

To shareholders listed  
in the register of shareholders

Søborg 24 February 2014

## **Notice convening the Annual General Meeting of North Media A/S**

This is to convene the Annual General Meeting of North Media A/S, Central Business Registration number 66 59 01 19.

The Annual General Meeting will be held at:

**Ingeniørforeningens Mødeceter A/S  
Kalvebod Brygge 31-33  
DK-1780 Copenhagen V**

**Friday, 28 March 2014 at 3.00 p.m.**

Pursuant to Article 8.2 of the Articles of Association, the agenda is as follows:

1. Presentation of management's commentary for the past year.
2. Presentation of the audited Annual Report and resolution to adopt the Annual Report.
3. Resolution to grant discharge to the members of the Board of Directors and the Executive Board.
4. Resolution on appropriation of profit or covering of loss according to the adopted Annual Report.
5. Proposals from the Board of Directors and any proposals from the shareholders.  
Proposals have not been received for consideration at the Annual General Meeting.
6. Election of members to the Board of Directors.  
The Board of Directors proposes re-election of the present Board:  
  
Richard Bunck, Peter Rasztar, Steen Gede and Ulrik Holsted-Sandgreen.  
  
Information on the background and skills of the candidates running for re-election, can be found on page 108 and 109 of the Annual Report for 2013.
7. Appointment of auditors.  
The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-appointed.
8. Any other business.

### Majority requirement

Adoption of proposals under the agenda item 2-4 and item 6-7 requires that proposals be adopted by a simple majority vote, see Companies Act § 105.

### Information about registration for and attending the Annual General Meeting

On Monday 24 February 2014, the following information regarding the Annual General Meeting will be announced on [www.northmedia.dk](http://www.northmedia.dk):

- 1) This notice convening the meeting with the agenda for the Annual General Meeting and the complete proposals and the total number of shares and voting rights as at the date of the notice
- 2) The documents to be presented at the Annual General Meeting including the Annual Report 2013
- 3) Registration form, proxy form and postal vote form.

All documents may be downloaded from [www.northmedia.dk](http://www.northmedia.dk).

If so requested in writing to North Media A/S, Gladsaxe Møllevvej 28, 2860 Søborg, Attn: Investor relations or e-mail: [investor@northmedia.dk](mailto:investor@northmedia.dk), the above documents will also be sent by ordinary mail.

A shareholder's entitlement to attend and vote at the Annual General Meeting is determined on the basis of the shares held by the shareholder at **the registration date** one week prior to the Annual General Meeting. Accordingly, the shareholder must be registered as a shareholder no later than **Friday 21 March 2014**.

Shareholders are entitled to ask questions to the Board of Directors as well as Management during the Annual General Meeting.

You may **request admission cards/give proxy** to the Annual General Meeting electronically via the Investor Portal at [www.northmedia.dk](http://www.northmedia.dk) by using your account number and password/Nem-ID. You will receive an instant confirmation of your registration. You may also choose to download the forms from [www.northmedia.dk](http://www.northmedia.dk), complete them and send them by mail. Irrespective of the medium used, your request/proxy must reach Computershare A/S by **Monday 24 March 2014, at 11.59 p.m.**

Prior to the date of the Annual General Meeting, the admission cards requested will be sent to the address registered in North Media A/S' register of shareholders.

Shareholders are entitled to vote by proxy and to attend the Annual General Meeting together with an advisor.

If you want to **vote by mail** you may do so electronically via the Investor Portal or by downloading the postal vote form from [www.northmedia.dk](http://www.northmedia.dk). The form must be completed, dated and signed. Irrespective of the medium used, your postal vote must reach Computershare A/S by **Thursday 27 March 2014, at 10.00 a.m.** Please note that you cannot revoke a postal vote.

North Media A/S' total **share capital** is DKK 100,275,000 nominal and is divided into shares of a nominal value of DKK 5 each, each share entitling the holder to **one vote**.

Yours faithfully  
**North Media A/S**

Richard Bunck  
Chairman of the Board of Directors