

Annual general meeting of RTL Group S.A. of 24 April 2024 – 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. 2023

2.1 Approval of the 2023 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 2023.

2.2 Approval of the 2023 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 2023.

- 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 2.75 per share.

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

Result for the financial year 2023	EUR	69,677,341
Result brought forward	EUR	70,963,534
Share premium as at 31 December 2023	EUR	3,652,764,148
Dividend	EUR	425,542,717

The dividend will be paid on 29 April 2024 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 2023 remuneration report

The annual general meeting approves, in an advisory capacity, the 2023 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 2023 at EUR 1,361,890 (2022: EUR 1,306,411).

5. Remuneration policy

The annual general meeting approves, in an advisory capacity, the RTL Group remuneration policy.

6. Discharge to the directors and to the statutory auditor

6.1 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 2023.

6.2 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 2023.

7. Statutory appointments

7.1 Appointment of an executive director - Mr. Björn Bauer

The annual general meeting decides to appoint as executive director for a term of office of three years expiring at the end of the annual general meeting ruling on the 2026 accounts, Mr. Björn Bauer, whose professional address is at 43, boulevard Pierre Frieden, L-1543 Luxembourg.

7.2 Renewal of the term of office of the executive directors

The annual general meeting 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 annual general meeting ruling on the 2026 accounts, the term of office as executive directors of Messrs. Thomas Rabe and Elmar Heggen.

7.3 Renewal of the term of office of the non-executive directors

The annual general meeting 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 annual general meeting ruling on the 2026 accounts, the term of office as non-executive directors of Messrs. Carsten Coesfeld, Guillaume de Posch, Mrs. Pernille Erenbjerg, Messrs. Thomas Götz, Rolf Hellermann, Immanuel Hermreck, Jean-Louis Schiltz, Martin Taylor, Alexander von Torklus and Mrs. Lauren Zalaznick.

7.4 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 2024 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.

7.5 Appointment of the auditor of the corporate sustainability reporting

In the event that the Luxembourgish legislator, in implementing CSRD Directive 2022/2464 of 14 December 2022, should require an explicit appointment of the auditor of the corporate sustainability reporting by the general meeting of shareholders, 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 2024. 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.

8. Renewal of the authorisation to acquire own shares

The annual general meeting renews the authorisation to the board of directors to acquire, in one or more transactions, a total number of shares of the Company not exceeding 150,000, for five years as from now. The purchase price is 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 last five trading days preceding every single transaction.

9. Miscellaneous

No resolution required