

# **ROULARTA MEDIA GROUP**

Half-yearly financial report  
as of 30 June 2011

*Regulated information*

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# 1. CONSOLIDATED KEY FIGURES

INCOME STATEMENT	30/06/10	30/06/11	Trend
<b>Sales</b>	<b>361,725</b>	<b>374,160</b>	<b>+ 3.4%</b>
<b>Adjusted sales (1)</b>	<b>361,725</b>	<b>371,019</b>	<b>+ 2.6%</b>
<b>EBITDA (Operating cash flow) (2)</b>	<b>37,688</b>	<b>36,333</b>	<b>- 3.6%</b>
<i>EBITDA margin</i>	<i>10.4%</i>	<i>9.7%</i>	
<b>REBITDA (3)</b>	<b>39,853</b>	<b>38,083</b>	<b>- 4.4%</b>
<i>REBITDA margin</i>	<i>11.0%</i>	<i>10.2%</i>	
<b>EBIT (4)</b>	<b>27,204</b>	<b>26,915</b>	<b>- 1.1%</b>
<i>EBIT margin</i>	<i>7.5%</i>	<i>7.2%</i>	
<b>REBIT (5)</b>	<b>29,842</b>	<b>30,033</b>	<b>+ 0.6%</b>
<i>REBIT margin</i>	<i>8.2%</i>	<i>8.0%</i>	
Net finance costs	-1,026	-2,505	+ 144.2%
<b>Operating profit after net finance costs</b>	<b>26,178</b>	<b>24,410</b>	<b>- 6.8%</b>
<b>Current operating profit after net finance costs</b>	<b>28,816</b>	<b>27,528</b>	<b>- 4.5%</b>
Income taxes	-10,616	-9,814	- 7.6%
Share in the profit of the companies with equity method	-58	-55	
<b>Net profit of the consolidated companies</b>	<b>15,504</b>	<b>14,541</b>	<b>- 6.2%</b>
Attributable to minority interest	388	278	
<b>Attributable to equity holders of RMG</b>	<b>15,116</b>	<b>14,263</b>	<b>- 5.6%</b>
<i>Net profit attributable to equity holders of RMG - margin</i>	<i>4.2%</i>	<i>3.8%</i>	
<b>Current net profit of the consolidated companies</b>	<b>18,065</b>	<b>17,497</b>	<b>- 3.1%</b>
<i>Current net profit of the consolidated companies - margin</i>	<i>5.0%</i>	<i>4.7%</i>	

## CONSOLIDATED KEY FIGURES PER SHARE

EBITDA	2.99	2.88
REBITDA	3.16	3.01
EBIT	2.16	2.13
REBIT	2.36	2.38
Net profit attributable to equity holders of RMG	1.20	1.13
Net profit attributable to equity holders of RMG after dilution	1.20	1.12
Current net profit of the consolidated companies	1.43	1.38
Weighted average number of shares	12,619,077	12,631,338
Weighted average number of shares after dilution	12,632,557	12,708,941

# 1. CONSOLIDATED KEY FIGURES

<b>BALANCE SHEET</b>	<b>31/12/10</b>	<b>30/06/11</b>	<b>Trend</b>
Non current assets	633,114	627,839	- 0.8%
Current assets	299,518	298,814	- 0.2%
Balance sheet total	932,632	926,653	- 0.6%
Equity - Group's share	345,072	354,555	+ 2.7%
Equity - minority interests	13,745	12,764	- 7.1%
Liabilities	573,815	559,334	- 2.5%
Liquidity (6)	1.0	1.0	+ 0.0%
Solvency (7)	38.5%	39.6%	+ 2.9%
Net financial debt	111,402	99,709	- 10.5%
Gearing (8)	31.0%	27.1%	- 12.6%
Number of employees at closing date (9)	2,854	2,846	- 0.3%

(1) Adjusted sales = like-for-like, i.e. adjusted for changes in the consolidation scope.

(2) EBITDA = operating cash flow = EBIT + depreciations, write-downs and provisions.

(3) REBITDA = current operating cash flow = EBITDA + restructuring costs and one-off costs.

(4) EBIT = operating result.

(5) REBIT = current operating result = EBIT + restructuring costs and one-off costs, depreciations, write-downs and provisions.

(6) Liquidity = current assets / current liabilities.

(7) Solvency = equity (Group's share + minority interests) / balance sheet total.

(8) Gearing = net financial debt / equity (Group's share + minority interests).

(9) Joint ventures proportionally included.

## 2. CONSOLIDATED KEY FIGURES BY DIVISION

	PRINTED MEDIA		
INCOME STATEMENT	30/06/10	30/06/11	Trend
<b>Sales</b>	<b>278,308</b>	<b>285,812</b>	<b>+ 2.7%</b>
<b>Adjusted sales (1)</b>	<b>278,308</b>	<b>285,077</b>	<b>+ 2.4%</b>
<b>EBITDA (Operating cash flow) (2)</b>	<b>17,974</b>	<b>16,415</b>	<b>- 8.7%</b>
	<i>EBITDA margin</i>	6.5%	5.7%
<b>REBITDA (3)</b>	<b>20,871</b>	<b>18,516</b>	<b>- 11.3%</b>
	<i>REBITDA margin</i>	7.5%	6.5%
<b>EBIT (4)</b>	<b>10,332</b>	<b>9,543</b>	<b>- 7.6%</b>
	<i>EBIT margin</i>	3.7%	3.3%
<b>REBIT (5)</b>	<b>13,702</b>	<b>13,012</b>	<b>- 5.0%</b>
	<i>REBIT margin</i>	4.9%	4.6%
Net finance costs	-686	-2,155	+ 214.1%
<b>Operating profit after net finance costs</b>	<b>9,646</b>	<b>7,388</b>	<b>- 23.4%</b>
<b>Current operating profit after net finance costs</b>	<b>13,016</b>	<b>10,857</b>	<b>- 16.6%</b>
Income taxes	-5,235	-4,318	- 17.5%
Share in the profit of the companies with equity method	-58	-55	
<b>Net profit of the consolidated companies</b>	<b>4,353</b>	<b>3,015</b>	<b>- 30.7%</b>
Attributable to minority interest	397	179	
<b>Attributable to equity holders of RMG</b>	<b>3,956</b>	<b>2,836</b>	<b>- 28.3%</b>
	<i>Net profit attributable to equity holders of RMG - margin</i>	1.4%	1.0%
<b>Current net profit of the consolidated companies</b>	<b>7,397</b>	<b>6,131</b>	<b>- 17.1%</b>
	<i>Current net profit of the consolidated companies - margin</i>	2.7%	2.1%

(1) Adjusted sales = like-for-like, i.e. adjusted for changes in the consolidation scope.

(2) EBITDA = operating cash flow = EBIT + depreciations, write-downs and provisions.

(3) REBITDA = current operating cash flow = EBITDA + restructuring costs and one-off costs.

(4) EBIT = operating result

(5) REBIT = current operating result = EBIT + restructuring costs and one-off costs, depreciations, write-downs and provisions.

## 2. CONSOLIDATED KEY FIGURES BY DIVISION

<b>AUDIOVISUAL MEDIA</b>			
<b>INCOME STATEMENT</b>	<b>30/06/10</b>	<b>30/06/11</b>	<b>Trend</b>
<b>Sales</b>	<b>85,208</b>	<b>90,697</b>	<b>+ 6.4%</b>
<b>Adjusted sales (1)</b>	<b>85,208</b>	<b>88,276</b>	<b>+ 3.6%</b>
<b>EBITDA (Operating cash flow) (2)</b>	<b>19,714</b>	<b>19,918</b>	<b>+ 1.0%</b>
	<i>EBITDA margin</i>	<i>23.1%</i>	<i>22.0%</i>
<b>REBITDA (3)</b>	<b>18,982</b>	<b>19,567</b>	<b>+ 3.1%</b>
	<i>REBITDA margin</i>	<i>22.3%</i>	<i>21.6%</i>
<b>EBIT (4)</b>	<b>16,872</b>	<b>17,372</b>	<b>+ 3.0%</b>
	<i>EBIT margin</i>	<i>19.8%</i>	<i>19.2%</i>
<b>REBIT (5)</b>	<b>16,140</b>	<b>17,021</b>	<b>+ 5.5%</b>
	<i>REBIT margin</i>	<i>18.9%</i>	<i>18.8%</i>
Net finance costs	-340	-350	+ 2.9%
<b>Operating profit after net finance costs</b>	<b>16,532</b>	<b>17,022</b>	<b>+ 3.0%</b>
<b>Current operating profit after net finance costs</b>	<b>15,800</b>	<b>16,671</b>	<b>+ 5.5%</b>
Income taxes	-5,381	-5,496	+ 2.1%
<b>Net profit of the consolidated companies</b>	<b>11,151</b>	<b>11,526</b>	<b>+ 3.4%</b>
Attributable to minority interest	-9	99	
<b>Attributable to equity holders of RMG</b>	<b>11,160</b>	<b>11,427</b>	<b>+ 2.4%</b>
	<i>Net profit attributable to equity holders of RMG - margin</i>	<i>13.1%</i>	<i>12.6%</i>
<b>Current net profit of the consolidated companies</b>	<b>10,668</b>	<b>11,366</b>	<b>+ 6.5%</b>
	<i>Current net profit of the consolidated companies - margin</i>	<i>12.5%</i>	<i>12.5%</i>

(1) Adjusted sales = like-for-like, i.e. adjusted for changes in the consolidation scope.

(2) EBITDA = operating cash flow = EBIT + depreciations, write-downs and provisions.

(3) REBITDA = current operating cash flow = EBITDA + restructuring costs and one-off costs.

(4) EBIT = operating result

(5) REBIT = current operating result = EBIT + restructuring costs and one-off costs, depreciations, write-downs and provisions.

# 3A. CONDENSED CONSOLIDATED INCOME STATEMENT

	30/06/10	30/06/11
Sales	361,725	374,160
Raw materials, consumables and goods for resale	-80,873	-91,382
Services and other goods	-142,614	-143,799
Personnel	-96,437	-101,106
Depreciation, write-down and provisions	-11,121	-9,415
Depreciation and write-down of intangible and tangible assets	-8,911	-7,741
Write-down of debtors and inventories	-407	-850
Provisions	-693	-714
Impairment losses	-1,110	-110
Other operating income	4,596	6,309
Other operating expenses	-5,735	-6,044
Restructuring costs	-2,337	-1,808
Restructuring costs: costs	-2,974	-1,805
Restructuring costs: provisions	637	-3
<b>OPERATING PROFIT (EBIT)</b>	<b>27,204</b>	<b>26,915</b>
Interest income	4,941	2,343
Interest expenses	-5,967	-4,848
<b>OPERATING PROFIT AFTER NET FINANCE COSTS</b>	<b>26,178</b>	<b>24,410</b>
Income taxes	-10,616	-9,814
Share in the profit of the companies accounted for using the equity method	-58	-55
<b>NET PROFIT OF THE CONSOLIDATED COMPANIES</b>	<b>15,504</b>	<b>14,541</b>
Attributable to:		
Minority interest	388	278
<b>Equity holders of Roularta Media Group</b>	<b>15,116</b>	<b>14,263</b>
<b>Earnings per share</b>		
Net profit attributable to equity holders of RMG	1.20	1.13
Net profit attributable to equity holders of RMG after dilution	1.20	1.12



# 3B. CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	30/06/10	30/06/11
<b>NET PROFIT OF THE CONSOLIDATED COMPANIES</b>	<b>15,504</b>	<b>14,541</b>
Other comprehensive income of the period		
Exchange differences	5	-11
Cash flow hedges	1,410	1,198
Deferred taxes relating to other comprehensive income	-479	-407
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>16,440</b>	<b>15,321</b>
Attributable to:		
Minority interest	388	278
<b>Equity holders of Roularta Media Group</b>	<b>16,052</b>	<b>15,043</b>

# 4. CONDENSED CONSOLIDATED BALANCE SHEET

<b>ASSETS</b>	<b>31/12/10</b>	<b>30/06/11</b>
<b>NON CURRENT ASSETS</b>	<b>633,114</b>	<b>627,839</b>
Intangible assets	437,802	438,922
Goodwill	75,109	71,931
Property, plant and equipment	109,386	104,679
Investments accounted for using the equity method	417	362
Loans, guarantees, available-for-sale investments	4,093	4,008
Financial derivatives	310	310
Trade and other receivables	1,918	1,709
Deferred tax assets	4,079	5,918
<b>CURRENT ASSETS</b>	<b>299,518</b>	<b>298,814</b>
Inventories	56,485	55,443
Trade and other receivables	190,966	195,729
Tax receivable	254	174
Short-term investments	2,620	2,607
Cash and cash equivalents	41,411	29,697
Deferred charges and accrued income	7,782	15,164
<b>TOTAL ASSETS</b>	<b>932,632</b>	<b>926,653</b>

# 4. CONDENSED CONSOLIDATED BALANCE SHEET

<b>LIABILITIES</b>	<b>31/12/10</b>	<b>30/06/11</b>
<b>EQUITY</b>	<b>358,817</b>	<b>367,319</b>
Group's equity	345,072	354,555
<i>Issued capital</i>	203,040	203,225
<i>Treasury shares</i>	-22,382	-22,302
<i>Capital reserves</i>	4,170	4,661
<i>Revaluation reserves</i>	120	911
<i>Retained earnings</i>	160,076	168,023
<i>Translation differences</i>	48	37
Minority interests	13,745	12,764
<b>NON CURRENT LIABILITIES</b>	<b>267,402</b>	<b>256,065</b>
Provisions	7,041	7,661
Employee benefits	7,924	8,021
Deferred tax liabilities	125,568	125,845
Financial debts	124,508	112,212
Trade payables	2,166	2,002
Other payables	195	324
<b>CURRENT LIABILITIES</b>	<b>306,413</b>	<b>303,269</b>
Financial debts	30,925	19,801
Trade payables	150,828	155,671
Advances received	49,965	40,660
Employee benefits	37,623	37,896
Taxes	9,801	17,619
Other payables	22,649	20,901
Accrued charges and deferred income	4,622	10,721
<b>TOTAL LIABILITIES</b>	<b>932,632</b>	<b>926,653</b>

# 5. CONDENSED CONSOLIDATED CASH FLOW STATEMENT

<b>CASH FLOW RELATING TO OPERATING ACTIVITIES</b>	<b>30/06/10</b>	<b>30/06/11</b>
Net profit of the consolidated companies	15,504	14,540
Share in the result of the companies accounted for using the equity method	58	55
Income tax expense / income	10,616	9,814
Interest expenses	5,967	4,848
Interest income (-)	-3,239	-408
Losses / gains on disposal of intangible assets and property, plant and equipment	-148	-948
Non-cash items	9,322	7,937
<i>Depreciation of (in) tangible assets</i>	8,911	7,741
<i>Impairment losses</i>	1,110	110
<i>Share-based payment expense</i>	557	499
<i>Losses / gains on non hedging derivatives</i>	-1,702	-1,935
<i>Increase / decrease in provisions</i>	56	717
<i>Other non-cash items</i>	390	805
<b>Gross cash flow relating to operating activities</b>	<b>38,080</b>	<b>35,838</b>
Increase / decrease in current trade receivables	-9,924	-4,409
Increase / decrease in current other receivables and deferred charges and accrued income	-13,919	-7,660
Increase / decrease in inventories	4,634	693
Increase / decrease in current trade payables	-11,506	4,801
Increase / decrease in other current liabilities	-5,934	-8,274
Other increases / decreases in working capital (a)	6,261	6,071
<b>Increase / decrease in working capital</b>	<b>-30,388</b>	<b>-8,778</b>
Income taxes paid	-3,700	-1,250
Interest paid	-5,484	-4,736
Interest received	3,202	466
<b>NET CASH FLOW RELATING TO OPERATING ACTIVITIES (A)</b>	<b>1,710</b>	<b>21,540</b>

(a) Increases and decreases in non current other payables, non current trade payables, provisions, non current employee benefits and accrued charges and deferred income.

# 5. CONDENSED CONSOLIDATED CASH FLOW STATEMENT

<b>CASH FLOW RELATING TO INVESTING ACTIVITIES</b>	<b>30/06/10</b>	<b>30/06/11</b>
(In)tangible assets - acquisitions	-4,316	-5,375
(In)tangible assets - other movements	264	3,498
Net cash flow relating to acquisition of subsidiaries	-342	-1,327
Net cash flow relating to disposal of subsidiaries	0	0
Loans, guarantees, available-for-sale investments - acquisitions	-10	-268
Loans, guarantees, available-for-sale investments - other movements	191	358
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>-4,213</b>	<b>-3,114</b>
<b>CASH FLOW RELATING TO FINANCING ACTIVITIES</b>		
Dividends paid	0	-6,199
Movement in capital	0	185
Treasury shares	0	80
Other changes in equity	-181	-1,271
Proceeds from current financial debts	4,865	0
Redemption of current financial debts	-12,456	-20,706
Proceeds from non current financial debts	0	0
Redemption of non current financial debts	-23,609	-2,261
Decrease in non current receivables	0	0
Increase in non current receivables	-20	-1
Increase / decrease in short-term investments	0	33
<b>NET CASH PROVIDED BY (+), USED IN (-) FINANCING ACTIVITIES (C)</b>	<b>-31,401</b>	<b>-30,140</b>
<b>TOTAL DECREASE / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>-33,904</b>	<b>-11,714</b>
Cash and cash equivalents, beginning balance	<b>69,304</b>	<b>41,411</b>
Cash and cash equivalents, ending balance	<b>35,400</b>	<b>29,697</b>
<b>NET DECREASE / INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>-33,904</b>	<b>-11,714</b>

## 6. CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Issued capital	Treasury shares	Capital reserves	Reva- luation reserves	Retained earnings	Trans- lation reserves	Minority Interests	TOTAL EQUITY
<b>BALANCE AS OF 1/1/2011</b>	<b>203,040</b>	<b>-22,382</b>	<b>4,170</b>	<b>120</b>	<b>160,076</b>	<b>48</b>	<b>13,745</b>	<b>358,817</b>
Total comprehensive income for the period				791	14,263	-11	278	15,321
Issuance of shares (all kind of issuances)	185							185
Costs of issuance and equity increase			-8					-8
Operations with own shares		80						80
Dividends					-6,314			-6,314
Recognition of share-based payments			499					499
Dividends paid to minority interests							-1,259	-1,259
Other increase / decrease					-2			-2
<b>BALANCE AS OF 30/06/2011</b>	<b>203,225</b>	<b>-22,302</b>	<b>4,661</b>	<b>911</b>	<b>168,023</b>	<b>37</b>	<b>12,764</b>	<b>367,319</b>
	Issued capital	Treasury shares	Capital reserves	Reva- luation reserves	Retained earnings	Trans- lation reserves	Minority Interests	TOTAL EQUITY
<b>BALANCE AS OF 1/1/2010</b>	<b>203,040</b>	<b>-22,382</b>	<b>3,191</b>	<b>-1,147</b>	<b>129,125</b>	<b>24</b>	<b>12,995</b>	<b>324,846</b>
Total comprehensive income for the period				931	15,116	5	388	16,440
Costs of issuance and equity increase			-54					-54
Recognition of share-based payments			558					558
Dividends paid to minority interests							-175	-175
Other increase / decrease						-1		-1
<b>BALANCE AS OF 30/06/2010</b>	<b>203,040</b>	<b>-22,382</b>	<b>3,695</b>	<b>-216</b>	<b>144,241</b>	<b>28</b>	<b>13,208</b>	<b>341,614</b>

# 7. SELECTED NOTES TO THE HALF-YEARLY FINANCIAL REPORT

## 7.1 PRINCIPLES OF THE INTERIM FINANCIAL REPORTING

The summary interim financial statements have been drawn up in conformity with IAS 34 Interim Financial Reporting as approved by the EU.

The interim financial statements were approved by the members of the Board of Directors on 17 August 2011.

## 7.2 VALUATION RULES

In preparing the interim financial statements the IFRS principles for inclusion and valuation have been applied as for the consolidated annual financial statements of 31 December 2010. For the new IFRS and improved IAS standards that have come into effect as of 1 January 2011 the reader is referred to Note 1 in the 2010 Annual Report. The application of these new or revised standards has no material effect on the Group's results or financial position.

## 7.3 SEGMENT REPORTING

In accordance with IFRS 8 Operating Segments, the management approach is applied for the financial reporting of segmented information. This standard requires the segmented information to be reported to follow the internal reporting used by the company's main operating decision-making officer, based on which the internal performance of Roularta's operating segments is assessed and resources allocated to the various segments.

For reporting purposes, Roularta Media Group is organized into two operating segments based on the activities: Printed Media and Audiovisual Media. These operating segments remain unchanged from those used last financial year.

<b>30/06/2011</b>	<b>Printed Media</b>	<b>Audiovisual Media</b>	<b>Intersegment elimination</b>	<b>Consolidated total</b>
Sales of the segment	285,812	90,697	-2,349	374,160
<i>Sales to external customers</i>	284,812	89,348		374,160
<i>Sales from transactions with other segments</i>	1,000	1,349	-2,349	0

<b>30/06/2010</b>	<b>Printed Media</b>	<b>Audiovisual Media</b>	<b>Intersegment elimination</b>	<b>Consolidated total</b>
Sales of the segment	278,308	85,208	-1,791	361,725
<i>Sales to external customers</i>	277,317	84,408		361,725
<i>Sales from transactions with other segments</i>	991	800	-1,791	0

The results for the segments can be found in the key figures. These are summarized below, along with their impact on the consolidated net profit.

<b>30/06/2011</b>	<b>Printed Media</b>	<b>Audiovisual Media</b>	<b>Consolidated total</b>
EBITDA	16,415	19,918	36,333
REBITDA	18,516	19,567	38,083
EBIT	9,543	17,372	26,915
REBIT	13,012	17,021	30,033
Net profit of the consolidated companies	3,015	11,526	14,541
Current net profit of the consolidated companies	6,131	11,366	17,497

<b>30/06/2010</b>	<b>Printed Media</b>	<b>Audiovisual Media</b>	<b>Consolidated total</b>
EBITDA	17,974	19,714	37,688
REBITDA	20,871	18,982	39,853
EBIT	10,332	16,872	27,204
REBIT	13,702	16,140	29,842
Net profit of the consolidated companies	4,353	11,151	15,504
Current net profit of the consolidated companies	7,397	10,668	18,065

## 7.4 PENDING DISPUTES

There are no significant changes to be reported with respect to the pending disputes as mentioned in note 25 to the consolidated annual financial statements at 31/12/2010.

Studio Press has been ordered by an appeal court ruling to pay wages in arrears to 10 former employees. In 2004 the Radikal business unit was transferred to Pop Media. The buyer then went into composition for bankruptcy in 2005, whereupon the court declared the transfer of the business unit to be illegal on account of procedural errors. A provision of EUR 1.2 million was therefore set up in the first half of 2011 for back remuneration for these 10 former employees.

## 7.5 CHANGES IN THE CONSOLIDATED GROUP

### a. Acquisitions

On 31 March 2011, Groupe Express-Roularta SA, a French subsidiary of Roularta Media Group, acquired the 55,350 outstanding shares of Technologues Culturels SAS.

This company is owner of the Ulike.net website, which is the culture site in France. Ulike.net reinforces the culture channel of Lexpress.fr, that was launched in 2009 in collaboration with Studio-Cinélive and Lire. This acquisition will speed up development and innovation at this culture site. The purchase price does not include any earn-out.

On May 25, 2011 Regionale Media Maatschappij NV, which is 50% owned by Roularta Media Group, subscribed 225 shares of Web Productions NV, and also subscribed a capital increase by this company. Following these transactions, Regionale Media Maatschappij NV owns 675 of the 1,350 shares. The acquisition is part of a move to strengthen the audiovisual production, website, sponsorship and related activities. The purchase price does not include any earn-out.



The fair value of the assets and liabilities of the acquired subsidiaries on the date of acquisition and the amounts paid are presented as follows:

<b>ASSETS</b>	<b>2011</b>
<b>NON CURRENT ASSETS</b>	<b>1,444</b>
Intangible assets	1,436
Property, plant and equipment	3
Loans, guarantees, available-for-sale investments	5
<b>CURRENT ASSETS</b>	<b>90</b>
Trade and other receivables	65
Cash and cash equivalents	20
Deferred charges and accrued income	5
<b>TOTAL ASSETS</b>	<b>1,534</b>
<b>LIABILITIES</b>	
<b>NON CURRENT LIABILITIES</b>	<b>136</b>
Financial debts	1
Other debts	135
<b>CURRENT LIABILITIES</b>	<b>51</b>
Financial debts	1
Trade payables	42
Employee benefits	6
Other payables	1
Accrued charges and deferred income	1
<b>TOTAL LIABILITIES</b>	<b>187</b>
<b>TOTAL NET ASSETS ACQUIRED</b>	<b>1,347</b>
<b>Take-over price</b>	<b>1,347</b>
Not yet paid	0
<b>Take-over price paid in cash and cash equivalents</b>	<b>1,347</b>
Deposits and cash and cash equivalents acquired	-20
<b>Net cash outflow</b>	<b>1,327</b>

As at 30 June 2011, KEUR 5 of sales and KEUR 77 of losses with respect to these companies were included in the consolidated income statement.

Had these business combinations been effected at 1 January 2011, the sales of these business combinations would be KEUR 45 and the net result KEUR -168.

#### **b. Sold participations**

None

### c. Other changes

- Establishment of Roularta Business Leads, a 50% shareholding of Roularta Media Group, on April 8, 2011.
- Merger of Tam-Tam NV and Drukkerij Leysen NV with the De Streekkrant-De Weekkrantgroep NV on June 30, 2011.

## 7.6 MAIN CHANGES IN (IN)TANGIBLE FIXED ASSETS AND GOODWILL

### Investments

In the first half of 2011 the Group invested EUR 5.4 million in intangible and tangible assets.

The investments in intangible assets are in new software (EUR 2.2 million). The largest investments in tangible assets relate a. o. buildings (EUR 1.1 million; mainly buildings at Roularta Printing in connection with the Lithoman press and also office renovation at VMMA), machinery (EUR 1.1 million, of which EUR 0.9 million at VMMA, including for final editing and montage) and office equipment (including hardware) in an amount of EUR 0.4 million.

### Sales

In the first half of 2011 a building owned by Vogue Trading Video NV was sold. The net carrying value of this building (and land) was EUR 2.3 million. On this sale a capital gain, net of non-deductible VAT, of EUR 0.8 million was achieved.

### Goodwill

Recently received information indicates that the tax losses of Media Ad Infinitum (Vitaya) can be recovered within a reasonable time frame. This has led to a change in the opening balance of this acquisition in late 2010, allowing deferred tax assets to be recorded with a consequent decrease in goodwill.

## 7.7 ONE-OFF ITEMS

The following one-off income statement items can be mentioned:

in EUR '000	30/06/2010	30/06/2011
<b>Services and other goods:</b>	<b>0</b>	<b>-786</b>
- Cost of consultancy in relation to possible acquisitions and management fees		-786
<b>Personnel:</b>	<b>809</b>	<b>0</b>
- booking out of social security debt	809	
<b>Restructuring costs (incl. restructuring provisions):</b>	<b>-2,337</b>	<b>-1,808</b>
- redundancy costs (Belgium and France)	-2,974	-1,805
- provision redundancy costs (Belgium and France)	637	-3
<b>Other operating income:</b>	<b>0</b>	<b>841</b>
- capital gain on the sale of the building Vogue Trading Video		841
<b>Depreciation, write-down and provisions:</b>	<b>-1,110</b>	<b>-1,365</b>
- exceptionnal provision		-1,255
- impairment losses	-1,110	-110
<b>Income taxes:</b>	<b>77</b>	<b>162</b>
- (deferred) taxes related to the above-mentioned items	77	162
	<b>-2,561</b>	<b>-2,956</b>

The impairment losses on the titles in H1/2011 relate to the magazine Guitar Part at Studio Press. The value of this title is always brought into line with the value of the royalty contract concluded for it.

## 7.8 CAPITAL INCREASE

On 14 January 2011 the company capital was increased by EUR 184,853.79 by the creation of 9,183 new shares with the related VVPR strips following an exercise of warrants. The board of directors, making use of the authorised capital, subsequently increased capital by EUR 146.21 by incorporating reserves available for distribution in the same amount, without issuing new shares, to bring the company capital to EUR 203,225,000.00.

## 7.9 TREASURY SHARES

The statutory authorization to purchase own company shares, renewed at the annual meeting of the 19th of May 2009 was not used. During the first half of 2011, 4,155 treasury shares held by the company were sold. On June 30, 2011 the company held 508,708 of its own shares.

## 7.10 SHARE OPTIONS

In the first semester of 2011, no new option plans were offered.

A full overview of the option and warrant plans is available on [www.roularta.be](http://www.roularta.be) under the investor information heading.

In the first semester of 2011, the Group recognised 499 KEUR (30/6/2010: 558 KEUR) as personnel cost relating to equity-settled share-based payment transactions.

## 7.11 PROVISIONS

Provisions have raised from EUR 7.0 million at the end of 2010 to EUR 7.7 million at 30 June 2011.

The largest movements in the first half of 2011 relate to the setting up of a special provision for back wages at Studio Press (EUR 1.2 million - see paragraph 7.4) and the derecognition of a pending dispute at Groupe Express-Roularta (EUR 0.3 million). Against this latter derecognition is a cost item in the same amount. The provision for restructuring has risen by a net EUR 0.6 million at Groupe Express-Roularta (including a 0.4 million transfer from a provision for pending litigation), while the same item at Roularta Media Group has decreased by EUR 0.3 million.

There have been no other significant evolutions in the provisions recorded at the end of 2010.

## 7.12 FINANCIAL DEBTS (NON CURRENT AND CURRENT)

No new loans were concluded during the first half of 2011.

Prepayments of bank loans did take place in an amount of EUR 0.6 million (by Vogue Trading Video), in addition to the contractual repayments of EUR 17.3 million.

## 7.13 DIVIDENDS

On June 1, 2011, EUR 6,314,130 of gross dividends in respect of the 2010 financial year were released for payment.

In the first semester of 2010, no dividends were released for payment.

## 7.14 INCOME STATEMENT

### Sales

Sales are up 3.4% on H1/2010. Corrected to exclude changes in the consolidation scope, sales are up 2.6%.

For a discussion of this development we refer to the press release on the half-year results and the interim report of the board of directors that is included later in this interim financial report.

### Raw materials, consumables and goods for resale

Compared with H1 2010 these costs have raised by EUR 10.5 million. EUR 0.9 million of this increase is due to the changes in the consolidation scope (Forum de l'investissement and Vitaya). Furthermore, this increase is mainly due to the rise in paper costs at Roularta Printing (EUR 4.9 million), the increase in broadcasting rights at VMMA with more expensive programmes and foreign films and series (EUR 1.9 million) and the increasing cost of organizing fairs at Groupe Express-Roularta (EUR 1.2 million).

### Services and other goods

Compared with H1 2010 these costs have raised by EUR 1.2 million. The changes in the group (new investments, primarily Forum de l'investissement and Media Ad Infinitum (= Vitaya) that have been included in the consolidation from late 2010 onwards) represent an increase of EUR 1.2 million. There are also EUR 0.8 million of one-time fees recorded at RMG and VMMA. Consequently the comparable costs of this heading reduced by EUR 0.8 million.

Other changes are the EUR 1.5 million decrease in rent in France, a EUR 2.1 million decrease in costs at Paratel owing to the change in billing method from April 2010 and the cessation of phone-in competitions from January 18, 2011. On the other hand there is an increase in promotion costs and fees at RMG and at the De Streekkrant-De Weekkrantgroep and rental costs have risen at Roularta Printing with the installation of a new printing press.

### Personnel

In the first half of 2010, VMMA reversed a previously recorded provision for a social security claim in an amount of EUR 0.8 million. The changes in the group resulted in the first half of 2011 in an increase of EUR 0.4 million. The real growth in personnel expenses is therefore EUR 3.5 million. This increase is due both to indexation and to new recruitments and is concentrated mainly at Groupe Express-Roularta, VMMA and at Studio-A.

### Depreciation

Depreciation and amortization have fallen by EUR 1.2 million, from 8.9 million in the first half of 2010 to 7.7 million in the first half of 2011. EUR 0.5 million of this decrease is attributable to the amortization in 2010 of what are now fully amortized intangible assets.

### Other operating income

Other operating income includes the operating subsidies, the capital gain on the disposal of tangible and financial assets, government grants and miscellaneous cross-charges. These have risen by 1.7 million compared to the first half of 2010. The capital gain on the sale of a building at Vogue Trading Video has produced an increase of EUR 0.9 million.

### Other operating expenses

Other operating expenses include other taxes, the loss on the disposal of (in)tangible fixed assets, losses on trade receivables, payment differences, bank charges.

Compared to the first half of 2010 these costs have increased by EUR 0.3 million. The non-deductible VAT on the sale of the Vogue Trading Video building has produced a EUR 0.1 million increase.

### Financial income and expenses

in EUR '000	30/06/2010	30/06/2011
<b>Financial income:</b>	<b>4,941</b>	<b>2,343</b>
- interest income	395	408
- profit on the early termination of an IRS contract	2,845	
- evolution of the market values of the swap contracts not viewed as hedging	1,701	1,935
<b>Financial costs:</b>	<b>-5,967</b>	<b>-4,848</b>
- interest expense	-5,961	-4,840
- other financial costs	-6	-8

Interest expense has fallen with the reduction in outstanding borrowings.

In the first half of 2010 a one-off income item was recorded from the sale of an IRS contract.

## **7.15 INCOME TAX EXPENSE**

The effective tax rate is influenced by a number of factors which affect the tax base. The main factors are the loss-making companies in respect of which no additional deferred tax assets are recorded, non tax deductible expenses and the lowering of tax pressure with the application of notional interest deduction. The impact of these factors can vary from half a year to half a year.

## **7.16 RELATED PARTIES**

The related parties of Roularta Media Group NV consist of subsidiaries, joint ventures, associated companies, other related parties and key management personnel (including directors).

The composition of the related parties, and nature of the transactions and the outstanding balances have not changed significantly from those reported in the financial statements at 31 December 2010.

## **7.17 KEY EVENTS AFTER BALANCE SHEET CLOSING DATE**

No major events have occurred which significantly affect the results and the financial position of the company.

## **7.18 SEASONAL FEATURES**

The half-yearly results are not affected by any seasonal fluctuations. In general, sales are lower in January and February, as also in July and August with less good earnings as a result.

# 8. INTERIM REPORT OF THE BOARD OF DIRECTORS

Dear Shareholders,

*This interim financial report should be read in conjunction with the consolidated balance sheet and income statement of NV Roularta Media Group, and the related selected notes (see item 7 above). This interim report is drawn up in accordance with the Royal Decree of 14 November 2007 concerning the obligations of the issuers of financial instruments.*

## SIGNIFICANT EVENTS DURING THE FIRST SIX MONTHS OF THE FINANCIAL YEAR

Despite sharply higher paper prices (EUR +3.3 million) and an uncertain economic environment, Roularta maintained its current operating result (REBIT) unchanged for the first half at EUR 30 million.

Roularta Media Group achieved in the first half of 2011 consolidated sales of EUR 374.2 million compared with EUR 361.7 million in the first half of 2010. This represents a sales increase of 3.4%. This growth comes from both the Printed Media division and in the Audiovisual Media division

### KEY FIGURES FOR THE FIRST HALF OF 2011

- Adjusted **sales**<sup>1</sup> rose by 2.6% from EUR 361.7 million to EUR 371.0 million.
- **REBITDA** decreased by 4.4% from EUR 39.9 million to EUR 38.1 million. The REBITDA margin is 10.2% compared with 11.0% for H1 2010.
- **REBIT** rose by 0.6% from EUR 29.8 million to EUR 30.0 million, giving a REBIT margin of 8.0 % compared with 8.2% for H1 2010.
- **Current net result** is EUR 17.5 million compared with EUR 18.1 million in H1 2010.
- The overall after-tax effect of the restructuring and one-off costs in H1 2011 was EUR 3.0 million compared with EUR 2.6 million in H1 2010.
- **RMG's net result** is EUR 14.3 million compared with EUR 15.1 million in H1 2010.

These results are discussed in greater detail by division below.

### CONSOLIDATED Q2 2011 SALES

In Q2 2011, Roularta Media Group posted consolidated sales of EUR 186.8 million, compared with consolidated sales of EUR 186.2 million in Q2 2010 (+0.3%).

#### Consolidated sales by division (in KEUR)

DIVISION	Q2/2010	Q2/2011	Trend
Printed Media	142,201	139,127	-2.2%
Audiovisual Media	44,864	46,782	+4.3%
Intersegment sales	-852	-1,156	
<b>Adjusted sales</b>	<b>186,213</b>	<b>184,753</b>	<b>-0.8%</b>
Changes in the group (*)		+2,005	
<b>Consolidated sales</b>	<b>186,213</b>	<b>186,758</b>	<b>+0.3%</b>

(\*) New participations in Media Ad Infinitum NV (Vitaya), Technologues Culturels (Ulike.net website) and Web Producties NV and set up of Roularta Business Leads NV.

<sup>1</sup> Adjusted sales = like-for-like, i.e. adjusted for changes in the consolidation scope

## H1 2011 RESULTS BY DIVISION

### PRINTED MEDIA

Sales by the Printed Media division rose by 2.7%, from EUR 278.3 million to EUR 285.8 million. **Adjusted sales** amounted to EUR 285.1 million, up 2.4%.

#### Advertising

Freepress advertising was up 3.8%. The job ads market is again growing strongly, with an average increase of 33% on the first half of 2010. Advertising revenue at the Krant van West-Vlaanderen also rose by 3.6%.

Advertising in the magazines fell back slightly by 1.1%, while advertising revenue on the internet increased by 28.6%.

#### Readers' market

Sales from the readers' market (newsstand sales and subscriptions) grew by 1.1%. In France, the readers' market even increased by 3.6%, while falling by 1.5% in Belgium.

#### Typesetting and printing

Contract typesetting and printing turnover increased by 17.1% compared with the first half of 2010.

#### Fairs and seminars

Increased turnover from L'Etudiant fairs in France produced a 9.1% rise in fairs and seminars revenue.

EBITDA in the first half was influenced by EUR 2.1 million of restructuring and one-off costs. EBIT was also impacted by a EUR 1.3 million provision for a pending legal dispute at Studio Press and an impairment loss of EUR 0.1 million.

**Operating cash flow (EBITDA)** decreased from EUR 18.0 million to EUR 16.4 million. **REBITDA (current operating cash flow)** decreased from EUR 20.9 to 18.5 million.

**Operating result (EBIT)** decreased from EUR 10.3 million to EUR 9.5 million. A **current operating result (REBIT)** of EUR 13.0 million was achieved compared with EUR 13.7 million H1 2010.

**Net financing costs** have risen by EUR 1.5 million. In the first half of 2010 there was a non-recurring gain of EUR 2.8 million from the sale of a hedging contract. On the other hand, interest payments in the first half of 2011 were down EUR 1.1 million.

The **net result of the division** was EUR 2.8 million as against EUR 4.0 million in H1 2010, with a **current net result** of EUR 6.1 million compared with EUR 7.4 million in H1 2010.

### AUDIOVISUAL MEDIA

Sales by the Audiovisual Media division rose from EUR 85.2 to 90.7 million (+6.4%). Omitting the turnover from Vitaya (acquired in November 2010), we arrive at adjusted sales in the first half of 2011 of EUR 88.3 million. This represents an increase of 3.6%.

#### Advertising

TV and radio advertising turnover grew 6.2% in the first half. Omitting broadcaster Vitaya, acquired at the end of 2010, the increase is 3.6%.

#### Other income

Turnover from other income-producing activities including line extensions, text messaging, video on demand and rights increased by 2.4%.

The first quarter of 2011 saw a decrease in income at Paratel, following a change in tax legislation in April 2010. Since then only the services provided by Paratel itself have been billed to the customer, without the portion of the organizer as previously. In the second quarter of 2011, which is comparable to the second quarter of 2010, sales income from these other activities rose by 21%.

EBITDA in the first half of 2011 was influenced on the one hand by EUR 0.5 million of non-recurring costs and on the other by EUR 0.8 million of non-recurring income from the sale of a building of Vogue Trading Video. In the first half of 2010 there was a non-recurring income of EUR 0.8 million.

**Operating cash flow (EBITDA)** rose from EUR 19.7 million to EUR 19.9 million (+1%). Current **operating cash flow (REBITDA)** rose from EUR 19.0 to 19.6 million (+3.1%).

**Operating result (EBIT)** rose from EUR 16.9 million to EUR 17.4 million and **current operating result (REBIT)** from EUR 16.1 to 17.0 million (+5.5%). A margin of 18.8% was achieved compared with 18.9% in H1 2010.

The **net result of the division** amounted to EUR 11.4 million compared with EUR 11.2 million in H1 2010, while **current net result** rose 6,5% from EUR 10.7 to EUR 11.4 million.

## BALANCE SHEET

**Equity** at 30 June 2011 was EUR 367.3 million compared with EUR 358.8 million at 31 December 2010.

At 30 June 2011 the group's **net financial debt**<sup>2</sup> stood at EUR 99.7 million compared with EUR 111.4 million at 31 December 2010.

The bank covenants were easily met. With a net debt to EBITDA ratio of 1.19 we remain well below the limit of 3.00.

## INVESTMENTS (CAPEX)

Total investments in the first half of 2011 amounted to EUR 7.0 million, of which EUR 2.3 million in intangible assets (mainly software), EUR 3.1 million in fixed assets and EUR 1.6 million in acquisitions.

An additional EUR 9.5 million was invested under the lease contracts for Roularta Printing machinery and for IT material, of which EUR 7.8 million for the new Lithoman 72 page press at Roularta Printing, EUR 0.3 million for other printing equipment and EUR 1.4 million for IT equipment.

## SIGNIFICANT EVENTS IN THE FIRST HALF OF 2011

In January 2011 RMG extended its 'Z Challenge' multimedia package for job advertising to include French-speaking Belgium.

In late February 2011, RMG launched a new project named 'Roularta Lead Generation', offering a 'targeted business leads' generation service to advertisers.

Also at the end of February Knack Weekend and Le Vif Weekend launched their new 'Weekend Black' initiative. These 'bookazines' or 'magabooks', printed on thick matt paper, represent an upgrade of the traditional specials. This year 8 Black Editions are being published.

In April 2011 Groupe Express-Roularta, the publisher of L'Express, acquired the Ulike.net culture site.

New initiatives were taken at Kanaal Z in the first half of the year. Since February, the station has been running a business news journal 'Z Ondernemen', directed at entrepreneurs and at heads of small and medium-sized enterprises.

On 1 July 2011 the new 'International Media Services' (IMS) division came into action. Operating out of Zellik it is Belgian advertisers' contact point for international media campaigns in quality media in Europe and beyond. IMS represents of course the quality magazines and sites of Groupe Express-Roularta and the group's other international products.

<sup>2</sup> Net financial debt = Financial debts less current cash.



## PROSPECTS

The third quarter (including the holiday months of July and August) has started well in terms of advertising turnover for both print and for radio and TV, but with no visibility as yet on the much more important fourth quarter. General economic conditions can significantly influence advertising expenditure.

Advertising revenue on the group's websites in Belgium and France continues to grow at around 35%. In early September Roularta launches 'knack.be/levif.be' as its umbrella site for its internet activities, on the model of 'l'Express.fr.

## MAIN RISKS AND UNCERTAINTIES FOR THE REMAINING MONTHS OF THE FINANCIAL YEAR

In addition to the traditional risks for any company, the Group tracks market developments in the media world. Therefore, it can capitalise at all times on changes and new trends in the environment in which the company operates. Thanks to the Group's enhanced multimedia offer, it can suitably respond to a shift in focus in the advertising world and on the part of its readership from one form of media to another. As a diversified Group, drawing its revenue from the advertising market, the readers' market and from commercial activities (e.g. line extensions, commercial printing by Roularta Printing), Roularta Media Group is able to adequately diversify its revenue risk.

**Printed Media:** the various costs that to a large extent determine the total cost are printing, distribution, staff, and promotion costs. Quality has been maintained with further investments in its printing operations. More than 75% of own products sold are printed in-house. The one continuing uncertainty is the development of paper prices. Falling prices in recent years suggest that an increase could well follow in the coming years, such as during the first semester has been shown. To manage the paper price risk, the Group uses periodical contracts for newspaper and magazine paper.

**Audiovisual Media:** results in this sector are primarily a function of the advertising market and viewing and listening figures. Competition plays a major role here. Reacting actively and quickly to market changes and trends remains crucial. Programming costs, for both domestic productions and international film material, are determined a long time in advance and so are inflexible. The advertising market is particularly subject to short-term movements.

The IT system within the group remains vital. A disturbance in RMG's computer systems (due to malfunctioning, malicious attacks, viruses or other factors) could seriously impact various aspects of its activities. For sales, customer service and administration, but also the Group's operating results. To date, the company has not experienced substantial problems with its computer systems, but cannot guarantee that such problems will not occur in the future.

The currency risk within the Group is limited to USD. Film rights purchases by the Audiovisual segment can take place in USD and the Group is also bound to paying principal and interest on a U.S. private placement bond. Both risks are hedged with respectively currency contracts and a Cross Currency Swap. Despite these hedging instruments, fluctuations in the USD can still impact RMG's operating results.

The Group's debt level and interest charges can affect the result. Outstanding IRS contracts and other financial instruments serve to further cover this risk. Recent Group Policy is to use only those instruments which under IFRS can impact equity but not any more the result.

The Group is also exposed to credit risk to its customers. To manage this risk, internal and external credit checks are used. Instruments like bills of exchange and credit insurance also reduce this risk. Until now there has been no significant concentration of credit risks, and the necessary provisions have been made for existing ones.

For other general risks, the reader is referred to the 2010 Annual Report (Annual Report of the Board of Directors) which discusses on pp. 109-111 the bank covenants, liquidity and capital structure risks, impairment risks and risks of litigation and arbitration proceedings.

# 9. DECLARATION CONCERNING THE INFORMATION GIVEN IN THIS HALF-YEARLY FINANCIAL REPORT

**The undersigned declare that, to the best of their knowledge,**

- the abbreviated financial overviews, which have been drawn up in accordance with the applicable standards for annual financial statements, give a true and fair view of the net assets, the financial situation and the results of Roularta Media Group and of the companies included in the consolidation;
- the interim financial report presents a true and fair view of the key events and principal transactions with affiliated parties during the first six months of the current financial year and of their impact on the abbreviated financial overviews, as well as a description of the principal risks and uncertainties during the remaining months of the financial year.

Rik De Nolf, CEO  
Jan Staelens, CFO

# 10. AUDITOR'S REPORT

Roularta Media Group NV

## **Limited review report on the consolidated half-year financial information for the six-month period ended 30 June 2011**

*The original text of this report is in Dutch*

To the board of directors

We have performed a limited review of the accompanying consolidated condensed balance sheet, condensed income statement, condensed statement of comprehensive income, condensed cash flow statement, condensed statement of changes in equity and selective notes 7.1 to 7.18 (jointly the "interim financial information") of Roularta Media Group NV ("the company") and its subsidiaries (jointly "the group") for the six-month period ended 30 June 2011. The board of directors of the company is responsible for the preparation and fair presentation of this interim financial information. Our responsibility is to express a conclusion on this interim financial information based on our review.

The interim financial information has been prepared in accordance with IAS 34, "Interim Financial Reporting" as adopted by the EU. Our limited review of the interim financial information was conducted in accordance with the recommended auditing standards on limited reviews applicable in Belgium, as issued by the "Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren". A limited review consists of making inquiries of group management and applying analytical and other review procedures to the interim financial information and underlying financial data. A limited review is substantially less in scope than an audit performed in accordance with the auditing standards on consolidated annual accounts as issued by the "Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren". Accordingly, we do not express an audit opinion.

Based on our limited review, nothing has come to our attention that causes us to believe that the interim financial information for the six-month period ended 30 June 2011 is not prepared, in all material respects, in accordance with IAS 34 "Interim Financial Reporting" as adopted by the EU.

Kortrijk, 17 August 2011

### **The statutory auditor**

**DELOITTE Bedrijfsrevisoren / Reviseurs d'Entreprises**

BV o.v.v.e. CVBA / SC s.f.d. SCRL

Represented by

Frank Verhaegen and Mario Dekeyser