



**ROULARTA MEDIA GROUP**  
 Public Limited Company  
 Meiboomlaan 33, 8800 B-Roeselare  
 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.

**POWER OF ATTORNEY**  
**ANNUAL GENERAL MEETING DD. 15 MAY 2012**

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 (name, first name): .....

..... residing at

(address) .....

.....



in order to represent him/her as shareholder at the annual general meeting of the above named company, which shall be held at the registered office of the company on May 15, 2012 at 11.00 a.m.

In accordance with article 548 of the Companies' Code, a request is made for instructions for exercising the voting rights concerning the various items of the agenda. In the absence of instructions from the shareholder, the authorised representative will be free to vote on the proposed items on the agenda.

### **Agenda and proposal for resolutions at the annual 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 2011 and appropriation of the profit.

Motion: The general meeting approves the annual accounts at 31 December 2011, including the motion by the board of directors to pay a gross dividend of EUR 0.35 per share.

APPROVAL  REJECTION  ABSTENTION

4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2011.
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 2011 financial year.

#### Discharge directors

*NV HRV, with permanent representative Hugo Vandamme*

APPROVAL  REJECTION  ABSTENTION

*NV De Publigraaf, with permanent representative Hendrik De Nolf*

APPROVAL  REJECTION  ABSTENTION

*NV De Meiboom, with permanent representative Leo Claeys*

APPROVAL  REJECTION  ABSTENTION

*NV Fraka-Wilo, with permanent representative Lieve Claeys*

APPROVAL  REJECTION  ABSTENTION

*NV Verana, with permanent representative Caroline De Nolf*

APPROVAL  REJECTION  ABSTENTION

*NV Alauda, with permanent representative Francis De Nolf*

APPROVAL  REJECTION  ABSTENTION



*BV Carolus Panifex Holding, with permanent representative Carel Bikkers*

APPROVAL  REJECTION  ABSTENTION

*BVBA Mavac, with permanent representative Marleen Vaesen*

APPROVAL  REJECTION  ABSTENTION

*NV Pur Vie, with permanent representative Marc Verhamme*

APPROVAL  REJECTION  ABSTENTION

Discharge auditor:

*Deloitte, Bedrijfsrevisoren BV o.v.v.e. CVBA, represented by Mario Dekeyser  
and Frank Verhaegen*

APPROVAL  REJECTION  ABSTENTION

6. Approval of the remuneration report.

Motion:

The general meeting approves the remuneration report for the financial year 2011.

APPROVAL  REJECTION  ABSTENTION

7. Reappointment of directors.

The mandates of the directors, Fraka-Wilo NV, with Mrs Lieve Claeys as its permanent representative, and Verana NV, with Mrs Caroline De Nolf as its permanent representative, are due to expire at the 2012 annual meeting.

Motion:

On the recommendation of the board of directors, the general meeting decides to renew the mandates of the aforementioned directors, whose mandates are due to expire at the 2012 annual meeting:

- Fraka-Wilo NV, with its registered office at Kasteelhoekstraat 1, 8800 Roeselare, and with Mrs Lieve Claeys as its permanent representative, is reappointed as director for a four-year term of office, i.e. until the annual meeting deciding on the annual accounts for the financial year ending on 31 December 2015;
- Verana NV, with its registered office at Meiboomlaan 110, 8800 Roeselare, and with Mrs Caroline De Nolf as its permanent representative, is reappointed as director for a four-year term of office, i.e. until the annual meeting deciding on the annual accounts for the financial year ending on 31 December 2015.

Reappointment directors

*NV Fraka-Wilo, with permanent representative Lieve Claeys*

APPROVAL  REJECTION  ABSTENTION

*NV Verana, with permanent representative Caroline De Nolf*

APPROVAL  REJECTION  ABSTENTION



8. Reappointment of the auditor.

Motion:

On the recommendation of the board of directors, advised by the audit committee and after approval by the works council, the general meeting decides to reappoint Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA, with its registered office at Berkenlaan 8B, 1831 Diegem, and with Mr Frank Verhaegen and Mr Kurt Dehoorne as its permanent representatives, as auditor for a term of three years, from 1 January 2012 until the approval of the annual accounts for the financial year ending 31 December 2014.

The auditor for the Roularta Media Group NV is to be paid EUR 110,000 excluding VAT. The remuneration of the auditor as group auditor (including Roularta Media Group NV) amounts to EUR 394,460 per year, excluding VAT. The remuneration of the auditor is indexed annually.

APPROVAL  REJECTION  ABSTENTION

9. Proposal for a board resolution.

Motion:

The general meeting approved the proposed remuneration of the board of directors for the 2012 financial year, consisting of:

- a fixed remuneration of EUR 100,000 for NV HRV, represented by its permanent representative, Baron Hugo Vandamme, chairman of the board of directors;
- a fixed remuneration of EUR 58,500 for NV De Meiboom, represented by its permanent representative, Mr Leo Claeys, 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.

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 ..... 2012

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