

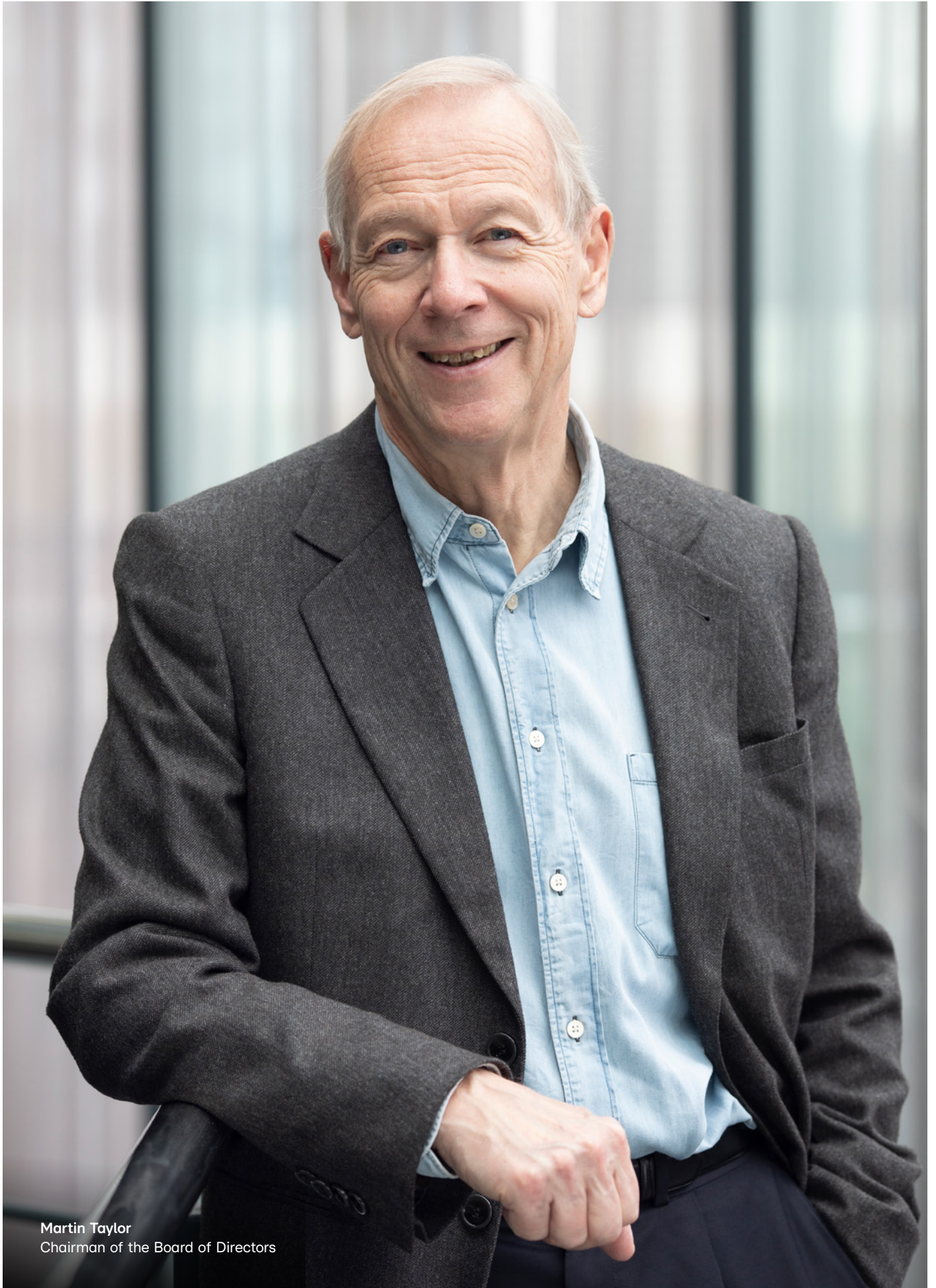
# Chairman's statement

Dear shareholders,

After an unexpectedly difficult year in 2022 for many businesses, the market environment remained challenging throughout 2023.

The world is facing severe geopolitical and therefore macroeconomic uncertainty. In addition, long-term structural shifts in video viewing are accelerating, and we are witnessing the commercial emergence of Artificial Intelligence (AI).

Given the intense pressure on our businesses arising from the steep decline of TV advertising markets across Europe, I believe that our financial results, thanks to a recovery in operating profits in the second half of the year, may be considered pleasing.



Martin Taylor  
Chairman of the Board of Directors

# “Over the past year, despite the tricky operating environment, RTL Group made considerable progress in bringing our strategy to life.”

RTL Group's revenue declined by 5.4 per cent to €6.2 billion, mainly due to significantly lower TV advertising revenue. Adjusted EBITA reached €782 million, down from €922 million in 2022, reflecting significantly lower profit contributions from RTL Deutschland. Cost savings in programming and overheads have played an important part in delivering strong profitability in the second half-year. Including RTL Nederland, the pro-forma Adjusted EBITA was €927 million – in line with our guidance, which we adjusted to reflect the market developments in November 2023.

The Board of Directors is therefore proposing our Annual General Meeting a dividend of €2.75 per share, which corresponds to a dividend yield of 7.2 per cent on the average share price for 2023. While our proposal is lower in absolute terms than the previous year's €4.00, we continue to apply our policy of paying out at least 80 per cent of the adjusted full-year net result. Next year, the payout to shareholders will benefit significantly from the envisaged disposal of RTL Nederland.

Over the past year, despite the tricky operating environment, RTL Group made considerable progress in bringing our strategy to life: strengthening the core business, growing the streaming and content businesses, and building alliances and partnerships.

In my statement in last year's annual report, I expressed my sincere disappointment that our consolidation moves in France and the Netherlands had been blocked by the

respective competition authorities. The developments in 2023 underline why we sought these transactions: continued transformation of video viewing, pressure on TV advertising markets and large international streaming platforms adding advertising tiers to their subscription services. Market consolidation in the European TV industry is now more necessary than ever to compete with the global tech giants, and the impulse to consolidate remains strong.

Thus, after careful consideration, we accepted the offer from DPG Media to acquire RTL Nederland for a total consideration of €1.1 billion in cash. We had hoped to drive consolidation in the Netherlands ourselves, but after our rejected merger with Talpa Network, both the Board of Directors and the Executive Committee view the sale to DPG Media as the best strategic option for RTL Nederland and all its stakeholders. With the envisaged sale, RTL Group continues to focus strategically on its largest business units: RTL Deutschland, Groupe M6 and Fremantle.

RTL Deutschland, in particular, has made progress in the past year. It has completed the reorganisation of its publishing business, which is now concentrating on core brands such as *Stern*, *Geo*, *Capital* and *Brigitte*. Other titles and line extensions have been sold or discontinued.

The development of our streaming services is especially notable. Both paying subscribers and streaming revenue have grown strongly. By the end of 2023, RTL Group had registered almost 5.6 million paying subscribers, an





increase of 30.5 per cent year on year, with streaming revenues up 72.6 per cent to €283 million. We are broadly on track to reach our long-term streaming targets, which we have now adjusted to reflect the envisaged sale of RTL Nederland and its important streaming service Videoland, and to support investment in the French streaming service M6+ (previous 6play).

In Germany, RTL Deutschland started the roll-out of Germany's first multimedia app RTL+, with video, music, podcasts, audiobooks and magazine content in one single app. The app is achieving strong customer traction.

As ever, the Board has been busy advising the Executive Committee, reviewing and approving the Group's budget as well as scrutinising business and financial performance in the light of geopolitical and macroeconomic uncertainties. We paid particular attention to the Group's consolidation plans, including the offer by DPG Media for RTL Nederland. Other important aspects of our work included the growth plans for both RTL+ in Germany and Fremantle. The Board will continue to engage regularly with our management teams, supporting their initiatives to transform the Group.

Last year, we said goodbye to Bettina Wulf, a non-executive director who had served on the Board since June 2020. I would like to extend my thanks to Bettina for her service and dedication to RTL Group and wish her all the best for the future. In turn, we welcomed Carsten Coesfeld, CEO of Bertelsmann Investments and a member of

Bertelsmann's Executive Board, and Alexander von Torklus, Executive Vice President Corporate Controlling and Strategy at Bertelsmann, to the Board.

I count myself lucky to work with many remarkable colleagues, not only at Board level but throughout the Group. I extend my heartfelt thanks to all those who have worked so hard for the success of RTL Group in 2023. It is the unique blend of diverse and talented individuals that drives our success – today and tomorrow.

A handwritten signature in blue ink that reads "Martin Taylor". The signature is fluid and cursive, with a large initial 'M' and 'T'.

**Martin Taylor**  
Chairman of the Board of Directors