

MINUTES of the annual general meeting of shareholders of:
RNTS Media N.V., having its official seat in Amsterdam, the Netherlands (the **Company**),
held in Amsterdam on Monday 30 June 2014 at 11.00 hours CET in the morning.

Chairman : D.K.J. van Daele
Secretary : A. Oly

1. OPENING AND ANNOUNCEMENTS

The Chairman opens the general meeting of shareholders and welcomes all present. The Chairman states that the meeting was convened by a notice that was placed on the websites of the Company and of the Luxembourg stock exchange on 26 May 2014. The complete agenda for the meeting and the explanatory notes thereto, including the particulars of Messrs Han, Kavanaugh and Dubois, 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 have been available on the websites of the Company and of the Luxembourg stock exchange as of the day of the convocation. These documents were also available for inspection at the offices of the Company. The Chairman establishes that the formal requirements provided by Dutch law and the articles of association of the Company for the holding of an annual general meeting of shareholders have been complied with.

The Chairman further states that the issued capital of the Company consists of 56,533,333 ordinary shares with a nominal value of EUR 0.10 each and that the Company does not hold shares in its own capital. According to the attendance list 6 shareholders are represented. Together they are authorised to cast 14,320,000 votes. In respect of the entire issued share capital 25.33% of the share capital of the Company was represented.

The Chairman introduces Mr A. Oly who is requested to prepare the minutes of the proceedings of the meeting. The Chairman informs the meeting that the language of the meeting will be in English. If someone wishes to make a comment or ask a question during the meeting, this person will have to state his name and, if applicable, the name of the shareholder that he is representing, in view of recording the meeting. The Chairman then proceeds to agenda item 2.

2. REPORT BY THE MANAGEMENT BOARD ON THE FINANCIAL YEAR 2013

The Chairman tables the annual report 2013 for discussion.

After the Chairman has established that none of the persons present indicated that he wishes to raise a question about the report, he proceeds to agenda item 3.

3. IMPLEMENTATION OF THE REMUNERATION POLICY IN THE FINANCIAL YEAR 2013

The Chairman informs the general meeting of the remuneration report that is contained in the financial statements on page 111 and the Remuneration Policy Report 2013. The reports

provide details of the remuneration of the members of the Management Board. With reference to the aforementioned reports the Chairman explains that the remuneration of the members of Management Board for the financial year 2013 was in line with the remuneration policy that was adopted by the General Meeting on 28 June 2013 after a proposal that was made by the Supervisory Board.

The Chairman invites the attendees to ask questions in relation to the implementation of the remuneration policy as described in the reports and explains that this is a non-voting item. After noting that none of them wishes to ask questions or make comments in relation to this agenda item, the Chairman proceeds to agenda item 4.

4. PROPOSAL TO ADOPT THE ANNUAL ACCOUNTS 2013

The Chairman tables the proposal to adopt the annual accounts for the financial year that ended on 31 December 2013 as drawn up by the Management Board and approved by the Supervisory Board.

The auditor of the Company, Ernst & Young Accountants LLP (Amsterdam office), audited the annual accounts and issued an unqualified auditor statement (pages 113 and 114 of the financial statements).

The annual accounts 2013 show a loss. Consequently, no profits will be distributed, nor other distributions will be made to the shareholders. The Chairman informs the meeting that the proposal to adopt the annual accounts 2013 includes the proposal of the Management Board to allocate the losses of the Company for the financial year 2013 to the balance sheet position "losses carried forward".

After the Chairman has asked if there are any questions in relation to this agenda item, he proposes to adopt the annual accounts 2013. The Chairman subsequently concludes that all shareholders present or represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted.

The Chairman proceeds to agenda item 5.

5. PROPOSAL TO DISCHARGE THE MEMBERS OF THE MANAGEMENT BOARD FROM LIABILITY

The Chairman informs the meeting on the proposal to release the members of the Management Board from liability for their duties insofar as the exercise of such duties is reflected in the annual accounts 2013 or otherwise disclosed to the General Meeting. Such proposal is made in accordance with article 28.2 of the articles of association of the Company.

Since there are no questions on this agenda item, the Chairman proposes to adopt the resolution to release all the members of the Management Board who have been active in 2013 from liability for their duties insofar as the exercise of such duties is reflected in the annual accounts 2013. The Chairman then concludes that all shareholders present or represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman now proceeds to agenda item 6.

6. PROPOSAL TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD FROM LIABILITY

The Chairman informs the meeting on the proposal to release all the Supervisory Board members who have been active in 2013 from liability for their supervision of the Company insofar as the exercise of such duties is reflected in the annual accounts 2013 or otherwise disclosed to the General Meeting. Such proposal is made in accordance with article 28.2 of the articles of association of the Company.

Since there are no questions on this agenda item, the Chairman proposes to adopt the resolution to release the members of the Supervisory Board from liability for their duties. The Chairman then concludes that all shareholders present or represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to agenda item 7.

7. PROPOSAL TO REVISE THE REMUNERATION POLICY OF THE MANAGEMENT BOARD

The Chairman opens the discussions on this agenda item by referencing to article 12.3 of the Company's articles of association, pursuant to which the Company must have a policy with respect to the remuneration of the Management Board. The Chairman referred to the proposal that was made by the Supervisory Board to the General Meeting to adopt such a remuneration policy which proposal was subsequently adopted at the annual General Meeting of Shareholders that was held on 28 June 2013.

The Chairman explains that the Supervisory Board now proposes to amend the remuneration policy as of the date of this annual General Meeting of Shareholders for the following reasons:

- The remuneration policy for the staff in general and the Management Board in particular is to reflect the introduction of a long-term incentive plan (consisting of a Stock Option Plan). The Chairman adds that the Stock Option Plan is currently being discussed between the members of the Supervisory Board.
- The members of the Management Board and other selected staff members, on the basis of the new remuneration policy, will be offered a fixed compensation and can be offered a performance-based remuneration by the Supervisory Board, subject to a resolution of the General Meeting.

The Chairman announces that a further remuneration policy is under preparation for the members of the Supervisory Board and will be submitted to a next General meeting of shareholders.

After the Chairman has established that none of the shareholders indicated to have any questions or comments in connection to this agenda item, he puts to the vote the proposal to determine the amended remuneration policy of the Management Board in accordance with the proposal that formed part of the meeting documentation that was made available to the shareholders.

Upon verifying that all votes that were cast were in favour of the proposal, the Chairman establishes that the proposal has been adopted unanimously and proceeds to agenda item 8.

8A. APPOINTMENT OF MR HYOUNGHOON HAN AS MANAGING DIRECTOR B OF THE COMPANY

The Chairman introduces the agenda item by explaining that agenda item 8, which item includes proposals with regard to the composition of the Management Board, has been split into items a and b. The Chairman first tables agenda item 8a, being the proposal to appoint Mr Hyounghoon Han as a Managing Director B of the Company. Mr Han has been nominated by the Supervisory Board in accordance with article 13.2 of the articles of association of the Company. The Supervisory Board has nominated Mr Han on the basis of his extensive knowledge of the industry of mobile applications, online gaming and mobile content. The Chairman informs the meeting of the fact that Mr Van Han is 40 years old and was born in Seoul, South Korea. He further notes that Mr Han graduated from Sahmyook University with a degree in Chinese language and literature and that he previously worked for Night Storm Media Co., Ltd. and Chunjae Education, Inc. as a composer and producer for children's media. Mr Han founded Edu & Joy, Inc. in 2005, PLAYBOOKS Co., Ltd. and Big Star Global Co., Ltd. in 2011 and that Mr Han has built his career in the children's content & multi-media business field for the last 15 years.

The Chairman then proposes to adopt the resolution to appoint Mr Han as a Managing Director B of the Company. The Chairman concludes that all represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to agenda item 8b.

8B. DESIGNATION OF MS JAI PAIK AS MANAGING DIRECTOR A OF THE COMPANY

In accordance with article 13.1 of the articles of association of the Company, the Supervisory Board has also proposed that the General Meeting designates the current Managing Director B, Ms Jai Paik, as a Managing Director A of the Company.

The Chairman proposes to the General Meeting to adopt the resolution to designate Ms Jai Paik as a managing director A of the Company. The Chairman concludes that all represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to agenda item 9.

9A. 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

After the Chairman has explained that like the previous agenda item, agenda item 9 has been split into separate items that each relate to the composition of the Supervisory Board, he introduces agenda item 9a. In his introduction the Chairman refers to the Supervisory Board's market update that was published on 10 March 2014. In the market update it was announced that the Supervisory Board had taken note of and accepted the intended resignation of Mr Georg Schwegler from the Supervisory Board and that it would propose to the General Meeting to accept his resignation and to grant a release from liability to Mr Schwegler for his supervision of the Company. In the market update it was further explained that, being engaged in the setup of a business angel investment fund in the same industry, conflicts of interest could come up in the future for Mr Schwegler.

After the Chairman has thanked Mr Schwegler for his involvement with the Company in general and his role within the Supervisory Board in particular, he asks those attending the meeting to take the floor if they should have any comments or questions in relation to this agenda item. After he has established that none of the attendees has any questions or comments, the Chairman opens the vote on this agenda item and notes that all votes casts were in favour of the proposal so that the General Meeting has resolved to accept the resignation of Mr Schwegler and to grant him a final release from liability for his supervision of the Company.

The Chairman continues with agenda item 9b.

9B. APPOINTMENT OF MR RYAN KAVANAUGH AS MEMBER OF THE SUPERVISORY BOARD

The Chairman tables the proposal to appoint Mr Ryan Kavanaugh as a member of the Supervisory Board with effect as of the end of this annual General Meeting of Shareholders for a period of 4 years ending immediately following the annual General Meeting of Shareholders in 2018. The term of office of 4 years is in accordance with article 20.7 of the articles of association of the Company. The Chairman explains that Mr Kavanaugh has been nominated by the Supervisory Board in accordance with article 20 of the articles of association of the Company and that the Supervisory Board has nominated Mr Kavanaugh for appointment as a member of the Supervisory Board on the basis of his relevant knowledge and wide experience with activities in the entertainment industry and in particular in film and television financing, production and distribution; music publishing; sports management and digital media. The Chairman further notifies the meeting of the fact that Mr Kavanaugh is about to publish to the AFM and to the market his share and warrant holdings in the Company. The Chairman furthermore refers to the explanatory notes to the agenda of this meeting which includes the particulars of Mr Kavanaugh.

The Chairman then proposes to appoint Mr Kavanaugh as a member of the Supervisory Board. The Chairman concludes that all shareholders present or represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to part c of this agenda item 9.

9C. APPOINTMENT OF MR GUY DUBOIS AS MEMBER OF THE SUPERVISORY BOARD

The Chairman tables the proposal to appoint Mr Guy Dubois as a member of the Supervisory Board with effect as of the end of this annual General Meeting of Shareholders for a period of 4 years ending immediately following the annual General Meeting of Shareholders in 2018. The term of office of 4 years is in accordance with article 20.7 of the articles of association of the Company. Mr Dubois has been nominated by the Supervisory Board in accordance with article 20 of the articles of association of the Company. The Supervisory Board has nominated Mr Dubois for appointment as a member of the Supervisory Board on the basis of his relevant knowledge and wide experience with activities in different roles in the electronics and advisory services industries. The Chairman further notifies the meeting of the fact that Mr Dubois is about to publish to the AFM and to the market his share and warrant holdings in the Company. The Chairman furthermore refers to the explanatory notes to the agenda of this meeting which includes the particulars of Mr Dubois.

The Chairman then proposes to appoint Mr Dubois as a member of the Supervisory Board. The Chairman concludes that all represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to agenda item 10.

10A. DESIGNATION OF THE MANAGEMENT BOARD AS THE COMPETENT BODY TO ISSUE SHARES

The Chairman tables the proposal to designate the Management Board as the competent body to resolve to issue new shares and to grant rights to subscribe for shares in the capital of the Company for a period of 5 years until 30 June 2019, such in accordance with article 6.2 of the articles of association of the Company. This authority was already granted to the Management Board for a 5 year period as of 28 June 2013. The Management Board would like to confirm this authority for a new period ending on 30 June 2019. The Management Board resolution to issue shares or to grant rights to subscribe for shares will require the approval of the Supervisory Board. The authority of the Management Board to resolve to issue shares and to grant rights to subscribe to shares will be restricted to 30% of the entire issued capital of the Company on a fully diluted basis at the time of the first issuance of shares or the first granting of rights to subscribe for shares under this mandate.

The Chairman proposes to adopt the resolution to designate the Management Board as the competent body to issue shares. The Chairman then concludes that all represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to agenda item 10b.

10B. DESIGNATION OF THE MANAGEMENT BOARD AS THE COMPETENT BODY TO RESTRICT OR EXCLUDE PRE-EMPTIVE RIGHTS UPON ISSUING SHARES

The Chairman informs the meeting on the proposal to designate the Management Board of the Company as the competent body to resolve to exclude or restrict pre-emptive rights of existing shareholders of the Company upon an issuance of shares or a granting of rights to subscribe for shares for a period of 5 years until 30 June 2019, such in accordance with article 7.2 of the articles of association of the Company. This authority was already granted to the Management Board for a 5 year period as of 28 June 2013. The Management Board would like to confirm this authority for a new period ending on 30 June 2019. The Management Board resolution to exclude or restrict pre-emptive rights of shareholders of the Company will require the approval of the Supervisory Board. The authority of the Management Board to exclude or restrict pre-emptive rights of existing shareholders of the Company upon an issuance of shares or a granting of rights to subscribe for shares will be restricted to the shares and rights to subscribe for shares referred to under agenda item 10a.

Since there are no questions on this agenda item, the Chairman proposes to adopt the resolution to designate the Management Board as the competent body to exclude pre-emptive rights. The Chairman then concludes that all represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted. The Chairman then proceeds to agenda item 11.

11. PROPOSAL TO APPOINT THE EXTERNAL AUDITOR FOR THE FINANCIAL YEAR 2014

The Chairman proposes to the meeting in accordance with article 27 of the articles of association of the Company to appoint Ernst & Young Accountants LLP (Amsterdam office) as the external auditor of the Company for the current financial year ending on 31 December 2014. Ernst & Young Accountants LLP also audited the annual accounts 2012 and 2013 and the Company is satisfied with their services.

The Chairman then concludes that all represented at this meeting voted in favour of the resolution and consequently that the resolution was unanimously adopted.

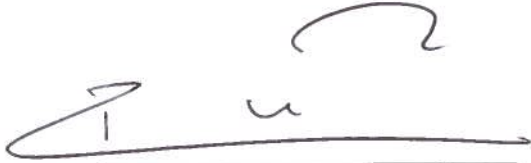
12. ANY OTHER BUSINESS AND CLOSE OF THE MEETING

The Chairman thanks the persons present at the meeting for their contribution to the meeting. Since there are no further comments or questions, the Chairman closes the meeting at 11:44 hours.

A copy of these minutes will be sent to the Management Board in order to enable the Management Board to keep record of the resolutions adopted.


These minutes are adopted on 30 June 2014 by the Chairman and the Secretary of the meeting and as evidence thereof are signed by them.

Chairman:



D.K.J. van Daele

Secretary:



A. Oly