ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING OF LAGARDÈRE SCA

TUESDAY, 5 MAY 2015 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 and Extraordinary General Meeting, which will be held **on Tuesday, 5 May 2015 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 2014 continued to pursue its long term strategy of developing fast-growing businesses, adapting its historical activities and actively managing its business portfolio. Lagardère SCA is a robust and transparent diversified media group with a strong foothold in each of its areas of business.

Your participation in this General Meeting is important to us. This is a special occasion for you to meet and talk with Group managers, and we hope that many of you will come and share your views.

You can attend this General Meeting in person, or you can vote by mail or online or by 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,

Arnaud Lagardère
General and Managing Partner of Lagardère SCA

TO PARTICIPATE IN THIS GENERAL MEETING

Shareholders must be recorded in the Company's nominative shareholders' accounts two business days before the date of the meeting, i.e. at 00:00 Paris Time on **Thursday, 30 April 2015**.

HOW TO PARTICIPATE IN THE GENERAL MEETING?

YOU WISH TO ATTEND THE 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 with the invitation sent by postal mail; or

b- apply for an entrance card online through the Votaccess secure platform, which they can access using the instructions presented below; or

c- on the day of the meeting, register at one of the counters specially provided for the purpose and present a valid identity document.

IF YOU ARE UNABLE OR DO NOT WISH TO ATTEND THE GENERAL MEETING IN PERSON

▸ VOTING BY MAIL OR ONLINE:

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

- 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 with the invitation sent by postal mail; or
- **online** through the VOTACCESS secure platform, which they can access using the instructions presented below.

Forms that do not indicate a vote or show abstention will be considered "no" votes.

▸ 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 draft resolutions presented or approved by the Managing Partners and vote against all other draft resolutions:

- 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 with the invitation sent by postal mail; or
- online through the VOTACCESS secure platform, which they can access using the instructions presented below.

▸ 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:

- 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 with the invitation sent by postal mail; or
- online through the VOTACCESS secure platform, which they can access using the instructions presented below.

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

OBTAINING FORMS, ACCESSING VOTACCESS AND CUT-OFF DATES FOR SUBMISSION OF FORMS AND VOTES

▸ OBTAINING FORMS:

As all the Company's shares are in registered form, the entrance card application forms, mail voting forms and proxy forms will be sent out by postal mail or e-mail with the invitation to the meeting to all shareholders or Authorised Intermediaries of record on the date of sending.

Any of these forms may also 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

Requests for forms and pre-paid envelopes must have been received at this address by Thursday, 30 April 2015 at the latest.

▸ HOW TO ACCESS VOTACCESS:

The VOTACCESS secure platform can be accessed by shareholders in whose name shares are registered in the nominative shareholders' accounts kept by the Company via the BNP PARIBAS SECURITIES SERVICES Planetshares website at: https://planetshares.bnpparibas.com.

Shareholders whose shares are held in a registered account (*nominatif pur*) 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.) (*nominatif administré*) 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 the "Participate in the General Meeting" icon and follow the instructions provided on screen to access the Votaccess secure platform.

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.

▸ CUT-OFF DATES FOR SUBMISSION OF FORMS AND VOTES:

Cut-off dates:

- duly completed and signed paper forms must be received by BNP PARIBAS SECURITIES SERVICES, no later than Saturday, 2 May 2015;
- requests for entrance cards, distance voting, and appointing or revoking of proxies may take place via the VOTACCESS platform between 14 April 2015 and 15:00 Paris time on Monday, 4 May 2015. However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password.

Requests for entrance cards, distance voting, and proxies made by shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary (art. L. 228-1 7th paragraph of the French Commercial code) in the nominative shareholders' accounts kept on behalf of the Company by BNP PARIBAS SECURITIES SERVICES must be accompanied by a certificate from the Authorised Intermediary enabling the Company or its registrar to prove incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Thursday, 30 April 2015. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Requests for entrance cards, distance voting, and proxies made by Authorised Intermediaries may only be processed if the identity of the shareholders has been disclosed, if so requested by the Company or BNP PARIBAS SECURITIES SERVICES pursuant to applicable laws and regulations.

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

Shareholders may not under any circumstances return both a proxy form and a mail voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the mail voting form.

SUBMISSION OF WRITTEN QUESTIONS

Written questions submitted by shareholders should be sent to the registered office by registered letter with return receipt requested for the attention of the Managing Partners no earlier than the date of the invitation to the meeting and no later than Tuesday, 28 April 2015.

Questions must, as required by law and regulations, be accompanied by a certificate of registration in the nominative shareholders' accounts kept on behalf of the Company by BNP PARIBAS SECURITIES SERVICES, otherwise they will be ignored.

Written questions from shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the nominative shareholders' accounts kept on behalf of the Company by BNP PARIBAS SECURITIES SERVICES will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company to prove incontrovertibly that they are shareholders. If the shares are held through a chain of Authorised Intermediaries, a certificate must be provided by each one.

HOW TO 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 proceed as follows:

- To vote **FOR** a resolution presented or approved by the Managing Partners, **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 give my proxy to"** 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.**

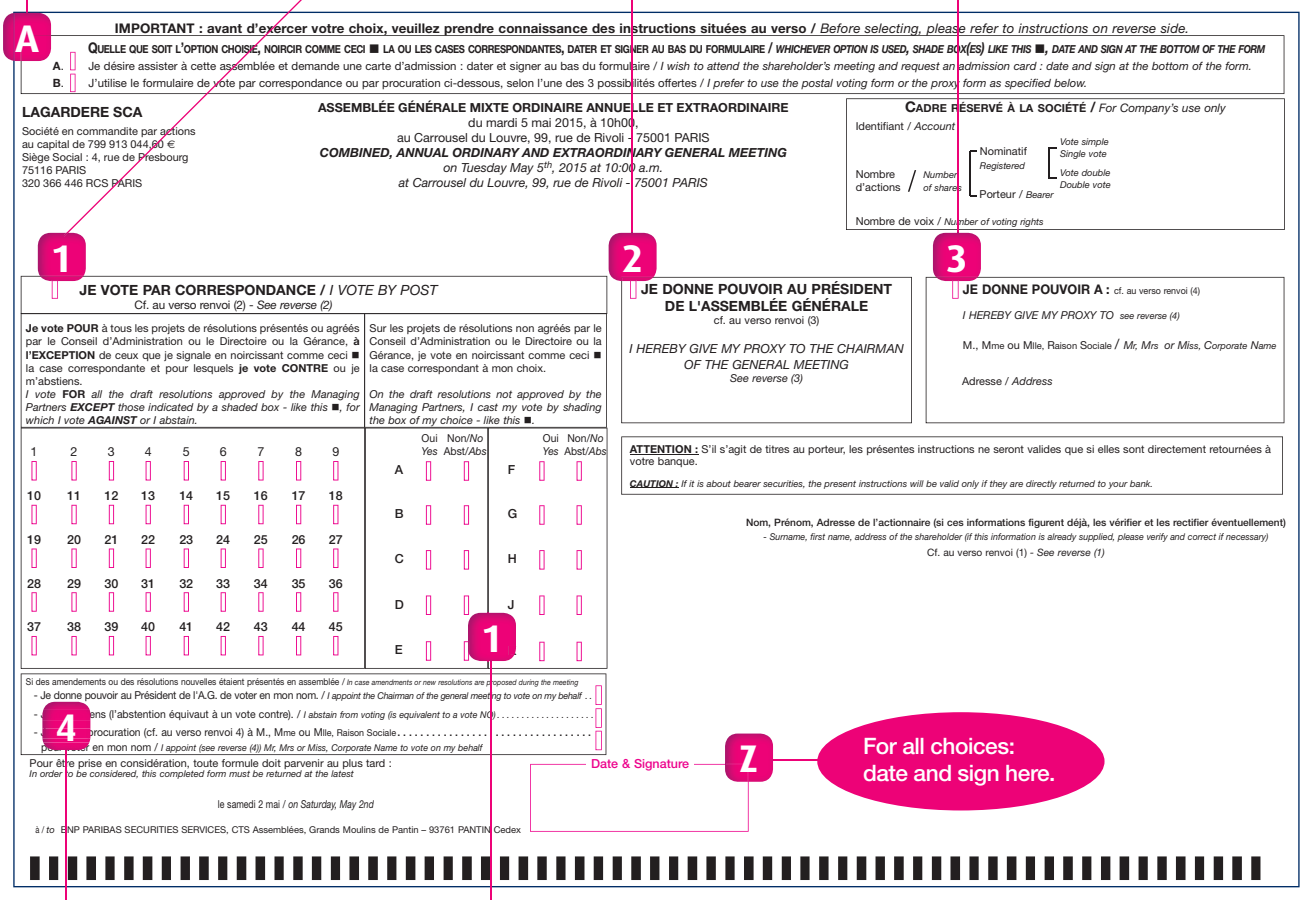
4 Remember to indicate your choice in the event where amendments or new resolutions are presented during the General Meeting.

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.

You would like to appoint a specific person to attend the General Meeting as your proxy: check here and write this person's contact information (last name, first name, address).



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, NOIRCIR 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 SCA
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 mardi 5 mai 2015, à 10h00,
au Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS
COMBINED, ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING
on Tuesday May 5th, 2015 at 10:00 a.m.
at Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ / *For Company's use only*
Identifiant / *Account*
Nombre d'actions / *Number of shares* — Nominatif / *Registered* (*Vote simple / Single vote*, *Vote double / Double vote*) — Porteur / *Bearer*
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 POUR 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 CONTRE** ou je m'abstiens.
I vote **FOR** *all the draft resolutions approved by the Managing Partners* ***EXCEPT*** *those indicated by a shaded box - like this ■, for which I vote* ***AGAINST*** *or I abstain.*

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci ■ la case correspondant à mon choix.
On the draft resolutions not approved by the Managing Partners, I cast my vote by shading the box of my choice - like this ■.

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

	Oui / *Yes*	Non/*No* Abst/*Abs*		Oui / *Yes*	Non/*No* Abst/*Abs*
A			F		
B			G		
C			H		
D			J		
E					

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 GIVE MY PROXY TO 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)*

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*
- [illegible]ens (l'abstention équivaut à un vote contre). / *I abstain from voting (is equivalent to a vote NO)*
- [illegible]procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale
pour voter en mon nom / *I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf*

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

le samedi 2 mai / *on Saturday, May 2nd*

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 fill in this section for the case where 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

2015 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) and/or are available at Lagardère SCA's headquarters, at bureau B13, Immeuble Monceau, 42 rue Washington in Paris (8th Arrondissement).

SENDING THE DOCUMENTATION AND INVITATIONS RELATING TO FUTURE LAGARDÈRE SCA GENERAL MEETINGS BY E-MAIL

Lagardère SCA is offering to send you all documents related to its future general meetings via e-mail. Current French legislation requires your prior written consent for these documents to be sent to you electronically. This consent will be valid for all the registered positions you hold with BNP Paribas Securities Services.

Respect for the environment is one of our major commitments as a socially-responsible company. We would like to ask you to take the opportunity of this meeting to support this initiative and limit the mass output of paper documents.

Please therefore complete the detachable reply coupon below (required for identification purposes) and return it to us in the prepaid envelope enclosed (marked with a T).

We are confident we can rely on a large number of you to commit to this socially-responsible initiative.

HOW DO I RETURN THIS REPLY COUPON?
Complete the reply coupon below.
Detach it by cutting along the dotted line.
Put it in the enclosed prepaid envelope (marked with a T).

REPLY COUPON

Lagardère

Use **capital letters.** Must be returned in the prepaid envelope (marked with a T) enclosed.

I AGREE TO RECEIVE E-MAIL NOTIFICATION FOR LAGARDÈRE SCA GENERAL MEETINGS

I hereby authorize Lagardère SCA, as of the date of signature of this document, to notify me of Lagardère SCA general meetings, and send all relevant documentation, to the e-mail address indicated below. This consent applies only to all of my registered positions held with BNP Paribas Securities Services.

Mr / Mrs / Ms *(delete as appropriate)* Last name: |_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|

First name: |_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_| Date of birth: |_|_| |_|_| |_|_|_|_|

BNP Paribas shareholder number *(identification number):* |_|_|_|_|_|_|_|

You will find your identification number on the attached postal vote and proxy forms.

Postal address:

|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|

Street name and number:

|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|

Additional address information (PO Box, etc.):

|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|

Post Code: Town Country

|_|_|_|_|_| |_|_|_|_|_|_|_|_|_|_|_|_|_|_|_| |_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|

E-mail address: |_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_|_| @ |_|_|_|_|_|_|_|_|_|_|_|

Date: Signature:

If, at any time, you decide that you would like to return to receiving notifications of general meetings, and the relevant documentation, by mail, simply notify us of this decision by registered letter with acknowledgement receipt sent to: BNP Paribas Securities Services - 9, rue du Débarcadère - 93761 Pantin cedex.

REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION

Annual Ordinary and Extraordinary General Meeting of Lagardère SCA

TUESDAY, 5 MAY 2015 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 5 May 2015.

Signed in (city): ..... **on (date):** **2015**

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 and information 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 - 75016 Paris.
Commercial Register: 320 366 446 RCS Paris - SIRET: 320 366 446 00013

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, 75016 Paris
Registered with the Paris Trade and Companies Registry under number 320 366 446

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