



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 and must be delivered to the company no later than Wednesday 10 May 2023.

POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING DD. 16 May 2023

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

....., 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 Tuesday,

16 May 2023 at 11.00 a.m. and **with the obligation to vote as indicated below.**

AGENDA AND PROPOSALS FOR DECISIONS BY THE EXTRAORDINARY GENERAL MEETING

1. 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.
2. 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 16 May 2023 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 16 May 2023 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 16 May 2023 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

3. 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 16 May 2023 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 16 May 2023 in the Annexes to the Belgian Official 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 2023

(Signature)

To be sent by post to NV Roularta Media Group, Meiboomlaan 33, 8800 Roeselare or by email to sophie.van.iseghem@roularta.be no later than Wednesday 10 May 2023