

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.

The power of attorney must contain voting instructions.

POWER OF ATTORNEY **ANNUAL GENERAL MEETING DD. 19 MAY 2020**

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 **Sophie Van Iseghem**, secretary general of Roularta Media Group, appointed for this purpose by the board of directors in application of article 6 § 1, 2 ° of the Royal Decree No. 4 containing various provisions on joint ownership and company and association law in the context of the fight against the Covid-19 pandemic

in order to represent him/her as shareholder at the annual general meeting of the above named company, which shall be held at the registered office of the company on May 19, 2020 at 11.00 a.m. and **with the obligation to vote as indicated below.**

Agenda and proposal for resolutions at the annual 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 2019 and appropriation of the profit.

Motion: the general meeting approves the annual accounts at 31 December 2019, including the motion by the board of directors not to pay out a dividend.

APPROVAL REJECTION ABSTENTION

4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2019.

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 2019 financial year.

Discharge directors

Mr Hendrik De Nolf

APPROVAL REJECTION ABSTENTION

Comm.VA Koinon, with permanent representative Xavier Bouckaert

APPROVAL REJECTION ABSTENTION

Ms Lieve Claeys

APPROVAL REJECTION ABSTENTION

NV Verana, with permanent representative Coralie Claeys

APPROVAL REJECTION ABSTENTION

NV Alauda, with permanent representative Francis De Nolf

APPROVAL REJECTION ABSTENTION

Mr Carel Bikkers

APPROVAL REJECTION ABSTENTION

NV Invest at Value, with permanent representative Koen Dejonckheere

APPROVAL REJECTION ABSTENTION

Prof Caroline Pauwels PhD

APPROVAL REJECTION ABSTENTION

Discharge auditor

Deloitte, Bedrijfsrevisoren BV o.v.v.e. CVBA, represented by Charlotte Vanrobaeys

APPROVAL REJECTION ABSTENTION

6. Approval of the remuneration report.

Motion: the general meeting approves the remuneration report for the financial year 2019.

APPROVAL REJECTION ABSTENTION

7. Reappointment director:

Motion: on the advice of the appointments and remuneration committee the board of directors recommends to reappoint NV Verana, represented by its permanent representative, Ms Coralie Claeys, 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 2023.

APPROVAL REJECTION ABSTENTION

8. 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.

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 2020

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