

Combined Ordinary and Extraordinary General Meeting of Lagardère SCA

 **TUESDAY, MAY 10, 2011** at 10 a.m.
at Carrousel du Louvre
99, rue de Rivoli - 75001 Paris



Ladies and Gentlemen, Dear Shareholders,

It is my pleasure, on behalf of the Managing Partners of Lagardère SCA, to invite you to the Shareholders' Combined Ordinary and Extraordinary General Meeting on **Tuesday, May 10, 2011 at 10 a.m.**, at Le Carrousel du Louvre, Paris (1st arrondissement).

I hope that you will be able to attend the meeting. We will present the results of the Group, which in 2010, continued to pursue a strategy of refocus and asset control. The Lagardère group is now transparent and solidly based, with strong positions in its core business.

Your participation in this General Meeting is important to us. This is a special occasion for you to meet and talk with Group managers and we hope that many of you will come and share your views.

You can attend this General Meeting in person, or you can vote by mail or proxy. You will find all the information you need in the pages following this letter and in the enclosed General Meeting Document.

We would be grateful if you would please take the time to carefully read the draft resolutions.

Yours sincerely,


Arnaud Lagardère

General and Managing Partner of Lagardère SCA

TO PARTICIPATE IN THIS MEETING

Shareholders must be recorded in the Company's registered accounts three working days before the date of the meeting, i.e. by 0:00 on **Thursday, May 5, 2011.**



HOW CAN YOU PARTICIPATE IN THE GENERAL MEETING?

YOU WISH TO ATTEND THE MEETING IN PERSON

Simply request an attendance card by completing and signing the form (tick **box A**) and sending it to:

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

in the prepaid envelope (marked with a T) provided.

Shareholders not resident in France, for whom an intermediary has been entered on their behalf in the Company's registered share

accounts (Article L.228-1, para. 7 of the French Commercial Code) operated by its representative BNP Paribas Securities Services, must request an attendance card from the latter *via* their Registered Intermediary so that the Company or BNP Paribas Securities Services, its representative, can check beyond any doubt that they are indeed shareholders on May 5, 2011.

If the shares are held *via* successive intermediaries, certification must then be issued by each of these intermediaries.

IF YOU WILL NOT ATTEND THE MEETING IN PERSON

You can participate by selecting one of the following three options (tick **box B**):

- vote by post;**
- ask another person to represent you:**
 - either using the form,
 - or by sending an e-mail to paris.bp2s.france.cts.mandats@bnpparibas.com which must contain the following information:
Lagardère General Meeting, full name, address and BNP Paribas Securities Services reference (appearing in the top right hand corner of the form) plus the full name and address of the appointed representative. The e-mail must be signed electronically using a reliable signature procedure which identifies the shareholder and guarantees his or her link to the content of the e-mail (Article 1316-4 of the French Civil Code). The shareholder is responsible for obtaining the electronic signature certificates or keys. The proxy may be cancelled *via* the same procedure, sending an e-mail to the same address. Please only use this address to notify or cancel proxies. Requests or notifications on other subjects sent to this address will not be recorded or processed;
- send an unnamed proxy form to the Company, which is equivalent to giving proxy to the Chairman of the Meeting.**

In all cases, please indicate your selection on the mail-in voting form or proxy form attached to the notice along with the legally required documents and information.

- IMPORTANT:** Postal votes will be valid only when duly completed forms reach the Company's securities department at the address printed above, by 00:00 hours (Paris time) on Saturday May 7, 2011 at the latest.

Notifications of proxy or cancellations of proxy sent via electronically-signed e-mail must have been received by 15:00 hours (Paris time) on Monday May 9, 2011 at the latest.

Postal votes and proxies from shareholders not resident in France, for whom an intermediary has been entered on their behalf in the Company's registered share accounts, must be sent to BNP Paribas Securities Services *via* their Registered Intermediary and will only be recorded by the latter if the identity of the corresponding shareholder has been disclosed, either voluntarily or at the request of the Company or its representative, in accordance with French law.

Once the shareholder has expressed a wish to vote by post or proxy or has requested an attendance card, he or she may not choose to participate at the Meeting by any other method.

HOW DO YOU FILL IN YOUR PROXY OR VOTING FORM?

1 You would like to vote by post:

Please tick the box labelled "I vote by post" and specify your vote in all the numbered boxes corresponding to the draft resolutions presented or approved by the Managing Partners and included in the Convening Notice.

- To vote **FOR** a resolution, **do not write anything in the box.**

- To vote **AGAINST** or to **ABSTAIN** (which is the same as voting against) a draft resolution, **shade the appropriate box.**
- Indicate your choice in the event where the resolutions are presented by shareholders and are not approved by the Management.**
- Please date and sign the box marked **Z** at the bottom of the form.

2 You would like to appoint the Chairman of the Meeting as your Proxy:

Please simply **date and sign the box marked Z** at the bottom of the form.

3 You would like to appoint a proxy (a person or an entity who will attend the meeting):

- Please tick the box labelled **"I hereby appoint"** and state the name of the person or entity who will be acting as your proxy (last name, first name, address).
- Please **date and sign the box marked Z** at the bottom of the form.

4 Remember to indicate your choice in the event where amendments or new resolutions are presented during the session.

You would like to attend the Meeting and receive your attendance card:
tick **box A**.

You are unable to attend the Meeting and would like to vote by post or appoint a proxy:
tick **box B**.

You would like to vote by post:
tick here and follow the instructions.

You would like to appoint the Chairman of the Meeting as your proxy: write nothing here, but **date and sign the bottom of the form (Box marked "Z")**.

You would like to appoint a specific person to attend the Meeting as your proxy: tick here and write this person's details (last name, first name, address).

A **IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.**
QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

B Je désire assister personnellement à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire // I wish to attend the shareholder's meeting personally and request an admission card : date and sign at the bottom of the form.
J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.

LAGARDÈRE
Société en commandite par actions
au capital de 799 913 044,60 €
Siège Social : 4, rue de Presbourg
75116 PARIS
320 366 446 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
du mardi 10 mai 2011, à 10h00,
au Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS

COMBINED GENERAL MEETING
on Tuesday May 10th, 2011 at 10:00 a.m.
at Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS

CADRE RESERVE / For Company's use only
Identifiant / Account : AGO AGE
Nombre d'actions / Number of shares : VS / single vote
Nominatif / Registered : VD / double vote
Nombre de voix / Number of voting rights

1 **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso renvoi (2) - See reverse (2)
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.
Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en noircissant comme ceci ■ la case correspondante à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9	Oui / Non/No Yes / Abst./Abs	F
10	11	12	13	14	15	16	17	18	A	
19	20	21	22	23	24	25	26	27	B	G
28	29	30	31	32	33	34	35	36	C	H
37	38	39	40	41	42	43	44	45	D	J
									E	K

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
dater et signer au bas du formulaire, sans rien remplir
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
date and sign at the bottom of the form without filling it
cf. au verso renvoi (3) - See reverse (3)

3 **JE DONNE POUVOIR A :** cf. au verso renvoi (3)
I HEREBY APPOINT see reverse (3)
M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre teneur de compte.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your account-keeper.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

4 Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting
pouvoir au Président de l'A.G. de voter en mon nom. // I appoint the Chairman of the meeting to vote on my behalf ...
ens (l'abstention équivalant à un vote contre). // I abstain from voting (is equivalent to a vote against)
procuration (cf. au verso renvoi 3) à M., Mme ou Mlle, Raison Sociale
pour voter en mon nom // I appoint (see reverse (3)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest

le Samedi 7 mai 2011 / on Saturday May 7th, 2011

à / to BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

Date & Signature **Z**

For all choices: date and sign here.

Remember to indicate your choice in the event where amendments or new resolutions are presented during the session.
Tick the appropriate box.

Vote here in the event where resolutions are presented by shareholders and are not approved by the Management.
To vote, tick the appropriate box.

FOR YOUR INFORMATION

Go to



WWW.LAGARDERE.COM

General Shareholders Meeting 2011 area

All documents which must be provided at general meetings to shareholders have been put on our website (www.lagardere.com) and/or are available from Lagardère SCA's Administrative Division, bureau B238, 121 avenue de Malakoff in the 16th arrondissement, Paris (75).



E-MAIL NOTIFICATION OF FUTURE LAGARDÈRE GENERAL MEETINGS

Lagardère proposes to send you all documents related to its future general meetings via e-mail. Current French legislation requires your prior written consent for these documents to be sent to you electronically. This consent will be valid for all the registered positions you hold with BNP Paribas Securities Services.

Respect for the environment is one of our major commitments as a socially-responsible company. We would ask you to take advantage of the occasion of this meeting to support our policy and limit the mass output of paper documents.

Please therefore complete the detachable reply coupon below (required for identification purposes) and return it to us in the prepaid envelope enclosed (marked with a T).

We are confident we can rely on a large number of you to commit to this socially-responsible initiative.

HOW DO I RETURN THE REPLY COUPON?
Complete the reply coupon below.
Detach it by cutting along the dotted line.
Put it in the enclosed prepaid envelope (marked with a T).



REPLY COUPON

Use capital letters. Must be returned in the prepaid envelope (marked with a T) enclosed.



I AGREE TO RECEIVE E-MAIL NOTIFICATION OF THE LAGARDÈRE GENERAL MEETINGS

I hereby authorise Lagardère, as of the date of signature of this document, to notify me of Lagardère general meetings, and send all relevant documentation, to the e-mail address indicated below. This consent applies only to all my registered positions held with BNP Paribas Security Services.

Mr / Mrs / Ms (delete as appropriate) Surname:
First name: Date of birth:
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BNP Paribas shareholder number (identification number):

You will find your identification number on the attached postal vote and proxy forms.

Postal address:

Street name and number:

Additional address information (PO Box, etc.):

Post Code: Town Country

e-mail address: @

Date:

Signature:

If at any time you decide you would like to return to receiving notifications of General Meetings, and the relevant documentation, by post, simply notify us of this decision by registered letter with acknowledgement slip sent to: BNP Paribas Securities Services - 9, rue du Débarcadère - 93761 Pantin Cedex - France.



REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION

COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING

of Lagardère SCA

Tuesday, May 10, 2011 at 10 a.m.

at Carrousel du Louvre
99, rue de Rivoli - 75001 Paris

This request must be returned to BNP Paribas Securities Services using the prepaid envelope (marked with a T) enclosed.

I, the undersigned (Last name and first name):

Address:

.....

Identification number printed in the top right-hand corner of the voting form:

request that Lagardère SCA, in accordance with the terms of Article R.225-88 of the French Commercial Code send me the documents and information listed in Articles R.225-81 and R.225-83 of said Code pertaining to the Meeting of May 10, 2011.

Signed in (city): on (date): 2011

Signature:



N.B.: Pursuant to Article R.225-88 of the French Commercial Code any holder of registered shares may, through the use of a single request form, obtain from the Company the delivery of the documents listed in Articles R.225-81 and R.225-83 of said Code on occasion of each subsequent meeting of shareholders.



Lagardère SCA

A French limited partnership with shares (*Société en commandite par actions*) with a share capital of € 799,913,044.60

Head office: 4, rue de Presbourg - Paris 75016.

Commercial Register: 320 366 446 RCS Paris – SIRET: 320 366 446 00013

Lagardère

Lagardère SCA

A French limited partnership with shares (*Société en commandite par actions*) with a share capital of € 799,913,044.60
Head office: 4, rue de Presbourg - Paris 75016.
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