



**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**  
**ANNUAL GENERAL EXTRAORDINARY MEETING DD. 25 JUNE 2019**

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 June 25, 2019 at 16.00.



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 proposal for resolutions at the extraordinary general meeting:**

1. Acquaintance with and assessment by the shareholders of the merger proposal prepared by the governing bodies of the public limited company (NV) “**ROULARTA MEDIA GROUP**” (hereinafter also referred to as the “present company” or “acquiring company”) and the private limited company (BVBA) “**BRIGHT COMMUNICATIONS**”, with registered office at Meiboornlaan 33, 8800 Roeselare, Belgium, enterprise number 0525.670.120, Ghent register of legal persons, Kortrijk department, (hereinafter also referred to as “company being acquired”), which they were able to obtain a copy of free of charge and which was drawn up in accordance with Article 719 of the Belgian Companies Code.
2. Approval of the transaction equivalent to a merger through acquisition.

**Motion:**

**APPROVAL OF THE TRANSACTION EQUIVALENT TO A MERGER THROUGH ACQUISITION**

The meeting approves the merger proposal as it was filed with the registry of the enterprise court, and expresses its approval of the transaction involving the private limited company “**BRIGHT COMMUNICATIONS**”, aforementioned, by way of a transaction equivalent to a merger by acquisition, in which it is taken over by the present company “**ROULARTA MEDIA GROUP**”.

The meeting thus approves the transfer of ownership of the capital of the company being acquired.

As a result of this transaction, the entire capital of the company being acquired is transferred, without exception or reservation, to the present company under universal title.

No shares will be issued since the present company owns all the shares of the company being acquired.

From 1 January 2019, the transactions carried out by the company being acquired are deemed to have been performed for the account of the acquiring company.

This transaction equivalent to a merger by acquisition legally takes effect on 1 July 2019 at midnight.

There are no associates in the company being acquired who have special rights, nor holders of securities other than shares.

No special benefit is granted to the directors and the statutory manager of the companies involved in this transaction.

**ADOPTION OF TRANSFER OF OWNERSHIP**

The meeting then requested that the transfer of ownership under universal title of the capital of the company being acquired to the acquiring company be adopted and cognisance taken of the manner in which it was transferred.

The entire equity of the company being acquired, assets as well as liabilities, with nothing reserved nor excluded, as they appear on the statement of assets and liabilities of the company being acquired adopted on 31 December 2018, will be transferred to the present company.

The transfer of the entire capital of the company being acquired to the present company also includes its activities, with the associated permits, certifications and/or the benefit of their registration, the right to the (trade) name, brands and logos of the company being acquired, the clientele, the benefit of the business organisation, the accounting, in short all intangible elements that are specific to and related to this totality of assets.



The capital acquired also includes:

- all possible option rights to which the company being acquired is the holder under any title (rental contracts, leasing contracts, , correspondence, “*ut singuli*” contracts, etc). With regard to the terms and conditions under which the option rights must be exercised, reference is made to the relevant provisions in the titles. The meeting exempts the undersigning civil-law notary from including in this notarial deed the description of the goods, the object of the option rights, and the conditions under which they must be realised;
- all long-term and short-term commercial and other lease agreements in which the company being acquired is party as tenant or landlord;
- all intellectual rights including: all logos and trademarks, of which the company being acquired is the holder or beneficiary;
- as regards the intellectual and industrial property rights that are transferred to the present company, the management body of the latter company will complete the necessary formalities in order to make the transfer enforceable *erga omnes*, in accordance with the applicable special legislation in this regard.

The capital transfer, which takes place by way of a transfer under general title, includes all current agreements that the company being acquired has made. These commitments, regardless of with whom they are concluded, including those entered into with the government, with its own employees and appointees and with respect to its own bodies and shareholders, transfer in full to the present company with all the rights and obligations arising therefrom, without any other formality being required than the legally required disclosure of the merger resolution in order to make this transfer enforceable against all.

The archives of the company being acquired, including all books and documents, that it is legally obliged to keep and retain, will be retained by the present company from the commencement of the merger.

The debt claims in favour of the company being acquired and those existing against the company being acquired, whether or not secured by a mortgage and other securities and preferential rights, are transferred to the present company, which benefits from them or is responsible for their liquidation.

The securities and guarantees attached to the commitments taken on or made by the company being acquired in favour of the company being acquired to guarantee commitments made by or against it are fully preserved.

#### PROCESSING OF THE CAPITAL TRANSFER IN THE ACCOUNTING OF THE ACQUIRING COMPANY.

All assets and liabilities of the company being acquired, including the various components of equity, depreciation, impairment losses and provisions made, rights and obligations, as well as revenue and costs for the financial year, are recognised in the accounts of the present company at the value at which they appeared in the accounts of the company being acquired on 31 December 2018.

APPROVAL  REJECTION  ABSTENTION

3. Adoption of corresponding resolution and implementation of the transaction equivalent to a merger through acquisition.

**Motion:** The meeting establishes that since the general meeting of the company being acquired held immediately prior to this meeting, together with the general meeting of this company, approved the merger proposal with effect from 1 July 2019 at midnight, the company to be acquired will cease to exist from that date.

The undersigning civil-law notary confirms that the resolution taken at this meeting is indeed in line with and in accordance with the decisions on the same merger proposal taken at the general meeting of the acquired company, the minutes of which were also prepared immediately prior to this notarial deed, such that the merger takes effect on 1 July 2019 at midnight and the aforementioned acquired company will cease to exist from 1 July 2019 at midnight.

APPROVAL  REJECTION  ABSTENTION



4. Granting discharge to the sole statutory manager and the statutory auditor of the company being acquired.

**Motion:**

The meeting resolves that the approval by the present company's general meeting of shareholders of the first annual accounts, which will be drawn up after the merger has been completed, will count as discharge for the sole statutory auditor and the statutory auditor of the company being acquired, for the mandate exercised during the period between 1 January 2019 and the day the merger effectively takes place.

APPROVAL                       REJECTION                       ABSTENTION

5. Granting of powers to the board of directors to implement the resolutions on the proposed agenda items.

**Motion:** All powers are granted to the board of directors to implement the resolutions taken above.

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 ..... 2019

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