

## APPENDICES 1 – Acceptance Form

### Acceptance form for holders of dematerialised shares.

To be drawn up in duplicate, one copy for the shareholder and one copy for the Banque-Guichet or intermediary registering the offer of shares for the Offer.

Capitalised words in this Acceptance Form have the meaning given to them in the Prospectus.

### **ACCEPTANCE FORM FOR THE INITIAL ACCEPTANCE PERIOD OR, AS THE CASE MAY BE, ONE OR MORE SUBSEQUENT ACCEPTANCE PERIODS OF**

**the voluntary and conditional cash takeover bid by Koinon NV for all shares issued by Roularta Media Group NV which on the Prospectus Date are not already held by Koinon NV and Persons Related to Koinon NV**

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I, the undersigned (*full name or company name*) .....  
residing / having its registered office at (*full address*) .....  
.....

having had the opportunity to read the Prospectus published by Koinon NV (the “Offeror”) in connection with its voluntary and conditional takeover bid on all Shares issued by Roularta Media Group (the “Offer”), declares that:

- (i) I accept the terms and conditions of the Offer as described in the Prospectus<sup>3</sup>;
- (ii) I agree to transfer the following dematerialised Shares which I hold in full ownership in a securities account to the Offeror in accordance with the terms and conditions described in Section 6.6(a)(i) of the Prospectus<sup>2</sup> ;
- (iii) 3. I agree to transfer to the Offeror (number) ..... Dematerialised Shares (number in words: ..... ) which I hold in my securities account with (name of bank) .....

I request that on the Payment Date, as mentioned in the Prospectus, my bank account with number ..... opened with (name of the bank) ..... be credited with the total amount of the Offer Price corresponding to the number of Shares that I have mentioned above.

I acknowledge that all representations, warranties and undertakings that I am required to give or make in relation to the transfer of my Shares are included in this Acceptance Form.

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<sup>3</sup> For Registered Shares registered in the company’s register, please follow the instructions in the letter received from Roularta Media Group in connection with the Offer and do not mention these Shares in this form.

I hereby authorise, where the conditions of the Offer are satisfied or have been waived by the Offeror, the withdrawal of my Shares from my securities account and their transfer to the Banque-Guichet for the benefit of the Offeror, on a “*delivery free of payment/transfert franco de paiement*” basis.

I am aware that :

- (i) to be valid, this Acceptance Form must be lodged in accordance with the acceptance procedure described in the Prospectus no later than 4.00 p.m. (CET) on the last day of the Acceptance Period (as extended from time to time);
- (ii) (a) if the Shares are owned by two or more persons, the Acceptance Form must be signed jointly by all such persons;  
(b) if the Shares are subject to a right of usufruct, the Acceptance Form must be signed jointly by the usufructuary and the bare owner;  
(c) if the Shares are subject to a right of pledge, the Acceptance Form must be signed jointly by the pledgor and the pledgee, provided that the pledgor shall be deemed to have irrevocably and unconditionally waived the pledge and discharged the pledge over the relevant Shares;
- (iii) there is no charge to me for acceptance provided that I offer my Shares as set out in the Prospectus to the Banque-Guichet, KBC Bank or CBC Banque, if I have a securities account with such financial institutions in which I hold such Shares;
- (iv) any tax on stock exchange transactions is borne by the Offeror; and
- (v) I personally bear any costs that may be charged to me by an intermediary if I lodge my Acceptance Form with a financial intermediary other than the Banque-Guichet, KBC Bank and CBC Banque.

I also declare that I have received all the information necessary to make a fully informed decision on the Offer and that I am fully aware of the risks associated with the Offer.

I have made inquiries as to any taxes that may be payable by me in connection with the transfer of my Shares to the Offeror and will, if applicable, bear such taxes entirely on my own.(e).

Drawn up **in duplicate** at (*place*): .....

On (*date*): .....

.....  
Seller's signature

.....  
Signature of financial institution