL France Holding SAS	99.7	FC
RTL France Radio SAS	48.6	FC
SCI du 107	48.6	FC
SEDI TV SAS	48.6	FC
Sirocco SAS	71.8	FC
SND FICTIONS SAS	48.6	FC
SNDA SAS	48.6	FC
Societe Communication A2B SARL	48.6	FC
Societe de Developpement de Radio Diffusion SA	48.6	FC
Societe d'Exploitation Radio Chic SA	48.6	FC
Societe Nouvelle de Distribution SA	48.6	FC
Societe Privee de Radiodiffusion Gibus Bourgogne SARL	48.6	FC
Solo'n Co Production SARL	95.8	FC
SRAB Films SAS	71.8	FC
Stephane Plaza France SAS	24.8	FC
Studio 89 Productions SAS	48.6	FC
Thalie Images SARL	95.8	FC
Voltaire Mixte Productions SAS	55.5	FC
we are era SAS	99.7	FC
Wild Buzz Agency SAS	23.8	EM (A)
Germany		
99 pro media GmbH	99.7	FC
Ad Alliance GmbH	99.7	FC
Antenne Niedersachsen GmbH & Co. KG	55.8	FC
Atolls GmbH	15.3	EM (A)
AVE Gesellschaft für Hörfunkbeteiligungen mbH	99.7	FC
AVE II Vermögensverwaltungsgesellschaft mbH & Co. KG	99.7	FC
BCE Germany GmbH	99.7	FC
BCS Broadcast Sachsen GmbH & Co. KG	47.5	EM (A)
Blueberry Food Studios GmbH	99.7	FC
Checkout Charlie GmbH	99.7	FC
Chefkoch GmbH	99.7	FC
CLT-UFA Germany GmbH	99.7	FC
d-force GmbH	49.9	EM (JV)
Digital Media Hub GmbH	99.7	FC
DMV DER MEDIENVERTRIEB GmbH & Co. KG	48.9	EM (A)
DPV Deutscher Pressevertrieb GmbH	99.7	FC
Eat the World GmbH	99.7	FC
FremantleMedia International Germany GmbH	99.7	FC
Funkhaus Halle GmbH & Co. KG	61.2	FC
G+J Electronic Media Sales GmbH	99.7	FC
G+J LIVING Digital GmbH	99.7	FC
G+J Medien GmbH	99.7	FC
Gruner + Jahr Deutschland GmbH	99.7	FC
Henri-Nannen-Schule Gruner+Jahr/DIE ZEIT GmbH	94.7	FC
HITRADIO RTL Sachsen GmbH	86.3	FC
Madsack Hörfunk GmbH	99.7	FC
Mediengesellschaft Mittelstand Niedersachsen GmbH	23.1	EM (A)
MSP Medien-Service und Promotion GmbH	99.7	FC
Neue Spreeradio Hörfunkgesellschaft mbH	99.7	FC
ntv Nachrichtenfernsehen GmbH	99.7	FC
Radio Hamburg GmbH & Co. KG	30.6	EM (A)
Radio NRW GmbH	21.4	EM (A)
Radio21 GmbH & Co. KG	21.0	EM (A)
RTL 2 Fernsehen Geschäftsführungs GmbH	35.8	EM (A)
RTL 2 Fernsehen GmbH & Co. KG	35.4	EM (A)
RTL AdAlliance GmbH	99.7	FC

RTL Advertising GmbH	99.7	FC
RTL Audio Center Berlin GmbH	99.7	FC
RTL Audio Vermarktung GmbH	99.7	FC
RTL Deutschland GmbH	99.7	FC
RTL Group Business Services GmbH	99.7	FC
RTL Group Business Services Schwerin GmbH	99.7	FC
RTL Group GmbH	99.7	FC
RTL Group Markenverwaltungs GmbH	99.7	FC
RTL Group Services GmbH	99.7	FC
RTL Group Vermögensverwaltung GmbH	99.7	FC
RTL Hessen GmbH	99.7	FC
RTL Hessen Programmfenster GmbH	59.8	FC
RTL interactive GmbH	99.7	FC
RTL International GmbH	99.7	FC
RTL Journalistenschule GmbH	89.8	FC
RTL MUSIC PUBLISHING GmbH	99.7	FC
RTL NEWS GmbH	99.7	FC
RTL Nord GmbH	99.7	FC
RTL Radio Berlin GmbH	99.7	FC
RTL Radio Deutschland GmbH	99.7	FC
RTL Radio Luxemburg GmbH	99.7	FC
RTL STUDIOS GmbH	99.7	FC
RTL Technology GmbH	99.7	FC
RTL Television GmbH	99.7	FC
RTL WEST GmbH	74.8	FC
Screenworks Köln GmbH	49.8	EM (A)
Skyline Medien GmbH	49.7	EM (JV)
smartclip Europe GmbH	99.7	FC
SQL Service GmbH	49.9	EM (A)
SUPER RTL Fernsehen GmbH	99.7	FC
UFA Distribution GmbH	99.7	FC
UFA Documentary GmbH	99.7	FC
UFA Fiction GmbH	99.7	FC
UFA Fiction Productions GmbH	99.7	FC
UFA Film und Fernseh GmbH	99.7	FC
UFA GmbH	99.7	FC
UFA Mitte GmbH	99.7	FC
Ufa Radio-Programmgesellschaft in Bayern mbH	99.7	FC
UFA Serial Drama GmbH	99.7	FC
UFA Show & Factual GmbH	99.7	FC
VOX Holding GmbH	99.7	FC
VOX Television GmbH	99.4	FC
we are era GmbH	99.7	FC
Greece		
Fremantle Productions SA	99.7	FC
Hungary		
Magyar RTL Televizio Zrt.	99.7	FC
R-Time Kft.	99.7	FC
RTL Services Kft.	99.7	FC
UFA Produkcio Kft.	99.7	FC
UFA Projekt 2022 Kft.	99.7	FC
India		
Fremantle India Television Productions Pvt Ltd	99.7	FC
Indonesia		
PT Dunia Visitama Produksi IDN/PMA	99.7	FC
Ireland		
Element Pictures (CWF) Limited	50.9	FC
Element Pictures (The Dry) Limited	50.9	FC
Element Pictures Limited	50.9	FC
Element Pictures Television Limited	50.9	FC
Sorrento TV Sales Limited	50.9	FC
Isle of Man		
Element Pictures GHC	50.9	FC
Israel		
Abot Hameiri Communications Ltd.	99.7	FC
Silvio Productions Ltd.	50.9	FC
Italy		
Film Factory S.r.l.	69.8	FC
FremantleMedia Italia S.p.A.	99.7	FC
FremantleMedia Italy Group S.r.l.	99.7	FC
Lux Vide F.I.A.T. S.p.A.	69.8	FC
Picomedia S.r.l.	74.8	FC
RTL AdAlliance S.r.l.	99.7	FC
Stand By Me S.r.l.	74.8	FC
The Apartment S.r.l.	99.7	FC
we are era S.r.l.	99.7	FC
Wildside S.r.l.	99.7	FC
Luxembourg		
Broadcasting Center Europe International S.A.	99.7	FC
Broadcasting Center Europe S.A.	99.7	FC
CLT-UFA S.A.	99.7	FC
Data Center Europe S.a r.L.	99.7	FC
European News Exchange S.A.	64.6	FC
Heliovos S.A.	48.9	EM (A)
IP Luxembourg S.a r.l.	99.7	FC
Luxradio S.a r.L.	99.7	FC
Media Assurances S.A.	99.7	FC
Media Properties S.a r.l.	99.7	FC
Media Real Estate S.A.	99.7	FC
RTL AdAlliance S.A.	99.7	FC
RTL Group Holding S.a. r.l.	99.7	FC
RTL Media Support S.A.	99.7	FC
RTL Nederland Media Services S.A.	99.7	FC
RTL Nederland Media Services S.A. & Cie S.C.S.	99.7	FC
Mexico		
Fremantle Quetzalli S de R.L. de C.V.	99.7	FC
Fremantle Yolotl S de R.L. de C.V.	99.7	FC
FremantleMedia Mexico, S.A. de C.V.	99.7	FC
Norway		
Fremantle Norway AS	99.7	FC
Miso Film Norge AS	74.8	FC
Monster AS	99.7	FC
One Big Happy Family AS	99.7	FC
Strix Television AS	99.7	FC
Poland		
FremantleMedia Polska Sp. z o.o.	99.7	FC
Portugal		
Bedrock Streaming Portugal, Unipessoal, Ltd.	74.2	FC
FremantleMedia Portugal SA	99.7	FC
Russia		
OOO LTI Vostok	48.6	FC
Singapore		
Beach House Entertainment Pte. Ltd.	79.8	FC
Beach House Pictures Pte. Ltd.	79.8	FC
FremantleMedia Asia Pte. Ltd.	99.7	FC
Momo Film Co. Pte. Ltd.	47.9	FC
Space Lion Studios Pte. Ltd.	79.8	FC
Spain		
Atresmedia Corporacion de Medios de Comunicacion, S.A.	15.1	EM (A)
FremantleMedia Espana, S.A.	99.7	FC
we are era, S.L.U.	99.7	FC

Sweden			
FremantleMedia Sverige AB		99.7	FC
Miso Film Sverige AB		74.8	FC
RTL AdAlliance AB		99.7	FC
This is Nice Studios Holding AB		99.7	FC
we are era AB		99.7	FC
Switzerland			
Goldbach Audience AG		24.9	EM (A)
Goldbach Media AG		22.9	EM (A)
Swiss Radioworld AG		22.9	EM (A)
The Netherlands			
Ad Alliance B.V.	2	99.7	FC
Amant Productions B.V.		39.9	EM (A)
Benelux Film Investments B.V.		49.9	EM (JV)
De Stroom B.V.		50.9	FC
Fiction Valley B.V.	2	99.7	FC
Fremantle Productions B.V.	2	99.7	FC
FremantleMedia Netherlands B.V.	2	99.7	FC
FremantleMedia Overseas Holdings B.V.		99.7	FC
Grundy International Holdings (I) B.V.		99.7	FC
Grundy/Endemol Nederland V.O.F.		49.9	EM (JV)
NLZiet Coöperatief U.A.		33.2	EM (JV)
RTL AdAlliance B.V.		99.7	FC
RTL Group Beheer B.V.	2	99.7	FC
RTL Nederland B.V.	2	99.7	FC
RTL Nederland Holding B.V.	2	99.7	FC
RTL Nederland Ventures B.V.	2	99.7	FC
RTL Nieuws B.V.	2	99.7	FC
Videoland B.V.	2	99.7	FC
we are era B.V.		99.7	FC
United Arab Emirates			
Fremantlemedia FZ - LLC		99.7	FC
United Kingdom			
72 Films Limited		54.9	FC
America Films Limited		50.9	FC
Arrow Films 1 Limited		75.8	FC
Arrow International Distribution Limited		75.8	FC
Arrow International Media Limited		75.8	FC
Arrow International Production Limited		75.8	FC
Arrow Media Limited		75.8	FC
Arrow Pictures Limited		75.8	FC
Baxter Film Productions Limited		50.9	FC
Blue Star Films Limited		54.9	FC
Boldprint Studios Limited		24.9	EM (A)
BOP Films Limited		50.9	FC
CLT-UFA UK Radio		99.7	FC
Conversations Productions Limited		50.9	FC
Dancing Ledge Productions Limited		60.8	FC
DDE Films Limited		54.9	FC
DLP (Athena) Ltd		60.8	FC
DLP (Big Mood) Ltd		60.8	FC
DLP (Crossfire) Ltd		60.8	FC
DLP (Domino Day) Ltd		60.8	FC
DLP (Platform 7) Limited		60.8	FC
DLP (Wedding Season) Ltd		60.8	FC
Dublin Murders Productions Limited		87.5	FC
Element Pictures (GP) Limited		50.9	FC
Element Pictures BG Limited		50.9	FC
Element Pictures CG Limited		50.9	FC
Element Pictures MFS Limited		50.9	FC
Element Pictures PLN Limited		50.9	FC
Element Pictures Productions UK Limited		50.9	FC
Element Pictures PT Limited		50.9	FC
Element Pictures RMF Limited		50.9	FC
Element Pictures UK Holdings Limited		50.9	FC
Element Pictures UK Holdings Two Limited		50.9	FC
Element Pictures UK Limited		50.9	FC
Eternal Daughter Productions Limited		50.9	FC
Euston Films Productions Limited		99.7	FC
Fremantle Nordic Holdings Limited		99.7	FC
Fremantle Periodic (Holdings) Limited		99.7	FC
FremantleMedia Group Limited		99.7	FC
FremantleMedia Limited		99.7	FC
FremantleMedia Overseas Limited		99.7	FC
FremantleMedia Studios Limited		99.7	FC
House Element Wonder Limited		25.4	EM (JV)
Label1 Television Limited		99.7	FC
LBJ Films Limited		54.9	FC
Marlborough Film Productions Limited		50.9	FC
Matriarch Films Limited		50.9	FC
OBG Film Productions Limited		50.9	FC
Orangutan Films Limited		50.9	FC
Raven Facilities Limited		54.9	FC
Red Planet (BAM) Limited		63.3	FC
Red Planet (Beyond 2) Limited		63.3	FC
Red Planet (Beyond 3) Limited		63.3	FC
Red Planet (Beyond) Limited		63.3	FC
Red Planet (Dickens) Limited		63.3	FC
Red Planet (DIP) Limited		63.3	FC
Red Planet (Hooten) Limited		63.3	FC
Red Planet (Nativity) MD Limited		63.3	FC
Red Planet (Our House) Limited		63.3	FC
Red Planet (Paradise) Limited		63.3	FC
Red Planet (Sanditon 2) Limited		63.3	FC
Red Planet (Sanditon) Limited		63.3	FC
Red Planet (WW1) Limited		63.3	FC
Red Planet Noah (2014) Limited		63.3	FC
Red Planet Pictures Limited		63.3	FC
RTL AdAlliance Limited		99.7	FC
RTL Group Support Services Limited		99.7	FC
Sentient Productions Limited		50.9	FC
Slade Films Limited		54.9	FC
Syracuse Films Limited		54.9	FC
Talkback Productions Limited		99.7	FC
TalkbackThames UK Limited		99.7	FC
Thames Television Limited		99.7	FC
Tigerstripe Films Limited		50.9	FC
TPF Group Holdings Limited		24.9	EM (A)
True Life Films Limited		50.9	FC
UFA Fiction Limited		99.7	FC
Underdogs Films Limited		50.9	FC
WAG Entertainment Limited		95.2	FC
WAG TV Limited		95.2	FC
Wildshot Games Limited		50.9	FC
Wildspark Films Limited		50.9	FC
WildStar Films Limited		50.9	FC
Yospace Technologies Limited		99.7	FC
United States			
3 Doors Productions, Inc.		99.7	FC
American Idol Productions, Inc.		99.7	FC
Amygdala Records, Inc.		99.7	FC
Arrow International Media USA, Inc.		75.8	FC
Big Break Productions, Inc.		99.7	FC
Blue Orbit Productions, Inc.		99.7	FC

Crown Broadway Productions LLC	99.7	FC
Crown Cloverfield Productions LLC	99.7	FC
Crown Noah Productions LLC	99.7	FC
Crown Venice Productions LLC	99.7	FC
Crown Wilshire Productions LLC	99.7	FC
Eureka Productions LLC	99.7	FC
Fabel Entertainment LLC	24.9	EM (A)
FCB Productions, Inc.	99.7	FC
Fellow Travelers Productions, Inc.	99.7	FC
Fremantle Productions North America, Inc.	99.7	FC
Fremantle Productions, Inc.	99.7	FC
FremantleMedia Latin America, Inc.	99.7	FC
FremantleMedia North America, Inc.	99.7	FC
Good Games Live, Inc.	99.7	FC
Haskell Studio Rentals, Inc.	99.7	FC
Haven Studios, Inc.	99.7	FC
Inception XR, Inc.	22.1	EM (A)
Kickoff Productions, Inc.	99.7	FC
L&S USA LLC	69.8	FC
Let's Play, Inc.	94.7	FC
Little Pond Television, Inc.	99.7	FC
Mad Sweeney Productions, Inc.	99.7	FC
Marathon Productions, Inc.	99.7	FC
Max Post, Inc.	99.7	FC
Music Box Library, Inc.	99.7	FC
New Iris Productions, Inc.	99.7	FC
OP Services, Inc.	99.7	FC
Original Productions, Inc.	99.7	FC
Passenger Production LLC	98.7	FC
Prime Media Rentals LLC	99.7	FC
RTL AdAlliance, Inc.	99.7	FC
RTL US Holding, Inc.	99.7	FC
SND Films LLC	48.6	FC
Studio Production Services, Inc.	99.7	FC
Sulphur Crest, Inc.	99.7	FC
TCF Productions, Inc.	99.7	FC
Terrapin Productions, Inc.	99.7	FC
The Price Is Right Productions, Inc.	99.7	FC
Tick Tock Productions, Inc.	99.7	FC
Triple Threat Productions, Inc.	99.7	FC
Wanderlust Productions, Inc.	99.7	FC
YoSpace, Inc.	99.7	FC

1 FC: full consolidation, EM (JV): joint venture accounted for using the equity method, EM (A): associate accounted for using the equity method
2 Company has elected to make use of the exemption to publish annual accounts in accordance with Section 403(1b) of the Dutch Civil Code

KPMG Audit S.à r.l.
39, Avenue John F. Kennedy
L-1855 Luxembourg

Tel.: +352 22 51 51 1
Fax: +352 22 51 71
E-mail: info@kpmg.lu
Internet: www.kpmg.lu

To the Shareholders of
RTL Group S.A.
43, boulevard Pierre Frieden
L-1543 Luxembourg
Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of RTL Group S.A. and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier (the "CSSF"). Our responsibilities under the EU Regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the «Responsibilities of "réviseur d'entreprises agréé" for the audit of the consolidated financial statements» section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of goodwill

a) *Why the matter was considered to be one of most significant in our audit of the consolidated financial statements of the current period*

Refer to Note 1.7.2, Note 2.5 and Note 6.2 to the consolidated financial statements.

Goodwill represents EUR 3,363 million or approximately 34% of the Group's total assets as at 31 December 2024.

Management performs an annual impairment test of the Cash Generating Units (CGUs) to which the goodwill is allocated to assess whether the recoverable amount is at least equal to its carrying value. The recoverable amount can be determined through different valuation techniques; the most common used by Management being the fair value less cost of disposal derived from a Discounted Cash Flow (DCF) model.

This matter and the related disclosures were of particular significance to our audit as Management's determination of cash flow forecasts based on EBITA margin, discount rates and terminal growth rates used in the calculation of the recoverable amount by using DCF models involves significant judgement and estimates.

b) *How the matter was addressed during the audit*

Our procedures over the impairment of goodwill include, but are not limited to:

– Gaining an understanding of the process of preparation of the goodwill impairment test by performing a walkthrough of the process and testing design and implementation of the key controls;

– Assessing the appropriateness of the identification of the cash generating units and allocation of goodwill and cash flows to those CGUs done by the Management;

– Assessing the valuation models applied by Management;

– Assessing key assumptions used by Management in the impairment tests by reference to the budgets approved by the Board of Directors, data external to the Group, our understanding of the economic environment as well as to the historical data and performance;

– Involving our own valuation specialists to test the reasonableness of discount rates applied by Management;

– Assessing the sensitivity analysis of the recoverable amount to the discount rate, profitability measure and terminal growth rate for the most sensitive CGUs;

– Considering the adequacy and appropriateness of the disclosures provided on goodwill impairment pursuant to the relevant accounting and financial reporting standards.

Impairment of programme rights

a) *Why the matter was considered to be one of most significant in our audit of the consolidated financial statements of the current period*

Refer to Notes 1.7.1, 1.11, 2.4, 6.1, and 6.8 to the consolidated financial statements.

Non-current programme and other rights and current programme rights amounting to EUR 163 million and EUR 1,567 million as of 31 December 2024 respectively, include (co-)productions, audio-visual and other rights acquired with the primary intention to broadcast, distribute or trade as part of the Group's operations.

These programme rights are tested for impairment by Management if there are indicators that these assets may be impaired.

Such impairment test for programme rights requires a high level of judgement, in particular in relation with estimates of revenue, the future programme grid, the realised and expected audience of the programme, the discount rate used and the current programme rights that are not likely to be broadcast.

Valuation of programme rights also encompasses rights that the Group has committed to purchase in periods subsequent to 31 December 2024. Provisions for onerous contracts are recognised when Management expects, at the closing date, a lower than initially budgeted return on these rights.

These matters were significant to our audit since the determination of the level of impairment requires significant judgment and estimates.

b) How the matter was addressed during the audit

Our procedures over impairment of programme rights include but are not limited to:

– Gaining an understanding of the process to estimate the cash flows generated by the use of programme rights and the need for programme rights impairment, including testing design and implementation of the key controls;

– Analysing, when relevant, the estimation of future cash flows generated by the use of programme rights (including rights that the Group has committed to purchase in subsequent periods);

– Assessing the reliability of Management's estimates by reviewing the accuracy of previous forecasts and performing sensitivity analysis;

– Recalculating the amortization of non-current programme rights or consumption of current programme rights for the year based on the relevant accounting policy;

– Testing Management’s calculation of impairments and provisions when the estimated future revenues are not expected to exceed the carrying value of programme rights or purchase commitment;

– Assessing the appropriateness of the Group’s disclosures regarding impairment of programme rights.

Revenue recognition

a) Why the matter was considered to be one of most significant in our audit of the consolidated financial statements of the current period

Refer to accounting policy Note 1.22 and Note 5.1 of the consolidated financial statements.

Revenue of the Group (from continuing operations) amounts to EUR 6,254 million for the year ended 31 December 2024 compared to EUR 6,234 million in previous year. Revenue relates to advertising, the production, distribution and licensing of films, programmes and other rights, the rendering of services and the sales of merchandise.

Revenue is recognised in accordance with the various revenue recognition principles that apply to the specific revenue streams. There is an elevated risk linked to timing of revenue recognition around year end for revenue recognised over time. The continuously evolving online media revenue stream also results in new and more complex revenue recognition due to the trend towards new product offerings.

b) How the matter was addressed during the audit

Our procedures over the revenue recognition include, but are not limited to:

– Gaining an understanding of the various revenue processes by performing a walkthrough of the process and testing design and implementation of the key controls;

– Testing of the relevant internal controls used to ensure the existence, accuracy and timing (as applicable) of revenue recognised;

– Involvement of our own Information Risk Management specialists to evaluate the key IT general controls of relevant IT systems;

– Assessing whether appropriate revenue recognition policies are applied by the Group by comparing them with relevant accounting standards;

– Performing analytical reviews on revenues recognised to identify unexpected variations for further investigation;

– Performing test of details over revenue recognition, including but not limited to cash proofing, addition and release of deferred income, cut-off procedures;

– Testing of supporting evidence for manual journal entries posted to revenue accounts to identify any unusual items;

– Considering the appropriateness of the disclosures provided on revenue recognition pursuant to the relevant accounting and financial reporting standards.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the Directors' report and the Corporate Governance Statement but does not include the consolidated financial statements and our report of the "réviseur d'entreprises agréé" thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and Those Charged with Governance for the consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The Board of Directors is responsible for presenting and marking up the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ("ESEF Regulation").

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Responsibilities of the "réviseur d'entreprises agréé" for the audit of the consolidated financial statements

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Our responsibility is to assess whether the consolidated financial statements have been prepared in all material respects with the requirements laid down in the ESEF Regulation.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "réviseur d'entreprises agréé" to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "réviseur d'entreprises agréé". However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on other legal and regulatory requirements

We have been appointed as "réviseur d'entreprises agréé" by the General meeting of Shareholders on 24 April 2024 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 5 years.

The Directors' report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the Directors' report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings as amended, is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remained independent of the Group in conducting the audit.

We have checked the compliance of the consolidated financial statements of the Group as at 31 December 2024 with relevant statutory requirements set out in the ESEF Regulation that are applicable to consolidated financial statements.

For the Group it relates to:

- Consolidated financial statements prepared in a valid xHTML format;
- The XBRL markup of the consolidated financial statements using the core taxonomy and the common rules on markups specified in the ESEF Regulation.

In our opinion, the consolidated financial statements of RTL Group S.A. as at 31 December 2024, identified as rtlgroupsa-2024-12-31-en.zip, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Our audit report only refers to the consolidated financial statements of RTL Group S.A. as at 31 December 2024, identified as rtlgroupsa-2024-12-31-en.zip, prepared and presented in accordance with the requirements laid down in the ESEF Regulation, which is the only authoritative version.

Luxembourg, 19 March 2025

KPMG Audit S.à r.l.

Cabinet de révision agréé

Jean-Manuel Séris

KPMG Audit S.à r.l.
39, Avenue John F. Kennedy
L-1855 Luxembourg

Tel.: +352 22 51 51 1
Fax: +352 22 51 71
E-mail: info@kpmg.lu
Internet: www.kpmg.lu

To the Board of Directors of
RTL Group S.A.
43, boulevard Pierre Frieden
L-1543 Luxembourg
Grand Duchy of Luxembourg

Limited Assurance Conclusion

We conducted a limited assurance engagement on the sustainability statement of RTL Group S.A. ("the Company") included in section "Sustainability report" of the Board of Directors' Report, including the information incorporated in the sustainability statement by reference (the "Sustainability Statement") as at 31 December 2024 and for the year then ended.

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the accompanying Sustainability Statement is not prepared, in all material respects, in accordance with:

– the European Sustainability Reporting Standards ("ESRS"), including that the process carried out by the Company to identify the information reported in the Sustainability Statement (the "Process") is in accordance with the description set out in subsection General information in note Impact, risk and opportunity management IRO-1;

– the disclosures in subsection EU taxonomy within the environmental section of the Sustainability Statement with Article 8 of EU Regulation 2020/852 (the "Taxonomy Regulation"),

altogether the "Criteria".

Basis for Limited Assurance Conclusion

We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (revised) ("ISAE 3000"), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, established by the International Auditing and Assurance Standards Board ("IAASB") as adopted for Luxembourg by the Institut des Réviseurs d'Entreprises ("IRE").

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. Our responsibilities under this standard are further described in the Responsibilities of réviseur d'entreprises agréé's section of our report.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Management ("ISQM") 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements as adopted for Luxembourg by the CSSF and accordingly maintains a comprehensive system of quality control including the design, implementation and operate a system of quality management, of audits or reviews of financial statements, or other assurance and related services engagements.

Emphasis of Matter

We draw attention to section 'Basis for preparation' of the Sustainability Statement. This disclosure sets out that the Sustainability Statements have been prepared in a context of new sustainability reporting standards requiring entity-specific and temporary interpretations and addressing inherent measurement or evaluation uncertainties. Additionally, the section 'Sources of estimation and outcome uncertainty, and value chain estimations' of the Sustainability Statements identifies the metrics that are subject to measurement uncertainty and discloses information about the sources of measurement uncertainty and the assumptions, approximations and judgements the Company has made in measuring these in compliance with ESRS. The comparability of sustainability information between entities and over time may be affected by the lack of historical sustainability information in accordance with ESRS and by the absence of a uniform practice on which to draw, to evaluate and measure this information. This allows for the application of different, but acceptable, measurement techniques.

The section 'IRO-1 - Description of the process to identify and assess material impacts, risks and opportunities', explains the ongoing due diligence and double materiality assessment process, including robust engagement with affected stakeholders. Due diligence is an on-going practice that responds to and may trigger changes in the Company's strategy, business model, activities, business relationships, operating, sourcing and selling contexts. The double materiality assessment process may also be impacted in time by sector-specific standards to be adopted. The Sustainability Statements may not include every impact, risk and opportunity or additional entity-specific disclosure that each individual stakeholder (group) may consider important in its own particular assessment.

Our conclusion is not modified in respect of this emphasis of matter.

Responsibilities of the Board of Directors for the Sustainability Statement

The Board of Directors of the Company is responsible for:

– the preparation of the sustainability information in the Sustainability Statement in accordance with the Criteria;

– designing, implementing and maintaining such internal control that determines is necessary to enable the preparation of the sustainability information in the Sustainability Statement, in accordance with the Criteria, that is free from material misstatement, whether due to fraud or error.

This responsibility includes:

– developing and implementing a process to identify the information reported in the Sustainability Statement in accordance with ESRS and for disclosing this process in note Impact, risk and opportunity management IRO-1 of the Sustainability Statement;

– understanding the context in which the Company's activities and business relationships take place and developing an understanding of its affected stakeholders;

– the identification of the actual and potential impacts (both negative and positive) related to sustainability matters, as well as risks and opportunities that affect, or could reasonably be expected to affect, Company's financial position, financial performance, cash flows, access to finance or cost of capital over the short-, medium-, or long-term;

– the assessment of the materiality of the identified impacts, risks and opportunities related to sustainability matters by selecting and applying appropriate thresholds; and

– the selection and application of appropriate sustainability reporting methods and making assumptions and estimates about individual sustainability disclosures that are reasonable in the circumstances.

The Board of Directors of the Company is further responsible for the preparation of the Sustainability Statement, which includes the information identified by the Process, in accordance with the Criteria.

Those charged with governance are responsible for overseeing the Sustainability Statements.

Inherent limitations in preparing the Sustainability Statement

In reporting forward-looking information in accordance with ESRS, the of the Company is required to prepare the forward-looking information on the basis of disclosed assumptions about events that may occur in the future and possible future actions by the Company. Actual outcome is likely to be different since anticipated events frequently do not occur as expected. Forward-looking information relates to events and actions that have not yet occurred and may never occur. We do not provide assurance on the achievability of this forward-looking information.

In determining the disclosures in the Sustainability Statement, the Board of Directors of the Company interprets undefined legal and other terms. Undefined legal and other terms may be interpreted differently, including the legal conformity of their interpretation and, accordingly, are subject to uncertainties.

The references to external sources or websites in the sustainability information are not part of the sustainability information as included in the scope of our assurance engagement. We therefore do not provide assurance on this information.

Responsibilities of the réviseur d'entreprises agréé

Our responsibility is to plan and perform the assurance engagement to obtain limited assurance about whether the Sustainability Statement is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of the Sustainability Statement as a whole.

As part of a limited assurance engagement in accordance with ISAE 3000, we exercise professional judgement and maintain professional skepticism throughout the engagement.

Our responsibilities in respect of the Sustainability Statement, in relation to the Process, include:

– Performing procedures, including obtaining an understanding of internal control relevant to the engagement, to identify risks that the process to identify the information reported in the Sustainability Statement does not address the applicable requirements of ESRS, but not for the purpose of providing a conclusion on the effectiveness of the Process, including the outcome of the Process;

– Designing and performing procedures to evaluate whether the Process to identify the information reported in the Sustainability Statement is consistent with the Company's description of its Process as disclosed in note Impact, risk and opportunity management IRO-1.

Our other responsibilities in respect of the Sustainability Statement include:

– Performing risk assessment procedures, including obtaining an understanding of internal control relevant to the engagement, to identify where material misstatements are likely to arise, whether due to fraud or error, but not for the purpose of providing a conclusion on the effectiveness of the Company's internal control;

– Designing and performing procedures responsive to where material misstatements are likely to arise in the Sustainability Statement. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Summary of the work performed

A limited assurance engagement involves performing procedures to obtain evidence about the Sustainability Statement. The procedures performed in a limited assurance engagement vary in nature and form, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The nature, timing and extent of procedures selected depend on professional judgement, identification of disclosures where material misstatements are likely to arise in the Sustainability Statement, whether due to fraud or error.

In conducting our limited assurance engagement, with respect of the Process, we among others:

- obtained an understanding of the Process by performing inquiries to understand the sources of the information used by management and reviewing the Company's internal documentation of its Process; and
- evaluated whether the evidence obtained from our procedures about the Process implemented by the Company was consistent with the description of the Process set out in note Impact, risk and opportunity management IRO-1.

In conducting our limited assurance engagement, with respect to the Sustainability Statement, we among others:

- obtained an understanding of the Company's reporting processes relevant to the preparation of its Sustainability Statement by inquiring and inspecting with relevant staff responsible for the Process to gain an understanding of the Company's approach to identifying material and non-material sustainability matters and corresponding reporting boundaries relevant to the preparation of the Sustainability Statement:
- evaluated whether all material information identified by the Process is included in the Sustainability Statement;
- evaluated whether the structure and the presentation of the Sustainability Statement is in accordance with the Criteria;
- evaluated the methods, assumptions and data for developing estimates and forward-looking information;
- obtained and read the Company's policies and processes to address sustainability matters and reporting, including the related IT systems;
- observed the performance of the policies and processes by the relevant staff responsible;
- inquired and inspected the processes for determining the sustainability statement content and related controls implemented;
- interviewed relevant staff responsible for providing and preparing the sustainability statement, inquiring and inspecting the related controls implemented and methodologies used, including the IT systems;
- performed analytical and substantive procedures based on a limited sample basis on selected disclosures in the Sustainability Statements;
- reconciled selected disclosures in the Sustainability Statement with the corresponding disclosures in the financial statements and Board of Directors' report;
- obtained an understanding of the process to identify taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the Sustainability Statement.

Other information

The Board of Directors of the Company is responsible for the other information. The other information comprises the information included in the consolidated Annual report but does not include the Sustainability Statement and our assurance report thereon.

Our conclusion on the Sustainability Statement does not cover the other information and we do not express any form of assurance conclusion thereon.

Luxembourg, 19 March 2025

KPMG Audit S.à r.l.

Cabinet de révision agréé

Jean-Manuel Séris