

Ordinary General Meeting of 15 April 2015

POSTAL VOTING FORM

If you wish to be represented at the Ordinary Annual General Meeting of 15 April 2015, you are required to send back to us this form to the address mentioned at the end of this document.

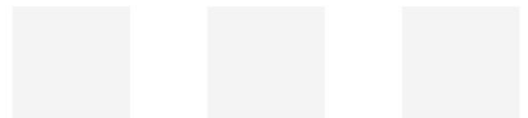
We hereby remind you of the following:

- The shareholders wishing to participate in the Meeting, in whatever manner, must send to the Company no later than 1ST April 2015 at midnight (Luxembourg time), (the "Record Date"), their declaration of participation in the Meeting;
- Registered shareholders must be listed in the Company's share register on the Record Date;
- Owners of bearer share will have to request the financial institution managing their securities account to issue a certificate evidencing their capacity as shareholder on the Record Date to be submitted to ING Luxembourg S.A. to the attention of Ms Valérie Bergmann, phone: 00352.44.99.19.16, e-mail: ca@ing.lu. Upon presentation of such certificate, ING will deliver an admission card by 9 April 2015.

Pursuant to Article 24 of the applicable Articles of Incorporation of the Company ("the Articles") only persons holding the capacity of shareholder on the Record Date, will be entitled to participate and vote at the General Meeting.

The undersigned _____,

having his/her residence / registered office at _____



being the owner on the Record Date of _____ bearer shares / registered shares* in the company **RTL Group**, a "société anonyme" governed by Luxembourg law, with its registered office at L-1543 Luxembourg, 45 boulevard Pierre Frieden, registered with the Luxembourg Trade and Company Register under number B 10.807, (the "Company"),

hereby notifies that he/she will participate at the Ordinary General Meeting of 15 April 2015 for the total number of shares mentioned above or otherwise for the total number of shares of which the possession on the Record Date is established, and

intends to vote by correspondence in the manner indicated below at the Ordinary General Meeting of Shareholders of the Company (the "Meeting"), convened for **Wednesday 15 April 2015**, at 3.00 p.m., at the registered office of the Company, or at any subsequent meeting with the same agenda, if the first were not to be in a position to validly resolve on the following agenda:

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

* Strike out as appropriate

Proposed resolutions

Vote

For Against Abstent.

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 2014

2.1. Approval of the 2014 statutory accounts

Proposed resolution : 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 2014.

2.2. Approval of the 2014 consolidated accounts

Proposed resolution : 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 2014.

3. Allocation of results

Proposed resolution : Mindful of the profit for the financial year 2014 of EUR 328,520,730.- (three hundred and twenty-eight million five hundred and twenty thousand seven hundred and thirty euros), of the results brought forward of EUR 649,053,229.- (six hundred and forty-nine million fifty-three thousand two hundred and twenty-nine 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 2014 is EUR 5,669,376,149.- (five billion six hundred and sixty-nine million three hundred seventy-six thousand one hundred and forty-nine euros).

Taking into consideration the interim dividend decided at the Board of Directors meeting of 20 August 2014 and paid on 4 September 2014 of EUR 2.00.- 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 3.50.- per share, to be deducted from the profit for the year 2014, and from the result brought forward.

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

Results for the year 2014	EUR	328,520,730.-			
Results brought forward	EUR	649,053,229.-			
Share Premium as at 31 December 2014	EUR	<u>4,691,802,190.-</u>			
Amount distributable	EUR	5,669,376,149.-			
Interim dividend decided on 20 August and paid on 4 September 2014	EUR	- 309,049,832.-			
Final dividend	EUR	- 541,756,439.-			
Own shares – non allocated dividend (1)	EUR	606,550.-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Remaining amount will be brought forward					

(1) Less the shares held through the liquidity program at the Ex-date, which refers to the date on which trading on the shares occurs without the benefit of the dividend i.e. two days before the payment date according to Euronext rules.

The dividend will be paid on 23 April 2015 against submission of coupon number 23 to the following banking institutions:

- | | |
|--------------------------------------|---|
| - in the Grand-Duchy of Luxembourg : | - ING Luxembourg S.A. |
| - in Belgium : | - ING S.A. |
| - in Germany : | - Deutsche Bank AG |
| | (paying agent for book-entry shares traded on the Frankfurt Stock Exchange and held in dematerialised form via Clearstream Frankfurt and Euroclear Belgium) |

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

Proposed resolution : 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 2014.

4.2 Discharge to the approved statutory auditor

Proposed resolution : 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 2014.

5. Statutory appointments

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

Proposed resolution : The General Meeting of Shareholders ratifies and confirms the appointment as director of Mr. Thomas Götz, whose business address is D-33311 Gütersloh, Carl Bertelsmann Strasse 270, co-opted at the Board Meeting of 4 March 2015, following the resignation of Mrs. Judith Hartmann. 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 Renewal of the term of office of the executive directors

Proposed resolution : The General Meeting of Shareholders takes note of the expiration of the term of office of the executive directors at the end of this meeting and decides to renew for a term of three years, expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2017 accounts, the term of office of as executive directors of :

- Mrs. Anke Schäferkordt

- Mr. Guillaume de Posch

- Mr. Elmar Heggen

5.3 Renewal of the term of office of the non-executive directors

Proposed resolution : The General Meeting of Shareholders takes note of the expiration of the term of office of the non-executive directors at the end of this meeting and decides to renew for a term of three years, expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2017 accounts, the term of office as non-executives directors of Messrs :

- Achim Berg

- Thomas Götz

- Bernd Kundrun

- Jonathan F. Miller

- Thomas Rabe

- Jacques Santer



- Rolf Schmidt-Holtz
- James Singh
- Martin Taylor

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

Proposed resolution : 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 2015 accounts, the term of office of PricewaterhouseCoopers, société cooperative, whose registered office is at L-2182 Luxembourg, 2 rue Gerhard Mercator, as approved statutory auditor of the statutory accounts and of the consolidated financial statements.

Please indicate with an "X" in the appropriate boxes how you wish to vote.

The undersigned:

- agrees that this voting form, in order to be valid, must be completed, signed and returned to the registered office of the Company 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 no later than 9 April 2015.

- acknowledges that, for organisational reasons, once he/she has completed and returned this voting form, he/she may no longer participate in another manner in the General Meeting.

Signature.....

Date.....