

# Remuneration report

## 1 Introduction

### 1.1 Categories of persons to whom the Remuneration Report applies:

The RTL Group Remuneration Policy, as published on RTL Group's website, *rtl.com*, applies to the Non-Executive Directors (the "**Non-Executive Directors**") and to the CEO and Deputy CEO (the "**Executive Directors**") of RTL Group S.A. ("RTL Group"), all together the "**Directors**".

### 1.2 This Remuneration Report concerns the financial year 2023.

#### Non-Executive Directors

### 1.3 In order to achieve its goals, RTL Group must be able to attract a broad spectrum of competencies, skills, know-how and experience to its Board, mirroring RTL Group's diverse businesses. Furthermore, the composition of the Board of Directors must embody a thorough knowledge of business dynamics and markets in the sectors of audio-visual media, communication, information and all related technologies.

### 1.4 Non-Executive Directors are paid only a fixed remuneration. Due to the greater responsibility and time required by their respective functions, an additional annual remuneration is granted to the Chairman and the Vice-Chairman of the Board, and to the Chairmen of the Board's sub-committees. Such remuneration is prorated in case the Director concerned is appointed to, or leaves, the Board during the year.

### 1.5 The Board of Directors may grant additional remuneration or indemnities to those Board members who are entrusted with specific duties or missions. They shall not receive incentives nor other forms of variable compensation from RTL Group.

#### Executive Directors

### 1.6 The Remuneration Policy's section addressing Executive Directors is designed to support RTL Group's high-performance culture and the creation of long-term sustainable value for its shareholders. Its goal is to reward Executive Directors with an attractive compensation, in line with the market, which is conditional upon both their own and RTL Group's performance and which,

beyond driving performance, also aims to attract and retain the best talent. As a result of the general principles outlined above, the proportion of performance-related pay is generally higher for the Executive Directors than for lower ranking executives in the Group.

### 1.7 Executive Directors are compensated in line with their responsibilities, and according to both their own and the company's performance.

## 2 Remuneration of the Non-Executive Directors (or members of the Board of Directors)

The Non-Executive Directors receive a fixed fee for their attendance at the meetings of the RTL Group Board of Directors. No variable remuneration, pension rights, options, loans nor other benefits were granted to the Non-Executive Directors during the financial year 2023.

The detailed disclosure on Directors' fees paid is provided in Exhibit 1 on page 34.

## 3 Remuneration of the CEO and Deputy CEO

### 3.1 Fixed remuneration (base salary)

The base salary for the CEO and the Deputy CEO (the Executive Directors) is within a competitive range of the third quartile base salary for comparable positions in their peer groups. The base salary reflects the individual's position, scope of responsibility, experience and contribution to the business. Base salary levels are generally reviewed every three years, and their development depends on the individual's performance and salary level in relation to the external benchmarks.

### 3.2 Board attendance fees

RTL Group does not pay any attendance fees to its Executive Directors. As a result, the Deputy CEO receives Board attendance fees only from other Group entities, which are deducted from his annual base remuneration at the end of the year. The detailed disclosure on such Board attendance fees paid is provided in Exhibit 2 on page 35.

### 3.3 Variable remuneration: annual short-term incentive plan (STIP) and long-term incentive plan (LTIP)

#### 3.3.1 STIP

The Executive Directors are eligible for a STIP which is capped at an amount stipulated in their employment contract. The STIP payout is linked to the achievement of three sets of targets, as set out in the Executive Directors' bonus agreements:

– **Financial targets;**

This target is linked to a financial metric (e.g. Adjusted EBITA) and is weighted higher than the business and leadership targets. Its calibration is defined by the Nomination and Compensation Committee (NCC) on an annual basis.

– **Business targets;**

These are targets, which may be quantitative (e.g. number of paying subscribers, audience share or market share targets), or qualitative targets consistent with the company's strategic initiatives.

– **Leadership targets.**

The amount due under the STIP is paid latest in April of the following year.

#### 3.3.2 LTIP

RTL Group offers its Executive Directors a long-term incentive plan (LTIP, the "Plan"), to reward them for entrepreneurial performance, to retain key executives and to align the interests of management and shareholders. The performance targets of the LTIP are approved by the NCC and are based on the financial metric Adjusted EBITA.

RTL Group's LTIP for the period 2023 to 2025 has the following features:

- The metric used in the Plan for the year 2023 is Adjusted EBITA.
- The length of the Plan's term (the "Term") is three years (N, N+1, N+2), starting on 1 January 2023 and ending on 31 December 2025.
- The performance is measured based on yearly targets, which are defined annually.
- The vesting of the LTIP occurs at the end of the Term (i.e. at the end of the year N+2).
- The payment occurs in the year N+3 (see below).
- The reward basis is the annual contractual maximum cash compensation.
- The maximum annual incentive amount equals the reward basis multiplied by one third, multiplied by 1.5, multiplied by the participation rate.
- The total maximum incentive amount over the Term of the Plan corresponds to the sum of the maximum annual incentive amounts, taking into account the length of participation in the Plan.

– The actual annual incentive amount equals the total maximum annual incentive amount multiplied by the achievement rate. The resulting amount is accrued for deferred payment at the end of the Term, subject to the terms and conditions of the Plan.

– The total incentive amount corresponds to the sum of the actual annual incentive amounts over the Term.

The total incentive amount due under the LTIP in force for the period 2023 to 2025 is paid after the end of the Term, within 90 days from the later of (i) the approval by RTL Group's shareholders of the financial statements of RTL Group for the previous year, (ii) the approval by the Business Unit's shareholders of the financial statements of the Business Unit for the previous year.

#### 3.4 Complementary pension plan

The pension plan granted to all employees of RTL Group S.A. who joined the company as from 1 January 2023 is a defined contribution plan, which also covers death and invalidity risks. The pension plan granted to all employees of RTL Group GmbH is a defined benefit plan, managed by Bertelsmann SE & Co KGaA. Each year, a capital component is set aside and accrued accordingly. The individual pension contribution is calculated by multiplying a basic pension contribution by the personal earnings ratio pursuant to the plan. A specific age factor applies for each age. The actuarial interest rate is reviewed annually on 1 April and adjusted in line with capital market developments.

#### 3.5 Benefits

These comprise an accident insurance, which covers both death and disability, a complementary health insurance and a car allowance to finance a company car at the executive's discretion.

#### Remunerations of the CEO and Deputy CEO in 2023

The remuneration received by the executives during the period (i.e. already paid to the executives), and the remuneration earned during the period (i.e. the total amounts to which the executives are entitled under certain conditions for their services rendered during the period, including amounts already received and amounts still to be received) are summarised in Exhibit 2 and 3 on page 35.

Exhibit 1	2023	2022	2021	2020
	€	€	€	€
<b>Non-Executive Directors</b>				
<b>Coesfeld, Carsten</b>				
Non-Executive Member of the Board of Directors (as of 26 April 2023)	61,644	–	–	–
<b>Erenbjerg, Pernille</b>				
Chairman of the Audit Committee	180,000	151,151	61,151	–
<b>Götz, Thomas</b>				
Member of the Audit and Nomination and Compensation Committee	90,000	90,000	90,000	90,000
<b>Hermreck, Immanuel</b>				
Member of the Nomination and Compensation Committee	90,000	90,000	90,000	90,000
<b>Hellermann, Rolf</b>				
Member of the Audit Committee	90,000	90,000	90,000	–
<b>de Posch, Guillaume</b>				
Non-Executive Member of the Board of Directors	90,000	90,000	90,000	90,000
<b>Schiltz, Jean-Louis</b>				
Vice Chairman of the Board of Directors (as of 28 April 2022)				
Member of the Audit Committee	180,000	151,151	90,000	90,000
<b>Taylor, Martin</b>				
Chairman of the Board of Directors				
Chairman of the Nomination and Compensation Committee	400,000	400,000	400,000	400,000
<b>Von Torklus, Alexander</b>				
Non-Executive Member of the Board of Directors (as of 26 April 2023)	61,644	–	–	–
<b>Zalaznick, Lauren</b>				
Member of the Nomination and Compensation Committee	90,000	90,000	90,000	90,000
<b>Former Non-Executive Directors</b>				
<b>Kundrun, Bernd</b>				
Non-Executive Member of the Board of Directors (until 28 April 2021)	–	–	29,096	90,000
<b>Hirsch, Bernd</b>				
Member of the Audit Committee (until 31 December 2020)	–	–	–	90,000
<b>Schmidt-Holtz, Rolf</b>				
Member of the Nomination and Compensation Committee (until 28 April 2021)	–	–	29,096	90,000
<b>Singh, James</b>				
Vice Chairman of the Board of Directors and Chairman of the Audit Committee (until 27 April 2022)	–	64,110	200,000	200,000
<b>Wulf, Bettina</b>				
Non-Executive Member of the Board of Directors (until 26 April 2023)	28,603	90,000	90,000	45,370
<b>Executive Directors<sup>1</sup></b>				
<b>Rabe, Thomas<sup>2</sup></b>				
Chief Executive Officer	2,717,889	2,863,884	3,000,416	2,604,416
<b>Heggen, Elmar<sup>3</sup></b>				
Chief Operating Officer and Deputy CEO	3,293,549	4,000,940	3,836,725	2,319,131
<b>Company performance (in € million, including discontinued operations)</b>				
Revenue	6,854	7,224	6,637	6,017
Adjusted EBITA	927	1,083	1,152	853
<b>Average remuneration on a full-time equivalent (FTE) basis of employees</b>				
Wages and salaries RTL Group (in € million)	1,002	1,030	929	811
Average FTE (expensed) RTL Group	12,835	12,975	10,861	10,598
Average wage per FTE	78,051	79,399	85,573	76,524

1 Remuneration earned  
(Exhibit 2 and 3)

2 Thomas Rabe is on a 50 % part-time contract; his remuneration is shown on a full-time basis (100 %)

3 2021 Remuneration excl. €1.14 million transaction bonus, 2022 Remuneration incl. €0.336 million transaction bonus

## Exhibit 2

	Elmar Heggen			
	Earned 2023		Received 2023	
	€	per cent	€	per cent
Annual base salary	906,119		906,119	
Fixed allowances <sup>1</sup>	188,603		188,603	
Director fees:				
– Métropole Télévision Supervisory Board	35,048		35,048	
– Atresmedia Board of Directors	58,833		58,833	
Other allowances:				
– Housing allowance	24,000		24,000	
Benefits:				
– Car allowance / Lease	21,210		21,210	
– Complementary Pension / Other benefits	4,051		4,051	
<b>Total fixed remuneration</b>	<b>1,237,864</b>	<b>38</b>	<b>1,237,864</b>	<b>25</b>
Variable remuneration:		62		75
– STIP 2022			1,386,570	
– STIP 2023	1,264,560			
– LTIP 2020-2022			2,252,375	
– LTIP 2023	791,125			
<b>Total remuneration</b>	<b>3,293,549</b>	<b>100</b>	<b>4,876,809</b>	<b>100</b>

<sup>1</sup>Compensation for lost pension entitlements

## Exhibit 3

	Thomas Rabe			
	Earned 2023		Received 2023	
	€	per cent	€	per cent
Annual base salary	600,000		600,000	
Fixed allowances				
Director fees				
Other allowances:				
– Housing allowance				
Benefits:				
– Car allowance / Lease				
– Complementary Pension / Other benefits	208		208	
<b>Total fixed remuneration</b>	<b>600,208</b>	<b>44</b>	<b>600,208</b>	<b>42</b>
Variable remuneration:		56		58
– STIP 2022			831,942	
– STIP 2023	758,736			
– LTIP 2020-2022 <sup>1</sup>				
– LTIP 2023 <sup>1</sup>				
<b>Total remuneration</b>	<b>1,358,944</b>	<b>100</b>	<b>1,432,150</b>	<b>100</b>

<sup>1</sup>Thomas Rabe does not participate in the LTIP