

**ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF RTL GROUP
OF 28 APRIL 2021**

PROPOSED RESOLUTIONS

1 Reports of the Board of Directors and of the statutory auditor

(No resolution required)

2 Approval of the statutory and consolidated annual accounts as at 31 December 2020

2.1 Approval of the 2020 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, as well as the report of the statutory auditor, approves in full the statutory annual accounts for the year ended 31 December 2020.

2.2 Approval of the 2020 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, as well as the report of the statutory auditor on the consolidated annual accounts, approves in full the consolidated annual accounts for the year ended 31 December 2020.

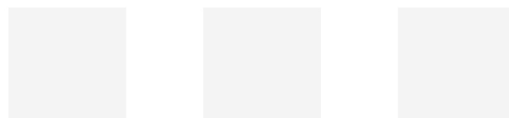
3 Allocation of results

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 association, decides to distribute a gross dividend to shareholders fixed at EUR 3.00.- per share.

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

- Results for the financial year 2020:	EUR 4,627,791
- Result brought forward:	EUR 708,651,448
- Share premium as at 31 December 2020:	<u>EUR 4,691,802,190</u>
- Amount distributable:	EUR 5,405,081,429
- Dividend:	- EUR 464,228,418

Remaining amount will be brought forward.



The dividend will be paid on 6 May 2021 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 Remuneration report

4.1 Approval of the 2020 remuneration report

The General Meeting of Shareholders approves, in an advisory capacity, the 2020 remuneration report.

4.2 Directors fees

The General Meeting of Shareholders sets the amount of the total remuneration for the non-executive members of the Board of Directors in relation to the financial year 2020 at EUR 1,365,370 (2019: EUR 1,353,288).

5 Discharge to be granted to the directors and to the statutory auditor

5.1 Discharge to the directors

The General Meeting of Shareholders gives, by special vote, full and final discharge to all the directors for their mandate as director in respect of their management in the course of 2020.

5.2 Discharge to the statutory auditor

The General Meeting of Shareholders gives, by special vote, full and final discharge to the statutory auditor in respect of its duties in the course of 2020.

6 Statutory appointments

6.1 Ratification of the co-optation of a non-executive director

The General Meeting of Shareholders ratifies and confirms the appointment as director of Mr. Rolf Hellermann, whose business address is D-33311 Gütersloh, Carl Bertelsmann Strasse 270, co-opted at the Board Meeting of 9 December 2020, following the resignation of Mr. Bernd Hirsch. This appointment became effective as of 1st January 2021, for a term of office expiring at the end of the Ordinary General Meeting of Shareholders ruling on the 2020 accounts.

6.2 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 2023 accounts, Ms. Pernille Erenbjerg, whose address is Esplanaden 5, 4tv, 1263 Copenhagen K, Denmark.

6.3 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 2023 accounts, the term of office as executive directors of Messrs. Thomas Rabe and Elmar Heggen.

6.4 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 2023 accounts, the term of office as non-executive directors of Messrs. Guillaume de Posch, Thomas Götz, Rolf Hellermann, Immanuel Hermreck, Jean-Louis Schiltz, Martin Taylor, Mrs. Bettina Wulf and Mrs. Lauren Zalaznick.

6.5 Renewal of the term of office of a non-executive director

The General Meeting of Shareholders takes note of the expiration of the term of office as non-executive director of Mr. James Singh 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 2021 accounts, the term of office as non-executive director of Mr. James Singh.

6.6 Appointment of the statutory auditor of the statutory and consolidated annual accounts

The General Meeting of Shareholders takes note of the expiration of the term of office of KPMG Luxembourg, société coopérative, as statutory auditor of the statutory and consolidated annual accounts 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 2021 accounts, the term of office of KPMG Luxembourg, société coopérative, having its registered office at 139, avenue John F-Kennedy, L-1855 Luxembourg, as statutory auditor of the statutory and consolidated annual accounts.