

The shareholders of Roularta Media Group NV are invited to the extraordinary general meeting, which will be held on **Tuesday, 21 December at 09.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

**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.

4. Discharge to the directors and statutory 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.

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.

**Registration date**

Entitlement to take part in the general extraordinary meeting is granted only to those shareholders whose securities are registered by the record date, this being **Tuesday, 7 December 2021 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, 15 December 2021**, of their intention to attend the general extraordinary 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 general extraordinary 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 December 2021** 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.

**Participation in the extraordinary general meeting**

Every shareholder who has fulfilled the previously stated admission requirements (registration/notification) may:  
(1) participate *physically* in the extraordinary general meeting that is held at the registered office of the company;  
(2) *vote by proxy* given to the secretary-general of the company. Shareholders who wish to vote in this way must use the proxies with specific voting instructions that the company is making available through its website [www.roularta.be/en/roularta-stock-market/general-meeting-2021](http://www.roularta.be/en/roularta-stock-market/general-meeting-2021). Other proxies will not be accepted. This proxy can be sent by post (to the registered office of the company) or by email ([sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)) with a scanned or photographed copy of the completed and signed proxy. In order to validly participate in the voting in this way, this proxy must be delivered to the company no later than **Wednesday, 15 December 2021**;  
(3) *vote by letter*: each shareholder may cast his or her vote by letter using a voting form (see Article 7:146 of the Belgian Companies and Associations Code) which is being made available on the company's website ([www.roularta.be/en/roularta-stock-market/general-meeting-2021](http://www.roularta.be/en/roularta-stock-market/general-meeting-2021)). To vote in this way, a scanned or photographed copy of the completed and signed voting form can be sent by post (to the registered office of the company) or by email (to [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)). In order to validly participate in the voting in this way, the voting form must be delivered to the company no later than **Wednesday, 15 December 2021**.

**Adding items to the agenda**

One or more shareholders jointly owning at least 3% of the 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, 29 November 2021** 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 Article 7:130 of the Belgian Companies and Associations Code, that they own at least 3% of the 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 december 2021 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, 15 December 2021** at the latest, by letter or email ([sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)). The written questions will be answered orally by the board of directors during the extraordinary general meeting, 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. The answers to these written questions will be published on the company's website ([www.roularta.be/en/roularta-stock-market/general-meeting-2021](http://www.roularta.be/en/roularta-stock-market/general-meeting-2021)).

**Consultation information**

The information provided for by Article 7:129, §2 of the Companies and Associations Code can be consulted, either on the company's website ([www.roularta.be](http://www.roularta.be)) or, during the normal working days and office hours, at the registered office of the company at Meiboomlaan 33, 8800 Roeselare. Shareholders who wish to do so can obtain a copy of this information free of charge by sending a simple request by letter (Meiboomlaan 33, 8800 Roeselare) or email ([sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be)).

**Privacy and data protection**

Roularta Media Group NV is responsible for the processing of personal data that it receives and/or collects with regard to shareholders and proxy vote holders in the context of the extraordinary general meeting. The processing of this personal data is done for the purpose of organising and holding the extraordinary general meeting. The personal data includes, among other things, identification data of the shareholders and proxy vote holders, the number of shares the company has, proxies and voting instructions, and will be stored by Roularta Media Group NV for a period of maximum 10 years after the extraordinary general meeting. This data can also be transferred to third parties for the purpose of providing certain services to Roularta Media Group in the context of organising and holding the extraordinary general meeting. For more information, we would like to refer you to our privacy policy, which can be freely consulted on our website at the following link: [www.roularta.be/nl/privacy-policy](http://www.roularta.be/nl/privacy-policy). In accordance with the General Data Protection Regulation, you have the right to inspect and correct your data at any time. If you have any further questions or comments with regard to this data or your rights as a data subject, you can contact us at the following email address: [sophie.van.iseghem@roularta.be](mailto:sophie.van.iseghem@roularta.be).

The Board of Directors