

Luxembourg, 29 May 2020

Dear shareholder,

We are pleased to invite you to the

Ordinary General Meeting

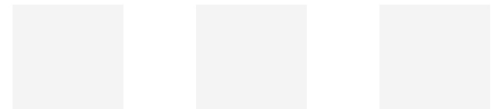
of RTL Group S.A. (the "Company") to be held on Tuesday, 30 June 2020 at 15:00 with the following agenda:

1. Reports of the Board of Directors and of the statutory auditor (on the statutory and consolidated accounts relating to the financial year 2019)
2. Approval of the statutory and consolidated accounts as at 31 December 2019
3. Allocation of results
4. Remuneration report
5. Remuneration policy
6. Discharge to the directors and to the statutory auditor
7. Statutory appointments
8. Miscellaneous

In light of the global spread of Covid-19 and in accordance with the Grand Ducal Regulation of 20 March 2020, the General Meeting will be held remotely, with no possibility for the shareholders to physically attend the meeting. However, the General Meeting will be broadcast on a live webcast available to the shareholders, and voting rights can be exercised (a) electronically during the General Meeting, (b) by correspondence beforehand, or (c) by proxy, in accordance with the instructions below. It will also not be possible to ask questions in person at the General Meeting, so please send questions beforehand by 26 June 2020 at the latest, as indicated below.

Formalities to be completed in order to be able to participate and vote at 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 articles of association of the Company (the "Articles"), only persons holding the capacity of shareholder on 16 June 2020 at midnight Luxembourg time (the "Record Date") and having fulfilled the below formalities will be entitled to participate and vote at the General Meeting.



Shareholders wishing to participate in the General Meeting and/or vote must:

- (a) by no later than the Record Date: send the “Declaration of Participation” form to ING Luxembourg S.A., to the attention of Mr. Maxime Lichtfus (tel.: +352.44.99.57.83), by email (ag-rtl@ing.lu) or fax (+352.44.99.82.83); and
- (b) by no later than 24 June 2020 and only in case of holders of bearer shares: arrange for the financial institution managing their securities account or their depository to provide a document evidencing their capacity as shareholder on the Record Date to ING Luxembourg S.A. to the attention of Mr. Maxime Lichtfus (tel.: +352.44.99.57.83), by email (ag-rtl@ing.lu) or fax (+352.44.99.82.83); and
- (c) in addition, by no later than 24 June 2020:
 - (i) in case of shareholders wishing to vote by correspondence, send the “Postal Voting Form” to ING Luxembourg S.A., to the attention of Mr. Maxime Lichtfus (tel.: +352.44.99.57.83), by email (ag-rtl@ing.lu) or fax (+352.44.99.82.83); or
 - (ii) in case of shareholders wishing to be represented by proxy, send the “Proxy Form” to ING Luxembourg S.A., to the attention of Mr. Maxime Lichtfus (tel.: +352.44.99.57.83), by email (ag-rtl@ing.lu) or fax (+352.44.99.82.83).

For holders of registered shares, the capacity of shareholder is evidenced by being listed in the Company’s share register on the Record Date.

Upon receipt of the “Declaration of Participation”, an acknowledgement of receipt and an identification number (“ID number”) will be sent to the shareholder by ING. The ID number should be mentioned in any subsequent communication relating to the organisation of the General Meeting. Shareholders wishing to participate in the General Meeting remotely and exercise their voting right electronically during the General Meeting will also be sent information on how to access the electronic voting system and live webcast.

Questions in writing

Until 26 June 2020, 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 the provisions of Article 7 of the Law of 24 May 2011 concerning the exercise of certain shareholders’ rights at general meetings of listed companies. To this end, questions must be sent to the Company, to the attention of Mr. Edouard de Fierlant, by email (shareholders@rtlgroupp.com) or fax (+352.24.86.37.51). As mentioned above, please note that it will not be possible to ask questions in person at the General Meeting.

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 of the Company 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. If you wish to make use of this right, please send the additional agenda items and/or draft resolutions to the Company by 8 June 2020 at the latest, to the attention of Mr. Edouard de Fierlant, by email (shareholders@rtlgroupp.com) or fax (+352.24.86.37.51). A justification or a draft resolution for adoption at the General Meeting must be



included with the request. In case of such request, the Company will publish a revised agenda no later than 15 June 2020. The text of the draft resolutions submitted by the shareholders will be posted as soon as possible on the Company's website www.rtlgroup.com.

We kindly invite you to consult the Company's website www.rtlgroup.com, where you will find detailed information on the rights of shareholders and their participation in the General Meeting, the privacy notice regarding the processing of your personal data as well as the preparatory documents for the General Meeting (the Declaration of Participation form, the Postal Voting Form, the Proxy Form, the proposed resolutions, the statutory and consolidated accounts as at 31 December 2019, the Directors' reports, the statutory auditor's reports, the remuneration policy, and a résumé of Ms. B. Wulf). The preparatory documents can also be obtained upon request from the Company Secretary.

Martin Taylor
Chairman