

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.

LAGARDERE SA

A French joint-stock company (*société anonyme*) with share capital of €860,913,044.60
Registered office : 4, rue de Presbourg, 75116 Paris, France
Registered with the Paris Trade and Companies Registry under number 320 366 446

Convening Notice

The shareholders of Lagardère SA (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, 22 April 2022 at the Casino de Paris, 16, rue de Clichy 75009 Paris (75)**, to consider and vote upon the agenda items and proposed resolutions presented hereafter.

The agenda and the text of the proposed resolutions included in the Notice of Meeting published in the French official legal announcement publication (*Bulletin des Annonces Légales Obligatoires*) No.21 of 18 February 2022 have been completed by decision of the Board of Directors with the addition of two new resolutions concerning the authorisation to be given to the Board of Directors for a period of 38 months to award performance shares and free shares to employees and senior executives of the Company and of related companies or groups (16th and 17th resolutions).

Agenda

- Approval of the Company's financial statements for the year ended 31 December 2021.
- Approval of the consolidated financial statements for the year ended 31 December 2021.
- Allocation of the Company's profit and dividend payment.
- Approval of a related-party agreement referred to in article L. 225-38 of the French Commercial Code.
- Ratification of the co-optation of René Ricol as a member of the Board of Directors.
- Approval of the information disclosed pursuant to article L. 22-10-9 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 2021 to Arnaud Lagardère.
- Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Pierre Leroy.
- Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Thierry Funck-Brentano.
- Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Patrick Valroff.
- Approval of the 2022 remuneration policy for the Chairman and Chief Executive Officer.
- Approval of the 2022 remuneration policy for the Deputy Chief Executive Officer.
- Approval of the 2022 remuneration policy for the members of the Board of Directors.
- Approval of the overall annual amount of remuneration for the members of the Board of Directors.
- Eighteen-month authorisation for the Board of Directors to trade in the Company's shares.
- Thirty-eight month autorisation for the Board of Directors to award performance shares to employees and senior executives of the Company and of related companies or groups.
- Thirty-eight month autorisation for the Board of Directors to award free shares to employees and senior executives of the Company and of related companies or groups.
- Powers for formalities.

Text of the resolution

First resolution (*Approval of the Company's financial statements for the year ended 31 December 2021*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the management report of the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2021, the shareholders **approve** those financial statements as set out and presented to them, showing a profit of €20,763,183.89, 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 €21,890 for the year ended 31 December 2021, and **note** that no tax charge is borne as a result of these costs and expenses.

Second resolution (*Approval of the consolidated financial statements for the year ended 31 December 2021*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the management report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2021, the shareholders **approve** the consolidated financial statements as set out and presented to them, showing a loss attributable to owners of €101.0 million, as well as the transactions reflected in those financial statements and summarised in those reports.

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

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:
makes a distributable profit of:

€20,763,183.89
€253,886,421.54
<hr/>
€274,649,605.43

Based on the recommendation of the Board of Directors, the shareholders **resolve** to pay an annual dividend of €0.50 per share, it being specified that:

- ▶ treasury shares held on the ex-dividend date will not be eligible for the dividend payment;
- ▶ shares created before the ex-dividend date will be eligible for the dividend payment.

The ex-dividend date will be 25 April 2022 and the dividend will be paid as of 27 April 2022, to holders of registered shares (*nominatif pur shares*) or their duly appointed representatives (*nominatif administré shares*), by cheque or by bank transfer.

This dividend will be eligible for the 40% tax relief available pursuant to article 158.3.2° of the French Tax Code to individual shareholders who are French tax residents and who opt for sliding-scale taxation rather than the flat-rate tax on investment income.

The shareholders **resolve** to transfer the balance 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 past three fiscal years correspond to the amounts shown in the table below, and that all of these amounts were eligible for the 40% tax relief available pursuant to article 158.3.2° of the French Tax Code to individual shareholders who are French tax residents. These dividends were paid by the Company in its previous legal form as a partnership limited by shares prior to its conversion into a joint-stock company (*société anonyme*) on 30 June 2021.

(in euros)/Fiscal year	2018	2019	2020
Dividends paid to shareholders			

Dividend per share	1.30	0	0
Total dividend payout	169,736,866.00	0	0
Dividends paid to the General Partners	1,936,270.63	0	0
TOTAL	171,673,136.63	0	0

Fourth resolution (*Approval of a related-party agreement falling within the scope of article L. 225-38 of the French Commercial Code*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Statutory Auditors' special report on related-party agreements falling within the scope of article L. 225-38 of the French Commercial Code, the shareholders **approve** the signing by the Company of the new agreement referred to therein.

Fifth resolution (*Ratification of the co-optation of René Ricol as a member of the Board of Directors*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors, the shareholders **ratify** the temporary appointment by the Board of Directors on 16 February 2022 of René Ricol as a member of the Board of Directors to replace Joseph Oughourlian, 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 2025 to approve the 2024 financial statements.

Sixth resolution (*Approval of the information disclosed pursuant to article L. 22-10-9 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 of the Board of Directors (as set out in sections 2.5 and 2.6 of the 2021 Universal Registration Document), in accordance with article L. 22-10-34, I of the French Commercial Code, the shareholders **approve** the information disclosed in said report pursuant to paragraph I of article L. 22-10-9 of said Code.

Seventh resolution (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Arnaud Lagardère*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in sections 2.5 and 2.6 of the 2021 Universal Registration Document), in accordance with article L. 22-10-34, 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 for 2021 to Arnaud Lagardère, as presented in said report.

Eighth resolution (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Pierre Leroy*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.5 of the 2021 Universal Registration Document), in accordance with article L. 22-10-34, 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 for 2021 to Pierre Leroy, as presented in said report.

Ninth resolution (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Thierry Funck-Brentano*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.5 of the

2021 Universal Registration Document), in accordance with article L. 22-10-34, 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 for 2021 to Thierry Funck-Brentano, as presented in said report.

Tenth resolution (*Approval of the components of remuneration and benefits paid during or allocated in respect of 2021 to Patrick Valroff*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.6 of the 2021 Universal Registration Document), in accordance with article L. 22-10-34, 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 for 2021 to Patrick Valroff, as presented in said report.

Eleventh resolution (*Approval of the 2022 remuneration policy for the Chairman and Chief Executive Officer*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.5 of the 2021 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2022 remuneration policy for the Chairman and Chief Executive Officer, as described in said report.

Twelfth resolution (*Approval of the 2022 remuneration policy for the Deputy Chief Executive Officer*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.5 of the 2021 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2022 remuneration policy for the Deputy Chief Executive Officer, as described in said report.

Thirteenth resolution (*Approval of the 2022 remuneration policy for the members of the Board of Directors*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.6 of the 2021 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2022 remuneration policy for the members of the Company's Board of Directors, as described in said report.

Fourteenth resolution (*Approval of the total annual amount of remuneration for the members of the Board of Directors*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 2.6 of the 2021 Universal Registration Document), the shareholders **resolve** to set the total annual amount of remuneration for the members of the Board of Directors at €997,500 for 2022 and for subsequent years until decided otherwise by the shareholders in a General Meeting.

The General Meeting **notes** that the Board of Directors will allocate this sum among its members.

Fifteenth resolution (*Eighteen-month autorisation for the Board of Directors to trade in the Company's shares*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Report of the Board of Directors and in accordance with the applicable laws and regulations, the shareholders **authorise** the Board of Directors, with the power to sub-delegate under

the conditions provided for by law, to purchase Company 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. 22-10-62 of the French Commercial Code, (i) when shares are bought back to maintain a liquid market in the Company's shares in accordance with the conditions defined in the General Regulations of the French financial markets authority, 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 Board of Directors, which has the power to sub-delegate under the conditions provided for by law, 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, profits or share premiums and the issue of free shares, or a change in the par value of existing shares or a reverse stock split.

The Board of Directors 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 tender 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 employer's 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 the Company for any other purpose permitted by the applicable law and regulations;
- ▶ to remit shares upon the exercise of rights attached to securities giving access to the Company's share capital in any way whatsoever;
- ▶ to promote liquidity in the Company's shares under liquidity agreements that comply with a code of conduct recognised by the French financial markets authority and 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 transaction in accordance with applicable laws and regulations and, in particular, with market practices accepted by the French financial markets authority.

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 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 Board of Directors, which has the power to sub-delegate under the conditions provided for by law, 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 supersedes the authorisation given in the thirtieth resolution of the 30 June 2021 Annual General Meeting.

Sixteenth resolution (*Thirty-eight month autorisation for the Board of Directors to award performance shares to employees and senior executives of the Company and of related companies or groups*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the management report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-197-1 *et seq.* of the French Commercial Code, and the recommendations of the Afep-Medef Corporate Governance Code, which the Company uses as its corporate governance framework, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to award existing or new shares free of consideration, on one or more occasions, to beneficiaries or categories of beneficiaries from among the employees and senior executives of the Company and of companies and groups related to it within the meaning of article L. 225-197-2 of the French Commercial Code;
- ▶ **resolve** that the total number of free shares that may be awarded each calendar year to all beneficiaries (excluding the Company's executive corporate officers) may not exceed 0.8% of the number of shares making up the Company's share capital as at the close of this Annual General Meeting, it being specified that this ceiling will not include any additional shares allocated as a result of adjustments made to protect the rights of beneficiaries in the event of any subsequent corporate actions carried out by the Company;
- ▶ **resolve** that the total number of free shares that may be awarded each calendar year to each of the Company's executive corporate officers may not exceed 0.025% of the number of shares making up the Company's share capital as at the close of this Annual General Meeting, it being specified that this ceiling will not include any additional shares allocated as a result of adjustments made to protect the rights of beneficiaries in the event of any subsequent corporate actions carried out by the Company;
- ▶ **resolve** that the vesting of all of the free shares awarded using this authorisation must be subject to performance conditions determined by the Board of Directors, as measured over at least three consecutive fiscal years, and that the performance conditions applicable to any free shares awarded to the Company's executive corporate officers must comply with the terms and conditions set by the Company's Board of Directors;
- ▶ **resolve** that the shares awarded using this authorisation will only vest at the end of a vesting period of no less than three years, except in the event of the beneficiary's death or if the beneficiary is deemed to have a disability that falls within the second or third categories provided for in article L. 341-4 of the French Social Security Code, in which case a request may be made, in accordance with the applicable legal provisions, for the shares to vest before the end of the vesting period;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, may, at their full discretion, set a lock-up period starting from the vesting date during which the beneficiaries are required to hold their vested shares, it being specified that for the executive corporate officers of the Company, the said period may not be less than two years, except in the event of a beneficiary's death or if a beneficiary is deemed to have a disability that falls within one of the above-mentioned categories, in which case the shares will become freely transferable pursuant to the applicable legal provisions;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for any new shares that may be issued at the end of the vesting period for free shares;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have the broadest powers, subject to the conditions set by the applicable law and the above-mentioned ceilings, to:
 - draw up the list of beneficiaries and determine the number of shares awarded to each beneficiary,
 - set the applicable vesting periods, and, where appropriate, lock-up periods,
 - set the applicable vesting conditions, notably performance conditions,

- make any necessary adjustments to the number of shares awarded to protect the rights of beneficiaries in the event of any corporate actions carried out by the Company during the vesting period,
 - in the event of awards of new shares, carry out the necessary capital increases by capitalising reserves, profits and/or share premiums and amend the Company's Articles of Association accordingly,
 - generally, take any necessary or expedient measures to implement this authorisation;
- **resolve** that this authorisation is given to the Board of Directors for a period of thirty-eight months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the forty-second resolution of the 30 June 2021 Annual General Meeting.

Seventeenth resolution (*Thirty-eight month autorisation for the Board of Directors to award free shares to employees and senior executives of the Company and of related companies or groups*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the management report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-197-1 *et seq.* of the French Commercial Code, the shareholders:

- **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to award existing or new shares free of consideration, on one or more occasions, to beneficiaries or categories of beneficiaries from among the employees and senior executives of the Company (other than the executive corporate officers of the Company) and of companies and groups related to it within the meaning of article L. 225-197-2 of the French Commercial Code;
- **resolve** that the total number of free shares that may be awarded each calendar year may not exceed 0.8% of the number of shares making up the Company's share capital as at the close of this Annual General Meeting, it being specified that this ceiling will not include any additional shares allocated as a result of adjustments made to preserve the rights of beneficiaries in the event of any subsequent corporate actions carried out by the Company;
- **resolve** that the shares awarded using this authorisation will only vest at the end of a vesting period of no less than three years, except in the event of the beneficiary's death or if the beneficiary is deemed to have a disability that falls within the second or third categories provided for in article L. 341-4 of the French Social Security Code, in which case a request may be made, in accordance with the applicable legal provisions, for the shares to vest before the end of the vesting period;
- **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, may, at their full discretion, set a lock-up period starting from the vesting date during which the beneficiaries are required to hold their vested shares, except in the event of a beneficiary's death or if a beneficiary is deemed to have a disability that falls within one of the above-mentioned categories, in which case the shares will become freely transferable pursuant to the applicable legal provisions;
- **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for any new shares that may be issued at the end of the vesting period for free shares;
- **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have the broadest powers, subject to the conditions set by the applicable law and the above-mentioned ceilings, to:
 - draw up the list of beneficiaries and determine the number of shares awarded to each beneficiary,
 - set the applicable vesting periods, and, where appropriate, lock-up periods,
 - set the applicable vesting conditions,
 - make any necessary adjustments to the number of shares awarded to protect the rights of beneficiaries in the event of any corporate actions carried out by the Company during the vesting period,

- in the event of awards of new shares, carry out the necessary capital increases by capitalising reserves, profits and/or share premiums and amend the Company's Articles of Association accordingly,
 - generally, take any necessary or expedient measures to implement this authorisation;
- **resolve** that this authorisation is given to the Board of Directors for a period of thirty-eight months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the forty-third resolution of the 30 June 2021 Annual General Meeting.

Eithteenth resolution (*Power to carry out formalities*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders **grant** full powers to the bearer of an original or a certified copy or extract of the minutes of this Meeting to carry out all of the necessary filing and other formalities.

ELIGIBILITY FOR PARTICIPATION

Pursuant to article R. 22-10-28 of the French Commercial Code (*Code de commerce*), participation in the General Meeting of Friday, 22 April 2022 is only permitted for 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 registered share accounts kept by its registrar SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES (“SGSS”)**, at least two business days before the date of the General Meeting (the “record date”), i.e.:

00:00 Paris time on Wednesday, 20 April 2022.

As shares of Lagardère SA are essentially held in registered form, the rules for recording shares in its register require that, for each record day, the number of new records resulting from share acquisitions is offset by an identical number of deletions, and the subsequent registration of any new records is suspended until the register is balanced so as to avoid the issue amount being exceeded.

The Company and its registrar SGSS depend on the transmission by authorised intermediaries of share movement instructions corresponding to the transactions carried out by their clients (records or deletions) to record shares in its registry.

Shareholders are to pay particular attention to the risk related to shares registered on the record date that were acquired ahead of this date and the impact on voting rights granted by such shares at the General Meeting, even when they were acquired days before the record date.

For more information, see the press release issued by the French financial markets authority (*Autorité des marchés financiers* – AMF) on 26 February 2021.

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 General Meeting in person can request an entrance card either by using the paper form received with the convening notice, or online using 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.

A map showing how to find the Casino de Paris is presented below.

As a health precaution, the Company has decided not to hold a drinks reception after the General Meeting.

2. Voting by post or online

Shareholders may vote on the resolutions put to the General Meeting either by using the paper form received with the convening notice, or online using the Votaccess secure platform.

3. Grant proxy to 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 draft resolutions presented or approved by the Board of Directors and vote against all other draft resolutions.

Proxies may be given either by using the paper form received with the convening notice, or online using 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.

Proxies may be given either by using the paper form received with the convening notice, or online using the Votaccess secure platform.

In accordance with the provisions of articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the procedure for appointing and revoking proxies must be carried out in the same way.

GENERAL PROVISIONS

Changes in methods of participation

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.

Instructions for voting rights attached to shares registered in the name of an Authorised Intermediary

Requests for entrance cards, postal or online voting, and proxies given by shareholders who are not domiciled in France and whose shares are registered in the name of an Authorised Intermediary in the Company's registered shareholders' accounts, must be accompanied by a certificate from the Authorised Intermediary, enabling the Company or its registrar SGSS to verify incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Wednesday, 20 April 2022. 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 given by Authorised Intermediaries may only be processed if the identity of the shareholders has been disclosed, if so requested by the Company or SGSS pursuant to applicable laws and regulations.

PRACTICALITIES

1. Participating in the Meeting by post : 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 or by sending a request to SGSS, to be received no later than **Sunday, 17 April 2022**, at the following address:

SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES

Service des assemblées générales

CS 30812

44308 NANTES CEDEX, FRANCE

In order to be taken into account at the General Meeting, duly completed and signed paper forms must be received by SGSS no later than Tuesday, 19 April 2022.

2. Participating in the Meeting online : using the VOTACCESS secure platform

The Votaccess secure platform can be accessed by registered shareholders via the SGSS Sharinbox website at: www.sharinbox.societegenerale.com.

Registered shareholders should log on to the Sharinbox website using the login code and password they usually use to consult their registered account.

After logging on to Sharinbox, shareholders should follow the instructions provided on screen to access the Votaccess secure platform.

Registered shareholders who have lost their login code and/or password should go to the Sharinbox website and click on "Get your codes" on the homepage. Shareholders can put any questions they may have to SGSS from 9:30 a.m. to 6 p.m. (Paris time) at the following number: **+33 (0)2 51 85 59 82**.

Requests for entrance cards, online voting and appointing or revoking of proxies may be made via the Votaccess platform between Monday 4 April 2022 and 15:00 Paris time on Thursday, 21 April 2022.

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 from shareholders must be sent by registered letter with acknowledgement of receipt to the Chairman of the Board of Directors at the Company's registered office, or by email to AG2022@lagardere.fr by **Friday, 15 April 2022**, along with a certificate of registration in the Company's registered shareholders' accounts at the date of the request.

Written questions from shareholders who are not domiciled in France and whose shares are registered in the name of an Authorised Intermediary in the Company's registered shareholders' accounts will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company to verify 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 to shareholders (preferably by appointment) at Lagardère SA's registered office, 4 rue de Presbourg, 75116 Paris.

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 AG2022@lagardere.fr.

The Board of Directors