

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 (the "General Meeting"), which will take place **at 10:00 am on Tuesday, 18 April 2023 at the Casino de Paris, 16, rue de Clichy 75009 Paris (75) France**, to consider and vote upon the agenda items and proposed resolutions presented hereafter.

Agenda

1. Approval of the Company's financial statements for the year ended 31 December 2022.
2. Approval of the consolidated financial statements for the year ended 31 December 2022.
3. Allocation of the Company's profit and dividend payment.
4. Approval of a related-party agreement referred to in article L. 225-38 of the French Commercial Code.
5. Appointment of Deloitte & Associés as Statutory Auditors for a six-year term.
6. Approval of the information disclosed pursuant to article L. 22-10-9 of the French Commercial Code concerning the remuneration of corporate officers.
7. Approval of the components of remuneration and benefits paid during or allocated in respect of 2022 to Arnaud Lagardère, Chairman and Chief Executive Officer.
8. Approval of the components of remuneration and benefits paid during or allocated in respect of 2022 to Pierre Leroy, Deputy Chief Executive Officer.
9. Approval of the 2023 remuneration policy for the Chairman and Chief Executive Officer.
10. Approval of the 2023 remuneration policy for the Deputy Chief Executive Officer.
11. Approval of the 2023 remuneration policy for the members of the Board of Directors.
12. Eighteen-month authorisation for the Board of Directors to trade in the Company's shares.
13. Twenty-six-month authorisation for the Board of Directors to issue debt securities giving immediate or future access to the share capital of the Company's subsidiaries and/or any other entity, with a €1.5 billion ceiling on the debt securities issued.
14. Twenty-six-month authorisation for the Board of Directors to issue – with preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €280 million for increases in share capital and €1.5 billion for debt securities issued.
15. Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer other than those referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code – without preemptive subscription rights, but with a priority right for at least five trading days – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €170 million for increases in share capital and €1.5 billion for debt securities issued.
16. Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer other than those referred to in section 1 of article L. 411-2 of the French Monetary and

Financial Code – without preemptive subscription rights and without a priority right – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued.

17. Twenty-six-month authorisation for the Board of Directors to issue by way of a private placement as referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code – without preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued.
18. Authorisation for the Board of Directors to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings.
19. Twenty-six-month authorisation for the Board of Directors to issue – without preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, as consideration for securities tendered as part of a public exchange offer or a contribution in kind, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued.
20. Overall ceilings of €85 million, €320 million and €1.5 billion on the total amounts of capital increases and issues of debt securities resulting from the authorisations in the preceding resolutions.
21. Twenty-six-month authorisation for the Board of Directors to increase the Company's share capital by capitalising reserves, profits or share premiums and issuing new shares and/or increasing the par value of existing shares, subject to a ceiling of €320 million.
22. Twenty-six-month authorisation for the Board of Directors to issue – without preemptive subscription rights – ordinary shares of the Company and/or securities giving access to the Company's share capital, to employees under corporate savings schemes, provided that such issues do not represent more than 0.5% of the Company's outstanding share capital in any given year.
23. Powers for formalities.

The Notice of Meeting containing the text of the resolutions submitted to this General Meeting published in the French official legal announcement publication (*Bulletin des Annonces Légales Obligatoires*) on February 17, 2023, Bulletin n°121, under number 2300329.

The draft resolutions published in the above-mentioned Meeting Notice are unchanged, except for resolutions 15 and 16, for which it was specified that the issues in this regard would be carried out by way of a public offer **other than those referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code.**

The resolutions concerned are reproduced below:

Fifteenth resolution *(Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer other those referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code – without preemptive subscription rights but with a priority right for at least five trading days – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €170 million for increases in share capital and €1.5 billion for debt securities issued)*

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. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *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 issue, on one or more occasions by way of a public offer other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code – without preemptive subscription rights but with a priority right – (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed one hundred and seventy million euros (€170,000,000) (about 20% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- **resolve** that issues pursuant to this delegation of authority shall be carried out by way of public offers other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code, it being specified that they may be associated with one or more offers referred to in article L. 411-2 1° of the French Monetary and Financial Code carried out pursuant to the seventeenth resolution of this General Meeting;
- **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation, it being understood that the Board of Directors must grant the shareholders a priority right for at least five trading days to subscribe for the issue in accordance with the terms and conditions to be set by the Board of Directors in compliance with the applicable laws and regulations;

- **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the twenty-third resolution of the 30 June 2021 Annual General Meeting.

Sixteenth resolution *(Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer other than those referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code – without preemptive subscription rights and without a priority right – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued)*

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. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *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 issue, on one or more occasions by way of a public offer other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code – without preemptive subscription rights and without priority right – (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty-five million euros (€85,000,000) (about 10% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- **resolve** that issues pursuant to this delegation of authority shall be carried out by way of public offers other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code, it being specified that they may be associated with one or more offers referred to in article L. 411-2 1° of the French Monetary and Financial Code carried out pursuant to the seventeenth resolution of this General Meeting;
- **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the

applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;

- **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-fourth resolution of the 30 June 2021 Annual General Meeting.

ELIGIBILITY FOR PARTICIPATION

Pursuant to article R. 22-10-28 of the French Commercial Code (*Code de commerce*), participation in the **General Meeting of Tuesday, 18 April 2023** 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 Friday, 14 April 2023.

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.

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 Friday, 14 April 2023. 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 **Thursday, 13 April 2023**, 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 Saturday, 15 April 2023.

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.

Please note that since the last General Meeting, SGSS has used two-factor authentication as additional security for your data on the Sharinbox platform. If you are a new shareholder or if you have not activated your new account since June 2022, we invite you to update your login to Sharinbox. A log-on guide and tutorial video are available on the Sharinbox homepage.

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 or password should go to the Sharinbox website and click on "Forgot your access code?" on the login page. 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 67 89**.

Requests for entrance cards, online voting and appointing or revoking of proxies may be made via the Votaccess platform between 9:00 a.m. Friday, 31 March 2023 and 3:00 p.m. on Monday, 17 April 2023 (Paris times).

However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password or if it is their first log-on to Sharinbox since the introduction of the new two-factor authentication system.

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 e-mail to AG2023@lagardere.fr by **Wednesday, 12 April 2023**, 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 laws 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 or are available to shareholders (preferably by appointment) at Lagardère SA's registered office, 4 rue de Presbourg, 75116 Paris, France.

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 AG2023@lagardere.fr.

The Board of Directors