



**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 extraordinary 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. 21 DECEMBER 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 extraordinary general meeting of the above named company, which shall be held at the registered office of the company on December 21, 2012.

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. 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 SA/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 Bond Holders' choice in case of a Change of Control) of the conditions included in the Prospectus.

APPROVAL                       REJECTION                       ABSTENTION

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, Hoogleedsesteenweg 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.

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'.)