

ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 16 APRIL 2014

PROPOSED RESOLUTIONS

1. Reports of the Board of Directors and of the approved statutory auditor

(No resolution required)

2. Approval of the statutory and consolidated annual accounts as at 31 December 2013

2.1. Approval of the 2013 statutory accounts

The General Meeting of Shareholders, having taken note of the Board of Directors' Management Report, the balance sheet, the profit and loss account and the notes together with the Report of the approved statutory auditor, approves in full the corporate annual accounts for the year ended 31 December 2013.

2.2. Approval of the 2013 consolidated accounts

The General Meeting of Shareholders, having taken note of the Board of Directors' Consolidated Management Report, the consolidated balance sheet, the consolidated profit and loss account and the notes together with the Report of the approved statutory auditor on the consolidated financial statements, approves in full the consolidated financial statements for the year ended 31 December 2013.

3. Allocation of results

Mindful of the profit for the financial year 2013 of EUR 1,501,401,563.- (one billion five hundred and one million four hundred and one thousand five hundred and sixty-three euros), of the results brought forward of EUR 230,798,050.- (two hundred and thirty million seven hundred ninety-eight thousand and fifty euros), and of the share premium of EUR 4,691,802,190.- (four billion six hundred and ninety-one million eight hundred and two thousand one hundred and ninety euros), the amount distributable for the financial year 2013 is EUR 6,424,001,803.- (six billion four hundred twenty-four million one thousand eight hundred and three euros) .

Taking into consideration the interim dividend decided at the Board of Directors meeting of 21 August 2013 and paid on 5 September 2013 of EUR 2.50.- per share, the General

Meeting of Shareholders, on a proposal from the Board of Directors, and in accordance with the provisions of Article 31 of the Articles of Incorporation as amended, decides to distribute a final gross dividend to shareholders fixed at EUR 4.50.- per share, to be deducted from the profit for the year 2013.

The allocation of results for the year is therefore shown as follows:

Results for the year 2013	EUR	1,501,401,563.-
Results brought forward	EUR	230,798,050.-
Share Premium as at 31 December 2013	EUR	<u>4,691,802,190.-</u>
Amount distributable	EUR	6,424,001,803.-
Interim dividend decided on 21 August and paid on 5 September 2013	EUR -	386,535,635.-
Final dividend	EUR -	696,543,993.-
Own shares – non allocated dividend (1)	EUR	779,850.-
Total profit carried forward (after allocation of results)	EUR	649,899,835.-
Share Premium (after allocation of results)	EUR	4,691,802,190.-

(1) on the basis of an unchanged number of own shares held on the day of distribution, namely 173,300 shares

The dividend will be paid on 7 May 2014 against submission of coupon number 21 to the following banking institutions:

- in the Grand-Duchy of Luxembourg : - ING Luxembourg S.A.
- in Belgium : - ING S.A.
- in Germany : - Deutsche Bank GmbH

The withholding tax amounts in principle, as the current legislation stands, to a maximum of 15%.

4. Discharge to be granted to the directors and to the approved statutory auditor

4.1 Discharge to the directors

The General Meeting of Shareholders gives, by special vote, full and final discharge to the directors in respect of their management in the course of 2013.

4.2 Discharge to the approved statutory auditor

The General Meeting of Shareholders gives, by special vote, full and final discharge to the approved statutory auditor in respect of its duties in the course of 2013.

5. Statutory appointments

5.1. Ratification of the co-optation of a non-executive director

The General Meeting of Shareholders ratifies and confirms the appointment as director of Mr Achim Berg, whose business address is D-33311 Gütersloh, Carl Bertelsmann Strasse 270, co-opted at the Board Meeting of 5 March 2014, following the resignation of Mr Thomas Hesse. This appointment became effective immediately, for a term of office expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2014 accounts.

5.2. Appointment of an additional non-executive director

The General Meeting of Shareholders decides to increase the number of members of the Board of Directors from 11 to 12 and to appoint as additional non-executive director for a term of office of one year expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2014 accounts, [*name to be provided by 30 March*].

5.3. Renewal of the term of office of the approved statutory auditor of the statutory accounts and of the consolidated financial statements

The General Meeting of Shareholders takes note of the expiration of the term of office of PricewaterhouseCoopers, société cooperative, as approved statutory auditor of the statutory accounts and of the consolidated financial statements at the end of this meeting and decides to renew for a term of one year expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2014 accounts, the term of office of PricewaterhouseCoopers, société cooperative, whose registered office is at L-1014 Luxembourg, 400, route d'Esch, as approved statutory auditor of the statutory accounts and of the consolidated financial statements.

6. Authorisation to acquire own shares

The General Meeting of Shareholders decides to authorise the Board of Directors, to acquire a total number of shares of the Company not exceeding 150,000, for five years as from now, [*in addition to the own shares already held as of the date of this meeting*]. The purchase price per share is fixed at a minimum of 90 per cent and a maximum of 110 per cent of the average closing price of the RTL Group share over the last five trading days preceding the acquisition.
