

Terms of Service Ziv Elul

Date: June 13, 2017
Subject: Remuneration of Mr Ziv Elul
From: Supervisory Board
Contact: Governance Team governance@rntsmedia.com

To: Extraordinary General Meeting of Shareholders of RNTS Media N.V.

Main Elements of the Management Services Agreement

Pursuant to agenda item 5 of the Extraordinary General Meeting of Shareholders of RNTS Media N.V. ("RNTS" or the "Company") to be held on July 25, 2017, Mr Ziv Elul is nominated as Management Board member A instead of B and as CEO of RNTS.

In accordance with best practice provision II.2.14 of the 2008 Dutch Corporate Governance Code and provision 3.4.2 of the 2016 Dutch Corporate Governance Code – which stipulates that the main elements of the contract of a Management Board member with the company shall be made public after it has been concluded, no later than the date of the notice convening the General Meeting where the appointment of the Management Board member will be proposed – the main elements in the contract of Mr Ziv Elul are given below.

Term of Employment and Termination

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.

Fixed Remuneration

The Executive receives a fixed gross annual salary (including holiday pay) of € 300.000,-- gross per full calendar year.

Variable Remuneration

The Executive is entitled to a yearly variable remuneration payment (Bonus) of gross € 300.000,-- in case of achievement of 100 per cent of the targets set out by the company. In addition the Executive is eligible for a one-time special cash bonus in the amount of up to € 500.000,-- upon fulfilment of certain performance conditions.

Stock Options

The Executive will be granted an option to 3.000.000 Ordinary Shares of RNTS vesting pro rata each quarter over a period of three years. An additional option for an amount of 1.000.000 Ordinary Shares of RNTS will vest subject to specific performance conditions. The further terms and conditions with respect of the options are subject to the RNTS Stock Option Plan and to the Executive's Stock Option Agreement.

Severance

The Executive will be entitled to payment of 12 months base salary / fixed remuneration in case of termination without cause by the Company.

**Further Benefits**

The Executive will retain benefits previously awarded during his time as Chief Executive Officer of Inneractive, Ltd. (Israel), including benefits according to the Israeli provisions of the *“General Approval of the Minister of Labor and Social Welfare Regarding Payments by Employers to a Pension Fund and Insurance Fund in lieu of Severance Pay”*, the Education Fund (*“Keren Hishtalmut”*) short term savings plan, car allowance and membership in the YPO organization.

RNTS Media N.V.

Berlin, June 13, 2017