

Letter from the Chairman and Chief Executive Officer

RSDB N.V.
Zeverijnstraat 6
1216 AM Hilversum
The Netherlands



26 November 2007

Dear Shareholders,

"Creating a leading pan-European player in the graphics industry"

We are pleased to invite you to the Extraordinary General Meeting of shareholders of RSDB to be held at the Rosarium, Amstelpark 1 in Amsterdam, The Netherlands, on Thursday, 13 December 2007 at 10:30 a.m. CET.

The purpose of this Shareholders' Circular is to ensure that RSDB Shareholders are informed of the key terms of the proposed acquisition of QWE, Quebecor World's European printing division, and the reasons why the Management Board and the Supervisory Board unanimously recommend the proposed acquisition to RSDB Shareholders.

At our annual general meetings in 2006 and 2007, the Management Board signalled its intention to focus on RSDB's core printing business and to take a leading role in the consolidation of the European graphics industry. The rationale for this decision is based on declining results in the printing industry over recent years, caused mainly by the structural imbalance between demand for and supply of capacity. Despite a rise in productivity per FTE of approximately 45% over the period 2000 to 2006 and a decline in production costs per kiloton of approximately 20% over the same period, RSDB has not been able to reverse this trend. This has resulted in pressure on our margins, even though RSDB has outperformed most of its competitors.

We believe that the proposed acquisition of QWE represents a one-off opportunity for RSDB to fulfil its ambition to accelerate growth and transform itself into a leading player in the European market. QWE has recently completed a €140 million retooling capex programme with state of the art investments in Belgium, Austria, Spain and the UK and it has rationalised various facilities in France and the UK. RSDB has a well-positioned portfolio in The Netherlands, a sales organisation in seven countries and a track record in rationalisation. Through the combination with QWE, we will be able to rationalise underperforming facilities and invest in our locations of choice to make our European footprint stronger. This underlines the value creation for shareholders that we believe can be delivered by the proposed transaction.

There are four key reasons why we believe that the acquisition of QWE is good for the shareholders of RSDB:

1. *Establishing RSDB as a preferred supplier in the European graphics industry*

We believe that the proposed combination will create the largest independent gravure and offset printing business in Europe. Establishing a strong pan-European market position will add significant competitive advantage to our existing business. Our

combined commercial and print production network will offer advantages in scale, commercial and production flexibility that will put us in a much stronger position with our customers and suppliers.

2. *A consolidating move that addresses the key challenges in the industry*

We believe that consolidation in the graphics industry is the only way to address the threat of ongoing pressure on prices. On the customers and suppliers side of our industry we have experienced major consolidation, which RSDB wants to respond to by expanding the commercial, operational and geographical scale of its service offering. We believe that combining our business with QWE enables us to respond to these developments in one single step and will give us the scale to consider other value-enhancing opportunities to participate in consolidation as and when they arise. At the same time, our shareholders, employees and other stakeholders will benefit from the size and reach of the Enlarged RSDB Group.

3. *Substantial synergies underpinning improved shareholder value*

We believe that the combination with QWE will enable us to realise significant synergies and to create value for RSDB Shareholders. Based on an in-depth review of QWE's business, management are confident they will be able to realise and retain a wide range of commercial and operational synergies that will benefit all stakeholders of the Enlarged RSDB Group. We believe that QWE's existing business is currently managed on an individual country basis, using different systems and processes, without commercial and platform optimisation across Europe. Particular benefits for the Enlarged RSDB Group are expected to include savings in procurement of paper, ink, plates and other categories like energy and maintenance. Improved commercial utilisation of the combined (rationalised) facilities, the adoption of RSDB's IT systems and processes by QWE and a reduction of overheads are expected to result in increased productivity per FTE and a decline in production cost per kiloton. We believe that one dedicated headquarter in Europe will certainly contribute to realising these benefits. Annual pre-tax cost savings of approximately €15 million are expected to be delivered in 2009, which we then expect to increase to over €20 million per year from 2010 onwards. In addition, management will have an increased focus on, and potential to improve, free cash-flow through improvements in working capital and stringent control over capital expenditure. Management intends to address underperforming assets and may consider rationalisation or divestments. As a result of our confidence in the potential for the Enlarged RSDB Group, we are targeting an EBITDA margin in the range of 9 to 11% and a return on capital employed in excess of 10% by 2012.

4. *Ability of "Roto Smeets Quebecor" to attract and retain talent*

Motivated people are the essence of any successful organisation and they are key to the entrepreneurial drive, continuous improvement and innovation of a business. By launching "Roto Smeets Quebecor" as a European market leader we believe that we will be able to attract and retain the best talent to realise our goals and generate attractive returns for our shareholders. This will set us apart from many of our competitors.

In consideration for the acquisition of QWE, RSDB will issue of approximately 1.4 million new ordinary shares in RSDB and will pay approximately €185 million in cash consideration, subject to certain post closing adjustments relating to levels of working capital and indebtedness, of which €35 million will be left outstanding as a subordinated loan from Quebecor World to RSDB.

Based on the unaudited pro-forma combined financial information (set out in full in Annex 4 to this Shareholders' Circular), the pro-forma purchase price after post closing adjustments would be €185 million and the net cash consideration payable would amount to €101 million (in each case excluding acquisition and financing costs).

The valuation of the QWE is not based on published financial results for the companies comprising QWE, but on management's assumptions and due diligence. The valuation takes into account a turn around and step up from QWE's existing reported EBITDA run rates to the targeted EBITDA margin levels over the next 5 years. Based on management information provided to RSDB by Quebecor World, current trading with respect to (adjusted) EBITDA for continued operations of the companies comprising QWE for the year to date as at 30 September 2007 was €17.9 million compared to previously public reported adjusted EBITDA figure of - €5.4 million for the year to date as at 30 September 2007 by Quebecor World. The difference is explained by the exclusion of non recurring items relating to the sale/disposal of plants in Lille, Nantes and Torcy in France, certain transaction fees related to this transaction (which are for Quebecor World's account) and interest and fees related to Quebecor World's existing receivable securitization programme (which will terminate on completion of the transaction). During late 2006 and early 2007, QWE has started up five new presses, including two new ultra wide gravure presses in Charleroi at almost the same time. Our experience is that the start up of new presses always leads to a reduction in the result during the start up year. Apart from (technical) start up problems, utilisation of the available capacity is always lower during the start up period because both the market and customers have to get accustomed to the equipment and its possibilities. These start ups have led to a lower than normalised EBITDA for QWE in 2007, a factor that has been taken into account by management in reaching an appropriate valuation for QWE and calculating the consideration payable to Quebecor World.

The consideration has also been based on the financial results of QWE on a standalone basis, taking into account the future upside of the restructuring that QWE has implemented, an assessment of expected synergies of the combination, expected cash proceeds relating to investments grants and the sale of non-core assets. In addition, we see potential substantial value in QWE's tax loss carry forward (estimated to be over €100 million) which has not been taken into account in the assessment of the consideration.

To extract the financial upside in QWE and the value of synergies, we have designed a detailed integration plan ranging from a "first 100 days" programme for the installment of a dedicated integration team consisting of experienced management of both companies as well as external experts, to a final business plan to be delivered in April 2008 after having fully digested QWE's commercial information.

In creating this opportunity for shareholders, RSDB has been advised by ING Corporate Finance and ABN AMRO has provided the Supervisory Board with an opinion confirming the fairness, from a financial point of view, of the consideration being paid for the Acquisition. ING Bank and ABN AMRO Bank have also provided us with a full commitment on the required financing.

At the Extraordinary General Meeting on 13 December 2007 in Amsterdam you will have the opportunity to express your views and to vote on the proposed transaction. We acknowledge that shareholders will take into account the facts and economic circumstances prevailing on 13 December 2007. If your approval is obtained and a number of other conditions are met completion of the acquisition is currently expected to occur before the end of 2007.

We sincerely hope that you will provide RSDB's management and all other stakeholders with the opportunity to transform our current business and to successfully launch the new "Roto Smeets Quebecor".

Yours faithfully



David Montgomery
Chairman of the Supervisory Board



John Caris
President and Chief Executive Officer