

To shareholders listed
in the register of shareholders

Søborg 1 March 2017

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

Friday, 31 March 2017 at 3.00 p.m.

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

1. Presentation of the management 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.
Change in the Articles of Association: Article 4.1 concerning the Board of Directors' authorisation to increase the company capital one or several times by up to DKK 25,000,000.00 being extended until 31 March 2022 due to the fact that the authorisation expires on 9 March 2017. Revised Articles of Association as proposed by the Board of Directors are downloadable from the company's website www.northmedia.dk.
6. Election of members to the Board of Directors.
The Board of Directors proposes re-election of the present Board:
Richard Bunck, Peter Raszta, Steen Gede and Ulrik Holsted-Sandgreen.

Information on the background and skills of the candidates running for re-election, can be found on pages 104 and 105 of the Annual Report for 2016.
7. Appointment of auditors.
The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-appointed. This proposal is consistent with the recommendation of the Audit Committee and is not influenced by any third parties.
8. Any other business.

Majority requirement

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

For the motion tabled under item 5 of the agenda to be adopted, such motion must be adopted by a majority of votes of two-thirds of votes cast as well as of the voting share capital represented at the Annual General Meeting.

Information about registration for and attending the Annual General Meeting

From Wednesday, 1 March 2017, 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 2016
- 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 Møllevej 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, 24 March 2017**, 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 e-mail to investor@northmedia.dk or 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, 27 March 2017, at 11.59 p.m.**

Admission cards requested will be handed out at the entry point of the Annual General Meeting. Please note that admission cards will no longer be sent by ordinary mail.

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, 30 March 2017, 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