

## Annual general meeting of RTL Group S.A. of 30 April 2025 – Proposed resolutions

- 1. Reports of the board of directors and of the statutory auditor**

No resolution required
  
- 2. Approval of the statutory and consolidated accounts as at 31 Dec. 2024**

**2.1 Approval of the 2024 statutory accounts**

The annual general meeting, 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 2024.

**2.2 Approval of the 2024 consolidated accounts**

The annual general meeting, 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 2024.
  
- 3. Allocation of results**

**3 Allocation of results**

The annual general meeting, 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 the shareholders of EUR 2.50 per share.

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

Result for the financial year 2024	EUR	12,704,078
Result brought forward	EUR	70,963,534
Share premium as at 31 December 2024	EUR	3,296,898,772
Dividend	EUR	386,857,015

The dividend will be paid on 6 May 2025 by the following banking institutions:

Grand-Duchy of Luxembourg	ING Luxembourg S.A.
Belgium	ING SA
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 2024 remuneration report

The annual general meeting approves, in an advisory capacity, the 2024 remuneration report.

### 4.2 Directors' fees

The annual general meeting sets the amount of the total remuneration for the non-executive members of the board of directors in relation to the financial year 2024 at EUR 1,390,000 (2023: EUR 1,361,890).

## 5. Discharge to the directors and to the statutory auditor

### 5.1 Discharge to the directors

The annual general meeting 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 2024.

### 5.2 Discharge to the statutory auditor

The annual general meeting gives, by special vote, full and final discharge to the statutory auditor in respect of its duties in the course of 2024.

## 6. Statutory appointments

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

The annual general meeting ratifies and confirms the appointment as director of Mr. Thomas Coesfeld, whose business address is Carl-Bertelsmann-Strasse 270, D-33311 Gütersloh, co-opted at the board meeting of 19 March 2025, following the resignation of Mr. Thomas Götz. This appointment became effective at the end of the board meeting of 19 March 2025 for a term of office expiring at the end of the annual general meeting ruling on the 2026 accounts.

### 6.2 Appointment of the statutory auditor of the statutory and consolidated annual accounts

The annual general meeting takes note of the expiration of the term of office of KPMG Audit S.à r.l., 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 annual general meeting ruling on the 2025 accounts, the term of office of KPMG Audit S.à r.l., having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, as statutory auditor of the statutory and consolidated annual accounts.

### 6.3 Appointment of the auditor of the corporate sustainability reporting

Subject to the implementation in Luxembourg of the CSRD Directive 2022/2464 of 14 December 2022, and to the extent an explicit appointment of an auditor for the purpose of the auditing of the corporate sustainability reporting is required, the annual general meeting decides to appoint KPMG Audit S.à r.l., having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, as auditor of the corporate sustainability reporting for the financial year 2025. If such appointment by the general meeting of shareholders is not required under Luxembourgish law or the law provides for flexibility in this respect, the annual general meeting, to the extent necessary, delegates to the board of directors the power to decide on the appointment of the auditor of the corporate sustainability reporting.

## 7. Renewal of the authorisation to acquire own shares

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The annual general meeting decides to renew early and for another five years as from now the authorisation to acquire own shares that was last renewed in 2024. The annual general meeting decides to increase the maximum number of shares authorised to be acquired by the board of directors, in one or more transactions, from 150,000 shares to 10 percent of the issued shares. The purchase price remains fixed at a minimum of 90 percent and a maximum of 110 percent of the average closing price of the RTL Group shares over the five trading days preceding every single transaction.

## 8. Miscellaneous

No resolution required