

The shareholders of Roularta Media Group NV are invited to the general meeting, which will be held on **Tuesday, 15 May 2018 at 11.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

Agenda and motions for the general meeting:

1. Reading of the annual report with the corporate governance declaration of the board of directors.
2. Reading of the statutory auditor's report.
3. Deliberation and approval of the annual accounts at 31 December 2017 and appropriation of the profit.
Motion: the general meeting approves the annual accounts at 31 December 2017, including the motion by the board of directors not to pay out a dividend.
4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2017.
5. Granting of discharge to the directors and the auditor.
Motion: the general meeting votes separately on a resolution to grant discharge to the directors and the statutory auditor in respect of the exercise of their duties in the 2017 financial year.
6. Approval of the remuneration report.
Motion: the general meeting approves the remuneration report for the financial year 2017.
7. Resignation and appointment directors: the terms of office of the following directors expire at the general meeting of 15 May 2018: Mr Hendrik De Nolf; Comm.VA Koinon, represented by its permanent representative, Mr Xavier Bouckaert; NV Cennini Holding, represented by its permanent representative, Mr Joris Claeys; Ms Lieve Claeys; BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bikkers; NV Invest at Value, represented by its permanent representative, Mr Koenraad Dejonckheere and SPRL Mandatum, represented by its permanent representative, Mr Marc Verhamme.
Motion: on the advice of the appointments and remuneration committee the board of directors recommends to:
 - reappoint Mr Hendrik De Nolf as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021;
 - reappoint Comm.VA Koinon, represented by its permanent representative, Mr Xavier Bouckaert, as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021;
 - reappoint NV Cennini Holding, represented by its permanent representative, Mr Joris Claeys, as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021;
 - reappoint Ms Lieve Claeys as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021;
 - reappoint BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bikkers, as an independent director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021;
 - reappoint SPRL Mandatum, represented by its permanent representative, Mr Marc Verhamme, as an independent director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021;
 - reappoint NV Invest at Value, represented by its permanent representative, Mr Koenraad Dejonckheere, as an independent director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2021.The directors BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bikkers, SPRL Mandatum, represented by its permanent representative, Mr Marc Verhamme and NV Invest at Value, represented by its permanent representative, Mr Koenraad Dejonckheere meet the requisite independence criteria of Article 526ter of the Companies Code.
8. Remuneration board of directors.
Motion: the general meeting approved the proposed remuneration of the board of directors for the 2018 financial year, consisting of:
 - a fixed remuneration of EUR 100,000 for the chairman of the board of directors, Mr Hendrik De Nolf;
 - a fixed remuneration of EUR 50,000 for the vice-chairman of the board of directors, SPRL Mandatum, represented by its permanent representative, Mr Marc Verhamme;
 - a fixed remuneration of EUR 100,000 for the executive director, Comm.VA Koinon, represented by its permanent representative, Mr Xavier Bouckaert;
 - for the other members a fixed remuneration of EUR 10,000, plus a fee of EUR 2,500 per meeting of the board of directors; for the members of the board committees (the audit committee and the appointments and remuneration committee) an additional fee of EUR 2,500 per session. The chairman of the audit committee will receive an additional fee of EUR 5,000 per meeting.
9. Reappointment of the auditor.
Motion: on the recommendation of the board of directors, advised by the audit committee and after approval by the works council, the general meeting decides to reappoint Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA, with its registered office at 1930 Zaventem, Luchthaven Nationaal 1 J, Gateway Building, and with Ms Charlotte Vanrobaeys as its permanent representative, as auditor for a term of three years, from 1 January 2018 until the approval of the annual accounts for the financial year ending 31 December 2020.
The auditor for the Roularta Media Group NV is to be paid EUR 109,250 excluding VAT. The remuneration of the auditor as group auditor (including Roularta Media Group NV) amounts to EUR 210,626 per year, excluding VAT. The remuneration of the auditor is indexed annually.

Registration date

Entitlement to take part in the general meeting is granted only to those shareholders and bondholders whose securities are registered by the record date, this being **Monday, 30 April 2018 at midnight (24:00) Belgian time.**

For *nominal shareholders*, the proof of registration in the shareholder register on the registration date will apply.

The owners of *dematerialised shares or bond owners* must have the securities with which they wish to participate in the general meeting registered by the registration date at the latest.

Notice

Nominal shareholders are requested to inform the board, no later than **Wednesday, 9 May 2018**, of their intention to attend the general meeting, either by post to Roularta Media Group NV, Meiboomlaan 33, 8800 Roeselare, or by email to sophie.van.iseghem@roularta.be.

Holders of *dematerialised shares and bonds* need both to inform the board of their intention to participate in the general meeting (in the manner indicated above) and to provide evidence of the fulfilment of the registration formalities to ING Bank, in both cases **no later than Wednesday, 9 May 2018** within office hours. They will be admitted to the general meeting following confirmation by the ING Bank to Roularta Media Group NV of the completion of the registration formalities or submission of the certificate issued by the depository institution, recognised account holder or settlement institution confirming that registration took place by the registration date.

Bondholders

Bondholders may attend the general meeting only in person. They have no voting rights.

Proxies

Shareholders who wish to be represented at the general meeting must use the proxy form provided by the company online at www.roularta.be. Other proxies will not be accepted. Proxy forms must be submitted in their original format to the company office by **Wednesday, 9 May 2018** at the latest.

Adding items to the agenda

One or more shareholders jointly owning at least 3% of the authorised capital of the company are permitted to add discussion topics to the agenda of the general meeting and submit motions with regard to subjects already included or to be included on the agenda.

Shareholders wishing to exert this right are asked to submit their requests in writing by **Monday, 23 April 2018** at the latest. Requests should be submitted by post to Roularta Media Group NV, f.a.o. Sophie Van Iseghem, Meiboomlaan 33, 8800 Roeselare or by email to sophie.van.iseghem@roularta.be. Depending on the subject matter, requests must be accompanied by (1) details of the subjects to be discussed and the associated motions or details of the motions to be placed on the agenda, as well as (2) proof, in accordance with section 533ter of the Companies Code, that they own at least 3% of the authorised capital and (3) a postal or email address for the shareholder(s) to which the company can send confirmation of the request within 48 hours of receipt. When items are added to the agenda, the company will issue an amended agenda by **Monday, 30 April 2018** at the latest.

Questions in writing

All shareholders who have completed the formalities to participate in the general meeting may ask questions in writing by sending them to the company, by **Wednesday, 9 May 2018** at the latest, by letter or email (sophie.van.iseghem@roularta.be). Any written questions will be answered verbally during the meeting by the directors and/or the auditor, provided that the divulging of the facts or data is not such that it would have an adverse effect on the commercial interests of the company or be in breach of the confidentiality obligations to which the company, its directors or statutory auditors have committed.

Annual report 2017

The annual report 2017 (in Dutch, French and English), as well as other information as required under section 533bis of the Companies Code, may be consulted either on the company website (www.roularta.be) or during normal office hours at the company office at Meiboomlaan 33, 8800 Roeselare. Shareholders may also request a free copy of the annual report (in Dutch or French), as well as other information required under section 533bis of the Companies Code, by post (Meiboomlaan 33, 8800 Roeselare) or by email (sophie.van.iseghem@roularta.be).

The Board of Directors