



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.

**The power of attorney must contain voting instructions and must be delivered to the company no later than Wednesday 15 May 2024.**

**POWER OF ATTORNEY**  
**GENERAL MEETING DD. 21 MAY 2024**

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 .....

....., in order to represent him/her as shareholder at the general

meeting of the above named company, which shall be held at the registered office of the company on Tuesday, 21

May 2024 at 11.00 a.m. and **with the obligation to vote as indicated below.**

## AGENDA AND PROPOSALS FOR DECISIONS BY THE GENERAL 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 2023 and appropriation of the profit.  
Motion: the general meeting approves the annual accounts at 31 December 2023, including the appropriation of the result as proposed by the board of directors, in particular
  - (i) adoption of a gross dividend of EUR 1.00 per share;
  - (ii) acknowledgment of the shareholders' option to have this dividend paid out in new shares of the company; and;
  - (iii) mandate to the board of directors to take the final decision on (a) the option to pay the dividend also in the form of new shares, (b) the time at which the dividend will be made payable, and (c) as the case may be, the start and end of the option period as well as the other terms and conditions of the optional dividend.

APPROVAL  REJECTION  ABSTENTION

4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2023.
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 2023 financial year.

### Discharge directors

*Mr Hendrik De Nolf*

APPROVAL  REJECTION  ABSTENTION

*NV Koinon, with permanent representative Xavier Bouckaert*

APPROVAL  REJECTION  ABSTENTION

*Ms Lieve Claey's*

APPROVAL  REJECTION  ABSTENTION

*NV Verana, with permanent representative Coralie Claey's*

APPROVAL  REJECTION  ABSTENTION

*NV Alauda, with permanent representative Francis De Nolf*

APPROVAL  REJECTION  ABSTENTION

*NV Invest at Value, with permanent representative Koen Dejonckheere*

APPROVAL  REJECTION  ABSTENTION

*Mr. Rik Vanpeteghem*

APPROVAL  REJECTION  ABSTENTION

*BV P.Company, with permanent representative Pascale Sioen*

APPROVAL  REJECTION  ABSTENTION

*NV Cella, with permanent representative William De Nolf*

APPROVAL  REJECTION  ABSTENTION

Discharge auditor

*BDO, Bedrijfsrevisoren BV, represented by Veerle Catry*

APPROVAL  REJECTION  ABSTENTION

6. Approval of the remuneration report.

Motion: the general meeting approves the remuneration report for the financial year 2023.

APPROVAL  REJECTION  ABSTENTION

7. (Re)appointment director: The terms of office of the NV Verana, represented by its permanent representative, Mrs Coralie Claeys expires at the general meeting of 21 May 2024. On the advice of the appointments and remuneration committee the board of directors recommends to reappoint NV Verana, represented by its permanent representative, Mrs Coralie Claeys as a non-executive 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 2027.

Motion: the general meeting decides to appoint the NV Verana, represented by her permanent representative misses Coralie Claeys as non-executive director for a period of four years, this is until the annual meeting that will decide on the annual financial statements for the financial year ending on 31 December 2027.

APPROVAL  REJECTION  ABSTENTION

8. Appointment director

On the proposal of the board of directors and after advice of the appointments and remuneration committee, it is proposed to the general meeting to appoint Mr Louis De Nolf, as non-executive director for a four- year term, that is until the annual meeting that decides on the annual accounts for the financial year ending 31 December 2027.

Motion: The general meeting decides to appoint Mr Louis De Nolf as non-executive director for a four-year term, this is until the annual meeting deciding on the annual accounts for the financial year ending 31 December 2027.

APPROVAL  REJECTION  ABSTENTION

9. Appointment of statutory auditor.

Motion: The general meeting decides, on the recommendation of the board of directors herein advised by the audit committee and after approval by the works council, to appoint Ernst & Young Bedrijfsrevisoren BV (EY Bedrijfsrevisoren for short), with registered office at 1831 Diegem, Kouterveldstraat 7B, box 001, company number 0446.334. 711, represented by its permanent representative Mrs Lieve Cornelis, with offices at 9051 Ghent, Pauline van Pottelsberghelaan 12, to be appointed statutory auditor for a period of three years starting from 1 January 2024 and ending after the approval of the annual accounts relating to the financial year ending 31 December 2026. The remuneration of the statutory auditor for the NV Roularta Media Group is 150,650 euros excluding VAT and costs. The remuneration of the statutory auditor as group auditor (including NV Roularta Media Group) amounts to 162,150 euros per year, excluding VAT and costs. The auditor's remuneration is annually indexable.

APPROVAL  REJECTION  ABSTENTION

10. Assurance of sustainability reporting

Motion:

The EU Directive 2022/2464 on corporate sustainability reporting ("CSRD") is expected to be transposed into Belgian law during 2024. In accordance with CSRD and the expected implementation of this Directive into Belgian law, the Company's consolidated sustainability reporting for the 2024 financial year should be audited. On the recommendation of the Audit Committee and pending the transposition of the CSRD Directive into Belgian law, it is proposed to entrust this assurance engagement to Ernst & Young Bedrijfsrevisoren BV (EY Bedrijfsrevisoren for

short), with registered office at 1831 Diegem, Kouterveldstraat 7B, box 001, company number 0446.334. 711, represented by its permanent representative Ms Lieve Cornelis, with offices at 9051 Ghent, Pauline van Pottelsberghelaan 12. The duration and financial conditions of this assurance assignment will be agreed between the company and the auditor in line with the transposition of the Directive into Belgian law.

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 ..... 2024

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(Signature)

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**To be sent by post to NV Roularta Media Group, Meiboomlaan 33, 8800 Roeselare or by email to [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be) no later than Wednesday 15 May 2024**