

ORDINARY AND EXTRAORDINARY GENERAL MEETING OF LAGARDÈRE SCA

FRIDAY, MAY 3, 2013 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 Ordinary and Extraordinary General Meeting, which will be held **on Friday, May 3, 2013 at 10 a.m.**, at Le Carrousel du Louvre, Paris (1st arrondissement).

I sincerely hope that you will be able to attend this meeting. We will present the results of the Group, which in 2012, continued to pursue a strategy of developing business lines and managing the business portfolio. The Lagardère group is transparent and solidly based, with strong positions in each of its businesses.

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 handwritten signature in black ink, appearing to be 'Arnaud Lagardère'. The signature is fluid and stylized, with a long horizontal stroke extending to the right.

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 business days before the date of the meeting, i.e. by midnight on **Monday, April 29, 2013.**

HOW CAN YOU PARTICIPATE IN THE GENERAL MEETING?

WOULD YOU LIKE TO ATTEND THIS MEETING IN PERSON?

Shareholders who wish to attend the meeting in person can either:

a- request an attendance card through the paper form that is sent out with the meeting notification. The form must be completed, signed and sent to **BNP Paribas Securities Services** using the free response envelope attached to the meeting notification;

b- request an attendance card electronically by making the request online via the VOTACCESS secure platform. This voting platform will be accessible for the registered shareholders who are recorded in the Company's accounts, via the BNP Paribas Planetshares site at <https://planetshares.bnpparibas.com>.

- Shareholders with registered shares connect to the Planetshares site with their usual access code (user id and password that allows them to regularly consult their registered account on the **BNP Paribas Securities Services Planetshare** site), and go to the page entitled, "Mon espace actionnaire - Mes assemblées générales" ("My shareholder space - My General Shareholders' Meetings").

- Shareholders whose shares are recorded in a registered account managed by an investment service provider (bank, financial institution, etc.) will receive a user id on their meeting notification which will allow them to access the Planetshares site and to obtain their password via mail or email (for those who have provided their email address).

- After connecting to the Planetshares site, you must follow the instructions provided on the screen in order to access the secure VOTACCESS platform and request an attendance card.

- In the event that a registered shareholder is no longer in possession of his/her user id and/or password, he/she can contact **BNP Paribas Securities Services** at the following telephone number: +33 (0)1 57 43 34 00.

c- or come to the meeting with a valid form of id and present yourself at the counters, which will be set up especially for this purpose.

The attendance card requests made by shareholders who are not French residents, for which an intermediary has been recorded on their behalf in the Company's registered share accounts (Article L.228-1, 7th paragraph of the French Commercial Code) held by his/her proxy, **BNP Paribas Securities Services**, must be transmitted by mail to the latter via their Registered Intermediary and have a declaration from said Registered Intermediary that would allow the Company or its proxy to irrefutably verify their shareholder status as of April 29, 2013 (i.e. the record date), in order to be taken into account.

If the shares are held by several successive intermediaries, a declaration must therefore be prepared by each of these intermediaries.

FOR THOSE UNABLE TO ATTEND THE MEETING IN PERSON

o ABSENTEE BALLOTS:

The shareholders who do not wish to, or are not able to attend this meeting in person will have the possibility to vote by absentee ballot with the help of:

- a **paper form** which will be sent to them with the meeting notification;
- an **electronic form** accessible via the secure VOTACCESS platform, according to the terms and conditions listed above to obtain an attendance card.

o PROXY TO THE CHAIRMAN:

The shareholders who do not wish to, or are not able to attend this meeting in person also have the possibility to send a power of attorney to the Company without indicating a proxy, which would be equivalent to giving proxy to the Chairman of the meeting to issue a vote in favor of the resolutions presented or approved by the Managing Partners, either:

- via a paper form which will be sent with the meeting notification;
- via an electronic form accessible via the secure VOTACCESS platform according to the terms and conditions listed above to obtain an attendance card.

o THIRD PARTY REPRESENTATION:

Lastly, shareholders who do not wish to, or are not able to attend this meeting in person have the possibility to be represented by any person of their choice:

- with the help of either a paper form which will be sent to them with the meeting notice;
- or with the help of an electronic form accessible via the secure VOTACCESS platform according to the terms and conditions listed above to obtain an attendance card;
- or by sending an email to the following email address "paris.bp2s.france.cts.mandats@bnpparibas.com"; this email must contain their last name, first name, address and shareholder id with **BNP Paribas Securities Services**, as well as the last names, first names, and addresses of the designated proxy. This email must be signed electronically through the electronic signature process resulting in a reliable shareholder identification guaranteeing his/her link with the content of the email to which it is attached (Article 1316-4 of the French Civil Code). The shareholder must be responsible for obtaining the necessary electronic signature certificates or keys. Revoking the proxy given can be done according to the same procedure by sending an email to the same email address, which only serves to notify or revoke a proxy. Any other request or notification pertaining to any other subject cannot be taken into consideration and/or handled.

OBTAINING FORMS AND RELEVANT DATES FOR FORMS AND VOTES

o OBTAINING FORMS:

All of the Company's shares being registered, the attendance card request forms, the vote by mail and power of attorney forms, and the free response envelopes provided for this purpose, will be sent with the meeting notification to all shareholders' intermediaries registered in the Company's accounts on the date that the letter is sent.

In any event, these forms can be obtained upon request to **BNP Paribas Securities Services** at the following address:

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

The corresponding requests must have been filed or must be received at the above address no later than April 27, 2013 in order to be acknowledged.

o ACKNOWLEDGEMENT DATE:

To be acknowledged:

- attendance card paper request forms, vote by mail forms, and power of attorney forms must be received by **BNP Paribas Securities Services**, after having been completed and signed, by no later than *April 30, 2013 at midnight, Paris time (CET)*;

- absentee ballots and designation or revocation of proxies can be performed via the **VOTACCESS** platform starting from April 12 until May 2, 2013 at 3pm Paris time (CET). However, it is advisable to not wait until the last minute to log on, particularly if a password is being requested;

- notifications for designating or revoking proxies made by emails signed electronically must have been received by no later than *Thursday, May 2, 2013 at 3pm, Paris time (CET)*.

The absentee ballots and proxies issued by the shareholders who are not French residents, for which an Intermediary has been registered on their behalf in the Company's registered accounts, must be transmitted by letter to **BNP Paribas Securities Services** (CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex) via their Registered Intermediary, and can only be taken into account by the latter on the condition that the identity of the corresponding shareholders has been divulged, either voluntarily or upon the Company or its proxy's request, in accordance with French legislation.

Whether a shareholder has either submitted an absentee ballot, assigned a proxy, or requested an attendance card, he/she can only choose one manner of participating in the meeting.

HOW DO YOU FILL IN YOUR PROXY OR VOTING FORM?

1 You have chosen to vote by mail:

Please check the box labeled “I vote by mail” 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 Managing Partners.
- 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 check the box labeled “I hereby give my proxy to the Chairman of the General Meeting”.

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

- Please tick the box labeled “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: check box A.

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

You would like to appoint the Chairman of the Meeting as your proxy: check here.

You would like to appoint a specific person to attend the Meeting as your proxy: check here and write this person's contact information (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 MIXTE ORDINAIRE ANNUELLE ET EXTRAORDINAIRE
du vendredi 3 mai 2013, à 10h00,
au Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS
COMBINED, ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING
on Friday May 3rd, 2013 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	AGO	AGE
Nombre d'actions / Number of shares	Nominatif / Registered	Vote simple / Single vote
	Porteur / Bearer	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 noircissant 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.

1	2	3	4	5	6	7	8	9	Oui / Yes	Non/No	Abst/Abs	Oui / Yes	Non/No	Abst/Abs
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

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.
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO).....
- Je procuration (cf. au verso renvoi 4) / 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 mardi 30 avril 2013 / on Tuesday, April 30th, 2013

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

Z Date & Signature

For all choices: date and sign here.

Remember to read this section in the event that amendments or new resolutions are presented during the meeting. Shade in the box that corresponds to your choice.

Vote here in the event that resolutions are presented by shareholders and are not approved by the Managing Partners. To vote, shade in the box that corresponds to your choice.

FOR YOUR INFORMATION



Go to

WWW.LAGARDERE.COM

General Shareholders Meeting 2013 Area

All of the documents which must be released or of which shareholders can familiarize themselves with at the general meetings have been put on the company's website (www.lagardere.com) and/or are available from Lagardère SCA's Administrative Division, bureau B13, Immeuble Monceau, 42 rue Washington in Paris (8th Arrondissement, Administrative District 75).

REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION

Ordinary and Extraordinary General Meeting of Lagardère SCA

FRIDAY, MAY 3, 2013 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 on May 3, 2013.

Signed in (city): on (date): 2013

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
Registered office: 4, rue de Presbourg - Paris 75016.
Commercial Register: 320 366 446 RCS Paris - SIRET: 320 366 446 00013

Lagardère

Lagardère SCA

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

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

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