



ROULARTA MEDIA GROUP
 Public Limited Company
 Meiboomlaan 33, 8800 B-Roeselare
 Ghent, department 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
EXTRAORDINARY GENERAL MEETING DD. 17 MAY 2016

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 extraordinary general meeting of the above named company, which shall be held at the registered office of the company on May 17, 2016 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 motions for the extraordinary general meeting:

1. Abolition of bearer shares and adapting the Articles of Association of the company:

Pursuant to the Act of 14 December 2005 abolishing bearer securities, Roularta Media Group has gone through the entire process of the abolition of bearer shares. On 2 March 2015 the notice provided for in Article 11, § 1 and § 2 of the Act of 14 December 2005 as amended by the Act of 21 December 2013 was published on the website of market operator Euronext Brussels and in the Belgian Official Gazette. The 4,190 remaining bearer shares for which no entitled persons had presented themselves were sold on 23 April 2015 on market operator Euronext Brussels. The proceeds of this sale were consigned by Roularta Media Group, pursuant to the Act of 14 December 2005 at the Deposit and Consignment Office.

Motion : The text of Articles 9, 13 and 29 of the Articles of Association is replaced by the following text:

"Article 9 – Nature of the securities

The securities are registered or dematerialised shares, at the option of the securities holder. A register of shares and other registered securities is held at the company's registered office which is open to inspection by security holders. The register of shares and other registered securities may also be kept in electronic form. Following entry in this register each shareholder or security holder will be given a certificate evidencing the same. All securities bear a serial number.

Article 13 – Bonds

The board of directors is authorized to issue bonds, with or without guarantees. The general meeting may resolve to issue convertible bonds or warrants in registered or dematerialized form in accordance with the Companies Code.

Article 29. Admission to meetings

The right to participate in the meeting and to exercise voting rights is granted solely on the basis of the registration of the shares in the shareholder's name on the fourteenth day before the relevant general meeting, at midnight Belgian time, either by entry in the register of registered shareholders of the company, or by being recorded in the accounts of a recognized account holder or clearing house, regardless of the number of shares owned by the shareholder on the day of the meeting. The day and hour mentioned in the first paragraph form the record date. The shareholder shall notify the company or its appointee, no later than the sixth day before the date of the meeting, that he wishes to participate in the general meeting. The right to take part in the general meeting will be granted to a bond holder only on the basis either of the recording of the bond holder in the register of registered bonds of the company, or by depositing an attestation delivered by the recognized account holder or by the clearing house, attesting to the unavailability of the dematerialized bonds until the date of the general meeting at the places specified in the notice of meeting and no later than six working days before the date set for the general meeting."

In the transitional provisions of the Articles of Association, section 3 relating to the dematerialized securities including the temporary provision is deleted.

APPROVAL

REJECTION

ABSTENTION

2. Abolition of VVPR strips and adapting the company's Articles of Association:

As a result of the amended legislation in Belgium, the VVPR strips issued and attached in the past to shares issued by Roularta Media Group have, since the end of 2013, become without object or worthless. Accordingly, the strips can no longer be traded.



Motion : it is proposed to the extraordinary general meeting to destroy 4,730,246 VVPR strips and to delete the reference to the VVPR strips in Article 5 of the Articles of Association.

The text of Article 5 of the Articles of Association is replaced by the following text: "The issued capital is set at eighty million euros (EUR 80,000,000.00), represented by thirteen million one hundred and forty-one thousand, one hundred and twenty-three (13,141,123) shares with no stated value, each representing one/thirteen million one hundred and forty-one thousand one hundred and twenty-third of the net assets of the company."

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 2016

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