

ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 26 APRIL 2019

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 2018

2.1. Approval of the 2018 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 2018.

2.2. Approval of the 2018 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 2018.

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 2018.

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

Share Premium as at 31 December 2018	EUR	4,691,802,190.-
Results brought forward	EUR	446,023,311.-
Results for the year 2018	EUR	496,254,473.-
Interim dividend decided on 28 August and paid on 6 September 2018	EUR	- <u>154,555,519.-</u>

Amount distributable	EUR	5,479,524,455.-
Final dividend (1)	EUR	- 463,708,518.-

(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 7 May 2019 by 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 2018.

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 2018.

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 2018 at EUR 1,188,370.- (2017: 1,035,247.-).

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. Immanuel Hermreck, whose business address is D-33311 Gütersloh, Carl Bertelsmann Strasse 270, co-opted at the Board Meeting of 12 December 2018, following the resignation of Mr. Rolf Hellermann. This appointment became effective as of 1st January 2019, for a term of office expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2020 accounts.

5.2. 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 2019 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.

6. Renewal of the authorisation to acquire own shares

The General Meeting of Shareholders renews the authorisation to the Board of Directors, to acquire, in one or more transactions, a total number of shares of the Company not exceeding 150,000, for five years as from now. The purchase price per share is fixed at a minimum of 90 per cent and a maximum of 110 per cent of the average closing price of the RTL Group share over the last five trading days preceding every single acquisition.
