

! 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 and must be delivered to the company no later than Friday 23 July 2021.

POWER OF ATTORNEY
ANNUAL GENERAL MEETING DD. 18 MAY 2021

The undersigned (first name, /corporate name, corporate form)

.....
.....

residing at (address)

.....
.....

or

with registered office at

in accordance with its articles of incorporation duly represented by (first name, name):

holder of (number) shares of Roularta Media Group NV, with registered office at 8800 - Roeselare, Meiboomlaan 33, hereby appoints as authorised representative in order to represent him/her as shareholder at the general meeting of the above named company, which shall be held at the registered office of the company on July 29, 2021 at 11.00 a.m..

Agenda and motions for the extraordinary general meeting:

1. Perusal and examination by the shareholders of the merger proposal drawn up by the governing bodies of the limited company “**ROULARTA MEDIA GROUP**” (hereinafter also referred to as “the present company” or “the acquiring company”) and the limited company “**BELGOMEDIA**”, with its registered office at Rue du Moulin 30 B, 4820 Dison, value added tax number 0435.771.213, register of legal entities in Liège, Verviers division (hereinafter also referred to as “the company being acquired”) of which they could obtain a copy free of charge, issued in accordance with article 12:50 et seq. of the Companies and Associations Code.

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

Motion:

Approval of the transaction equivalent to a merger by acquisition.

The meeting approves the proposed merger as it was filed with the respective registrar’s offices at the commercial court, and expresses its consent to the transaction whereby the limited company “**BELGOMEDIA**” is acquired by the present company, “**ROULARTA MEDIA GROUP**”, by means of a transaction equivalent to a merger by acquisition.

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

No shares will be issued since the present company is the owner of all the shares in the company being acquired. From 1 July 2021 onwards, the transactions carried out by the company being acquired are deemed for accounting purposes to have been performed for the account of the acquiring company.

This transaction equivalent to a merger by acquisition legally takes effect on 1 August 2021 at midnight.

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

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

Confirmation of the transfer of ownership of the equity.

The meeting further requests that the transfer of ownership under universal title of the equity of the company being acquired to the acquiring company be confirmed and cognisance be taken of the manner in which the transfer occurs.

The entire equity of the company being acquired, both assets and liabilities, with nothing reserved or excluded, as it appears on the statement of assets and liabilities of the company being acquired, drawn up on 30 June 2021, shall be transferred to the present company.

The transfer of the entire equity of the company being acquired to the present company also includes its activities with the associated permits, accreditations and/or the benefit of their registration, the right to use the name and trading name, brands and logos of the company being acquired, along with its clientele, the benefit of its business organisation, its accounting and, in short, all the intangible elements that are specific to and associated with that totality of assets.

The equity being acquired also includes:

- all option rights that may exist, to which the company being acquired holds title on any basis whatsoever (rent contracts, leasing contracts, deeds containing a ground lease or long-term lease, correspondence, “ut singuli” contracts etc.). With regard to the terms and conditions under which the option rights are to be exercised, reference is made to the relevant provisions in those titles. The meeting exempts the undersigning notary public from including in this notarial deed the description of the goods that are subject to option rights and the conditions under which they are to be invoked;
- all long-term and short-term commercial and other lease contracts to which the company being acquired is party as a tenant or landlord;
- all intellectual property rights to which the company being acquired holds title or is the beneficiary;
- with regard to the intellectual and industrial property rights that are transferred to the present company, the governing body of the latter company shall fulfil the necessary formalities in order to ensure the enforceability of the transfer erga omnes, in accordance with the applicable special legislation on this matter.

The transfer of equity that occurs by way of a transfer under universal title includes all current contracts that the company being acquired has entered into. These obligations, irrespective of whom they are signed with, even if they are entered into with the government, its own employees and appointees and with regard to its own organs and shareholders, shall be transferred 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 to render this transfer enforceable against any party.

The archives of the company being acquired, including all its books and records that it is legally required to keep and retain, shall be retained by the acquiring company from the date of effect of the merger.

The securities and guarantees attached to commitments taken by the company being acquired or provided in favour of the company being acquired by way of a guarantee for commitments taken on by or towards it, shall be retained in full.

Processing of the transfer of equity in the accounts of the acquiring company

All components of the assets and liabilities of the company being acquired, including the various components of its equity capital, depreciations, impairment losses and provisions made, its rights and obligations, along with its revenues and costs for the financial year, are entered in the accounts of the present company at the value at which they appeared in the accounts of the company being acquired on 30 June 2021.

APPROVAL REJECTION ABSTENTION

3. Adoption of the corresponding resolution and enactment of the transaction equivalent to a merger by acquisition.

Motion:

The meeting confirms that, as long as the general meeting of the company being acquired held immediately prior to this meeting and the general meeting of this company have approved the proposed merger, the company being acquired shall cease to exist as of 1 August 2021 at midnight.

APPROVAL REJECTION ABSTENTION

4. Discharge to the directors and statutory auditor of the company being acquired.

Motion:

The meeting decides that the approval by the general meeting of shareholders of the present company of the first annual financial statement that will be drawn up after enactment of the merger shall be considered discharge for the directors and statutory auditor of the company being acquired, for their duties performed in the period between 1 July 2021 and the day on which the merger took effect.

APPROVAL REJECTION ABSTENTION

5. Granting of powers to the board of directors to implement the decisions taken with regard to the proposed agenda points.

Motion:

The board of directors is granted all powers to implement the decisions taken above.

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 2021

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