

Paris, April 20, 2016

**ADDITIONAL INFORMATION REGARDING PROPOSED RESOLUTIONS
N°5 & 12 PRESENTED TO THE COMBINED GENERAL MEETING
OF 3 MAY 2016:
PERFORMANCE SHARE AWARDS**

The Managing Partners consider appropriate to present the following additional information regarding notably the proposed resolution n°12 submitted to the vote of Lagardère SCA's shareholders at the Company's Combined General Meeting which will be held on Tuesday, 3 May 2016, relating to the authorization to be given to the Managing Partners, for a period of 38 months, to award free performance shares. These details are given in addition to the information already provided on pages 28 and 29 of the General Meeting Document which was sent to all shareholders.

PERFORMANCE CONDITIONS FOR THE VESTING OF THE SHARES

As indicated in the General Meeting Document, the selected performance conditions are based on internal criteria, which represent key indicators as to the Group's growth and will be measured over a period of three consecutive fiscal years (the « Reference Period »), each criteria having an equal weight :

1. The Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next :

Vesting of 50% of the performance shares awarded will be subject to the achievement by the Group during the Reference Period of an Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next, at least one-third higher than the Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next, achieved during the preceding three-year period, as indicated in the Reference Documents published for such three-year period.¹

2. Average Annual Amount of Net Cash from Operating Activities :

Vesting of 50% of the performance shares awarded will be subject to the achievement by the Group during the Reference Period of an Average Annual Amount of Net Cash from Operating Activities at least one-third higher than the Average Annual Amount of Net Cash from Operating Activities achieved during the preceding three-year period, as indicated in the Reference Documents published for such three-year period.

¹ The Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next is indicated in Chapter 7 of the Reference Documents 2014 and 2015 and will be indicated in all future Reference Documents.

Accordingly, for a first performance share plan awarded in early 2016 with a Reference Period covering fiscal years 2016, 2017 and 2018, the objectives described above will be set by comparison with the levels achieved during the 2013-2015 period which will lead to the following amounts:

- Objective relating to Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next:**

$$+ 5.84\%^2 + 1/3 \times 5.84 = +7.79\%$$

- Objective relating to Average Annual Amount of Net Cash from Operating Activities:**

$$€ 356 \text{ M}^3 + 1/3 \times 356 = € 475 \text{ M}$$

VESTING SCALE

As indicated in the General Meeting Document, for each of these objectives:

- free shares will only vest if the achievement rate is 100% or higher (therefore the outperformance of the objectives will not entail the vesting of any additional share);
- if the achievement rate is lower than 66%, then all the shares allocated to that objective will be lost;
- if the achievement rate is between 66% and 100% of the objective, there will be a proportional linear vesting from 0% to 100% of the shares allocated to that objective.

Accordingly, for a first performance share plan awarded in early 2016, the vesting scale will be as follows:

	Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next	Average Annual Amount of Net Cash from Operating Activities
Vesting of 100% of the performance shares	+7.79% and above	€ 475 M and above
Vesting of 0% of the performance shares	Below + 5.14% (7.79 x 66%)	Below € 313 M (475 x 66%)
Proportional linear vesting	Between +5.14% and + 7.79%	Between € 313 M and € 475 M

² Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next achieved during the 2013-2015 period, as notably indicated in the 2014 and 2015 Reference Documents.

³ Average Annual Amount of Net Cash from Operating Activities achieved during the 2013-2015 period, as indicated in the Reference Documents published for such period.

As indicated in the General Meeting Document, pursuant to this vesting scale, the achievement during the Reference Period of performance levels « simply » equal to those observed for the preceding three-year period would only result in the vesting of around one-quarter of the total number of free shares initially awarded, as shown below:

- 1. Vesting based on the objective relating to Average Annual Rate of Growth in Recurring Operating Profit of fully consolidated companies, at constant exchange rates and consolidation scope from one year to the next :**

$$(5.84^4 - 5.14) / (7.79 - 5.14) = 0.26$$

i.e. 26% of the free shares allocated to that objective (50% of the global award)
or 13% of the global initial award

- 2. Vesting based on the objective relating to Average Annual Amount of Net Cash from Operating Activities :**

$$(356^5 - 313) / (475 - 313) = 0,26$$

i.e. 26% of the free shares allocated to that objective (50% of the global award)
or 13% of the global initial award

leading to a final vesting of 26% of the global initial award

COMPARISON WITH PREVIOUS LAGARDÈRE SCA PERFORMANCE SHARE AWARDS PLANS

As indicated in the General Meeting Document, the performance conditions and vesting scale described above, that would apply to future plans awarded within the scope of the authorization sought in the proposed resolution n°12, are based on an enhanced performance standard, which significantly strengthen the alignment of the interests of the Group's executives with those of the shareholders over the long term.

Indeed, previous free share awards were based on performance conditions, for which achievement was measured over each year of the reference period, each of this annual achievement allowing the vesting of a tranche of free shares.

However, the 2015 performance share plan includes a minimum achievement rate of 50% of each objective, below which all free shares are lost and from which proportional linear vesting starts from 0% to 100% of the shares. (Pursuant to this vesting scale, an achievement rate of 57% allows the vesting of 14% of the free shares initially awarded.)

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⁴ Average Annual Rate of Growth in Recurring Operating Profit achieved over the 2016-2018 period equal to the Average Annual Rate of Growth in Recurring Operating Profit achieved over the 2013-2015 period.

⁵ Average Annual Amount of Net Cash from Operating Activities achieved over the 2016-2018 period equal to the Average Annual Amount of Net Cash from Operating Activities achieved over the 2013-2015 period.

LAGARDERE SCA

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

Divided into 131,133,286 shares of €6.10 par value each

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