

ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 18 APRIL 2018

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 2017

2.1. Approval of the 2017 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 2017.

2.2. Approval of the 2017 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 2017.

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 2017.

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

Share Premium as at 31 December 2017	EUR	4,691,802,190.-
Results brought forward	EUR	418,503,565.-
Results for the year 2017	EUR	642,428,692.-
Interim dividend decided on 29 August and paid on 7 September 2017	EUR	- <u>154,547,036.-</u>

Amount distributable	EUR	5,598,187,411.-
Final dividend (1)	EUR	- 463,708,518.-

Remaining amount will be brought forward.

(1) Less the shares will be 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 26 April 2018 against submission of coupon number 29 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 2017.

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 2017.

4.3. Directors fees

The General Meeting of Shareholders sets the amount of total remuneration for the non-executive members of the Board of directors in relation to the financial year 2017 at EUR 1,035,246.58.- (2016: 630,082.19.-).

5. Statutory appointments

5.1. Appointment of a non-executive director

The General Meeting of Shareholders decides to appoint as non-executive director for a term of office of three years expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2020 accounts, Mrs. Lauren Zalaznick, whose address is 70 East 10th St., New-York, 10003, USA.

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 2020 accounts, the term of office of as executive directors of Messrs Bert Habets 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 2020 accounts, the term of office as non-executive directors of Messrs Guillaume de Posch, Thomas Götz, Rolf Hellermann, Bernd Hirsch, Bernd Kundrun, Thomas Rabe, Jean-Louis Schiltz, 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 2018 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.
