## Annual general meeting of RTL Group S.A. of 26 April 2023 – Proxy form

If you wish to be represented at the annual general meeting (AGM) of RTL Group S.A. (the “Company”) to be held on 26 April 2023, you are required to send this proxy form, no later than 20 April 2023 either via the Lumi Connect platform (www.lumiconnect.com) or to the Company by email (shareholders@rtl.com).

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(name)**

having his/her/its residence/registered office at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(street, number, postal code, town & country)**

being the owner, as of 12 April 2023 at midnight (the “Record Date”), of:

☐ \_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(number)** bearer shares of the Company

☐ \_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(number)** registered shares of the Company

hereby notifies that he/she/it will be represented at the AGM of 26 April  2023 for the total number of shares mentioned above or otherwise for the total number of shares of which the possession on the Record Date is established, and

hereby empowers:

* the Company Secretary of the Company, with power of sub-delegation to any member of the legal department of the Company, or
* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[[1]](#footnote-2)
1. to represent him/her/it at the AGM of the Company to be held on Wednesday, 26 April 2023 at 15:00 at the registered office with the following agenda:
2. Reports of the board of directors and of the statutory auditor (on the statutory and consolidated accounts relating to the financial year 2022)
3. Approval of the statutory and consolidated accounts as at 31 December 2022
4. Allocation of results
5. Remuneration report
6. Discharge to the directors and to the statutory auditor
7. Statutory appointment
8. Miscellaneous

with power to attend the AGM or any subsequent meeting if the first were not to be in a position to validly resolve on the agenda,

1. to vote on his/her/its behalf in the manner indicated below on the resolutions of the agenda of the AGM and, generally, do whatever is necessary for the purposes of the above.

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 2022**

2.1 Approval of the 2022 statutory accounts

Proposed resolution : 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.

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| [ ]  for | [ ]  against | [ ]  abstain |

2.2 Approval of the 2022 consolidated accounts

Proposed resolution : 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.

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| [ ]  for | [ ]  against | [ ]  abstain |

1. **Allocation of results**

Proposed resolution : 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 shareholders fixed at EUR 4.00 per share.

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

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| --- | --- | --- |
| 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%.

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| [ ]  for | [ ]  against | [ ]  abstain |

1. **Remuneration report**

4.1 Approval of the 2022 remuneration report

Proposed resolution : The annual general meeting approves, in an advisory capacity, the 2022 remuneration report.

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| [ ]  for | [ ]  against | [ ]  abstain |

4.2 Directors’ fees

Proposed resolution : 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).

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| [ ]  for | [ ]  against | [ ]  abstain |

1. **Discharge to the directors and to the statutory auditor**

5.1 Discharge to the directors

Proposed resolution : 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.

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| [ ]  for | [ ]  against | [ ]  abstain |

5.2 Discharge to the statutory auditor

Proposed resolution : 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.

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| [ ]  for | [ ]  against | [ ]  abstain |

1. **Statutory appointment**

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

Proposed resolution : 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.

|  |  |  |
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| [ ]  for | [ ]  against | [ ]  abstain |

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

Proposed resolution : 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.

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| [ ]  for | [ ]  against | [ ]  abstain |

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

Proposed resolution : 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.

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| [ ]  for | [ ]  against | [ ]  abstain |

**7. Miscellaneous**

(No resolution required)

The undersigned:

* acknowledges as being informed about the alternative of using the Lumi Connect platform to complete all formalities to participate and vote by proxy or by correspondence in the AGM of the Company. A step-by-step registration instruction can be found on Lumi’s website ([www.lumiconnect.com](http://www.lumiconnect.com)) or on RTL Group’s website (www.[company.rtl.com](https://company.rtl.com/en/)).
* agrees that this proxy form, in order to be valid, must be completed, signed and sent, no later than 20 April 2023, to the Company by email (shareholders@rtl.com).
* acknowledges that, for organisational reasons, once he/she/it has completed and sent this proxy form, he/she/it may still attend the AGM without voting rights, the votes of the proxy being computed before the meeting.

Done in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2023:

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please note that completing and sending this proxy form does not suffice in order to be able to vote in the AGM. Additional formalities are required, as set out in the convening notice to the meeting, which is available on the Company’s website (www.[company.rtl.com](https://company.rtl.com/en/)).

1. You may appoint the Company Secretary or anyone else to be your proxy holder. To appoint someone else than the Company Secretary, cross out the words “the Company Secretary” on the proxy form and insert the name and address of your proxy holder (who needs not be a shareholder of the Company). [↑](#footnote-ref-2)