



GROUP

Société Anonyme

RCS Luxembourg B 10.807

The shareholders are hereby invited to attend the

ORDINARY ANNUAL GENERAL MEETING

to be held on **Wednesday, 15 April 2015 at 3.00 p.m.** at the registered office (45, bld Pierre Frieden, L-1543 Luxembourg-Kirchberg) in order to vote on the following agenda:

1. Reports of the Board of Directors and of the approved statutory auditor (on the statutory and consolidated accounts relating to the financial year 2014)
2. Approval of the statutory and consolidated accounts as at 31 December 2014
3. Allocation of results
4. Discharge to the directors and to the approved statutory auditor
5. Statutory appointments
6. Miscellaneous.

Formalities to be completed in order to be able to participate in the General Meeting

The General Meeting is composed of all shareholders irrespective of the number of shares they hold.

Pursuant to Article 24 of the applicable Articles of Incorporation of the Company ("the Articles"), only persons holding the capacity as shareholder on 1st April 2015 at midnight (Luxembourg time), hereinafter called the "Record Date", will be entitled to participate and vote at the General Meeting of 15 April 2015.

Subject to the provisions below and no later than the Record Date, a shareholder wishing to attend the General Meeting of 15 April 2015, in person, by proxy holder, or to vote by correspondence, will have to demonstrate his/her willingness to do so by returning the declaration form confirming his/her participation by postal mail to the attention of Mr Edouard de Fierlant, by fax to 00352.24.86.37.51 or by e-mail to shareholders@rtlgroup.com.

Form of participation in the General Meeting

A real-time broadcast of the General Meeting or participation in the voting by electronic means is not intended.

Holders of bearer shares wishing to attend the Meeting in person are invited to ask the financial institution managing their securities account to provide a document evidencing their capacity as shareholder on the Record Date to ING Luxembourg S.A. to the attention of Ms Valérie Bergmann (phone : 00352.44.99.49.16, e-mail: ca@ing.lu).

Upon presentation of such certificate, ING will deliver an admission card by 9 April 2015.

Holders of bearer shares not attending the Meeting in person and wishing to vote by correspondence are required to send the postal voting form together with the certificate evidencing their capacity as shareholder on the Record Date, to the company RTL Group by postal mail to the attention of Mr Edouard de Fierlant, by fax to 00352.24.86.37.51 or by e-mail to shareholders@rtlgroup.com, at the latest on 9 April 2015.

Holders of bearer shares not attending the Meeting in person and wishing to be represented are required to return the proxy form, together with the certificate evidencing their capacity as shareholder on the Record Date, to the company RTL Group by postal mail to the attention of Mr Edouard de Fierlant, by fax to 00352.24.86.37.51 or by e-mail to shareholders@rtlgroup.com, at the latest on 9 April 2015.

Questions in writing

Until 9 April 2015, any shareholder may submit to the Company questions in writing that will be answered at the General Meeting, separately or globally at the discretion of the Company, in accordance with Article 7 of the Law of 24 May 2011 concerning the exercise of certain shareholders' rights at general meetings of listed companies (the law referred to as "Act on Shareholders' Rights").

The questions in writing must be sent to the company RTL Group by postal mail to the attention of Mr Edouard de Fierlant, by fax to 00352.24.86.37.51 or by e-mail to shareholders@rtlgroup.com. They must be accompanied by a certificate evidencing their capacity as shareholder on the Record Date.

Requests to add items or draft resolutions to the agenda

Pursuant to Article 22 of the Articles, one or more shareholders who together hold at least 5% of the capital have the right to put items on the agenda and to table draft resolutions regarding the items placed or to be placed on the agenda of the General Meeting.

Requests by shareholders to put additional items or draft resolutions on the agenda must be sent to the company RTL Group on 24 March 2015 at the latest, by postal mail to the attention of Mr Edouard de Fierlant, by fax to 00352.24.86.37.51 or by e-mail to shareholders@rtlgroup.com with a request to acknowledge receipt.

Requests to add items to the agenda must be substantiated.

A certificate evidencing the capacity as shareholder must also be attached to such requests in order to prove on the Record Date, the possession - as an individual or as group of shareholders - of the portion of capital required.

In case of such request, the Company will publish a revised agenda no later than 31 March 2015. The text of the draft resolutions submitted by the shareholders will be posted as soon as possible on the corporate website www.rtlgroup.com.

The forms for announcing participation in the Meeting, the correspondence voting and proxy forms as well as detailed information on the rights of shareholders and their participation in the Meeting as well as the preparatory documents for the meeting are available, from now, on the corporate website www.rtlgroup.com, or can be obtained upon request from the Company Secretary.

The Board of Directors