

Minutes of the general meeting of Roularta Media Group

Following the general meeting of the listed company Roularta Media Group (RMG), which was held today, further commentary was provided on the forecasts for 2024 as announced in the press release concerning the 2023 figures.

Income from readership is continuing to develop positively, thanks to good recruitment for digital subscriptions and growing recruitment for print subscriptions through digital channels. A new, young audience is discovering the group's **digital range** through 'Mijn Magazines' (My Magazines): the app, digital kiosk and 24/24 website that offer all the content from all the group's editorial teams (Knack, Weekend Knack, Focus Knack, Trends, Plus Magazine, Libelle, Flair, Feeling, etc. with all their French-language counterparts).

Distribution costs will rise less than feared, given that the RMG papers and magazines are delivered with the normal delivery rounds for letters and parcels, and the deadlines for deliveries to the distributor will be adjusted. Additionally, the application of the tax credit will reduce distribution costs. RMG's papers and magazines will mainly be distributed by bpost, with another distributor possibly distributing a limited volume.

Given the uncertain economic context, however, pressure on **advertising income** should be borne in mind.

The costs of energy and raw materials have apparently stopped rising the way they were in the recent past. Nonetheless, the group is continuing to commit to efficiency measures to counter the persistent inflation in Belgium.

Revenue from **line extensions** (travel, books, design, cuisine, etc.) is expected to remain roughly stable.

Today, the general meeting approved the board of directors' proposal to pay a gross dividend of 1.00 EUR (net 0.70 EUR) per share for the 2023 financial year, in the form of an **optional dividend**. This will result in a gross dividend yield of 9.09% on the closing price of the shares on 20 May 2024.

From Friday 24 May (start date of the option period) onwards, the RMG shareholders have the option to contribute their dividend to the RMG capital under the following **conditions**:

- Contribution for the net dividend: 0.70 EUR per dividend right;
- Contribution ratio: 13 dividend rights per new share;
- Issue price per new share: 9.10 EUR, or a discount of 8.91% to the volume-weighted average share price as published daily on Euronext Brussels ('VWAP') during the period from 2 May to 16 May 2024, after deduction of the gross dividend;
- Contribution period from 24 May until 7 June at 16 p.m.;

- Delivery of the new shares: on or around 12 June 2024;
- Participation in the results: from 1 January 2024 onwards.

Shareholders who do not make their choice known before the end of the contribution period will automatically receive the net dividend in cash from 12 June 2024 onwards. ING will act as the financial centraliser.

The reference shareholder Koinon NV has expressed its intention to contribute all its dividend rights to the capital of Roularta Media Group NV.

The general meeting has approved the reappointment of Verana NV, represented by its permanent representative Ms **Coralie Claeys**, as a **non-executive director** for a period of four years (up to and including the general meeting in 2028).

The proposal by the board of directors to extend the board of directors to include a new member, Mr **Louis De Nolf**, was also approved by the general meeting. Louis De Nolf has been appointed as a **non-executive director** for a period of four years (up to and including the general meeting in 2028). The board of directors believes that Louis De Nolf (40), who gained experience at VTM and Roularta before becoming the general manager of the PR and communications firm Duomedia in 2013, will make a positive contribution to the deliberation and decision making by the board of directors, which will henceforth have ten members.

At the board of directors' proposal, with advice from both the audit committee and the works council, the general meeting has decided to appoint Ernst & Young Bedrijfsrevisoren BV, represented by Ms **Lieve Cornelis**, as the **statutory auditor**, for a period of three years commencing on 1 January 2024 and ending after the approval of the annual financial statements for the financial year that closes on 31 December 2026. Ernst & Young Bedrijfsrevisoren has also been entrusted with the assurance task of **consolidated sustainability reporting** (under the CSRD directive).

Financial calendar for shareholders

- Ex-date of dividend: 22 May 2024
- Record date of dividend: 23 May 2024
- Start of dividend option period: 24 May 2024
- End of dividend option period: 7 June 2024 – 16 p.m.
- Dividend payment date: 12 June 2024
- Half-yearly results for 2024: 14 August 2024

About Roularta Media Group

Roularta Media Group (RMG) is a listed multimedia group with more than 1,200 employees and a total revenue of 323 million euros. In Belgium, RMG is the market leader in magazines in Dutch and French. In the Netherlands, RMG has the second-largest portfolio of magazine brands. In Germany, RMG is the market leader in media for the over-fifties. RMG has a hypermodern offset printing works, Roularta Printing, that serves all the major media companies in the Benelux region and the surrounding countries. RMG has powerful digital tools, such as the app 'Mijn Magazines', with a digital kiosk, a 24/24 website with input from all the editorial teams and subscriptions that are accessible to the whole family. The sustainability programme Roularta Cares makes RMG a trendsetter in the field of sustainability in the media sector.

In eighth place, and as one of the companies making the most significant progress, Roularta Media Group has joined the top ten most attractive employers in Belgium according to Randstad's most recent Employer Brand Research (2024).



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