

This English version has been prepared for the convenience of English language readers.
It is a translation of the original French *Avis de Réunion* prepared for the Annual General Meeting.
It is intended for general information only and in case of doubt the French original shall prevail

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 General Meeting, which will take place at 10:00 on Tuesday, 6 May 2014 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 Company's financial statements for the year ended 31 December 2013).
- 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 procedures.
- Reports of the Statutory Auditors on the Company's financial statements, the consolidated financial statements and the agreements and commitments governed by article L.226-10 of the French Commercial Code (*Code de commerce*).
- Report of the Statutory Auditors on the Chairman of the Supervisory Board's report on internal control and risk management procedures.
- Mazars' report on social, societal and environmental information.
- Approval of the Company's financial statements for the year ended 31 December 2013.

- Approval of the consolidated financial statements for the year ended 31 December 2013.
- Payment of an extra dividend of €6 per share deducted from "Share premiums".
- Allocation of the Company's profit and dividend distribution.
- Authorisation to be given to the Managing Partners to trade in the Company's shares.
- Issuing of an opinion on the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2013.
- Issuing of an opinion on the components of remuneration payable or granted to the representatives of the other Managing Partner in respect of 2013.
- Re-appointment of Xavier de Sarrau as a member of the Supervisory Board for a term of four years.
- Re-appointment of Martine Chêne as a member of the Supervisory Board for a term of three years.
- Re-appointment of François David as a member of the Supervisory Board for a term of three years.
- Re-appointment of Pierre Lescure as a member of the Supervisory Board for a term of two years.
- Re-appointment of Jean-Claude Magendie as a member of the Supervisory Board for a term of four years.
- Re-appointment of Javier Monzón as a member of the Supervisory Board for a term of three years.
- Re-appointment of Patrick Valroff as a member of the Supervisory Board for a term of four years.
- Appointment of Yves Guillemot as a member of the Supervisory Board for a term of four years to replace resigning member Antoine Arnault.
- Re-appointment of Mazars as Statutory Auditor of the Company for a term of six years and appointment of Thierry Colin as Substitute Auditor.
- Powers for formalities.

<p style="text-align: center;">PROPOSED RESOLUTIONS PRESENTED BY THE MANAGING PARTNERS</p>
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FIRST RESOLUTION

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

Voting under the conditions required to transact ordinary business and having considered the reports of the Managing Partners, the report of the Supervisory Board and the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2013, the shareholders approve those financial statements as set out and presented to them, showing a profit of €2,006,614,705.74.

SECOND RESOLUTION

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

Voting under the conditions required to transact ordinary business and having considered the Management report of the Managing Partners, the Supervisory Board's report and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2013, the shareholders approve those financial statements as set out and presented to them, showing a profit attributable to owners of €1,307 million.

THIRD RESOLUTION

PAYMENT OF AN EXTRA DIVIDEND OF €6 PER SHARE DEDUCTED FROM "SHARE PREMIUMS"

Voting under the conditions required to transact ordinary business and having considered the reports of the Managing Partners and the Supervisory Board, the shareholders resolve to pay an extra dividend of €6 per share, the entire amount of which will be deducted from "Share premiums", it being specified that:

- treasury shares held on the corresponding ex-dividend date are not eligible for the dividend payment,
- shares created before the corresponding ex-dividend date are eligible for the dividend payment.

The ex-dividend date for the extra dividend is Thursday, 8 May 2014 and the dividend will be paid as of Tuesday, 13 May 2014 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 (*Code général des impôts*).

FOURTH RESOLUTION

ALLOCATION OF PROFIT, SETTING OF THE DIVIDEND AT €10.30 PER SHARE, CORRESPONDING TO €1.30 FOR THE ORDINARY PORTION AND €9 FOR THE EXTRA PORTION, WHICH WAS PAID AS AN INTERIM DIVIDEND FOLLOWING A DECISION AT THE END OF MAY 2013

	Euros
Voting under the conditions required to transact ordinary business, the shareholders duly acknowledge that the company's profit for the year amounts to	€2,006,614,705.74
which, in addition to retained earnings of	€1,427,331,806.65
	<hr/>
makes a distributable profit of -----	€3,433,946,512.39

In accordance with the provisions of the Articles of Association, the shareholders resolve to deduct an amount of €13,073,700 from this profit, equal to 1% of consolidated profit for the year attributable to owners 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.

The shareholders then resolve, on the recommendation of the Managing Partners and in agreement with the Supervisory Board, to pay an annual dividend of €10.30 per share, corresponding to:

- €1.30 for the ordinary portion of this annual dividend;
- €9 for the extra portion of this annual dividend, which was paid as an interim dividend.

It is specified that,

- treasury shares held on the ex-dividend date are not eligible for the dividend payment;
- shares created before the ex-dividend date are eligible for the dividend payment.

The extra portion was paid as an interim dividend of €9 following the decision of the Managing Partners on 21 May 2013. The balance of this dividend, amounting to €1.30 and corresponding to the ordinary portion, has an ex-dividend date of Thursday, 8 May 2014 and will be paid as of Tuesday, 13 May 2014 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.

The shareholders resolve to allocate €1,500,000,000 to free reserves and to transfer the balance of the distributable profit to retained earnings.

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

(in euros) / fiscal year	2010	2011	2012
▪ Dividends paid to shareholders			
Dividend per share	1.30	1.30	1.30
Total dividend payout	165,096,539.40	165,700,265.90	166,247,432.00
▪ Dividends paid to General Partners	1,632,250.00	-	888,480.00
Total	166,728,789.40	165,700,265.90	167,135,912.00

FIFTH 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 2014), making a maximum 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 reduce the share capital by cancelling all or some of the shares purchased;
- 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 and companies related to it, 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 stabilise the 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 keep the shares for subsequent exchange or payment as consideration for 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 2013.

SIXTH RESOLUTION

ISSUING OF AN OPINION ON THE COMPONENTS OF REMUNERATION PAYABLE OR GRANTED TO ARNAUD LAGARDÈRE, MANAGING PARTNER, IN RESPECT OF 2013

Voting under the conditions required to transact ordinary business and in accordance with the recommendations of the June 2013 AFEP-MEDEF code of corporate governance, the shareholders, having considered the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2013, as described and set out in the various reports presented to the meeting (particularly Chapter 7.3 of the Reference Document and the Presentation of the resolutions), issue a favourable opinion on these components of remuneration.

SEVENTH RESOLUTION

ISSUING OF AN OPINION ON THE COMPONENTS OF REMUNERATION PAYABLE OR GRANTED TO THE REPRESENTATIVES OF THE OTHER MANAGING PARTNER IN RESPECT OF 2013

Voting under the conditions required to transact ordinary business and in accordance with the recommendations of the June 2013 AFEP-MEDEF code of corporate governance, the shareholders, having considered the components of remuneration payable or granted to Dominique D'Hinnin, Thierry Funck-Brentano and Pierre Leroy, Chief Operating Officers of Arjil Commandité-Arco, Managing Partner, in respect of 2013, as described and set out in the various reports presented to the meeting (particularly Chapter 7.3 of the Reference Document and the Presentation of the resolutions), issue a favourable opinion on these components of remuneration.

EIGHTH RESOLUTION

RE-APPOINTMENT OF XAVIER DE SARRAU AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF FOUR YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint Xavier de Sarrau as a member of the Supervisory Board for a term of four years.

NINTH RESOLUTION

RE-APPOINTMENT OF MARTINE CHÊNE AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF THREE YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint Martine Chêne as a member of the Supervisory Board for a term of three years.

TENTH RESOLUTION

RE-APPOINTMENT OF FRANÇOIS DAVID AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF THREE YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint François David as a member of the Supervisory Board for a term of three years.

ELEVENTH RESOLUTION

RE-APPOINTMENT OF PIERRE LESCURE AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF TWO YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint Pierre Lescure as a member of the Supervisory Board for a term of two years.

TWELFTH RESOLUTION

RE-APPOINTMENT OF JEAN-CLAUDE MAGENDIE AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF FOUR YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint Jean-Claude Magendie as a member of the Supervisory Board for a term of four years.

THIRTEENTH RESOLUTION

RE-APPOINTMENT OF JAVIER MONZÓN AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF THREE YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint Javier Monzón as a member of the Supervisory Board for a term of three years.

FOURTEENTH RESOLUTION

RE-APPOINTMENT OF PATRICK VALROFF AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF FOUR YEARS

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders re-appoint Patrick Valroff as a member of the Supervisory Board for a term of four years.

FIFTEENTH RESOLUTION

APPOINTMENT OF YVES GUILLEMOT AS A MEMBER OF THE SUPERVISORY BOARD FOR A TERM OF FOUR YEARS TO REPLACE RESIGNING MEMBER ANTOINE ARNAULT

Voting under the conditions required to transact ordinary business and having considered the report of the Supervisory Board, the shareholders appoint Yves Guillemot as a member of the Supervisory Board for a term of four years to replace resigning member Antoine Arnault.

SIXTEENTH RESOLUTION

RE-APPOINTMENT OF MAZARS AS STATUTORY AUDITOR OF THE COMPANY FOR A TERM OF SIX YEARS AND APPOINTMENT OF A NEW SUBSTITUTE AUDITOR

Voting under the conditions required to transact ordinary business and having acknowledged that the terms of office of Mazars as Statutory Auditor of the Company and Patrick de Cambourg as Substitute Auditor were due to expire at the close of this meeting, the shareholders re-appoint Mazars as Statutory Auditor of the Company for a term of six financial years and appoint Thierry Colin, domiciled at 61, rue Henri Regnault – Exaltis – 92075 La Défense, France as Substitute Auditor for the same period.

SEVENTEENTH 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 Débarcadère, 93761 Pantin, at 00:00 Paris time on 30 April 2014.

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 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;
- 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.

2 - 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.

3 - 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.

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 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.

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

CTS Assemblées Générales
Les 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 for submission of forms and votes

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.

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

- Application to table agenda items or proposed resolutions

Applications to table agenda items or proposed resolutions submitted by shareholders who meet the conditions set out in article R.225-71 of the French Commercial Code should be sent to the registered office for the attention of the Managing Partners by registered letter with acknowledgement of receipt, and received by the Company no later than 00:00 Paris time on Friday, 11 April 2014.

Applications should be accompanied by the certificate(s) of registration on the Company's record books kept by BNP Paribas Securities Services proving that, as of the date of application, 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 or holding of proxies for the requisite percentage of the share capital at 00:00 Paris time on 30 April 2014.

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 30 April 2014, enabling the Company or its registrar to confirm 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 Lagardère SCA's record books and must be renewed on 30 April 2014.

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 Tuesday, 29 April 2014.

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 at the date of the request, 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 confirm 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 6 May 2014" no later than Tuesday, 15 April 2014.

They will also be available, together with the other legally required documents and information relating to the meeting, at the Company's headquarters at 42 rue Washington, Immeuble Monceau, Bureau 13, 75008 Paris, as of 15 April 2014 at the latest.

THE MANAGING PARTNERS