



ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 15 APRIL 2009

PROPOSED RESOLUTIONS

1. Reports of the Board of directors and of the auditors

(No resolution required)

2. Approval of the statutory and consolidated annual accounts as at 31 December 2008

2.1 Approval of the 2008 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 Auditor's Report, approves in full the corporate annual accounts for the year ended 31 December 2008.

2.2 Approval of the 2008 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 Auditors' Report on the consolidated financial statements, approves in full the consolidated financial statements for the year ended 31 December 2008.

3. Allocation of results

Mindful of the profit for the financial year 2008 of EUR 113,064,016.- (one hundred thirteen million, sixty-four thousand and sixteen euros) and of the profit carried forward as at 31 December 2008 of EUR 953,606,323 - (nine hundred fifty three million, six hundred and six thousand three hundred and twenty three euros), the General Meeting of Shareholders, on a proposal from the Board of Directors, and in accordance with the provisions of article 28 of the Articles of Incorporation, decides to distribute a dividend of a total amount of EUR 541,756,439.- (five hundred forty-one million, seven hundred fifty six thousand four hundred and thirty nine euros), to be deducted from the profit of the year and from the profit carried forward.

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

Profit carried forward as at 31.12.2008	EUR	953,606,323,-
Profit for 2008	EUR	113,064,016,-
Dividend	EUR	- 541,756,439,-
Own shares – non allocated dividend (1)	EUR	606,505,-
Total profit carried forward (after allocation of results)	EUR	524,913,900,-

(1) on the basis of an unchanged number of own shares held on the day of distribution, namely 173,300 shares.

The gross dividend distributed for the financial year 2008 to shareholders is thus fixed at EUR 3.50 per share, the net dividend amounting in principle, as the current legislation stands, to EUR 2.975 per share.

The dividend will be paid on 24 April 2009 against submission of coupon number 15 to the following banking institutions :

- in the Grand-Duchy of Luxembourg :
DEXIA B.I.L.

- in Belgium :
DEXIA Banque

4. Discharge to be granted to the directors and to the 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 2008.

4.2 Discharge to the auditor

The General Meeting of Shareholders gives, by special vote, full and final discharge to the auditor in respect of its duties in the course of 2008.

5. Statutory appointments

5.1 Reappointment of the non-executive directors

As the term of office of the non-executive directors is due to expire at the end of this meeting, the General Meeting of Shareholders decides, by separate votes, to renew for a term of one year expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2009 accounts, the term of office as directors of : Mr Günther Grüger, Mr Siegfried Luther, Mr Hartmut Ostrowski, Mr Thomas Rabe, Mr Onno Ruding, Mr Jacques Santer, Mr Martin Taylor.

5.2 Renewal of the term of office of the auditor of the statutory accounts and of the joint term of office as auditor of the consolidated financial statements

As the term of office of the auditor and of the auditors of the consolidated financial statements is due to expire at the end of this meeting, the General Meeting of Shareholders decides, on a proposal from the Board of Directors, to:

- renew for a term of one year, expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2009 accounts, the term of office as auditor of the company PricewaterhouseCoopers S.à.r.l. whose registered place of business is at L-1014 Luxembourg, 400, route d'Esch, and to
- renew for a period of one year, expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2009 accounts, the joint term of office as auditors of the consolidated financial statements of the aforementioned company PricewaterhouseCoopers S.à r.l. and of the company KPMG Audit s.à.r.l., whose registered place of business is at L-2520 Luxembourg, 9, allée Scheffer.
