



Notice of the Extraordinary General Meeting of Shareholders of RNTS Media N.V. to be held on 21 July 2015

RNTS Media N.V. (the **Company**) invites its shareholders to its Extraordinary General Meeting of Shareholders (**EGM**) to be held at the offices of Allen & Overy LLP, Apollolaan 15, 1077 AB Amsterdam, the Netherlands, on 21 July 2015, at 12:00 AM CET. The language of the meeting shall be in English.

The agenda items of the EGM will be as follows:

Agenda

- 1. Opening and announcements**
- 2. Annual Report 2014**
 - (a) Report by the Management Board on the financial year 2014 (discussion)
 - (b) Implementation of the remuneration policy for the Management Board in the financial year 2014 (discussion)
 - (c) Proposal to adopt the annual accounts 2014 (vote)
 - (d) Proposal to discharge the members of the Management Board from liability (vote)
 - (e) Proposal to discharge the members of the Supervisory Board from liability (vote)
- 3. Proposal to authorise the Management Board to resolve that the Company may acquire its own shares (vote)**
- 4. Proposal to appoint the external auditor for the financial years 2015 and 2016 (vote)**
- 5. Any other business and close of the meeting**

Meeting documents

The agenda above and the explanatory notes thereto, as well as the annual accounts 2014 (which include the information as referred to in Section 2:392 paragraph 1 of the Dutch Civil Code) are available free of charge on the Luxembourg Stock Exchange's website: www.bourse.lu and the Company's website: www.rntsmedia.com. The documents are also available for inspection and can be obtained free of charge at the offices of the Company.

Registration to Vote

Holders of bearer shares intending to attend the meeting in person or by proxy are asked to deposit their shares against receipt of a certificate of deposit not later than on 20 July 2015, 17:00 PM CET. The deposit of the bearer shares means that the bearer shares held by the shareholder in his securities account are blocked

from trading, and as such held in deposit by the shareholder's bank until (and including) the date of the EGM. A certificate of deposit must be sent by the shareholder's bank to the registration agent: Anoa Capital S.A., not later than on 20 July 2015. A copy of the certificate of deposit may be sent by e-mail to middleoffice@anoacapital.com. Please send the original certificate of deposit to the address of the registration agent listed below. The registration agent will send an acknowledgement of receipt to the shareholder which shall serve as an admission ticket for the EGM. A form of the certificate of deposit is available at the Company's website and the website of the Luxembourg Stock Exchange and may be sent to the relevant bank.

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 written proxy. A form of a written proxy is available on the Company's website and the website of the Luxembourg Stock Exchange. The written proxy must be received by the registration agent no later than on 14 July 2015. 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 middleoffice@anoacapital.com no later than 14 July 2015 at 17:00 PM 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.

As of 3 July 2015 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.rntsmedia.com.

All communications to the Company or the Management Board in connection with the foregoing must be addressed to the registration agent as follows:

Anoa Capital S.A.
attn.: Middle Office
2-4, Avenue Marie-Thérèse
L-2132 Luxembourg
Fax number +352 26 36 45 21
email: middleoffice@anoacapital.com

The Supervisory Board and the Management Board

Berlin, Germany, 3 July 2015

RNTS Media N.V.
Johannisstrasse 20
10117 Berlin
Germany