



Public Limited Company  
Meiboomlaan 33, B-8800 Roeselare  
Ghent, department Kortrijk Register of Companies  
VAT BE-0434.278.896

## INVITATION

The shareholders of Roularta Media Group NV are invited to the extraordinary general meeting, which will be held on **Thursday, 30 June 2022 at 16.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

### 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 "GEZONDHEID", with its registered office at 8800 Roeselare, Meiboomlaan 33, value added tax number BE0467.073.410, register of legal entities in Ghent, Kortrijk 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 "GEZONDHEID" 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 January 2022 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 July 2022 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 31 December 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 31 December 2021.

**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 July 2022 at midnight.

**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 January 2022 and the day on which the merger took effect.

**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.

#### 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 **Thursday, 16 June 2022 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 **Friday, 24 June 2022**, 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 Friday, 24 June 2022** 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 depository institution, recognised account holder or settlement institution confirming that registration took place by the registration date.

#### Participation in the 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:** 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-2022](http://www.roularta.be/en/roularta-stock-market/general-meeting-2022). 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 **Friday, 24 June 2022**.

**(3) vote by letter:** each shareholder may cast his or her vote by letter using a voting form (see Article 7:146 Belgian Companies and Associations Code) which is being made available on the company's website ([www.roularta.be/en/roularta-stock-market/general-meeting-2022](http://www.roularta.be/en/roularta-stock-market/general-meeting-2022)). 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 ([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 **Friday, 24 June 2022**.

#### 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 **Wednesday, 8 June 2022** 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 7:130 of the 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 **Wednesday, 15 June 2022** 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 **Friday, 24 June 2022** 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.

All information relating to this extraordinary general meeting can also be consulted on our website via the following link: [www.roularta.be/en/roularta-stock-market/general-meeting-2022](http://www.roularta.be/en/roularta-stock-market/general-meeting-2022).

The Board of Directors