



The shareholders of Roularta Media Group NV are invited to the general meeting, which will be held on **Tuesday, 21 May 2013 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 2012 and appropriation of the profit.
Motion: The general meeting approves the annual accounts at 31 December 2012, including the motion by the board of directors not to pay out a dividend.
4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2012.
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 2012 financial year.
6. Approval of the remuneration report.
Motion: The general meeting approves the remuneration report for the financial year 2012.
7. Remuneration board of directors.
Motion:
The general meeting approved the proposed remuneration of the board of directors for the 2013 financial year, consisting of:
 - a fixed remuneration of EUR 100,000 for the Chairman of the board of directors;
 - a fixed remuneration of EUR 58,500 for the Vice-chairman of the board of directors;
 - a fixed remuneration of EUR 100,000 for NV De Publigraaf, represented by its permanent representative, Mr Hendrik De Nolf;
 - 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.

Registration date

Entitlement to take part in the general meeting is granted only to those shareholders, warrant holders and bondholders whose securities are registered by the record date, this being **Tuesday, 7 May 2013** at midnight (24:00) Belgian time.

For *nominal shareholders or nominal warrant holders*, the proof of registration in the shareholder register on the registration date will apply.

The owners of *bearer shares* who wish to attend the general meeting or who wish to be represented at this meeting, must present their stock certificates to a financial intermediary by the registration date at the latest.

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 and nominal warrant holders are requested to inform the board, no later than **Wednesday, 15 May 2013**, of their intention to attend the 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, bearer shares and bonds* need both to inform the board of their intention to participate in the 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, 15 May 2013** within office hours. They will be admitted to the 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 and nominal warrant holders

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

Proxies

Shareholders who wish to be represented at the 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, 15 May 2013** 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 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, 29 April 2013** 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 Company 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, 6 May 2013** at the latest.

Questions in writing

All shareholders who have completed the formalities to participate in the general meeting may ask the directors or auditor questions with regard to their reports or items on the agenda. Shareholders may pose these questions verbally during the meeting and also in writing by sending them to the company, by **Wednesday, 15 May 2013** 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 the notification 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 2012

The annual report 2012 (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).