2012 ANNUAL REPORT



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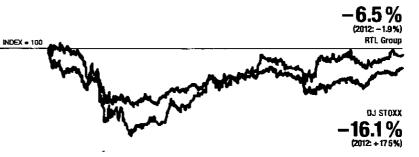


GROUP

KEY FIGURES 2008–2012

SHARE PRICE PERFORMANCE

2008-2012





EBITA	(€million)
12	1,078
11	1,134
10	1,132
09	796
08	916

TO RTL GROUP SHAREHOLDERS	(€ m:llion)	
12	597	
11	696	
10	611	
09	205	

194

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EUOIIT	(Emillion)
12	4,858
11	5,093
10	5,597
09	5,530
08	5,871

MARKET CAPITALISATION	(€b:ll:on)°
12	11 7
11	11 9
10	11 9
09	73
08	66

*As of 31 December

COURTY

TOTAL DIVIDEND PER SHARE	(€)
12	10.50
11	5 10
10	5 00
09	3 50
08	3 50

Dividend payout 2008–2012: €4.2 billion

2012 REPORT ANNUAL REPORT ANNUAL REPORT LEAN EUROPEAN ENTERNMENT ENTERNMENT NETWORK



RTL Television's *Aların für Cohra 11*. Germany's most popular action series, has become a hit format in some 140 countries around the globe. Since 2012, it has been one of the signature series of the newly launched action channel. Big RTL Thrill, in India

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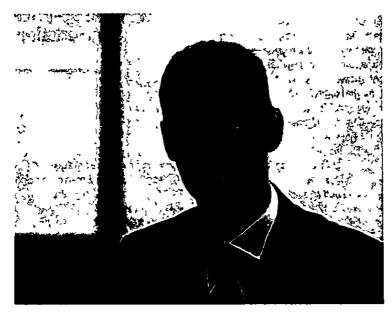
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CHAIRMAN'S STATEMENT



THOMAS RABE

CHAIRMAN OF THE BOARD OF DIRECTORS

In 2012, RTL Group delivered solid financial results.

Revenue grew by 4.0 per cent to almost
€6 billion and EBITA again exceeded €1 billion.

RTL Group achieved these results despite
increasingly challenging conditions in some of the
core European TV advertising markets.

The Board focused on discussing the transformation of the TV industry, the opportunities and challenges arising from the growing non-linear TV consumption, multiscreen services for deeper audience engagement, and technology-driven services for advertising clients This was in addition to its ongoing responsibilities, such as reviewing financial and operating performance budgets, investment proposals, and the Group's strategy RTL Group's new Executive Committee consisting of Co-CEOs Anke Schaferkordt and Guillaume de Posch, and CFO Elmar Heggen - has defined, together with the management teams in the various profit centres, a clear strategy for RTL Group We see significant growth potential in three areas broadcast, content, and digital. First, we will optimise and develop our existing TV and radio broadcast businesses. Investing in our broadcast business is investing in growth. That's why, in 2012, RTL Group launched five new TV channels. The Big RTL Thrill channel launch in India is RTL Group's first broadcasting venture outside of Europe

Secondly we will develop and acquire intellectual property, and expand capabilities in our existing **content** business. Creativity remains key in the TV business RTL Group's production arm, FremantleMedia, is one of the largest global producers of content, and represents one of the most important growth platforms for the entire Group FremantleMedia has a global and scalable business model, and its new management team has placed a clear emphasis on fuelling its creative pipeline, developing new formats and building brands, across a range of genres.

Thirdly we will build sustainable new **digital** business models with a strong cross-platform presence on all devices and screens. Further expansion of RTL Group's digital businesses, from catch-up TV services, mobile applications, online video advertising and thematic websites, to the first Youtube-funded niche channels, all play a major role here. Professionally produced video content is, and remains, the major driver for new digital services, devices and screens – and this is RTL Group's core competence.

2012 also saw several changes to the composition of the Board of Directors Gerhard Zeiler decided to leave the company, effective 18 April 2012. On behalf of the Board, I would like to thank him for his great achievements over the years, and for the smooth handover of responsibilities to the new Executive Committee.

In April 2012, the Annual General Meeting of RTL Group elected Bernd Kundrun and Rolf Schmidt-Holtz as new members of the Board of Directors Both have extensive expenence in the media industry "In particular we reviewed the opportunities and challenges arising from the growing non-linear TV consumption, multiscreen services for deeper audience engagement, and technology-driven services for advertising clients."

My sincere gratitude also goes to Siegfried Luther, my predecessor as Chairman of the Board of Directors of RTL Group Siegfried Luther is one of the founding fathers of today's RTL Group And finally, I would like to thank Gunther Gruger, who stepped down from RTL Group's Board of Directors following his retirement from Bertelsmann

On 31 January 2013, the Board of Directors of RTL Group was informed that Bertelsmann is considering a reduction of its shareholding in RTL Group through a capital market transaction, while maintaining a qualified majority of approximately 75 per cent. The Board of Directors understands that a final decision will depend on a number of conditions, including a favourable capital market environment. There can consequently be no assurance as to if, when, or on what conditions Bertelsmann will offer part of its shareholding in RTL Group.

RTL Group's solid operational performance and its clear-cut strategy provide us with the necessary tail-wind to further develop RTL Group as Europe's leading entertainment network. But ultimately, it's our people who inspire and inform our viewers, and who create meaningful and professional content – day after day. My thanks go to everyone who contributed to a successful 2012 – I'm looking forward to continuing RTL Group's unique success story in this spirit and invite you to accompany us on this journey.

THOMAS RABE
CHAIRMAN OF THE BOARD OF DIRECTORS

CHIEF EXECUTIVES' EXECUTIVES' REPORT



ANKE SCHÄFERKORDT

CO-CEO OF RTL GROUP



GUILLAUME DE POSCH

CO-CEO OF RTL GROUP

On 19 April 2012, Anke Schäferkordt and Guillaume de Posch took over as Co-CEOs of RTL Group. In a message to all RTL Group employees, they wrote on that day: "Our Group is in great shape, and we can rely on highly creative, skilled and motivated employees. We all share the same passion: we love television, production and radio. And we know that this passion will help to lead our strong, creative and diverse entertainment network into the next phase of its development."

We met the Co-CEOs to review RTL Group's performance in 2012, and to discuss the Group's strategy.

CHIEF EXECUTIVES' REPORT

How did RTL Group perform in 2012?

Anke Schäferkordt RTL Group has once again demonstrated that it can operate successfully even in a very challenging economic environment. For the third consecutive year, our EBITA exceeded €1 billion. Our EBITA margin was very healthy at 18 0 per cent, with all of our main broadcast operations reporting strong double-digit margins, of between 16 1 and 29 3 per cent. In our most important markets, Germany and France, our families of TV channels continued to gain advertising market share. This ongoing success is based on RTL Group's unique set-up we are the only pan-European free-TV group with a worldwide content production powerhouse. We have leading market positions in the countries we operate in, strong brands, and a healthy financial position. RTL Group has generated close to €1 billion of cash flow almost every year since 2007.

<u>Guillaume de Posch</u> Based on our strong financials, we stepped up our investments and initiatives in our three strategic fields of broadcast, content and digital During 2012, RTL Group successfully launched five new TV channels in five countries. We are also building a strong and rapidly growing presence in non-linear TV and exploring the field of online video networks, with our first Youtube-funded channels, produced by FremantleMedia

Our expertise in content and creativity has already proven to be a competitive advantage for the non-linear TV world as audiences are attracted by hit formats and established brands, across all screens and devices. And for the viewers, "nothing beats free". This is why RTL Group is well positioned to develop a leading position in high-growth markets such as online video advertising.

Why was the economic environment challenging in 2012? <u>Guillaume de Posch</u> Throughout 2012, the European TV advertising markets clearly reflected local macro-economic developments while the German TV advertising market was slightly up, the French, Dutch and Belgian markets were estimated to be down year-on-year, with a significant slowdown over the second half of the year The markets in Spain, Hungary and Croatia continued to see a more pronounced decline

Anke Schäferkordt. That's why it's so important to have diversified revenue streams and geographic footprint 43 per cent of RTL. Group's revenue originates from a broad range of non-advertising activities such as content production, rights trading, teleshopping, e-commerce, and merchandising. This adds a lot of stability to our Group.

Let's have a closer look at RTL Group's main operations. How did the German TV business, the Group's largest profit centre, perform in 2012?

Anke Schäferkordt* In 2012, Mediengruppe RTL Deutschland continued to outperform the German TV advertising market and increased its combined net share – including RTL II – to 44 4 per cent. Overall revenue of the profit centre grew by 3 7 per cent, mainly driven by higher TV advertising revenue from our two main channels, RTL Television and Vox. Due to ongoing cost control measures, EBITA increased strongly by 9 8 per cent to €581 million – this was the unit's best ever full-year operating profit.

Did it also continue to gain audience share?

Anke Schäferkordt: With a combined average audience share of 33 7 per cent in the key 14 to 49 target group, Mediengruppe RTL Deutschland remained 5 9 percentage points ahead of its main commercial competitor ProSiebenSat1 And RTL Television remained viewers' number-one choice for the 20th consecutive year

However, RTL Television's audience share did not stay at the record levels of the years 2010 and 2011. But we broadly anticipated this market development

First, the 2012 ratings were affected by major sporting events, including the Euro 2012 football championship and the Summer Olympics, both shown by public broadcasters. This is a well-known effect to us in addition, 2012 also saw an accelerated fragmentation of the TV landscape, with the launch of new channels and the switch-off of analogue satellite broadcasting, resulting in audience share losses for all of the three biggest commercial TV channels. At the same time, niche channels.

"Based on our strong financials, we stepped up our investments and initiatives in our three strategic fields of broadcast, content and digital. During 2012, RTL Group successfully launched five new TV channels in five countries. We are also building a strong and rapidly growing presence in non-linear TV."

GUILLAUME DE POSCH

"Our ongoing success is based on RTL Group's unique set-up: we are the only pan-European free-TV group with a worldwide content production powerhouse."

ANKE SCHÄFERKORDT

those with an audience share below 2 0 per cent in the target group – increased their combined audience share by 2 3 percentage points

In April 2012 RTL Group also launched a new free-TV channel in Germany – RTL Nitro. Are you happy with the channel's performance to date?

Anke Schäferkordt* Very much so RTL Nitro has been the most successful channel launch in Germany in recent years. In December 2012, it already scored an audience share of 0.7 per cent among young viewers — other free-TV channels needed two years or more to do so.

And as the market continues to fragment further, we know we have to fragment ourselves. With RTL Nitro we've built an offering that complements our other channels in Germany, and the market as a whole

Was Groupe M6 also affected by fragmentation?

Guillaume de Posch: Groupe M6 was again the only French media group to increase its total audience share year-on-year, in an environment marked by ongoing audience fragmentation. As a result of this strong performance, the combined total audience share of Groupe M6 grew to 15 5 per cent.

In the key commercial target group, M6 remained the second most popular channel in France and continued to reduce the gap to the market leader, TF1 Over the past ten years, this gap has reduced significantly, from 16 6 to 8 5 percentage points

M6 invested in the broadcasting rights for the Euro 2012 football championship. Did this pay off?

Guillaume de Posch M6 aired ten of the 31 matches of the Euro 2012 football championship and scored excellent ratings. The France vs Sweden match was watched by 12 2 million viewers, the channel's second-highest ratings ever, while the Ukraine vs France match was the third best audience ever for M6. These were two of the ten most-watched shows on French TV in 2012.

EBITA of Groupe M6 decreased to €224 million as a result of lower advertising revenue and the significant programming investment in Euro 2012 But let's not forget, M6 also acquired the rights for live matches in the next Euro tournament in 2016 – and this will take place in France

This also demonstrates that we make significant investments in our core business because we strongly believe they will pay off in the medium and long term. The launch of the new family entertainment channel 6ter is another example.

Looking at RTL Group's content business. Why did

FremantleMedia's revenue increase so strongly in 2012?

<u>Guillaume de Posch</u>
FremantleMedia posted a significant increase in revenue, of 19 7 per cent. This was driven by three key factors organic growth in the US, UK, Germany and Asia-Pacific, exchange rate effects — a stronger US dollar and British pound against the Euro — and recharges without margin to third parties for certain production contracts in the United States

Despite this revenue growth, FremantleMedia's EBITA – which was affected by positive and negative one-off effects in 2012 – was slightly down to €138 million, mainly due to the loss of some programming, such as *Masterchef Australia*, and also due to continued pressure from broadcasters on margins

What about the broadcast families in the Netherlands and Belgium?

<u>Guillaume de Posch</u> Our broadcast operations in the Netherlands and Belgium remained clear audience and advertising market leaders, and again generated solid levels of profitability. And the same is true for our French radio family

Turning to RTL Group's strategy. What are your plans for the future growth of the Group?

Anke Schäferkordt Directly after taking over as joint CEOs of RTL Group in mid-April 2012, we conducted a comprehensive review of our corporate strategy



"The digital transformation of the TV industry is hugely important for us at RTL Group – simply because we want to be wherever our viewers are. The value of our established TV formats and brands is key to building new business models with a strong presence across all digital devices and screens."

ANKE SCHÄFERKORDT

Together with the management teams in our operations we have defined three main investment areas broadcast, content, and digital Regarding the broadcast business, our main goal is to optimise and develop the existing operations and to invest for growth. This includes launching new channels such as RTL Nitro, 6ter and RTL Telekids, and increasing distribution revenue from platform operators. We see the opportunity to develop a fair revenue share for our brands and programmes from the major distribution platforms – cable network operators, satellite companies and internet TV providers.

Guillaume de Posch Selective geographical expansion in high-growth regions also remains on RTL Group's agenda. All of us agreed in our first meeting that we will continue trying to expand our footprint in broadcasting – but selectively in November 2012, RTL Group launched its first TV channel outside Europe, Big RTL Thrill, in India. The action entertainment channel targeted at male audiences is part of a 50/50 joint venture with Reliance Broadcast Network, and the initial feedback from viewers is promising

As for content, we will further develop and acquire intellectual property and exploitation capabilities in areas such as general entertainment, US drama, kids entertainment, gaming and online video networks. FremantleMedia will be key for this strategic goal, and we'll continue growing our content arm through a combination of organic growth and acquisition.

In July 2012, Cécile Frot-Coutaz took over from Tony Cohen as CEO of FremantleMedia. Has this changed the strategy of RTL Group's production arm?

<u>Guillaume de Posch</u> First, l'd like to thank Tony Cohen for his outstanding achievements. He transformed FremantleMedia from a collection of individual entities into a global content powerhouse. I asked Cecile Frot-Coutaz to take over as CEO.

After being with the group for 17 years, she has the vision and leadership needed to further grow FremantieMedia. She brings expertise and drive from the US – the largest TV market

in the world – and combines her creative skills as a producer with a sharp business perspective. Under her leadership, FremantleMedia's new management team has swiftly put a clear focus on fuelling the company's creative pipeline, developing new formats and building brands, across a broad range of genres, while maintaining market leadership in its core business areas.

'Digital transformation' remains a widely discussed topic in the media business. What are your plans for the digital world?

Anke Schäferkordt: First of all, TV is already an all-digital business with very strong fundamentals. New technology has always improved the TV viewing experience. Today's TV sets are bigger, thinner and – thanks to HD – sharper than ever before. And they continue to take centre stage in people's living rooms.

The digital transformation of the TV industry is hugely important for us at RTL Group – simply because we want to be wherever our viewers are. The value of our established TV formats and brands is key to building new business models with a strong presence across all digital devices and screens.

And so we have analysed in detail current trends in non-linear video, online and mobile advertising, content verticals and new online business models, such as gaming. Our own estimates suggest overall TV consumption will continue to grow. By 2015 we believe non-linear viewing could represent 10 per cent of total viewing time in Western Europe.

Based on these strengths, RTL Group has many growth opportunities in the digital media world. In recent years, we have successfully built and expanded our video-on-demand services. Driven by our big entertainment shows and strong brands, our network of websites and catch-up TV services generated 2.4 billion video views in 2012. In addition, the Youtube channels from FremantleMedia have registered 4.5 billion hits, making them global entertainment destinations.

<u>Guntlaume de Posch</u> This growth of non-linear is driven by a significant viewing shift online, from movies to TV episodes Therefore, we have to actively shape this business and leverage our strong brands. Securing rights, being available on all screens and measuring all viewing, and also stronger collaboration across RTL Group – these are the main responses the management teams from Corporate and the profit centres are currently discussing and working on

We will clearly remain a content company, but we are also actively building our capabilities in both technology and online advertising sales. The acquisition of Videostrip is a good example — it's the Netherland's leading online video advertising network, which generated 1.3 billion video views and delivered 392 million ads in 2012.

So advertising will also be RTL Group's main revenue source in the online world?

Anke Schäferkordt: The majority of our on-demand services, such as RTL Now and M6 Replay, are free to the consumer, financed through advertising – as with our main TV operations. But the rapid development of new technologies also means we can adapt the way we sell advertising on these new platforms. Undoubtedly, the 30-second TV commercial will remain indispensable, for it reaches mass audiences in a very short time span. But we will also develop new, complementary forms of advertising targeted at individual viewers. This is a long-term aspiration, but we're confident that technology will increasingly allow it. In parallel, we are already exploring other sources of revenue from on-demand, such as transaction and subscription-funded services.

What is your outlook for 2013?

Guillaume de Posch Looking to 2013, economic conditions remain challenging, in line with local market conditions, and visibility continues to be limited. Facing this environment, we have a clear focus on maintaining our leadership positions and achieving our financial targets, while pursuing opportunities in broadcasting, content and digital which will develop the business further in future years.

Finally, at the end of January 2013, it was announced that Bertelsmann is considering a reduction of its shareholding in RTL Group. What is your view?

Anke Schäferkordt: We welcome that Bertelsmann has clearly expressed it will remain a committed and supportive majority shareholder of RTL Group, believing in the future growth prospects of our company And indeed in recent years our results have repeatedly demonstrated that RTL Group is a very attractive business, generating value for our shareholders

Above all, we have dedicated employees and expenenced management teams. In our business, people are the most important asset. They make the difference in other words, their creativity, motivation and passion for programming are the reason we are in great shape today.

Guillaume de Posch Based on these strengths, we have defined a clear strategy to continue our success story, as we explain in more detail in this Annual Report. We are happy that both our majority shareholder and Board of Directors clearly support our strategy to pursue these opportunities.



"Looking to 2013, economic conditions remain challenging. Facing this environment, we have a clear focus on maintaining our leadership positions and achieving our financial targets, while pursuing opportunities in broadcast, content and digital."

GUILLAUME DE POSCH

PROFIT CENTRES AT A GLANCE

Mediengruppe RTL Deutschland

	2012	2011
Revenue	€1,982 m	€1,912m
EBITA	€581 m	€529 m
Advertising market share	44.4%	43 7 %
Audience share*	33.7 %	35 0 %

Target 14-49

FremantleMedia

	2012	2011
Revenue	€1,711 m	€1,429 m
EBITA	€138 m	€143m

RTL Belgium

	2012	2011	
Revenue	€210m	€216m	
EBITA	€45m	€46m	
Advertising market share	71 5%	71 0 %	
Audience share*	36 3 %	37 8 %	

Target shoppers 18-54 (17-23h)

Groupe M6

	2012	2011
Revenue	€1,387 m	€1,421 m
EBITA	€224 m	€249 m
Advertising market share	24.0 %	23 4 %
Audience share*	22.9%	23 0 %

Target housewives < 50 (including digital channels)

RTL Nederland

	2012	2011	
Revenue	€431 m	€491 m	
EBITA	€97m	€134m	
Advertising market share	47 3 %	47 7 %	
Audience share*	32 3 %	35 2 %	
T			

Target 20-49 (18-24h)

RTL Radio (France)

	2012	2011
Revenue	€180 m	€184m
EBITA	€30 m	€30m
Advertising market share	26 1 %	26 4 %
Audience share*	18.3 %	192%

Target 13+

RTL Klub

2012	2011
€101 m	€99 m
€9m	€15 m
54.0 %"	479%
37.3 %	40 7 %
	€101 m €9 m 54.0 %"

Target 18-49 (prime time) Including seven cable channels

RTL Hrvatska

	2012	2011	
Revenue	€31 m	€37m	
EBITA	€(9) m	€0m	
Advertising market share	36.8%	40 9 %	
Audience share*	24.3%	25 5 %	

^{*}Target 18-49 (including digital channel RTL 2)

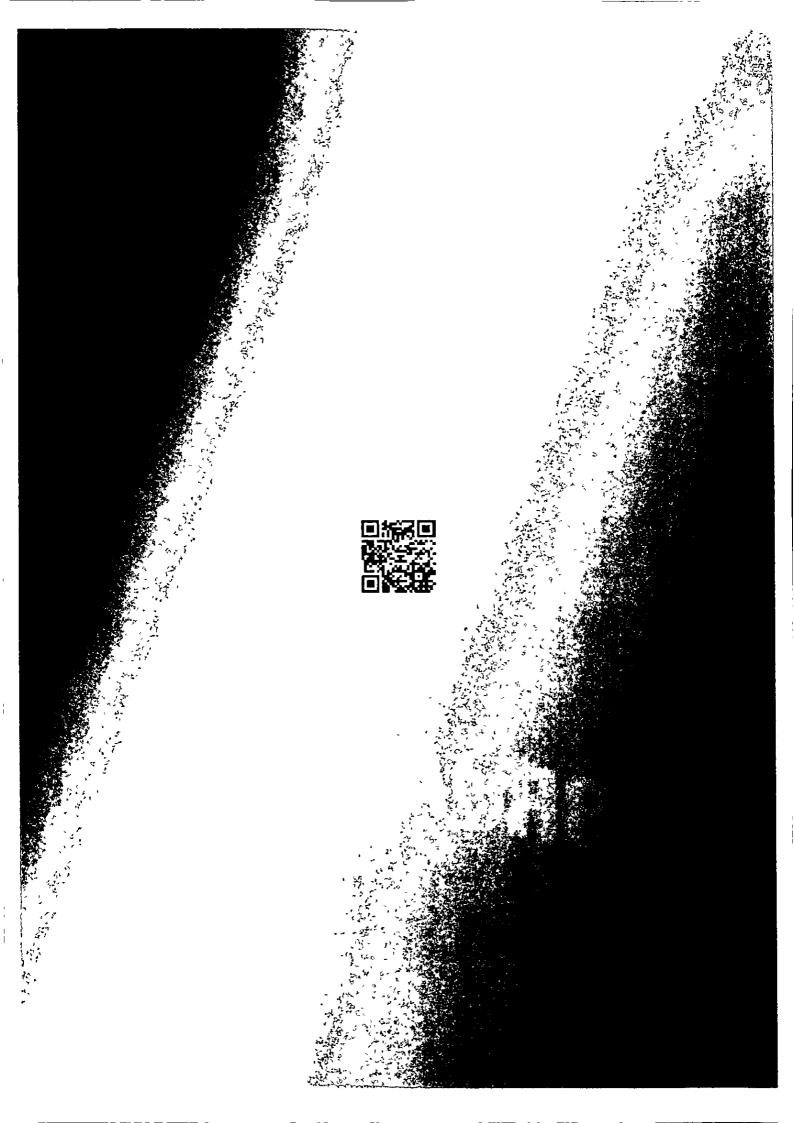
RTL Radio Deutschland

 2012	2011

Grupo Antena 3

	2012	
EBITA (Group contribution)	€6m	€20m
Advertising market share	35.2 %	30 5 %
Audience share*	19.2%	184%

Target 16-54 (including digital channels, but excluding La Sexta)



THE YEAR IN REVIEW

BROADCAST

20 YEARS

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Last year, RTL Klub started a family, acquiring seven cable channels in the highly competitive Hungarian TV market of over 100 channels in 2012, the family's growing up, and one of them has become RTL II

"Launching a new channel is always a risk," says Dirk Gerkens, CEO of RTL Klub, "but awareness of the RTL brand is very strong in Hungary, and of course, distribution was already in place " As was content, with spin-offs and some programming moving from RTL Klub, such as the popular Who Wants To Be A Millionaire and Heti Hetes (Seven Days), as well as spin-offs from X Faktor RTL II, with its more female, slightly urban focus, only launched on 1 October 2012, yet has already had some days above the 2 per cent all-day average Dirk Gerkens was targeting for the end of year one "We're not noticeably taking viewers from RTL Klub, we're taking them from our direct competitors and the rest of the market," he says. "We want to start to take the lead in the second division of cable channels." He's looking to spring's revised programme gnd and the company's own scripted reality productions to cement this position

By second division, Dirk Gerkens means those around the 2 per cent audience mark. The leading division of cable channels belongs to RTL Klub's other acquisitions, Cool and Film Plusz, both doing well at around the 5 or 6 per cent mark. "The main increase was Cool," he says, "which became clearly the third channel, ahead of the public broadcaster MTV" In all, RTL Klub's portfolio of cable channels increased its all-day average from 10.4 per cent of the market, to 12.3 per cent, in the target 18 to 49 age group

Advertising sales benefit from the innovative 'mirror ad break', where the same ads run at the same time across Cool, Film Plusz and RTL II, creating the third biggest advertising offer on the market "This idea is something we've learnt from our colleagues in Spain and Croatia," says Dirk Gerkens, "in fact RTL Group as a whole is a fantastic reservoir for ideas, and its great to exchange information with people who have run a family of channels for years"

RTL BELGIUM

CLUB RTL'S NEW 'CHANNEL WITHIN A CHANNEL'

As far back as 1995, Club RTL in Belgium began positioning itself as just as much a children's channel as a men's channel. Eighteen years on, Club RTL still enjoys excellent viewer ratings for the 18 to 54-year-old predominantly male demographic, but also takes its growing fan base among 4 to 10-year-olds very seriously.

In recent months, Club RTL has been reasserting its leading position among male viewers, with new formats such as Scènes de Cnimes and the staple diet of new films, popular series such as CSI Miami, CSI NY and CSI Las Vegas moving from Plug RTL, and improved sports coverage Club RTL's market share has increased significantly as a result

So what about the kids? Well, in March 2012, Club RTL launched Kidz RTL – a 'channel within a channel' exclusively for these younger generations. The channel's staple formats for kids remain, with Disney and Studio 100 productions that include Lutin Plop, Fred et Samson, and Mega Mindy now airing between 06 30 and 09 30 on weekdays, and up to 15 00 on Saturdays.

In a move that may delight audiences both young and old, and do no harm to its positioning with male viewers, Club RTL also secured the exclusive rights to UEFA Champions League coverage from 2012 to 2015, to add to their Europa League coverage

A new corporate design helps viewers differentiate between Club RTL and Kidz RTL as one switches to the other on the same channel It's a shrewd move, and part of RTL Belgium's strategy to make Club RTL a channel with more personality, punch and dynamism for its adult viewers – without compromising its ever-growing popu-



GROUPE M6

ALL-IN-ONE FAMILY FAINMENT ENTERTAINMENT



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FULLY CONSOLIDATED PROFIT CENTRES AT A GLANCE

MEDIENGRUPPE RTL DEUTSCHLAND	2012 €m	2011 €m	2010 €m	2009 €m	2008 €m
Revenue	1,982	1,912	1,892	1,732	2,020
ЕВІТА	581	529	551	366	414
GROUPE M6	2012 €m	2011 €m	2010 €m_	2009 €m	2008 €m
Revenue	1,387	1,421	1,459	1,377	1,354
EBITA	224	249	245	195	196
FREMANTLEMEDIA	2012 €m	2011 €m	2010 €m	2009 €m	2008 €m
Revenue	1,711	1,429	1,272	1,183	1,203
EBITA	138	143	140	155	155

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MTL Group

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Outburst of joy

Erland Galiaard Circutor or Programming at RTL Nederland and presenter Wendy vari Dijk deletrate at the "fellevizier Awards" — the Dotch TV adostry's most prestigious honders RTL 4's The Voice Of Holland, won the 2012 Grunen Televizier-Rind, for Best TV erogramme





Popularity and trust

In 2012. Peter Kloeppel celebrated 20 years of presenting *RIL Aktuell*. He is the longest-serving anchorman on German TV – and one of the public figures Germans trust the most