



## Annual Ordinary and Extraordinary General Meeting of Lagardère SCA

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### Friday, 10 May 2019

The Annual Ordinary and Extraordinary General Meeting of the Company was held on Friday, 10 May 2019 at 10:00 a.m. at the Carrousel du Louvre in Paris, in a quite serene atmosphere.

After presentations of the operations, the CSR policy, the strategy and the financial results of the Company and the Group, the Statutory Auditors and the Supervisory Board presented their respective reports to the General Meeting and the Managing Partners and the key executives answered all the questions, oral and written, raised by the shareholders.

Following constructive and cordial exchanges, the shareholders, representing a quorum above 62%, approved all the resolutions proposed by the Managing Partners with an average rate of 97,81%, and notably those relating to:

- the approval of the financial statements and the distribution of the dividend set at €1.30 per share, which has an ex-dividend date on 14 May 2019 and will be paid as of 16 May 2019;
- the favourable opinions on the components of remuneration payable or granted to the Managing Partners and the Chairman of the Supervisory Board, in respect of 2018;
- the ratification of the co-optation and the re-appointment of Jamal Benomar as a member of the Supervisory Board for a term of four years;
- the re-appointment of Susan M; Tolson as a member of the Supervisory Board for a term of four years;
- the appointment of Gilles Petit as a new member of the Supervisory Board for a term of four years;
- the renewal of all the financial authorisations given to the Managing Partners.

The ballot results on each resolution were the following:

	Votes For (%)	Votes Against (%)	Abstention (%)
<b>Resolution n° 1</b> – Approval of the Company's financial statements for the year ended 31 December 2018.	99.77	0.17	0.06
<b>Resolution n° 2</b> – Approval of the consolidated financial statements for the year ended 31 December 2018.	99.77	0.17	0.06
<b>Resolution n° 3</b> – Allocation of the Company's results and dividend distribution.	99.82	0.12	0.06

<b>Resolution n° 4</b> – Issuing of an opinion on the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2018.	96.88	2.98	0.13
<b>Resolution n° 5</b> – Issuing of an opinion on the components of remuneration payable or granted to Pierre Leroy and Thierry Funck-Brentano, representatives of the other Managing Partner, in respect of 2018.	95.90	3.97	0.13
<b>Resolution n° 6</b> – Issuing of an opinion on the components of remuneration payable or granted to Xavier de Sarrau, Chairman of the Supervisory Board, in respect of 2018.	97.74	2.12	0.14
<b>Resolution n° 7</b> – Ratification of the co-optation of Jamal Benomar as a member of the Supervisory Board.	97.86	2.04	0.10
<b>Resolution n° 8</b> – Re-appointment of Jamal Benomar as a member of the Supervisory Board for a term of four years.	97.87	2.03	0.11
<b>Resolution n° 9</b> – Re-appointment of Susan M. Tolson as a member of the Supervisory Board for a term of four years.	97.92	2.00	0.09
<b>Resolution n° 10</b> – Appointment of Gilles Petit as a new member of the Supervisory Board for a term of four years.	99.74	0.18	0.08
<b>Resolution n° 11</b> – Eighteen-month authorisation for the Managing Partners to trade in the Company's shares.	99.74	0.19	0.07
<b>Resolution n° 12</b> – Thirty-eight month authorisation for the Managing Partners to award performance shares to employees and senior managers of the Company and of related companies or groups.	99.51	0.42	0.07
<b>Resolution n° 13</b> – Thirty-eight month authorisation for the Managing Partners to award free shares to employees and senior managers of the Company and of related companies or groups.	99.14	0.79	0.08
<b>Resolution n° 14</b> – Twenty-six month authorisation for the Managing Partners to issue debt securities giving immediate or future access to the share capital of the Company's subsidiaries and/or any other entity, with a €1.5 billion ceiling on the debt securities issued.	98.24	1.69	0.07
<b>Resolution n° 15</b> – Twenty-six month authorisation for the Managing Partners to issue – with preferential subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €265 million for increases in share capital and €1.5 billion for debt securities issued.	97.45	0.95	1.60
<b>Resolution n° 16</b> – Twenty-six month authorisation for the Managing Partners to issue by way of a public offer – without preferential subscription rights but with a priority right for at least five trading days – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €160 million for increases in share capital and €1.5 billion for debt securities issued.	95.29	4.64	0.07
<b>Resolution n° 17</b> – Twenty-six month authorisation for the Managing Partners to issue by way of a public offer – without preferential subscription rights and without a priority right – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €80 million for increases in share capital and €1.5 billion for debt securities issued.	95.30	4.62	0.07
<b>Resolution n° 18</b> – Twenty-six month authorisation for the Managing Partners to issue by way of a private placement as referred to in section II of article L. 411-2 of the French Monetary and Financial Code – without preferential subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to	95.00	4.86	0.13

the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €80 million for increases in share capital and €1.5 billion for debt securities issued.			
<b>Resolution n° 19</b> – Authorisation for the Managing Partners to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings.	93.76	6.16	0.08
<b>Resolution n° 20</b> – Twenty-six month authorisation for the Managing Partners to issue – without preferential subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, as consideration for securities tendered as part of a public exchange offer or a contribution in kind, subject to ceilings of €80 million for increases in share capital and €1.5 billion for debt securities issued.	96.44	3.49	0.07
<b>Resolution n° 21</b> – Overall ceilings of €80 million, €300 million and €1.5 billion on the total amounts of capital increases and issues of debt securities resulting from the authorisations in the preceding resolutions.	96.82	3.10	0.08
<b>Resolution n° 22</b> – Twenty-six month authorisation for the Managing Partners to increase the Company's share capital by capitalising reserves, profit or share premiums and issuing new shares and/or increasing the par value of existing shares, subject to a ceiling of €300 million.	98.35	1.54	0.11
<b>Resolution n° 23</b> – Twenty-six month authorisation for the Managing Partners to issue – without preferential subscription rights – ordinary shares of the Company and/or securities giving access to the Company's share capital, to employees under corporate savings schemes, provided that such issues do not represent more than 0.5% of the Company's outstanding share capital in any given year.	99.13	0.80	0.07
<b>Resolution n° 24</b> – Powers for formalities.	99.91	0.02	0.07

The replay of the webcast of this General Meeting is available online on the Company's website [www.lagardere.com](http://www.lagardere.com)

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*The Lagardère group is a global leader in content publishing, production, broadcasting and distribution, whose powerful brands leverage its virtual and physical networks to attract and enjoy qualified audiences.  
At 31 December 2018, it continues to be structured around four business divisions: Books and e-Books; Travel Retail; Sports and Entertainment; Press, Audiovisual, Digital and Advertising Sales Brokerage.  
Lagardère shares are listed on Euronext Paris.  
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