

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 General Meeting (the "General Meeting"), which will take place at **10:00 am on Thursday, 25 April 2024** at the **Folies Bergère, 32 rue Richer, 75009 Paris**, 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 2023.
2. Approval of the consolidated financial statements for the year ended 31 December 2023.
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. Ratification of the co-optation of Yannick Bolloré as a director.
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 2023 to Arnaud Lagardère, Chairman and Chief Executive Officer.
8. Approval of the components of remuneration and benefits paid during or allocated in respect of 2023 to Pierre Leroy, Deputy Chief Executive Officer.
9. Approval of the 2024 remuneration policy for the Chairman and Chief Executive Officer.
10. Approval of the 2024 remuneration policy for the Deputy Chief Executive Officer.
11. Approval of the 2024 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. Appointment of Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information.
14. Appointment of Mazars as Statutory Auditor responsible for auditing sustainability information.
15. 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 March 6, 2024, Bulletin n°29, under number 2400421.

The draft resolutions published in the above-mentioned Meeting Notice are unchanged, **with the exception of resolution 3** (indication of the ex-dividend date and the dividend payment date), **and resolutions 13 and 14** (indication of the names and terms of office of the Statutory Auditors responsible for certifying sustainability information).

The resolutions concerned are reproduced below:

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 ended 31 December 2023, amounting to:

which, in addition to retained earnings of:

makes a distributable profit of:

€8,076,210.41

€22,378,030.75

€30,454,241.16

Based on the recommendation of the Board of Directors, the shareholders resolve to pay an annual ordinary dividend of €0.65 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 dividend will be paid as follows:

- ▶ €30,454,241.16 out of distributable profit;
- ▶ the balance out of discretionary reserves.

The ex-dividend date will be 26 April 2024 and the dividend will be paid as of 30 April 2024 to holders of registered shares (*nominatif pur*) or their duly appointed representatives (*nominatif administré*), 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.

In accordance with the requirement in article 243 *bis* of the French Tax Code, the shareholders note that dividends paid over the three fiscal years to 2023 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:

	2020	2021	2022
Dividends paid to shareholders			
Dividend per share	0	€0.50	€1.30
Total dividend payout	0	€70,216,511.50	€183,059,896.50

Thirteenth resolution (*Appointment of Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors, the shareholders resolve pursuant to article L. 821-40 of the French Commercial Code, to appoint Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information, for a three-year term, i.e., until the end of the General Meeting to be called in 2027 to approve the financial statements for the year ending 31 December 2026.

Fourteenth resolution (*Appointment of Mazars as Statutory Auditor responsible for auditing sustainability information*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors, the shareholders resolve pursuant to article L. 821-40 of the French Commercial Code, to appoint Mazars as Statutory Auditor responsible for auditing sustainability information, for the remaining term of its Statutory Audit engagement, i.e., until the end of the General Meeting to be called in 2026 to approve the financial statements for the year ending 31 December 2025.

ELIGIBILITY FOR PARTICIPATION

Pursuant to article R. 22-10-28 of the French Commercial Code (Code de commerce), participation in the **General Meeting of Thursday, 25 April 2024** 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 Tuesday, 23 April 2024.

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 the registrar's 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 Meeting in person

Shareholders wishing to attend the General Meeting in person can request an entrance card either by post using the prepaid envelope enclosed with the convening notice, which will be sent to them further to submitting the voting form, 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 General 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 post using the prepaid envelope enclosed with the convening notice, which will be sent to them further to submitting the voting form, 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.

Proxy may be given either by post using the prepaid envelope enclosed with the convening notice, which will be sent to them further to submitting the voting form, 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 General Meeting in person may appoint a proxy of their choice.

Proxy may be given either by post using the prepaid envelope enclosed with the convening notice, which will be sent to them further to submitting the voting form, 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 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 Tuesday, 23 April 2024. 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 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, no later than **Friday, 19 April 2024**, 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 Monday, 22 April 2024.

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: <https://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.

We inform you 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 and/or password should go to the Sharinbox website and click on “Forgotten access code” on the homepage. Shareholders can put any questions they may have to SGSS from 9 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. Monday, 8 April 2024 and 3:00 p.m. on Wednesday, 24 April 2024 (Paris time).

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 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 AG2024@lagardere.fr, **no later than Friday 19, April 2024**, 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.

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, 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 AG2024@lagardere.fr.

The Board of Directors