

This English version has been prepared for the convenience of English speaking readers.

It is a translation of the original French *Avis de convocation* published for the Company's General Meeting.

It is intended for general information only and in case of discrepancies the French original shall prevail.

## **LAGARDÈRE SCA**

French partnership limited by shares (*société en commandite par actions*)

with share capital of €799,913,044.60

Registered office: 4, rue de Presbourg, 75116 Paris

Registered with the Paris Trade and Companies Registry under number 320 366 446

### **Convening Notice**

The shareholders of Lagardère SCA (the "Company") are hereby informed that they are invited to attend the Company's Annual Ordinary and Extraordinary General Meeting, which will take place at **10:00 am on Thursday, 4 May 2017 at the Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris** to consider and vote upon the following agenda items:

#### *Agenda*

- Management report of the Managing Partners.
- Special report of the Managing Partners on free share awards.
- Special report of the Managing Partners on share options.
- Report of the Supervisory Board.
- Report of the Chairman of the Supervisory Board on the Board's organisation and the Company's internal control and risk management procedures.
- Reports of the Statutory Auditors on the Company's financial statements, the consolidated financial statements and the agreements governed by article L.226-10 of the French Commercial Code (*Code de commerce*).
- Report of the Statutory Auditors on the Chairman of the Supervisory Board's report on internal control and risk management procedures.
- Special reports of the Statutory Auditors on the financial authorisations presented to the General Meeting.
- Report of Mazars, independent third party entity, on consolidated social, environmental and societal information.
- Approval of the Company's financial statements for the year ended 31 December 2016.
- Approval of the consolidated financial statements for the year ended 31 December 2016.
- Allocation of the Company's results and dividend distribution.
- Issuing of an opinion on the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2016.
- Issuing of an opinion on the components of remuneration payable or granted to Pierre Leroy and Thierry Funck-Brentano, representatives of the other Managing Partner, in respect of 2016.
- Issuing of an opinion on the components of remuneration payable or granted to Dominique D'Hinnin in respect of 2016.
- Issuing of an opinion on the components of remuneration payable or granted to Xavier de Sarrau,

Chairman of the Supervisory Board, in respect of 2016.

- Re-appointment of Martine Chêne as a member of the Supervisory Board for a term of three years.
- Re-appointment of François David as a member of the Supervisory Board for a term of three years.
- Re-appointment of Soumia Belaidi Malinbaum as a member of the Supervisory Board for a term of four years.
- Re-appointment of Javier Monzón as a member of the Supervisory Board for a term of three years.
- Re-appointment of Aline Sylla-Walbaum as a member of the Supervisory Board for a term of four years.
- Re-appointment of Ernst & Young et Autres as Statutory Auditor for a period of six fiscal years.
- Non-renewal of the term of office of Auditex as Substitute Auditor.
- Authorisation to be given to the Managing Partners, for a period of eighteen months, to trade in the Company's shares.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue debt securities giving immediate or future access to the share capital of the Company's subsidiaries and/or any other entity, subject to a €1.5 billion ceiling on the debt securities issued.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue – with preferential subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €265 million for increases in share capital and €1.5 billion for debt securities issued.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue by means of a public offer – without preferential subscription rights but with a priority right for at least five trading days – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €160 million for increases in share capital and €1.5 billion for debt securities issued.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue by means of a public offer – without preferential subscription rights and without a priority right – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €80 million for increases in share capital and €1.5 billion for debt securities issued.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue by means of a private placement as referred to in section II of article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) – without preferential subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €80 million for increases in share capital and €1.5 billion for debt securities issued.
- Authorisation to be given to the Managing Partners to issue additional securities in the event that an issue is oversubscribed, subject to the ceilings applicable to the original issue.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue – without preferential subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, as consideration for securities tendered as part of a public exchange offer or a contribution in kind, subject to ceilings of €80 million for increases in share capital and €1.5 billion for debt securities issued.
- Overall ceilings of €80 million, €300 million and €1.5 billion on the total amounts of capital increases and issues of debt securities resulting from the authorisations in the preceding resolutions.

- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to increase the Company's share capital by capitalising reserves, profit or share premiums and issuing bonus shares or increasing the par value of existing shares, subject to a ceiling of €300 million.
- Authorisation to be given to the Managing Partners, for a period of twenty-six months, to issue – without preferential subscription rights – ordinary shares of the Company and/or securities giving access to the Company's share capital, to employees under corporate savings schemes, provided that such issues do not represent more than 0.5% of the Company's outstanding share capital in any given year.
- Authorisation to be given to the Managing Partners for a period of four years to reduce the share capital by cancelling all or some of the shares purchased by the Company under share buyback programmes
- Harmonisation of article 17 of the Company's Articles of Association.
- Powers for formalities.

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### **Participation in the meeting:**

Regardless of the number of shares held, all shareholders of record on the record date may take part in the meeting either in person or by proxy, or vote by postal mail or online.

In accordance with the provisions of article R. 225-85 of the French Commercial Code, shareholders of record are those shareholders whose shares are registered, in their own name or in the name of the authorised intermediary acting on their behalf in accordance with the seventh paragraph of article L. 228-1 of the French Commercial Code (the "Authorised Intermediary"), in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin, France, **at 00:00 Paris time on Tuesday, 2 May 2017.**

### **How to take part in the meeting:**

#### **1° - Attending the meeting:**

Shareholders wishing to attend the meeting in person may:

- apply for an entrance card using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- apply for an entrance card online through the Votaccess secure platform, which they can access using the instructions presented below; or
- if they did not apply for or receive their entrance card, simply present themselves on the day of the meeting with a valid identity document and register at one of the counters specially provided for the purpose.

#### **2° - Voting by mail or online**

Shareholders who do not wish to or cannot attend the meeting in person may vote by postal mail or online:

- using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- online through the Votaccess secure platform, which they can access using the instructions presented below.

Forms that do not indicate a vote or show abstention will be considered "against" votes.

### **3° - Grant proxy to the Chairman**

Shareholders who do not wish to or cannot attend the meeting in person may send a blank proxy form to the Company without naming a proxy, which will empower the Chairman of the meeting to vote in favour of the draft resolutions presented or approved by the Managing Partners and vote against all other draft resolutions:

- using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- online through the Votaccess secure platform, which they can access using the instructions presented below.

### **4° - Grant proxy to a third party**

Shareholders who do not wish to or cannot attend the meeting in person may appoint a proxy of their choice:

- using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- online through the Votaccess secure platform, which they can access using the instructions presented below.

In accordance with the provisions of article R. 225-79 of the French Commercial Code, the procedure for revoking proxies must be carried out in the same way.

### **Availability of forms**

As all the Company's shares are in registered form, the entrance card application forms, mail voting forms and proxy forms were sent out by postal mail or e-mail with the invitation to the meeting to all shareholders or Authorised Intermediaries of record on the date of sending.

Any of these forms may also be obtained by simply writing to:

BNP Paribas Securities Services  
CTS Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex France

Requests for forms and pre-paid envelopes must have been received at this address by Saturday, 29 April 2017 at the latest.

### **How to access Votaccess**

The Votaccess secure platform can be accessed by shareholders in whose name shares are registered in the nominative shareholders' accounts kept by the Company via the BNP Paribas Securities Services Planetshares website at: <https://planetshares.bnpparibas.com>.

Shareholders whose shares are held in a registered account (*nominatif pur*) should log on to the BPSS Planetshares website using the login code and password they usually use to consult their registered account.

Shareholders whose shares are held in a registered account administered by an independent investment services provider (bank, financial institution, etc) (*nominatif administré*) will receive with their letter or e-mail inviting them to the meeting a code for logging on to Planetshares and obtaining their password by postal mail or e-mail for shareholders that have already provided their e-mail address.

After logging on to Planetshares, shareholders should click on the "Participate in the General Meeting" icon and follow the instructions provided on screen to access the Votaccess secure platform.

Registered shareholders who have lost their login code and/or password should contact BNP Paribas Securities Services at the following number: +33 1 57 43 34 00.

### **Cut-off dates for submission of forms and votes**

Cut-off dates:

- duly completed and signed paper forms must be received by BNP Paribas Securities Services, no later than **Monday, 1 May 2017**;
- requests for entrance cards, distance voting, and appointing or revoking of proxies may take place via the Votaccess platform until **15:00 Paris time on Wednesday, 3 May 2017**. However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password.

Requests for entrance cards, distance voting, and proxies made by shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services, must be accompanied by a certificate from the Authorised Intermediary enabling the Company or its registrar to prove incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Tuesday, 2 May 2017. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Requests for entrance cards, distance voting, and proxies made by Authorised Intermediaries may only be processed if the identity of the shareholders has been disclosed, if so requested by the Company or BNP Paribas Securities Services pursuant to applicable laws and regulations.

Shareholders who have already elected to vote by mail or online, granted proxy or who have applied for an entrance card may not subsequently take part in the meeting by any other means.

Shareholders may not under any circumstances return both a proxy form and a mail voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the mail voting form.

### **Submission of written questions**

Written questions submitted by shareholders should be sent to the registered office by registered letter with return receipt requested for the attention of the Managing Partners no earlier than the date of the invitation to the meeting and no later than Thursday, 27 April 2017.

Questions must, as required by law and regulations, be accompanied by a certificate of registration in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services, otherwise they will be ignored.

Written questions from shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company to prove incontrovertibly that they are shareholders. If the shares are held through a chain of Authorised Intermediaries, a certificate must be provided by each one.

**Availability of documents:**

The documents and information referred to in Article R. 225-73-1 of the French Commercial Code are posted on the Company's website (<http://www.lagardere.com>), in the section entitled "Investor relations"/"Regulated information"/"2017 Annual Shareholders' Meeting".

They are also be available, together with the other documents and information about the meeting required by law and regulations, at the Company's headquarters at 42 rue Washington, Immeuble Monceau, Bureau 13, 75008 Paris.

*The Managing Partners*