



## **Notice of the Annual General Meeting of Shareholders of RNTS Media N.V. to be held on 30 June 2014**

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 Monday 30 June 2014, at 11:00 hours CET in the morning. 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. Report by the Management Board on the financial year 2013 (discussion)
3. Implementation of the remuneration policy in the financial year 2013 (discussion)
4. Proposal to adopt the annual accounts 2013 (vote)
5. Proposal to discharge the members of the Management Board from liability (vote)
6. Proposal to discharge the members of the Supervisory Board from liability (vote)
7. Proposal to revise the remuneration policy of the Management Board (vote)
8. Proposal to appoint and designate members of the Management Board (vote)
  - (a) Appointment of Mr Hyounghoon Han as Managing Director B of the Company
  - (b) Designation of Ms Jai Paik as Managing Director A of the Company
9. Proposals relating to the composition of the Supervisory Board (vote)
  - (a) Accept the resignation of Mr Georg Schwegler as member of the Supervisory Board and grant final release from liability for his supervision of the Company
  - (a) Appointment of Mr Ryan Kavanaugh as member of the Supervisory Board
  - (b) Appointment of Mr Guy Dubois as member of the Supervisory Board

10. Proposals relating to the designation of the Management Board as the competent body to issue shares and to restrict or exclude pre-emptive rights (vote)
  - (a) designation of the Management Board as the competent body to issue shares
  - (b) designation of the Management Board as the competent body to restrict or exclude pre-emptive rights upon issuing shares
11. Proposal to appoint the external auditor for the financial year 2014 (vote)
12. Any other business and close of the meeting

### Meeting documents

The agenda above and the explanatory notes thereto, including the annual accounts 2013 (including the information as referred to in Section 2:392 paragraph 1 of the Dutch Civil Code), the remuneration report 2013 and the new version of the remuneration policy for the Management Board are available free of charge at the Luxembourg Stock Exchange's website: [www.bourse.lu](http://www.bourse.lu) and the Company's website: [www.rntsmedia.com](http://www.rntsmedia.com). The documents are also available for inspection at the offices of the Company.

### Record Date / Registration to Vote

Recognised as persons entitled to attend the meeting will be those persons who hold shares of the Company at 2 June 2014 (the **Record Date**), following the processing of all additions and withdrawals as at the Record Date. The foregoing applies by analogy to usufructuaries of bearer shares if they hold the voting rights to such shares.

Holders of bearer shares intending to attend the meeting in person or by proxy are asked to apply for registration of their shares for attendance from 3 June 2014 to 23 June 2014 via their custodian bank at the registration agent: Anoa Capital S.A., of which the contact details are listed below. The registration application needs to be accompanied by a certification of the relevant custodian bank stating the number of shares held by the shareholder at the Record Date. The registration will be confirmed by a registration statement issued by the registration agent, which will serve as the admission ticket to the meeting.

### 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 at the Company's website and the website of the Luxembourg Stock Exchange. The written proxy must be received by the Management Board no later than 23 June 2014 at 17:00 hours CET. The proxy to represent a shareholder may (but needs not) be granted to Ms Jai Paik, by sending an email with proxy and voting instructions to the registration agent no later than 23 June 2014 at 17:00 hours CET. Please send the original proxy to the address of the registration agent listed below. A copy of the written proxy must be shown at the registration prior to the start of the meeting.

On this 26th day of May 2014 the issued share capital of the Company amounts to EUR 5,653,333.30, divided into 56,533,333 ordinary shares of EUR 0.10 each.



For further information please see the Company's website [www.rntsmidia.com](http://www.rntsmidia.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  
Avenue Marie-Thérèse, L-2132 Luxembourg  
faxnumber +352 26 36 45 21  
email: middleoffice@anoacapital.com.

The Supervisory Board and the Management Board

Berlin, Germany, 26 May 2014

**RNTS Media N.V.**  
**Friedrichstrasse 95**  
**10117 Berlin**  
**Federal Republic of Germany**