

Annual general meeting of RTL Group S.A. of 26 April 2023 – 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. 2022**

2.1 Approval of the 2022 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 2022.

2.2 Approval of the 2022 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 2022.

- 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 4.00 per share.

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

Result for the financial year 2022	EUR	104,596,391
Result brought forward	EUR	70,963,534
Share premium as at 31 December 2022	EUR	4,167,138,981
Amount distributable	EUR	4,342,698,906
Dividend	EUR	618,971,224

The dividend will be paid on 2 May 2023 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 2022 remuneration report

The annual general meeting approves, in an advisory capacity, the 2022 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 2022 at EUR 1,306,411 (2021: EUR 1,349,342).

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 2022.

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 2022.

6. Statutory appointment

6.1 Appointment of a non-executive director - Mr. Carsten Coesfeld

The annual general meeting decides to appoint as non-executive director for a term of office of one year expiring at the end of the annual general meeting ruling on the 2023 accounts, Mr. Carsten Coesfeld, whose professional address is at 270, Carl-Bertelsmann Strasse, D- 33311 Gütersloh.

6.2 Appointment of a non-executive director- Mr. Alexander von Torklus

The annual general meeting decides to appoint as non-executive director for a term of office of one year expiring at the end of the annual general meeting ruling on the 2023 accounts, Mr. Alexander von Torklus, whose professional address is at 270, Carl-Bertelsmann Strasse, D-33311 Gütersloh.

6.3 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 2023 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. Miscellaneous

No resolution required