

Lagardère SCA

A Société en commandite par actions with a share capital of 799,913,044.60 euros
Registered office : 4 rue de Presbourg, 75016 Paris, France
R.C.S. 320 366 446 PARIS
(the « **Company** »)

Paris, 30 April 2021

Convening notice of the holders of bonds

Bonds issued on 13 April 2016, in an amount of €500,000,000 at the interest rate of 2.750%
and due on 13 April 2023 (ISIN Code: FR0013153160) (the « **2023 Bonds** »)

Bonds issued on 21 June 2017, in an amount of €300,000,000 at the interest rate of 1.625%
and due on 21 June 2024 (ISIN Code: FR0013262912) (the « **2024 Bonds** »)

Bonds issued on 16 October 2019, in an amount of €500,000,000 at the interest rate of 2.125%
and due on 16 October 2026 (ISIN Code: FR0013449261) (the « **2026 Bonds** »)
and together with the 2023 Bonds and the 2024 Bonds, the « **Bonds** »)

The holders of Bonds forming part of any of the above-mentioned issues, listed on the regulated market of the Luxembourg stock exchange, are hereby invited by the Managing Partners of the Company to attend a general meeting of bondholders of each of the above issues on Monday 17 May 2021, on first notice, and, in the event of lack of quorum, on Tuesday 1st June 2021, on second notice at the same times and location:

- 9:30 (a.m.) for the 2023 Bonds (ISIN FR0013153160);
- 9:45 (a.m.) for the 2024 Bonds (ISIN FR0013262912); et
- 10:00 for (a.m.) the 2026 Bonds (ISIN FR0013449261);

Warning

In light of the ongoing developments relating to the Coronavirus (COVID-19) and in accordance with the provisions of Decree no. 2021-255 of March 9, 2021 extending the period of application of Ordinance no. 2020-321 of March 25, 2020 (the "**Ordinance**") and Decree no. 2020-418 of April 10, 2020, adapting the rules of meetings and deliberations meetings and governing bodies of legal entities due to the COVID-19 epidemic, and in light of the administrative measures limiting collective gatherings for health reasons, the general meeting will be held in closed session (*huis clos*) at the registered office, without the physical presence of the bondholders.

Under these conditions, bondholders are invited to participate in the general meeting by proxy to the Chairman of the general meeting or by correspondence.

To ensure that bondholders are kept fully informed, the general meeting will be broadcast by conference call, the access number of which will be communicated to any Bondholder who submits such a request to the Centralising Agent and subject to the transmission by such bondholder to the Centralising Agent via his account holder of a book entry statement evidencing the registration of such bondholder on the books kept by the account holder as of the Record Date (as defined below).

The Managing Partners have approved the agenda and the proposed resolutions set out below for approval at the bondholders meeting listed above:

Agenda

- Approval, in accordance with Article L. 225-61 I 1° of the French *Code de commerce*, of the conversion of the Company's corporate form through the adoption of the *Société anonyme* statute;
- Filing of the documents relating to the meeting;
- Powers to carry out formalities.

Key Dates

Please note the following important dates relating to the general meetings:

Events	Dates
First convening of the general meetings (by publication of the convening notice on the internet website of the Company and a Euroclear notice)	30 April 2021
Required time and date for book-entry statement evidencing the right of each Bondholder to participate in the relevant General Meeting	13 May 2021 at 00:00 (Paris time)
Latest time and date for receipt by the Centralising Agent of the Participation Form	14 May 2021 at 23:59 (Paris Time)
General meeting for the holders of 2023 Bonds	17 May 2021 at 9:30 a.m. to 9:45 a.m. (Paris time)
General meeting for the holders of 2024 Bonds	17 May 2021 at 9:45 a.m. to 10:00 a.m. (Paris time)
General meeting for the holders of 2026 Bonds	17 May 2021 at 10:00 a.m. to 10:15 a.m. (Paris time)
Announcement and publication of results or, if the quorum is not met at the General Meeting(s) held on first convocation, convocation of the relevant adjourned General Meeting (through the same means of publication as those used for the first convocation)	As soon as possible on 17 May 2021
Required time and date for book-entry statement evidencing the right of each Bondholder to participate in the relevant adjourned General Meeting	28 May 2021 at 0h00 (Paris time)
Latest time and date for receipt by the Centralising Agent of the Participation Form (adjourned General Meeting)	29 May 2021 at 23:59 (Paris Time)
Adjourned General Meeting(s) (if applicable)	1st June 2021
Announcement and publication of the final results of the adjourned General Meeting(s) (if applicable)	As soon as possible on 1 st June 2021

Draft resolutions

First resolution: Approval, in accordance with Article L. 225-61 I 1° of the French *Code de commerce*, of the conversion of the Company's corporate form through the adoption of the *Société anonyme* statute

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, having examined the Managing Partners report,

After having noted and acknowledged that:

- the conversion of the Company into a *société anonyme* will not result in either the winding-up of the Company nor in the creation of a new legal entity;
- the Company's term, corporate purpose and registered office shall not be modified;
- the contemplated conversion of the Company's corporate form into a *société anonyme* shall be submitted to the approval of the shareholders general meeting of the Company,

Decides, in accordance with Article L. 225-61 I 1° of the French *Code de commerce*, to approve the conversion of the Company's corporate form through the adoption of the *Société anonyme* statute with a board of directors.

Second resolution: Filing of the documents relating to the meeting

The general meeting, deliberating pursuant to the quorum and majority requirements for bondholders' meetings, decides that the attendance sheet, the proxy voting forms of the bondholders represented and the minutes of this bondholders' meeting shall be filed at the Company's registered office.

Third resolution: Powers to carry out formalities

The general meeting, deliberating pursuant to the quorum and majority requirements for bondholders' meetings, grants, in light of resolutions adopted or rejected by this general meeting, full powers to the Company's representatives to take all measures and enter into all agreements that may be required in order to carry out these resolutions, and to the bearer of an original, a copy or an extract of the minutes of the meeting documenting its deliberations in order to carry out any legal or administrative formalities and any filings and disclosures required by legislation in force.

Conditions to participate in each of the general meetings

General

Bondholders should pay particular attention to the quorum requirements for the bondholders' meeting and any adjourned bondholders' meeting (if applicable), which are described below. In light of such requirements, bondholders are strongly advised to take the steps described below as soon as possible in order to vote by proxy or by correspondence.

Quorum and adjournment

In accordance with the terms and conditions of the Bond, the bondholders' general meeting may only validly deliberate on first notice if bondholders present or represented hold at least one-fifth (1/5) of the principal amount of the bonds then outstanding. On second notice, no quorum shall be required.

Decisions at a general bondholders' meeting shall be taken by a majority of the votes cast by the bondholders represented at such bondholders' general meeting.

Notice of an adjourned general meeting for lack of a quorum shall be given in the same manner as the notice of the initial bondholders' meeting.

Conditions of participation in a general meeting

All bondholders, regardless of the number of bonds held, have the right to participate in the broadcast of the general meeting by conference call and to vote by proxy or by correspondence.

In accordance with Article R. 228-71 of the French Commercial Code and the terms and conditions of the Bonds, the right of each bondholder to participate in the general meeting that concerns them is evidenced by the entries in the books of the relevant authorized account holder of the name of such bondholder on the second business day in Paris preceding the date set for the general meeting at 00.00 a.m. (Paris time), *i.e.*, 13 May 2021 at 00.00 a.m. (Paris time) on first notice or 28 May 2021 at 00.00 a.m. (Paris time) on second notice (the "**Record Date**"). However, it is specified that if the disposal occurs before the Record Date, the Company will invalidate or modify accordingly the participation form of this bondholder. The account holder involved must provide to the Centralising Agent all of the necessary information relating to such disposal.

To evidence their right, bondholders will be required to provide a certificate of registration (*attestation d'inscription en compte*) attesting that their bonds are registered in an account held by an authorized intermediary dated no later than the Record Date. Such certificate shall be attached to the postal voting form or the executed proxy form.

Voting procedures

Each bondholder or proxy (under the conditions detailed below) is entitled to one vote for each bond held or represented by it.

Given the current sanitary context and the related restrictions, and in accordance with the provisions of Article 4 of the Ordinance, each meeting will exceptionally be held in closed session, without the bondholders and other persons entitled to attend (other than the members of the executive committee (*bureau*) of each general meeting) being present, either physically or by telephone or audiovisual conference.

Each general meeting will be chaired by the representative of the masse, as specified in the terms and conditions of the relevant Bonds. In accordance with the provisions of Article R.225-101 of the French Commercial Code and Article 8-2 of Decree no. 2020-418 of April 10, 2020 (the "**Decree**"), two tellers (*scrutateurs*) and the secretary of each general meeting will be appointed from among the Company's employees.

In accordance with the provisions of Article 5-1, II. 1° of the Ordinance and Article 8-2 of the Decree, the Company will provide live broadcasting of each general meeting by conference call, the access number of which will be provided upon request to the Centralising Agent (as defined below). A recording of the meeting will also be available on the Company's website.

Each bondholder has the right to participate in the relevant general meeting by proxy or by correspondence.

Each bondholder may exercise this right by filling in the participation form attached to this convening notice (the "**Participation Form**") and by returning it via their account holder to the Centralising Agent (as defined below) under the following conditions:

1. to vote by correspondence, by filling in paragraph 2(a) of the Participation Form;
2. to give a proxy to the Chairman of the general meeting to act on their behalf at the general meeting, by filling in paragraph (2b) of the Participation Form. Pursuant to Articles L. 228-62 and L. 228-63 of the French *Code de commerce*, certain persons are not entitled to act on behalf of the bondholders (in particular directors, auditors or employees of the Company). Furthermore, since the general meetings will be held in closed session, the bondholders wishing to appoint a third party as a proxy are strongly encouraged to give the Chairman of the general meeting a proxy for this purpose under the conditions set out in this paragraph.

The Participation Forms will be taken into account for the quorum and voting calculation only if these forms are:

- (i) duly filled in and signed;
- (ii) provided with a book-entry certificate substantially in accordance with the model attached to this notice or in the form customarily used by the account holder, duly completed and signed by the relevant account holder; and
- (iii) returned by the bondholder via its account holder and received by the Centralising Agent no later than 14 May 2021 at 11:59 PM (Paris time) on first convening and, in case of lack of quorum, no later than 29 May 2021 on second convening.

The Participation Form thus taken into account remains valid for successive meetings convened with the same agenda.

If a bondholder wishes to attend the broadcast of the general meeting by conference call, they must expressly request this from the Centralising Agent in order to obtain an access number.

Bondholders who wish to vote on the resolutions and who hold their Bonds through a financial intermediary such as a trustee, custodian or other nominee must contact the said financial intermediary and instruct it to vote on their behalf, in accordance with the procedures set forth by the said intermediary.

The Participation Forms are attached to this convening notice and are also available from the Centralising Agent (as defined below) upon request

Right of communication of the bondholders

All the information and documents legally required and which must be communicated to the bondholders' general meeting will be (a) made available to the holders of the Bonds within the timeframe provided by applicable laws and regulations and the terms and conditions of the relevant Bonds, (i) at the registered office of the Company located 4 rue de Presbourg, 75016 Paris, France, or (ii) at the registered office of Société Générale Securities Services (the "**Centralising Agent**"), or (b) communicated, upon request sent to Société Générale Securities Services, 32, rue du champ de tir, CS 30812, 44308 Nantes, Cedex 03, France - +33 2 51 85 65 93 - agobligataire.fr@socgen.com).

This convening notice is also available on the Company's website (<https://www.lagardere.com/investor-relations/debt-601019.html>).

Contact details of Société Générale Securities Services

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