

Notice of the Extraordinary General Meeting of Shareholders of RNTS Media N.V. to be held on 1 April 2015

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 Wednesday 1 April 2015, at 11:00 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

Proposals relating to remuneration in the form of stock options

2. Proposal to approve the terms and conditions of the Stock Option Plan 2014/2015 RNTS Media N.V. (the **Stock Option Plan**) (vote)
3. Proposal to designate the Supervisory Board as the competent body to grant members of the Management Board rights to subscribe for shares pursuant to the Stock Option Plan (vote)
4. Proposal to designate the Supervisory Board as the competent body to restrict or exclude pre-emptive rights with respect to the granting of rights to subscribe for shares under agenda item 3 (vote)

Proposals relating to the issue by the Company of EUR 150,000,000 convertible bonds (the Convertible Bonds)

5. Proposal to designate the Management Board as the competent body to grant rights to subscribe for a maximum of up to 40,000,000 shares pursuant to the Convertible Bonds (vote)
6. Proposal to designate the Management Board as the competent body to restrict or exclude pre-emptive rights with respect to the granting of rights to subscribe for shares under agenda item 5 (vote)

Proposals relating to shares and share capital

7. Proposal to designate the Management Board as the competent body to issue shares (vote)
8. Proposal to designate the Management Board as the competent body to restrict or exclude pre-emptive rights upon issuing shares (vote)

Miscellaneous

9. Any other business and close of the meeting

Meeting documents

The agenda, the explanatory notes thereto and the Stock Option Plan, are available at the Luxembourg Stock Exchange's website: www.bourse.lu, and the Company's website: www.rntsmmedia.com. The documents are also available for inspection and can be obtained free of charge at the offices of the Company.

Registration to Vote

Holders of bearer shares intending to attend the meeting in person or by proxy are asked to deposit their shares against receipt of a certificate of deposit not later than on Tuesday 31 March 2015. The deposit of the bearer shares means that the bearer shares held by the shareholder in his securities account are blocked from trading, and as such held in deposit by the shareholder's bank until (and including) the date of the EGM. A certificate of deposit must be sent by the shareholder's bank to the registration agent: Anoa Capital S.A., not later than on Tuesday 31 March 2015. A copy of the certificate of deposit may be sent by e-mail to middleoffice@anoacapital.com. Please send the original certificate of deposit to the address of the registration agent listed below. The registration agent will send an acknowledgement of receipt to the shareholder which shall serve as an admission ticket for the EGM. A form of the certificate of deposit is available at the Company's website and the website of the Luxembourg Stock Exchange and may be sent to the relevant bank.

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 written proxy. A form of a written proxy is available at the Company's website and the website of the Luxembourg Stock Exchange. The written proxy must be received by the registration agent no later than on Tuesday 31 March 2015. The proxy to represent a shareholder may (but needs not) be granted to Mr Roger van Diepen, by sending an email with proxy and voting instructions to middleoffice@anoacapital.com no later than Tuesday 31 March 2015 at 17:00 hours. Please send the original proxy to the address of the registration agent listed below. A copy of the written proxy must be shown at the registration prior to the start of the meeting.

As of 17 March 2015 the issued share capital of the Company amounts to EUR 11,453,333.30 million, divided into 114,533,333 ordinary shares of EUR 0.10 each.

For further information please see the Company's website www.rntsmmedia.com.

All communications to the Company or the Management Board in connection with the foregoing must be addressed to the registration agent as follows:

Anoa Capital S.A.
attn.: Middle Office
2-4, Avenue Marie-Thérèse
L-2132 Luxembourg
Fax number +352 26 36 45 21
email: middleoffice@anoacapital.com

The Supervisory Board and the Management Board

Berlin, Germany, 17 March 2015

RNTS Media N.V.
Johannisstrasse 20
10117 Berlin
Federal Republic of Germany