

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 SA

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

Notice of Meeting

The shareholders of Lagardère SA (the "Company") are hereby informed that they will in due course receive an invitation to attend the Company's Annual Ordinary General Meeting (the "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 to consider and vote upon the following agenda items and proposed 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 an agreement referred to in article L. 225-38 of the French Commercial Code.
- Ratification of the co-optation of Mr. 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.
- Powers for formalities.

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Proposed resolutions presented by the Board of Directors

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 an 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 the agreements referred to in 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 Mr. 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 Mr. 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 section 2.5 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 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 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 2.5 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 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 2.5 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 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 2.5 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 authorisation 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 (*Powers 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 SOCIETE GENERALE 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 (1°), or vote by post or online (2°), or by proxy to the Chairman (3°) or to a third party (4°).

1° - Attending the General Meeting in person

Shareholders wishing to attend the General 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 General 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 to or cannot attend the General 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 General 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 Board of Directors 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 General 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 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

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 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 made 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 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 Wednesday, 6 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.

2. Participating in the General 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:

SOCIETE GENERALE 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.

REQUESTS TO INCLUDE ITEMS OR DRAFT RESOLUTIONS ON THE AGENDA OF THE MEETING

Requests to include items or draft resolutions on the agenda of the Meeting by shareholders meeting the eligibility criteria set out in article R. 225-71 of the French Commercial Code, must, in accordance with the provisions of the applicable law and regulations, be sent to the registered office of the Company, to the attention of the Board of Directors, by registered letter with acknowledgement of receipt, or by email to AG2022@lagardere.fr, within twenty days from the publication of the present notice of meeting, i.e. no later than Thursday, 10 March 2022. In addition, such applications should be received by the Company no later than Monday, 28 March 2022.

Applications should be accompanied by a certificate(s) of registration in the Company's nominative shareholders' accounts proving that they own or hold proxies for the requisite percentage of the share capital.

The agenda item or proposed resolution will not be considered at the meeting unless, as required by law and regulations, the applicant provides a new certificate proving registration in the same accounts at 00:00 Paris time on Wednesday, 20 April 2022.

Applications 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 will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary on the date of their application and again on Wednesday, 20 April 2022, enabling the Company or its registrar to prove incontrovertibly that the applicant owns or represents the percentage of share capital required by law or regulations on the requisite dates.

If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Applications to table an agenda item must be explained. Applications for proposed resolutions must include the text for proposed resolutions and may include a brief explanation of the reasons for the proposal and, for resolutions involving the appointment of a candidate for the Supervisory Board, the information provided for under paragraph 5 of article R. 225-83 of the French Commercial Code.

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 Chairman of the Board of Directors, or by email to AG2022@lagardere.fr, **no later than Friday, 15 April 2022**, and be accompanied by 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 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.

SHAREHOLDERS' RIGHTS TO INFORMATION

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 headquarters, Immeuble Octant, 4/10 avenue André Malraux in Levallois-Perret (92).

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
