



Explanatory notes to the agenda of the Annual General Meeting of Shareholders (AGM) of RNTS Media N.V. (the Company) on 28 June 2013

Agenda item 2

Proposal to grant the Management Board an extension to draw up the annual accounts 2012

It is proposed to the General Meeting to grant the Management Board an extension to draw up the annual accounts 2012 for a period of six months until 30 November 2013 on account of special circumstances. The reason for the requested extension is that the Company and its subsidiaries have gone through a period of profound improvement of its business model and the overall structure. This has resulted in a change of the accountant of RNTS Media GmbH, one of the Company's subsidiaries. The Management Board hereby informs the General Meeting that it is expected that the auditor Ernst & Young Accountants LLP will complete the audit of the annual accounts 2012 in July 2013. After completion of the annual accounts 2012 the Management Board will convene an extraordinary general meeting of shareholders.

Agenda item 3

Designation of Management Board as competent body to issue shares

It is proposed to the General Meeting to designate the Management Board as the competent body to resolve to issue new shares and to grant rights to subscribe for shares in the capital of the Company for a period of 5 years until 28 June 2018, such in accordance with article 6.2 of the Articles of Association of the Company. This authority was already granted to the Management Board for a 5 year period as of 20 November 2012. The Management Board would like to confirm this authority for a new period ending on 28 June 2018. The Management Board resolution to issue shares or to grant rights to subscribe for shares will require the approval of the Supervisory Board. The authority of the Management Board to resolve to issue shares and to grant rights to subscribe to shares will be restricted to 30% of the entire issued capital of the Company on a fully diluted basis at the time of the first issuance of shares or the first granting of rights to subscribe for shares under this mandate.

Agenda item 4

Designation of Management Board as competent body to exclude pre-emptive rights

It is proposed to the General Meeting to designate the Management Board of the Company as the competent body to resolve to exclude or restrict pre-emptive rights of existing shareholders of the Company upon an issuance of shares or a granting of rights to subscribe for shares for a period of 5 years until 28 June 2018, such in accordance with article 7.2 of the Articles of Association of the Company. This authority was already granted to the Management Board for a 5 year period as of 20 November 2012. The Management Board would like to confirm this authority for a new period ending on 28 June 2018. The Management Board resolution to exclude or restrict pre-emptive rights of shareholders of the Company will require the approval of the Supervisory Board. The authority of the Management Board to exclude or restrict pre-emptive rights of existing shareholders of the

Company upon an issuance of shares or a granting of rights to subscribe for shares will be restricted to the shares and rights to subscribe for shares referred to under agenda item 3.

Agenda item 5

Appointment and designation of (new) Management Board members

In accordance with Article 13 of the Articles of Association of the Company, the Supervisory Board nominates Mr R. van Diepen to be appointed as member of the Management Board. The Supervisory Board nominates Mr R. van Diepen for appointment as a member of the Management Board of the Company on the basis of his relevant knowledge and wide experience with activities in the industry of mobile applications, online gaming and mobile content.

Mr R. van Diepen is 53 years old and has previously held several senior management positions with a number of tech-companies, such as Cordis Medical Diagnostics, Honeywell International and TBS Holding AG. Mr R. van Diepen brings a wealth of experience in the area of R&D and innovation management, operational management, start-ups and business development. It is proposed to designate Mr Van Diepen as a managing director A of the Company.

In accordance with Article 13.1 of the Articles of Association of the Company, the Supervisory Board has also proposed to designate the current managing director Mr H. Park as a managing director B of the Company.

Agenda item 6

Remuneration policy of the Management Board

The remuneration policy for the Management Board members is designed two-tier and includes a fixed part consisting of a short-term incentive in the form of a cash payment as well as a long-term variable performance-based incentive in the form of cash bonus, shares or other securities. The underlying performance targets shall be determined and reviewed by the Supervisory Board annually. Based on that review, the Supervisory Board shall have the authority to determine whether the targets have been met under the conditions as set out at the beginning of the year. Further, the Supervisory Board shall have the authority to adjust the short term and long term incentives in order to align the remuneration with the Company's performance, all within the limits of the remuneration policy.

As a temporary situation, the sole managing director has received a monthly base salary of EUR 5.000.- as per his appointment in 2012.

It is proposed to the General Meeting to adopt the remuneration policy for the Management Board.

Agenda item 7

Appointment of Mr G. Schwegler as member of the Supervisory Board



In accordance with Article 20 of the Articles of Association of the Company, the Supervisory Board nominates Mr Schwegler to be appointed as member of the Supervisory Board with effect as of the end of this AGM for a period of four (4) years ending immediately following the AGM in 2017. The term of office of four (4) years is in accordance with the Articles of Association of the Company.

The Supervisory Board nominates Mr Schwegler for appointment as a member of the Supervisory Board of the Company on the basis of his relevant knowledge and wide experience with activities in the industry of mobile applications, online gaming and mobile content.

Mr Schwegler does not hold any shares or rights to subscribe for shares in the Company.

The attachment to these explanatory notes contains the particulars of Mr Schwegler.

Agenda item 8

Appointment of the external auditor

In accordance with Article 31 of the Articles of Association of the Company, it is proposed to appoint Ernst & Young Accountants LLP (Amsterdam office) as the external auditor of the Company for the current financial year ending on 31 December 2013. Ernst & Young Accountants LLP also audited the annual accounts 2012.

Annex re agenda item 7

The Supervisory Board of RNTS Media N.V. has nominated Mr Georg Schwegler to be appointed as member of the Supervisory Board due to his in depth knowledge of and experience in online and mobile markets, and his good network to the industry and to operators in Europe and the USA. Key information on the expertise and background of Mr Schwegler is provided below.

Name: Dr. Georg Schwegler

Date of birth: 20.08.1960

Nationality: German

Education: PhD in Business Administration (1995), University of Cologne

Georg Schwegler is a venture capitalist and consultant. From 2005 to 2013 he was the CEO of T-Venture, the venture capital unit of Deutsche Telekom. Since this time he also is a non executive board member of several T-Venture portfolio companies: Mobilab GmbH, HiProCall Inc., PieDigital Inc. and New Cinterion Wireless Holding GmbH. Before being appointed as CEO of T-Venture he worked as manager of the T-Com Venture Fund. In his time working for Deutsche Telekom he also worked in the areas R&D, Market Analysis and Evaluation as well as Information and Innovation Management. Georg Schwegler currently holds no shares in the capital of RNTS Media N.V.