

Notice of the Annual General Meeting of Shareholders of RNTS Media N.V. to be held on 15 June 2016

RNTS Media N.V. (the **Company**) invites its shareholders to its Annual General Meeting of Shareholders (**AGM**) to be held at the offices of Allen & Overy LLP, Apollolaan 15, 1077 AB Amsterdam, the Netherlands, on 15 June 2016, at 12:00 PM CET (noon). The language of the meeting shall be in English.

The agenda items of the AGM will be as follows:

Agenda

1. Opening and announcements

2. Annual Accounts 2015

- (a) Report by the management board regarding the financial year 2015 (discussion)
- (b) Implementation of the remuneration policy for the management board in the financial year 2015 (discussion)
- (c) Proposal to adopt the 2015 annual accounts (vote)
- (d) Proposal to discharge the management board members from liability (vote)
- (e) Proposal to discharge the supervisory board members from liability (vote)

3. Management Board

- (a) Proposal to appoint Mr Heiner Luntz as management board member A (CFO), for a period of four years ending at the close of the 2020 AGM (vote)
- (b) Proposal to appoint Mr Ziv Elul as management board member B, for a period of four years ending at the close of the 2020 AGM (vote)

4. Supervisory Board

- (a) Proposal to appoint Prof. Dr. Thorsten Grenz as supervisory board member for a period of four years ending at the close of the 2020 AGM (vote)
- (b) Proposal to appoint Mr Jens Schumann as supervisory board member for a period of four years ending at the close of the 2020 AGM (vote)
- (c) Proposal to appoint Dr. Crid Yu as supervisory board member for a period of four years ending at the close of the 2020 AGM (vote)
- (d) Proposal to reappoint Mr Dirk van Daele as supervisory board member (chairman) for a period of four years ending at the close of the 2020 AGM (vote)

5. **Proposal to amend the articles of association of the Company (vote)**
6. **Proposal to amend the RNTS Media N.V. Stock Option Plan (vote)**
7. **Shares**
 - (a) Proposal to authorise the management board to resolve that the Company may acquire its own shares (vote)
 - (b) Proposal to designate the management board as the competent body to issue shares (vote)
 - (c) Proposal to designate the management board as the competent body to restrict or exclude pre-emptive rights upon issuing shares (vote)
 - (d) Proposal to designate the supervisory board as the competent body to grant members of the management board rights to subscribe for shares pursuant to the Stock Option Plan (vote)
 - (e) Proposal to designate the supervisory board as the competent body to restrict or exclude pre-emptive rights with respect to the granting of rights to subscribe for shares under agenda item 7(d) (vote)
8. **Proposal to appoint the external auditor for the financial year 2017 (vote)**
9. **Any other business and close of the meeting**

Meeting documents

The agenda above and the explanatory notes thereto (which include the particulars of Mr Luntz and Mr Elul, Mr Grenz, Mr Schumann, Mr Yu and Mr van Daele), as well as the Annual Report 2015 (which includes the information as referred to in Section 2:392 paragraph 1 of the Dutch Civil Code), the proposal for the amendment of the articles of association and the revised Stock Option Plan are all available free of charge on the Company's website: www.rntsmedia.com.

Record Date

The management board has determined that for this meeting the persons who will be considered as entitled to attend the general meeting, are those holders of shares who on 18 May 2016, after close of trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the **Record Date**), hold those rights and are registered as such in the administrations of their banks and brokers.

Registration to vote

Shareholders are entitled to vote up to the total number of shares that they held at the close of trading at the Record Date, provided they have registered their shares timely.

A confirmation by the bank in which administration the shareholder is registered for the shares must be submitted to the Company, stating that such shares were registered in his/her name at the Record Date. With this confirmation, banks are furthermore requested to include the full address details of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner.

The confirmation must be sent by the shareholder's bank to the Company, not later than on 8 June 2016. A copy of the confirmation may be sent by e-mail to agm@rntsmidia.com. Please send the original confirmation to the address of the Company listed below. The Company will send an acknowledgement of receipt to the shareholder which shall serve as an admission ticket for the AGM.

Voting by Proxy

Notwithstanding the obligation to register for the meeting, the right to attend and to vote at the meeting may be exercised by a holder of a written proxy. A form of a written proxy is available on the Company's website. The written proxy must be received by the Company no later than on 8 June 2016, 17:30 hours CET. The proxy to represent a shareholder may (but needs not) be granted to Ms J.J.C.A. Leemrijse, civil law notary with Allen & Overy LLP, by sending an email with proxy and voting instructions to agm@rntsmidia.com no later than 8 June 2016 at 17:30 hours CET. Please send the original proxy to the address listed below. A copy of the written proxy must be shown at the registration prior to the start of the meeting.

If you intend to instruct your custodian bank for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

Registration and identification at the meeting

Registration for admission to the meeting will take place from 11h00 am hours CET until the commencement of the meeting at 12h00 hours CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

As of 3 May 2016 the issued share capital of the Company amounts to EUR 11,453,333.30, divided into 114,533,333 ordinary shares of EUR 0.10 each.

For further information please see the Company's website www.rntsmidia.com.

All communications to the Company or the management board in connection with the foregoing must be addressed to the Company as follows:

RNTS Media N.V.
attn.: Legal Department
Johannisstrasse 20
10117 Berlin
email: agm@rntsmidia.com

The supervisory board and the management board

Berlin, Germany, 3 May 2016