



The shareholders of Roularta Media Group NV are invited to the annual general meeting and the extraordinary general meeting, which will be held on **Tuesday, 15 May 2012 at 11.00 am** at the company's registered office at Meiboomlaan 33, B-8800 Roeselare.

Agenda and motions for the annual 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 2011 and appropriation of the profit.
Motion: The general meeting approves the annual accounts at 31 December 2011, including the motion by the board of directors to pay a gross dividend of EUR 0.35 per share.
4. Deliberation of the consolidated annual accounts and the consolidated reports for the year ending 31 December 2011.
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 2011 financial year.
6. Approval of the remuneration report.
Motion: The general meeting approves the remuneration report for the financial year 2011.
7. Reappointment of directors.
The mandates of the directors, Fraka-Wilo NV, with Mrs Lieve Claeys as its permanent representative, and Verana NV, with Mrs Caroline De Nolf as its permanent representative, are due to expire at the 2012 annual meeting.
Motion:
On the recommendation of the board of directors, the general meeting decides to renew the mandates of the aforementioned directors, whose mandates are due to expire at the 2012 annual meeting:
- Fraka-Wilo NV, with its registered office at Kasteelhoekestraat 1, 8800 Roeselare, and with Mrs Lieve Claeys as its permanent representative, is reappointed as director for a four-year term of office, i.e. until the annual meeting deciding on the annual accounts for the financial year ending on 31 December 2015;
- Verana NV, with its registered office at Meiboomlaan 110, 8800 Roeselare, and with Mrs Caroline De Nolf as its permanent representative, is reappointed as director for a four-year term of office, i.e. until the annual meeting deciding on the annual accounts for the financial year ending on 31 December 2015.
8. Reappointment of the auditor.
Motion:
On the recommendation of the board of directors, advised by the audit committee and after approval by the works council, the general meeting decides to reappoint Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA, with its registered office at Berkenlaan 8B, 1831 Diegem, and with Mr Frank Verhaegen and Mr Kurt Dehoorne as its permanent representatives, as auditor for a term of three years, from 1 January 2012 until the approval of the annual accounts for the financial year ending 31 December 2014.
The auditor for the Roularta Media Group NV is to be paid EUR 110,000 excluding VAT. The remuneration of the auditor as group auditor (including Roularta Media Group NV) amounts to EUR 394,460 per year, excluding VAT. The remuneration of the auditor is indexed annually.
9. Proposal for a board resolution.
Motion:
The general meeting approved the proposed remuneration of the board of directors for the 2012 financial year, consisting of:
- a fixed remuneration of EUR 100,000 for NV HRV, represented by its permanent representative, Baron Hugo Vandamme, chairman of the board of directors;
- a fixed remuneration of EUR 58,500 for NV De Meiboom, represented by its permanent representative, Mr Leo Claeys, vice-chairman of the board of directors;
- a fixed remuneration of EUR 100,000 for NV De Publigraaf, represented by its permanent representative, Mr Hendrik De Nolf;
- for the other members a fixed remuneration of EUR 10,000, plus a fee of EUR 2,500 per meeting of the board of directors; for the members of the board committees (the audit committee and the appointments and remuneration committee) an additional fee of EUR 2,500 per session. The chairman of the audit committee will receive an additional fee of EUR 5,000 per meeting.

Agenda and motions for the extraordinary general meeting:

1. Resolution to renew the authority 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. This authority is to be valid for a period of three years as from the announcement of this authority in the Belgian State Gazette.
Motion:
In accordance with article 620 of the Companies' Code the board of directors is authorised to have the company acquire its own shares, profit-sharing bonds or certificates should it be necessary to acquire them to forestall imminent serious detriment to the company. This authority is to be valid for a period of three years as from the announcement of this authority by the general meeting held on 15 May two thousand and twelve in the Belgian State Gazette.
2. Resolution to renew the authority of the board of directors to buy the company's own shares at a price which is equal to the quoted price of these shares on a stock exchange at the time of acquisition.
This authority is to be valid for a period of five years as from the announcement of this authority in the Belgian State Gazette.
Motion: The board of directors is authorised, in accordance with article 620 of the Companies' Code, to acquire the legally permitted maximum number of the company's own shares, profit-sharing bonds or certificates at a price which is equal to the quoted price of these shares on a stock exchange at the time of such acquisition. This authority is to be valid for a period of five years as from the announcement of the resolution adopted by the general meeting held on 15 May two thousand and twelve in the Belgian State Gazette. This authority is also to be valid for the acquisition of company shares by one of its first-line subsidiaries in accordance with article 627 of the Companies' Code.
3. Decision to lift temporary provisions as a result of the entry into force of the act on exercising certain rights of shareholders in listed companies.
Motion: Decision to lift temporary provisions included in articles 28, 29, 30, 32 and 34 of the articles of association.

Registration date

Only individuals who are company shareholders on the registration date, i.e. **Monday, 30 April 2012 at midnight (12 am)**, will be entitled to participate in the annual meeting.

For owners of **registered shares**, the proof of registration in the shareholder register on the registration date will apply.

The owners of **bearer shares** who wish to attend the annual meeting and the subsequent extraordinary general meeting or who wish to be represented at these meetings must present their stock certificates to a financial intermediary by the registration date at the latest.

The owners of **dematerialised shares** must have the shares with which they wish to participate in the vote registered by the registration date at the latest.