



**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. 20 MAY 2014**

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 20, 2014 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 2013 and appropriation of the profit.

Motion: the general meeting approves the annual accounts at 31 December 2013, including the motion by the board of directors not to pay out a dividend.

APPROVAL  REJECTION  ABSTENTION

4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2013.
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 2013 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 (period 01/01/2013 – 17/05/2013 and from 17/05/2013 Joris 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 Buttereij Pur Natur, with permanent representative Marc Verhamme*

APPROVAL  REJECTION  ABSTENTION

#### Discharge auditor

*Deloitte, Bedrijfsrevisoren BV o.v.v.e. CVBA, represented by Kurt Dehoorne and Frank Verhaegen*

APPROVAL  REJECTION  ABSTENTION



6. Approval of the remuneration report.

Motion:

The general meeting approves the remuneration report for the financial year 2013.

APPROVAL  REJECTION  ABSTENTION

7. Resignation and appointment directors:

Motion: on the advice of the appointments and remuneration committee the board of directors recommends to:

- reappoint NV HRV, represented by its permanent representative, Baron Hugo Vandamme, as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017;

APPROVAL  REJECTION  ABSTENTION

- appoint NV Alderamin, represented by its permanent representative, Mr Hendrik De Nolf, as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017;

APPROVAL  REJECTION  ABSTENTION

- reappoint NV De Meiboom, represented by its permanent representative, Mr Joris Claeys, as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017;

APPROVAL  REJECTION  ABSTENTION

- appoint Ms Lieve Claeys as director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017;

APPROVAL  REJECTION  ABSTENTION

- reappoint BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bickers, as an independent director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017;

APPROVAL  REJECTION  ABSTENTION

- appoint SPRL Mandatum (in formation), represented by its permanent representative, Mr Marc Verhamme, as an independent director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017;

APPROVAL  REJECTION  ABSTENTION

- appoint NV Invest at Value, represented by its permanent representative, Mr Koen Dejonckheere, as an independent director for a four-year term, that is until the annual meeting resolving on the annual accounts for the financial year ending on 31 December 2017.

APPROVAL  REJECTION  ABSTENTION

8. Remuneration board of directors.

Motion: the general meeting approved the proposed remuneration of the board of directors for the 2014 financial year, consisting of:

- a fixed remuneration of EUR 100,000 for the chairman of the board of directors, NV HRV, represented by its permanent representative, Baron Hugo Vandamme;
- a fixed remuneration of EUR 50,000 for the vice-chairman of the board of directors, SPRL Mandatum (in formation), represented by its permanent representative, Mr Marc Verhamme;
- a fixed remuneration of EUR 100,000 for NV Alderamin, 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 ..... 2014

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