

Main Elements in the Contract of Mr Ziv Elul

Date May 3, 2016
Subject Remuneration of Mr Ziv Elul
From Board of Supervisory Directors
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To: Annual General Meeting of Shareholders of RNTS Media N.V.

Main Elements in the Contract of Mr Ziv Elul

Agenda Item 3 (b) of the Annual General Meeting of Shareholders of RNTS Media N.V. to be held on June 15, 2016, includes an announcement by the Board of Supervisory Directors of RNTS Media N.V. concerning plans to appoint Mr Ziv Elul (the Executive) as a member of the Management Board of RNTS Media N.V. effective June 15, 2016.

In accordance with best practice provision II.2.14 of the Corporate Governance Code – which stipulates that the main elements of the contract of an Management Board member with the company shall be made public after it has been concluded, no later than the date of the notice convening the general meeting where the appointment of the Management Board member will be proposed – the main elements in the contract of Mr Ziv Elul are given below.

Term of Employment and Termination

Mr Elul has an employment agreement with Inneractive Ltd., the term of the agreement commenced on March 31, 2016 for an indefinite period. The contractual relationship may be terminated with a notice period of six months.

Fixed Remuneration

Mr Elul receives a fixed gross annual salary (including holiday pay) of NIS 780.000,-- (ca. € 183.481,--) gross per full calendar year.

Variable Remuneration

Mr Elul is entitled to a yearly variable remuneration payment (bonus) of gross NIS 390.000,-- (ca. € 91.756,--) in case of achievement of 100 per cent of the targets set out by the company.

Stock Options

Mr Elul shall be granted an option to purchase up to 450.000 Ordinary Shares of RNTS subject to any dilution (the Options). The further terms and conditions with respect of the Options are subject to the RNTS Stock Option Plan and to the Executive's Stock Option Agreement.

Pension and Severance

Pension and Severance will be paid according to the Israeli provisions of the "General Approval of the Minister of Labor and Social Welfare Regarding Payments by Employers to a Pension Fund and Insurance Fund in lieu of Severance Pay",



which was issued in accordance with the Israeli Severance Pay Law, 1963. The company pays an amount equal to $8\frac{1}{3}$ % of the Executive's gross monthly salary for severance accrual and an amount equal to 6 % of the Executive's gross monthly salary for pension accrual into a Pension Fund, for each month of Executive's employment.

Savings Plan

Mr Elul is entitled to an Education Fund ("Keren Hishtalmut") short term savings plan. The company pays an amount equal to $7\frac{1}{2}$ % of the Executive's gross monthly salary for such savings plan, for each month of Executive's employment.

Car Allowance

Mr Elul is entitled to a car allowance of up to an annual gross amount of NIS 78.000,- - (ca. € 18.311,--).

Membership Allowances

The Company reimburses the fees related to the membership of Mr Elul in the YPO organization up to the amount of USD 7.000,-- (ca. € 6.115,--) per year.

RNTS N.V.
Berlin, May 3, 2016