

Roularta Media Group offers its shareholders the possibility of an optional dividend and announces conditions

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Payment of the dividend for the financial year 2023 – optional dividend in shares

The ordinary general meeting of shareholders of Roularta Media Group NV (**the Company**) approved all the points on the agenda with the requisite majority on 21 May 2024, including the payment of the gross dividend of 1.00 EUR for the 2023 financial year.

The Board of Directors of the Company has decided, in the context of the authorised capital, to offer the shareholders of the Company the opportunity to offset their dividend claim, taking into account a deduction of 30% withholding tax (regardless of the actual application of an exemption or reduction¹), by way of an optional dividend attached to existing shares (i.e. coupons no. 20) (**the Dividend Rights**) in order to contribute to the capital of the Company (**the Optional Dividend**).

¹ For more details of the treatment of possible exemptions from withholding tax, please refer to section 2.15 of the information memorandum regarding the Optional Dividend.

Summary of the main characteristics of the optional dividend

1. POSSIBLE CHOICES FOR THE SHAREHOLDER

With regard to the optional dividend, the shareholder has the choice between:

- contributing their dividend rights to the capital of the company in exchange for new shares (the **New Shares**);
- payment of the dividend in cash; or
- a combination of the two previous options.

Shareholders who do not make any choice known in the manner provided during the option period will in any case receive the dividend in cash.

2. ISSUE PRICE AND RATIO

The issue price per new share is 9.10 EUR (the **Issue Price**).

The Issue Price corresponds to the volume-weighted average of the of the Company's share price as published daily on Euronext Brussels ("VWAP") in the period from Thursday 2 May 2024 to Thursday 16 May 2024 included, i.e. 10.99 EUR per New Share, less the gross dividend value of 1.00 EUR per share and with deduction of a discount of 8.91 % as determined by the Board of Directors.

To obtain one New Share, the net dividend claims associated with 13 existing shares (i.e. 13 coupons no. 20) must be contributed.

3. OPTION PERIOD

- Start of option period: 24 May 2024 at 9:00 a.m. (CET).
- End of option period: 7 June 2024 at 16:00 p.m. (CET).
- The realisation of the capital increase and the issuance of the New Shares will be determined on or around 12 June 2024.
- From 12 June 2024 onwards, the dividend will be paid out in cash.

4. NUMBER OF NEW SHARES TO BE ISSUED AND AMOUNT OF THE CAPITAL INCREASE

The New Shares issued in the context of the optional dividend will be of the same type as the existing shares. They will convey the same rights and benefits as the existing shares, including dividend rights (with coupon 21 attached).

Following the capital increase related to the optional dividend, a maximum of 906,584 New Shares will be issued.

The total maximum issue price of the new shares to be issued shall amount to 8,249,914.40 EUR.

The Company has already been informed of the intention of its reference shareholder, Koinon NV, currently holding an interest of 71.17% in the Company, to contribute its dividend rights to the Company in the context of the Optional Dividend.

Given that the Issue Price exceeds the accounting par value of the existing shares (i.e. 6.09 EUR), the Issue Price will be fully allocated to the capital of the Company for the amount of the accounting par value. The balance will be allocated to the available “issue premium” reserve account, under the equity on the liabilities side of the Company’s balance sheet.

You can download additional information as of Wednesday morning 22 May 2024 from this link to Roularta Media Group NV’s website: <https://www.roularta.be/en/roularta-stock-market/optionnal-dividend>

About Roularta Media Group

Roularta Media Group (RMG) is a listed multimedia group with more than 1,200 employees and a total revenue of 323 million euros. In Belgium, RMG is the market leader in magazines in Dutch and French. In the Netherlands, RMG has the second-largest portfolio of magazine brands. In Germany, RMG is the market leader in media for the over-fifties. RMG has a hypermodern offset printing works, Roularta Printing, that serves all the major media companies in the Benelux region and the surrounding countries. RMG has powerful digital tools, such as the app 'Mijn Magazines', with a digital kiosk, a 24/24 website with input from all the editorial teams and subscriptions that are accessible to the whole family. The sustainability programme Roularta Cares makes RMG a trendsetter in the field of sustainability in the media sector.

In eighth place, and as one of the companies making the strongest progress, Roularta Media Group has joined the top ten most attractive employers in Belgium according to Randstad's most recent Employer Brand Research (2024).



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