

The shareholders of Roularta Media Group NV are invited to the extraordinary general meeting, which will be held on **Tuesday, 25 June 2019 at 16.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

**Agenda and motions for the extraordinary general meeting:**

1. Acquaintance with and assessment by the shareholders of the merger proposal prepared by the governing bodies of the public limited company (NV) "ROULARTA MEDIA GROUP" (hereinafter also referred to as the "present company" or "acquiring company") and the private limited company (BVBA) "BRIGHT COMMUNICATIONS", with registered office at Meiboomlaan 33, 8800 Roeselare, Belgium, enterprise number 0525.670.120, Ghent register of legal persons, Kortrijk department, (hereinafter also referred to as "company being acquired"), which they were able to obtain a copy of free of charge and which was drawn up in accordance with Article 719 of the Belgian Companies Code.

2. Approval of the transaction equivalent to a merger through acquisition.

**Motion:**

**APPROVAL OF THE TRANSACTION EQUIVALENT TO A MERGER THROUGH ACQUISITION**

The meeting approves the merger proposal as it was filed with the registry of the enterprise court, and expresses its approval of the transaction involving the private limited company "BRIGHT COMMUNICATIONS", aforementioned, by way of a transaction equivalent to a merger by acquisition, in which it is taken over by the present company "ROULARTA MEDIA GROUP".

The meeting thus approves the transfer of ownership of the capital of the company being acquired.

As a result of this transaction, the entire capital of the company being acquired is transferred, without exception or reservation, to the present company under universal title.

No shares will be issued since the present company owns all the shares of the company being acquired.

From 1 January 2019, the transactions carried out by the company being acquired are deemed to have been performed for the account of the acquiring company.

This transaction equivalent to a merger by acquisition legally takes effect on 1 July 2019 at midnight.

There are no associates in the company being acquired who have special rights, nor holders of securities other than shares.

No special benefit is granted to the directors and the statutory manager of the companies involved in this transaction.

**ADOPTION OF TRANSFER OF OWNERSHIP**

The meeting then requested that the transfer of ownership under universal title of the capital of the company being acquired to the acquiring company be adopted and cognisance taken of the manner in which it was transferred.

The entire equity of the company being acquired, assets as well as liabilities, with nothing reserved nor excluded, as they appear on the statement of assets and liabilities of the company being acquired adopted on 31 December 2018, will be transferred to the present company.

The transfer of the entire capital of the company being acquired to the present company also includes its activities, with the associated permits, certifications and/or the benefit of their registration, the right to the (trade) name, brands and logos of the company being acquired, the clientele, the benefit of the business organisation, the accounting, in short all intangible elements that are specific to and related to this totality of assets.

The capital acquired also includes:

- all possible option rights to which the company being acquired is the holder under any title (rental contracts, leasing contracts, correspondence, "ut singuli" contracts, etc). With regard to the terms and conditions under which the option rights must be exercised, reference is made to the relevant provisions in the titles.

The meeting exempts the undersigning civil-law notary from including in this notarial deed the description of the goods, the object of the option rights, and the conditions under which they must be realised;

- all long-term and short-term commercial and other lease agreements in which the company being acquired is party as tenant or landlord;
- all intellectual rights including: all logos and trademarks, of which the company being acquired is the holder or beneficiary;
- as regards the intellectual and industrial property rights that are transferred to the present company, the management body of the latter company will complete the necessary formalities in order to make the transfer enforceable *erga omnes*, in accordance with the applicable special legislation in this regard.

The capital transfer, which takes place by way of a transfer under general title, includes all current agreements that the company being acquired has made. These commitments, regardless of with whom they are concluded, including those entered into with the government, with its own employees and appointees and with respect to its own bodies and shareholders, transfer in full to the present company with all the rights and obligations arising therefrom, without any other formality being required than the legally required disclosure of the merger resolution in order to make this transfer enforceable against all.

The archives of the company being acquired, including all books and documents, that it is legally obliged to keep and retain, will be retained by the present company from the commencement of the merger.

The debt claims in favour of the company being acquired and those existing against the company being acquired, whether or not secured by a mortgage and other securities and preferential rights, are transferred to the present company, which benefits from them or is responsible for their liquidation.

The securities and guarantees attached to the commitments taken on or made by the company being acquired in favour of the company being acquired to guarantee commitments made by or against it are fully preserved.

**PROCESSING OF THE CAPITAL TRANSFER IN THE ACCOUNTING OF THE ACQUIRING COMPANY**

All assets and liabilities of the company being acquired, including the various components of equity, depreciation, impairment losses and provisions made, rights and obligations, as well as revenue and costs for the financial year, are recognised in the accounts of the present company at the value at which they appeared in the accounts of the company being acquired on 31 December 2018.

3. Adoption of corresponding resolution and implementation of the transaction equivalent to a merger through acquisition.

**Motion:** The meeting establishes that since the general meeting of the company being acquired held immediately prior to this meeting, together with the general meeting of this company, approved the merger proposal with effect from 1 July 2019 at midnight, the company to be acquired will cease to exist from that date.

The undersigning civil-law notary confirms that the resolution taken at this meeting is indeed in line with and in accordance with the decisions on the same merger proposal taken at the general meeting of the acquired company, the minutes of which were also prepared immediately prior to this notarial deed, such that the merger takes effect on 1 July 2019 at midnight and the aforementioned acquired company will cease to exist from 1 July 2019 at midnight.

4. Granting discharge to the sole statutory manager and the statutory auditor of the company being acquired.

**Motion:** The meeting resolves that the approval by the present company's general meeting of shareholders of the first annual accounts, which will be drawn up after the merger has been completed, will count as discharge for the sole statutory auditor and the statutory auditor of the company being acquired, for the mandate exercised during the period between 1 January 2019 and the day the merger effectively takes place.

5. Granting of powers to the board of directors to implement the resolutions on the proposed agenda items.

**Motion:** All powers are granted to the board of directors to implement the resolutions taken above.

**Registration date**

Entitlement to take part in the extraordinary general meeting is granted only to those shareholders whose securities are registered by the record date, this being

**Tuesday, 11 June 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 extraordinary general meeting registered by the registration date at the latest.

**Notice**

*Nominal shareholders* are requested to inform the board, no later than **Wednesday, 19 June 2019**, of their intention to attend the extraordinary 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 extraordinary 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, 19 June 2019** within office hours.

They will be admitted to the extraordinary 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.

**Proxies**

Shareholders who wish to be represented at the extraordinary general meeting must use the proxy form provided by the company online at [www.roularta.be](http://www.roularta.be).

Other proxies will not be accepted. Proxy forms must be submitted in their original format to the company office by **Wednesday, 19 June 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 extraordinary 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, 3 June 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](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 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 **Friday, 7 June 2019** at the latest.

**Questions in writing**

All shareholders who have completed the formalities to participate in the extraordinary general meeting may ask questions in writing by sending them to the company, by **Wednesday, 19 June 2019** at the latest, by letter or email ([sophie.van.iseghem@roularta.be](mailto: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.