

This English version has been prepared for the convenience of English-speaking readers.  
It is a translation of the original French *Avis de convocation* published for the Company's General Meeting.  
It is intended for general information only and in the event of discrepancies, the French original shall prevail.

## LAGARDÈRE SCA

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

Registered office: 4, rue de Presbourg, 75116 Paris

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

### Convening Notice

The shareholders of Lagardère SCA (the "Company") are hereby invited to attend the Company's Annual Ordinary and Extraordinary General Meeting, which will take place **at 10:00 am on Friday, 10 May 2019 at the Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris** to consider and vote upon the following agenda items:

#### *Agenda*

- Approval of the Company's financial statements for the year ended 31 December 2018.
- Approval of the consolidated financial statements for the year ended 31 December 2018.
- Allocation of the Company's profit and dividend payment.
- Issuing of an opinion on the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2018.
- 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.
- 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.
- Ratification of the co-optation of Jamal Benomar as a member of the Supervisory Board.
- Re-appointment of Jamal Benomar as a member of the Supervisory Board for a term of four years.
- Re-appointment of Susan M. Tolson as a member of the Supervisory Board for a term of four years.
- Appointment of Gilles Petit as a new member of the Supervisory Board for a term of four years.
- Eighteen-month authorisation for the Managing Partners to trade in the Company's shares.
- 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.
- 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.
- 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.
- 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.
- 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.

- 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.
- 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 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.
- Authorisation for the Managing Partners to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings.
- 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.
- 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.
- 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.
- 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.
- Powers for formalities

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### **Eligibility for admission**

Pursuant to article R 225-85 of the French Commercial Code, the General Meeting of 10 May 2019 will only admit those shareholders who can prove their shareholder status by having their shares registered in an account in their name or in the name of the intermediary registered on their behalf pursuant to paragraph 7, article L 228-1 of the French Commercial Code (the “Authorised Intermediary”), in the Company's nominative shareholder accounts kept by its registrar BNP PARIBAS SECURITIES SERVICES, at least two business days before the date of the General Meeting, i.e.:

**00:00 Paris time on Tuesday, 7 May 2019.**

### **Methods of participating in the General Meeting**

All shareholders, regardless of the number of shares held, may attend the General Meeting in person, or vote by post or online, or by proxy.

### **1° - Attending the Meeting in person:**

Shareholders wishing to attend the meeting in person should request an entrance card, as explained below (“Practicalities”):

- either using the paper form sent to them with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

Shareholders registered in the nominative shareholder accounts who have not applied for or received their entrance card may simply present themselves on the day of the meeting with a valid identity document at the counters provided specially for this purpose.

### **2° - Voting by post or online**

Shareholders who do not wish or are unable to attend the meeting in person may vote on the resolutions put to the meeting by post or online, as explained below (“Practicalities”):

- either using the paper form sent to them with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

### **3° - Grant proxy to the Chairman**

Shareholders who do not wish or are unable to attend the meeting in person may send a blank proxy form 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.

Proxy can be given, as explained below (“Practicalities”):

- either by using the paper form sent to shareholders with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

### **4° - Grant proxy to a third party**

Shareholders who do not wish or are unable to attend the meeting in person may appoint a proxy of their choice.

Such proxy may be given, as explained below (“Practicalities”):

- either by using the paper form sent to them with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

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.

### **General provisions**

Shareholders who have already elected to vote by post or online, who have 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 postal or online voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the postal or online voting form.

Requests for entrance cards, postal or online 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 Company’s nominative shareholders' accounts must be accompanied by a certificate from the Authorised Intermediary, enabling the Company or its registrar BNP PARIBAS SECURITIES SERVICES to prove incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Tuesday, 7 May 2019. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Requests for entrance cards, postal or online 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.

## **Practicalities**

### **Participating in the Meeting by post: using the paper form**

As all the Company's shares are in registered form, the entrance card application forms, postal or online voting forms and proxy forms are sent out by post or e-mail.

These forms may also be obtained by simply writing to:

BNP PARIBAS SECURITIES SERVICES  
CTS Assemblées Générales  
Les Grands Moulins de Pantin - 9, rue du Débarcadère  
93761 PANTIN CEDEX, FRANCE

Requests for forms and prepaid envelopes must be received by BNP PARIBAS SECURITIES SERVICES no later than Sunday, 5 May 2019 in order to be treated.

**In order to be taken into account at the General Meeting, duly completed and signed paper forms must be received by BNP PARIBAS SECURITIES SERVICES no later than Tuesday, 7 May 2019.**

### **Participating in the Meeting online: using the VOTACCESS secure platform**

The VOTACCESS secure platform can be accessed by registered shareholders 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 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 post 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 (0)1 57 43 34 00.

**Requests for entrance cards, online voting and appointing or revoking of proxies may be made via the VOTACCESS platform until 15:00 Paris time on Thursday, 9 May 2019.**

However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password.

### **Submission of written questions**

Written questions submitted by shareholders should be sent to the Company's registered office by registered letter with return receipt requested for the attention of the Managing Partners no later than Friday, 3 May 2019.

Questions must, as required by law and regulations, be accompanied by a certificate of registration in the Company's nominative shareholders' accounts, 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 Company's nominative shareholders' accounts will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company and its registrar 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.

### **Availability of documents:**

The documents and information referred to in Article R. 225-73-1 of the French Commercial Code have been posted on the Company's website (<http://www.lagardere.com>), in the section entitled "Investor relations"/"Regulated information"/"2019 Annual Shareholders' Meeting".

They are also available, together with the other documents and information about the meeting required by law and regulations, at the Company's headquarters at 42 rue Washington, Immeuble Monceau, 75008 Paris.

*The Managing Partners*