



INVITATION

The shareholders of Roularta Media Group NV are invited to the general meeting and extraordinary general meeting, which will be held on **Tuesday, 16 May 2023 at 11.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

AGENDA AND MOTIONS FOR THE GENERAL 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 2022 and appropriation of the profit.
Motion: the general meeting approves the annual accounts at 31 December 2022, including the appropriation of the result as proposed by the board of directors, in the form of a gross dividend payment of EUR 1.00 per share.
4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2022.
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 2022 financial year.
6. Approval of the remuneration report.
Motion: the general meeting approves the remuneration report for the financial year 2022.
7. (Re)appointment director.
The terms of office of the NV Alauda, represented by its permanent representative, Mr Francis De Nolf expires at the general meeting of 16 May 2023.
Motion: on the advice of the appointments and remuneration committee the board of directors recommends to reappoint NV Alauda, represented by its permanent representative, Mr Francis De Nolf 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 2026.
8. Confirmation of co-opted director.
At the end of October, on the recommendation of the board of directors and after positive advice from the appointments and remuneration committee, the BV P. Company, represented by its permanent representative Ms Pascale Sioen, was co-opted as an independent director within the meaning of Article 7:87 of the Companies and Associations Code. The BV P. Company, represented by its permanent representative Ms Pascale Sioen thus filled the vacancy that arose within the board of directors as a result of the untimely death of Prof Dr Caroline Pauwels.
Proposed resolution: the general meeting ratifies the co-optation on the proposal of the board of directors, following the advice of the appointments and remuneration committee, and proceeds with the definitive appointment of BV P. Company, represented by its permanent representative, Ms Pascale Sioen as an independent director within the meaning of Article 7:87 of the Companies and Associations Code. The mandate runs until the annual meeting that decides on the annual accounts for the financial year ending 31 December 2025.

AGENDA AND MOTIONS FOR THE EXTRAORDINARY GENERAL MEETING

1. Taking cognisance of the report of the board of directors prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code. As this is a mere knowledge, no decision needs to be taken by the extraordinary general meeting.
2. Renewal of the authorisation concerning authorised capital.
Motion: the extraordinary general meeting resolves to renew the authority of the board of directors to increase the capital one or more times within the framework of the authorised capital, without the cumulative amount of these increases exceeding a total amount of eighty million euros (EUR 80,000,000), for five years from the publication of the decision of 16 May 2023 to grant the authorised capital in the Belgian Official Gazette. The general meeting therefore resolves to replace **transitional provision 1 of the articles of association** with the following wording:
"The board of directors can increase the capital one or more times within the framework of the authorised capital, without the cumulative amount of these increases exceeding a total amount of eighty million euros (EUR 80,000,000), for five years from the publication of the decision of 16 May 2023 to grant the authorised capital in the Belgian Official Gazette. This authority applies to capital increases to be subscribed to in cash, capital increases subscribed to in kind, and capital increases through conversion of reserves or issue premiums, with or without the issue of new shares. The board of directors is hereby authorised to issue shares without indication of nominal value below the accounting par value of the old shares.
In addition to the issue of shares, convertible bonds and subscription rights, the capital increases decided by the board of directors can also be effected by the issue of shares without voting rights.

The board of directors, within the limits of the authorised capital, in the interest of the company and subject to observance of the conditions established in Article 7:191 and following of the Belgian Companies and Associations Code, is also authorised to suspend or limit the pre-emptive right that the law grants to shareholders. The board of directors is authorised to limit or suspend the pre-emptive right in favour of one or more specific persons, even if they are not employees of the company or its subsidiaries. On the occasion of the increase of the capital, realised within the limits of the authorised capital, the board of directors has the authority to request a share premium payable on subscription. If the board of directors so decides, this share premium payable on subscription must be booked to an unavailable reserve account that can only be reduced or taken off the books via a resolution of the general meeting taken in the manner required for an amendment to the articles of association. This authority of the board of directors can be renewed.

The general meeting expressly grants the authority to the board of directors to increase the capital one or more times, from the date of notification by the Financial Services and Markets Authority to the company of a public takeover bid for the shares of the company, by contribution in cash with cancellation or limitation of the pre-emptive right of the existing shareholders or by contribution in kind in accordance with Article 7:202 of the Belgian Companies and Associations Code. This authority is granted for a period of three years from the decision to grant the authorised capital of 16 May 2023 and can be renewed. The board of directors can also use the authorised capital in the circumstances described in Articles 7:228 and 7:229 of the Belgian Companies and Associations Code. More generally, the authority granted can be used whenever the position of the company is or will be threatened, directly or indirectly, financially, competitively or otherwise. The board of directors has the authority to amend the articles of association of the company in accordance with the capital increase decided within the framework of the authorised capital."

3. Resolution to renew the authorisation of the board of directors to buy the company's own shares, should it be necessary to acquire them to forestall imminent serious detriment to the company.

Motion: pursuant to Article 7:215 of the Belgian Companies and Associations Code, the board of directors is authorised to allow the company to buy back its own shares, profit-sharing certificates or depositary receipts and to dispose of them if the acquisition is necessary to prevent imminent serious damage to the company. This authorisation is valid for a period of three years from its publication by the general meeting of 16 May 2023 in the Annexes to the Belgian Official Gazette.

The general meeting therefore resolves to replace **the first two paragraphs of transitional provision 2 of the articles of association with the following text:**

"The company may not buy back its own shares, profit-sharing certificates or depositary receipts relating thereto, by purchase or exchange, directly or by a person acting in his own name but on behalf of the company, without compliance with the formalities and conditions prescribed by Articles 7:215 to 7:220 of the Belgian Companies and Associations Code. Pursuant to Article 7:215 of the Belgian Companies and Associations Code, the board of directors is authorised to allow the company to buy back its own shares, profit-sharing certificates or depositary receipts and to dispose of them if the acquisition is necessary to prevent imminent serious damage to the company. This authorisation is valid for a period of three years from the publication of the amendment to the articles of association of 16 May 2023 in the Annexes to the Belgian Official Gazette."

ENTITLEMENT TO TAKE PART IN THE GENERAL MEETING AND TO VOTE

Entitlement to take part in the general meeting is granted only to those shareholders whose securities are registered by the record date, this being **Tuesday, 2 May 2023 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 general meeting registered by the registration date at the latest.

NOTICE

Nominal shareholders are requested to inform the board, no later than **Wednesday, 10 May 2023**, of their intention to attend the general meeting, either by post to Roularta Media Group NV, Meiboomlaan 33, 8800 Roeselare, or by email to sophie.van.iseghem@roularta.be.

Holders of dematerialised shares need both to inform the board of their intention to participate in the 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 Wednesday, 10 May 2023** within office hours. They will be admitted to the 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 GENERAL MEETING

Every shareholder who has fulfilled the previously stated admission requirements (registration/notification) may:

(1) participate physically in the 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-2023. 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) 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, 10 May 2023**.

(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-2023). 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). In order to validly participate in the voting in this way, the voting form must be delivered to the company no later than **Wednesday, 10 May 2023**.

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 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, 24 April 2023** 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. 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, 1 May 2023** at the latest.

QUESTIONS IN WRITING

All shareholders who have completed the formalities to participate in the general meeting may ask questions in writing by sending them to the company, by **Wednesday, 10 May 2023** at the latest, by letter or email (sophie.van.iseghem@roularta.be). The written questions will be answered orally by the board of directors and/or the statutory auditor during the general meeting before the vote, 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 auditor 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-2023).

ANNUAL REPORT 2022

The annual report 2022 (in Dutch, French and English), as well as other information as required under section 7:129, §2 of the Belgian Companies and Associations Code, may be consulted either on the company website (www.roularta.be), or during normal office hours at the company office at Meiboomlaan 33, 8800 Roeselare. Shareholders may also request a free copy of the annual report (in Dutch or French), as well as other information required under section 7:129, §2 of the Belgian Companies and Associations Code, by post (Meiboomlaan 33, 8800 Roeselare) or by email (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 general meeting. The processing of this personal data is done for the purpose of organising and holding the 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 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 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. 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 email address: sophie.van.iseghem@roularta.be.

The Board of Directors