



23 JULY 2015

RNTS MEDIA N.V.

BY-LAWS MANAGEMENT BOARD

Adopted by the Management Board on July 23, 2015

Adopted by the Supervisory Board on July 17, 2015

BY-LAWS MANAGEMENT BOARD

1. SCOPE

- 1.1 The Policy “By-laws Management Board” defines the rules of internal organization of the Management Board of RNTS MEDIA (the “Company”). It is based on the Articles of Association of the Company.
- 1.2 The Policy applies to members of the Supervisory Board, members of the Management Board, Employees, any staff linked by SLA as well as to external service providers of the Company where relevant specific duties may be outsourced, and to all its subsidiaries and branches. They are together referred to as “Relevant persons”.
- 1.3 The Policy shall be updated from time to time to reflect legal and regulatory evolution, as well as changes to the Articles of Association of the Company, and shall be communicated to all Relevant persons.
- 1.4 Unless specifically mentioned and described otherwise, all laws and regulations mentioned in the Policy are laws and regulations of the Netherlands.
- 1.5 All terms spelled in capital letters in the present Policy are defined in the official Glossary of the Company (see document number 90.000 in the Company Manual).

2. Composition; Division of Tasks

- 2.1 The Management Board consists of the number of Management Board members determined by the General Meeting of Shareholders. The members of the Management Board are appointed by the General Meeting of Shareholders. The Supervisory Board nominates one or more candidates for appointment.
- 2.2 The division of tasks within the Management Board is determined (and amended, if necessary) by the Supervisory Board all in accordance with article 14.2 of the Articles of Association. Management Board members especially charged with particular managerial tasks are primarily responsible for the risk control and monitoring of the managerial tasks concerned. The current division of tasks between the Management Board members is set out in **Annex 1**.

3. General Duties and Powers

- 3.1 The Management Board is charged with the day-to-day management of the Company, which means, among other things, that it is responsible for the setting and achieving of the Company's objectives, strategy and the associated risk profile, the ensuing delivery of results and corporate social responsibility issues that are relevant to the Company. The Management Board is accountable for these matters to the Supervisory Board and the General Meeting of Shareholders. The responsibility for the management of the Company is vested collectively in the Management Board.

- 3.2 In performing its duties the Management Board shall act in accordance with the interests of the Company and the business connected with it, taking into consideration the interests of the Company's stakeholders.
- 3.3 The Management Board shall of its own accord and in a timely manner provide the Supervisory Board and its members and Committees with the information needed to function and to discharge their duties properly. The information will as much as possible be provided in writing.
- 3.4 All transactions between the Company and individuals or legal entities who are known to hold at least 10% of the shares in the Company must be agreed on terms that are customary for arm's-length transactions in the branch of business in which the Company and its Subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board.
- 3.5 The Management Board shall perform its activities under the supervision of the Supervisory Board.
- 3.6 The current governance matrix is set out in **Annex 2**.

4. Strategy and Risks

- 4.1 The Management Board shall formulate, record and submit to the Supervisory Board for approval resolutions relating to: (i) the operational and financial objectives of the Company; (ii) the strategy designed to achieve the objectives; (iii) the parameters to be applied in relation to the strategy, for example in respect of the financial ratios; (iv) the corporate social responsibility issues that are relevant to the company; (v) all investments that are outside the scope of on-going business, and in particular, but not only, investments by acquisition of other companies, purchase of real estate; (vi) any issuance of debt instruments or other financial market instruments; and (vii) new policies and changes to existing policies of the Company.
- 4.2 The Management Board shall be responsible for ensuring that the Company has internal risk management and control systems that are suitable for the Company.

5. Financial Reporting; Annual Accounts and Annual Report

- 5.1 The Management Board is responsible for the quality and completeness of publicly disclosed financial reports. The Management Board is responsible for establishing and maintaining internal procedures that ensure that all major financial information is known to the Management Board, so that the timeliness, completeness and accuracy of the external financial reporting are assured. For this purpose the Management Board shall ensure that financial information from business divisions and/or subsidiaries is reported directly to itself and that the integrity of that information is not compromised.
- 5.2 The Management Board shall release the Annual Report and the Annual Accounts within four months of the end of the financial year.

6. Relation with the External Auditor

At least once every four years, the Management Board and the Audit Committee or, if not established, the Supervisory Board shall conduct a thorough assessment of the functioning of the External Auditor within the various entities and in the different capacities in which the External Auditor acts. The main conclusions of this assessment shall be communicated to the General Meeting of Shareholders for the purposes of assessing the nomination for the appointment of the External Auditor.

7. Relation with the Shareholders

7.1 The Management Board and the Supervisory Board shall provide the General Meeting of Shareholders in time with all information that it requires for the exercise of its powers. Any requested information is provided, unless this would be contrary to an overriding interest of the Company. If the Management Board and the Supervisory Board invoke an overriding interest, it shall state the reasons.

7.2 The members of the Management Board shall be present at the General Meeting of Shareholders, unless they are unable to attend and give a power of attorney to another Supervisory or Management board member.

7.3 If a serious private bid is made for a business unit or a participating interest and the value of the bid exceeds the threshold referred to in Section 2:107a paragraph 1(c) of the Dutch Civil Code, and the bid is made public, the Management Board shall, at its earliest convenience, make public its position on the bid and the reasons for this position.

7.4 If one or more shareholders have the intention of requesting that an item be put on the agenda which may lead to a change of strategy of the Company, such as the dismissal of one or more members of the Supervisory Board, the Management Board shall respond to such request within a reasonable period of time (the **response time**). The response time shall not exceed 180 days, calculated as from the date on which the Management Board was informed by one or more shareholders of the intention to put this item on the agenda until the date of the General Meeting of Shareholders at which the item was to be discussed. The Management Board shall use this response time for consultations, constructive negotiations and to explore alternatives, in any case with the shareholders concerned. The Supervisory Board shall supervise this.

7.5 If a takeover bid for (depository receipts for) shares in the Company is being prepared, the Management Board shall ensure that the Supervisory Board is involved timely and closely in the acquisition process.

7.6 If a takeover bid has been announced or made and the Management Board receives a request from a third competing bidder for information regarding the Company, the Management Board shall discuss such request without delay with the Supervisory Board.

8. Relation with Analysts, the Financial Press and Institutional and Other Investors

The Management Board or, where appropriate, the Supervisory Board shall inform all shareholders and other parties in the financial markets equally and simultaneously about matters that may affect the share price. The contacts between the Management Board on

the one hand and press and financial analysts on the other shall be carefully handled and structured and the Company shall not engage in any acts that compromise the independence of analysts in relation to the Company and vice versa. The Management Board will always consult with the Chairman of the Supervisory Board on Investor Relations related matters before taking any decisions.

9. Meetings of the Management Board

9.1 The Management Board shall in principle meet as often as deemed desirable or required for a proper functioning of the Management Board by one or more Management Board members. Meetings of the Management Board shall in principle be held at the office of the Company, but may also be held elsewhere. The CEO may decide to let the meeting take place by telephone or video. Management Board meetings are chaired by the CEO. A Management Board member may be represented at meetings by another Management Board member holding a proxy in writing.

10. Decision-making within the Management Board

10.1 The Management Board members shall endeavour to achieve that resolutions are as much as possible adopted unanimously. Each Management Board member has the right to cast one vote. Where unanimity cannot be reached and the law, the Company's articles of association or these By-Laws do not prescribe a larger majority, all resolutions of the Management Board are adopted by an absolute majority of the votes cast. In the event of a tie, the CEO shall have the deciding vote. At a meeting, the Management Board may only pass resolutions if the majority of the Management Board members then in office are present or represented.

10.2 In general, resolutions of the Management Board are adopted at a Management Board meeting.

10.3 Management Board resolutions, in statements or in meeting minutes, may also be adopted in writing, provided the proposal concerned is submitted to all Management Board members then in office and none of them objects to this form of adoption [and the majority of the members vote in favour of the proposed resolution]. Adoption of resolutions in writing shall be effected by statements in writing from all the Management Board members. A statement from a Management Board member who wishes to abstain from voting on a particular resolution which is adopted in writing must reflect the fact that he does not object to this form of adoption.

11. Conflicts of Interests of Management Board Members

11.1 A Management Board member having a conflict of interests or an interest which may have the appearance of such a conflict of interests (both a (potential) conflict of interests within the meaning of the Dutch Corporate Governance Code) must declare the nature and extent of that interest to the other Management Board members and the Supervisory Board. He may not participate in deliberating or decision-making within the Management Board, if with respect to the matter concerned he has a direct or indirect personal interest that conflicts with the interests of the Company and the business connected with it. A conflict of interest exists in any event, if the Company intends to enter into a transaction with a legal entity: (i)

in which a Management Board member personally has a material financial interest; (ii) which has a management board member who has a relationship family law with a Management Board member; or (iii) in which a Management Board member has a managerial or supervisory position. A conflict of interests exists in any other event if in the situation at hand the Management Board member must be deemed to be unable to serve the interests of the Company and the business connected with it with the required level of integrity and objectivity. If a transaction is proposed in which apart from the Company also an affiliate of the Company has an interest, then the mere fact that a Management Board member holds any office or other function with the affiliate concerned or another affiliate, whether or not it is remunerated, does not mean that a conflict of interests as referred to above, exists.

- 11.2 All transactions in which there are conflicts of interest with Management Board members shall be agreed on terms that are customary for arm's-length transactions in the branch of business in which the Company and its subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interest with Management Board members that are of material significance to the Company and/or the relevant Management Board members require the approval of the Supervisory Board. The aforementioned all with due observance of Article 17 of the Articles of Association.

12. Remuneration of Management Board Members

- 12.1 The remuneration and contractual terms of employment of Management Board members are determined by the Supervisory Board in accordance with the Company's Articles of Association, within the scope of the Remuneration Policy adopted by the General Meeting of Shareholders. The Chairman of the Supervisory Board is responsible to negotiate their compensation package with the individual Management Board members and to make proposals to the Supervisory Board on all compensation and remuneration related matters.
- 12.2 Apart from their remuneration, Management Board members shall be reimbursed for all reasonable costs incurred with the consent of the CEO, or, with respect to the CEO, incurred with the consent of the Chairman of the Supervisory Board.
- 12.3 The Supervisory Board shall have the power to claim back from a Management Board member the variable remuneration component granted on the basis of incorrect (financial) information (*claw back clause*).

13. Outside Positions

- 13.1 A Management Board member may not hold more than two supervisory memberships of companies or large foundations. A Management Board member may not concurrently serve as chairman of the supervisory board or one tier board of a large company or a large foundation.
- 13.2 The acceptance by a Management Board member of membership of the supervisory board of a company requires the approval of the Supervisory Board. Other important positions held by a Management Board member must be notified to the Supervisory Board.

14. Holding and Trading Securities

- 14.1 Any holding of shares or of other securities in the Company by Management Board members is for the purpose of long-term investment (minimum holding period 1 year).
- 14.2 Management Board members are bound to the RNTS Media N.V. Insider Trading Policy regarding securities of the Company and other securities referred to in those regulations. The Regulations on Insider Trading are posted on the Company's website.

15. Confidentiality

- 15.1 No Management Board member shall, during his membership of the Management Board or afterwards, disclose in any way whatsoever to anyone whomsoever any information of a confidential nature regarding the business of the Company and/or any companies in which it holds a stake, that came to his knowledge in the capacity of his work for the Company and any companies in which it holds a stake and which he knows or should know to be of a confidential nature, unless required by law. A Management Board member is allowed to disclose the above information to Management Board members and Supervisory Board members as well as to staff members of the Company and companies in which the Company holds a stake, who, in view of their activities for the Company and companies in which the Company holds a stake, should be informed of the information concerned. A Management Board member shall not in any way whatsoever utilise the information referred to above for his personal benefit.

16. Miscellaneous

- 16.1 **Acceptance by Management Board members.** Anyone who is appointed as a Management Board member must, upon assuming office, declare in writing to the Company that he accepts and agrees to the contents of these By-Laws and pledge to the Company that he will comply with the provisions of these By-Laws.
- 16.2 **Occasional non-compliance.** The Management Board may occasionally decide not to comply with these By-Laws, with due observance of applicable laws and regulations and with the prior formal approval of the Supervisory Board.
- 16.3 **Amendment.** These By-Laws may be amended by the Management Board at any time and without any notification being made, subject only to prior Supervisory Board approval.
- 16.4 **Interpretation.** In the event of lack of clarity or difference of opinion on the interpretation of any provision of these By-Laws, the opinion of the Chairman of the Supervisory Board shall be decisive.

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This internal Policy comes into effect the day of its publication.

ANNEX 1

DIVISION OF TASKS OF THE MANAGEMENT BOARD MEMBERS

Name	Position	Task
A.(Andreas) Bodczek	CEO	[Management of the Company; day-to-day affairs; first point of contact for the Supervisory Board; external communications, among others, with investors]
vacant	CFO	[Financial controlling; regulatory reporting; liquidity management]
H. (Hyoungsoon) Han	Managing Director B	[Day-to-day affairs]
J. (Janis) Zech	Managing Director B	[Day-to-day affairs]

ANNEX 2

GOVERNANCE MATRIX

RNTS Governance Proposal

Current Status	Proposed Approach
<ul style="list-style-type: none"> Formal governance in place through by-laws for Supervisory and Management Board, focused on formal modus operandi at high level, e.g., composition, general duties and powers, voting/decision-making rules Does not clearly regulate where certain decisions are taken / what authorities bodies below supervisory board have; does not stipulate what must come to supervisory board Does not reflect management structure, e.g., management board not directly overseeing subsidiaries 	<ul style="list-style-type: none"> Establishing a governance framework / delegation of authority with clear rules which decisions should be taken at SB, MB and Executive Teams/Boards (ET) of direct subsidiaries Balancing the desire for entrepreneurial freedom and speed with the need to minimize risks / protect the company Reflecting the management structure of the Group; legal boards (e.g., BSG board) will still have to approve after MB / SB approval ET to define delegation of authority within their organization; decisions set out in this document are minimum decisions to be taken by ET MB can define higher thresholds at later stage, i.e. delegate more authority to ET (and equally ET) Sets the rules for any decisions within the ordinary course of business; transactions outside ordinary course/corporate purpose need to go to SB

Decision-Making Authority RNTS Bodies (I/II)

	Supervisory Board RNTS (SB)	Management Board RNTS (MB)	Executive Team Subsidiary (ET)
1 Budget and Strategy	<ul style="list-style-type: none"> Group strategy Approval of annual budgets All acquisitions and JVs (including asset deals) All disposals Strategic Agreements, partnerships >€10m or 10% Group revenues 	<ul style="list-style-type: none"> Subsidiary budgets Entry in new markets All new product decisions leading the company into new fields, e.g. new product launches / significant new product features 	<ul style="list-style-type: none"> Launch of new product features (subject to expenditure)
2 Governance, Legal	<ul style="list-style-type: none"> Any changes to corporate and legal residence, governance etc. of holding Incorporation and closing of subsidiaries Appointment of Group Auditors (subject to GM approval) Key Group policies, e.g. <ul style="list-style-type: none"> Accounting policies Insider trading policies Financial guarantees > €1m Adoption of annual accounts (subject to GM approval) 	<ul style="list-style-type: none"> Change in company name, corporate and legal structure, by-laws, residence, corporate identity of an entity other than the holding Appointment of subsidiary auditors Litigations and legal actions >€100k Any dealings of company with Senior Management >€5k (other than employee compensation) Profit transfer agreements Financial guarantees <€1m 	<ul style="list-style-type: none"> Litigations and legal actions <€100k Delegation of authority to senior management within authority of subsidiary
3 Personnel	<ul style="list-style-type: none"> Appointment MB (subject to GM approval) Compensation policy, incentive schemes (incl. SOP) Compensation Management Board (subject to GM approval) Initiation or change of collective bonus or pension schemes 	<ul style="list-style-type: none"> Appointment and compensation of ET Appointment of MDs for subsidiaries All non-ordinary contracts and bonuses at subsidiary level with values >€100k All non-budgeted appointments Entering or modifying collective bargaining agreements 	<ul style="list-style-type: none"> Appointment and compensation of non-ET subsidiary employees

Decision-Making Authority RNTS Bodies (II/II)

	Supervisory Board RNTS (SB)	Management Board RNTS (MB)	Executive Team Subsidiary (ET)
4 Commercial Agreements	<ul style="list-style-type: none"> Commercial agreements >€10m / 10% gross revenues Group All contracts with prepayments or financial commitments, performance guarantees and/or penalties >€5m 	<ul style="list-style-type: none"> Approval of General Terms of Sales (GTS) for subsidiaries All contracts >€1m Fyber / BSG >€250k annual value or length / notice period > 1 year All contracts with prepayments or financial commitments, performance guarantees and/or penalties Contracts with liability >€500k / €100k 	<ul style="list-style-type: none"> All contracts with >€500k (Fyber) / >€100k (BSG) annual contract value Material deviations from liability / payment terms of GTS (CEO: minor deviations from GTS) Every contract with liability >€200k (Fyber) / >€50k (BSG)
5 Expenditures	<ul style="list-style-type: none"> Unbudgeted Opex: >€1m Capex (incl. IT development projects, land and buildings) <ul style="list-style-type: none"> Budgeted capex >€5m Unbudgeted Capex >€1m Purchase of any land or buildings 	<ul style="list-style-type: none"> Opex <ul style="list-style-type: none"> Budgeted Opex: >€250k pa (Fyber) / >€50k (BSG) Unbudgeted Opex: >€50k pa (Fyber) / >€10k (BSG) Capex (incl. IT development projects): >€50k pa (Fyber) / >€10k pa (BSG) Lease/sales-leaseback agreements > 1 year Asset disposal with book value >€10k 	<ul style="list-style-type: none"> Opex <ul style="list-style-type: none"> Budgeted Opex: >€50k pa (Fyber) / >€10k (BSG) Unbudgeted Opex >€10k (Fyber) / >€1k (BSG) Capex (incl. IT development projects): <€50k pa (Fyber) / <€10k pa (BSG)
6 Financing	<ul style="list-style-type: none"> Any borrowing >€5m, any capital market issuance (equity, debt) Any intercompany loans >€5m Hedging policies 	<ul style="list-style-type: none"> All borrowings/loans <€5m Any intercompany loans >€100k Factoring agreements Any loans to third parties Deposits >€1m or non-A-rated banks Any commitment with no secured financing in place Any hedging or other derivative agreement Asset pledges and other collaterals (incl. covenants) 	<ul style="list-style-type: none"> Supplier financing up to €1m in aggregate, e.g. extended payment terms (but not borrowings) Deposits <€1m at A-rated banks Cash planning of subsidiary and formulation of associated financing needs