

Lagardère

**PROPOSED CONVERSION OF LAGARDÈRE
SCA INTO A JOINT-STOCK COMPANY
(SOCIÉTÉ ANONYME)**

April 28th, 2021

OVERVIEW OF THE PROPOSED CONVERSION



A project to change the Group's corporate form into **a joint-stock company with a Board of Directors**



A conversion building upon a **composed dialogue with shareholders**



A **renewed governance** allowing the representation of main shareholders



A **continuity of management** around Arnaud Lagardère and Pierre Leroy to pursue the Group's roadmap, with an increased focus on operational excellence and cash generation



A reaffirmation of **the integrity of Lagardère Group**, refocused on its two pillars, Lagardère Publishing and Lagardère Travel Retail, and its Other Activities

KEY TERMS AND CONDITIONS

Key terms

- **Conversion of the corporate form from a French partnership limited by shares (*Société en Commandite par Actions*) into a joint-stock company (*Société Anonyme*)**
- Issuance of **10 million new shares** to the General Partners to compensate for the loss of their rights. This compensation will be the subject of a report prepared by the firm Ledouble, acting as an independent expert commissioned by the Supervisory Board
- New Board of Directors **composed of 11 members**, including 5 independent members
- Appointment of **Arnaud Lagardère as Chairman and CEO and Pierre Leroy as Deputy CEO**
- Reinternalization of the Executive committee and **termination of the Service Agreement** with Lagardère Management by end of 2021
- **Conversion received favourably by the Supervisory Board and supported by all major shareholders** (Vivendi, Qatar Holding, Amber Capital and Financière Agache agreed to vote in favour of the proposed conversion and its terms)

Conditions

- **An exemption from a tender offer by the AMF**
- **Approval of the proposed conversion by the bondholders' general meetings**
- **Approval of the proposed conversion and its terms by the shareholders' general meeting**

Indicative timeline

- **May 2021: publication of AMF's decision**
- **Early June 2021: bondholders' general meetings**
- **30 June 2021: shareholders' general meeting**

EVOLUTION OF THE GOVERNANCE WITH THE REPRESENTATION OF GROUP'S MAIN SHAREHOLDERS¹

Board of Directors

- **11 members² including independent board members**
 - **3 board members**, of which 2 independents, appointed upon proposal of **Arnaud Lagardère**
 - **3 board members**, of which 2 independents, appointed upon proposal of **Vivendi**
 - **1 board member** appointed upon proposal of **Amber Capital**
 - **1 board member** appointed upon proposal of **Qatar Holding LLC**
 - **1 independent board member** appointed upon proposal of **Financière Agache**
 - **2 board members** representing **employees**
- **Arnaud Lagardère appointed as Chairman and CEO for 6 years**
- **Other board members appointed for 4 years**

Governance

- Appointment and revocation of the CEO and the Deputy CEO at a majority of 2/3³ of the board members
- Significant asset divestment⁴ to be voted at an absolute majority of 3/5 of board members
- Ringfencing mechanism to avoid sensitive commercial information being shared with Vivendi and Financière Agache

A renewed governance, with no shareholder controlling the company

A simplified governance with the end of the *Commandite* structure and the Service Agreement with Lagardère Management by the end of 2021

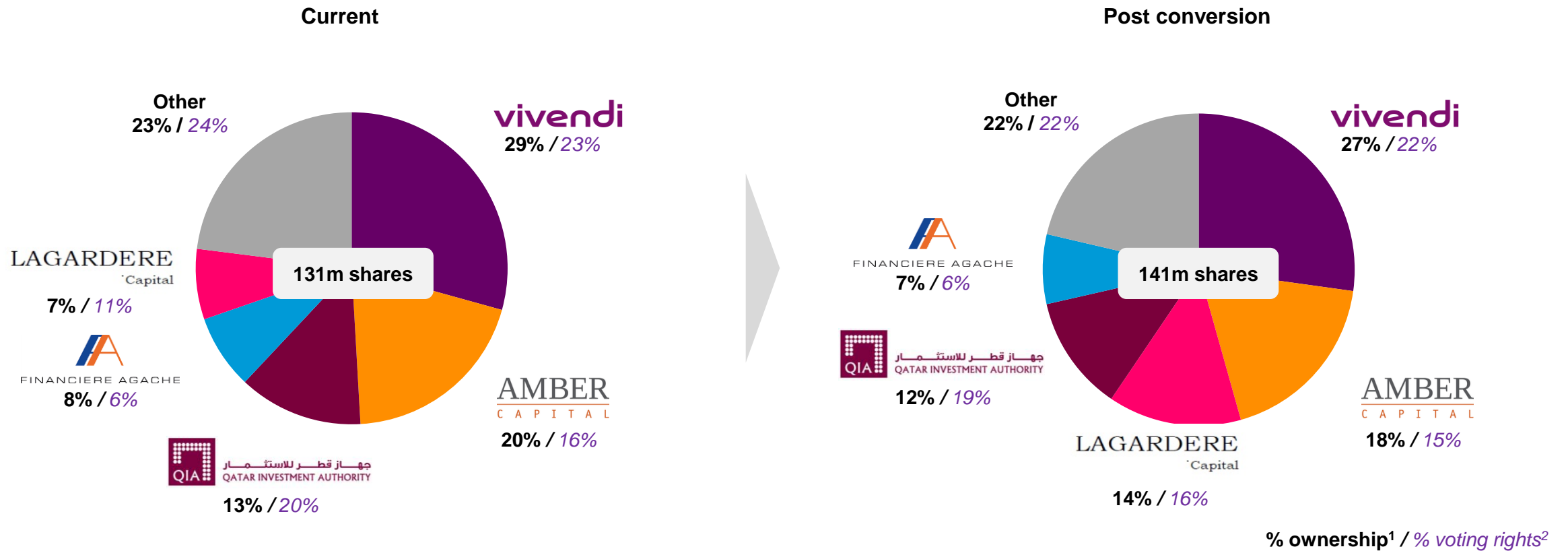
1. Subject to the annual general meeting approval

2. Proposal rights by shareholders subject to minimum ownership levels

3. For a period of 6 years from the date of conversion

4. Any asset representing, taken individually or cumulatively over 12 months, €50m in revenues for Publishing, €100m for Travel Retail and €10m for other activities

SHAREHOLDING STRUCTURE POST CONVERSION



- No modification of existing double voting rights
- No concert between major shareholders
- Agreement between Lagardère and Amber Capital on the end of disputes

1. Based on 131,133,286 shares before conversion (141,133,286 post conversion)
 2. Based on 167,657,448 exercisable voting rights before conversion (177,657,448 post conversion)