



## PROXY

For the Extraordinary General Meeting of Shareholders (**EGM**) of RNTS Media N.V. to be held at the offices of Allen & Overy LLP, Apollolaan 15, 1077 AB Amsterdam, the Netherlands, on 25 July 2017, at 12:00 PM CET.

### 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 EGM and to speak on behalf of the Shareholder and to vote the shares in respect of the items on the agenda for the EGM, 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).

<b>No.</b>	<b>Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	Opening and announcements	N.A.	N.A.	N.A.
2.	Notice of resignation of members of the Management Board	N.A.	N.A.	N.A.
2(a)	Resignation of Mr Andreas Bodczek as a member of the Management Board	N.A.	N.A.	N.A.
2(b)	Resignation of Mr Heiner Luntz as a member of the Management Board	N.A.	N.A.	N.A.
3.	Notice of resignation Dr. Crid Yu as a member of the Supervisory Board	N.A.	N.A.	N.A.
4.	Proposal to appoint members of the Management Board	N.A.	N.A.	N.A.
4(a)	Proposal to appoint Dr. Crid Yu as Chief Operating Officer and managing director B of the Company for a period of three years, ending at the close of the 2020 AGM			
4(b)	Proposal to appoint Mr Yaron Zaltsman as Chief Financial Officer and managing director B of the Company for a period of three years, ending at the close of the 2020 AGM			
4(c)	Proposal to appoint Mr Daniel Sztern as Deputy Chief Executive Officer and managing director B of the Company for a period of three years, ending at the close of the 2020 AGM			
5.	Proposal to appoint Mr Ziv Elul as Chief Executive Officer and managing director A instead of director B of the Company			
6.	Any other business and close of the meeting	N.A.	N.A.	N.A.



Signed in \_\_\_\_\_ on \_\_\_\_\_ 2017.

Signature: \_\_\_\_\_



This proxy must be received by RNTS Media N.V. no later than on 18 July 2017 at 17:30 hours CET, by e-mail: [agm@rntsmedia.com](mailto:agm@rntsmedia.com) or by mail at the following address:

RNTS Media N.V.  
attn.: Governance Team  
Johannisstrasse 20  
10117 Berlin  
email: [agm@rntsmedia.com](mailto:agm@rntsmedia.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.