

The shareholders of Roularta Media Group NV are invited to the general and extraordinary general meeting, which will be held on **Tuesday, 17 May 2016 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 2015 and appropriation of the profit.
Motion: the general meeting approves the annual accounts at 31 December 2015, including the appropriation of the result as proposed by the board of directors, in the form of a dividend payment of EUR 0.50 per share.
4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2015.
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 2015 financial year.
6. Approval of the remuneration report.
Motion: the general meeting approves the remuneration report for the financial year 2015.
7. Resignation and appointment directors: the term of office of NV Verana, represented by its permanent representative, Ms Caroline De Nolf expires at the general meeting of 17 May 2016. At the board of directors meeting of 30 October 2015, NV HRV, represented by its permanent representative Baron Hugo Vandamme, announced its resignation, with effect from 1 January 2016, as a director and chairman of the board of directors of Roularta Media Group. The board of directors decided thereupon to co-opt Mr Hendrik De Nolf as a director from 1 January 2016 and subsequently to appoint Mr Hendrik De Nolf as chairman of the board of directors. This co-optation needs to be submitted for approval to the next general meeting of shareholders.
Motion: on the advice of the appointments and remuneration committee the board of directors recommends to:
 - reappoint NV Verana, represented by its permanent representative, Ms Caroline 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 2019;
 - to ratify the co-optation of Mr Hendrik De Nolf as director from 1 January 2016, for the duration of the mandate of his predecessor, that is until the annual general meeting resolving on the financial statements for the financial year ending on 31 December 2017.
8. Remuneration board of directors.
Motion: the general meeting approved the proposed remuneration of the board of directors for the 2016 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 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.

Agenda and motions for the extraordinary general meeting:

1. Abolition of bearer shares and adapting the Articles of Association of the company:
Pursuant to the Act of 14 December 2005 abolishing bearer securities, Roularta Media Group has gone through the entire process of the abolition of bearer shares. On 2 March 2015 the notice provided for in Article 11, § 1 and § 2 of the Act of 14 December 2005 as amended by the Act of 21 December 2013 was published on the website of market operator Euronext Brussels and in the Belgian Official Gazette. The 4,190 remaining bearer shares for which no entitled persons had presented themselves were sold on 23 April 2015 on market operator Euronext Brussels. The proceeds of this sale were consigned by Roularta Media Group, pursuant to the Act of 14 December 2005 at the Deposit and Consignment Office.
Motion: the text of Articles 9, 13 and 29 of the Articles of Association is replaced by the following text:
"Article 9 - Nature of the securities
The securities are registered or dematerialised shares, at the option of the securities holder. A register of shares and other registered securities is held at the company's registered office which is open to inspection by security holders. The register of shares and other registered securities may also be kept in electronic form. Following entry in this register each shareholder or security holder will be given a certificate evidencing the same. All securities bear a serial number.
Article 13 - Bonds
The board of directors is authorised to issue bonds, with or without guarantees. The general meeting may resolve to issue convertible bonds or warrants in registered or dematerialised form in accordance with the Companies Code.
Article 29 - Admission to meetings
The right to participate in the meeting and to exercise voting rights is granted solely on the basis of the registration of the shares in the shareholder's name on the fourteenth day before the relevant general meeting, at midnight Belgian time, either by entry in the register of registered shareholders of the company, or by being recorded in the accounts of a recognised account holder or clearing house, regardless of the number of shares owned by the shareholder on the day of the meeting. The day and hour mentioned in the first paragraph form the record date. The shareholder shall notify the company or its appointee, no later than the sixth day before the date of the meeting, that he wishes to participate in the general meeting. The right to take part in the general meeting will be granted to a bond holder only on the basis either of the recording of the bond holder in the register of registered bonds of the company, or by depositing an attestation delivered by the recognised account holder or by the clearing house, attesting to the unavailability of the dematerialised bonds until the date of the general meeting at the places specified in the notice of meeting and no later than six working days before the date set for the general meeting."
In the transitional provisions of the Articles of Association, section 3 relating to the dematerialised securities including the temporary provision is deleted.

2. Abolition of VVPR strips and adapting the company's Articles of Association:
As a result of the amended legislation in Belgium, the VVPR strips issued and attached in the past to shares issued by Roularta Media Group have, since the end of 2013, become without object or worthless. Accordingly, the strips can no longer be traded.
Motion: it is proposed to the extraordinary general meeting to destroy 4,730,246 VVPR strips and to delete the reference to the VVPR strips in Article 5 of the Articles of Association.
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 and twenty-three (13,141,123) shares with no stated value, each representing one/thirteen million one hundred and forty-one thousand one hundred and twenty-third of the net assets of the company."

Registration date

Entitlement to take part in the general meeting and the extraordinary general meeting is granted only to those shareholders and bondholders whose securities are registered by the record date, this being **Tuesday, 3 May 2016 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, 11 May 2016**, of their intention to attend the general meeting and the extraordinary 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 and in the extraordinary 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, 11 May 2016** within office hours. They will be admitted to the general meeting and the extraordinary 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 depositary institution, recognised account holder or settlement institution confirming that registration took place by the registration date.

Bondholders

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

Proxies

Shareholders who wish to be represented at the general meeting and the extraordinary general meeting must use the proxy forms 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, 11 May 2016** 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 the extraordinary 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, 25 April 2016** at the latest. Requests should be submitted by post to Roularta Media Group NV, f.a.o. Sophie Van Iseghem, Meiboomlaan 33, 8800 Roeselare, by email to sophie.van.iseghem@roularta.be, or by fax to +32 (0)51 26 65 93. 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, 2 May 2016** at the latest.

Questions in writing

All shareholders who have completed the formalities to participate in the general meeting and the extraordinary general meeting may ask questions in writing by sending them to the company, by **Wednesday, 11 May 2016** at the latest, by letter, fax (+32 (0)51 26 65 93) 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 2015

The annual report 2015 (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, as well as other information required under section 533bis of the Companies Code, by post (Meiboomlaan 33, 8800 Roeselare), by fax (+32 (0)51 26 65 93) or by email (sophie.van.iseghem@roularta.be).

The Board of Directors