

The shareholders are hereby invited to attend the

ORDINARY ANNUAL GENERAL MEETING

to be held on **Wednesday, 19 April 2017 at 3.00 p.m.** at the registered office (43, 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 2016)
2. Approval of the statutory and consolidated accounts as at 31 December 2016
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 of shareholder on 5 April 2017 at midnight (Luxembourg time), hereinafter called the "Record Date", will be entitled to participate and vote at the General Meeting of 19 April 2017.

Subject to the provisions below and no later than the Record Date, a shareholder wishing to attend the General Meeting of 19 April 2017, 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 to ING Luxembourg S.A. to the attention of Ms Valérie Bergmann (phone : 00352.44.99.49.16, fax : 00352.44.99.82.83, email : ag-rtl@ing.lu).

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 or their depository to provide at the latest on 12 April 2017 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, fax : 00352.44.99.82.83, e-mail: ag-rtl@ing.lu).

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 ING Luxembourg S.A. to the attention of Ms Valérie Bergmann (phone: 00352.44.99.49.16, fax: 00352.44.99.82.83, email: ag-rtl@ing.lu), at the latest on 12 April 2017.

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 ING Luxembourg S.A. to the attention of Ms Valérie Bergmann (phone : 00352.44.99.49.16, fax : 00352.44.99.82.83, email : ag-rtl@ing.lu), at the latest on 12 April 2017.

Questions in writing

Until 12 April 2017, 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 to the attention of Mr Edouard de Fierlant (fax: 00352.24.86.37.51 or e-mail: 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 on 28 March 2017 at the latest, to the attention of Mr Edouard de Fierlant (fax: 00352.24.86.37.51 or e-mail with a request to acknowledge receipt: shareholders@rtlgroup.com).

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 date of request, 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 4 April 2017. 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 and the preparatory documents for the meeting are available, as of today, on the corporate website www.rtlgroup.com, or can be obtained upon request from the Company Secretary.

The Board of Directors

**ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 19 APRIL 2017**

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 2016

2.1. Approval of the 2016 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 2016.

2.2. Approval of the 2016 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 2016.

3. Allocation of results

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 3.00.- per share, to be deducted from the profit for the year 2016, and from the results brought forward.

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

Share Premium as at 31 December 2016	EUR	4,691,802,190.-
Results brought forward	EUR	70,590,918.-
Results for the year 2016	EUR	964,392,448.-
Interim dividend decided on 24 August and paid on 8 September 2016	EUR	- <u>154,546,891.-</u>

Amount distributable	EUR	5,572,238,665.-
Final dividend	EUR	- 464,228,418.-
Own shares – non allocated dividend (1)	EUR	[519,900.-]

Remaining amount will be brought forward.

(1) Plus 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 27 April 2017 against submission of coupon number 27 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 2016.

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 2016.

5. Statutory appointments

5.1. Resignation of directors

The General Meeting of Shareholders acknowledges the resignation with effect after the ordinary shareholders meeting of Mrs. Anke Schäferkordt as executive director and of Mr. Jacques Santer as non-executive director.

5.2. Appointment of an executive director

The General Meeting of Shareholders decides to appoint as executive director for a term of office of one year expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2017 accounts, Mr. Bert Habets, whose business address is Mediapark building 16, Sumatrалаan 47, NL- 1217 GP Hilversum, in replacement of Mrs. Anke Schäferkordt.

5.3. Appointment of a non-executive director

The General Meeting of Shareholders decides to appoint as 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 2017 accounts, Mr. Jean-Louis Schiltz, whose business address is 2, rue du Fort Reinsheim, L-2419 Luxembourg, in replacement of Mr. Jacques Santer.

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 2017 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.

The shareholders are hereby invited to attend the

EXTRAORDINARY GENERAL MEETING

to be held on **Wednesday, 19 April 2017 at 4.45 p.m.** at the registered office (43, bld Pierre Frieden, L-1543 Luxembourg-Kirchberg) in order to vote on the following agenda:

Amendment to the articles of association of the Company further to the Law of 10 August 2016 on the modernisation of the Law on commercial companies of 10 August 1915 as duly amended.

Formalities to be completed in order to be able to participate in the Extraordinary 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 of shareholder on 5 April 2017 at midnight (Luxembourg time), hereinafter called the "Record Date", will be entitled to participate and vote at the Extraordinary General Meeting of 19 April 2017.

Subject to the provisions below and no later than the Record Date, a shareholder wishing to attend the Extraordinary General Meeting of 19 May 2017, 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 ING Luxembourg S.A. to the attention of Ms Valérie Bergmann (phone : 00352.44.99.49.16, fax : 00352.44.99.82.83, email : ag-rtl@ing.lu).

Form of participation in the Extraordinary General Meeting

A real-time broadcast of the Extraordinary 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 or their depository to provide at the latest on 12 April 2017 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, fax : 00352.44.99.82.83, email : ag-rtl@ing.lu).

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 ING Luxembourg S.A. to the attention of Ms Valérie Bergmann (phone : 00352.44.99.49.16, fax : 00352.44.99.82.83, email : ag-rtl@ing.lu), at the latest on 12 April 2017.

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 ING Luxembourg S.A. to the

attention of Ms Valérie Bergmann (phone : 00352.44.99.49.16, fax : 00352.44.99.82.83, email : ag-rtl@ing.lu), at the latest on 12 April 2017.

Questions in writing

Until 12 April 2017, any shareholder may submit to the Company questions in writing that will be answered at the Extraordinary 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 to the attention of Mr Edouard de Fierlant (fax: 00352.24.86.37.51 or e-mail: 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 Extraordinary General Meeting.

Requests by shareholders to put additional items or draft resolutions on the agenda must be sent to the Company on 28 March 2017 at the latest, to the attention of Mr Edouard de Fierlant (fax: 00352.24.86.37.51 or e-mail with a request to acknowledge receipt: shareholders@rtlgroup.com).

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 4 April 2017. 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 and the preparatory documents for the meeting are available, as of today, on the corporate website www.rtlgroup.com, or can be obtained upon request from the Company Secretary.

The Board of Directors

**EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 19 APRIL 2017**

PROPOSED RESOLUTION

The Extraordinary General Meeting decides to update the articles of association of the Company further to the Law of 10 August 2016 on the modernisation of the Law on commercial companies of 10 August 1915 as amended, and to modify the following provisions of the articles of association as follows:

- a. Third paragraph of article 1:
“The registered office of the Company is established in the municipality of Luxembourg. The registered office may, pursuant to a decision of the Board of Directors, be transferred to any other place within the city of Luxembourg. It may be transferred to any other municipality within the Grand Duchy of Luxembourg (i) by a resolution of the shareholders adopted in compliance with the quorum and majority rules required for any amendment of the articles of incorporation or (ii) by a resolution of the Board of Directors. In this last case, the Board of Directors shall have the right to amend the articles of incorporation without the prior approval of the shareholders in order to materialise such transfer of the registered office.”

- b. Fourth and fifth paragraphs of article 14:
*“The directors may also take decisions by circular resolutions without physically meeting. A written decision, signed by all the members of the Board of Directors, is proper and valid as though it had been adopted at a meeting of the Board of Directors which was duly convened and held. Such a decision may be documented in a single document or in several separate documents having the same content and each of them signed by one or several members of the Board of Directors.
The same proceedings may be applied to the committees created by the Board.”*

- c. Article 15:
“Copies or extracts of such minutes to be produced in Court or edited for other purposes shall be certified by the Chairman, a Chief Executive Officer or any two directors.”
- d. First paragraph of article 20:
“The convening notice for any General Meeting indicates the information required by law and notably the location, date and time of the meeting, as well as the nature of the meeting and the items on the agenda. Save as otherwise provided in these articles of incorporation and by law, the convening notice shall be published at least 30 days before the date chosen for the General Meeting, in the Recueil électronique des sociétés et associations and in a Luxembourg newspaper, as well as in such media as may reasonably be relied upon for the effective dissemination of information throughout the European Economic Area in a manner ensuring fast access to it on a non-discriminatory basis.”
- e. First paragraph of article 21:
“The Annual General Meeting of Shareholders shall be held within six (6) months following the end of the financial year, at the place and on the day set by the Board of directors.”
- f. Second and third paragraphs of article 24:
*“At the latest at the record date, the shareholder must communicate in writing to the Company his intention to take part in the General Meeting of Shareholders in accordance with the terms of, and at the postal or electronic address indicated in the convening notice.
In order to participate in a General Meeting of Shareholders and to exercise the voting rights attached to their shares, shareholders must first provide the Company with the documents evidencing their status as shareholder and the number of shares they hold at the record date, in accordance with the terms of, and at the postal or electronic address indicated in the convening notice.”*
- g. Fifth paragraph of article 26:
“The proxies must be notified in writing to the Company at the postal or electronic address indicated in the convening notice, in the form provided by the Company, received six days at least before the General Meeting of Shareholders, duly completed and signed, along with or, as the case may be, followed by the evidence of shareholder status at the record date.”
- h. Third paragraph of article 28:
“One or several scrutinizers appointed by the Meeting shall assist him. The directors present at the meeting shall complete the bureau.”
- i. First paragraph of article 29:
“The Board of Directors has the right to postpone the meeting for a maximum of four weeks. The Board of Directors must do so if



requested by shareholders representing at least ten per cent of the Company's issued capital."

j. Article 30:

"The minutes of the General Meeting of Shareholders shall be signed by the chairman, the scrutinizer(s), the secretary and any shareholder who so requires.

Copies or extracts for production in Court proceedings or for legal or other purposes shall signed by the chairman, a Chief Executive Officer or two directors."
