

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.

The power of attorney must contain voting instructions.

POWER OF ATTORNEY **EXTRAORDINARY GENERAL MEETING DD. 19 MAY 2020**

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 **Sophie Van Iseghem**, secretary general of Roularta Media Group, appointed for this purpose by the board of directors in application of article 6 § 1, 2 ° of the Royal Decree No. 4 containing various provisions on joint ownership and company and association law in the context of the fight against the Covid-19 pandemic

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, 2020 at 11.00 a.m. and **with the obligation to vote as indicated below.**

Agenda and motions for the extraordinary general meeting:

1. Resolution to introduce double voting rights.

Motion: In accordance with Article 7:53 of the Belgian Companies and Associations Code, the extraordinary general meeting resolves to grant double voting rights, compared to the other shares representing an equal share of capital, to the fully paid-up shares that have been continuously listed in the shareholder register under the name of the same shareholder for at least two years.

APPROVAL REJECTION ABSTENTION

2. Adaptation of the articles of association to the Belgian Companies and Associations Code.

Motion: The extraordinary general meeting resolves to fully bring the articles of association into line with the Belgian Companies and Associations Code. This adaptation includes in particular:

- terminological adaptations;
- inclusion of the website in the articles of association;
- adaptation of the duration of the director's mandate;
- adaptation of the nomination procedure for the appointment of directors;
- deletion of all provisions regarding a management committee;
- providing flexibility in the variable remuneration of the directors;
- deletion of the voting power restriction;
- deletion of the provisions on indemnification of directors.

The extraordinary general meeting also resolves to make use of the option not to include the address of the registered office (Meiboomlaan 33, 8800 Roeselare) in the articles of association.

The full amended text of the articles of association as well as a version of the current articles of association containing the proposed changes via track changes can be found on the Roularta Media Group website via the following link www.roularta.be/en/roularta-stock-market/general-meetings

APPROVAL REJECTION ABSTENTION

3. Taking cognisance of the report of the board of directors prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code. As this is a mere knowledge, no decision needs to be taken by the extraordinary general meeting.
4. Renewal of the authorisation concerning authorised capital.

Motion: the extraordinary general meeting resolves to renew the authority of the board of directors to increase the capital one or more times within the framework of the authorised capital, without the cumulative amount of these increases exceeding a total amount of eighty million euros (EUR 80,000,000), for five years from the publication of the decision of 19 May 2020 to grant the authorised capital in the Belgian Official Gazette. The general meeting therefore resolves to replace transitional provision 1 of the articles of association with the following wording:

The board of directors can increase the capital one or more times within the framework of the authorised capital, without the cumulative amount of these increases exceeding a total amount of eighty million euros (EUR 80,000,000), for five years from the publication of the decision of 19 May 2020 to grant the authorised capital in the Belgian Official Gazette. This authority applies to capital increases to be subscribed to in cash, capital increases subscribed to in kind, and capital increases through conversion of reserves or issue premiums, with or without the issue of new shares. The board of directors is hereby authorised to issue shares without indication of nominal value below the accounting par value of the old shares.

In addition to the issue of shares, convertible bonds and subscription rights, the capital increases decided by the board of directors can also be effected by the issue of shares without voting rights.

The board of directors, within the limits of the authorised capital, in the interest of the company and subject to observance of the conditions established in Article 7:191 and following of the Belgian Companies and Associations Code, is also authorised to suspend or limit the pre-emptive right that the law grants to shareholders. The board of directors is authorised to limit or suspend the pre-emptive right in favour of one or more specific persons, even if they are not employees of the company or its subsidiaries.

On the occasion of the increase of the capital, realised within the limits of the authorised capital, the board of directors has the authority to request a share premium payable on subscription. If the board of directors so decides, this share premium payable on subscription must be booked to an unavailable reserve account that can only be reduced or taken off the books via a resolution of the general meeting taken in the manner required for an amendment to the articles of association. This authority of the board of directors can be renewed.

The general meeting expressly grants the authority to the board of directors to increase the capital one or more times, from the date of notification by the Financial Services and Markets Authority to the company of a public takeover bid for the shares of the company, by contribution in cash with cancellation or limitation of the pre-emptive right of the existing shareholders or by contribution in kind in accordance with Article 7:202 of the Belgian Companies and Associations Code. This authority is granted for a period of three years from the decision to grant the authorised capital of 19 May 2020 and can be renewed. The board of directors can also use the authorised capital in the circumstances described in Articles 7:228 and 7:229 of the Belgian Companies and Associations Code. More generally, the authority granted can be used whenever the position of the company is or will be threatened, directly or indirectly, financially, competitively or otherwise.

The board of directors has the authority to amend the articles of association of the company in accordance with the capital increase decided within the framework of the authorised capital.

APPROVAL REJECTION ABSTENTION

5. Resolution to renew the authorisation 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.

Motion:

Pursuant to Article 7:215 of the Belgian Companies and Associations Code, the board of directors is authorised to allow the company to buy back its own shares, profit-sharing certificates or depositary receipts and to dispose of them if the acquisition is necessary to prevent imminent serious damage to the company. This authorisation is valid for a period of three years from its publication by the general meeting of 19 May 2020 in the Annexes to the Belgian Official Gazette.

The general meeting therefore resolves to replace the first two paragraphs of transitional provision 2 of the articles of association with the following text:

The company may not buy back its own shares, profit-sharing certificates or depositary receipts relating thereto, by purchase or exchange, directly or by a person acting in his own name but on behalf of the company, without compliance with the formalities and conditions prescribed by Articles 7:215 to 7:220 of the Belgian Companies and Associations Code.

Pursuant to Article 7:215 of the Belgian Companies and Associations Code, the board of directors is authorised to allow the company to buy back its own shares, profit-sharing certificates or depositary receipts and to dispose of them if the acquisition is necessary to prevent imminent serious damage to the company. This authorisation is valid for a period of three years from the publication of the amendment to the articles of association of 19 May 2020 in the Annexes to the Belgian Official Gazette.

APPROVAL REJECTION ABSTENTION

6. Resolution to renew the authorisation of the board of directors to buy the company's own shares. This authorisation is to be valid for a period of five years as from the announcement of this authorisation in the Belgian Official Gazette.

Motion: The board of directors is authorised, in accordance with the Belgian Companies and Associations Code, to buy back its own shares, profit-sharing certificates or depositary receipts at a price that must be higher than eighty percent and lower than one hundred twenty percent of the closing price at which these shares were listed on the stock exchange on the trading day prior to the day of this acquisition. This authorisation is valid for a period of five years from the publication of the amendment to the articles of association of 19 May 2020 in the Annexes to the Belgian Official Gazette.

This authorisation also applies to the buyback of shares of the company by one of its subsidiaries in accordance with Article 7: 221 of the Belgian Companies and Associations Code.

The general meeting therefore resolves to replace the last two paragraphs of transitional provision 2 of the articles of association with the following text:

The board of directors is authorised, in accordance with the Belgian Companies and Associations Code, to buy back its own shares, profit-sharing certificates or depositary receipts at a price that must be higher than eighty percent (80%) and lower than one hundred twenty percent (120%) of the closing price at which these shares were listed on the stock exchange on the trading day prior to the day of this acquisition. The number of treasury shares, profit-sharing certificates or depositary receipts which the board of directors of the company can acquire under this authorisation shall not exceed 25% of the total number of shares issued. This authorisation is valid for a period of five years from the publication of the amendment to the articles of association of 19 May 2020 in the Annexes to the Belgian Official Gazette.

This authorisation also applies to the buyback of shares of the company by one of its subsidiaries in accordance with Article 7: 221 of the Belgian Companies and Associations Code.

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 2020
(Signature must be preceded by the written expression 'proxy granted'.)