



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 MEETING DD. 21 MAY 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 annual general meeting of the above named company, which shall be held at the registered office of the company on May 21, 2019 at 11.00 a.m.



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 annual 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 2018 and appropriation of the profit.
Motion: the general meeting approves the annual accounts at 31 December 2018, including the appropriation of the result as proposed by the board of directors and the payment of a gross final dividend of EUR 0.50 per share.

APPROVAL REJECTION ABSTENTION

4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2018.
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 2018 financial year.

Discharge directors

Mr Hendrik De Nolf

APPROVAL REJECTION ABSTENTION

Comm. VA Koinon, with permanent representative Xavier Bouckaert

APPROVAL REJECTION ABSTENTION

NV Cennini Holding, with permanent representative Joris Claeys (until 17/08/2018 included)

APPROVAL REJECTION ABSTENTION

Ms Lieve Claeys

APPROVAL REJECTION ABSTENTION

NV Verana, with permanent representative Coralie Claeys

APPROVAL REJECTION ABSTENTION

NV Alauda, with permanent representative Francis De Nolf

APPROVAL REJECTION ABSTENTION

BV Carolus Panifex Holding, with permanent representative Carel Bikkers (until 30/09/2018 included)

APPROVAL REJECTION ABSTENTION

Mr Carel Bikkers (from 1/10/2018)

APPROVAL REJECTION ABSTENTION

NV Invest at Value, with permanent representative Koen Dejonckheere

APPROVAL REJECTION ABSTENTION

SPRL Mandatum, with permanent representative Marc Verhamme

APPROVAL REJECTION ABSTENTION

Discharge auditor

Deloitte, Bedrijfsrevisoren BV o.v.v.e. CVBA, represented by Charlotte Vanrobaeys

APPROVAL REJECTION ABSTENTION

6. Approval of the remuneration report.

Motion: the general meeting approves the remuneration report for the financial year 2018.

APPROVAL REJECTION ABSTENTION



7. Reappointment director:

Motion: on the advice of the appointments and remuneration committee the board of directors recommends to reappoint NV Alauda, represented by its permanent representative, Mr Francis 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 2022.

APPROVAL REJECTION ABSTENTION

8. Confirmation of co-opted directors:

Motion: the general meeting takes cognisance of the resignation as director of BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bickers, with effect from 1 October 2018. On the proposal of the board of directors, after the advice of the nomination and remuneration committee, the general meeting confirms the co-optation, and proceeded to the definitive appointment of Mr Carel Bickers as independent director. Mr Carel Bickers meets the requisite independence criteria or Article 526b of the Companies Code. The mandate runs until the annual meeting that decides on the annual accounts for the financial year ending 31 December 2021.

APPROVAL REJECTION ABSTENTION

Motion: the general meeting takes cognisance of the resignation as director of SPRL Mandatum, represented by its permanent representative, Marc Verhamme, with effect from 1 January 2019. On the proposal of the board of directors, after the advice of the nomination and remuneration committee, the general meeting confirms the co-optation, and proceeded to the definitive appointment of Prof. Caroline Pauwels PhD as independent director. Prof. Caroline Pauwels PhD meets the requisite independence criteria or Article 526b of the Companies Code. The mandate runs until the annual meeting that decides on the annual accounts for the financial year ending 31 December 2021.

APPROVAL REJECTION ABSTENTION

9. 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 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.

APPROVAL REJECTION ABSTENTION

10. Approval of 2019 stock option plan:

Motion: The general meeting approves the decision of the board of directors to issue a new 2019 option plan. The plan will offer a maximum of 370,000 options on existing shares of the company to selected employees of the company and its subsidiaries. Among the selected employees are also members of executive management. The stock option plan is in line with the plans issued by the company in the past. The main features of the stock option plan are: (i) the stock options are offered to the beneficiaries free of charge; (ii) each accepted option will give the beneficiary the right to subscribe to one share of the company with the same rights as the other existing shares of the company; (iii) the exercise price is determined at the time of the offer and will be equal to the average closing



price of the shares of the company on the stock exchange during the thirty days prior to the date of the offer; (iv) the stock options cannot be exercised for a period of three calendar years after that in which the offer was made, nor after a period of ten years after the date of the offer; (v) the share options, except in the event of death, cannot be transferred. The option plan is in accordance with the provisions of the Act of 26 March 1999.

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'.)