



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 and must be delivered to the company no later than Wednesday 15 December 2021.

POWER OF ATTORNEY
EXTRAODINARY GENERAL MEETING DD. 21 December 2021

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, 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 Tuesday, 21 December 2021 at 09.00 a.m. and **with the obligation to vote as indicated below.**

Agenda and proposals for decisions by the Extraordinary General Meeting

1. Reading of the annual report of Belgomedia NV, which has been taken over by Roularta Media Group NV by means of a transaction equivalent to a merger by takeover.
2. Reading of the statutory auditor's report for the financial year of Belgomedia NV that closed on 30 June 2021.
3. Deliberation and approval of the annual financial statement of Belgomedia NV as per 30 June 2021 and allocation of the result.

Proposed decision: the general meeting approves the annual financial statement of Belgomedia NV as per 30 June 2021, including the allocation of the result as proposed by the board of directors.

APPROVAL REJECTION ABSTENTION

4. Granting of discharge to the directors and the auditor.

Proposed decision: in a separate vote, the general meeting decides to grant discharge to the directors and statutory auditor of Belgomedia NV for the exercise of their mandate during the past financial year up to and including 30 June 2021.

Discharge directors

Mr Hendrik De Nolf

APPROVAL REJECTION ABSTENTION

Mr Xavier Bouckaert

APPROVAL REJECTION ABSTENTION

Mr Jeroen Mouton

APPROVAL REJECTION ABSTENTION

Ms Laurence Festraets (Director until 25 March 2021)

APPROVAL REJECTION ABSTENTION

Ms Muriel Lancelot (Director until 25 March 2021)

APPROVAL REJECTION ABSTENTION

Mr Alain Augé (Director until 25 March 2021)

APPROVAL REJECTION ABSTENTION

Discharge auditor

Deloitte, Bedrijfsrevisoren BV, represented by Laurent Weerts

APPROVAL REJECTION ABSTENTION

5. Appointment of director. At the advice of the nomination and remuneration committee, the board of directors proposes the appointment of Mr Rik Vanpeteghem as an independent director for a period of four years, i.e. until the annual meeting that will decide on the annual financial statements for the financial year ending on 31 December 2025. Mr Rik Vanpeteghem fulfils the conditions for independence as set down in the Belgian Corporate Governance Code 2020, with the exception of principle 3.5, point 7, which reads as follows: "Not be or have been within the last three years before their appointment, a partner or member of the audit team of the company or person who is, or has been within the last three years before their appointment, the external auditor of the company or a related company or person." Indeed, Mr Rik Vanpeteghem was active as a partner at Deloitte until April 30, 2021, which was also the statutory auditor of Roularta Media Group NV until the general meeting of 18 May 2021. However, the board of directors is of the opinion that although Mr Rik Vanpeteghem was a partner at Deloitte until recently, he can be considered an independent director for the following reasons: (i) Deloitte's mandate as the statutory auditor of Roularta Media Group NV expired at the general meeting of 18 May 2021, upon which BDO Bedrijfsrevisoren was appointed statutory auditor for a period of three years; (ii) as a former partner at Deloitte, Mr Rik Vanpeteghem himself was never active in the auditing team at Deloitte that was responsible for monitoring the financial situation at Roularta Media Group, the annual financial statement(s) and compliance of the transactions reflected in the annual financial statement(s) with the Companies and Associations Code and with the articles of association, and neither did he actively supervise the activities of the Deloitte auditing team and/or intervene in it

in any way; (iii) from 2016 and his departure from Deloitte in 2021, Mr Rik Vanpeteghem was mainly active internationally at Deloitte: first, until May 2019, as Regional Managing Director of EMEA (Europe, Middle East and Africa) and then, from June 2019 to April 2021, as Global Public Policy Leader. In these international roles, he had no impact as such on Deloitte's auditing activities in Belgium.

The board of directors believes that given Mr Rik Vanpeteghem's legal and fiscal background and his relevant experience with the auditing world, he will bring added value in the form of his skills and experience to the deliberations and decision-making of the board of directors as an independent director.

Proposed decision: on the basis of the board of directors' nomination, the general meeting decides to appoint Mr Rik Vanpeteghem as an independent director for a period of four years, i.e. until the annual meeting that will decide on the annual financial statements for the financial year ending on 31 December 2025.

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'.)