



Annual general meeting of RTL Group S.A. of 24 April 2024 – Convening notice

Dear shareholder,

We are pleased to invite you to the annual general meeting (AGM) of RTL Group S.A. (the "Company") to be held on Wednesday, 24 April 2024 at 15:00 at the registered office (43, bld Pierre Frieden, L-1543 Luxembourg-Kirchberg) with the following agenda:

Agenda

1. Reports of the board of directors and of the statutory auditor (on the statutory and consolidated accounts relating to the financial year 2023)
2. Approval of the statutory and consolidated accounts as at 31 December 2023
3. Allocation of results
4. Remuneration report
5. Remuneration policy
6. Discharge to the directors and to the statutory auditor
7. Statutory appointments
8. Renewal of the authorisation to acquire own shares
9. Miscellaneous

Use of the Lumi Connect platform

Shareholders who so wish may use the Lumi Connect platform to complete all participation formalities to participate to the AGM, to vote by correspondence using Direct Vote or by proxy, and to ask questions in advance.

A step-by-step registration instruction for the AGM can be found on Lumi's website (www.lumiconnect.com) and on RTL Group's website (www.company.rtl.com).

Formalities to be completed in order to be able to participate and vote at the AGM

The AGM is composed of all shareholders, irrespective of the number of shares they hold. Pursuant to Article 24 of the articles of association of the Company (the "Articles"), only persons holding the capacity of shareholder on 10 April 2024 at midnight Luxembourg time (the "Record Date") and having fulfilled the below formalities will be entitled to participate and vote at the AGM.

Shareholders wishing to participate to the AGM and to vote must:

- a) by no later than the Record Date (10 April 2024) : either declare via the Lumi Connect platform their intention to participate to the AGM or send the "Declaration of Participation" form to the Company by email (shareholders@rtl.com), and

- b) by no later than 18 April 2024 and only in case of holders of bearer shares who have not opted for the registration via the Lumi Connect platform : arrange for the financial institution managing their securities account or their depository to provide a document evidencing their capacity as shareholder on the Record Date to the Company by email (shareholders@rtl.com), and
- c) in addition, by no later than 18 April 2024 :
- in case of shareholders wishing to vote by correspondence, either use via the Lumi Connect platform the Direct Voting system or send the "Postal Voting Form" to the Company by email (shareholders@rtl.com), or
 - in case of shareholders wishing to be represented by proxy, either give a proxy via the Lumi Connect platform or send the "Proxy Form" to the Company by email (shareholders@rtl.com).

For holders of registered shares, the capacity of shareholder is evidenced by being listed in the Company's share register on the Record Date.

Questions in writing

Until 21 April 2024, any shareholder may submit via the Lumi Connect platform or to the Company by email (shareholders@rtl.com) questions in writing that will be answered at the AGM, separately or globally at the discretion of the Company, in accordance with the provisions of Article 7 of the Law of 24 May 2011 concerning the exercise of certain shareholders' rights at general meetings of listed companies.

Requests to add items or draft resolutions to the agenda

Pursuant to Article 22 of the Articles, one or more shareholders who together hold at least 5% of the capital of the Company have the right to put items on the agenda and to table draft resolutions regarding the items placed or to be placed on the agenda of the AGM. If you wish to make use of this right, please send the additional agenda items and/or draft resolutions to the Company by 2 April 2024 at the latest, to the attention of Mr. Edouard de Fierlant, Company Secretary, by email (shareholders@rtl.com). A justification or a draft resolution for adoption at the AGM must be included with the request. In case of such request, the Company will publish a revised agenda no later than 9 April 2024. The text of the draft resolutions submitted by the shareholders will be posted as soon as possible on the Company's website (www.company.rtl.com).

We kindly invite you to consult the Company's website (www.company.rtl.com), where you will find detailed information on the rights of shareholders and their participation to the AGM, the privacy notice regarding the processing of the personal data as well as the preparatory documents for the AGM (the instructions to register via the Lumi Connect platform, the Declaration of Participation form, the Postal Voting Form, the Proxy Form, the proposed resolutions, the statutory and consolidated accounts as at 31 December 2023 including the directors' reports, the statutory auditor's reports, the remuneration report, the remuneration policy and the CV of Mr. Björn Bauer). The preparatory documents can also be obtained upon request from the Company Secretary (shareholders@rtl.com).

Martin Taylor
Chairman