

ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 15 APRIL 2015

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 2014

2.1. Approval of the 2014 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 2014.

2.2. Approval of the 2014 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 2014.

3. Allocation of results

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.-

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

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

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

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

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 and Messrs Guillaume de Posch and Elmar Heggen.

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

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 and 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

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.
