

Notice of the Extraordinary General Meeting of Shareholders of RNTS Media N.V. to be held on 25 July 2017

RNTS Media N.V. (“RNTS” or 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 25 July 2017, at 12:00 PM 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. Notice of resignation of members of the Management Board**
 - (a) Resignation of Mr Andreas Bodczek as a member of the Management Board
 - (b) Resignation of Mr Heiner Luntz as a member of the Management Board
- 3. Notice of resignation Dr. Crid Yu as a member of the Supervisory Board**
- 4. Proposal to appoint members of the Management Board**
 - (a) Proposal to appoint Dr. Crid Yu as Chief Operating Officer and managing director B of the Company for a period of three years, ending at the close of the 2020 AGM (vote)
 - (b) Proposal to appoint Mr Yaron Zaltsman as Chief Financial Officer and managing director B of the Company for a period of three years, ending at the close of the 2020 AGM (vote)
 - (c) Proposal to appoint Mr Daniel Sztern as Deputy Chief Executive Officer and managing director B of the Company for a period of three years, ending at the close of the 2020 AGM (vote)
- 5. Proposal to appoint Mr Ziv Elul as Chief Executive Officer and managing director A instead of director B of the Company (vote)**
- 6. Any other business and close of the meeting**

Meeting documents

The agenda above and the explanatory notes thereto are available free of charge on the Company's website: 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 EGM, are those holders of shares who on **27 June 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 **18 July 2017**. A copy of the confirmation may be sent by e-mail to 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 18 July 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 or her substitute, by sending an email with proxy and voting instructions to agm@rntsmidia.com no later than 18 July 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 AM CET until the commencement of the meeting at 12:00 PM 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 13 June 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.rntsmmedia.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.: Governance Team
Johannisstrasse 20
10117 Berlin
email: agm@rntsmmedia.com

The Supervisory Board and the Management Board

Berlin, Germany, 13 June 2017

RNTS Media N.V.
Johannisstrasse 20
10117 Berlin
Germany