

## INVITATION

The shareholders of Roularta Media Group NV are invited to the general meeting and extraordinary general meeting, which will be held on **Tuesday, 21 May 2024 at 11.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

### AGENDA AND MOTIONS FOR 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.

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.

6. Approval of the remuneration report.

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

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 its permanent representative, Mrs 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.

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.

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, as 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.

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 Mrs 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.

### ENTITLEMENT TO TAKE PART IN THE GENERAL MEETING AND TO VOTE

Entitlement to take part in the general meeting is granted only to those shareholders whose securities are registered by the record date, this being **Tuesday, 7 May 2024 at midnight (24:00) Belgian time**.

For *nominal shareholders*, the proof of registration in the shareholder register on the registration date will apply.

The owners of *dematerialised shares* must have the securities with which they wish to participate in the general meeting registered by the registration date at the latest.

### NOTICE

*Nominal shareholders* are requested to inform the board, no later than **Wednesday, 15 May 2024**, of their intention to attend the general meeting, either by post to Roularta Media Group NV, Meiboomlaan 33, 8800 Roeselare, or by email to [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be).

Holders of *dematerialised shares* need both to inform the board of their intention to participate in the general meeting (in the manner indicated above) and to provide evidence of the fulfilment of the registration formalities to ING Bank, in both cases **no later than Wednesday, 15 May 2024** within office hours. They will be admitted to the general meeting following confirmation by the ING Bank to Roularta Media Group NV of the completion of the registration formalities or submission of the certificate issued by the depositary institution, recognised account holder or settlement institution confirming that registration took place by the registration date.

### PARTICIPATION IN THE GENERAL MEETING

Every shareholder who has fulfilled the previously stated admission requirements (registration/notification) may:

**(1) participate physically** in the general meeting that is held at the registered office of the company.

**(2) vote by proxy:** shareholders who wish to vote in this way must use the proxies with specific voting instructions that the company is making available through its website [www.roularta.be/en/roularta-stock-market/general-meeting-2024](http://www.roularta.be/en/roularta-stock-market/general-meeting-2024). Other proxies will not be accepted. This proxy can be sent by post (to the registered office of the company) or by email ([sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)) with a scanned or photographed copy of the completed and signed proxy. In order to validly participate in the voting in this way, this proxy must be delivered to the company no later than **Wednesday, 15 May 2024**.

**(3) vote by letter:** each shareholder may cast his or her vote by letter using a voting form (see Article 7:146 Belgian Companies and Associations Code) which is being made available on the company's website ([www.roularta.be/en/roularta-stock-market/general-meeting-2024](http://www.roularta.be/en/roularta-stock-market/general-meeting-2024)). To vote in this way, a scanned or photographed copy of the completed and signed voting form can be sent by post (to the registered office of the company) or by email (to [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)). In order to validly participate in the voting in this way, the voting form must be delivered to the company no later than **Wednesday, 15 May 2024**.

### ADDING ITEMS TO THE AGENDA

One or more shareholders jointly owning at least 3% of the capital of the company are permitted to add discussion topics to the agenda of the general meeting and submit motions with regard to subjects already included or to be included on the agenda.

Shareholders wishing to exert this right are asked to submit their requests in writing by **Monday, 29 April 2024** at the latest. Requests should be submitted by post to Roularta Media Group NV, f.a.o. Sophie Van Iseghem, Meiboomlaan 33, 8800 Roeselare or by email to [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be). Depending on the subject matter, requests must be accompanied by (1) details of the subjects to be discussed and the associated motions or details of the motions to be placed on the agenda, as well as (2) proof, in accordance with Article 7:130 of the Belgian Companies and Associations Code, that they own at least 3% of the capital and (3) a postal or email address for the shareholder(s) to which the company can send confirmation of the request within 48 hours of receipt. When items are added to the agenda, the company will issue an amended agenda by **Monday, 6 May 2024** at the latest.

## QUESTIONS IN WRITING

All shareholders who have completed the formalities to participate in the general meeting may ask questions in writing by sending them to the company, by **Wednesday, 15 May 2024** at the latest, by letter or email ([sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)). The written questions will be answered orally by the board of directors and/or the statutory auditor during the general meeting before the vote, provided that the divulging of the facts or data is not such that it would have an adverse effect on the commercial interests of the company or be in breach of the confidentiality obligations to which the company, its directors or statutory auditor have committed. The answers to these written questions will be published on the company's website ([www.roularta.be/en/roularta-stock-market/general-meeting-2024](http://www.roularta.be/en/roularta-stock-market/general-meeting-2024)).

## ANNUAL REPORT 2023

The annual report 2023 (in Dutch, French and English), as well as other information as required under section 7:129, §2 of the Belgian Companies and Associations Code, may be consulted either on the company website ([www.roularta.be](http://www.roularta.be)) or during normal office hours at the company office at Meiboomlaan 33, 8800 Roeselare. Shareholders may also request a free copy of the annual report (in Dutch and French), as well as other information required under section 7:129, §2 of the Belgian Companies and Associations Code, by post (Meiboomlaan 33, 8800 Roeselare) or by email ([sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)).

## PRIVACY AND DATA PROTECTION

Roularta Media Group NV is responsible for the processing of personal data that it receives and/or collects with regard to shareholders and proxy vote holders in the context of the general meeting. The processing of this personal data is done for the purpose of organising and holding the general meeting. The personal data includes, among other things, identification data of the shareholders and proxy vote holders, the number of shares the company has, proxies and voting instructions, and will be stored by Roularta Media Group NV for a period of maximum 10 years after the general meeting. This data can also be transferred to third parties for the purpose of providing certain services to Roularta Media Group in the context of organising and holding the general meeting. For more information, we would like to refer you to our privacy policy, which can be freely consulted on our website at the following link: <https://www.roularta.be/nl/privacy-policy>. In accordance with the General Data Protection Regulation, you have the right to inspect and correct your data at any time. If you have any further questions or comments with regard to this data or your rights as a data subject, you can contact us at the following email address: [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be).

The Board of Directors