



The shareholders, nominal warrant holders and bondholders of Roularta Media Group NV are invited to the extraordinary general meeting, which will be held on **Friday, 21 December 2012 at 16.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

Agenda and motions for the extraordinary general meeting:

1. Implementation of Article 556 of the Company Code

Motion:

According to Article 556 of the Company Code, the general meeting of shareholders decides to approve all provisions granting rights to third parties influencing the assets of Roularta Media Group NV or causing debt or liabilities to arise at its expense, when exercising these rights depends on a public bid for the shares of Roularta Media Group NV or on a change in the control it is subjected to, provided in the issue of 5.125% fixed rate bonds with expiry date 10 October 2018 by Roularta Media Group NV of at least EUR 75,000,000 and no more than EUR 100,000,000, whereby Belfius Bank NV and KBC Bank NV acted as joint lead managers and Bank Degroof NV acted as co-manager, for which a prospectus was created on 18 September 2012 (Prospectus) including, but not limited to condition 6 (c) (Repayment according to the Bondholders' choice in case of a Change of Control) of the conditions included in the Prospectus.

2. Proxy

Motion:

Proxy allocation to Sophie Van Iseghem, domiciled in 8800 Roeselare, Zwarte Leeuwstraat 60, box 2, and to Brigitte Masschelein, domiciled in 8800 Roeselare, Hoogleedssesteenweg 264, to comply with the deposition obligations mentioned in Article 556 of the Company Code. Each of the aforementioned persons is authorised to act independently and to represent the company with regard to compliance with the deposition obligations mentioned in Article 556 of the Company Code. This proxy implies that each of the proxy holders can take any necessary and useful action in connection with these deposition obligations.

Registration date

Entitlement to take part in the extraordinary general meeting is granted only to those shareholders, warrant holders and bondholders whose securities are registered by the record date, this being **Thursday, 6 December 2012 at midnight (24:00) Belgian time.**

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

The owners of *bearer shares* who wish to attend the extraordinary 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 shares with which they wish to participate in the vote registered by the registration date at the latest.

Notice

Nominal shareholders and nominal warrant holders are requested to inform the Board, no later than **Friday, 14 December 2012**, of their intention to attend the extraordinary 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 bondholders* need both to inform the Board of their intention to participate in the extraordinary 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 Friday, 14 December 2012 within office hours.** They will be admitted to the extraordinary 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 extraordinary general meeting only in person. They have no voting rights.

Proxies

Shareholders who wish to be represented at the 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 **Friday, 14 December 2012** 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 extraordinary 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 **Thursday, 29 November 2012** 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 Thursday, 6 December 2012 at the latest.

Questions in writing

Shareholders who have completed the formalities to participate in the meeting may pose questions in writing by sending them to the company, by **Friday, 14 December 2012** 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.