

Eastern European Media Holdings S.A.
5-11, avenue Gaston Diderich, L - 1420 Luxembourg
registered with the R.C.S Luxembourg B 159867
Website: www.easterneuropeanmedia.com
email: eebh@outlook.com
The ("Company")

**NOTICE OF THE ANNUAL ORDINARY GENERAL MEETING AND OF AN
EXTRAORDINARY GENERAL MEETING OF THE COMPANY.
(THE "MEETINGS")**

NOTICE IS HEREBY GIVEN THAT:

- I) The Annual Ordinary General Meeting of the Company will be held on November 14, 2019 at 9 am (CET) at 1A, rue Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg, to consider and if thought fit pass the following resolutions of the Company:**

AGENDA

1. To acknowledge and approve the postponement of the date of the annual ordinary general meeting of the shareholders for the approval of the Company Financial Statements for the period ended 31 July 2019 and to give release to the Board of directors with this regard;
2. To receive and consider the reports of the directors and of the *commissaire aux comptes* on the Company financial statements respectively for the period ended 31 July 2019;
3. To approve the Company Financial Statements for the period ended 31 July 2019 and to allocate the profit for the year to the Retained Earnings account in the Company's books;
4. To give discharge to the directors and to the *commissaire aux comptes* for the period ended 31 July 2019; and
5. Miscellaneous.

- II) The Annual Ordinary General Meeting will be followed by an extraordinary General Meeting of the Company to be held on November 14, 2019, at 10am (CET) before Maître Henri Beck, public notary, or failing him, before any other public notary, at 1A, rue Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg, to consider and if thought fit pass the following resolutions of the Company:**

AGENDA

1. Resolve on the anticipated dissolution of the Company;
2. Put the Company into liquidation;
3. Appoint Mr. Martin Johnston, as liquidator of the Company;
4. Grant to the liquidator the broadest powers foreseen by articles 1100-4 to 1100-10 of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time; and
5. Miscellaneous.

By order of the Board

Martin Johnston, Director
25 October 2019

Notes:

(1) Holders of ordinary shares in the Company are entitled to attend and vote at the Meetings. A member entitled to attend and vote at the Meetings is entitled to appoint one or more proxies to attend, speak and vote at the Meetings in his/her place. A form of proxy is attached to this notice for use at the Meetings. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member, and each such proxy must attend in person. The form of proxy must specify the number of shares in respect of which the proxy is appointed. To appoint more than one proxy you may copy the form of proxy which is attached to this notice for use at the Meetings and you should indicate, by ticking the box provided, if the proxy instruction is one of multiple instructions given. All forms must be signed and returned together in the same envelope. A proxy need not also be a member.

(2) To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority), must be lodged with the Registrar, Content Ventures Television Limited, Cawdor House, Knowle Park, Mayfield TN20 6DY, no later than 18.00 on 12 November 2019. (or in the case of an adjourned Meetings, not less than 48 hours before the time appointed for that adjourned Meetings), or in the case of a poll taken otherwise than at, or on the same day as, the Annual General Meeting or any adjourned Meetings, not less than 24 hours before the time appointed for taking the poll.

(3) Completing and returning a form of proxy will not prevent a member from attending in person at the Meetings and voting, should he/she so wish.

(4) A corporation that is a member may authorise a person to act as its representative at the Meetings convened by this notice. That person may exercise the same powers on the corporation's behalf as the corporation could exercise if it were an individual member.

(5) A corporation that is a member may authorise more than one person to act as its representatives at the Meetings convened by this notice. Each person may exercise the same powers on the corporation's behalf as the corporation could exercise if it were an individual member. Where more than one of those persons purport to exercise such a power:

- (a) if they purport to exercise the power in the same way, the power is treated as exercised in that way and**
- (b) if they do not purport to exercise the power in the same way, the power is treated as not exercised.**

Consequently, if a corporation wishes those persons to be able to exercise a power differently, it should instead appoint them as proxies.

(6) No business, other than the appointment of a chairman to the Meetings, shall be transacted at the Meetings unless a quorum is present at the time at which the Meetings proceeds to business. Two qualifying persons are a quorum unless those persons are only qualifying persons because (i) they are each authorised to act as the representative of a corporation, and they are representative of the same corporation and (ii) they are each appointed as a proxy of a member, and they are proxies of the same member. A "qualifying person" is an individual who is a member, any person authorised to act as a representative of a member (being a corporation) at the Meetings or a person appointed as proxy of a member in relation to the Meetings.

(7) Copies of the reports of the directors and of the *commissaire au comptes* and of the financial statements for the year will from 31 July 2019 be:

- Available at the registered office of the Company
- Available as pdf files on the Company's website (www.easterneuropeanmedia.com)
- Available as hard copies on request (by email to eehm@outlook.com)