

## ANNUAL ORDINARY GENERAL MEETING OF LAGARDÈRE SCA

**TUESDAY, MAY 6, 2014 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 annual ordinary general meeting, which will be held **on Tuesday, May 6, 2014 at 10 a.m.**, at Le Carrousel du Louvre, Paris (1<sup>st</sup> arrondissement).

I sincerely hope that you will be able to attend this meeting. We will present the results of the Group, which in 2013, continued to pursue its strategy of developing growing businesses and managing its 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 following pages and in the enclosed General Meeting Document.

We would like to thank you in advance for the time you will dedicate to the review of the resolutions submitted to your approval.

Yours sincerely,



A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a horizontal line and a final flourish.

**Arnaud Lagardère**  
General and Managing Partner of Lagardère SCA

### TO PARTICIPATE IN THIS GENERAL MEETING

Shareholders must be recorded in the Company's registered accounts three business days before the date of the meeting, i.e. at 00:00 Paris Time on **Wednesday, April 30, 2014**.

# HOW CAN YOU PARTICIPATE IN THE GENERAL MEETING?

## WOULD YOU LIKE TO ATTEND THIS GENERAL MEETING IN PERSON?

Shareholders wishing to attend the meeting in person may:

a- 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;

b- apply for an entrance card online via the Votaccess secure platform. Shareholders in whose name shares are held on the Company's record books may access this platform via the Planetshares BNP Paribas Securities Services 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,

- 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 click on «Participate in the General Meeting» and 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;

b- 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 confirm incontrovertibly that the applicant is a shareholder of record on the record date of 30 April 2014.

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

## FOR THOSE UNABLE TO ATTEND THE GENERAL MEETING IN PERSON

### ▶ VOTING BY POSTAL MAIL OR ONLINE:

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

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

### ▶ GRANT PROXY TO THE CHAIRMAN:

Shareholders who do not wish to or cannot attend the meeting in person may send a 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 by using the form enclosed with the invitation to the meeting;
- or online via the Votaccess secure platform by following the same procedures as those described previously to apply for an entrance card.

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

In accordance with the provisions of article R.225-79 of the French Commercial Code, the procedure for revoking proxies is carried out in the same way as for their appointment.

## OBTAINING FORMS AND RELEVANT DATES FOR FORMS AND VOTES

### ▶ OBTAINING FORMS:

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**

**CTS Assemblées Générales  
Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex France**

To be considered, requests must have been received at this address by 30 April 2014 at the latest.

### ▶ CUT-OFF DATES:

- completed and signed postal mail voting and proxy forms must be received by BNP Paribas Securities Services no later than 00:00 Paris time on Saturday 3 May 2014;

- online voting and appointing or revoking of proxies may take place via the Votaccess platform between 10 April 2014 and 15:00 Paris time on 5 May 2014. However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password.

Postal mail and online 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 and will not be processed 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.

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

## 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 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 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 General 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 check 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 General Meeting.

You would like to attend the General 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 General Meeting as your proxy: check here.

**A** **IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.**

**A.**  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

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

**ASSEMBLÉE GÉNÉRALE ORDINAIRE ANNUELLE**  
du mardi 6 mai 2014, à 10h00,  
au Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS

**ANNUAL ORDINARY GENERAL MEETING**  
on Tuesday May 6<sup>th</sup>, 2014 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: \_\_\_\_\_

Porteur / Bearer: \_\_\_\_\_

Nombre de voix / Number of voting rights: \_\_\_\_\_

Vote simple / Single vote  
Vote double / Double vote

**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.

1	2	3	4	5	6	7	8	9
<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"/>
10	11	12	13	14	15	16	17	18
<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"/>
19	20	21	22	23	24	25	26	27
<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"/>
28	29	30	31	32	33	34	35	36
<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"/>
37	38	39	40	41	42	43	44	45
<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"/>

**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 ...

..... (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO).....

procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale.....

power of attorney (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

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

le samedi 3 mai avant 0h00 / on Saturday, May 3<sup>rd</sup> before 00:00 CET

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

Date & Signature

**Z** For all choices: date and sign here.

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

## FOR YOUR INFORMATION



Go to

[WWW.LAGARDERE.COM](http://WWW.LAGARDERE.COM)

### **2014 Annual Shareholders' Meeting**

All the documents which must be published in relation with the general meetings have been posted on the company's website ([www.lagardere.com](http://www.lagardere.com)) and/or are available at Lagardère SCA's headquarters, at bureau B13, Immeuble Monceau, 42 rue Washington in Paris (8<sup>th</sup> Arrondissement).





## REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION

# Annual Ordinary General Meeting of Lagardère SCA

**TUESDAY, MAY 6, 2014 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 General Meeting on May 6, 2014.

Signed in (city): ..... on (date): ..... 2014

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 for each subsequent general meetings 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

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