

## Ordinary General Meeting of Lagardère SCA

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### Thursday, May 3, 2012 at 10 a.m.

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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' Ordinary General Meeting on **Thursday, May 3, 2012 at 10 a.m.**, at Le Carrousel du Louvre, Paris (1<sup>st</sup> arrondissement).

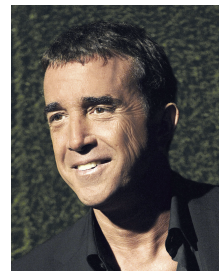
I hope that you will be able to attend the meeting. We will present the results of the Group, which in 2011, continued to pursue a strategy of refocus and asset control. The Lagardère group is now transparent and solidly based, with strong positions in its core business.

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,



A stylized, handwritten signature in black ink, consisting of a series of fluid, connected strokes.

**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 **Friday April 27, 2012**.

# 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 April 27, 2012.

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:

- **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](mailto: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 Monday April 30, 2012 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 Wednesday May 2, 2012 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 tick the box labelled **"I hereby give my proxy to the Chairman of the Meeting"**.

## 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 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: tick here.

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 refer to instructions on reverse side.**

**QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIER COMME CECI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM**

**A.** Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

**B.** 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.

**LAGARDERE**  
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 ORDINAIRE**  
du jeudi 3 mai 2012, à 10h00,  
au Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS  
**ORDINARY GENERAL MEETING**  
on Thursday May 3<sup>rd</sup>, 2012 at 10:00 a.m.  
at Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS

**CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only**

Identifiant / Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / 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 Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote **NON** ou je m'abstiens.  
I vote **YES** all the draft resolutions approved by the Board of Directors **EXCEPT** those indicated by a shaded box - like this ■, for which I vote **NO** or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondant 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 ■.

**2** **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
cf. au verso renvoi (3)  
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
See reverse (3)

**3** **JE DONNE POUVOIR A :** cf. au verso renvoi (4)  
I HEREBY APPOINT see reverse (4)  
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 banque.  
**CAUTION :** If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

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  
- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf ...  
- J'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO).....  
- Je procure (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale .....  
pour voter en mon nom / I appoint (see reverse (4)) 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 lundi 30 avril 2012 / on Monday, April 30th, 2012

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

**Z** Date & Signature

**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.

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## For your information

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**Go to**

**WWW.LAGARDERE.COM**

### **General Shareholders Meeting 2012 area**

All documents which must be provided at general meetings to shareholders have been put on our website ([www.lagardere.com](http://www.lagardere.com)) and/or are available from Lagardère SCA's Administrative Division, bureau B13, Immeuble Monceau, 42 rue Washington in the 8<sup>th</sup> arrondissement, Paris (75).

## Sending of the documentation and e-mail notification of future Lagardère General Meetings

Lagarrière 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

**Lagardère**

**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: | | | | | | | |

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

## Ordinary General Meeting of Lagardère SCA

**Thursday, May 3, 2012** 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.

**Lagardère**

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

Address: .....

Postal code: ..... Town: .....

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 3, 2012.

Signed in (city): ..... on (date): ..... 2012

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**

**Lagardère SCA**

A French partnership limited by 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



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