



The shareholders of Roularta Media Group NV are invited to the general meeting, which will be held on **Tuesday, 21 May 2019 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 2018 and appropriation of the profit.
Motion: the general meeting approves the annual accounts at 31 December 2018, including the appropriation of the result as proposed by the board of directors and the payment of a gross final dividend of EUR 0.50 per share.
4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2018.
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 2018 financial year.
6. Approval of the remuneration report.
Motion: the general meeting approves the remuneration report for the financial year 2018.
7. Reappointment director: the term of office of NV Alauda, represented by its permanent representative, Mr Francis De Nolf expires at the general meeting of 21 May 2019.
Motion: on the advice of the appointments and remuneration committee the board of directors recommends to reappoint NV Alauda, represented by its permanent representative, Mr Francis 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 2022.
8. Confirmation of co-opted directors:
 - BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bickers, offered its resignation as director with effect from 1 October 2018. The board of directors decided, after advice from the appointments and remuneration committee, to co-opt Mr Carel Bickers as director from 1 October 2018.
Motion: the general meeting takes cognisance of the resignation as director of BV Carolus Panifex Holding, represented by its permanent representative, Mr Carel Bickers, with effect from 1 October 2018. On the proposal of the board of directors, after the advice of the appointments and remuneration committee, the general meeting confirms the co-optation, and proceeded to the definitive appointment of Mr Carel Bickers as independent director. Mr Carel Bickers meets the requisite independence criteria of Article 526ter of the Companies Code. The mandate runs until the annual meeting that decides on the annual accounts for the financial year ending 31 December 2021.
 - Following the decision of SPRL Mandatum, represented by its permanent representative, Mr Marc Verhamme, to resign from its mandate as director with effect from 1 January 2019, on the proposal of the appointments and remuneration committee, Prof Caroline Pauwels PhD was co-opted as an independent director.
Motion: the general meeting takes cognisance of the resignation as director of SPRL Mandatum, represented by its permanent representative, Marc Verhamme, with effect from 1 January 2019. On the proposal of the board of directors, after the advice of the appointments and remuneration committee, the general meeting confirms the co-optation, and proceeded to the definitive appointment of Prof Caroline Pauwels PhD as independent director. Prof Caroline Pauwels PhD meets the requisite independence criteria of Article 526ter of the Companies Code. The mandate runs until the annual meeting that decides on the annual accounts for the financial year ending 31 December 2021.
9. Remuneration board of directors.
Motion: the general meeting approved the proposed remuneration of the board of directors for the 2019 financial year, consisting of:
 - a fixed remuneration of EUR 100,000 for the chairman of the board of directors, Mr Hendrik De Nolf;
 - a fixed remuneration of EUR 100,000 for the executive director, Comm.VA Koinon, represented by its permanent representative, Mr Xavier Bouckaert;
 - 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.
10. Approval of 2019 stock option plan.
This authorisation requested from the general meeting is not required by law, but is part of a commitment to transparency, in accordance with the Belgian Corporate Governance Code.
Motion: the general meeting approves the decision of the board of directors to issue a new 2019 option plan. The plan will offer a maximum of 370,000 options on existing shares of the company to selected employees of the company and its subsidiaries. Among the selected employees are also members of executive management. The stock option plan is in line with the plans issued by the company in the past. The main features of the stock option plan are: (i) the stock options are offered to the beneficiaries free of charge; (ii) each accepted option will give the beneficiary the right to subscribe to one share of the company with the same rights as the other existing shares of the company; (iii) the exercise price is determined at the time of the offer and will be equal to the average closing price of the shares of the company on the stock exchange during the thirty days prior to the date of the offer; (iv) the stock options cannot be exercised for a period of three calendar years after that in which the offer was made, nor after a period of ten years after the date of the offer; (v) the share options, except in the event of death, cannot be transferred. The option plan is in accordance with the provisions of the Act of 26 March 1999.

Registration date

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 2019 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 2019**, 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.

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 2019 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 depository institution, recognised account holder or settlement institution confirming that registration took place by the registration date.

Proxies

Shareholders who wish to be represented at the general meeting must use the proxy form provided by the company online at www.roularta.be. Other proxies will not be accepted. Proxy forms must be submitted in their original format to the company office by **Wednesday, 15 May 2019** at the latest.

Adding items to the agenda

One or more shareholders jointly owning at least 3% of the authorised 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 2019** 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. 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 section 533ter of the Companies Code, that they own at least 3% of the authorised 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 2019** 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 2019** at the latest, by letter or email (sophie.van.iseghem@roularta.be). Any written questions will be answered verbally during the meeting by the directors and/or the auditor, 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 auditors have committed.

Annual report 2018

The annual report 2018 (in Dutch, French and English), as well as other information as required under section 533bis of the Companies Code, may be consulted either on the company website (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 or French), as well as other information required under section 533bis of the Companies Code, by post (Meiboomlaan 33, 8800 Roeselare) or by email (sophie.van.iseghem@roularta.be).

The Board of Directors