

## PROXY

The undersigned \_\_\_\_\_,

having his/her residence/ its registered office at

\_\_\_\_\_

being the owner of \_\_\_\_\_ shares in the company **RTL Group**, a "société anonyme", governed by Luxembourg law, with registered office at L-1543 Luxembourg 45, boulevard Pierre Frieden ("Company")

hereby authorises and empowers the Chairman of the Meeting /

\*

\_\_\_\_\_

to represent him/her/it at the ordinary general meeting of shareholders of the Company ("Meeting"), convened for **Wednesday April 15, 2009** at 3.00 pm at the registered office of the Company, with the following agenda:

### AGENDA

1. Reports of the Board of directors and of the auditors (on the statutory and consolidated accounts related to the financial year 2008)
2. Approval of the statutory and consolidated accounts as at 31 December 2008
3. Allocation of results
4. Discharge to be granted to the directors and to the auditor
5. Statutory appointments
6. Miscellaneous.

with power to attend the meeting or any subsequent meeting if the first were not to be in a position to validly resolve on the agenda, to vote in the following manner on his/her/it behalf on the resolutions of the agenda of the meeting, and to sign any attendance list and minutes and, generally, do whatever is necessary for purposes of the above.

\_\_\_\_\_

\* You may appoint the Chairman of the meeting or anyone else to be your proxy. To appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting" and insert the name and address of your proxy (who need not be a shareholder of the Company).

## Agenda / Proposed resolutions

## Vote

For      Against      Abstent.

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

Proposed resolution : 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

Proposed resolution : 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 on the accounts 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

Proposed resolution : 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 on the accounts 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

Proposed resolution : 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, and three hundred 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 and four hundred and thirty-nine euros), 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 – dividend not allocated (1)	EUR	606,505,-
Total profit carried forward (after allocation of results)	EUR	525,520,450,-

(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

Proposed resolution : 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

Proposed resolution: 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 Renewal / reappointment of the non executive directors

Proposed resolution: 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 period 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 :

- M. Günther Grüger
- M. Siegfried Luther
- M. Hartmut Ostrowski
- M. Thomas Rabe
- M. Onno Ruding
- M. Jacques Santer
- M. Martin Taylor

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

Proposed resolution: As the term of office of the auditors 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 period 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.

**Please indicate with an "X" in the appropriate boxes how you wish the proxy to vote.**

He/She/It acknowledges :

- that the proxy is to vote as instructed in respect of the resolutions specified above and that, in the absence of instructions, the proxy may vote or abstain as he or she thinks fit on the resolutions specified above and, unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting,
- that this proxy form, in order to be valid, must have been completed, signed and returned to the registered office of the Company (att. Mr. Edouard de Fierlant) no later than on 9 April 2009,
- that if he/she/it completes and returns this proxy form this will not prevent him/her/it from attending in person and voting at the Meeting should he/she/it subsequently decides to do so, without prejudice to article 24 of the articles of incorporation.

Signature.....

Date.....