

4 May 2017

GENERAL MEETING DOCUMENT

Annual Ordinary and
Extraordinary General Meeting

Fiscal Year 2016

Lagardère SCA

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 – France

Telephone: +33 (0)1 40 69 16 00

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

Website: www.lagardere.com

This English version has been prepared for the convenience of English speaking readers.

*It is a translation of the original French Document d'Assemblée Générale prepared for the Annual Ordinary and Extraordinary General Meeting.
It is intended for general information only and in case of discrepancies the French original shall prevail.*

3.1.2 PRESENTATION OF THE PROPOSED RESOLUTIONS**1ST RESOLUTION:****APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

The first resolution concerns the approval of the Company's financial statements for the year ended 31 December 2016, showing a profit of €31.4 million compared with a profit of €41 million in 2015.

3RD RESOLUTION:**ALLOCATION OF THE COMPANY'S RESULTS AND DIVIDEND DISTRIBUTION**

The Company's profit for the year ended 31 December 2016 amounts to:
which, in addition to retained earnings of

€31,439,791.22

€247,143,471.47

makes a distributable profit of

€278,583,262.69

We are proposing, in agreement with the Supervisory Board, to allocate this distributable profit as follows:

1. Payment of the dividend to the General Partners in accordance with the Articles of Association

In accordance with the provisions of the Articles of Association, it is proposed that an amount of €1,755,816.74, equal to 1% of consolidated profit for the year attributable to owners, should be deducted from distributable profit for payment to the General Partners.

2. Payment of a dividend to shareholders

We are proposing to pay a dividend of €1.30 per share, i.e., a maximum aggregate amount of €170,473,271.80 based on the number of shares currently comprising the share capital.

The ex-dividend date would be Monday, 8 May 2017, and the dividend would be paid as of Wednesday, 10 May 2017, to holders of registered shares (for *nominatif pur* shares) or their duly appointed representatives (for *nominatif administré* shares), by cheque or by bank transfer.

2ND RESOLUTION:**APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

The second resolution concerns the approval of the consolidated financial statements for the year ended 31 December 2016, showing profit attributable to owners of €175.6 million, compared with €74.3 million in 2015.

Treasury shares held on the ex-dividend date would not be eligible for the dividend payment.

Shares created before the ex-dividend date would be eligible for the dividend payment.

The dividend would be eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code (*Code général des impôts*).

3. Allocation of the balance of distributable profit to retained earnings

We propose to allocate the balance of distributable profit – corresponding to a minimum of €106,354,174.15 – to retained earnings.

In accordance with the requirement in article 243 *bis* of the French Tax Code, we remind you that dividends paid over the past three fiscal years correspond to the amounts shown in the table below, and that all of these amounts were eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code.

(in euros)/Fiscal year	2013	2014	2015
Dividends paid to shareholders			
Dividend per share	10.30*	1.30	1.30
Total dividend payout	1,322,473,967.20	166,782,744.70	167,345,521.20
Dividends paid to General Partners	13,073,700.00	414,180.00	742,702.45
Total	1,335,547,667.20	167,196,924.70	168,088,223.65

* Corresponding to:

- (i) the extra portion of the 2013 dividend, which amounted to €9 and was paid as an interim dividend following the decision taken by the Managing Partners on 21 May 2013; and
- (ii) the ordinary portion of the 2013 dividend, which amounted to €1.30 as set at the Annual General Meeting of 6 May 2014.

We also remind you that, as decided at the Annual General Meeting of 6 May 2014, an extra dividend of €6 per share was paid in 2014, corresponding to the payment to shareholders of an aggregate amount of €765,380,544 deducted from "Share premiums" and fully eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code.

4TH TO 7TH RESOLUTIONS:

ISSUING OF AN OPINION ON THE COMPONENTS OF REMUNERATION PAYABLE OR GRANTED TO THE EXECUTIVE CORPORATE OFFICERS AND THE CHAIRMAN OF THE SUPERVISORY BOARD IN RESPECT OF 2016

In application of the recommendation set out in section 26 of the November 2016 revised version of the Afep-Medef Corporate Governance Code – which the Company uses as its corporate governance framework – in the fourth to seventh resolutions shareholders are invited to issue their opinion on the components of remuneration payable or granted in respect of 2016 to each of the Company's corporate officers, namely:

- ▶ Arnaud Lagardère, in his capacity as Managing Partner of Lagardère SCA and Chairman and Chief Executive Officer of Arjil Commanditée-Arco, Managing Partner of Lagardère SCA (fourth resolution);
- ▶ Pierre Leroy and Thierry Funck-Brentano, in their capacity as Chief Operating Officers of Arjil Commanditée Arco, Managing Partner of Lagardère SCA (fifth resolution);

- ▶ Dominique D'Hinnin, whose term of office as Chief Operating Officer of Arjil Commanditée-Arco, Managing Partner of Lagardère SCA, ended in 2016 (sixth resolution);
- ▶ Xavier de Sarrau, in his capacity as Chairman of the Supervisory Board of Lagardère SCA, which gives him the status of a non-executive corporate officer within the meaning of the November 2016 revised version of the Afep-Medef Corporate Governance Code (seventh resolution).

Shareholders are invited to issue a favourable opinion on the components of remuneration shown below (presentation based on the recommendation set out in the December 2016 revised version of the Application Guide of the Afep-Medef Corporate Governance Code).

We remind you that these components of remuneration are also presented in detail in section 7.3 of the Reference Document (paragraphs 7.3.1, 7.3.2, 7.3.3, 7.3.5 and 7.3.6).

ARNAUD LAGARDÈRE:

Components of remuneration payable or granted for 2016	Gross amount or accounting value	Comments
Annual fixed remuneration	€1,140,729	▶ The gross amount of Arnaud Lagardère's annual fixed remuneration has not changed since 2009.
Annual variable remuneration	€1,711,093	<p>▶ Arnaud Lagardère's annual variable remuneration is based solely on quantitative criteria related to the Group's performance in 2016 (growth rate for Group recurring operating profit compared with the target growth rate for Group recurring operating profit communicated as market guidance, and net cash from operating activities of fully consolidated companies compared with the budget prepared at the start of the year. The average figures calculated based on these two criteria may be reduced, where appropriate, by applying the ratio between Group recurring operating profit in 2016 and that generated in 2015 (see section 7.3.1 of the Reference Document).</p> <p>▶ The achievement rate for the above criteria is applied to a benchmark amount of €1,400,000.</p> <p>▶ Arnaud Lagardère's annual variable remuneration may not exceed 150% of his annual fixed remuneration.</p> <p>▶ In light of the achievement rate attained in 2016 (1.37 versus 1.47975 in 2015 and 0.903 in 2014), Arnaud Lagardère's annual variable remuneration amounted to 150% of his annual fixed remuneration in 2016 (after applying the relevant cap).</p>
Multi-annual cash-settled variable remuneration	N/A	▶ Arnaud Lagardère does not receive any multi-annual cash-settled variable remuneration.
Share options, performance shares and other grants of securities	N/A	▶ Arnaud Lagardère has not received any share options, performance shares, or other grants of securities since his appointment as Managing Partner in 2003.
Extraordinary remuneration	N/A	▶ Arnaud Lagardère did not receive any extraordinary remuneration for 2016.
Attendance fees	N/A	▶ Arnaud Lagardère was not entitled to and did not receive any attendance fees for 2016.
Benefits in kind	€18,616	▶ This corresponds to Arnaud Lagardère's potential personal use of his company car.
Benefits linked to taking up or terminating office	N/A	▶ Arnaud Lagardère is not entitled to any benefits of this nature.
Benefits linked to non-competition agreements	N/A	▶ Arnaud Lagardère is not entitled to any benefits of this nature.
Supplementary pension plan	€0	<p>▶ Arnaud Lagardère is a beneficiary of the defined benefit supplementary pension plan set up by Lagardère Capital & Management for members of the Executive Committee.</p> <p>▶ The plan is a conditional benefit plan, and the pension will only be payable if the beneficiary is still with the company at retirement age, except in the event of (i) termination (other than for serious misconduct) after the age of 55 if the beneficiary does not take up another post, (ii) long-term disability or (iii) early retirement.</p> <p>▶ Arnaud Lagardère's pension benefit entitlements vest at a rate of 1.75% of the Benchmark Remuneration per year of membership of the plan.</p> <p>▶ The Benchmark Remuneration corresponds to the average gross annual remuneration over the last five years (fixed and variable up to a maximum of 100% of the fixed portion) and cannot exceed 50 times the annual ceiling used to calculate social security contributions (corresponding to a maximum of €1,930,800 in 2016).</p> <p>▶ As the number of years of plan membership used to calculate the benefit entitlements is capped at 20, the supplementary pension cannot exceed 35% of the Benchmark Remuneration, i.e., a maximum amount of €675,780 in 2016.</p> <p>▶ At 31 December 2016, the estimated amount of Arnaud Lagardère's annuity, calculated in accordance with the applicable regulations, would represent approximately 23.70% of his total gross remuneration (fixed and variable) paid in 2016.</p> <p>▶ No benefits were due or paid to Arnaud Lagardère under this plan for 2016.</p>

PIERRE LEROY:

Components of remuneration payable or granted for 2016	Gross amount or accounting value	Comments
Annual fixed remuneration	€1,474,000	▶ The gross amount of Pierre Leroy's annual fixed remuneration has not changed since 2011.
Annual variable remuneration	€760,800	<p>▶ Pierre Leroy's annual variable remuneration includes:</p> <ul style="list-style-type: none"> – a portion based on quantitative criteria, determined by reference to the Group's performance in 2016 (growth rate for Group recurring operating profit compared with the target growth rate for Group recurring operating profit communicated as market guidance, and net cash from operating activities of fully consolidated companies compared with the budget prepared at the start of the year. The average of the figures calculated based on these two criteria may be reduced, where appropriate, by applying the ratio between Group recurring operating profit in 2016 and that generated in 2015 (see section 7.3.1 of the Reference Document); – a portion based on qualitative criteria, corresponding to a set of priority targets related to three domains, each of which are given an equal weighting: the rollout of the Group's strategic plan, the quality of governance and management, and the implementation of the Group's CSR policy (see section 7.3.1 of the Reference Document). <p>▶ The achievement rate for the above objectives are applied to a total benchmark amount of €600,000 (€300,000 for the qualitative portion and €300,000 for the quantitative portion).</p> <p>▶ Pierre Leroy's annual variable remuneration may not exceed 75% of his annual fixed remuneration, and the amount of the qualitative portion is capped at 33% of his annual fixed remuneration. Consequently, the qualitative portion may not represent more than 44% of his maximum annual variable remuneration.</p> <p>▶ In light of the achievement rates for these objectives in 2016 (1.37 for the quantitative objectives versus 1.47975 in 2015 and 0.903 in 2014; and 1.166 for the qualitative objectives versus 1.083 in 2015 and 1 in 2014), Pierre Leroy's annual variable remuneration amounted to 51.61% of his annual fixed remuneration in 2016.</p>
Multi-annual cash-settled variable remuneration	N/A	▶ Pierre Leroy does not receive any multi-annual cash-settled variable remuneration.
Share options, performance shares and other grants of securities	€594,560	<p>▶ In 2016, Pierre Leroy was awarded 32,000 rights to performance shares, representing 0.024% of the company's share capital.</p> <p>▶ These performance shares will vest after three years, in 2019, provided that (i) Pierre Leroy is still an executive corporate officer of the Company on the vesting date, and (ii) the following performance conditions have been met for the period from 2016-2018:</p> <ul style="list-style-type: none"> – for 50% of the shares, the average annual growth rate for Group recurring operating profit must be equal to or more than 7.79% (representing an increase of at least 33% compared with the average rate for 2013-2015); – for 50% of the shares, the average annual amount of consolidated net cash from operating activities must be equal to or more than €475 million (representing an increase of at least 33% compared with the average amount for 2013-2015). <p>▶ For each of these two objectives a minimum performance level has been set corresponding to a 66% achievement rate for the objective. If this minimum level is not reached, all of the rights to performance shares contingent on that objective will be forfeited. If the performance level for an objective is equal to or higher than this 66% threshold, the shares actually allocated will be calculated on a linear proportional basis (ranging from 0% to 100% of the shares concerned).</p> <p>▶ Vested performance shares must be held for at least two years. Subsequently, a quarter of the shares must be held until Pierre Leroy has constituted a portfolio of Lagardère shares whose value is at least equal to one year's worth of his remuneration, and another quarter must be held until he leaves his position within the Group.</p> <p>▶ This performance share grant – which complied with the framework set by the Supervisory Board on 9 March 2016 – was carried out by the Managing Partners on 9 May 2016 using the authorisation given at the 3 May 2016 Annual General Meeting (12th resolution).</p> <p>▶ Pierre Leroy did not receive any share options in 2016 and was not granted any securities other than the above-described performance shares.</p>
Extraordinary remuneration	N/A	▶ Pierre Leroy did not receive any extraordinary remuneration for 2016.
Attendance fees	N/A	▶ Pierre Leroy was not entitled to and did not receive any attendance fees for 2016.
Benefits in kind	€16,281	▶ This corresponds to Pierre Leroy's potential personal use of his company car.
Benefits linked to taking up or terminating office	N/A	▶ Pierre Leroy is not entitled to any benefits of this nature.
Benefits linked to non-competition agreements	N/A	▶ Pierre Leroy is not entitled to any benefits of this nature.
Supplementary pension plan	€0	<p>▶ Pierre Leroy is a beneficiary of the defined benefit supplementary pension plan set up by Lagardère Capital & Management for members of the Executive Committee.</p> <p>▶ The plan is a conditional benefit plan, and the pension will only be payable if the beneficiary is still with the company at retirement age, except in the event of (i) termination (other than for serious misconduct) after the age of 55 if the beneficiary does not take up another post, (ii) long-term disability, or (iii) early retirement.</p> <p>▶ Pierre Leroy's pension benefit entitlements vest at a rate of 1.75% of the Benchmark Remuneration per year of membership of the plan.</p> <p>▶ The Benchmark Remuneration corresponds to the average gross annual remuneration over the last five years (fixed and variable) and cannot exceed 50 times the annual ceiling used to calculate social security contributions (corresponding to a maximum of €1,930,800 in 2016).</p> <p>▶ As the number of years of plan membership used to calculate the benefit entitlements is capped at 20, the supplementary pension cannot exceed 35% of the Benchmark Remuneration, i.e., a maximum amount of €675,780 in 2016.</p> <p>▶ At 31 December 2016, the estimated amount of Pierre Leroy's annuity, calculated in accordance with the applicable regulations, would represent approximately 30.13% of his total gross remuneration (fixed and variable) paid in 2016.</p> <p>▶ No benefits were due or paid to Pierre Leroy under this plan for 2016.</p>

THIERRY FUNCK-BRENTANO:

Components of remuneration payable or granted for 2016	Gross amount or accounting value	Comments
Annual fixed remuneration	€1,206,000	► The gross amount of Thierry Funck-Brentano's annual fixed remuneration has not changed since 2011.
Annual variable remuneration	€760,800	<p>► Thierry Funck-Brentano's annual variable remuneration includes:</p> <ul style="list-style-type: none"> – a portion based on quantitative criteria, determined by reference to the Group's performance in 2016 (growth rate for Group recurring operating profit compared with the target growth rate for Group recurring operating profit communicated as market guidance, and net cash from operating activities of fully consolidated companies compared with the budget prepared at the start of the year. The average of the figures calculated based on these two criteria may be reduced, where appropriate, by applying the ratio between Group recurring operating profit in 2016 and that generated in 2015 (see section 7.3.1 of the Reference Document); – a portion based on qualitative criteria, corresponding to a set of priority targets related to three domains, each of which are given an equal weighting: the rollout of the Group's strategic plan, the quality of governance and management, and the implementation of the Group's CSR policy (see section 7.3.1 of the Reference Document). <p>► The achievement rates for the above objectives are applied to a total benchmark amount of €600,000 (€300,000 for the qualitative portion and €300,000 for the quantitative portion).</p> <p>► Thierry Funck-Brentano's annual variable remuneration may not exceed 75% of his annual fixed remuneration, and the amount of the qualitative portion is capped at 33% of his annual fixed remuneration. Consequently, the qualitative portion may not represent more than 44% of his maximum annual variable remuneration.</p> <p>► In light of the achievement rates for these objectives in 2016 (1.37 for the quantitative objectives versus 1.47975 in 2015 and 0.903 in 2014; and 1.166 for the qualitative objectives versus 1.083 in 2015 and 1 in 2014), Thierry Funck-Brentano's variable remuneration amounted to 63.08% of his annual fixed remuneration in 2016.</p>
Multi-annual cash-settled variable remuneration	N/A	► Thierry Funck-Brentano does not receive any multi-annual cash-settled variable remuneration.
Share options, performance shares and other grants of securities	€594,560	<p>► In 2016, Thierry Funck-Brentano was awarded 32,000 rights to performance shares, representing 0.024% of the Company's share capital.</p> <p>► These performance shares will vest after three years, in 2019, provided that (i) Thierry Funck-Brentano is still an executive corporate officer of the Company on the vesting date, and (ii) the following performance conditions have been met for the period from 2016 to 2018:</p> <ul style="list-style-type: none"> – for 50% of the shares, the average annual growth rate for Group recurring operating profit must be equal to or more than 7.79% (representing an increase of at least 33% compared with the average rate for 2013-2015); – for 50% of the shares, the average annual amount of consolidated net cash from operating activities must be equal to or more than €475 million (representing an increase of at least 33% compared with the average amount for 2013-2015). <p>► For each of these two objectives a minimum performance level has been set corresponding to a 66% achievement rate for the objective. If this minimum level is not reached, all of the rights to performance shares contingent on that objective will be forfeited. If the performance level for an objective is equal to or higher than this 66% threshold, the shares actually allocated will be calculated on a linear proportional basis (ranging from 0% to 100% of the shares concerned).</p> <p>► Vested performance shares must be held for at least two years. Subsequently, a quarter of the shares must be held until Thierry Funck-Brentano has constituted a portfolio of Lagardère shares whose value is at least equal to one year's worth of his remuneration, and another quarter must be held until he leaves his position within the Group.</p> <p>► This performance share grant – which complied with the framework set by the Supervisory Board on 9 March 2016 – was carried out by the Managing Partners on 9 May 2016 using the authorisation given at the 3 May 2016 Annual General Meeting (12th resolution).</p> <p>► Thierry Funck-Brentano did not receive any share options in 2016 and was not granted any securities other than the above-described performance shares.</p>
Extraordinary remuneration	N/A	► Thierry Funck-Brentano did not receive any extraordinary remuneration for 2016.
Attendance fees	N/A	► Thierry Funck-Brentano was not entitled to and did not receive any attendance fees for 2016.
Benefits in kind	€13,644	► This corresponds to Thierry Funck-Brentano's potential personal use of his company car.
Benefits linked to taking up or terminating office	N/A	► Thierry Funck-Brentano is not entitled to any benefits of this nature.
Benefits linked to non-competition agreements	N/A	► Thierry Funck-Brentano is not entitled to any benefits of this nature.
Supplementary pension plan	€0	<p>► Thierry Funck-Brentano is a beneficiary of the defined benefit supplementary pension plan set up by Lagardère Capital & Management for members of the Executive Committee.</p> <p>► The plan is a conditional benefit plan, and the pension will only be payable if the beneficiary is still with the company at retirement age, except in the event of (i) termination (other than for serious misconduct) after the age of 55 if the beneficiary does not take up another post, (ii) long-term disability, or (iii) early retirement.</p> <p>► Thierry Funck-Brentano's pension benefit entitlements vest at a rate of 1.75% of the Benchmark Remuneration per year of membership of the plan.</p> <p>► The Benchmark Remuneration corresponds to the average gross annual remuneration over the last five years (fixed and variable) and cannot exceed 50 times the annual ceiling used to calculate social security contributions (corresponding to a maximum of €1,930,800 in 2016).</p> <p>► As the number of years of plan membership used to calculate the benefit entitlements is capped at 20, the supplementary pension cannot exceed 35% of the Benchmark Remuneration, i.e., a maximum amount of €675,780 in 2016.</p> <p>► At 31 December 2016, the estimated amount of Thierry Funck-Brentano's annuity, calculated in accordance with the applicable regulations, would represent approximately 32.62% of his total gross remuneration (fixed and variable) paid in 2016.</p> <p>► No benefits were due or paid to Thierry Funck-Brentano under this plan for 2016.</p>

DOMINIQUE D'HINNIN:

Components of remuneration payable or granted for 2016	Gross amount or accounting value	Comments
Annual fixed remuneration	€907,850	▶ This amount corresponds to the portion of Dominique D'Hinnin's annual fixed remuneration due for the period from 1 January to 1 October 2016, the date on which his employment contract was terminated. The total annual fixed remuneration used as the basis for this calculation was €1,206,000 (unchanged since 2011).
Annual variable remuneration	€500,000	▶ This amount corresponds to the proportion of Dominique D'Hinnin's annual variable remuneration due for the period from 1 January to 1 October 2016. It was calculated based on the average of his annual variable remuneration for 2014 and 2015 (€669,912), rounded down.
Multi-annual cash-settled variable remuneration	N/A	▶ Dominique D'Hinnin did not receive any multi-annual cash-settled variable remuneration.
Share options, performance shares and other grants of securities	N/A	▶ Dominique D'Hinnin did not receive any share options, performance shares, or other grants of securities in 2016.
Extraordinary remuneration	N/A	▶ Dominique D'Hinnin did not receive any extraordinary remuneration for 2016.
Attendance fees	N/A	▶ Dominique D'Hinnin was not entitled to and did not receive any attendance fees for 2016.
Benefits in kind	€7,646	▶ This corresponds to Dominique D'Hinnin's potential personal use of his company car until 1 October 2016.
Benefits linked to taking up or terminating office	€3,744,799	▶ This amount – which was paid at the end of Dominique D'Hinnin's employment contract on 1 October 2016 – corresponds to the following benefits: <ul style="list-style-type: none"> – a statutory and conventional termination allowance (€2,812,199); – a settlement payment (€932,600). ▶ The total amount of Dominique D'Hinnin's termination payment is below the ceiling of two years' worth of fixed and variable remuneration recommended in the Afep-Medef Corporate Governance Code.
Benefits linked to non-competition agreements	N/A	▶ Dominique D'Hinnin is not entitled to any benefits of this nature.
Supplementary pension plan	€0	▶ In accordance with the terms and conditions of the defined benefit supplementary pension plan set up by Lagardère Capital & Management for members of the Executive Committee, Dominique D'Hinnin will continue to be a beneficiary under the plan provided that he does not exercise any professional activity until the date on which he becomes entitled to receive a state pension. <ul style="list-style-type: none"> ▶ The plan is a conditional benefit plan, and the pension will only be payable if the beneficiary is still with the company at retirement age, except in the event of (i) termination (other than for serious misconduct) after the age of 55 if the beneficiary does not take up another post, (ii) long-term disability, and (iii) early retirement. ▶ Dominique D'Hinnin's pension benefit entitlements vested at a rate of 1.75% of the Benchmark Remuneration per year of membership of the plan. ▶ The Benchmark Remuneration corresponds to the average gross annual remuneration over the last five years (fixed and variable) and cannot exceed 50 times the annual ceiling used to calculate social security contributions (corresponding to a maximum of €1,930,800 in 2016). ▶ As the number of years of plan membership used to calculate the benefit entitlements is capped at 20, the supplementary pension cannot exceed 35% of the Benchmark Remuneration, i.e., a maximum amount of €675,780 in 2016. ▶ In accordance with the above terms and conditions, the amount of the annuity for which Dominique D'Hinnin could be eligible provided that he does not exercise any other professional activity until the date on which he becomes entitled to receive a state pension corresponds to €571,105. ▶ No benefits were paid to Dominique D'Hinnin under this plan for 2016.
Other components of remuneration	€163,774	▶ This amount corresponds to the statutory compensation for paid leave due on termination of Dominique D'Hinnin's employment contract.

XAVIER DE SARRAU:

Components of remuneration payable or granted for 2016	Gross amount or accounting value	Comments
Annual fixed remuneration	€240,000	<ul style="list-style-type: none"> ▶ This remuneration – which does not constitute a salary – is awarded to Xavier de Sarrau on the recommendation of the Appointments, Remuneration and Governance Committee in return for the numerous specific tasks that he carries out in addition to and in connection with his duties as Chairman of the Board. ▶ The amount of this remuneration has not changed since Xavier de Sarrau took up office on 27 April 2010.
Annual variable remuneration	N/A	▶ Xavier de Sarrau does not receive any annual variable remuneration.
Multi-annual cash-settled variable remuneration	N/A	▶ Xavier de Sarrau does not receive any multi-annual cash-settled variable remuneration.
Share options, performance shares and other grants of securities	N/A	▶ Xavier de Sarrau does not receive any share options, performance shares or grants of other securities.
Extraordinary remuneration	N/A	▶ Xavier de Sarrau has not received any extraordinary remuneration since he took up office on 27 April 2010.
Attendance fees	€92,105.26	<ul style="list-style-type: none"> ▶ This amount – which is subject to withholding tax – corresponds to the attendance fees due to Xavier de Sarrau in 2017 for the duties he performed as Chairman of the Supervisory Board and the Audit Committee in 2016. ▶ The aggregate amount of attendance fees allocated among Supervisory Board members was set by the shareholders at €700,000 at the Annual General Meeting of 10 May 2011. Each member of the Supervisory Board receives a basic portion of attendance fees. The following members also receive an additional portion of attendance fees corresponding to a multiple of the basic portion: members of the Board Committees (twice the basic portion) and the Chairman of the Supervisory Board and the Committee Chairmen (one basic portion). The basic portion of attendance fees is equal to the total attendance fees divided by the total number of portions to which Board members are entitled. The variable portion of the fees, which is determined based on actual attendance at meetings, represents 60% of the total amount received. ▶ The amount due to Xavier de Sarrau for 2016 corresponds to five basic portions of attendance fees with an attendance rate of 100%.
Benefits in kind	N/A	▶ Xavier de Sarrau does not receive any benefits in kind.
Benefits linked to taking up or terminating office	N/A	▶ Xavier de Sarrau is not entitled to any benefits of this nature.
Benefits linked to non-competition agreements	N/A	▶ Xavier de Sarrau is not entitled to any benefits of this nature.
Supplementary pension plan	N/A	▶ Xavier de Sarrau is not a member of a supplementary pension plan.

8TH TO 12TH RESOLUTIONS:**RE-APPOINTMENT OF FIVE MEMBERS OF THE SUPERVISORY BOARD**

The terms of office as Supervisory Board members of Martine Chêne, Soumia Belaidi Malinbaum, Aline Sylla-Walbaum, François David and Javier Monzón are due to expire at the close of this Annual General Meeting. Shareholders are therefore invited to re-appoint all five of these Supervisory Board members:

Proposed re-appointment	Term	Resolution
Martine Chêne	3 years	8 th
François David	3 years	9 th
Soumia Belaidi Malinbaum	4 years	10 th
Javier Monzón	3 years	11 th
Aline Sylla-Walbaum	4 years	12 th

The profiles of these Supervisory Board members are provided in section 4.3 of this document.

13TH AND 14TH RESOLUTIONS:**RE-APPOINTMENT OF ERNST & YOUNG ET AUTRES AS STATUTORY AUDITOR FOR A PERIOD OF SIX FISCAL YEARS AND NON-RENEWAL OF THE TERM OF OFFICE OF AUDITEX AS SUBSTITUTE AUDITOR**

The terms of office of Ernst & Young et Autres as Statutory Auditor of the Company and of Auditex as Substitute Auditor are due to expire at the close of this Annual General Meeting.

In November 2013, the Audit Committee decided not to issue an invitation to tender for the upcoming renewals of the terms of office of the Company's two Statutory Auditors (see p.245 of the 2013 Reference Document).

In the thirteenth resolution, shareholders are therefore invited to re-appoint Ernst & Young et Autres as Statutory Auditor for a period of six fiscal years, it being specified that in accordance with the new regulations applicable since the recent EU audit reforms, Ernst & Young et Autres will not be able to be further re-appointed once this new term expires.

In compliance with French law 2016-1691 of 9 December 2016 relating to transparency, anti-corruption measures and the modernisation of the economy, in the fourteenth resolution shareholders are invited not to re-appoint Auditex as Substitute Auditor because a Substitute Auditor is no longer required when the Statutory Auditor is neither an individual person nor a one-person company.

As the Company's Articles of Association have not been updated to reflect this new legal framework, the non-reappointment of Auditex as Substitute Auditor will be subject to the adoption of the twenty-seventh resolution which provides for the required harmonisation of the Articles of Association.

15TH RESOLUTION:

AUTHORISATION TO BE GIVEN TO THE MANAGING PARTNERS, FOR A PERIOD OF EIGHTEEN MONTHS, TO TRADE IN THE COMPANY'S SHARES

During 2016, the Company carried out the following transactions related to its shares, pursuant to authorisations given by the shareholders:

- ▶ 626,955 shares representing 0.48% of the share capital were purchased under a liquidity contract intended to promote liquidity and stabilise the market for the Company's shares;
- ▶ 657,650 shares purchased on the market under the liquidity contract were resold;
- ▶ 340,887 shares were cancelled.

Accordingly, on 31 December 2016, the Company held 1,952,575 treasury shares representing 1.49% of the share capital, including 1,933,575 held for future awards to employees and 19,000 allocated to the liquidity contract.

Please refer to section 8.1.2.2 of the Reference Document for a breakdown of all of the transactions carried out by the Company related to its shares during 2016, including those carried out pursuant to the authorisation currently in force which was given at the Annual General Meeting of 3 May 2016.

In the fifteenth resolution submitted for your approval, we are seeking renewal of our authorisation to trade in the Company's shares. This authorisation is now subject to EU Regulation 596/2014 on market abuse, which came into force on 3 July 2016.

The applicable terms and conditions for the use of this authorization would be as follows:

- ▶ the number of shares purchased would not be able to exceed 10% of the share capital and could not result in the Company directly or indirectly holding more than 10% of its capital. Based on the share capital at 28 February 2017 and taking into account shares held directly by the Company at that date, the maximum number of shares that could be purchased under this authorisation would be 11,089,753, representing 8.46% of the share capital, assuming that the Company does not cancel or transfer any of the shares it currently holds;
- ▶ the maximum per-share purchase price would be set at €40, excluding transaction expenses, and the maximum aggregate acquisition amount would be set at €500 million. The first amount could, however, be adjusted by the Managing Partners to take into account the impact on the share price of any corporate actions carried out by the Company;

- ▶ the authorisation could only be used for the purposes for which it was originally granted, namely: to reduce the share capital; to award free shares or share options; to implement employee share ownership schemes; to allocate shares on the exercise of rights attached to securities that give access to the Company's share capital; to tender shares in exchange or as consideration for external growth transactions, a merger, demerger or asset contribution; and to promote liquidity in the Company's shares under liquidity contracts that comply with the rules set down by the French financial markets authority (*Autorité des marchés financiers* – AMF);
- ▶ the shares could be purchased, sold or otherwise transferred in one or several transactions at any time – apart from during the blackout periods provided for in paragraphs b) and c) of article 4.1 of the EU Commission Delegated Regulation 2016/1052 or during a public tender offer for the Company's shares – on any market (including multilateral trading facilities or via a systematic internaliser) or off-market or over the counter, by any means permitted under the applicable laws and regulations, including through block purchases or sales and the use of derivatives (only calls);
- ▶ this new authorisation would be valid for a period of eighteen months and would cancel and supersede the authorisation for the same purpose given at the Annual General Meeting of 3 May 2016.

16TH TO 26TH RESOLUTIONS:

RENEWAL OF FINANCIAL AUTHORISATIONS

Pursuant to article L. 225-100 of the French Commercial Code, the appendix to this report contains a table summarising the current authorisations given to the Managing Partners concerning increases in the Company's share capital, it being specified that only the authorisations concerning awards of free shares to Group employees and senior managers were used during 2016.

Shareholders are invited to renew, for a period of 26 months, all of the authorisations given at the 2015 Annual General Meeting which are due to expire this year.

Under these new authorisations, the Managing Partners would have full powers, subject to the conditions provided for by law and in accordance with the ceilings set by shareholders, to issue ordinary shares and/or other securities, to determine all the terms and conditions of the issue(s), to place on record the resulting capital increase(s) and to amend the Company's Articles of Association accordingly.

If any of these authorisations are used, the Managing Partners and the Statutory Auditors would, where required by law, draw up additional reports which would be provided to you at the following Annual General Meeting.

The authorisations concerning the issue of securities giving access to the Company's share capital would automatically entail the waiver by the shareholders of their preferential rights to subscribe for the shares to which the issued securities carry rights.

The table below provides a summary of the financial authorisations we are submitting to the shareholders' vote.

Shareholders are also invited to renew for a four-year period the authorisation given at the 2013 Annual General Meeting to reduce the Company's share capital by cancelling shares purchased under share buyback programmes.

Resolutions proposed at the 2017 AGM		Resolutions adopted at the 2015 AGM		
Type of authorisation	Description	% share capital	% share capital	Utilisation
Issue of securities – Validity: 26 months				
Issue of securities which do not result in a dilution of the Company's share capital⁽¹⁾ (Sixteenth resolution)	– Maximum nominal amount of debt securities: €1,500 million	N/A	N/A	N/A
Capital increases with preferential subscription rights⁽¹⁾ (Seventeenth resolution)	– Overall ceiling including issues with a priority right: €300 million – Maximum nominal amount of capital increases: €265 million – Maximum nominal amount of debt securities: €1,500 million – Possibility for shareholders to have a preferential right to subscribe for any securities not taken up by other shareholders – Possibility for the Managing Partners to limit a capital increase to 75% of the original amount and to offer all or some of the unsubscribed shares on the market	~37.5% ~33%	~37.5% (€300m) ~33% (€265m)	N/A
Capital increases without preferential subscription rights⁽¹⁾	– Overall ceiling (excluding issues with a priority right): €80 million	~10%	~10% (€80m)	
Public offer with a priority right (Eighteenth resolution)	– Maximum nominal amount of capital increases: €160 million – Maximum nominal amount of debt securities: €1,500 million – Priority right for a minimum of five trading days – Maximum discount of 5%	~20%	~20% (€160m)	N/A
Public offer without a priority right (Nineteenth resolution)	– Maximum nominal amount of capital increases: €80 million – Maximum nominal amount of debt securities: €1,500 million – Maximum discount of 5%	~10%	~10% (€80m)	N/A
Private placement as referred to in section II of article L. 411-2 of the French Monetary and Financial Code (Twentieth resolution)	– Maximum nominal amount of capital increases: €80 million – Maximum nominal amount of debt securities: €1,500 million – Maximum discount of 5%	~10%	~10% (€80m)	N/A
Public exchange offers (Twenty-second resolution)	– Maximum nominal amount of capital increases: €80 million – Maximum nominal amount of debt securities: €1,500 million	~10%	~10% (€80m)	N/A
Contributions in kind (Twenty-second resolution)	– Maximum nominal amount of capital increases: €80 million – Maximum nominal amount of debt securities: €1,500 million	~10%	~10% (€80m)	N/A
Greenshoe option⁽¹⁾ (Twenty-first resolution)	– Issue of additional securities subject to the ceilings applicable to the original issue and not exceeding 15% of the original issue amount	15% of the original issue	15% of the original issue	N/A
Capital increases by capitalising reserves, profit and/or premiums (Twenty-fourth resolution)	– Maximum nominal amount of capital increases: €300 million – Rights to fractions of shares neither transferable nor tradable	~37.5%	~37.5% (€300m)	N/A
Issues for employees and senior managers – Validity: 26 months				
Issue of securities for employees who are members of a corporate savings scheme (Twenty-fifth resolution)	– Annual ceiling: 0.5% – Maximum discount of 20% – Possibility of awarding free shares in replacement of the discount and/or employer's contribution	0.5% per year	0.5% per year	N/A

(1) Subject to the overall ceilings applicable to capital increases and issues of debt securities (Twenty-third resolution).

Issue of securities which do not result in a dilution of the Company's share capital (Sixteenth resolution)

In the sixteenth resolution we are inviting shareholders to renew the authorisation granted in the eighth resolution of the 5 May 2015 Annual General Meeting by authorising the Managing Partners to issue debt securities of Lagardère SCA that give access to new shares of subsidiaries and may also give access to existing shares and/or carry rights to the allocation of debt securities of Lagardère SCA or other entities. The ceiling applicable to the debt securities issued would remain unchanged at €1.5 billion.

This resolution provides that the Managing Partners would only be able to use the authorisation during a public offer for the Company's shares if they obtain specific prior approval from the Company's shareholders in a General Meeting.

Issue of ordinary shares and other securities, with preferential subscription rights (Seventeenth resolution)

The seventeenth resolution submitted for your approval is similar to the ninth resolution approved at the Annual General Meeting of 5 May 2015. It consists of authorising the Managing Partners to issue (i) ordinary shares of the Company, (ii) equity securities of the

Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares in the Company and may also give access to existing shares and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of the Company's subsidiaries, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The ceilings set in this resolution would be €265 million for increases in share capital (about 33% of the Company's current capital) and €1.5 billion for debt securities issued.

Issues carried out pursuant to this authorisation would be with preferential subscription rights.

This resolution also provides that the Managing Partners would only be able to use the authorisation during a public offer for the Company's shares if they obtain specific prior approval from the Company's shareholders in a General Meeting.

Issue of ordinary shares and other securities, without preferential subscription rights (Eighteenth, nineteenth and twentieth resolutions)

In the eighteenth resolution, shareholders are invited to authorise the Managing Partners to carry out issues of the same type of securities as those described in the seventeenth resolution. As these issues would be without preferential subscription rights, the ceiling on the resulting capital increase(s) would be set at €160 million, or about 20% of the Company's current capital. Shareholders would however have a priority right for at least five trading days to subscribe for such an issue. Share issues carried out pursuant to this authorisation, together with those carried out with preferential subscription rights, may not exceed €300,000,000, i.e., about 37.5% of the share capital (see the twenty-third resolution below).

The nineteenth resolution concerns issues without a priority right for at least five trading days, which are carried out as a result of strong market volatility. The ceilings set for the aggregate nominal amount of capital increases resulting from such issues would be €80 million (about 10% of the Company's current capital).

The twentieth resolution concerns the issue of the same type of securities as the eighteenth and nineteenth resolutions (subject to an €80 million ceiling, i.e., about 10% of the Company's current capital), but this time by means of a private placement, meaning that their issue(s) would be reserved, in accordance with the French Monetary and Financial Code (*Code monétaire et financier*), to restricted categories of investors (primarily professional investors) as set out in said Code. This procedure allows the placement of shares without having to issue a prospectus, in the light of the professional skills of the subscribers.

The overall maximum nominal amount of debt securities that could be issued pursuant to these authorisations would be set at €1.5 billion.

The issue price set by the Managing Partners for the shares issued under these authorisations may not be less than the price provided for in the applicable regulations in force on the issue date (currently, the weighted average of the prices quoted for Lagardère SCA shares during the three trading days preceding the pricing date, less a potential maximum 5% discount).

These resolutions also provide that the Managing Partners would only be able to use the authorisations during a public offer for the Company's shares if they obtain specific prior approval from the Company's shareholders in a General Meeting.

Authorisation to issue additional securities in the event that an issue is oversubscribed (Twenty-first resolution)

The purpose of the twenty-first resolution is to allow the Managing Partners to issue additional securities in the event that an issue is oversubscribed. The additional securities must be issued within 30 days of the close of the subscription period for the original issue, at the same price. They would be subject to the same ceilings as applicable for the original issue and would not be able to exceed 15% of the original issue amount.

Issue of ordinary shares and/or other securities as consideration for securities tendered as part of a public exchange offer or a contribution in kind (Twenty-second resolution)

The twenty-second resolution is similar to the fourteenth resolution adopted at the Annual General Meeting of 5 May 2015. It incorporates the right set forth in article L. 225-147 of the French Commercial Code in that it authorises the Managing Partners to issue ordinary shares and/or other securities as consideration for contributions in kind granted to the Company and composed of shares or securities giving access to the share capital of another company, when the provisions of article L. 225-148 of the French Commercial Code on public exchange offers do not apply. Any increases in share capital carried out for the purposes of this type of contribution in kind would not be able to exceed €80 million (about 10% of the Company's current capital).

The maximum nominal amount of any increases in share capital carried out for the purposes of a public exchange offer as referred to in article L. 225-148 of the French Commercial Code would also be €80 million (about 10% of the Company's current capital).

The overall maximum nominal amount of debt securities that could be issued pursuant to this authorisation would be set at €1.5 billion.

This resolution also provides that the Managing Partners would only be able to use the authorisation during a public offer for the Company's shares if they obtain specific prior approval from the Company's shareholders in a General Meeting.

Overall ceilings on capital increases and issues of debt securities (Twenty-third resolution)

In the same way as for the resolution approved at the 5 May 2015 Annual General Meeting, and in accordance with article L. 225-129-2 of the French Commercial Code, in the twenty-third resolution shareholders are being asked to set the following overall ceilings:

- ▶ €300 million (about 37.5% of the Company's current capital) for the aggregate nominal amount of any increases in share capital carried out – immediately or in the future – with preferential subscription rights or with a priority right for at least five trading days, pursuant to the above-described authorisations. This aggregate amount may be adjusted, pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ €80 million (about 10% of the Company's current capital) for the aggregate nominal amount of any increases in share capital carried out – immediately or in the future – without preferential subscription rights or a priority right, pursuant to the above-described authorisations. This aggregate amount may be adjusted, pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ €1.5 billion (or the equivalent amount in the case of issues denominated in foreign currency) for the aggregate nominal amount of any debt securities issued pursuant to the above-described authorisations.

Authorisation to increase the Company's share capital by capitalising reserves, profit or share premiums (Twenty-fourth resolution)

In the twenty-fourth resolution, which is similar to the sixteenth resolution adopted at the 5 May 2015 Annual General Meeting, the Managing Partners are seeking an authorisation to capitalise reserves, profit or share premiums and to issue bonus shares to shareholders and/or increase the par value of existing shares, subject to a specific ceiling of €300 million (about 37.5% of the Company's current capital).

The resolution also provides that the Managing Partners would only be able to use the authorisation during a public offer for the Company's shares if they obtain specific prior approval from the Company's shareholders in a General Meeting.

Authorisation to issue shares and/or other securities to employees under the corporate savings schemes (Twenty-fifth resolution)

The purpose of the twenty-fifth resolution, which is similar to the seventeenth resolution adopted at the 5 May 2015 Annual General Meeting, is to authorise the Managing Partners to issue shares and/or securities giving access to the Company's share capital to Group employees who are members of corporate savings schemes.

The Group's employees currently hold approximately 0.56% of the Company's share capital under corporate savings schemes, mainly through a company mutual fund. Taking into account the shares that they hold individually and which can be freely traded, this interest is equal to 2.78%.

The aggregate maximum nominal amount of any capital increases carried out pursuant to this authorisation would not be able to represent more than 0.5% of the Company's current share capital in any given year.

As for the other authorisations described above, this authorisation would be valid for a period of twenty-six months as of the date of this Annual General Meeting and would cancel and supersede the authorisation given for the same purpose at the Annual General Meeting of 5 May 2015.

Share capital reduction by cancelling shares purchased under share buyback programmes (Twenty-sixth resolution)

The purpose of the twenty-sixth resolution is for shareholders to renew the authorisation given at the 3 May 2013 Annual General Meeting to reduce the Company's share capital by cancelling shares purchased under the share buyback programmes that are approved each year at the Annual General Meeting.

The previous authorisation was used as follows:

- ▶ in 2013, to cancel 528,875 shares;
- ▶ in 2014, to cancel 735,752 shares;
- ▶ in 2015, to cancel 651,658 shares;

▶ in 2016, to cancel 340,887 shares;

representing a total of 1.72% of the Company's share capital. The cancellations were carried out at the same time as free shares granted to Group employees and senior managers vested, which neutralised the dilutive effect of their vesting.

In accordance with the law, the Managing Partners would not be able to use this authorisation to cancel more than 10% of the share capital per 24-month period. The difference between the carrying amount of the shares and their par value would be deducted from the share premiums or available reserves.

This authorisation would be given for a period of four years as from this Meeting.

27TH RESOLUTION:

HARMONISATION OF ARTICLE 17 OF THE COMPANY'S ARTICLES OF ASSOCIATION

In the twenty-seventh resolution shareholders are invited to remove the obligation for the Company to appoint two Substitute Auditors, which is currently provided for in article 17 of the Articles of Association ("Statutory Auditors").

The purpose of this amendment is to align article 17 of the Articles of Association with the new legal provisions applicable following the adoption of French law 2016-1961 dated 9 December 2016, under which the appointment of a Substitute Auditor is no longer required if the Statutory Auditor is neither an individual person nor a one-person company (article L. 823-1 of the French Commercial Code as amended by said law).

28TH RESOLUTION:

POWERS FOR FORMALITIES

The Managing Partners' special reports will now be presented to you, followed by the reports of the Supervisory Board and its Chairman and the various reports of the Statutory Auditors, and lastly, the report of the independent third-party entity on consolidated social, environmental and societal information.

We consider that the information contained in these reports and in the Managing Partners' reports, including the Reference Document, should be sufficient for you to form a full opinion on the position and operations of your Company and the Lagardère group over the past year, and on the resolutions you are being asked to approve.

The resolutions to be put to the vote accurately reflect the content of these various reports and we believe that they are in the interests of the Company.

We therefore ask you to vote in favour of these resolutions, and we would like to thank you once again for your valuable support.

The Managing Partners

APPENDIX II

to the Management Report of the Managing Partners

Summary table of authorisations (delegations of authority and of powers) to increase the share capital given to the Managing Partners

Description of authorisation	Delegations of authority									
Date of meeting	Ordinary and Extraordinary General Meeting of 5 May 2015						Ordinary and Extraordinary General Meeting of 3 May 2016			
Purpose of authorisation	Issue of all securities giving access to the share capital (shares, convertible bonds, bonds with share warrants, bonds redeemable for shares, etc.)			Issue of securities in consideration for securities tendered as part of a contribution in kind or a public exchange offer		Capitalisation of reserves, profits and/or premiums and creation of shares and/or increase of the par value of shares	Issue of free shares to employees (Group savings scheme)	Award of free shares		
								Free shares	Performance shares	
								Group employees and senior managers (other than ECO)	Group employees and senior managers (other than ECO)	Executive corporate officers of Lagardère SCA (ECO)
Sub-limits authorised (nominal amount)	With preemptive subscription rights €265m (~33% of the share capital)	Without preemptive subscription rights but with priority right €160m (~20% of the share capital)	Without preemptive subscription rights and without priority right €80m (~10% of the share capital)	In the event of a public exchange offer €80m (~10% of the share capital)	In the event of a contribution in kind €80m (~10% of the share capital)	€300m (~37.5% of the share capital)	0.5% of the share capital per year (~€4m)	0.4% of the share capital per year (~€3.2m)	0.4% of the share capital per year (~€3.2m)	0.025% of the share capital per year and per ECO (~€0.2m)
Maximum aggregate nominal amount authorised	€300m (~37.5% of the share capital)		€80 million (~10% of the share capital)							
	€1,500m for debt securities									
Used in 2016	No	No	No	No	No	No	No	(1)	(2)	(3)
Term of authorisations	26 months						38 months			

(1) A free share award plan was established by the Managing Partners on 9 May 2016 covering 362,340 shares representing 0.276% of the share capital, with 406 beneficiaries.

(2) A free performance share award plan was established by the Managing Partners on 9 May 2016 covering 403,320 shares representing 0.31% of the share capital, with 43 beneficiaries.

(3) A free performance share award plan was established by the Managing Partners on 9 May 2016 covering 64,000 shares representing 0.049% of the share capital, for the two executive corporate officers of Lagardère SCA.

Description of authorisation	Delegations of powers
	N/A