

# LAGARDÈRE SCA

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

Registered office: 4 rue de Presbourg – 75116 Paris

Registered with the Paris Trade and Companies Registry under number 320 366 446

## NOTICE OF MEETING

The shareholders of Lagardère SCA are hereby informed that they will in due course receive an invitation to attend the Company's Annual Ordinary and Extraordinary General Meeting, which will take place at 10:00 on Friday, 3 May 2013 at the Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris to consider and vote upon the following agenda items and proposed resolutions:

### AGENDA

- Report of the Managing Partners (report on the operations of the Company and the Group, and on the parent company financial statements for the year ended 31 December 2012).
- Special report of the Managing Partners on free share awards.
- Special report of the Managing Partners on share options.
- Report of the Supervisory Board.
- Report of the Chairman of the Supervisory Board on the Board's organisation and internal control and risk management.
- Reports of the Statutory Auditors on the parent company financial statements, the consolidated financial statements and the agreements governed by article L. 226-10 of the French Commercial Code (*Code de commerce*).
- Report of the Statutory Auditors on the Chairman's report on internal control and risk management.
- Special reports of the Statutory Auditors on the financial authorisations presented to the General Meeting.
- Mazars' report on social and environmental data.
- Approval of the parent company financial statements for the year ended 31 December 2012.
- Approval of the consolidated financial statements for the year ended 31 December 2012.

- Allocation of the parent company's net profit and dividend distribution.
- Authorisation to be given to the Managing Partners to trade in the Company's shares.
- Appointment of Aline Sylla-Walbaum as a member of the Supervisory Board for a term of four years to replace resigning member Didier Pineau-Valencienne.
- Appointment of Soumia Malinbaum as a member of the Supervisory Board for a term of four years to replace resigning member Amélie Oudéa-Castéra.
- Authorisation to be given to the Managing Partners to issue complex securities that do not give access to the Company's share capital.
- Authorisation to be given to the Managing Partners to issue ordinary shares and securities with preferential subscription rights giving immediate or future access to the Company's share capital.
- Authorisation to be given to the Managing Partners to issue ordinary shares and securities without preferential subscription rights but with a priority right of at least five days, giving immediate or future access to the Company's share capital by means of a public offering; waiver by the shareholders of their preferential subscription rights.
- Authorisation to be given to the Managing Partners to issue ordinary shares and securities without preferential subscription rights and without a priority right of at least five days, giving immediate or future access to the Company's share capital by means of a public offering; waiver by the shareholders of their preferential subscription rights.
- Authorisation to be given to the Managing Partners to issue ordinary shares and securities without preferential subscription rights giving immediate or future access to the Company's share capital by means of a private placement; waiver by the shareholders of their preferential subscription rights.
- Authorisation to be given to the Managing Partners to increase the amount of issues decided upon in case of surplus demand, subject to the overall caps set.
- Authorisation to be given to the Managing Partners to issue ordinary shares and securities of any kind in consideration of shares tendered within the scope of a public exchange offer or a contribution in kind; waiver by the shareholders of their preferential subscription rights.
- Overall limit on the total amounts of the capital increases and on the debt issuances that could result from the preceding authorisations.
- Authorisation to be given to the Managing Partners to increase the share capital through capitalisation of reserves or premiums and the award of free shares to shareholders or an increase in the par value of existing shares.
- Authorisation to be given to the Managing Partners to award options subject to performance conditions (Company share purchase and/or subscription options) to members of the managing bodies of the Company and companies related to it; automatic waiver by the shareholders of their preferential subscription rights.

- Authorisation to be given to the Managing Partners to award performance shares (free shares) of the Company to members of the managing bodies of the Company; automatic waiver by the shareholders of their preferential subscription rights.
- Authorisation to be given to the Managing Partners to award free shares of the Company to employees and senior managers of the Company and related companies; automatic waiver by the shareholders of their preferential subscription rights.
- Authorisation to be given to the Managing Partners to issue shares reserved for Lagardère group employees within the scope of the Group Savings Scheme; waiver by the shareholders of their preferential subscription rights.
- Overall limit on the total amount of shares and share options that can be awarded to employees and senior managers.
- Authorisation to be given to the Managing Partners to reduce the share capital through the cancellation of shares.
- Harmonisation and/or amendment of Articles 9 A, 10, 12-3 and 19 of the Company's Articles of Association.
- Powers for formalities.

## **PROPOSED RESOLUTIONS** **PRESENTED BY THE MANAGING PARTNERS**

### **FIRST RESOLUTION**

#### ***APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012***

Voting under the conditions required to transact ordinary business and having considered the reports of the Managing Partners, the Supervisory Board and the Statutory Auditors on the parent company financial statements for the year ended 31 December 2012, the shareholders approve those financial statements as presented, showing a net profit of €53,951,794.76.

### **SECOND RESOLUTION**

#### ***APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012***

Voting under the conditions required to transact ordinary business and having considered the reports of the Managing Partners, the Supervisory Board and the Statutory Auditors on the consolidated financial statements for the year ended 31 December 2012, the shareholders approve those financial statements as presented, showing a profit of €89 million.

### **THIRD RESOLUTION**

#### **ALLOCATION OF NET PROFIT, SETTING OF THE ORDINARY DIVIDEND AT €1.30 PER SHARE**

	<b>Euros</b>
Voting under the conditions required to transact ordinary business, the shareholders duly acknowledge that the company's net profit for the year amounts to	€53,951,794.76
which, in addition to retained earnings of	€1,540,515,923.89
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makes a distributable net profit of -----	€1,594,467,718.65

In accordance with the provisions of the Articles of Association, the shareholders resolve to deduct an amount of €888,480 from this profit, equal to 1% of consolidated profit for the year attributable to owners of the parent for payment to the general partners. This dividend is eligible for the 40% tax relief available to individual shareholders who are liable to income tax in France, pursuant to article 158.3.2 of the French Tax Code (*Code général des impôts*).

The shareholders then resolve, on the recommendation of the Managing Partners, to pay an annual dividend of €1.30 per share and to transfer the balance of the distributable net profit to retained earnings. Treasury shares held on the ex-dividend date are not eligible for the dividend payment.

The ex-dividend date is Tuesday, 7 May 2013 and the dividend will be paid as of Monday, 13 May 2013 to holders of registered shares or their duly appointed representatives, by cheque or by bank transfer.

The dividend is eligible for the 40% tax relief available to individual shareholders who are liable to income tax in France, pursuant to article 158.3.2 of the French Tax Code.

Dividends distributed over the past three fiscal years were as follows:

(in euros) / fiscal year	<b>2009</b>	<b>2010</b>	<b>2011</b>
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▪ Dividends paid to shareholders			
Dividend per share	1.30	1.30	1.30
Total dividend payout	165,141,355.60	165,096,539.40	165,700,265.90
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▪ Dividends paid to general partners	1,368,020.00	1,632,250.00	-
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<b>Total</b>	<b>166,509,375.60</b>	<b>166,728,789.40</b>	<b>165,700,265.90</b>

### **FOURTH RESOLUTION**

**AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS TO TRADE IN THE COMPANY'S SHARES FOR A PERIOD OF EIGHTEEN MONTHS**

Voting under the conditions required to transact ordinary business, having considered the report of the Managing Partners and in accordance with the provisions of the law, the shareholders authorise the Managing Partners to purchase a number of Lagardère SCA shares representing up to 10% of the current share capital (i.e., a maximum number of 13,113,328 shares based on the share capital at 28 February 2013), making a maximum aggregate nominal amount of five hundred million euros (€500,000,000) in accordance with the following terms and conditions.

The maximum purchase price is €40 per share, adjusted where applicable to take account of any capital transactions such as a capitalisation of reserves, earnings or share premiums and free share awards, a stock split or a reverse stock split.

The Managing Partners may use this authorisation for the following purposes:

- to award free shares to employees of the Company and companies related to it;
- to award shares upon the exercise of share purchase options;
- to award shares to employees of the Company as part of its profit sharing scheme;
- to award shares to employees of the Company and companies related to it for any other purpose permitted by law;
- to promote liquidity and make a market in the Company's shares through an independent investment services provider acting under the terms of a liquidity contract that complies with a code of conduct recognised by the French financial markets authority (*Autorité des marchés financiers* – AMF);
- to reduce the share capital by cancelling all or some of the shares purchased;
- to keep the shares for subsequent exchange or payment as consideration for acquisitions and other external growth transactions;
- to tender or exchange shares upon the exercise of rights attached to securities that grant an entitlement of some kind to shares in the Company;

and, more generally, to carry out any other transaction permitted by the regulations and, in particular, the market practices accepted by the AMF.

The shares may be purchased, sold or otherwise transferred by any means permitted by the regulations, including over the counter transactions, block purchases or sales and the use of derivatives (purchases of calls).

The shareholders give the Managing Partners full powers, as provided for by the law and regulations, to use this authorisation, enter into all agreements, fulfil all formalities and more generally do all things they consider necessary and expedient to implement this resolution.

This authorisation is valid for a period of eighteen months as of the date of this meeting. It cancels and supersedes the authorisation given on 3 May 2012.

## **FIFTH RESOLUTION**

**Appointment of Aline Sylla-Walbaum as a member of the Supervisory Board for a term of four years to replace resigning member Didier Pineau-Valencienne.**

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders appoint Aline Sylla-Walbaum as a member of the Supervisory Board for a term of four years to replace resigning member Didier Pineau-Valencienne.

## **SIXTH RESOLUTION**

**Appointment of Soumia Malinbaum as a member of the Supervisory Board for a term of four years to replace resigning member Amélie Oudéa-Castéra.**

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders appoint Soumia Malinbaum as a member of the Supervisory Board for a term of four years to replace resigning member Amélie Oudéa-Castéra.

## **SEVENTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE SECURITIES THAT ONLY GIVE ACCESS OR WILL ONLY GIVE ACCESS, IMMEDIATELY OR IN THE FUTURE, TO DEBT INSTRUMENTS AND/OR TO A FRACTION OF THE SHARE CAPITAL OF COMPANIES OTHER THAN LAGARDÈRE SCA, UP TO A LIMIT OF €1.5 BILLION FOR THE RESULTING DEBT ISSUANCES***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- authorise the Managing Partners to issue, on one or more occasions, in the proportions and at the times they consider appropriate, whether in France, abroad or on the international markets, any securities that only give access and/or will only give the right to the allocation of debt securities and/or to a fraction of the share capital of companies other than Lagardère SCA, whether immediately or in the future, through conversion, exchange, redemption, presentation of a warrant or by any other means;
- resolve that the nominal amount of debt securities that can be issued under this authorisation shall not exceed [one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issue in foreign currency or in units of account established in reference to several currencies;
- resolve that the Managing Partners shall have full powers to implement this authorisation, in particular:
  - . to determine the price and terms of the issue, set the amounts to be issued, set the dates and procedures for issue, the form and features of the securities to be issued and the shares to which they shall or may give right and, in particular, their category, their date of entitlement to dividends even if retroactive, the terms of their exercise, the method of payment, the terms and conditions of their repayment or of their early redemption,
  - . when necessary, to anticipate the conditions for buying back shares on the stock market, with the possibility of suspending exercise of the allocation rights that may be attached to them for a period not to exceed three months,
  - . to perform all required formalities necessary for the shares to be listed on the stock market, and

- . in general, to enter into any agreements, make all commitments and do everything appropriate or necessary to ensure the success of the planned issue;
- resolve, for the debt securities issued or to be issued, that the Managing Partners shall have full authority to determine, in particular, whether they will be subordinated or non-subordinated, to set their interest rates, their term, their repayment price, whether fixed and/or variable, with or without premium, their repayment method, their redemption methods based on market conditions, and the terms by which they will give or may give the right to the allocation of debt securities of the issuing company and/or to a fraction of the share capital of companies other than the issuing company.

This authorisation is given to the Managing Partners for a period of twenty-six months as of this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

## **EIGHTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE SHARES AND SECURITIES WITH PREFERENTIAL SUBSCRIPTION RIGHTS GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL UP TO THE LIMIT OF €265 MILLION FOR INCREASES IN SHARE CAPITAL AND €1.5 BILLION FOR DEBT SECURITIES***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2 and L. 228-92 of the French Commercial Code, the shareholders:

- authorise the Managing Partners to increase the share capital, on one or more occasions, in the proportions and at the times they consider appropriate, whether in France or abroad, through the issue of ordinary shares of the Company or any other securities that give access or may give access, immediately or in the future, to the Company's share capital, by any means, particularly through debt securities;
- resolve that the total amount of increases in share capital that can be carried out immediately or in the future shall not exceed a nominal amount of two hundred and sixty-five million euros (€265,000,000) (about 33% of the current capital), to which can be added, if applicable, the additional nominal amount of shares to be issued to preserve the rights of holders of securities that give the right to Company shares, in accordance with the law;
- further resolve that the nominal amount of debt securities that can be issued under this authorisation shall not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of an issue in foreign currency or in units of account established in reference to several currencies;
- resolve that, in accordance with the law, the shareholders shall have preferential subscription rights to the securities issued under this authorisation;
- resolve that, if subscriptions as of right and, if applicable, subscriptions on a contingent basis do not cover all of the shares to be issued, the Managing Partners may, in addition to the possibilities provided for by law, offer the public all or part of the securities not subscribed for.

Pursuant to the aforementioned legal provisions, the Managing Partners shall have full authority to set the terms and conditions for the issues, to record the resulting increases in share capital and to amend the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

## **NINTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE BY MEANS OF A PUBLIC OFFERING SHARES AND SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS BUT WITH A PRIORITY RIGHT OF AT LEAST FIVE DAYS, GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL UP TO THE LIMIT OF €160 MILLION FOR INCREASES IN SHARE CAPITAL AND €1.5 BILLION FOR DEBT SECURITIES***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2, L. 225-135 and L. 228-92 of the French Commercial Code, the shareholders:

- authorise the Managing Partners to increase the share capital, on one or more occasions, in the proportions and at the times they consider appropriate, whether in France or abroad, through the issue without preferential subscription rights but with a priority right of at least five days or three trading days, of ordinary shares of the Company or any other securities that give access or may give access, immediately or in the future, to the Company's share capital, by any means, particularly through debt securities;
- resolve that the total amount of increases in share capital that can be carried out immediately or in the future shall not exceed a nominal amount of one hundred and sixty million euros (€160,000,000) (about 20% of the current capital);
- further resolve that the nominal amount of debt securities that can be issued under this authorisation shall not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of an issue in foreign currency or in units of account established in reference to several currencies;
- resolve to abolish the shareholders' preferential subscription rights to the securities issued under this authorisation, it being understood that the Managing Partners must grant the shareholders a priority right of at least five days or three trading days to subscribe for the issue, pursuant to legal provisions;
- resolve that the issue price of shares to be issued shall not be less than the price provided for by legal provisions, i.e., the weighted average of the listed prices for Lagardère SCA shares during the three trading days prior to setting the price, less a potential maximum 5% discount; in the case of issues of securities giving immediate or future access to Company shares, their issue price shall be calculated such that the amount immediately received by the Company, increased if applicable by amounts it subsequently receives, is for each share issued in the scope of the applicable issue, at least equal to the minimum price provided for under legal provisions and as set forth above.



Pursuant to the aforementioned legal provisions, the Managing Partners shall have full authority to set the terms and conditions for the issues, to record the resulting increases in share capital and to amend the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

## **TENTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE BY MEANS OF A PUBLIC OFFERING SHARES AND SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS AND WITHOUT A PRIORITY RIGHT, GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL UP TO THE LIMIT OF €120 MILLION FOR INCREASES IN SHARE CAPITAL AND €1.5 BILLION FOR DEBT SECURITIES***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2, L. 225-135 and L. 228-92 of the French Commercial Code, the shareholders:

- authorise the Managing Partners to increase the share capital, on one or more occasions, in the proportions and at the times they consider appropriate, whether in France or abroad, through the issue without preferential subscription rights and without a priority right, of ordinary shares of the Company or any other securities that give access or may give access, immediately or in the future, to the Company's share capital, by any means, particularly through debt securities;
- resolve that the total amount of increases in share capital that can be carried out immediately or in the future shall not exceed a nominal amount of one hundred and twenty million euros (€120,000,000) (about 15% of the current capital);
- further resolve that the nominal amount of debt securities that can be issued under this authorisation shall not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of an issue in foreign currency or in units of account established in reference to several currencies;
- resolve to abolish the shareholders' preferential subscription rights to the aforementioned securities to be issued by virtue of this authorisation;
- resolve that the issue price of shares to be issued shall not be less than the price provided for by legal provisions, i.e., the weighted average of the listed prices for Lagardère SCA shares during the three trading days prior to setting the price, less a potential maximum 5% discount; in the case of issues of securities giving immediate or future access to Company shares, their issue price shall be calculated such that the amount immediately received by the Company, increased if applicable by amounts it subsequently receives, is for each share issued in the scope of the applicable issue, at least equal to the minimum price provided for under legal provisions and as set forth above.

Pursuant to the aforementioned legal provisions, the Managing Partners shall have full authority to set the terms and conditions for the issues, to record the resulting increases in share capital and to amend the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

## **ELEVENTH RESOLUTION**

### ***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE SHARES AND SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL UP TO THE LIMIT OF €80 MILLION AND €1.5 BILLION FOR DEBT SECURITIES BY MEANS OF A PRIVATE PLACEMENT WITH QUALIFIED INVESTORS OR A RESTRICTED CIRCLE OF INVESTORS***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-92 of the French Commercial Code, the shareholders:

- authorise the Managing Partners to increase the share capital, on one or more occasions, in the proportions and at the times they consider appropriate, within the framework of offers covered by section II of article L. 411-2 of the French Monetary and Financial Code, whether in France or abroad, through the issue of ordinary shares of the Company or any other securities that give access or may give access to the Company's share capital, by any means, particularly through debt securities, immediately or in the future;
- resolve that the total amount of increases in share capital that can be carried out immediately or in the future shall not exceed a nominal amount of eighty million euros (€80,000,000) (about 10% of the current capital);
- further resolve that the nominal amount of debt securities that can be issued under this authorisation shall not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of an issue in foreign currency or in units of account established in reference to several currencies;
- resolve to abolish the shareholders' preferential subscription rights to the aforementioned securities to be issued by virtue of this authorisation;
- resolve that the issue price of shares to be issued shall not be less than the price provided for by legal provisions, i.e., the weighted average of the listed prices for Lagardère SCA shares during the three trading days prior to setting the price, less a potential maximum 5% discount; in the case of issues of securities giving immediate or future access to Company shares, their issue price shall be calculated such that the amount immediately received by the Company, increased if applicable by amounts it subsequently receives, is for each share issued in the scope of the applicable issue, at least equal to the minimum price provided for under legal provisions and as set forth above.

Pursuant to the aforementioned legal provisions, the Managing Partners shall have full authority to set the terms and conditions for the issues, to record the resulting increases in share capital and to amend the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

## **TWELFTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS TO INCREASE THE AMOUNT OF ISSUES DECIDED UPON IN CASE OF SURPLUS DEMAND, SUBJECT TO THE OVERALL CAPS SET.***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of article L. 225-135-1 of the French Commercial Code, the shareholders authorise the Managing Partners, upon noting surplus demand for an issue decided upon under the preceding resolutions, to increase the number of shares issued by up to 15% of the initial issue at the same price as the original issue, and within the overall cap set for each issue under the preceding resolutions within 30 days of the close of the subscription period.

## **THIRTEENTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL IN CONSIDERATION OF SHARES TENDERED WITHIN THE SCOPE OF A PUBLIC EXCHANGE OFFER OR A CONTRIBUTION IN KIND UP TO THE LIMIT OF €120 MILLION FOR INCREASES IN SHARE CAPITAL AND €1.5 BILLION FOR DEBT SECURITIES***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors, the shareholders:

1. authorise the Managing Partners, pursuant to the provisions of articles L. 225-129-2, L. 228-92 and L. 225-148 of the French Commercial Code, to increase the share capital on one or more occasions, in a maximum nominal amount of one hundred and twenty million euros (€120,000,000) (about 15% of the current capital), through the issue of shares or securities that give access or may give access to the Company's share capital in consideration for shares tendered in a public exchange offer or a mixed offer of stock in another company whose shares are admitted for trading on a regulated market of a State that is either party to the European Economic Area agreement or a member of the Organisation for Economic Co-operation and Development;
2. authorise the Managing Partners, pursuant to the provisions of articles L. 225-129-2, L. 228-92 and L. 225-147 of the French Commercial Code, to increase the share capital on one or more occasions, in a maximum nominal amount of eighty million euros (€80,000,000) (about 10% of the current capital), through the issue of shares or securities that give access or may give access to the Company's share capital in consideration for shares tendered in a contribution in kind of share capital or securities giving access to the share capital of another company, the aforementioned provisions of article L. 225-148 not being applicable;
3. resolve to abolish the shareholders' preferential subscription rights to the aforementioned securities;
4. further resolve that the nominal amount of debt securities issued, if applicable, under this authorisation shall not exceed one billion five hundred million euros (€1,500,000,000) or the

equivalent amount in the case of issue in foreign currency or units of account established in reference to several currencies.

Pursuant to the aforementioned legal provisions, the Managing Partners shall have full authority to set the terms and conditions for the issues, to record the resulting increases in share capital and to amend the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

#### **FOURTEENTH RESOLUTION**

***OVERALL LIMIT OF €120 MILLION (PREMIUMS NOT INCLUDED) FOR INCREASES IN SHARE CAPITAL RESULTING FROM ISSUES CARRIED OUT WITHOUT SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS AND OF €1.5 BILLION FOR DEBT SECURITIES RESULTING FROM ISSUES AUTHORISED UNDER THE PRECEDING RESOLUTIONS***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board, and as a consequence of the adoption of the 7<sup>th</sup>, 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup> and 13<sup>th</sup> resolutions, the shareholders resolve to set:

- at one hundred and twenty million euros (€120,000,000) the maximum nominal amount of increases in share capital that can be carried out immediately and/or in the future as issues without shareholders' preferential subscription rights or a priority right of at least five days under the authorisations conferred by the aforementioned 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup> and 13<sup>th</sup> resolutions;
- at three hundred million euros (300.000.000) the maximum nominal amount of increases in share capital that can be carried out immediately and/or in the future as issues with shareholders' preferential subscription rights or a priority right of at least five days under the authorisations requested;

and

- at one billion five hundred million euros (€1,500,000,000), or the equivalent amount in the case of issue in foreign currency or units of account established in reference to several currencies, the maximum nominal amount of debt securities that can be issued under the authorisations conferred by the aforementioned 7<sup>th</sup>, 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup> and 13<sup>th</sup> resolutions.

#### **FIFTEENTH RESOLUTION**

***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO INCREASE THE SHARE CAPITAL THROUGH CAPITALISATION OF RESERVES OR PREMIUMS AND THE AWARD OF FREE SHARES TO SHAREHOLDERS OR THROUGH AN INCREASE IN THE PAR VALUE OF EXISTING SHARES, SUCH AMOUNT NOT TO EXCEED €300 MILLION***

Voting under the conditions required to transact ordinary business, having considered the reports of

the Managing Partners and the Supervisory Board and pursuant to the provisions of article L. 225-129-2 and L. 225-130 of the French Commercial Code, the shareholders:

- authorise the Managing Partners to increase the share capital, on one or more occasions, up to a maximum nominal amount of three hundred million euros (€300,000,000), such amount to be independent of the caps set in the 14<sup>th</sup> resolution, through the capitalisation of reserves, profits and/or premiums, and through the issue and award of free shares to the shareholders or an increase in the par value of existing shares or by using a combination of these two methods;
- resolve that the rights to fractional shares shall be neither negotiable nor transferable and that the corresponding shares of share capital shall be sold; the proceeds from the sale shall be allocated to the rights holders no later than 30 days after the date the whole number of allocated shares is recorded in their accounts.

Pursuant to the aforementioned legal provisions, the Managing Partners shall have full authority to set the terms and conditions for the issues, to record the resulting increases in share capital and to amend the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting. It cancels and supersedes the authorisation given on 10 May 2011.

## **SIXTEENTH RESOLUTION**

### ***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS TO AWARD SHARE OPTIONS TO SENIOR MANAGERS OF THE COMPANY AND RELATED COMPANIES***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners, the Supervisory Board and the Statutory Auditors, the shareholders:

- authorise the Managing Partners, pursuant to the provisions of articles L. 225-177 *et seq.* of the French Commercial Code, to award, on one or more occasions, for the benefit of senior managers of the Company and companies related to it, within the meaning of the provisions of article L. 225-180 of said Code, options giving the right to purchase existing shares and/or subscribe for new shares of the Company;
- resolve that the total number of options which may be awarded each year to all beneficiaries pursuant to the AFEP-MEDEF recommendations shall not give the right to purchase and/or subscribe for a number of shares greater than 0.5% of the number of shares making up the current share capital;
- resolve that the total number of options which may be awarded each year to each member of Lagardère SCA's managing bodies pursuant to AFEP-MEDEF recommendations shall not give the right to purchase and/or subscribe for a number of shares greater than 0.075% of the number of shares making up the current share capital;
- resolve that all of the options awarded shall be subject to performance conditions;
- resolve that the options shall expire no later than ten years after the date on which they are awarded by the Managing Partners;

- resolve, in accordance with the law, that this authorisation entails an express waiver by the shareholders, in favour of the holders of subscription options, of their preferential right to subscribe for the shares that are issued as and when the options are exercised;
- give the Managing Partners the broadest possible authority within the limits set forth above and within the legal limits in force to:
  - o set the subscription and/or purchase price of the shares under option in accordance with the terms and conditions set forth by the Managing Partners in their report and pursuant to legal provisions in force, it being specified that this price shall not include any discount;
  - o determine the terms and conditions of the transactions, set the conditions in which the options will be awarded, designate the beneficiaries, set the period in which they can be exercised, the performance conditions to be met for the options to be exercised, the maximum number of options offered to each of them, and establish any prohibition on immediate disposal;
  - o establish the terms in which the price and/or number of shares to be subscribed for and/or purchased shall be adjusted to take into account financial transactions carried out by the Company;
  - o and in general, do whatever may be appropriate or necessary and, in particular, carry out all filing and registration formalities, record the final completion of the resulting increases in share capital and update the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of thirty-eight months from this Meeting.

## **SEVENTEENTH RESOLUTION**

### ***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS TO AWARD FREE SHARES OF THE COMPANY TO MEMBERS OF THE MANAGING BODIES OF THE COMPANY***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2 and L. 225-197-1 *et seq.* of the French Commercial Code, the shareholders:

- authorise the Managing Partners to award existing or new shares, on one or more occasions, to senior managers of Lagardère SCA;
- resolve that the total number of shares which may be awarded *each year* to each member of Lagardère SCA's managing bodies (pursuant to the AFEP-MEDEF recommendations) shall not exceed 0.025% of the number of shares making up the current share capital;
- resolve that all of the rights to shares awarded shall be subject to performance conditions;
- resolve that the shares awarded shall only vest at the end of a vesting period of no less than two years, except in the event of the beneficiary's death or disability meeting the legal requirements, in which case the shares will be fully vested and freely transferable pursuant to applicable legal provisions;
- resolve that the shares thus awarded shall be held for a period of no less than two years from their vesting date, except for beneficiaries who are not French tax residents for whom the vesting period will be set at a minimum four-year period and for which the holding period will be reduced or abolished;
- give the Managing Partners the broadest possible authority within the limits set forth above and within the legal limits in force to:
  - o determine the beneficiaries;
  - o set the terms and, if applicable, the criteria for allocating the shares;

- if applicable, during the vesting period, make adjustments to the number of shares awarded in the event of transactions involving the Company's shares or assets to preserve the equality of beneficiaries' rights;
- carry out necessary increases of share capital through capitalisation of reserves, profits and/or premiums;
- amend the Company's Articles of Association accordingly;
- and in general, do whatever may be appropriate or necessary for the implementation of this authorisation and, in particular, carry out all filing and registration formalities, record the resulting increases in share capital and update the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of thirty-eight months from this Meeting.

### **EIGHTEENTH RESOLUTION**

#### ***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS TO AWARD FREE SHARES OF THE COMPANY TO EMPLOYEES AND SENIOR MANAGERS OF THE COMPANY AND RELATED COMPANIES***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2 and L. 225-197-1 *et seq.* of the French Commercial Code, the shareholders:

- authorise the Managing Partners to award existing or new shares, on one or more occasions, to employees and senior managers of the Company (other than the Managing Partners of Lagardère SCA) and companies related to it within the meaning of article L. 225-197-2 of said Code;
- resolve that the total number of shares which may be awarded each year shall not be greater than 0.6% of the number of shares making up the current share capital;
- resolve that the shares awarded shall only vest at the end of a vesting period of no less than two years, except in the event of the beneficiary's death or disability meeting the legal requirements, in which case the shares will be fully vested and freely transferable pursuant to applicable legal provisions;
- resolve that the shares thus awarded shall be held for a period of no less than two years from their vesting date, except for beneficiaries who are not French tax residents for whom the vesting period will be set at a minimum four-year period and for which the holding period will be reduced or abolished;
- give the Managing Partners the broadest possible authority within the limits set forth above and within the legal limits in force to:
  - determine the beneficiaries;
  - set the terms and, if applicable, the criteria for allocating the shares;
  - set performance conditions, for all or some of the beneficiaries and for all or part of the shares awarded, to be met for the shares to vest;
  - if applicable, during the vesting period, make adjustments to the number of shares awarded in the event of transactions involving the Company's shares or assets to preserve the equality of beneficiaries' rights;
  - carry out necessary increases of share capital through capitalisation of reserves, profits and/or premiums;
  - amend the Company's Articles of Association accordingly;

- and in general, do whatever may be appropriate or necessary for the implementation of this authorisation and, in particular, carry out all filing and registration formalities, record the resulting increases in share capital and update the Articles of Association accordingly.

This authorisation is given to the Managing Partners for a period of thirty-eight months from this Meeting.

## **NINETEENTH RESOLUTION**

### ***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF TWENTY-SIX MONTHS TO ISSUE SHARES RESERVED FOR LAGARDÈRE GROUP EMPLOYEES WITHIN THE SCOPE OF THE GROUP SAVINGS SCHEME, UP TO AN ANNUAL LIMIT OF 0.5% OF THE CURRENT SHARE CAPITAL***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2, L. 225-138 and L. 225-138-1 of the French Commercial Code and articles L. 3332-1 *et seq.* of the French Labour Code, the shareholders:

- authorise the Managing Partners to increase the share capital, on one or more occasions, in the proportions and at the times they consider appropriate, whether in France or abroad, through the issue of ordinary shares of the Company;
- resolve that the total number of shares that may be issued each year shall not exceed 0.5% of the number of shares making up the current share capital;
- resolve to abolish the shareholders' preferential subscription rights to shares to be issued in favour of employees of the Company and companies or groups related to it within the meaning of article L. 225-180 of the French Commercial Code who are members of a company savings scheme;
- resolve that the subscription price of the shares to be issued shall not exceed the average of the prices quoted in the twenty trading days prior to the date of the Managing Partners' decision to open the subscription period, and shall not be over 20% lower than this average; the Managing Partners may reduce the amount of the discount on a case-by-case basis, particularly for certain foreign employees in order to comply with legal and regulatory constraints, especially tax, accounting or labour law constraints applicable in any country where the Lagardère group companies which participate in the applicable share capital increase are located;
- authorise the Managing Partners to award to employees of Lagardère SCA shares or other securities giving access to shares, issued or to be issued, pursuant to paragraph 2 of article L. 3332-21 of the French Labour Code.

The General Meeting gives full authority to the Managing Partners, within the limits set forth above, to set the terms and conditions for implementing the increase(s) in share capital and/or awards which will be decided upon under this authorisation, especially to:

- establish criteria which must be met by companies within the Lagardère group's scope of consolidation so that their employees can benefit from the increases in share capital authorised above;
- set the terms, particularly concerning seniority, which the holders of shares issued or to be issued must fulfil, especially to decide if the shares shall be individually subscribed for by employees who are members of a company savings scheme, or through a company mutual fund or other structure or entity recognised by applicable legal or regulatory provisions;
- set the terms and conditions of the issues and awards and, in particular, set the number of shares to be issued or awarded, the issue price within the limits established above and the start and end dates of the subscription periods;



- in the case of awards of free shares or securities giving access to capital, elect to either substitute, in whole or in part, the award of these shares to the maximum discounts provided for above for determining the issue price, or to write off the equivalent value of these securities against the employer's contribution, or to combine the two possibilities;
- record the completion of the increases in share capital for the amount of the shares actually subscribed for and/or issued, and amend the Articles of Association accordingly;
- where applicable, write off the corresponding costs of such increase(s) in share capital against the related premiums and deduct from this amount the sums required to raise the legal reserve to one-tenth of the new capital resulting from such increase in share capital;
- and in general, do whatever may be appropriate or necessary for the successful execution of the capital increase(s), issues and awards of securities.

This authorisation is given to the Managing Partners for a period of twenty-six months from this Meeting.

## **TWENTIETH RESOLUTION**

### ***OVERALL LIMIT ON SHARES OR OPTIONS THAT CAN BE AWARDED TO, SUBSCRIBED FOR OR ACQUIRED BY EMPLOYEES AND SENIOR MANAGERS OF THE COMPANY AND COMPANIES RELATED TO IT***

Voting under the conditions required to transact extraordinary business, having considered the reports of the Managing Partners and the Supervisory Board, and as a consequence of the adoption of the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions, the shareholders resolve to:

- limit the number of shares each year that may be acquired by or be awarded to employees and senior managers of the Company and companies related to it other than Managing Partners of Lagardère SCA, and/or offered to them in respect of share purchase and/or subscription options, to a maximum of 1% of the number of shares making up the current share capital;

- limit the number of shares that may be awarded each year to each of the Managing Partners, and/or offered to them in respect of share purchase or subscription options, to a maximum of 0.1% of the number of shares making up the current share capital.

## **TWENTY-FIRST RESOLUTION**

### ***AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS FOR A PERIOD OF FOUR YEARS TO REDUCE THE SHARE CAPITAL BY CANCELLING ALL OR PART OF THE SHARES PURCHASED BY THE COMPANY WITHIN THE SCOPE OF SHARE BUYBACK PROGRAMMES***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners and the special report of the Statutory Auditors, the shareholders authorise the Managing Partners to reduce the share capital by cancelling, on one or more occasions, all or part of the Company shares, which were purchased pursuant to the provisions of article L. 225-209 of the French Commercial Code and the authorisations given by the Company's Annual General Meetings.

The General Meeting resolves that in accordance with the law, such reduction can not involve more than 10% of the current share capital per 24-month period.

The Managing Partners shall write off the difference between the book value of the cancelled shares and the nominal value of the capital reduction against premiums, reserves or available profit as they see fit.

The General Meeting therefore gives full powers to the Managing Partners to proceed with the capital reduction and, as necessary, to settle all objections, record the share capital reductions resulting from the cancellation of shares pursuant to this authorisation, amend the Company's Articles of Association accordingly and generally to do everything appropriate or necessary to ensure the success of the capital reduction.

This authorisation is given to the Managing Partners for a period of four years from this Meeting. It cancels and supersedes the authorisation given on 28 April 2009.

## **TWENTY-SECOND RESOLUTION**

### ***HARMONISATION AND/OR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION***

Voting under the conditions required to transact extraordinary business and having considered the reports of the Managing Partners and the Supervisory Board, the shareholders:

1°- resolve to amend Article 9 A paragraph 1 of the Articles of Association regarding the disclosure of holdings exceeding specific thresholds, as follows:

"Without prejudice to the provisions of article L. 233-7 of the French Commercial Code, any person who holds, directly or indirectly, as defined in the said article L. 233-7, 1% or more of the voting rights, must, within five days following registration to his account of the shares that brought his holding to or above such threshold, disclose to the Company by registered letter with acknowledgement of receipt addressed to the head office the total number of shares and voting rights he holds. For registered shareholders and intermediaries not living in France, this disclosure may be made by means of a procedure similar to that of sending a registered letter with acknowledgement of receipt in use in his country of residence. Such procedure must enable Lagardère SCA to have proof of the date on which the disclosure was sent and received."

2°- resolve to amend Article 10 paragraph 1 of the Articles of Association regarding Managing Partners, as follows:

"The Company is managed by one or more Managing Partners ("*gérants*").

Jean-Luc Lagardère was the first Managing Partner of the Company. He was appointed in late 1992 when the Company became a French partnership limited by shares (*société en commandite par actions*) and he held this position until his death in 2003."

3° - resolve to amend the start of Article 12 paragraph 3 regarding the term of office of members of the Supervisory Board, as follows:

"3°- The term of office of members of the Supervisory Board cannot exceed four years; (the rest of the Article remains unchanged)"

4°- resolve to amend Article 19 paragraph 5 of the Articles of Association regarding the attendance register, as follows:

"5° - An attendance register ("*feuille de présence*") containing the particulars required by legal provisions is maintained for each shareholders' meeting.

This attendance register is signed by the shareholders present and by the proxy holders; the officers of the meeting (the "*bureau*") may decide to annex, in hard copy, electronic or digital format, the powers of attorney given to each proxy holder and the forms for votes by mail. The attendance register is, on the basis of specifications provided by the establishment in charge of organising the General Meeting, certified as true by the officers of the meeting and signed by them and by the secretary of the meeting."

### **TWENTY-THIRD RESOLUTION**

#### ***POWERS FOR FORMALITIES***

Voting under the conditions required to transact ordinary business, the shareholders grant full powers to the bearer of an original, a certified copy or a certified extract of the minutes of this meeting to fulfil the necessary formalities.

## **PARTICIPATION IN THE MEETING**

Regardless of the number of shares held, all shareholders of record on the record date may take part in the meeting either in person or by proxy, or vote by postal mail or e-mail.

In accordance with the law, shareholders of record are those shareholders or authorised intermediaries in whose name the shares are registered in the record books kept on behalf of the company by BNP Paribas Securities Services, Les Grands Moulins de Pantins, 9 rue du Debarcadere, 93761 Pantin, at 00:00 Paris time on 29 April 2013.

## **HOW TO TAKE PART IN THE MEETING**

### 1° - ATTENDING THE MEETING

Shareholders wishing to attend the meeting in person may:

- apply for an entrance card using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided;
- apply for an entrance card by sending an e-mail to the Votaccess secure platform. Shareholders in whose name shares are held on the Company's record books may access this platform via the BNP Paribas Planetshares website at: <https://planetshares.bnpparibas.com>;
  - . shareholders whose shares are held in a registered account should log on to the BPSS Planetshares website using the login code and password they usually use to consult their registered account and then go to the page "My shareholder space"/"My general meetings";
  - . shareholders whose shares are held in a registered account administered by an independent investment service (bank, financial institution, etc.) will receive with their letter or e-mail inviting them to the meeting a code for logging on to Planetshares and obtaining their password by postal mail or e-mail for shareholders that have already provided their e-mail address.
  - . after logging on to Planetshares, shareholders should follow the instructions provided on screen to access the Votaccess secure platform and apply for an entrance card;
  - . registered shareholders who have lost their login code and/or password should contact BNP Paribas Securities Services at the following number: +33 1 57 43 34 00.
- on the day of the meeting, register at one of the counters specially provided for the purpose and present a valid identity document.

Shareholders who are not resident in France and whose shares are held on the Company's record books in the name of an authorised intermediary (article L.228-1, paragraph 7 of the French Commercial Code) should send their application for an entrance card to BNP Paribas Securities Services via their authorised intermediary. The application must be accompanied by a certificate from the intermediary enabling the Company or its registrar to prove incontrovertibly that the applicant is a shareholder of record on the record date of 29 April 2013.

If the shares are held through a chain of intermediaries, a certificate must be provided by each one.

## 2 - VOTING BY POSTAL MAIL OR E-MAIL

Shareholders who do not wish to or cannot attend the meeting in person may vote by postal mail or e-mail using:

- the form enclosed with the invitation to the meeting;
- the e-form accessible via the Votaccess secure platform by following the same procedures as those described previously to apply for an entrance card.

## 3 - GRANT PROXY TO THE CHAIRMAN

Shareholders who do not wish to or cannot attend the meeting in person may send a blank proxy form to the Company without naming a proxy, which will empower the Chairman of the meeting to vote in favour of the resolutions presented or approved by the Managing Partners:

- either using the form enclosed with the invitation to the meeting;
- or using the e-form accessible via the Votaccess secure platform by following the same procedures as those described previously to apply for an entrance card;

## 4 - GRANT PROXY TO A THIRD PARTY

Shareholders who do not wish to or cannot attend the meeting in person may appoint a proxy of their choice:

- either using the form enclosed with the invitation to the meeting;
- or using the e-form accessible via the Votaccess secure platform by following the same procedures as those described previously to apply for an entrance card;
- or by sending an email to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) indicating their full name, address and ID number with BNP Paribas Securities Services and the full name and address of their designated proxy. The e-mail should be signed electronically using a digital signature process that can reliably identify the shareholder as being the sender of the e-mail (article 1316-4 of the French Civil Code [*Code civil*]). Shareholders are personally responsible for obtaining the digital signature certificates or keys. A proxy may be revoked using the same procedure. Please note that this e-mail address may only be used for appointing or revoking proxies and any other requests or notices sent to it for any other purpose will be ignored.

## AVAILABILITY OF DOCUMENTS

As all the Company's shares are in registered form, the entrance card application forms, mail voting forms, proxy forms and pre-paid envelopes will be sent out with the invitation to the meeting to all shareholders or authorised intermediaries of record on the date of sending.

Any of these forms may be obtained by simply writing to:

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

Requests must have been received at this address by 27 April 2013 at the latest.

#### CUT-OFF DATES FOR SUBMISSION OF FORMS AND VOTES

Cut-off dates:

- completed and signed postal mail and e-mail voting and proxy forms must be received by BNP Paribas Securities Services no later than *00:00 Paris time on Tuesday 30 April 2013*;
- voting postal mail or e-mail and appointing or revoking of proxies may take place via the Votaccess platform between 12 April 2013 and 15:00 Paris time on 2 May 2013. However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password;
- digitally signed e-mails appointing or revoking proxies must be received no later than *15:00 Paris time on Wednesday, 2 May 2012*.

Postal mail and e-mail voting forms and proxy forms issued by shareholders who are not resident in France and whose shares are held on the Company's record books by an authorised intermediary should be sent to BNP Paribas Securities Services (CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère 93761 Pantin Cedex France) via their authorised intermediary who may not process them unless the identity of the corresponding shareholders has been disclosed either voluntarily or at the request of the Company or its registrar in accordance with French law.

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Shareholders who have elected to vote by postal mail or e-mail or by proxy, or who have applied for an entrance card, may not subsequently take part in the meeting by any other means.

**APPLICATIONS TO TABLE AGENDA ITEMS OR PROPOSED RESOLUTIONS – SUBMISSION OF WRITTEN QUESTIONS**

- Application to table agenda items or proposed resolutions

Shareholders wishing to table agenda items or proposed resolutions who meet the conditions set out in article R.225-71 of the French Commercial Code should send their applications to the registered office for the attention of the Managing Partners by registered letter with acknowledgement of receipt, to be received by the Company no later than *00:00 Paris time on Monday, 8 April 2013*.

Applications should be accompanied by a certificate(s) of registration on the Company's record books kept by BNP Paribas Securities Services proving that they own or hold proxies for the requisite percentage of the share capital.

The agenda item or proposed resolution will not be considered at the meeting unless, as required by law, the applicant provides a new certificate proving ownership at *00:00 Paris time on 29 April 2013*.

Applications made by shareholders who are not resident in France and whose shares are held on the Company's record books kept by BNP Paribas Securities Services in the name of an authorised intermediary will not be accepted unless they are accompanied by a certificate issued by the authorised intermediary on the date of their application and again on 29 April 2013, enabling the Company or its registrar to prove incontrovertibly that the applicant owns or represents the percentage of share capital required by law on the requisite dates.

If the shares are held through a chain of intermediaries, a certificate must be issued by each one. They should be enclosed with the application sent by the authorised intermediary registered on Lagardere SCA's record books and must be renewed on 29 April 2013.

Resolutions proposed and agenda items tabled by shareholders will be published on the Company's website.

- Written questions

Written questions submitted by shareholders should be sent to the registered office by registered mail with acknowledgement of receipt for the attention of the Managing Partners no earlier than the date of the invitation to the meeting and no later than *Friday, 26 April 2013*.

Questions must, as required by law and the regulations, be accompanied by a certificate of registration on the Company's record books held by BNP Paribas Securities Services, otherwise they will be ignored.

Written questions submitted by shareholders who are not resident in France and whose shares are held in the name of an authorised intermediary will only be accepted if they are sent to the Company by that intermediary accompanied by a certificate issued by the intermediary, enabling the Company to prove incontrovertibly that the applicant is a shareholder of record.

### **AVAILABILITY OF DOCUMENTS**

The documents and information referred to in Article R.225-73-1 of the French Commercial Code will be posted on the Company's website (<http://www.lagardere.com>), in the section entitled "Annual General Meeting of 3 May 2013" no later than *Friday, 12 April 2013*.

They will also be available, together with the other legally required documents and information about the meeting, at the Company's headquarters at 42 rue Washington, Immeuble Monceau, Bureau 13, 75008 Paris, as of 13 April 2013 at the latest.

### **THE MANAGING PARTNERS**