

THE BOARD

EXECUTIVE DIRECTOR



GERHARD ZEILER

Chief Executive Officer

Gerhard Zeiler, born in 1955 in Vienna (Austria), joined RTL Group in November 1998 when he was appointed Chief Executive Officer (CEO) of RTL Television in Cologne. In this capacity, Zeiler was responsible for the German RTL family of channels (RTL Television, Vox, RTL II, Super RTL, N-TV). In March 2003 Gerhard Zeiler was additionally appointed CEO of RTL Group. He handed over the management of RTL Television to Anke Schäferkordt in September 2005 to fully concentrate on RTL Group's international entertainment network. In his function as CEO of RTL Group, Gerhard Zeiler is a member of the Supervisory Boards of Groupe M6 in France and RTL Television in Germany, and a member and Deputy Chairman of the Board of Alpha Media Group in Greece. He has been a member of the Bertelsmann AG Executive Board since October 2005. Gerhard Zeiler began his career as a freelance journalist and then became press spokesman for the Austrian Minister for Education and the Arts, Dr Fred Sinowatz, whom he eventually followed to the Federal Chancellor Office in 1983. Later he continued working in the same capacity for Federal Chancellor Dr Franz Vranitzky. In 1986 he became Secretary-General of the Austrian public broadcaster, ORF, in Vienna. After a two-year period as CEO of Tele 5 and a further two-year period as CEO of RTL II, he was elected Chief Executive Officer of ORF in 1994 and stayed in this position until November 1998.

FIRST APPOINTED: 4 MARCH 2003

RE-ELECTED: 16 APRIL 2006

NON-EXECUTIVE DIRECTORS



SIEGFRIED LUTHER

Chairman

Siegfried Luther, born in 1944, was Chief Financial Officer (since 1990) and Deputy Chairman of the Executive Board (since 2002) of Bertelsmann AG, Gütersloh. He retired at the end of 2005. Between 1974 and 1990 he held various senior positions at Bertelsmann AG in taxes, group accounting and treasury, and corporate finance. He graduated as a doctor of law from the University of Münster (Germany).

Committee membership:

Audit, Nomination and Compensation

Mandates in listed companies:

Non-executive member of the Board of Directors of Compagnie Nationale à Portefeuille SA, Loverval

FIRST APPOINTED: 24 JULY 2000

RE-ELECTED: 21 APRIL 2010

**ON
31 DECEMBER 2010,
THE RTL GROUP
BOARD
OF DIRECTORS
HAD EIGHT
MEMBERS:
ONE EXECUTIVE
DIRECTOR,
AND SEVEN
NON-EXECUTIVE
DIRECTORS.**



MARTIN TAYLOR

Vice-Chairman/Independent Director

Martin Taylor, born in 1952, began his career as a financial journalist with Reuters and the *Financial Times*. He then joined Courtaulds PLC, becoming a director in 1987, and then Chief Executive of Courtaulds Textiles PLC on its demerger in 1990. He moved to Barclays PLC in 1993 as Chief Executive, a post he held until the end of 1998. From 1999 to 2003 he was Chairman of WH Smith PLC, and from 1999 to 2005 International Advisor to Goldman Sachs.

Currently he is Chairman of the Board of Syngenta AG. He has worked on various projects for the British Government and served for five years as a member of its Council for Science and Technology. Appointed as independent, non-executive director in July 2000 (when RTL Group was created), he took over the responsibilities of Vice-Chairman of the Board in December 2004.

Committee membership:
Audit, Nomination and Compensation (Chairman)

Mandates in listed companies:
Chairman of the Board of Syngenta AG (CH)

FIRST APPOINTED: 25 JULY 2000
RE-ELECTED: 21 APRIL 2010



GÜNTHER GRÜGER

Executive Vice President Corporate Controlling and Strategy of Bertelsmann AG

Günther Grüger, born in 1951, is currently Executive Vice President Corporate Controlling and Strategy of Bertelsmann AG. From 1983 until 1997 he held various positions at Bertelsmann. Before joining Bertelsmann he worked in the Corporate Controlling Department of Oetker Group. He holds a diploma and a doctorate in economics from the University of Münster (Germany).

FIRST APPOINTED: 29 AUGUST 2006
RE-ELECTED: 21 APRIL 2010



HARTMUT OSTROWSKI

Chairman of the Executive Board and CEO, Bertelsmann AG

After having studied business administration at the University of Bielefeld, Hartmut Ostrowski, born in 1958, joined Bertelsmann in 1982 as Executive Assistant in what was then Bertelsmann Distribution. A year later, he was head of the credit management division. In 1988, he became Managing Director of a German subsidiary of Security Pacific, at the time the fourth-largest bank in the United States.

In April 1990, he returned to Bertelsmann Distribution as head of a business unit. In July 1992, he was appointed Managing Director, and in July 1995, he became CEO of the newly formed Bertelsmann Services Group.

Hartmut Ostrowski was appointed to the Arvato Executive Board in 1996, and became CEO of Arvato AG and a member of the Bertelsmann AG Executive Board in September 2002. He has been Chairman and CEO of Bertelsmann AG since 1 January 2008.

Committee membership:
Nomination and Compensation

FIRST APPOINTED: 7 DECEMBER 2007
(EFFECTIVE 1 JANUARY 2008)
RE-ELECTED: 21 APRIL 2010

NON-EXECUTIVE DIRECTORS



THOMAS RABE

Member of the Bertelsmann AG Executive Board and Chief Financial Officer of Bertelsmann AG

Thomas Rabe, born in 1965, holds a diploma and a doctorate in economics from the University of Cologne (Germany). He started his career in 1989 at the European Commission in Brussels. From 1990 to 1996 he held various senior positions at Forrester Norall & Sutton (now White & Case) in Brussels as well as the state privatisation agency Treuhandanstalt and a venture capital fund in Berlin. In 1996, he joined Cedel International (Clearstream, following the merger with Deutsche Börse Clearing) where he was appointed Chief Financial Officer and member of the Management Board in 1998.

In 2000, Thomas Rabe became Chief Financial Officer and member of the Executive Committee of RTL Group. In March 2003 he was also appointed Head of the Corporate Centre with responsibility for the Luxembourgish activities of RTL Group. He has been Chief Financial Officer and Head of the Corporate Centre of Bertelsmann AG since January 2006.

Committee membership:
Audit, Nomination and Compensation

Mandates in listed companies:
Member of the Supervisory Boards of Symrise AG, Holzminden; IKB Deutsche Industriebank AG, Düsseldorf.

FIRST APPOINTED: 12 DECEMBER 2005
(EFFECTIVE 1 JANUARY 2006)
RE-ELECTED: 21 APRIL 2010



ONNO RUDING

Chairman of the Board of the Centre for European Policy Studies; Independent Director

Born in 1939, Onno Ruding served as the Minister of Finance of The Netherlands for the Christian Democratic Party (CDA) from November 1982 until November 1989. In July 1990, he became Vice-Chairman of Citicorp, and in March 1992, he was appointed Vice-Chairman of Citicorp/Citibank in New York. He retired in September 2003.

In January 2002, he became Chairman of the Board of the Centre for European Policy Studies (CEPS) in Brussels, the largest independent think-tank in Europe, addressing subjects related to European integration.

Committee membership:
Audit (Chairman)

Mandates in listed companies:
Member of the Board of Directors of Corning

FIRST APPOINTED: 12 SEPTEMBER 2000
RE-ELECTED: 21 APRIL 2010



JACQUES SANTER

Chairman of the Board of CLT-UFA; Independent Director

Before Jacques Santer, born in 1937, became Chairman of the Board of CLT-UFA in May 2004, his distinguished career covered a variety of political roles including Member of the European Parliament (1974 to 1979 and 1999 to 2004), Prime Minister of Luxembourg (1984 to 1995) and President of the European Commission (1995 to 1999).

FIRST APPOINTED: 9 DECEMBER 2004
RE-ELECTED: 21 APRIL 2010

EXECUTIVE COMMITTEE



GERHARD ZEILER

Chief Executive Officer

Further to his roles as Executive Director and CEO of RTL Group, Gerhard Zeiler is in charge of programme and synergies throughout all operations. He oversees the operations in Germany (television), France (television), Greece and FremantleMedia. RTL Group Corporate Communications & Marketing also reports to him, as does Human Resources, which also reports to the CFO.



ELMAR HEGGEN

Chief Financial Officer
and Head of the Corporate Centre

Elmar Heggen, born in 1968, holds a diploma in business administration from the European Business School, and graduated as Master of Business Administration (MBA) in finance. In 1992, he started his career at the Felix Schoeller Group, becoming Vice President and General Manager of Felix Schoeller Digital Imaging in the UK in 1999. Elmar Heggen first joined the RTL Group Corporate Centre in 2000 as Vice President Mergers and Acquisitions. In January 2003, he was promoted to Senior Vice President Controlling and Investments. From July 2003 until December 2005 he was Executive Vice President Strategy and Controlling.

Since January 2006, Elmar Heggen has served on the RTL Group Executive Management team, and since 1 October 2006 he has been CFO and Head of the Corporate Centre of RTL Group. In this capacity, he controls Finance, Strategy and Business Development, Online Strategy, and Legal. He also oversees the operations in the Netherlands, France (radio), Luxembourg, Spain and UFA Sports.

Mandates in listed companies:
*Member of the Board of Directors
of Regus Plc, London*



ANDREAS RUDAS

Executive Vice President, Regional
Operations & Business Development
Central and Eastern Europe

Andreas Rudas, born in 1953, worked with the Austrian public broadcaster ORF from 1986 to 1997, as Secretary-General from 1994 to 1997. In this role, he was responsible for business planning, media politics, marketing and satellite broadcasting. Starting in 2000, he held various positions at Magna International Europe, and was a member of the Management Board from 2001 to 2005. Since December 2005, Andreas Rudas was Executive Director of WAZ Ost Holding (a subsidiary of WAZ Media Group), responsible for Austria, South Eastern Europe and Vietnam.

Andreas Rudas was appointed a new member of the RTL Group Executive Committee with effect from 1 January 2009. In this capacity, he oversees the operations in Belgium, Croatia, Hungary, Russia, and Germany (radio), and explores business opportunities in Central and Eastern Europe, and in Asia.

The Executive Committee keeps the Board of Directors informed on the results of the Group and its main profit centres on a regular basis. The compensation of the members of the Executive Committee is determined by the Nomination and Compensation Committee, and is composed of a fixed and a variable part (see note 10.3. to the consolidated financial statements). Some members of the Executive Committee also benefit from the Company's share option programme, established by the Board of Directors on 25 July 2000. During 2010, none of the members of the Executive Committee exercised any option (see note 8.15.7. to the consolidated financial statements) and no additional options or loans were granted.
