



**RTL Group speak-up manual:
How to report compliance
concerns**

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1. Why is speaking up about compliance concerns important?

"At RTL Group, we place great value on entrepreneurial freedom, and we trust our employees to use this freedom responsibly. Openly addressing potential issues is expressly welcomed. It is the responsibility of all managers to be open to discussions about company practices, the working environment, their own conduct, or the conduct of other employees. Should you have a problem or notice an issue, there is always someone who can help you — locally or through alternative channels, which are described in this Code of Conduct."

The RTL Group Executive Committee

"Being able to speak up freely helps to prevent misconduct, and to detect and correct it, should it occur. We encourage critical and imaginative thinking and value an open work environment where employees can approach their supervisors or senior management to raise issues or voice criticism without any concerns. Managers encourage open dialogue, support their employees and address their concerns in a fair and impartial manner."

RTL Group Code of Conduct

2. Why is speaking up about compliance concerns important?

Compliance concerns are intentional or negligent acts or omissions constituting violations of law, government regulations, or internal company policies (e.g., the Code of Conduct, RTL Group policies). RTL Group encourages employees and third parties to report, in particular, significant compliance concerns, such as:

- fraudulent acts (e.g. corruption, fraud, embezzlement, theft, misappropriation),
- violations of antitrust law or foreign trade law,
- human rights violations, sexual harassment or a violation of antidiscrimination laws,
- violations of environmental regulations
- serious breaches of confidentiality requirements,
- acts causing substantial economic damage to a Group company,
- acts damaging significantly the reputation of a Group company (e.g. through regional or wider negative media coverage).
- acts resulting in a Group company losing existing contracts or being excluded from future contracts (debarment, "do not source" listing, blacklisting, etc.)
- behaviour resulting in action by a regulatory or law enforcement body (e.g., regulator, prosecutor's office),
- indications of serious breaches of duty involving board members or executives (in particular the violation of supervisory duties),
- an accounting adjustment to the books and records is required because of the compliance violation,
- the compliance violation is the result of ineffective internal controls.

3. How can I communicate my compliance concerns?

Choice of resources

Compliance concerns can be communicated to contacts at the local company, to the RTL Group Compliance department, the RTL Group Ombudspersons or through the RTL Group Speak-up System.

The Speak-up System is available to employees as well as to third parties anytime, 24/7 and 365 days a year. The system is available in multiple languages and accessible by phone or internet. It allows for a confidential dialogue with the RTL Group Compliance department, secured by special encryption and anonymous if desired.

Upon request, an in-person conversation with a compliance professional from the RTL Group Compliance department or your local group company is also possible.

All employees and third parties are free to choose the resource for the communication. All compliance concerns submitted will be reviewed timely and appropriately. Certain minimum information is required to allow for an adequate review. General assertions without specific factual allegations do not generally suffice to trigger an investigation.

In the event that 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. External reporting channels are increasingly being established, especially for member states of the European Union. An overview of existing external reporting channels is provided [here](#) and will be continually updated.

Minimum information required

We ask you to provide the following information when raising a compliance concern to allow an effective and actionable review:

- Please specify which RTL Group company and which location you are referring to.
- Include a detailed description of your concern (who, what, when, how, how often, continuing or not).
- Let us know if you have raised the matter already internally or via one of the other communication resources and what the outcome was.
- Include information on (potential) witnesses or other corroborating evidence (screenshots, copies of documents etc.).
- Be prepared and available to answer questions which may become necessary in the course of the review.

4. How is my message handled? Who will know about it?

Need-to-know principle/data protection

The "Reporting and handling of significant compliance incidents policy" contains detailed protections regarding the confidentiality of communication in respect to compliance concerns.

These principles apply notwithstanding the chosen communication resource through which a report is submitted.

Data on the reporting person

The identity and personal data of a reporting person are handled confidentially throughout the entire process. This information will only be passed on

- after written consent and if this is necessary for follow-up measures, or
- if there is a need for disclosure to external bodies (for example in the case of fine proceedings, in the case of court decisions, in the case of reports to the Financial Services Authority, or to the prosecution authority in the event of criminal proceedings). In such cases, the reporting person shall be informed of this in writing, provided that this does not jeopardise the investigations or court proceedings in question; or
- if incorrect information is reported intentionally or through gross negligence.

Data of the persons named in the report

The identity and personal data of persons named in a notification will also be treated confidentially. This information will only be passed on

- with the consent of the data subject; or
- if it is necessary for internal investigations/follow-up measures; or
- in criminal or fine proceedings or judicial decisions.

5. What happens after I sent my report?

Confirmation of receipt / case number

Notwithstanding the communication channel chosen, you will receive a confirmation of receipt within seven days. This may be given orally, per email or electronically through the RTL Group speak-up system, depending on the communication channel chosen by you.

Using the speak-up system

When you send a message using the RTL Group speak-up system, you will receive an individual case number and are prompted to set up a password.

- Please note both the case number and your password down and keep it safe.
- They are your personal key to the speak-up system and to the report you have filed.
- They allow you to track the progress of your case and to provide additional information.
- You will be asked to enter this number and password each time you access the system.
- Using your individual case number and password, you can go back to the website anytime and track the progress of your case or communicate further information.

Triage/substantiation

- If minimum actionable information is received by your report, a case will be opened as a first step in the review.
- If your initial report lacks sufficient information to start a review, a designated compliance professional will get in touch with you, if possible, to ask for additional information.
- Should there be neither any actionable information nor any possibility to ask for additional information from the reporter, then the compliance concern will be closed due to lack of substantiation.
- After three months at the latest, you will receive feedback on planned measures or if, for valid reasons, the report cannot be followed up or no measures are taken.

Review/investigation

The procedure is set out in the "Reporting and handling of significant compliance incidents policy"

- Designated compliance professionals of the RTL Group Compliance department manage and coordinate the handling of compliance violations at Group level and ensure that all allegations of violations are investigated as appropriate.
- Designated compliance professionals of the RTL Group Compliance department determine which body will be appointed to conduct further investigations (the "Investigative Team").
- The Investigative Team assigned in the specific case (for instance, the HR or Audit department on corporate or local level) is responsible for verifying the content of the compliance allegations.

- The designated compliance professionals of the RTL Group Compliance department as well as the Investigative Team are obliged to ensure confidentiality, compliance with data protection requirements, transparency and the rights of all persons concerned by the investigation. This entails whistleblower protection as well as the rights of suspected persons to be informed of and heard with regard to allegations against them.
- If a compliance violation is substantiated, appropriate measures in response will be considered, including potential disciplinary action against the responsible parties.
- The results of an objective examination of all relevant facts are the decisive factor in determining appropriate disciplinary action.
- It is the responsibility of the affected Group company in coordination with the RTL Group Compliance department to take measures in response to a substantiated compliance violation and to ensure that these measures meet the requirements of applicable law.
- If you have communicated your concern at local level (for instance, to your direct superior, local HR or local audit), these principles apply as well.

6. What are my rights as a reporting person?

The RTL Group Code of Conduct as well as the "Reporting and handling of significant compliance incidents policy" contain detailed whistleblower protection regulations:

Whistleblower protection

- Intimidation or retaliation against persons who report suspected or actual misconduct in good faith will not be tolerated. "In good faith" means that an individual believes that what he or she asserts is true, whether or not a subsequent investigation proves that report to be true.
- Where appropriate, the subject of disciplinary action and anyone in a position to take adverse action against the whistleblower must be informed that retaliation against whistleblowers is strictly prohibited.
- If you believe to suffer intimidation or retaliation after having reported compliance concerns or observe intimidation or retaliation against someone who reported compliance concerns, you should contact the RTL Group Compliance Department.
- Any retaliation concern will be reviewed and investigated according to the procedures set forth above.

7. What are my rights if I am the implicated person?

The "Reporting and handling of significant compliance incidents policy" also sets out standards to be respected in every review/investigation against individual suspected persons.

Procedural rights of suspected persons

- In some jurisdictions, including some European jurisdictions, the suspect must be informed of the allegations against them and given the chance to make a personal statement as early as possible, as long as this does not compromise the investigation.
- The Investigative Team is responsible for determining and complying with any legal requirements for informing the suspect and allowing him or her to respond to the allegations.
- Applicable labour law must be adhered to.
- Adequate confidentiality must be ensured throughout the process. This applies especially to information about persons suspected of a compliance violation.
- The information in question is to be handled with the utmost care.
- Personally identifiable information may only be forwarded if necessary for processing, on a "need-to-know" basis, and in accordance with applicable data protection requirements.

Principles regarding disciplinary measures

- Disciplinary measures must be free of conflicts of interest (e.g. due to kinship, friendship, etc.).
- By using a sufficiently transparent and documented procedure, the company ensures that disciplinary decisions are verifiable and comprehensible.
- When determining appropriate disciplinary actions, the particular circumstances of the case, the seriousness of the violation, its consequences, and applicable employment law must all be considered.
- In making this determination, mitigating and/or exacerbating factors (set out in the policy) shall be taken into account.

8. What happens in cases of accidentally or deliberately wrong reporting?

Mistaken reporting

- Employees who report suspected or actual misconduct in good faith will be protected against retaliation even if an allegation will not be proven to be correct in the investigation process.
- “In good faith” means that an individual believes that what he or she asserts is true, whether or not a subsequent investigation proves that report to be true.

Deliberate misreporting

- Knowingly making an untruthful report of misconduct with the aim of wilfully and falsely accusing another person constitutes a compliance violation and will result in appropriate measures being taken.

Contact

For more information on the topic of speaking up or this manual, please contact your local manager or your local HR representative or the RTL Group Compliance department at compliance@rtl.com.

If you believe that your compliance report or a compliance allegation against you has not been reviewed or handled properly please contact the RTL Group Compliance department at compliance@rtl.com or via rtl.com/speakup.