

Ordinary and Extraordinary General Meeting of Shareholders of 30 June 2021

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Written questions and answers

Written question submitted by email on 27 June 2021, by Francis Lescarret, a Company shareholder

Transportée avec airs, la garde erra, trouva
Transported with the airs, the stellar guard erred, found
rudement son pivot, filma trame timbrée ;
roughly his pivot, a mat traced on top;
aux rayons de l'écrit, la boutique cambrée,
amid the book shelves in the arched shop,
nos voix sonnent l'azur - l'ardeur qu'elle éprouva ;
now sound our voices, blue as the sea, full of the zeal rebound;

Se vit de baux l'orée, un art noble couva ;
Saw itself partner a Bolero, ray for the ages, along the banks of the river Arno;
faits qu'anticipa tôt quelque finance ambrée.
facts that were early seen by some amber finance.
Or, au tour de table est assistance encombrée -
On the top table is now crowded assistance -
remarquons qu'a tari le rejet quand tout va.
remark - ah! tarring objections disappear when everything is a-go-go.

Mais notre groupe change, et par essai habile,
Mark me, our Group is changing. And by, yes, see, a trial,
aussi la commandite abdique volubile -
also the partnership will abdicate its profile -
tant, qu'elle en délaissa son droit - que retenir ?
to forsake or to keep, what rights?

Imaginons demain l'agilité du monde
Imagine the agile world of tomorrow,
où l'appétit ressorte - à l'humeur vagabonde - :
our appetite is back, our mood in tempo -:
Nourrirons-nous notre crue, ou taille, à venir ?
Next should we growing or pruning?

Lagardère answer:

Thank you for your words and your trust.

**Written questions submitted on 27 June 2021,
by Christopher Calmann-Levy, a Company shareholder¹**

“[...] on the basis of which objective criteria was the celestial sum [Lagardère note: i.e., allocation of 10 million shares to the General Partners as compensation for the loss of their financial and non-financial rights] allocated to Arnaud Lagardère to give up his partnership?”

Lagardère answer:

The amount of the compensation allocated to the General Partners for the loss of their status further to the Company’s conversion, in the form of 10 million new Company shares, was submitted to Lagardère SCA’s Supervisory Board, which subsequently appointed the renowned independent expert Ledouble to examine the conditions thereof. On the basis of Ledouble’s report, which was made available to all shareholders on the Company’s website, the Supervisory Board issued a favourable opinion on the planned conversion and the compensation.

In its report, the independent expert assessed the General Partners’ proposed compensation in the light of several objective criteria, including notably:

- the provisions of the Articles of Association and the law defining the General Partners’ rights and obligations;
- an assessment of the General Partners’ political rights, by quantifying the control premium as measured with regard to market transactions undertaken for the purpose of acquiring control of companies;
- an assessment of the General Partners’ financial rights, in particular the specific remuneration to which they are entitled under the Articles of Association;
- the measurement of the partnership discount reflected by the market in the price of the Company’s share;
- the financial terms of any previous conversions of a partnership limited by shares (*société en commandite par actions*) into a joint-stock company (*société anonyme*) undertaken in the past.

Ledouble concluded that the proposed compensation, which corresponds to 7.63% of the Company’s share capital, is situated in the lower range of its findings.

¹ Only the questions asked by Christopher Calmann-Levy and the answers provided by the Company are reproduced above. The other items communicated in the email, which do not constitute questions, are not reproduced herein.

“[...] do you plan to consider having smaller shareholders represented on our Board of Directors in the future, it being my understanding that one of our large shareholders would be favourable to such representation?”

Lagardère answer:

The initial membership of the Board of Directors submitted to the General Meeting of 30 June 2021 was approved by each of the Company’s main shareholders. All of the main shareholders put forward candidates for appointment as Directors, five of whom qualify as independent Directors within the meaning of the Afep-Medef Code.

The interests of all shareholders are therefore represented in the membership of the Board of Directors, which includes direct representatives of the major shareholders, as well as independent Directors. In all events, the Board of Directors is a collegial body that acts collectively in the corporate interests of the Company and not in the pursuit of individual interests.

“[...] can you please indicate whether a study could be conducted among the major shareholders as to the feasibility of one day hosting Hachette-Livre within a Foundation of Reading and Literature?”

Response:

We take note of your proposal, which would not however be conducive to maintaining the Group’s integrity, as sought by the Company and supported by the main shareholders.

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