



Annual general meeting of RTL Group S.A. of 27 April 2022 – 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, 27 April 2022 at 15:00 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 2021)
2. Approval of the statutory and consolidated accounts as at 31 December 2021
3. Allocation of results
4. Remuneration report
5. Discharge to the directors and to the statutory auditor
6. Statutory appointment and remuneration
7. Miscellaneous

In light of the global spread of Covid-19 and in accordance with the Luxembourg law of 23 September 2020 as amended, the AGM will be held remotely, with no possibility for the shareholders to physically attend the meeting. However, the AGM will be broadcast on a live webcast available to the shareholders and voting rights can be exercised, in accordance with the instructions below, (a) electronically during the AGM, (b) by correspondence beforehand, or (c) by proxy. It will also not be possible to ask questions in person at the AGM, so please send questions beforehand by 23 April 2022 at the latest, as indicated below.

Use of the Lumi Connect platform

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

Those who wish to use this modality must complete all the participation formalities within the set time limits via the Lumi Connect platform and will then receive the procedure and login details to participate to the AGM. A step-by-step registration instructions for RTL Group S.A. AGM can be found on Lumi’s website (www.lumiconnect.com) and on RTL Group’s website (www.company.rtl.com).

Users of the Lumi Connect platform should ensure that their device and the internet connection they are using are adequate and stable in order to be able to virtually participate to the meeting. The Company cannot be held responsible if one would experience connection problems, technical problems or equipment malfunction attributable to his/her own internet connection and/or device.

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 13 April 2022 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/or vote must:

- a) by no later than the Record Date (13 April 2022): 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@rtlgroup.com), and
- b) by no later than 21 April 2022 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@rtlgroup.com), and
- c) in addition, by no later than 21 April 2022:
 - 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@rtlgroup.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@rtlgroup.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.

Upon either valid registration via the Lumi Connect platform or receipt of the "Declaration of Participation", an identification number ("ID number") will be sent to the shareholder by Lumi. The ID number should be mentioned in any subsequent communication relating to the organisation of the AGM. Shareholders wishing to participate to the AGM remotely and exercise their voting right electronically during the AGM will also be sent information on how to access the electronic voting system and live webcast.

Questions in writing

Until 23 April 2022, any shareholder may submit via the Lumi Connect platform or to the Company by email (shareholders@rtlgroup.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. As mentioned above, please note that it will not be possible to ask questions in person at the AGM.

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 5 April 2022 at the latest, to the attention of Mr. Edouard de Fierlant, Company Secretary, by email (shareholders@rtlgroup.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 12 April 2022. 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 2021 including the directors' reports, the statutory auditor's reports and the remuneration report). The preparatory documents can also be obtained upon request from the Company Secretary (shareholders@rtlgroup.com).

Martin Taylor
Chairman