



Notice of the Extraordinary General Meeting of Shareholders of RNTS Media N.V. to be held on 23 September 2014

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 23 September 2014, at 11:00 hours CET in the morning. 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. Approval (within the meaning of Section 2:107a of the Dutch Civil Code) of the purchase of Fyber GmbH (formerly named: SponsorPay GmbH) (vote)
3. Amendment of the Articles of Association (vote)
4. Issuance of shares (vote)
 - (a) Issuance of shares against payment in cash and exclusion of pre-emptive rights
 - (b) Issuance of shares to shareholders of Fyber GmbH (formerly named: SponsorPay GmbH) at the charge of the freely distributable reserves and exclusion of pre-emptive rights
5. Appointment members of the Management Board (vote)
 - (a) Appointment of Mr Andreas Bodczek as Managing Director A and Chief Executive Officer
 - (b) Appointment of Mr Janis Zech as Managing Director B
 - (c) Appointment of Mr Se Yol Kim as Managing Director B
6. Authorization of the Management Board to resolve that the Company may acquire its own shares (vote)
7. Any other business and close of the meeting



Meeting documents

The agenda and the explanatory notes thereto, the proposed amendment to the Articles of Association (in Dutch and English), the Shareholders Circular and the details of the proposed Managing Directors are all available free of charge at the Luxembourg Stock Exchange's website: www.bourse.lu and the Company's website: www.rntsmidia.com. The documents are also available for inspection at the offices of the Company.

Record Date / Registration to Vote

Recognised as persons entitled to attend the meeting will be those persons who hold shares in the Company at 26 August 2014 (the **Record Date**), following the processing of all additions and withdrawals as at the Record Date. The foregoing applies by analogy to usufructuaries of bearer shares if they hold the voting rights to such shares.

Holders of bearer shares intending to attend the meeting in person or by proxy are asked to apply for registration of their shares for attendance from 21 August 2014 to 22 September 2014 via their custodian bank at the registration agent: Anoa Capital S.A., of which the contact details are listed below. The registration application needs to be accompanied by a certification of the relevant custodian bank stating the number of shares held by the shareholder at the Record Date. The registration will be confirmed by a registration statement issued by the registration agent, which will serve as the admission ticket to the meeting.

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 22 September 2014 at 17:00 hours CET. The proxy to represent a shareholder may (but needs not) be granted to the Chief Executive Officer, by sending an email with proxy and voting instructions to the registration agent no later than 22 September 2014 at 17:00 hours CET. 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.

On this 18 August 2014 the issued share capital of the Company amounts to EUR 5,653,333.30, divided into 56,533,333 ordinary shares of EUR 0.10 each.

For further information please see the Company's website www.rntsmidia.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
faxnumber +352 36 24 45 21
email: middleoffice@anoacapital.com.

The Supervisory Board and the Management Board

Berlin, Federal Republic of Germany, 18 August 2014

RNTS Media N.V.
Friedrichstrasse 95
10117 Berlin
Federal Republic of Germany