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## **Koinon NV submits voluntary and conditional public takeover bid on Roularta Media Group NV**

The FSMA has announced that Koinon NV (**Koinon**) launches a voluntary and conditional public takeover bid for all shares of Roularta Media Group NV (**RMG**) that are not already held by it or its connected persons (the **Bid**).

The Bid is made in cash at a price of EUR 15.50 per share. The Bid price per share will be reduced on a euro-for-euro basis by the gross amount of any dividend or other distributions made by RMG to its shareholders with a payment date that falls after the date of this press release and before the payment date of the Bid.

On the date of this press release, Koinon holds 10,072,436 shares in RMG (or 72.30%) and RMG holds 1,611,984 treasury shares (or 11.57%). Koinon and its connected person (i.e. RMG) thus jointly own 11,684,420 shares in RMG. The Bid relates to all shares not already held by Koinon or the persons connected with Koinon, i.e. a total of 2,247,500 shares in RMG at the date of this press release.

The Bid is subject to a number of conditions, including an acceptance threshold of 95% and customary material adverse changes protection. If Koinon and persons acting in concert with it hold at least 95% of the shares in RMG after the Bid and have acquired at least 90% of the shares to which the Bid relates, Koinon intends to launch a simplified squeeze-out bid.

The Bid price represents a premium of 24.5 % to the closing price of the RMG share on 13 March 2025. The price represents a premium of 28.9%, 29.2%, 31.9% and 38.9% respectively to the volume-weighted average stock market prices over the past 1, 3, 6 and 12 months.

The independent directors of RMG have appointed Degroof Petercam Corporate Finance NV as independent expert to draw up a report in accordance with Article 23 of the Royal Decree of 27 April 2007 on the public takeover bids.

Subject to the review of the prospectus, the board of directors of RMG has unanimously decided to support and recommend the Bid. The board of directors will explain its position in more detail in a response memorandum to the prospectus.

The Bid is supported by the shareholder West Investment Holding S.A., which has irrevocably committed to contribute all its 522,136 shares in RMG (or 3.75%) to the Bid.

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## **About Koinon**

Koinon is the holding company of the family of Mr. Hendrik De Nolf and Mrs. Lieve Claeys. The main activity and the most important asset component of Koinon is its participation in RMG.

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## **About Roularta Media Group**

Roularta Media Group (RMG) is a Belgian listed multimedia group with almost 1,200 coworkers and a total turnover of 320 million euros. In Belgium, RMG is market leader in magazine brands in Dutch and French as well as market leader in local media with, among others, De Zondag. In the Netherlands, RMG has the second-largest portfolio of magazine brands. RMG has a hypermodern offset printing factory, Roularta Printing, producing high-quality newspapers, magazines and catalogs for the Belgian and international markets. RMG offers powerful digital tools, such as the app 'Mijn Magazines', with a digital kiosk, a 24/24 website with content from all editorial teams and subscriptions available for the whole family. RMG has implemented a trendsetting sustainability program called Roularta Cares.

In eighth place, and as one of the companies making the most significant 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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This press release does not constitute a bid to purchase any securities of RMG nor a solicitation by anyone in any jurisdiction. If a bid to purchase securities of RMG is made by means of a public takeover bid, this bid will and can only be made on the basis of a prospectus approved by the FSMA. No steps have been taken to allow a public takeover bid in any jurisdiction other than Belgium and no such steps will be taken. Neither this press release nor any other information relating to the matters contained herein may be distributed in any jurisdiction in which a registration, qualification or any other obligation is or would be in force with respect to the content of this press release or such other information. Any failure to comply with these restrictions may constitute a violation of financial laws and regulations in such jurisdictions. RMG and persons affiliated with it explicitly decline any liability for any person's failure to comply with these restrictions.



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