

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

NOTICE OF THE GENERAL MEETINGS OF THE COMPANY.
(THE “MEETINGS”)

NOTICE IS HEREBY GIVEN THAT:

- I) A General Meeting of the Company will be held on 2 July 2020 at 10 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. Acknowledge the report prepared by the liquidator of the Company (the “**Report**”) and the supporting liquidation accounts (the “**Liquidation Closing Accounts**”);
2. Appoint DMS & Associés, as auditor to the liquidation, to examine the Report and the Liquidation Closing Accounts and to submit a report on the execution of the Liquidator’s work (the “**Liquidation Auditor’s Report**”);
3. Resolve to hold under private seal on 17 July 2020 the next general meeting of shareholders which will close the liquidation on the basis of the following agenda:
 1. Approval of the Report and the Liquidation Closing Accounts;
 2. Approval of the Liquidation Auditor’s Report (Subject to the condition precedent that DMS & Associés has been appointed as auditor to the liquidation at the first general meeting);
 3. Discharge to the Liquidator and to the Liquidation Auditor;
 4. Decision to store the Company’s accounting books and documents;
 5. Decision to deposit in escrow the sums and assets due to creditors or to the shareholders, if any, which it has not been possible to deliver to them;
 6. Discharge to the directors of the Company;
 7. Closing of the liquidation; and
 8. Miscellaneous.

- II) A General Meeting of the Company will be held on 17 July 2020 at 10 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. Approval of the Report and the Liquidation Closing Accounts;
2. Approval of the Liquidation Auditor’s Report (Subject to the condition precedent that DMS & Associés has been appointed as auditor to the liquidation at the first general meeting);
3. Discharge to the Liquidator and to the Liquidation Auditor;
4. Decision to store the Company’s accounting books and documents at the registered office of Content Ventures Television Limited;
5. Decision to deposit in escrow the sums and assets due to creditors or to the shareholders, if any, which it has not been possible to deliver to them with Content Ventures Television Limited;
6. Discharge to the directors of the Company;
7. Closing of the liquidation; and
8. Miscellaneous.

Martin Johnston, Liquidator
16 June 2020

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 6.00pm (CET) on 1 July 2020 (or in the case of an adjourned Meeting, 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 relevant General Meeting or any adjourned Meeting, 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 proceed 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 Report, the Liquidation Closing Accounts and (when available subsequent to the 2 July 2020 meeting), the Liquidation Auditor's Report will 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 eemh@outlook.com)