

Press release

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RTL Group announces launch of public share buyback offer for the acquisition of up to 4,000,000 RTL Group shares

- RTL Group has set the price range at €30.85 to €37.85 per share; anchor point is the current share price level of €34.35, with a range of plus/minus approximately 10 per cent
- RTL Group's majority shareholder Bertelsmann has committed to tender 2,000,000 shares
- The acceptance period will start on 4 September 2025 and end on 12 September 2025
- Treasury shares can be used to settle fully or partially the potential variable consideration for the acquisition of Sky Deutschland (DACH)
- More information on the public share buyback offer available under www.RTL.com/sharebuyback

Luxembourg, 3 September 2025 – RTL Group today announced that it is launching a voluntary public offer for buying back a volume of up to 4,000,000 RTL Group shares, without nominal value, for a cash consideration in the amount of at least €30.85 and no more than €37.85 per share. This reflects the current share price level of €34.35 (closing price of 3 September 2025 on Xetra, the regulated market of the Frankfurt Stock Exchange) with a range of plus/minus approximately 10 per cent. The targeted volume of 4,000,000 RTL Group shares represents 2.58 per cent of the Group's existing share capital.

Reasons for the share buyback offer

On 27 June 2025, RTL Group announced the acquisition of Sky Deutschland (DACH). The purchase price consists of €150 million in cash and a variable consideration linked to RTL Group's share price performance. The variable consideration can be triggered by Comcast, Sky's parent company, at any time within five years after closing, provided that RTL Group's share price exceeds €41, subject to certain adjustments. The variable consideration is capped at €377 million in total. RTL Group has the right to settle the variable consideration in RTL Group shares or cash or a combination of both.

The share buyback offer will allow RTL Group to build a portfolio of treasury shares which it can use to fully or partially settle the potential variable consideration for the acquisition of Sky Deutschland, or as compensation for other future acquisitions.

Overview of the share buyback offer

Following the expiry of the acceptance period, RTL Group will determine the final number of shares for which it will accept valid tenders, in accordance with the terms set out in the offer document. This will determine the final purchase price, which will be equal to the

lowest price within the given price range, at which RTL Group can, based on the tenders received, purchase the final number of shares as determined by RTL Group.

RTL Group's shareholders are invited to tender all or part of RTL Group's shares held by them by either specifying a price within the given price range or with no specified price, in which case they commit to sell their tendered shares at the final purchase price as determined after expiry of the acceptance period. There is no guarantee that all or part of the shares validly tendered will be accepted under the offer, as detailed in the offer document.

It is expected that the offer document for the share buyback offer will be published on 3 September 2025. The acceptance period will start on 4 September 2025, 09:00 (CEST) and end on 12 September 2025, 16:00 (CEST).

Further details on the public share buyback offer can be found in the offer document, which will be published on RTL Group's corporate website under www.RTL.com/sharebuyback, prior to the commencement of the offer period.

RTL Group's majority shareholder Bertelsmann has, pursuant to an irrevocable undertaking, committed to validly tender 2,000,000 RTL Group shares at the final purchase price determined by RTL Group. Bertelsmann currently holds 76.3 per cent of RTL Group's share capital. The shares validly tendered by Bertelsmann will be accepted and purchased by RTL Group in accordance with the same terms and conditions as apply to all other shareholders as set out in the offer document.

Disclaimer / Important Notice

This announcement is for information purposes only and does not constitute an invitation to sell, or an offer to purchase securities. The final terms and further provisions regarding the public share buyback offer will be disclosed in the offer document.

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About RTL Group

RTL Group is a leading entertainment company across broadcast, streaming, content and digital, with interests in 52 television channels, six streaming services and 37 radio stations. The Group's families of TV channels are either number one or number two in five 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, digital and publishing. RTL Group's streaming services include RTL+ in Germany and Hungary, 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 28 countries. The streaming tech company Bedrock, the ad-tech company Smartclip and the social media company We Are Era are also owned by RTL Group. As a market leader, RTL Group strives to foster alliances and partnerships within the European media industry, for example by building a one-stop advertising sales house in Germany with Ad Alliance and driving international advertising sales with RTL AdAlliance. Bertelsmann is the majority shareholder of RTL Group, which is listed on the Luxembourg and Frankfurt stock exchanges and in the MDAX stock index.