

This English version has been prepared for the convenience of English-speaking readers.  
It is a translation of the original French *Avis de réunion* published for the Company's General Meeting.  
It is intended for general information only and in case 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 informed that upon invitation from the Managing Partners, the Company's Annual Ordinary and Extraordinary General Meeting (the "General Meeting"), which will take place **at 10:00 am on Tuesday, 5 May 2020** to consider and vote upon the agenda items and proposed resolutions presented hereafter:

In view of the ongoing confinement and governmental measures prohibiting public gatherings in order to prevent the spread of the Covid-19 epidemic, on decision of the Managing Partners in accordance with the Supervisory Board, **the General Meeting will exceptionally be held behind closed doors, without the shareholders and other parties habitually eligible to participate being physically present**, in accordance with article 4 of French Government Order no. 2020-321 dated 25 March 2020.

A description of the ways in which shareholders can participate fully to the General Meeting, despite the exceptional measures and regulatory constraints designed to protect the health of all is presented in the second part of this convening notice.

The agenda and the text of the proposed resolutions included in the Notice of Meeting published in the French official legal announcement publication (BALO) n° 28 on Wednesday, 4 March 2020 were (i) amended by the Managing Partners and (ii) supplemented further to the submission by shareholders of the Company of fifteen additional draft resolutions added to the agenda of the meeting. These fifteen draft resolutions were reviewed and, further to the negative opinion issued by the Supervisory Board, were unapproved by the Managing Partners.

### *Agenda adopted by the Managing Partners*

- Approval of the Company's financial statements for the year ended 31 December 2019.
- Approval of the consolidated financial statements for the year ended 31 December 2019.
- Allocation of the Company's profit.
- Re-appointment of Mazars as Statutory Auditor for a six-year term.
- Ratification of the co-optation of Nicolas Sarkozy as a member of the Supervisory Board.
- Ratification of the co-optation of Guillaume Pepy as a member of the Supervisory Board.
- Re-appointment of Guillaume Pepy as a member of the Supervisory Board for a four-year term.
- Re-appointment of Martine Chêne as a member of the Supervisory Board for a four-year term.
- Approval of the information disclosed pursuant to article L 225-37-3 I of the French Commercial Code concerning the remuneration of corporate officers.
- Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Arnaud Lagardère, Managing Partner.
- Approval of the components of remuneration and benefits paid during or allocated in respect of

2019 to Pierre Leroy, Managing Partner's representative.

- Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Thierry Funck-Brentano, Managing Partner's representative.
- Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Xavier de Sarrau, Chairman of the Supervisory Board until 4 December 2019.
- Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Patrick Valroff, Chairman of the Supervisory Board from 4 December 2019.
- Approval of the remuneration policy for the executive corporate officers.
- Approval of the remuneration policy for the members of the Supervisory Board.
- Eighteen-month authorisation for the Managing Partners to trade in the Company's shares.
- Amendment of articles 12 and 14 A of the Articles of Association in order to incorporate the terms and conditions for appointing employee representative members of the Supervisory Board.
- Powers for formalities.

***Supplementary agenda***

***resulting from the submission of draft resolutions by by Amber Capital UK LLP and Amber Capital Italia SGR SpA, acting on behalf of funds that are shareholders***

- Removal of Mr Jamal Benomar as a member of the Supervisory Board of Lagardère SCA.
- Removal of Mr Yves Guillemot as a member of the Supervisory Board of Lagardère SCA.
- Removal of Ms Soumia Malinbaum as a member of the Supervisory Board of Lagardère SCA.
- Removal of Mr Gilles Petit as a member of the Supervisory Board of Lagardère SCA.
- Removal of Ms Aline Sylla-Walbaum as a member of the Supervisory Board of Lagardère SCA.
- Removal of Ms Susan L. Tolson as a member of the Supervisory Board of Lagardère SCA.
- Removal of Mr Patrick Valroff as a member of the Supervisory Board of Lagardère SCA.
- Appointment of Mr Patrick Sayer as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Ms Valérie Ohannessian as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Mr Yanne Duchesne as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Ms Brigitte Taittinger-Jouyet as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Ms Laurence Bret Stern as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Mr Enrico Letta as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Ms Elena Pisonero as a member of the Supervisory Board of Lagardère SCA for a term of four years.
- Appointment of Mr Stephan Haimo as a member of the Supervisory Board of Lagardère SCA for a term of four years.

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***Proposed resolutions presented by the Managing Partners***

**First resolution** (*Approval of the Company's financial statements for the year ended 31 December 2019*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board and the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2019, the shareholders approve those financial statements as set out and presented to them, showing a profit of €77,512,051.07, as well as the transactions reflected in those financial statements and summarised in those reports.

In accordance with article 223 quater of the French Tax Code (Code général des impôts), the shareholders also approve the aggregate amount of non-deductible costs and expenses referred to in paragraph 4 of article 39 of said Code, as shown in the Company's financial statements, which amounted to €23,291 for the year ended 31 December 2019, and the tax charge borne as a result of those costs and expenses, which amounted to €4,121.

**Second resolution** (*Approval of the consolidated financial statements for the year ended 31 December 2019*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the management report of the Managing Partners, the report of the Supervisory Board and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2019, the shareholders approve the consolidated financial statements as set out and presented to them, showing a loss attributable to owners of €15.1 million, as well as the transactions reflected in those financial statements and summarised in those reports.

**Third resolution** (*Allocation of the Company's profit*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, the shareholders duly acknowledge that the Company's profit for the year amounts to:

which, in addition to retained earnings of:	€77,512,051.07
makes a distributable profit of:	<hr/> €206,541,760.64
	€284,053,811.71

Having noted that, in accordance with the Articles of Association, no amounts are payable to the General Partners, the shareholders resolve, on the recommendation of the Managing Partners in agreement with the Supervisory Board, to allocate the entire amount of distributable profit to retained earnings.

In accordance with the requirement in article 243 bis of the French Tax Code, the shareholders note that dividends paid over the three fiscal years prior to 2019 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	2016	2017	2018
Dividends paid to shareholders			
Dividend per share	1.30	1.30	1.30
Total dividend payout	168,269,663.90	168,816,060.40	169,736,866.00
Dividends paid to the General Partners	1,755,816.74	1,787,729.79	1,936,270.63
<b>Total</b>	<b>170,025,480.64</b>	<b>170,603,790.19</b>	<b>171,673,136.63</b>

**Fourth resolution** (*Re-appointment of Mazars as Statutory Auditor for a six-year term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the reports of the Managing Partners and the Supervisory Board and having noted that Mazars' term of office as Statutory Auditor is due to expire at the close of this Meeting, the shareholders re-appoint Mazars as Statutory Auditor for a six-year term expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

**Fifth resolution** (*Ratification of the co-optation of Nicolas Sarkozy as a member of the Supervisory Board*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board, the shareholders ratify the temporary appointment by the Supervisory Board on 27 February 2020 of Nicolas Sarkozy as a member of the Supervisory Board to replace Xavier de Sarrau, who has resigned from the Board, for the remainder of his term of office, which is due to expire at the close of the Annual General Meeting to be called in 2022 to approve the 2021 financial statements.

**Sixth resolution** (*Ratification of the co-optation of Guillaume Pepy as a member of the Supervisory Board*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board, the shareholders ratify the temporary appointment by the Supervisory Board on 27 February 2020 of Guillaume Pepy as a member of the Supervisory Board to replace François David, who has resigned from the Board, for the remainder of his term of office, which expires at the close of this Annual General Meeting.

**Seventh resolution** (*Re-appointment of Guillaume Pepy as a member of the Supervisory Board for a term of four years*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the reports of the Managing Partners and the Supervisory Board and having noted that Guillaume Pepy's term of office as a member of the Supervisory Board is due to expire at the close of this Meeting, the shareholders re-appoint Guillaume Pepy as a member of the Supervisory Board for a term of four years, expiring at the close of the Annual General Meeting to be called in 2024 to approve the 2023 financial statements.

**Eighth resolution** (*Re-appointment of Martine Chêne as a member of the Supervisory Board for a four-year term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the reports of the Managing Partners and the Supervisory Board and having noted that Martine Chêne's term of office as a member of the Supervisory Board is due to expire at the close of this Meeting, the shareholders re-appoint Martine Chêne as a member of the Supervisory Board for a term of four years, expiring at the close of the Annual General Meeting to be called in 2024 to approve the 2023 financial statements.

**Ninth resolution** (*Approval of the information disclosed pursuant to article L 225-37-3 I of the French Commercial Code concerning the remuneration of corporate officers*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in Chapter 2 of the Universal Registration Document), in accordance

with article L. 226-8-2 I of the French Commercial Code, the shareholders approve the information disclosed in said Corporate Governance Report pursuant to article L. 225-37-3 I of said Code.

**Tenth resolution** (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Arnaud Lagardère, Managing Partner*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in Chapter 2 of the Universal Registration Document), in accordance with article L. 226-8-2 II of the French Commercial Code, the shareholders approve the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2019 to Arnaud Lagardère, Managing Partner, as presented in said Corporate Governance Report.

**Eleventh resolution** (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Pierre Leroy, Managing Partner's representative*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in Chapter 2 of the Universal Registration Document), in accordance with article L. 226-8-2 II of the French Commercial Code, the shareholders approve the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2019 to Pierre Leroy, Managing Partner's representative, as presented in said Corporate Governance Report.

**Twelfth resolution** (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Thierry Funck-Brentano, Managing Partner's representative*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in Chapter 2 of the Universal Registration Document), in accordance with article L. 226-8-2 II of the French Commercial Code, the shareholders approve the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2019 to Thierry Funck-Brentano, Managing Partner's representative, as presented in said Corporate Governance Report.

**Thirteenth resolution** (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Xavier de Sarrau, Chairman of the Supervisory Board until 4 December 2019*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in Chapter 2 of the Universal Registration Document), in accordance with article L. 226-8-2 II of the French Commercial Code, the shareholders approve the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2019 to Xavier de Sarrau, Chairman of the Supervisory Board until 4 December 2019, as presented in said Corporate Governance Report.

**Fourteenth resolution** (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2019 to Patrick Valroff, Chairman of the Supervisory Board from 4 December 2019*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French

Commercial Code (as set out in Chapter 2 of the Universal Registration Document), in accordance with article L. 226-8-2 II of the French Commercial Code, the shareholders approve the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2019 to Patrick Valroff, Chairman of the Supervisory Board as from 4 December 2019, as presented in said Corporate Governance Report.

**Fifteenth resolution** (*Approval of the remuneration policy for the Executive Corporate Officers*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the remuneration policy applicable to the Executive Corporate Officers described in the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in section 2.5 of the Universal Registration Document), in accordance with article L. 226-8-1 II of the French Commercial Code, the shareholders approve the remuneration policy applicable to the Executive Corporate Officers.

**Sixteenth resolution** (*Approval of the remuneration policy for the members of the Supervisory Board*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the remuneration policy applicable to the members of the Supervisory Board described in the Corporate Governance Report drawn up pursuant to article L. 226-10-1 of the French Commercial Code (as set out in section 2.6 of the Universal Registration Document), in accordance with article L. 226-8-1 II of the French Commercial Code, the shareholders approve the remuneration policy applicable to the members of the Supervisory Board.

**Seventeenth resolution** (*Eighteen-month authorisation for the Managing Partners to trade in the Company's shares*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the reports of the Managing Partners and the Supervisory Board and in compliance with the applicable laws and regulations, the shareholders authorise the Managing Partners to purchase Lagardère SCA shares on behalf of the Company in accordance with the terms and conditions set out below.

The number of shares purchased under this authorisation may not at any time represent more than 10% of the Company's capital. The amount of the Company's capital to which this ceiling applies may be adjusted for any corporate actions carried out subsequent to this Meeting. Furthermore, pursuant to article L. 225-209 of the French Commercial Code, (i) when shares are bought back to maintain a liquid market in Lagardère SCA shares in accordance with the conditions defined in the General Regulations of the French financial markets authority (Autorité des marchés financiers – AMF), the number of shares taken into account for the purpose of calculating the 10% ceiling will correspond to the number of shares purchased less the number of shares sold during the period covered by this authorisation, and (ii) the number of shares bought back by the Company to be held for subsequent exchange or payment as consideration for a merger, demerger or asset contribution, may not exceed 5% of the share capital. The use of this authorisation may not in any circumstances result in the Company directly or indirectly holding more than 10% of its capital.

The total amount that may be invested in the share purchases may not exceed five hundred million euros (€500,000,000) and the maximum per-share purchase price, excluding transaction expenses, is set at forty euros (€40) (or the equivalent of this amount at the date of the transaction for transactions denominated in foreign currency or a monetary unit determined by reference to a basket of currencies). The shareholders give the Managing Partners full powers to adjust this amount to take into account the impact on the share price of any corporate actions, such as the capitalisation of reserves, profit or share premiums and the issue of bonus shares, or a change in the par value of existing shares or a reverse stock split.

The Managing Partners may use this authorisation for the following purposes:

- to reduce the share capital by cancelling all or some of the shares purchased;

- to award free shares to employees and officers of the Company and of entities or groups related to it within the meaning of articles L. 225-197-1 et seq. of the French Commercial Code;
- to allocate shares upon the exercise of share options;
- to set up any company or group savings scheme (or similar plan) under the conditions provided for by law, notably articles L. 3332-1 et seq. of the French Labour Code (Code du travail), including by way of awarding the shares free of consideration as part of the Company's employer contribution and/or in replacement of the discount, in accordance with the applicable laws and regulations;
- to award or transfer shares to employees as part of a profit-sharing scheme;
- to award shares to employees and corporate officers of the Company and of entities or groups related to it for any other purpose permitted by the applicable law and regulations;
- to allocate shares upon the exercise of rights attached to securities that give access, by any means whatsoever, to the Company's share capital;
- to maintain a liquid market in the Company's shares via liquidity agreements that comply with a code of conduct recognised by the AMF, entered into with independent investment services providers;
- to hold the shares for subsequent exchange or payment as consideration for external growth transactions, a merger, demerger or asset contribution;
- and, more generally, to carry out any other transaction permitted by the applicable laws and regulations and, in particular, the market practices accepted by the AMF.

The shares may 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 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.

The shareholders give the Managing Partners full powers, including the power of delegation, to use this authorisation in accordance with the applicable laws and regulations, including to place any and all buy and sell orders, enter into any and all agreements, carry out all formalities and more generally do everything they consider necessary or expedient to implement this resolution.

This authorisation is valid for a period of eighteen months as from the date of this Meeting. It cancels and supersedes the authorisation given in the eleventh resolution of the 10 May 2019 Annual General Meeting.

**Eighteenth resolution** (*Amendment of articles 12 and 14 A of the Company's Articles of Association in order to incorporate the terms and conditions for appointing employee representative members of the Supervisory Board*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board and the opinion issued by the Group Employees' Committee, the shareholders resolve to amend article 12 ("Composition of the Supervisory Board") and article 14 A ("Board Advisors (censeurs)") of the Company's Articles of Association as set out below.

Paragraph 12.1 will now be worded as follows:

*"1). The Company has a Supervisory Board comprising a maximum of ten members selected exclusively among shareholders who are neither General nor Managing Partners, as well as one or two members representing employees, appointed in accordance with the terms and conditions set out in article 12.6 below."*

A new paragraph 12.6 will be added as follows:

*“6). When the provisions of article L. 225-79-2 of the French Commercial Code apply to the Company, the Supervisory Board also includes one or two members representing Group employees.*

*The Supervisory Board will have two employee representative members when the number of the other Board members as referred to in article 12.1 above exceeds eight, and one employee representative member when the number of the other Board members as referred to in article 12.1 above is equal to or less than eight.*

*Employee representative members of the Supervisory Board are appointed for four-year terms. If the number of the other Supervisory Board members as referred to in article 12.1 above falls to eight or less, the terms of office of the sitting employee representative members will not be affected and will remain in force until their scheduled expiry date.*

*The employee representative member(s) of the Supervisory Board are appointed by the Group Employees' Committee.*

*If the seat of an employee representative member of the Supervisory Board falls vacant for any reason, such seat will be filled in accordance with the terms and conditions set out in article L. 225-34 of the French Commercial Code.*

*As an exception to the rule in article 12.4 above, the employee representative members of the Supervisory Board are not required to hold a minimum number of the Company's shares. ”*

The beginning of the sentence of the first paragraph of article 14 A of the Articles of Association is replaced by the following wording, with the rest of the paragraph remaining unchanged:

*“In addition to the members of the Supervisory Board referred to in article 12 [...]”*

#### **Nineteenth resolution (Powers for formalities)**

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board, the shareholders grant full powers to the bearer of an original or a certified copy or extract of the minutes of this Meeting to fulfil all of the necessary filing and other formalities.

#### ***Proposed resolutions presented by shareholders and unapproved by the Managing Partners and the Supervisory Board***

*(Amber Capital UK LLP (14-17 Market Place - Kent House, London, W1W 8AJ, United Kingdom),  
acting on behalf of the funds (i) Amber Active Investors Limited, (ii) Amber Global Opportunities  
Limited, (iii) Amber European long Opportunities Fund , (iv) PrivilEdge - Amber Event Europe and  
(v) Amber Strategic Opportunities Fund and Amber Capital Italia SGR SpA (Piazza del Carmine 4,  
20121 Milan, Italy), acting on behalf of the Alpha UCITS SICAV / Amber Equity Fund)*

#### ***Resolution A – (Removal of Mr Jamal Benomar as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to dismiss Mr Jamal Benomar as a member of the Supervisory Board of Lagardère SCA with immediate effect.

#### ***Resolution B – (Removal of Mr Yves Guillemot as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to dismiss Mr. Yves Guillemot as a member of the Supervisory Board of Lagardère SCA with immediate effect.

***Resolution C – (Removal of Ms Soumia Malinbaum as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to dismiss Ms Soumia Malinbaum as a member of the Supervisory Board of Lagardère SCA with immediate effect.

***Resolution D – (Removal of Mr Gilles Petit as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having read the explanatory memorandum to this resolution, decides to dismiss Mr Gilles Petit as a member of the Supervisory Board of Lagardère SCA with immediate effect.

***Resolution E – (Removal of Ms Aline Sylla-Walbaum as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to dismiss Ms Aline Sylla-Walbaum as a member of the Supervisory Board of Lagardère SCA with immediate effect.

***Resolution F – (Removal of Ms Susan L. Tolson as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to dismiss Ms Susan L. Tolson as a member of the Supervisory Board of Lagardère SCA with immediate effect.

***Resolution G – (Removal of Mr Patrick Valroff as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to dismiss Mr Patrick Valroff as a member of the Supervisory Board of Lagardère SCA with immediate effect.

***Resolution H – (Appointment of Mr Patrick Sayer as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Mr Patrick Sayer as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution J – (Appointment of Ms Valérie Ohannessian as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Ms Valérie Ohannessian as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution K – (Appointment of Mr Yann Duchesne as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Mr Yann Duchesne; as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution L – (Appointment of Ms Brigitte Taittinger-Jouyet as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Ms Brigitte Taittinger-Jouyet as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution M – (Appointment of Ms Laurence Bret Stern as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Ms Laurence Bret Stern as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution N – (Appointment of Mr Enrico Letta as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Mr Enrico Letta as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution O – (Appointment of Ms Elena Pisonero as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Ms Elena Pisonero as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

***Resolution P – (Appointment of Mr Stephan Haimo as a member of the Supervisory Board of Lagardère SCA)***

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the explanatory memorandum to this resolution, decides to appoint Mr Stephan Haimo; as a member of the Supervisory Board of Lagardère SCA with immediate effect, for a term of four (4) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

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## **PARTICIPATION IN THE GENERAL MEETING:**

In accordance with article 4 of French Government Order no. 2020-321 dated 25 March 2020, **the Ordinary and Extraordinary Annual General Meeting of 5 May 2020 at 10:00 a.m. will be held behind closed doors, without the shareholders and other parties habitually eligible to participate being present.**

Shareholders will nonetheless be able to follow the entire General Meeting, which like each year will be webcast live and recorded for later viewing, in French and English, on the Company's website at [www.lagardere.com](http://www.lagardere.com).

Pursuant to article R 225-85 of the French Commercial Code, the General Meeting of 5 May 2020 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 Thursday, 30 April 2020.**

**In view of the fact that the Meeting will be held behind closed doors, shareholders are invited to participate in the Meeting using one of the three following methods:**

### **VOTE BY POST OR ONLINE**

Shareholders may vote on the resolutions put to the meeting by post or online:

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

### **GRANT PROXY TO THE CHAIRMAN**

Shareholders may also send a blank proxy form without naming a proxy, which will empower the Chairman of the Meeting to vote in favour of the proposed resolutions presented or approved by the Managing Partners and vote against all other proposed resolutions.

Such proxy may be given:

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

### **GRANT PROXY TO A THIRD PARTY**

Shareholders can grant proxy to any person of their choice who, unable to participate physically in the Meeting held behind closed doors, should address their voting instructions and proof of proxy no later than Tuesday, 28 April 2020 by e-mail to [paris.bp2s.cts.mandats@bnpparibas.com](mailto:paris.bp2s.cts.mandats@bnpparibas.com).

**Note that this e-mail address is reserved for holders of proxies given by a shareholder and no voting instructions, or proxies given to the Chairman of the Meeting, received from shareholders or authorised intermediaries at this address will be processed.**

Proxies may be given to third parties by Tuesday, 28 April 2020 at the latest:

- either by using the paper form sent to shareholders 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 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 postal or online voting, and proxies given 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 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 Thursday, 30 April 2020. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Requests for 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**

**In view of potential postal delays caused by the Covid-19 pandemic, shareholders are strongly encouraged to use the Votaccess secure platform as described below or to return their paper forms as promptly as possible.**

### **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, along 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 postal or online voting and granting proxies to the Chairman of the Meeting may be made via the Votaccess platform between Tuesday, 14 April 2020 and Monday, 4 May 2020 at 3:00 p.m. Paris time.**

**Requests for appointing or revoking third party proxies may be made via the Votaccess platform between Tuesday, 14 April 2020 and Tuesday, 28 April 2020.**

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

### **PARTICIPATING IN THE MEETING USING THE PAPER FORM**

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

These forms may also be obtained from the Company's website at [www.lagardere.com](http://www.lagardere.com) or by sending a request to BNP Paribas Securities Services, to be received no later than **Thursday, 30 April 2020**, at the following address:

BNP Paribas Securities Services  
CTS Assemblées Générales  
Les Grands Moulins de Pantin - 9, rue du Débarcadère  
93761 Pantin Cedex, France

**In order to be taken into account at the General Meeting, duly completed and signed paper forms for voting and granting proxy to the Chairman of the Meeting must be received by BNP Paribas Securities Services no later than Saturday, 2 May 2020.**

**Duly completed and signed paper requests for appointing or revoking third party proxies must be received by BNP Paribas Securities Services no later than Tuesday, 28 April 2020.**

**In view of potential postal delays caused by the Covid-19 pandemic, shareholders are strongly encouraged to return their paper forms as promptly as possible.**

#### **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 Tuesday, 28 April 2020**.

In view of the current circumstances and the fact that shareholders will not be able to ask questions during the Meeting, on an exceptional basis, written questions can also be sent by e-mail to [AG2020@lagardere.fr](mailto:AG2020@lagardere.fr). As far as possible, written questions received by Thursday, 30 April 2020 at 5:00 p.m. Paris time, will be taken into consideration. In view of potential postal delays caused by the Covid-19 pandemic, shareholders are strongly encouraged to e-mail a copy of any documents sent by post to [AG2020@lagardere.fr](mailto:AG2020@lagardere.fr).

Questions must, as required by law and regulations, be accompanied by a certificate of registration in the Company's nominative shareholders' accounts at the date of the request, 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 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.

#### **AVAILABILITY OF DOCUMENTATION**

**Pursuant to applicable law and regulations, all documents and other information which must be published in relation to the General Meeting have been posted on the Company's website and/or are available at Lagardère SCA's registered office, Immeuble Monceau, 42 rue Washington in Paris (8<sup>th</sup> arrondissement).**

Shareholders wishing to receive documentation or further information that is not already available on the Group's website should send their requests by e-mail to [AG2020@lagardere.fr](mailto:AG2020@lagardere.fr).

*The Managing Partners*