

To shareholders listed
in the register of shareholders

Søborg 23 February 2015

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, 27 March 2015 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. Proposal from the Board of Directors on authorising the Board of Directors to acquire treasury shares. The Board of Directors proposes that it be authorised by the Annual General Meeting to allow the Company to regularly acquire treasury shares up to an aggregate amount of 15% of the share capital in accordance with applicable law, provided that the acquisition is made at the market price in force at the time of purchase with a variance of plus or minus 5%. The authorisation is granted for a five-year period ending on 26 March 2020.
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 112 and 113 of the Annual Report for 2014.
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

From Monday, 23 February 2015, the following information relating to the Annual General Meeting will be available at 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 2014
- 3) Registration form, proxy form and postal vote form.

All documents may be downloaded from 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, 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. By Friday 20 March 2015, accordingly, the shareholder must be listed in the register of shareholders as a shareholder, or at this date have given due notice in this respect with a view to being added to the register of shareholders.

Shareholders are entitled to ask questions to the Board of Directors as well as Management during the Annual General Meeting. Please submit any questions to the agenda by email to investor@northmedia.dk.

You may **request admission cards/give proxy** to the Annual General Meeting electronically via the Investor Portal at 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, complete them and send them by mail. Irrespective of the medium used, your request/proxy must reach Computershare A/S by **Monday 23 March 2015, 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. The form must be completed, dated and signed. Irrespective of the medium used, your postal vote must reach Computershare A/S by **Thursday 26 March 2015, 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