

PROXY

For the Annual General Meeting of Shareholders (**AGM**) of RNTS Media N.V. 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 undersigned:

(name),

(address),

(postal code and city),

(country),

(the **Shareholder**) acting in his / her / its capacity as holder of

(number)

bearer shares in RNTS Media N.V., hereby grants a proxy to:

A)

(name),

(address),

(postal code and city),

(country),

B) Ms J.J.C.A. Leemrijse, civil law notary with Allen & Overy LLP (or her substitute),

to represent the Shareholder at the AGM and to speak on behalf of the Shareholder and to vote the shares in respect of the items on the agenda for the AGM, in the manner set out below. In case no box is ticked the proxy is deemed to be given to Ms J.J.C.A. Leemrijse (or, as the case may be, her substitute).

No.	Agenda	For	Against	Abstain
1.	Opening and announcements	N.A.	N.A.	N.A.
2.	Annual Accounts 2015	N.A.	N.A.	N.A.
2(a)	Report by the management board regarding the financial year 2015	N.A.	N.A.	N.A.
2(b)	Implementation of the remuneration policy for the management board in the financial year 2015	N.A.	N.A.	N.A.
2(c)	Proposal to adopt the 2015 annual accounts			
2(d)	Proposal to discharge the management board members from liability			
2(e)	Proposal to discharge the supervisory board members from liability			
3.	Management Board	N.A.	N.A.	N.A.
3(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			
3(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			
4.	Supervisory Board	N.A.	N.A.	N.A.
4(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			
4(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			

4(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			
4(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			
5.	Proposal to amend the articles of association of the Company			
6.	Proposal to amend the RNTS Media N.V. Stock Option Plan			
7.	Shares	N.A.	N.A.	N.A.
7(a)	Proposal to authorise the management board to resolve that the Company may acquire its own shares			
7(b)	Proposal to designate the management board as the competent body to issue shares			
7(c)	Proposal to designate the management board as the competent body to restrict or exclude pre-emptive rights upon issuing shares			
7(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			
7(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)			
8.	Proposal to appoint the external auditor for the financial year 2017			
9.	Any other business and close of the meeting	N.A.	N.A.	N.A.



Signed in _____ on _____ 2016.

Signature: _____

This proxy must be received by RNTS Media N.V. no later than on 8 June 2016 at 17:30 hours CET, by e-mail: agm@rntsmidia.com or by mail at the following address:

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

Please send the original copy of the proxy by mail to the address listed above.

Please note that the proxyholder, in order to be admitted to the meeting, shall be required to show at the entrance of the meeting (i) a copy of this proxy plus identification and (ii) the registration statement, delivered in accordance with the requirements set forth in the notice of the meeting.