

## **Notice of the Extraordinary General Meeting of Shareholders of RNTS Media N.V. to be held on 11 April 2017.**

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 11 April 2017, at 12:00 hours 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. Proposal to amend the Articles of Association of the Company**
  - (a) Amendment 1 (vote)**
  - (b) Amendment 2 (vote)**
  - (c) Amendment 3 (vote)**
- 3. Proposal to approve the Stock Option Plan (vote)**
- 4. Supervisory Board**
  - (a) Changes to supervisory board profile (discussion)**
  - (b) Proposal to determine the remuneration for the members of the supervisory board (vote)**
  - (c) Proposal to approve the award of increased compensation to the chairman for duties performed in the financial year 2016 (vote)**
- 5. Proposal to appoint the external auditor for the audit of the Annual Accounts 2016 and the Annual Accounts 2017 (vote)**
- 6. Any other business and close of the meeting**

### **Meeting documents**

The agenda above and the explanatory notes thereto, the proposals for the amendments of the articles of association, the profile for the supervisory board and the Stock Option Plan are all available free of charge on the Company's website: [www.rntsmedia.com](http://www.rntsmedia.com).

## Record Date

The management board has determined that for this meeting the persons who will be considered as entitled to attend the general meeting, are those holders of shares who on 14 March 2017, after close of trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the **Record Date**), hold those rights and are registered as such in the administrations of their banks and brokers.

## Registration to vote

Shareholders are entitled to vote up to the total number of shares that they held at the close of trading at the Record Date, provided they have registered their shares timely.

A confirmation by the bank in which administration the shareholder is registered for the shares must be submitted to the Company, stating that such shares were registered in his/her name at the Record Date. With this confirmation, banks are furthermore requested to include the full address details of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner.

The confirmation must be sent by the shareholder's bank to the Company, not later than on 4 April 2017. A copy of the confirmation may be sent by e-mail to [agm@rntsmidia.com](mailto:agm@rntsmidia.com). Please send the original confirmation to the address of the Company listed below. The Company will send an email confirmation to the shareholder of the registration for the EGM.

## 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 holder of a written proxy. A form of a written proxy is available on the Company's website. The written proxy must be received by the Company no later than on 4 April 2017, 17:30 hours CET. 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 [agm@rntsmidia.com](mailto:agm@rntsmidia.com) no later than 4 April 2017 at 17:30 hours 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.

If you intend to instruct your custodian bank for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

## Registration and identification at the meeting

Registration for admission to the meeting will take place from 11:00 hours CET until the commencement of the meeting at 12:00 hours CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.



As of 27 February 2017 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](http://www.rntsmedia.com).

All communications to the Company or the management board in connection with the foregoing must be addressed to the Company as follows:

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

The supervisory board and the management board

Berlin, Germany, 27 February 2017