

## Tax Treatment of the Dividend Payment

In order to benefit from exemption of the withholding tax at source, the following conditions have to be fulfilled:

I. In accordance with Article 147 L.I.R. the withholding tax is not levied on the income from capital mentioned below if:

1. **the beneficiary is:**

- a) a collective entity under Article 2 of the modified European Council Directive of 23 July 1990 concerning the common system of taxation applicable in the case of parent corporations and subsidiaries of different Member States (90/435/EEC), as amended,
- b) a fully taxable resident stock corporation,
- c) the State, a municipality, a union of municipalities, or a domestic public collective undertaking,
- d) a domestic permanent establishment of a collective entity referred to in points 2 a), b) or c),
- e) a collective entity fully liable to a corresponding tax to the Luxembourg corporate income tax, which is resident in a country with which the Grand Duchy has concluded a double tax treaty, and its domestic permanent establishment,
- f) a stock corporation which is resident of the Swiss Confederation and subject to Swiss corporate taxation without benefitting of any exemption,
- g) a stock corporation or a co-operative society resident in an EEA (European Economic Area) country other than a EU Member State and fully liable to a corresponding tax to the Luxembourg corporate income tax,
- h) the beneficiary is a permanent establishment of a stock corporation or a co-operative society resident in an EEA(European Economic Area) country other than a EU Member State.

2. The beneficiary referred to in point 1 above has been holding or commits himself to hold<sup>1</sup>, on the ex-date, **directly during an uninterrupted period of at least twelve months** a shareholding in RTL Group of at least 10% or having a purchase price of at least € 1,200,000.

### Payment Process

1. As from the dividend payment date, 85% of the gross dividend amount will be available through RTL Group's paying agent.
2. On the Payment Date, the shareholder shall deliver to RTL Group (i) an attestation (as provided herebelow) confirming and describing that the conditions under Article 147 L.I.R. are fulfilled, (ii) a valid certificate of fiscal residence issued by the relevant authority of its country of residence, (iii) documentation evidencing that shares having an acquisition cost of at least EUR 1,200,000 have been held for an uninterrupted period of at least 12 months<sup>2</sup>, (iv) its bank details<sup>2</sup> and if applicable (v) a bank guarantee<sup>1</sup>.
3. Provided that the ad hoc documentation as described above has been provided on the Payment Date, RTL Group will then transfer the withheld 15% of the gross dividend on the bank account according to the information provided by the shareholder.

Notices and documentation are to be emailed to [edouard.defierlant@rtlgroup.com](mailto:edouard.defierlant@rtlgroup.com) and [fany.francois@rtlgroup.com](mailto:fany.francois@rtlgroup.com) and the originals are to be sent to RTL Group, Attn Mr. Edouard de Fierlant, 45 Boulevard Pierre Frieden, L-1543 Luxembourg.

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<sup>1</sup> This commitment is only applicable for Luxembourg resident shareholders

<sup>2</sup> Required if the withholding tax exemption is requested for the first time

# Attestation

for the purpose of the application of the Luxembourg withholding tax exemption (Art. 147 L.I.R.)

The undersigned.....(company name and legal form) with its registered seat at ..... (address) duly represented by .....(name of the representative) its..... (title of the representative), hereinafter referred to as “the Shareholder”

Hereby certify that the Shareholder is:

## 1. Residency (please tick the appropriate box)

- a) collective entity under Article 2 of the modified European Council Directive of 23 July 1990 concerning the common system of taxation applicable in the case of parent corporations and subsidiaries of different Member States (90/435/EEC),
- b) a fully taxable resident stock corporation,
- c) the State, a municipality, a union of municipalities, or a domestic public collective undertaking,
- d) a domestic permanent establishment of a collective entity referred to in above points a), b) or c),
- e) a collective entity fully liable to a corresponding tax to the Luxembourg corporate income tax, which is resident in a country with which the Grand Duchy has concluded a double tax treaty, and its domestic permanent establishment,
- f) a stock corporation which is resident of the Swiss Confederation and subject to Swiss corporate taxation without benefitting of any exemption,
- g) a stock corporation or a co-operative society resident in an EEA (European Economic Area) country other than a EU Member State and fully liable to a corresponding tax to the Luxembourg corporate income tax,
- h) the beneficiary is a permanent establishment of a stock corporation or a co-operative society resident in an EEA (European Economic Area) country other than a EU Member State.

## 2. Details concerning the shareholding

The Shareholder hereby declares that it holds .....RTL Group shares on the ex-date acquired on ..... (acquisition dates).

Thus

The Shareholder hereby certifies that it has been holding / commits itself to hold<sup>1</sup>, on the date the dividend is made available, **directly and during an uninterrupted period of at least twelve months** a shareholding of at least 10% or a purchase price of at least EUR 1.200.000 (one point two million Euros) in RTL Group.

The above information is certified true and sincere as of .....

Done in ..... on.....

\_\_\_\_\_  
Signature

<sup>1</sup> This commitment is only applicable for Luxembourg resident shareholders and to the extent that a bank guarantee is provided to RTL Group