



**CLEAN TEAM, CONFIDENTIALITY AND COOPERATION AGREEMENT
BETWEEN LAGARDÈRE SA (THE "COMPANY") AND VIVENDI SE
ENTERED INTO ON DECEMBER 20, 2021**

Person concerned and relationship with the Company

Vivendi SE holds more than 10% of the Company's voting rights.

Terms, nature and purpose

In the context of the acquisition by Vivendi SE of the stake held by the funds managed by Amber Capital in the share capital of the Company (which occurred on December 16, 2021) and the planned filing by Vivendi SE, by February 2022, of a mandatory public tender offer resulting therefrom (the "**Transaction**"), the Board of Directors of the Company, at its meeting held on December 17, 2021, authorized, in accordance with Article L. 225-38 of the French Commercial Code, after review, the conclusion of a "*Clean Team, Confidentiality and Cooperation Agreement*" between the Company and Vivendi SE (the "**Clean Team Agreement**"), the purpose of which is to put in place the necessary framework and legal safeguards, in compliance with competition law rules, in order to allow for the exchange between Vivendi SE and the Company of the information necessary for the preparation of the regulatory notifications required under merger control and foreign investment control in connection with the Transaction.

In this context, an independent third party has been appointed by Lagardère SA and Vivendi SE, at the exclusive cost of the latter, to ensure (under the supervision of the parties' external legal advisors) the implementation and management of Lagardère SA and Vivendi SE *clean teams* which will be able to receive and analyze the other party's confidential information.

The conclusion of the *Clean Team Agreement* does not entail any financial commitment for the Company.

Premise

The Board of Directors has determined that the conclusion of this *Clean Team Agreement* is in the Company's best interest insofar as this agreement:

- allows, in the context of the reciprocal exchanges between the Company and Vivendi SE of information necessary for the preparation of the regulatory submissions required in connection with the Transaction, the limitation of such exchanges to information that is strictly necessary and the implementation of appropriate safeguards in terms of protection of the confidentiality of the Company's information, in accordance with applicable regulations; and
- allows the Company and its advisors to receive information and analyses from Vivendi SE.