

**Explanatory notes to the agenda of the Extraordinary General Meeting of Shareholders (EGM) of RNTS Media N.V. (the Company) to be held on 25 July 2017**

**2. Notice of resignation of members of the management board**

*(a) Resignation of Mr Andreas Bodczek as a member of the Management Board*

Mr Andreas Bodczek has indicated to resign as a member of the Management Board shortly following this EGM. A proposal to grant Mr Bodczek full and final discharge for his acts of management will be tabled at the next annual general meeting of shareholders, where the annual accounts will be presented for adoption.

*(b) Resignation of Mr Heiner Luntz as a member of the Management Board*

Mr Heiner Luntz has indicated to resign as a member of the Management Board shortly following this EGM. A proposal to grant Mr Luntz full and final discharge for his acts of management will be tabled at the next annual general meeting of shareholders, where the annual accounts will be presented for adoption.

**3. Notice of resignation Dr. Crid Yu as a member of the Supervisory Board**

Dr. Crid Yu has indicated to resign as a member of the Supervisory Board as of the moment of his appointment as member of the Management Board, proposed to be resolved upon in this EGM. A proposal to grant Dr. Yu full and final discharge for his acts of supervision will be tabled at the next annual general meeting of shareholders, where the annual accounts will be presented for adoption.

**4. Proposal to appoint members of the Management Board**

*(a) Proposal to appoint Dr. Crid Yu as Chief Operating Officer and managing director B of the Company*

This item will be voted on.

In accordance with Article 13 of the Articles of Association of the Company, the Supervisory Board nominates Dr. Crid Yu to be appointed as member of the Management Board and to serve as Chief Operating Officer of the Company. The remuneration policy for the Management Board (as adopted in the 2013 AGM) shall also apply to Dr. Yu.

Dr. Yu complies with the provisions of Section 2:132a of the Dutch Civil Code limiting the number of supervisory positions that may be held by management board members of certain large companies within the meaning of these provisions.

Dr. Crid Yu is 48 years old and started his digital career at Google, where he spent 8 years building their businesses in China, Southeast Asia and other geographies. At Google he was also an early leader on

developing monetization strategies for YouTube and led a team to launch a new premium ad network. Since 2011, Yu has held several roles in the startup world: among others, he ran strategic partnerships at Buddy Media (sold to Salesforce.com) as well as the North America business for InMobi, the largest independent mobile ad network globally. Prior to his digital career Dr. Yu was a management consultant at McKinsey and Co. He holds a PhD in Electrical Engineering from the University of California, Berkeley. As of 15 June 2016 until now he was a member of the Supervisory Board of the Company.

It is proposed to designate Dr. Yu as Management Board member B and Chief Operating Officer of the Company. The proposed appointment is for a term ending at the close of the Annual General Meeting of shareholders to be held in 2020, which is the third year after the year of the appointment.

The main elements of the management services agreement with Dr. Yu are available in the section "Management Information" on the Company's website: <http://www.rntsmidia.com/governance/>. Dr. Yu will be eligible to participate in the Stock Option Plan following his appointment as a Management Board member.

*(b) Proposal to appoint Mr Yaron Zaltsman as Chief Financial Officer and managing director B of the Company*

This item will be voted on.

In accordance with Article 13 of the Articles of Association of the Company, the Supervisory Board nominates Mr Yaron Zaltsman to be appointed as member of the Management Board and to serve as Chief Financial Officer of the Company. The remuneration policy for the Management Board (as adopted in the 2013 AGM) shall also apply to Mr Zaltsman.

Mr Zaltsman complies with the provisions of Section 2:132a of the Dutch Civil Code limiting the number of supervisory positions that may be held by management board members of certain large companies within the meaning of these provisions.

Mr Yaron Zaltsman is 43 years old and started his career at Deloitte where he used his vast experience in financial, economic and business development consulting and where he mostly worked with Israeli corporations. After that until recently he worked as Chief Financial Officer at ADO Group and ADO Properties SA, publicly listed on the Frankfurt Stock Exchange (ticker symbol: ADJ). Mr Zaltsman has a position as a supervisory director and chairman of the audit committee at Calcalit Jerusalem Ltd. (Israel).

It is proposed to designate Mr Zaltsman as Management Board member B and Chief Financial Officer (CFO) of the Company. The proposed appointment is for a term ending at the close of the annual general meeting of shareholders to be held in 2020, which is the third year after the year of the appointment.

The main elements of the management services agreement with Mr Zaltsman are available in the section "Management Information" on the Company's website: <http://www.rntsmidia.com/governance/>. Mr Zaltsman will be eligible to participate in the Stock Option Plan following his appointment as a Management Board member.

(c) *Proposal to appoint Mr Daniel Sztern as Deputy Chief Executive Officer and managing director B of the Company*

This item will be voted on.

In accordance with Article 13 of the Articles of Association of the Company, the Supervisory Board nominates Mr Daniel Sztern to be appointed as member of the Management Board and to serve as Deputy Chief Executive Officer of the Company. The remuneration policy for the Management Board (as adopted in the 2013 AGM) shall also apply to Mr Sztern.

Mr Sztern complies with the provisions of Section 2:132a of the Dutch Civil Code limiting the number of supervisory positions that may be held by management board members of certain large companies within the meaning of these provisions.

Mr Daniel Sztern is 52 years old and started his career as manager of Deloitte Brightman Almagor Zohar. After that Mr Sztern was Chief Financial Officer for almost 20 years in different private and public companies, including Identify Software Ltd. (Israel) until its successful sale to BMC Software (US). He has been Chief Operating Officer at Inneractive for more than 3 years. He also has a position as a supervisory director and chairman of the compensation committee at Nextcom Ltd., a publicly traded company in Israel.

It is proposed to designate Mr Sztern as Deputy Chief Executive Officer and Management Board member B of the Company. The proposed appointment is for a term ending at the close of the Annual General Meeting of shareholders to be held in 2020, which is the third year after the year of the appointment.

The main elements of the management services agreement with Mr Sztern are available in the section "Management Information" on the Company's website: <http://www.rntsmidia.com/governance/>. Mr Sztern will be eligible to participate in the Stock Option Plan following his appointment as a Management Board member.

**5. Proposal to appoint Mr Ziv Elul as Chief Executive Officer and managing director A instead of director B of the Company**

This item will be voted on.

The Management Board proposes to appoint Mr Ziv Elul, member of the Management Board, in the capacity of Director A instead of Director B, and to appoint him as Chief Executive Officer.