

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 and must be delivered to the company no later than Wednesday 12 May 2021.

POWER OF ATTORNEY **ANNUAL GENERAL MEETING DD. 18 MAY 2021**

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, in order to represent him/her as shareholder at the general meeting of the above named company, which shall be held at the registered office of the company on May 18, 2021 at 11.00 a.m. and **with the obligation to vote as indicated below.**

The shareholder wishes to receive the invitation to follow the general meeting directly via a digital communication platform at the following e-mailaddress:.....@.....

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 2020 and appropriation of the profit.

Motion: the general meeting approves the annual accounts at 31 December 2020, including the appropriation of the result as proposed by the board of directors, in the form of a gross final dividend payment of EUR 1.00 per share.

APPROVAL REJECTION ABSTENTION

- 4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2020.

- 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 2020 financial year.

Discharge directors

Mr Hendrik De Nolf

APPROVAL REJECTION ABSTENTION

Comm. VA Koinon, with permanent representative Xavier Bouckaert

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

Mr Carel Bikkers

APPROVAL REJECTION ABSTENTION

NV Invest at Value, with permanent representative Koen Dejonckheere

APPROVAL REJECTION ABSTENTION

Prof Caroline Pauwels PhD

APPROVAL REJECTION ABSTENTION

Discharge auditor

Deloitte, Bedrijfsrevisoren BV, represented by Charlotte Vanrobaeys

APPROVAL REJECTION ABSTENTION

- 6. Approval of the company's remuneration policy, as accepted by the board of directors on 2 April 2021 and made available on the company's website (see www.roularta.be/en/roularta-stock-market/general-meeting-2021).

Proposed decision: the general meeting approves the company's remuneration policy, as accepted by the board of directors on 2 April 2021.

APPROVAL REJECTION ABSTENTION

- 7. Approval of the remuneration report.

Motion: the general meeting approves the remuneration report for the financial year 2020.

APPROVAL REJECTION ABSTENTION

- 8. Appointment of statutory auditor

Proposed decision:

The general meeting decides, at the board of directors' proposal, with advice from the audit committee and after approval from the works council, to appoint BDO Bedrijfsrevisoren CVBA, with its registered office at Da Vincilaan 9, Box E.6, 1930 Zaventem, company registration number 0431.088.289, represented by Ms Veerle Cattry, with offices at Kwadestraat 153 bus 5, 8800 Roeselare, as the statutory auditor, for a period of three years commencing on 1 January 2021 and ending after the approval of the annual financial statements for the financial year ending on 31 December 2023. The remuneration of the statutory auditor for Roularta Media Group NV amounts to 94,655 euros excluding VAT. The remuneration of the statutory auditor as a group auditor (including Roularta Media Group NV) amounts to 162,600 euros excluding VAT and costs. The remuneration of the statutory auditor is subject to annual indexation.

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 2021
(Signature must be preceded by the written expression 'proxy granted'.)