



ROULARTA MEDIA GROUP
 Public Limited Company
 Meiboomlaan 33, 8800 B-Roeselare
 Ghent, department Kortrijk Register of Companies
 VAT BE 0434.278.896

! ONLY DUTCH POWER OF ATTORNEY FORMS ARE VALID !

Dutch power of attorney forms are the only ones that are officially accepted.
 Our foreign shareholders will be given an English or French translation for comprehensive reasons.
 However, French or English power of attorney forms will not be accepted on the general assembly.

Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or account-holders in the name and for the account of several shareholders have to specify: the identity of each individual shareholder, the identity of the proxy holder(s) and, for each individual shareholder, the number of shares the proxy holder will be voting with.

POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING DD. 19 MAY 2015

The undersigned (name, first name/corporate name, corporate form)

.....

residing at

.....

or

with registered office at

.....

in accordance with its articles of incorporation duly represented by (name, first name):

.....

holder of (number) shares of Roularta Media Group NV, with registered office at 8800 Roeselare, Meiboomlaan 33, hereby appoints as authorised representative (name, first name):

..... residing at

(address)

.....

in order to represent him/her as shareholder at the extraordinary general meeting of the above named company, which shall be held at the registered office of the company on May 19, 2015 at 11.00 a.m.



In accordance with Article 548 of the Companies Code, a request is made for instructions for exercising the voting rights concerning the various items of the agenda. In the absence of instructions from the shareholder, the authorised representative will be free to vote on the proposed items on the agenda.

Agenda and motions for the extraordinary general meeting:

1. Reading of the report pursuant to Article 633 of the Companies Code and decision on whether to continue the activities of the company.

Motion: the net assets of the company have fallen to below half of the company capital. The board of directors has therefore prepared a special report as required by Article 633 of the Companies Code. The extraordinary general meeting takes note of the report and the measures proposed therein for restoring the financial situation of the company and resolves to continue the activities of the company.

APPROVAL REJECTION ABSTENTION

2. The implementation of a formal capital reduction in an amount of EUR 123, 225,000 in order to clear a part of the losses carried forward as a result of the sale of the French operations as established in the financial statements as at 31 December 2014.

Motion: the extraordinary general meeting decides to clear a portion of the losses carried forward as set out in the annual accounts as at 31 December 2014 by a formal capital reduction of EUR 123,225,000. In this way the company capital is reduced from EUR 203,225,000 to EUR 80,000,000.

The extraordinary general meeting resolves that the capital reduction will be effected without reducing the number of shares issued by the company and that the capital reduction will be borne equally by each of the existing shares. An amount of 7,858,344.45 euros of the capital reduction will be charged against the already taxed capital reserves and the balance of 115,366,655.55 euros against the paid-in capital. Following the capital reduction, each share will represent the same fraction of the share capital.

APPROVAL REJECTION ABSTENTION

3. Amendment of the Articles of Association to bring them into line with the aforementioned capital reduction:

Motion:

- As a result of the capital reduction, the text of Article 5 of the Articles of Association is replaced by the following text:

"The issued capital is set at eighty million euros (EUR 80,000,000.00), represented by thirteen million one hundred and forty-one thousand, one hundred twenty-three (13,141,123) shares with no stated par value, each representing one/thirteen million one hundred and forty-one thousand one hundred and twenty-third part of the company's assets, and including four million seven hundred and thirty thousand two hundred and forty-six (4,730,246) shares having a VVPR character."

APPROVAL REJECTION ABSTENTION

- Following the capital reduction, in Article 1 concerning the authorized capital included in the transitional provisions of the Articles of Association, the amount of the authorized capital is replaced by "eighty million euros (EUR 80,000,000.00)".

APPROVAL REJECTION ABSTENTION

4. Utilization of the surplus legal reserve to clear a portion of the losses carried forward.

Motion: the extraordinary general meeting resolves to apply also the surplus legal reserve amounting to 7,369,700 euros to the clearing of a portion of the losses carried forward as established in the annual accounts as at 31 December 2014. By this resolution, the legal reserve is reduced from 15,369,700 euros to 8,000,000 euros.

APPROVAL REJECTION ABSTENTION



5. Resolution to renew the authority of the board of directors to buy the company's own shares, should it be necessary to acquire them to forestall imminent serious detriment to the company.

This authority is to be valid for a period of three years as from the announcement of this authority in the Belgian State Gazette.

Motion:

In accordance with article 620 of the Companies' Code the board of directors is authorised to have the company acquire its own shares, profit-sharing bonds or certificates should it be necessary to acquire them to forestall imminent serious detriment to the company. This authority is to be valid for a period of three years as from the announcement of this authority by the general meeting held on 19 May two thousand and fifteen in the Belgian State Gazette.

APPROVAL

REJECTION

ABSTENTION

- To participate in all deliberations;
- To participate on behalf of the undersigned in a vote on all items of the agenda;
- To sign all deeds, minutes and other documents relating to this meeting;
- In general do everything which should appear necessary or useful for the implementation of this power of attorney, with promise of confirmation.

Signed at, on 2015

(Signature must be preceded by the written expression 'proxy granted'.)