



**ROULARTA MEDIA GROUP**  
 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.

**POWER OF ATTORNEY**  
**EXTRAORDINARY GENERAL MEETING DD. 16 MAY 2017**

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 16, 2017 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 motions for the extraordinary general meeting:**

1. Report by the board of directors prepared in accordance with Article 604 of the Companies Code setting out the special circumstances and the intended purposes of the authorised capital.
2. Decision to renew the authorised capital.

Motion: the general meeting resolves to renew the authority of the board of directors to increase the capital on one or more occasions up to the limit of the authorised capital by the sum of eighty million euros (EUR 80,000,000) for a period of five years following publication of the resolution in the Belgian State Gazette. The general meeting resolves to replace transitional provision 1 of the articles of association with the following wording:

"The board of directors may increase the capital on one or more occasions up to the limit of the authorised capital by the sum of eighty million euros (EUR 80,000,000) during the five years following publication of the resolution to allocate the authorised capital in the Belgian State Gazette. This authority shall apply to capital increases that must be subscribed for in cash and capital increases that are subscribed for in kind. This authority of the board of directors shall also be valid for capital increases entailing the conversion of reserves or issue premiums.

In addition to the issue of shares, convertible bonds and warrants, capital increases decided upon by the board of directors may also be effected through the issue of non-voting shares, shares bearing preferential rights to dividends and liquidation proceeds and convertible shares that are converted into a smaller or larger number of ordinary shares under certain conditions.

The board of directors is also authorised, up to the limit of the authorised capital, to suspend or limit the preferential rights granted to shareholders by law, in compliance with the provisions of Article 596 et seq. of the Companies Code. The board of directors is authorised to suspend the preferential rights in favour of one or more specific persons, even if they are not employed by the company or its subsidiaries.

The board of directors shall be authorised to request an issue premium when increasing the issued capital up to the limit of the authorised capital. If the board of directors decides to do this, the issue premium must be paid into a restricted reserve that can only be reduced or written back by a resolution of the general meeting adopted in the same way as is required for a change to the articles of association.

The general meeting expressly grants the authority to the board of directors to increase the issued capital on one or more occasions from the date on which the company is notified by the Financial Services and Markets Authority of a public takeover bid for the shares in the company by means of cash contributions, suspending or limiting the preferential rights of existing shareholders or by means of cash contributions in compliance with Article 607 of the Companies Code. This authority is allocated for a period of three years following the resolution to allocate the authorised capital and may be renewed. The board of directors may also make use of the authorised capital under the circumstances described in Articles 633 and 634 of the Companies Code. In general, the authorisation may also be used if the position of the company is impaired or threatened directly or indirectly, financially or by competitors, or otherwise."

APPROVAL       REJECTION       ABSTENTION

3. 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 16 May two thousand and seventeen in the Belgian State Gazette. The general meeting decides to replace the date in transitional provision 2 of the articles of association by 16 May two thousand and seventeen.

APPROVAL  REJECTION  ABSTENTION

4. 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 16 May two thousand and seventeen 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. The general meeting decides to replace the date in transitional provision 2 of the articles of association by 16 May two thousand and seventeen.

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 ..... 2017

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