

ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING OF LAGARDÈRE SCA

THURSDAY, 4 MAY 2017 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 **Thursday, 4 May 2017 at 10 a.m.**, at Le Carrousel du Louvre, Paris (1st arrondissement).

Your participation each year at our General Meeting is essential to the Group's corporate governance.

2016 has been a pivotal year for your Group, which maintained its growth momentum and posted excellent operating performances. Lagardère Travel Retail – now a “pure player” in its business – posted solid organic growth while Lagardère Publishing continued to improve its margins. In addition, Lagardère Active and Lagardère Sports and Entertainment held firm despite the complex environment in which they operate. Lastly, our free cash flow generation improved markedly.

You can attend this General Meeting in person, or you can vote by postal mail, online or by proxy. You will find all the information you need in the following pages and in the enclosed General Meeting Document.

I would like to thank you in advance for reviewing the resolutions submitted for your approval.

Yours faithfully,



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

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 Tuesday, 2 May 2017.**

Shareholders wishing to attend the meeting in person shall present themselves on the day of the meeting with their entrance card or simply with a valid identity document at the counters specially provided for the purpose.

HOW TO PARTICIPATE IN THE GENERAL MEETING?

YOU WISH TO ATTEND THE MEETING IN PERSON?

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 with the invitation sent by postal mail; or

- apply for an entrance card online through the VOTACCESS secure platform, which they can access using the instructions presented below; or
- if they did not apply for or receive their entrance card, simply present themselves on the day of the meeting with a valid identity document and register at one of the counters specially provided for the purpose.

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 “against” 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

▶ AVAILABILITY OF FORMS:

As all the Company's shares are in registered form, the entrance card application forms, mail voting forms and proxy forms are 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

Requests for forms and pre-paid envelopes must have been received at this address by Saturday, 29 April 2017 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 services provider (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 **Monday, 1 May 2017**;
- requests for entrance cards, distance voting, and appointing or revoking of proxies may take place via the VOTACCESS platform between Tuesday, 11 April 2017 and **15:00 Paris time on Wednesday, 3 May 2017**. 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 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 Tuesday, 2 May 2017. 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 Thursday, 27 April 2017.

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).

A **IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : 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 shareholders' 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 739 913 044,60 €
 Siège Social : 4, rue de Presbourg
 75116 PARIS
 320 366 446 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE ORDINAIRE ANNUELLE ET EXTRAORDINAIRE
 du jeudi 4 mai 2017, à 10h00,
 au Carrousel du Louvre, 99, rue de Rivoli - 75001 PARIS
COMBINED, ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING
 on Thursday May 4th, 2017 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	Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares		
	Porteur Bearer	Vote double Double vote
Nombre de voix Number of voting rights		

1 **JE VOTE PAR CORRESPONDANCE // I VOTE BY POST**
 Cf. au verso (2) - See reverse (2)

Je vote **POUR** à tous les projets de résolutions présentés ou agréés par 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 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.

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
 M, Mme ou Mlle, Raison Sociale / M; 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 (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

	Pour / For	Contre / Against	Pour / For	Contre / Against
1	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>		
4	<input type="checkbox"/>	<input type="checkbox"/>	B	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>		
7	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>		
10	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>
11	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>
12	<input type="checkbox"/>	<input type="checkbox"/>		
13	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>
14	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>
15	<input type="checkbox"/>	<input type="checkbox"/>		
16	<input type="checkbox"/>	<input type="checkbox"/>		
17	<input type="checkbox"/>	<input type="checkbox"/>		
18	<input type="checkbox"/>	<input type="checkbox"/>		
19	<input type="checkbox"/>	<input type="checkbox"/>		
20	<input type="checkbox"/>	<input type="checkbox"/>		
21	<input type="checkbox"/>	<input type="checkbox"/>		
22	<input type="checkbox"/>	<input type="checkbox"/>		
23	<input type="checkbox"/>	<input type="checkbox"/>		
24	<input type="checkbox"/>	<input type="checkbox"/>		
25	<input type="checkbox"/>	<input type="checkbox"/>		
26	<input type="checkbox"/>	<input type="checkbox"/>		
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28	<input type="checkbox"/>	<input type="checkbox"/>		
29	<input type="checkbox"/>	<input type="checkbox"/>		
30	<input type="checkbox"/>	<input type="checkbox"/>		
31	<input type="checkbox"/>	<input type="checkbox"/>		
32	<input type="checkbox"/>	<input type="checkbox"/>		
33	<input type="checkbox"/>	<input type="checkbox"/>		
34	<input type="checkbox"/>	<input type="checkbox"/>		
35	<input type="checkbox"/>	<input type="checkbox"/>		
36	<input type="checkbox"/>	<input type="checkbox"/>		
37	<input type="checkbox"/>	<input type="checkbox"/>		
38	<input type="checkbox"/>	<input type="checkbox"/>		
39	<input type="checkbox"/>	<input type="checkbox"/>		
40	<input type="checkbox"/>	<input type="checkbox"/>		
41	<input type="checkbox"/>	<input type="checkbox"/>		
42	<input type="checkbox"/>	<input type="checkbox"/>		
43	<input type="checkbox"/>	<input type="checkbox"/>		
44	<input type="checkbox"/>	<input type="checkbox"/>		
45	<input type="checkbox"/>	<input type="checkbox"/>		

4 **Je donne mon pouvoir au Président de l'Assemblée Générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.**
 Cf. au verso (5) - See reverse (5)
 Je donne mon pouvoir (cf. au verso renvoi (5)) à M, Mme ou Mlle, Raison Sociale pour voter en mon nom
 I appoint (see reverse (5)) M; 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 lundi 1^{er} mai 2017 / on Monday May 1st, 2017

Z Date & Signature

For all choices: date and sign here.

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

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

2017 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).

REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION

Annual Ordinary and Extraordinary General Meeting of Lagardère SCA

THURSDAY, 4 MAY 2017 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: City:

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 4 May 2017 General Meeting.

Signed in (city): on (date): 2017

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.

Registered with the Paris Trade and Companies Registry under number 320 366 446 - SIRET: 320 366 446 00013

Lagardère

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

Registered with the Paris Trade and Companies Registry under number 320 366 446 - SIRET: 320 366 446 00013



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