

The shareholders of Roularta Media Group NV are invited to the general meeting, which will be held on **Tuesday, 18 May 2021 at 11.00** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

CORONA / COVID-19 CRISIS - On the basis of the current coronavirus measures that are in force up to and including 25 April 2021, physical meetings are not permitted. On the date of sending this convocation, it is unclear whether the measures imposed by the Belgian government, including the ban on gatherings and the obligation to guarantee a distance of 1.5 metres between all individuals, will still be in force on 18 May 2021, the date of the general meeting. If the government measures do still apply, no physical general meeting will take place on 18 May 2021.

Should the government measures to fight the coronavirus expire, with the result that physical meetings are permitted again, the company will communicate further about the physical organisation of its general meeting on its website (www.roularta.be/en/roularta-stock-market/general-meeting-2021).

Notwithstanding the above, and in particular to avoid putting the shareholders' health at risk, the board of directors would like to ask the shareholders not to attend the general meeting in person, but instead to:

- vote by post, remotely, before the general meeting;
- give the general secretary of the company a proxy statement with specific voting instructions;
- exercise their right to ask questions in writing.

The shareholders who have fulfilled the formalities regarding subscription and notification will be able to follow the general meeting directly on a digital communication platform. After fulfilment of the formalities, the shareholder will receive a link at the email address he or she has provided that will make it possible to follow the general meeting.

This platform will not allow the possibility to vote, and so it does not qualify as remote participation in accordance with article 7:137 of the Companies and Associations Code. Shareholders who wish to exercise their vote will have to do so by letter or by proxy. At present, the company does not have an electronic means of communication at its disposal that would make it possible to ask questions to the directors at a distance and to vote at the general meeting.

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 2020 and appropriation of the profit.
Motion: the general meeting approves the annual accounts at 31 December 2020, including the appropriation of the result as proposed by the board of directors, in the form of a gross final 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 2020.
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 2020 financial year.
6. Approval of the company's remuneration policy, as accepted by the board of directors on 2 April 2021 and made available on the company's website (see www.roularta.be/en/roularta-stock-market/general-meeting-2021).
Motion: the general meeting approves the company's remuneration policy, as accepted by the board of directors on 2 April 2021.
7. Approval of the remuneration report.
Motion: the general meeting approves the remuneration report for the financial year 2020.
8. Appointment of statutory auditor.
Motion: the general meeting decides, at the board of directors' proposal, with advice from the audit committee and after approval from the works council, to appoint BDO Bedrijfsrevisoren CVBA, with its registered office at Da Vincilaan 9, Box E.6, 1930 Zaventem, company registration number 0431.088.289, represented by Ms Veerle Cattrly, with offices at Kwadestraat 153 bus 5, 8800 Roeselare, as the statutory auditor, for a period of three years commencing on 1 January 2021 and ending after the approval of the annual financial statements for the financial year ending on 31 December 2023.
The remuneration of the statutory auditor for Roularta Media Group NV amounts to 94,655 euros excluding VAT. The remuneration of the statutory auditor as a group auditor (including Roularta Media Group NV) amounts to 162,600 euros excluding VAT and costs. The remuneration of the statutory auditor is subject to annual indexation.

Registration date

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, 4 May 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 general meeting registered by the registration date at the latest.

Notice

Nominal shareholders are requested to inform the board, no later than **Wednesday, 12 May 2021**, 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, 12 May 2021** 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

Each shareholder who has fulfilled the aforementioned conditions for admission (registration/notification) may

(1) Remotely participate in the general meeting which will be held by videoconference.

The link to follow this videoconference will be sent to the shareholder at the email address that the shareholder has provided.

(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. 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 12 May 2021**.

(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-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). In order to validly participate in the voting in this way, the voting form must be delivered to the company no later than **Wednesday 12 May 2021**.

Adding items to the agenda

One or more shareholders jointly owning at least 3% of the authorised 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, 26 April 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. 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 authorised 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, 3 May 2021** at the latest.

Questions in writing

All shareholders who have completed the formalities to participate in the general meeting ask questions in writing by sending them to the company, by **Wednesday, 12 May 2021** at the latest, by letter or email (sophie.van.iseghem@roularta.be). The written questions will be answered in writing by the board of directors no later than the day of the general meeting, but 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 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).

Annual report 2020

The annual report 2020 (in Dutch 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 English), 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 following email address: sophie.van.iseghem@roularta.be.

The Board of Directors