



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
EXTRAORDINARY 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 extraordinary general meeting of the above named company, which shall be held at the registered office of the company on May 15, 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. Resolution to renew the authority of the board of directors to buy the company's own shares, should it be necessary to acquire them to forestall imminent serious detriment to the company.

This authority is to be valid for a period of three years as from the announcement of this authority in the Belgian State Gazette.

Motion:

In accordance with article 620 of the Companies' Code the board of directors is authorised to have the company acquire its own shares, profit-sharing bonds or certificates should it be necessary to acquire them to forestall imminent serious detriment to the company. This authority is to be valid for a period of three years as from the announcement of this authority by the general meeting held on 15 May two thousand and twelve in the Belgian State Gazette.

APPROVAL REJECTION ABSTENTION

2. Resolution to renew the authority of the board of directors to buy the company's own shares at a price which is equal to the quoted price of these shares on a stock exchange at the time of acquisition.

This authority is to be valid for a period of five years as from the announcement of this authority in the Belgian State Gazette.

Motion: The board of directors is authorised, in accordance with article 620 of the Companies' Code, to acquire the legally permitted maximum number of the company's own shares, profit-sharing bonds or certificates at a price which is equal to the quoted price of these shares on a stock exchange at the time of such acquisition.

This authority is to be valid for a period of five years as from the announcement of the resolution adopted by the general meeting held on 15 May two thousand and twelve in the Belgian State Gazette. This authority is also to be valid for the acquisition of company shares by one of its first-line subsidiaries in accordance with article 627 of the Companies' Code.

APPROVAL REJECTION ABSTENTION



3. Decision to lift temporary provisions as a result of the entry into force of the act on exercising certain rights of shareholders in listed companies.

Motion Decision to lift temporary provisions included in articles 28, 29, 30, 32 and 34 of the articles of association.

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'.)