Lagardère
TRAVEL RETAIL

ACQUISITION OF HOJEIJ BRANDED FOODS

August 2018

DISCLAIMER

- Certain statements contained in this document are forward-looking statements (including objectives and trends), which address our vision of the financial condition, results of operations, strategy, expected future business and financial performance of Lagardère SCA. These data do not represent forecasts within the meaning of European Regulation No. 809/2004.

- When used in this document, words such as “anticipate”, “believe”, “estimate”, “expect”, “may”, “intend”, “predict”, “hope”, “can”, “will”, “should”, “is designed to”, “with the intent”, “potential”, “plan” and other words of similar import are intended to identify forward-looking statements. Such statements include, without limitation, projections for improvements in process and operations, revenues and operating margin growth, cash flow, performance, new products and services, current and future markets for products and services and other trend projections as well as new business opportunities.

- Although Lagardère SCA believes that the expectation reflected in such forward-looking statements are reasonable, such statements are not guarantees of future performance. Actual results may differ materially from the forward-looking statements as a result of a number of risks and uncertainties, many of which are outside our control, including without limitations:
  - general economic conditions, including in particular growth in Europe and North America;
  - legal, regulatory, financial and governmental risks related to the businesses;
  - certain risks related to the media industry (including, without limitation, technological risks);
  - the cyclical nature of some of the businesses.
- Please refer to the most recent Reference Document (*Document de référence*) filed by Lagardère SCA with the French *Autorité des marchés financiers* for additional information in relation to such factors, risks and uncertainties.

- Accordingly, we caution you against relying on forward-looking statements. The forward-looking statements abovementioned are made as of the date of this document and neither Lagardère SCA nor any of its subsidiaries undertake any obligation to update or review such forward-looking statements whether as a result of new information, future events or otherwise. Consequently neither Lagardère SCA nor any of its subsidiaries are liable for any consequences that could result from the use of any of the above statements.

SUMMARY

1. TRANSACTION OVERVIEW

Transaction summary	▪ Acquisition of 100% of Hojeij Branded Foods (HBF) one of the leading airport restaurant operators in North America ▪ Purchase price: $330 million[1]
EBITDA, synergies and implied multiple	▪ HBF key figures in 2017: sales of $225 million[2] (with a solid portfolio of newly awarded contracts to open in 2018 and 2019) ▪ Attractive synergy potential with run rate of circa $10 million per annum the fourth year following the acquisition ▪ Transaction EBITDA multiple (on a valuation gross of partners share) of seven times estimated 2018 Pro Forma EBITDA[3] including run rate synergies
Impact on Lagardère group	▪ HBF will be integrated with Paradies Lagardère and fully consolidated by Lagardère Travel Retail and therefore by Lagardère
Financing	▪ The financing of the acquisition falls within the scope of the re-use of the proceeds from disposals, as part of the Group's strategic refocusing launched earlier this year
Expected closing	▪ Q4 2018
Conditions to closing	▪ Antitrust clearance and third party consents

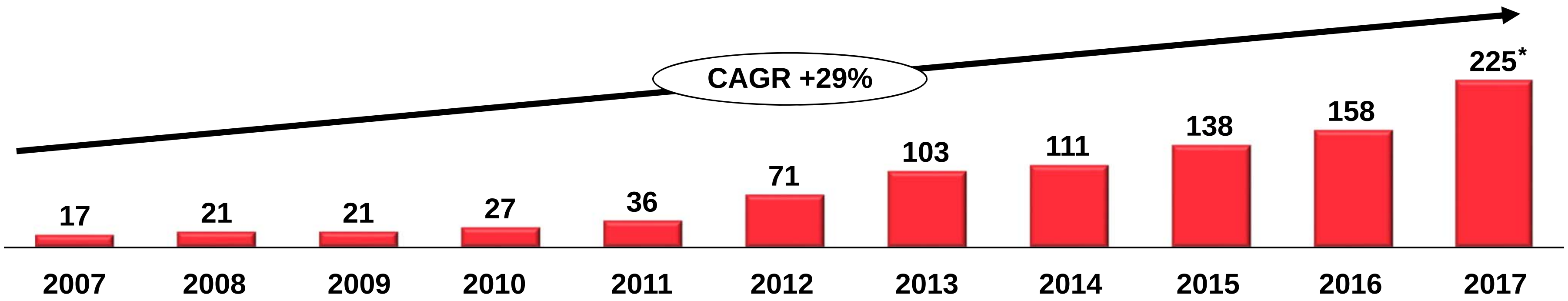
[1]Based on debt and cash free valuation, net of partners share in operating JVs (ACDBE programmes) estimated to be 16% over the period of the business plan.
[2]Including 12 months revenue of Vino Volo, acquired in July 2017.
[3]Pro Forma EBITDA is defined as Reported EBITDA adjusted for the run-rate performance of shops opening and closing in 2018 as well as the USD 10 million run-rate impact of recurring synergies).

2. PROFILE OF HBF

Company background and business description

- Founded in 1996 by Wassim and Kathy Hojeij and subsequently taken over by a private equity fund and the management in 2015, HBF today is a leading airport food and beverage operator in North America
- HBF is one of the leading airport restaurant operators in North America. Headquartered in Atlanta it currently operates 124 stores across 38 airports locations (inclusive of Vino Volo, a wholly owned subsidiary of HBF operating airport-based wine and food bars acquired in July 2017)
- Strong positioning thanks to:
  - Proprietary brands designed and implemented to create a fresh and engaging culinary experience
  - Operator of choice for leading brands with reputation for superior guest experience and operational excellence
  - #1 wine operator thanks to Vino Volo, a highly scalable concept with strong North American airport footprint

Historical sales (in $m)



*Including 12 months revenue of Vino Volo, acquired in July 2017.

2. PROFILE OF HBF

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HBF: 42 brands with proven and scalable platform

	World-class operator	Operator of choice for leading brands
Partner brands	▪ Industry leading execution of top brands (Varasano's Pizzeria, illy Caffè, Jersey Mike's Subs, LongHorn Steakhouse) ▪ Successful history of operating concepts with strict adherence to brands standards	▪ Reputation for superior guest experience and operational excellence attracts brands (such as ChickFil-A, P.F. Chang's, Gordon Biersch) to HBF to be their "operator of choice"
Proprietary brands	▪ Vino Volo is a leading upscale wine bar operator (49 stores in 33 airports) ▪ Vino Volo combines the best of fine dining and fast-casual, resulting in exceptional sales per square foot and returns ▪ Large base of loyal customers (~100K) drives high recurring revenues ▪ Airports actively seek out Vino Volo due to its differentiated and unique concept	▪ Successfully designed and implemented to create a fresh, engaging culinary experience (Cat Cora, Plum Market, Zingerman's) ▪ Exceptional execution throughout the concept lifecycle ▪ Continue to incubate additional proprietary and local concepts with leading chefs

2. PROFILE OF HBF

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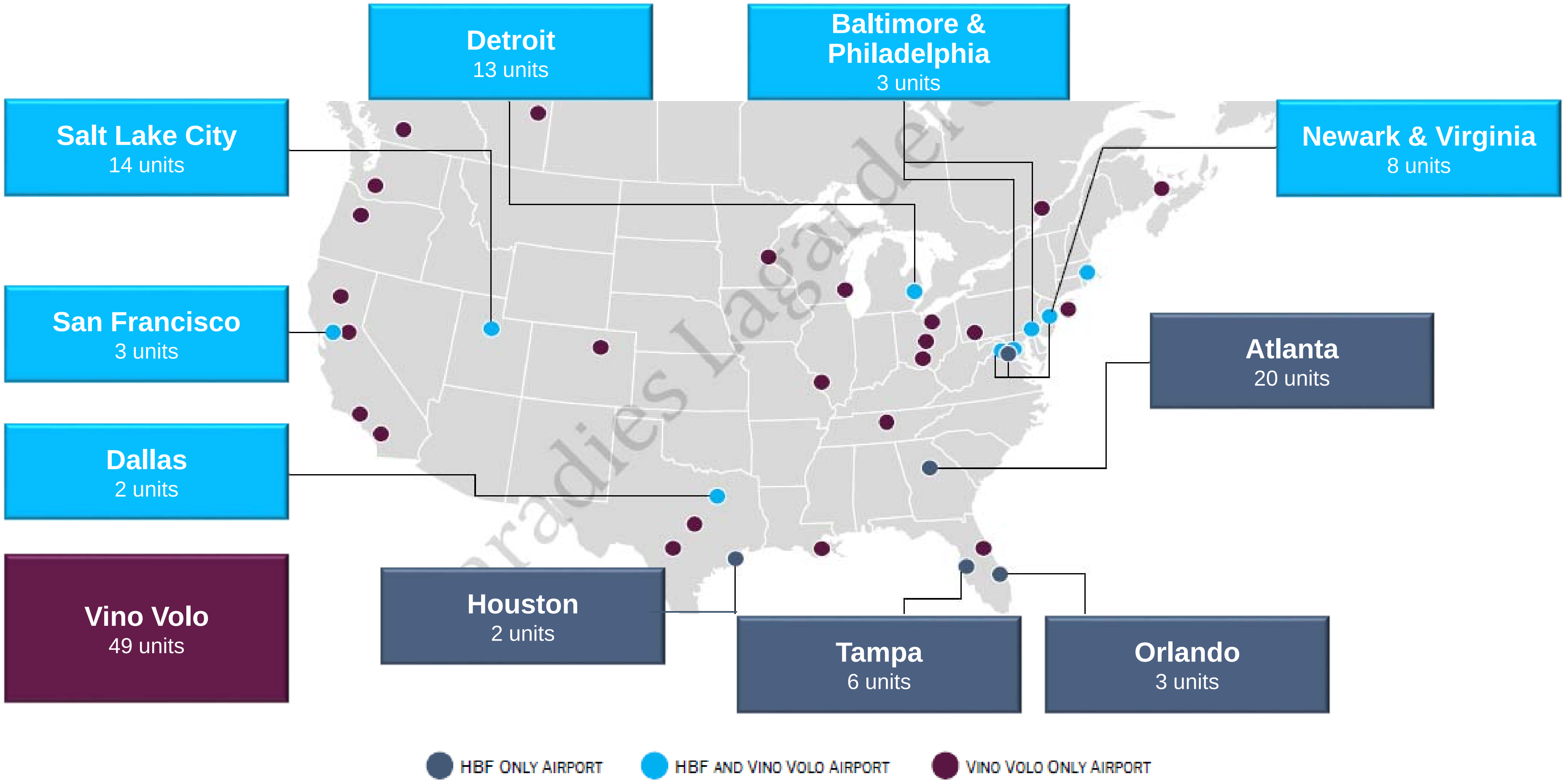
Geographic footprint: 124 restaurants across 38 airports in North America



3. STRATEGIC RATIONALE

An attractive travel foodservice market in North America	▪ A large travel foodservice market (50% of total North American travel retail market) supported by sound drivers and significant potential for growth thanks to: ✓ Solid traffic forecasts ✓ Very dynamic segment with growing demand from travelers and landlords' awareness
Reinforcing Lagardère Travel Retail in North America	▪ Strengthen Paradies Lagardère position as a major restaurateur in North America airports. ▪ Combining the activities of Paradies Lagardère and HBF, two award-winning and rapidly growing organisations, creates the third-largest operator in the North American airport travel retail and restaurant industry. ▪ With operations in more than 110 airports, the combination of HBF and Paradies Lagardère would generate an overall annual sales in excess of $1.1 billion, with circa $350 million in food and beverage sales. ▪ Both Lagardère Travel Retail and HBF are Atlanta-based and have a strong cultural fit and high quality oriented business models ▪ The opportunity to acquire a high-class operator with: ✓ 124 restaurants across 38 airports ✓ an average contract maturity of over seven years ✓ 40+ brand relationships and proprietary concepts ▪ A very strong and experienced management team

4. EXPECTED SYNERGIES

Sales uplift synergies	▪ Roll-out of HBF concepts/brands, well positioned for specific consumer needs ▪ Improved menu tailoring and customer targeting ▪ Operational know-how and excellence in execution
COGS[1] synergies	▪ Alignment of purchasing conditions to the extent possible on food products as well as on beverages ▪ Consolidation of volumes between Paradies Lagardère and HBF, which will improve bargaining power with vendors ▪ Better costs of goods management
G&A[2] & other synergies	▪ Creation of a dedicated Foodservice business unit, which will improve efficiencies ▪ Consolidation and rationalisation of central functions and costs ▪ Convergence towards a dedicated and business-oriented IT system
Total quantified synergies	**$10 million[3] run rate**

Full potential of recurring synergies to be reached in 2021

[1]Cost Of Goods Sold.
[2]General and administrative.
[3]Pre tax.