

R. GOSCINNY **Astérix** A. UDERZO

# L'IRIS BLANC

Texte FABCARD

Dessin Didier CONRAD



**Lagardère**

**ANNUAL ORDINARY GENERAL MEETING**

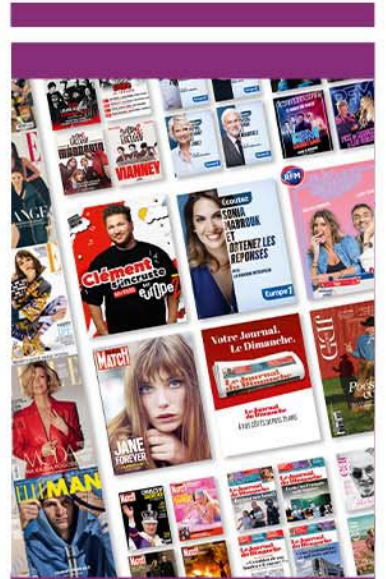
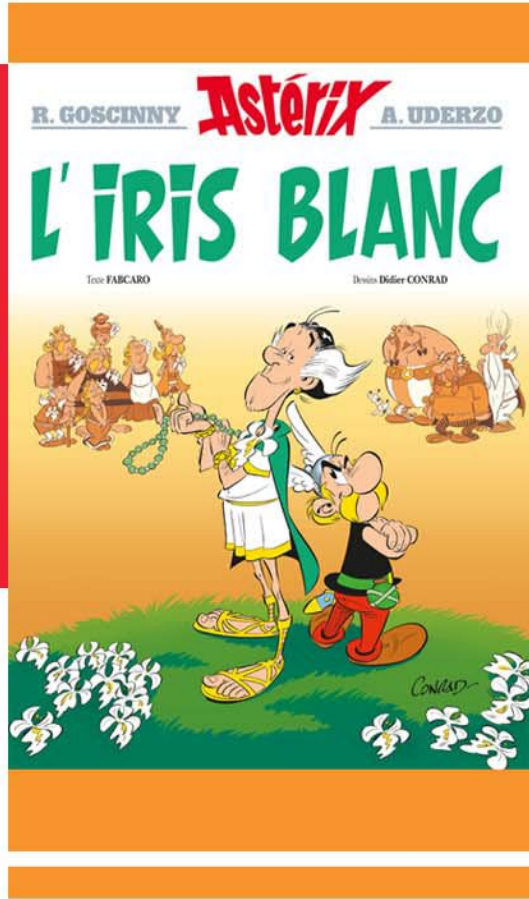
**Thursday, 25 April 2024**





- **1<sup>st</sup> to 3<sup>rd</sup> resolutions**      **Approval of the Company's financial statements and the consolidated financial statements for the year ended 31 December 2023. Allocation of the Company's profit and dividend payment**
- **4<sup>th</sup> resolution**      **Approval of a related-party agreement referred to in article L. 225-38 of the French Commercial Code**
- **5<sup>th</sup> resolution**      **Ratification of the co-optation of Yannick Bolloré as a director**
- **6<sup>th</sup> to 11<sup>th</sup> resolutions**      **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 2023 to each of the executive corporate officers**  
**Approval of the 2024 remuneration policies for the executive corporate officers and the members of the Board of Directors**
- **12<sup>th</sup> resolution**      **Eighteen-month authorisation for the Board of Directors to trade in the Company's shares**
- **13<sup>th</sup> to 14<sup>th</sup> resolutions**      **Appointment of Deloitte & Associés and Mazars as Statutory Auditors responsible for auditing sustainability information**
- **15<sup>th</sup> resolution**      **Powers for formalities**

❖ *The full agenda is set out on page 27 of the General Meeting Brochure*



**Lagardère**

## 2024 GENERAL MEETING

**Arnaud Lagardère**

*Chairman and Chief Executive Officer of Lagardère SA*

25 April 2024

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**1** Link-up with Vivendi SE

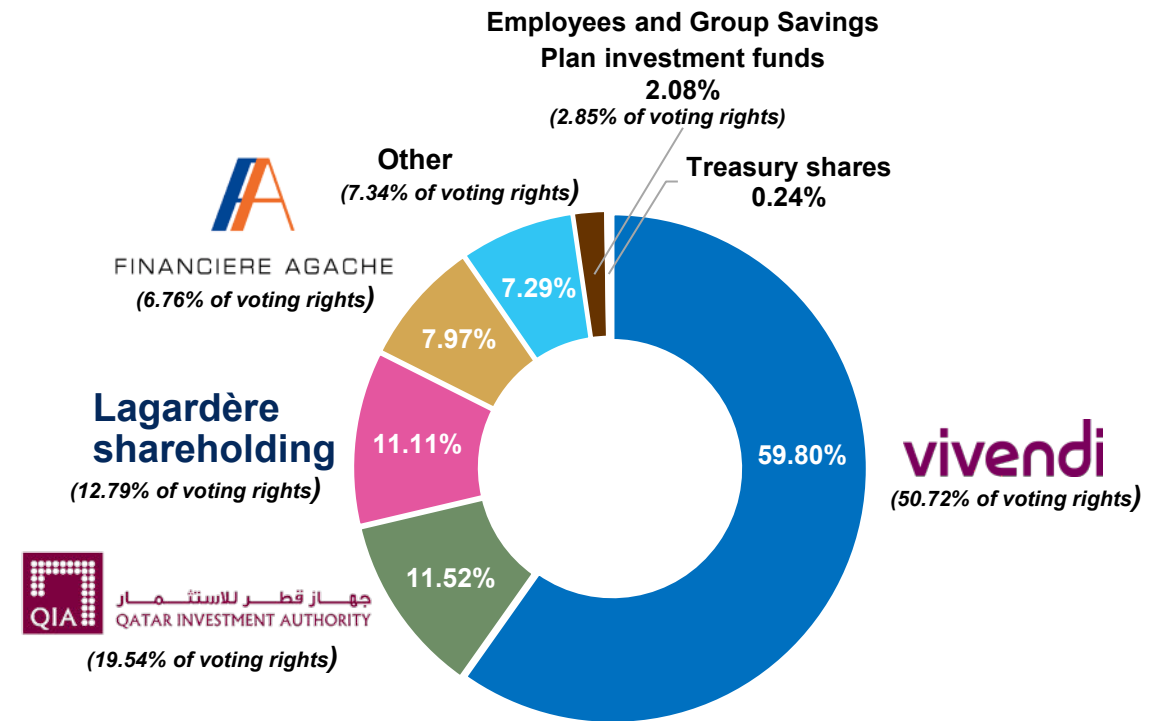
**2** Full-year 2023 and first-quarter 2024 financial performance

**3** Market position, achievements and strategic orientations

# LINK-UP WITH VIVENDI SE – 21 NOVEMBER 2023

- Accelerating growth
- Strengthening the balance sheet
- Improving performance
  - Scale effect
  - Industrial synergies
- Improving cash conversion

## Ownership structure at 31 December 2023



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**1** Link-up with Vivendi SE

**2** Full-year 2023 and first-quarter 2024 financial performance

**3** Market position, achievements and strategic orientations

## GROUP PERFORMANCE IN 2023

(€m)	2018*	2019*	2020*	2021	2022	2023	Change 2023 vs. 2022
<b>Revenue</b>	6,868	7,211	4,439	5,130	6,929	<b>8,081</b>	<b>+14.0%**</b>
<b>Recurring EBIT</b>	385	378	(155)	249	438	<b>520</b>	<b>+19%</b>
<b>Operating margin</b>	5.6%	5.2%	-3.5%	4.9%	6.3%	<b>6.4%</b>	<b>+10bps</b>
<b>Free cash flow excluding changes in working capital</b>	208***	260	(239)	176	294	<b>275</b>	<b>-€19m</b>

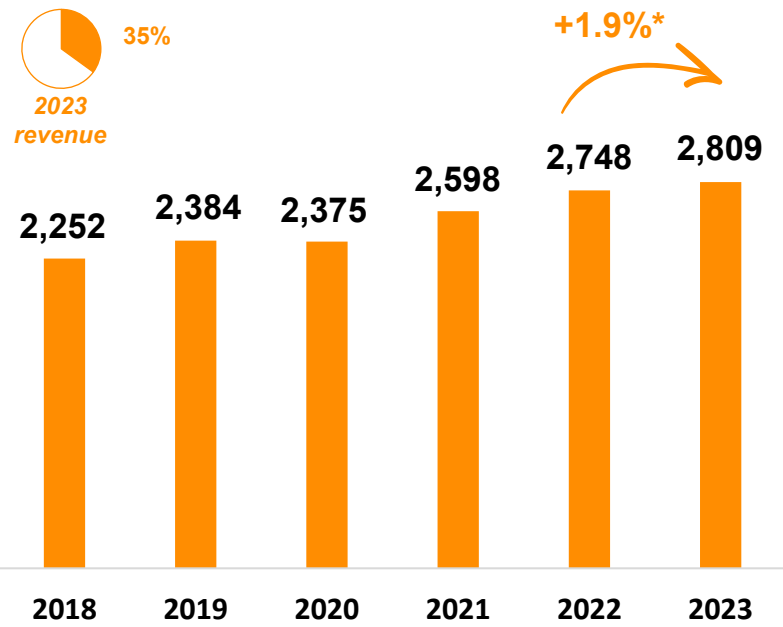


□ The Group recorded strong revenue growth of 14.0%\*\* and recurring EBIT growth of 19% compared with 2022

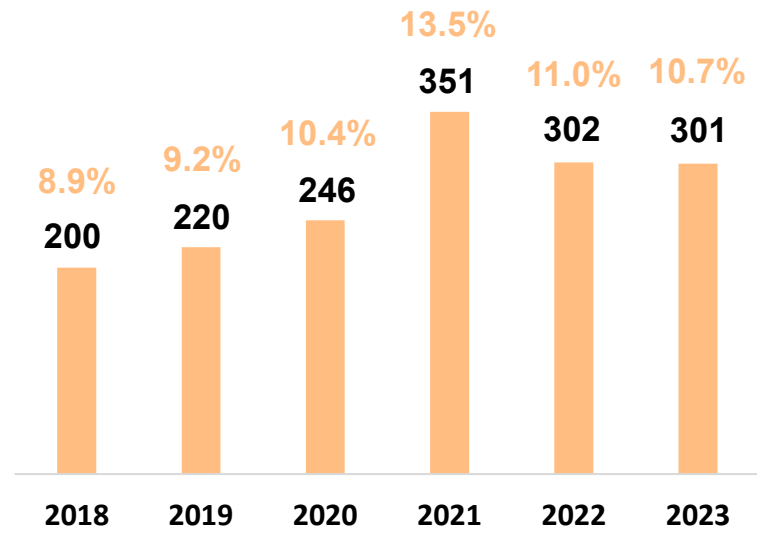


# LAGARDÈRE PUBLISHING: 2018-2023 PERFORMANCE

Change in revenue (€m)



Change in recurring EBIT (€m)  
and operating margin (% of revenue)



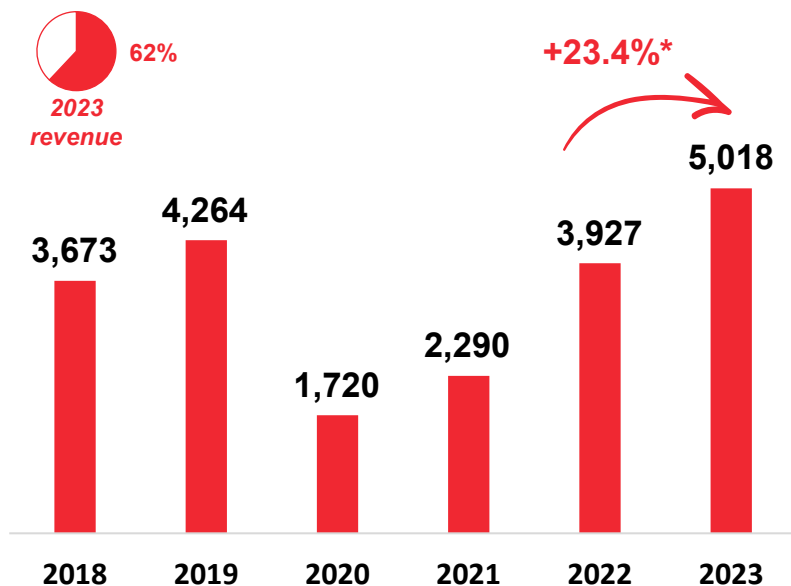
- ❑ Amid strong inflation, Lagardère Publishing maintained a high level of like-for-like activity, with revenue growth of 1.9%\* despite a lacklustre economic environment
- ❑ Recurring EBIT stable at €301 million, with operating margin maintained at a high level (10.7%), well above pre-Covid levels (9.2% in 2019)



\* Like for like

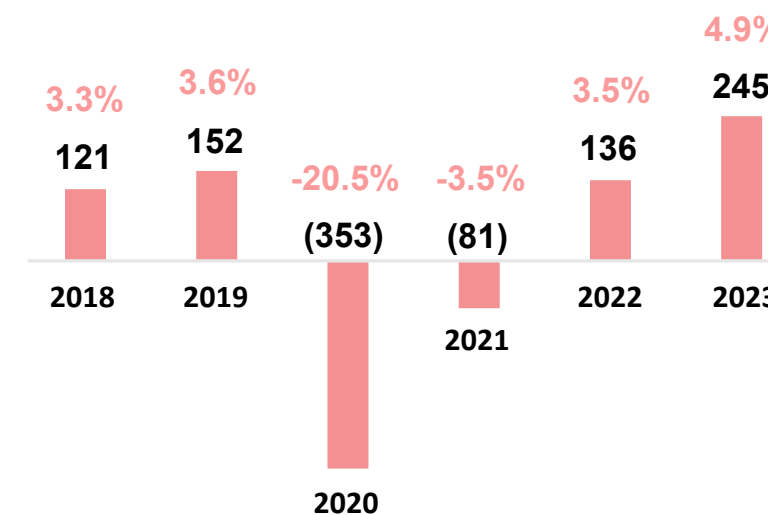
# LAGARDÈRE TRAVEL RETAIL: 2018-2023 PERFORMANCE

Change in revenue (€m)



Change in recurring EBIT (€m)

and operating margin (% of revenue)

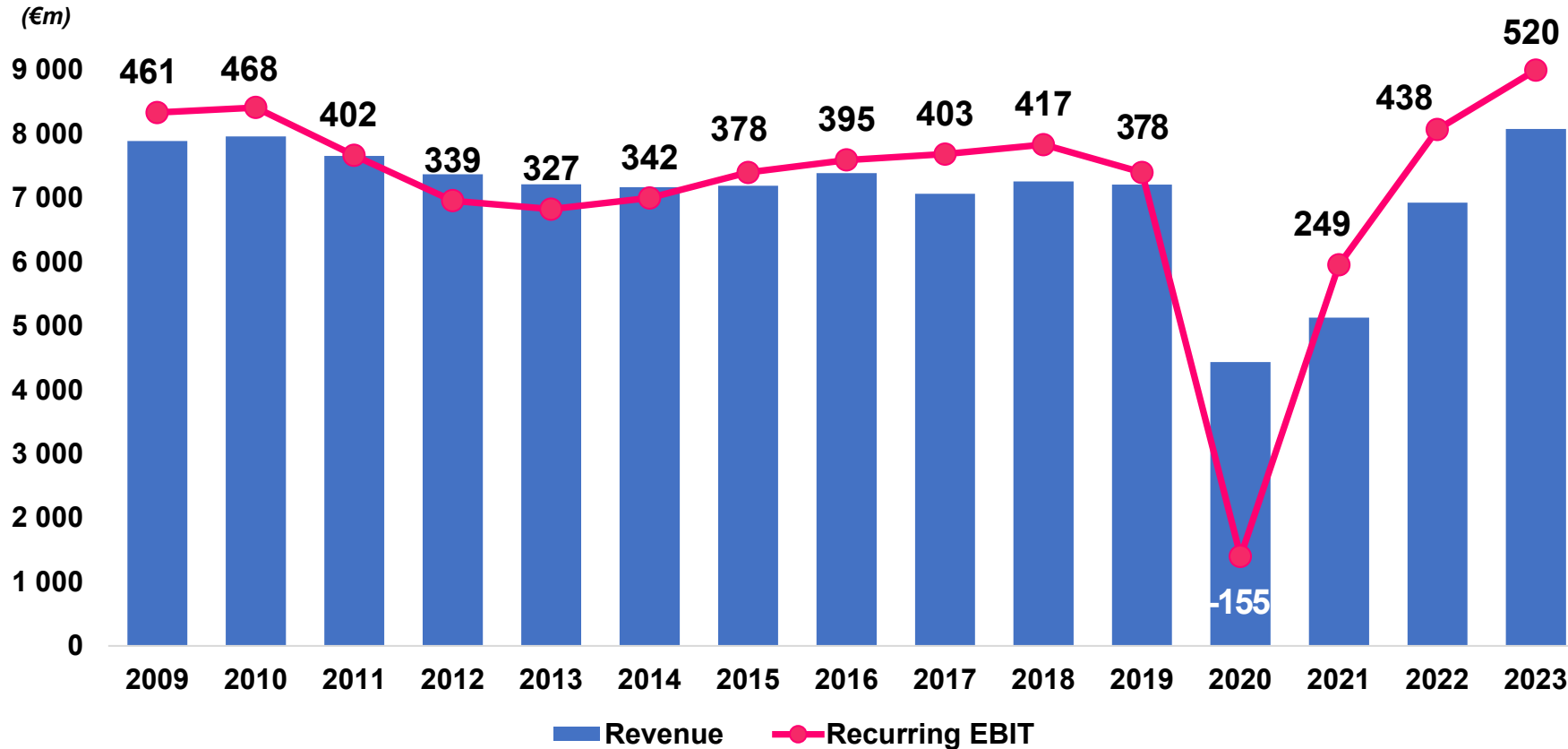


- ❑ Excellent performance, with revenue up sharply by 23.4%\*, driven by business in the EMEA region and expansion in the point-of-sale network
- ❑ Record-high recurring EBIT at €245 million owing to disciplined margin control amid an inflationary environment, along with efficiency gains driven by the ramp-up of the LEaP operational efficiency plan



\* Like for like

# PERFORMANCE CONFIRMING THE SUCCESS OF THE GROUP'S LONG-TERM STRATEGY



❑ Recurring EBIT (€520 million) and operating margin (6.4%) reached record levels not seen in 15 years, confirming both the Group's momentum – driven by Lagardère Publishing and Lagardère Travel Retail – and the effectiveness of the strategy implemented over recent years



## FIRST-QUARTER 2024: STRONG REVENUE GROWTH ILLUSTRATING SOLID PERFORMANCES FROM THE DIVISIONS

- **Solid growth with Group revenue totalling €1,883 million in the first quarter, up 8.9% on a like-for-like basis:**
  - **Lagardère Publishing** maintained a high level of activity at **€576 million (up 0.8%)** against a historically high comparison basis and despite a softer market environment
  - **Lagardère Travel Retail** posted a sharp rise in revenue to **€1,242 million (up 13.6%)**, driven by favourable business momentum in the EMEA region and the Americas, amid a return to normal for global air traffic and despite a slowdown in North Asia
  - **Other Activities** posted revenue broadly stable at **€65 million (up 0.1%)** driven by a very good performance from entertainment venues



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**1** Link-up with Vivendi SE

**2** Full-year 2023 and first-quarter 2024 financial performance

**3** Market position, achievements and strategic orientations

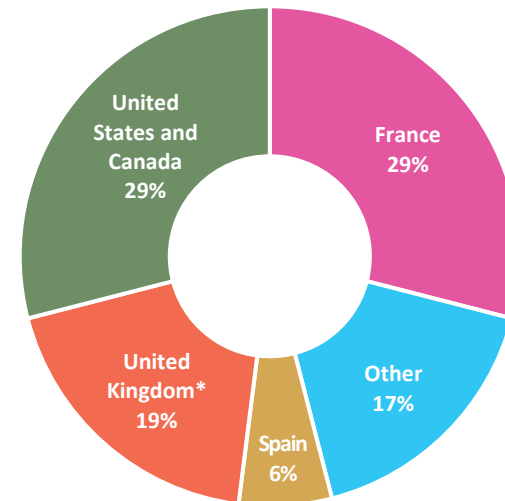
**No. 2** consumer publishing group worldwide

**No. 1** publishing group in France, **No. 2** in the UK, **No. 3** in Spain and **No. 4** in the US

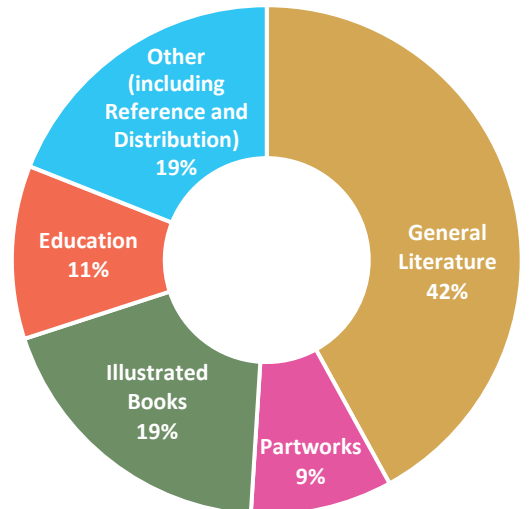
**No. 1** publisher of partworks worldwide

<p><b>€2,809m</b> Revenue</p>	<p><b>€301m</b> Recurring EBIT</p>	<p><b>7,601</b> employees</p>
<p><b>Over 200</b> publishing imprints</p>	<p><b>Over 129,000</b> titles in digital format</p>	<p><b>Over 15,000</b> new releases</p>

Revenue by geographic area



Revenue by business

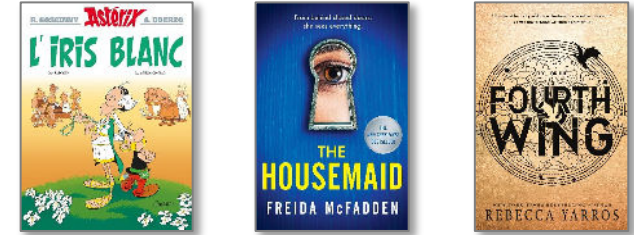


\* Including Ireland, Australia and New Zealand



# LAGARDÈRE PUBLISHING: 2023 ACHIEVEMENTS

- ❑ **Major publishing successes** in all the operating countries, particularly in France (*Astérix : L'Iris blanc*, the *Captive* trilogy, *Le Suppléant*, *Son odeur après la pluie*, *Le temps des combats*, etc.) and in the United Kingdom (the *Empyrean* trilogy, *The Housemaid* series, Matthew Perry's autobiography, etc.)
- ❑ **Continued diversification into adjacent growth markets:** acquisition of a majority stake in French board game publisher Catch Up Games
- ❑ **Innovation and new practices:** audio and podcasts, e-learning
- ❑ **Ambitious, multi-award-winning CSR strategy:** "Victoires du Capital Humain" gold trophy from Décideurs RH, HR and Environment prize at the ANDRH Grand Prix, Hachette UK's ranking in The Times' Top 50 Employers for Gender Equality, etc.



## LAGARDÈRE PUBLISHING: STRATEGIC ORIENTATIONS

- Pursue an active acquisition policy
- Continue to boost performance
- Improve our offering to authors and artists
- Accelerate the transformation of our infrastructure
- Enhance innovation
- Lead by example in CSR





**No. 3** Travel Retail operator worldwide

**No. 2** Travel Retail operator in airports worldwide

**No. 1** Travel Essentials operator worldwide

**No. 1** Travel Retail operator in France



€ **€5,018m**  
Revenue

**€245m**  
Recurring  
EBIT

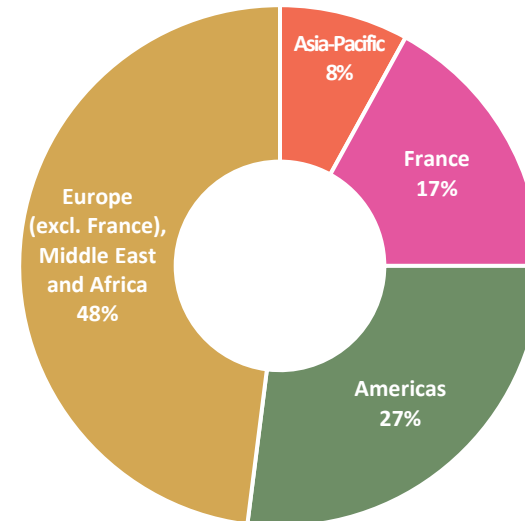
**22,619**  
employees

Operations in  
**over 290**  
airports

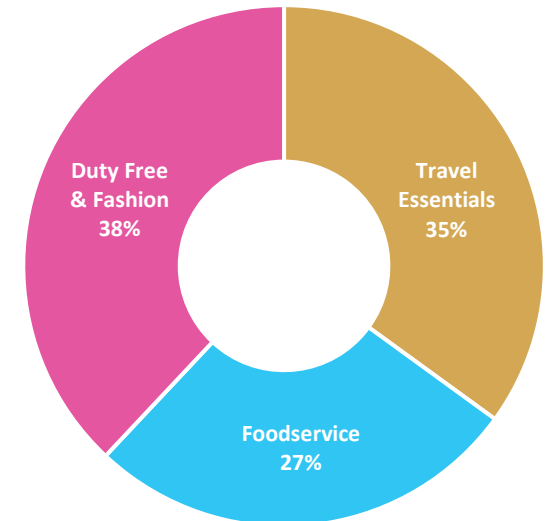
Operations in  
**700** rail and urban  
transport stations

**over 5,120**  
stores and  
restaurants

Revenue by geographic area



Revenue by business




# LAGARDÈRE TRAVEL RETAIL: 2023 ACHIEVEMENTS

- ❑ **Continued recovery in global air traffic, with double-digit growth driven by dynamic sales initiatives and innovation**
  
- ❑ **Strengthened core businesses**
  - Development of new business models, multi-business solutions, etc.
  
- ❑ **Development and innovation**
  - Acquisitions in Foodservice (Marché International, Costa Coffee Poland and Latvia, Tastes on the Fly)
  - Numerous concession renewals and wins (Extime Essentials Paris, Marseille-Provence, North and South America, West Africa, etc.)
  - Partnership agreements (Time Out Market, Inflyter, Groupe Kastrati, etc.)
  - Launch of standalone shops (Hong Kong and Charlotte)
  - Inauguration of an innovative hybrid concept in Barcelona: The Gallery In Barcelona
  - Introduction of the Discover brand in Cambodia



## LAGARDÈRE TRAVEL RETAIL: STRATEGIC ORIENTATIONS

- 
- Pursue an active expansion policy
  - Further optimise operational performance
  - Reinvent and innovate for our concepts, offerings and brands
  - Lead by example on the carbon footprint

## OTHER ACTIVITIES

**Lagardère**  
NEWS

**2** press titles  
**1** global press brand

**3.2m** readers\*  
weekly

**373** employees

**Lagardère**  
RADIO

**3** radio stations  
**1** advertising sales brokerage

**Over 5m** listeners\*\*  
daily

**318** employees

**Lagardère**  
LIVE ENTERTAINMENT

**3** activities (managing entertainment venues, producing concerts, hosting and promotional services)

**4** performance venues

**97** employees

**13,500** members

**7** hectares of land

**44** tennis courts

**2** swimming pools (including 1 olympic-size)

**205** employees

\* Source: ACPM One Next S2 2023 / \*\* Source: Médiamétrie EAR National, 13 years and older, Monday-Friday, 5:00 a.m.-midnight, Europe 1, Europe 2 and RFM, November-December 2023, cumulative audience



## OTHER ACTIVITIES: 2023 ACHIEVEMENTS

### ❑ Lagardère News

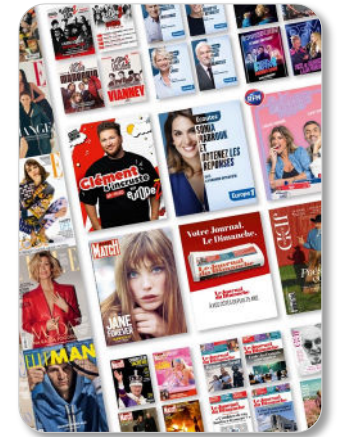
- Development of digital media and a paid press subscription offering
- New impetus for *Le Journal du Dimanche*
- Consolidation of the Elle brand's leadership worldwide with growth in non-media licensing and the development of one-off initiatives

### ❑ Lagardère Radio

- Autonomy for the Group's Radio unit, signed off by Arcom
- Best year-on-year growth among general-interest radio stations for Europe 1, thanks to its repositioning around a revamped, more substantive news offering and a coherent programme schedule
- Roll-out of the new Europe 2 brand, adjustment of RFM's programming and positioning

❑ **Lagardère Live Entertainment:** expansion to include hosting and local promotion of French and international productions with the acquisition of Euterpe Promotion

❑ **Lagardère Paris Racing:** second edition of Trophée Clarins, a WTA 125 international women's professional tennis tournament



# LAGARDÈRE LIVE ENTERTAINMENT

## CONFIRMING ITS POSITION AS A MAJOR PLAYER IN LIVE ENTERTAINMENT



- ❑ **Over 1 million** fans attended performances across our 4 venues
- ❑ **More than 500** artist dates hosted in the 4 venues
- ❑ **Over 300** artist events produced by L Productions

## OUTLOOK

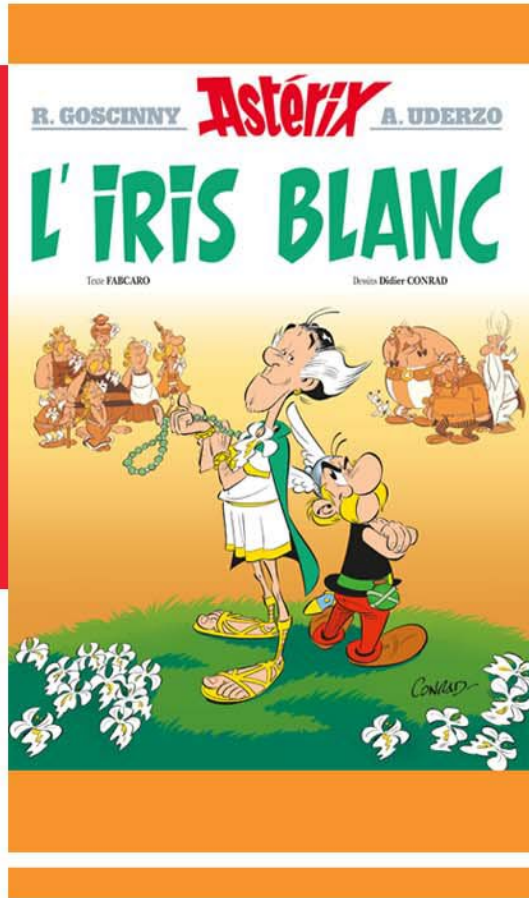
**Record number of shows slated for 2024**

**L Productions to maintain 2023 revenue level**

**Integration and continued development of Euterpe Promotion**

## CONCLUSION

- ❑ Record performance levels in 2023, not seen in 15 years
- ❑ Continued growth confirming the relevance and strength of the strategic model
- ✔️ ❑ Vision and backing of our controlling shareholder, with a shared culture and values, to support the Group in its strategy
- ❑ Ready to step up the pace of growth thanks to our talented and committed teams



**Lagardère**

Annual Ordinary General Meeting / 25 April 2024

## **FULL-YEAR 2023 RESULTS**

**Sophie Stabile**

*Group Chief Financial Officer*

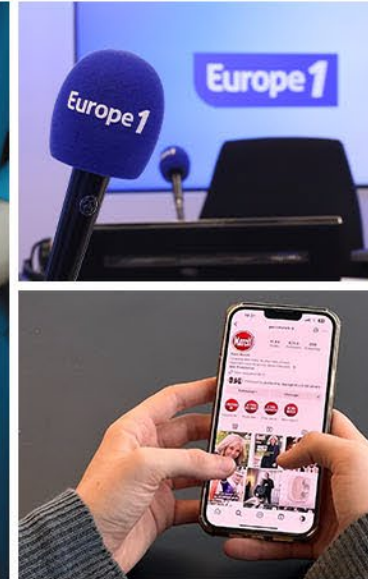
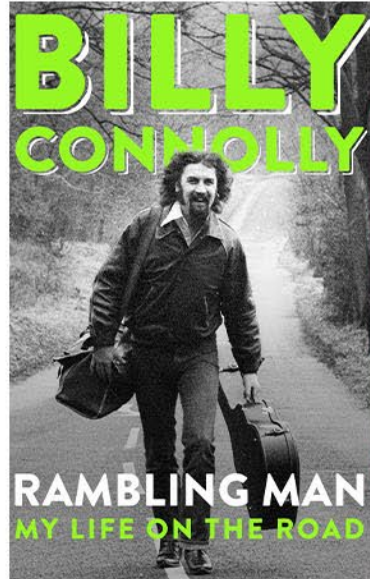


# **CONTENTS**

**I. 2023 performance by division**

**II. 2023 Group results**

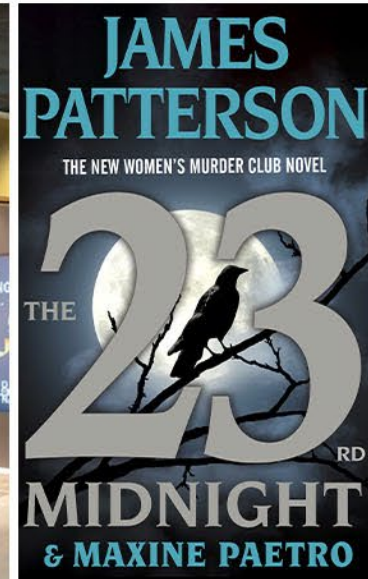
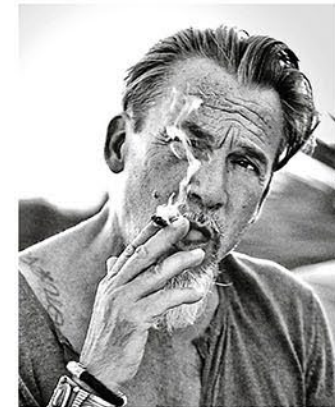
**III. First-quarter 2024 revenue**



**NAPA FARMS MARKET**



**PAGNY PAR FLORENT**



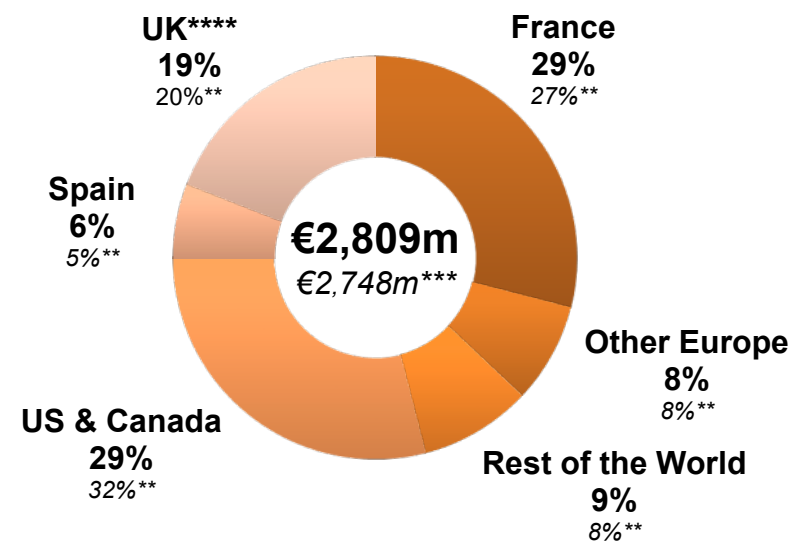
# 2023 PERFORMANCE BY DIVISION

# SUSTAINED GROWTH, DRIVEN BY THE SUCCESS OF BESTSELLERS IN FRANCE AND THE UNITED KINGDOM

Changes in revenue from 2019 to 2023

(€m)	2019	2020	2021	2022	2023	2023 vs. 2022*
	2,384	2,375	2,598	2,748	2,809	+1.9%

Breakdown of 2023 revenue by geographic area

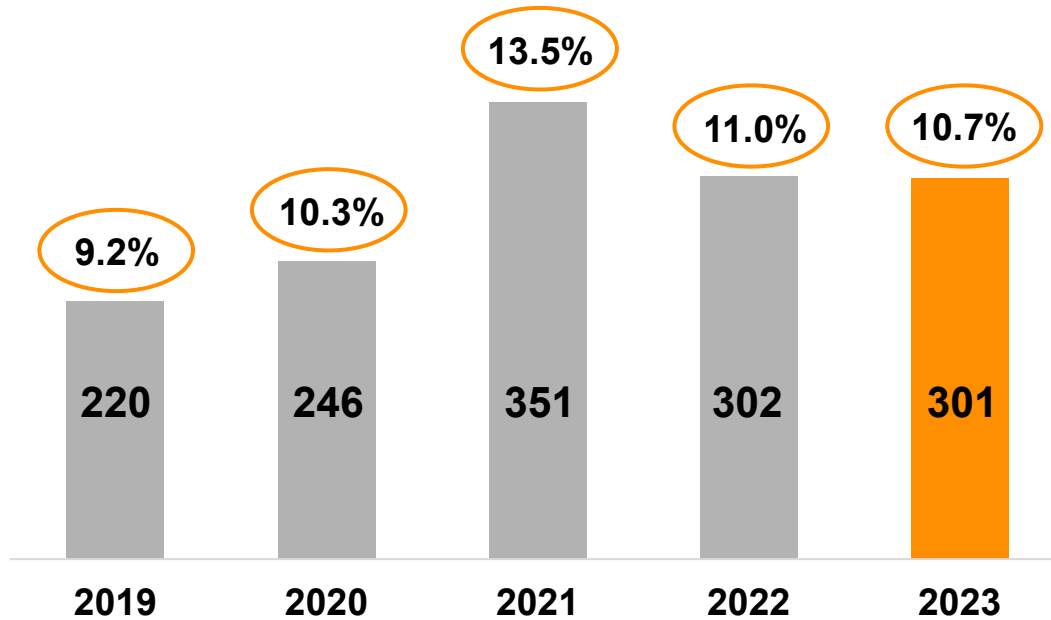


- In 2023, revenue was maintained at historical high levels amid **high inflation**
- Business was lifted by the success of bestsellers in **France and the United Kingdom**
- The downturn in the **United States** was due to the absence of bestsellers comparable to those in 2022, while business in **Spain** benefited from the peak of the national curriculum reform campaign
- **Social networks** had a positive impact on revenue, particularly in the Dark Romance segment

\* On a like-for-like basis / \*\* % of full-year 2022 revenue / \*\*\* Full-year 2022 revenue / \*\*\*\* Including Ireland, Australia and New Zealand

## PROFITABILITY REMAINED AT A HIGH LEVEL

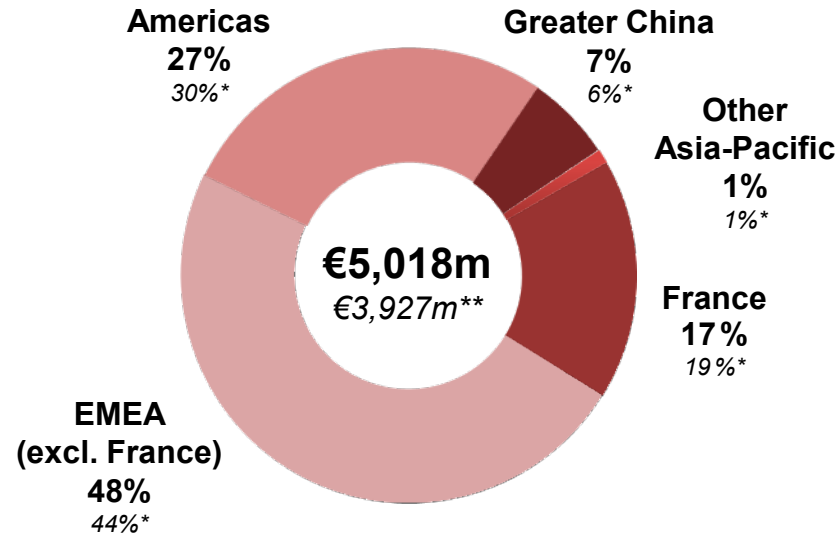
Change in recurring EBIT (€m)  
and operating margin (%)



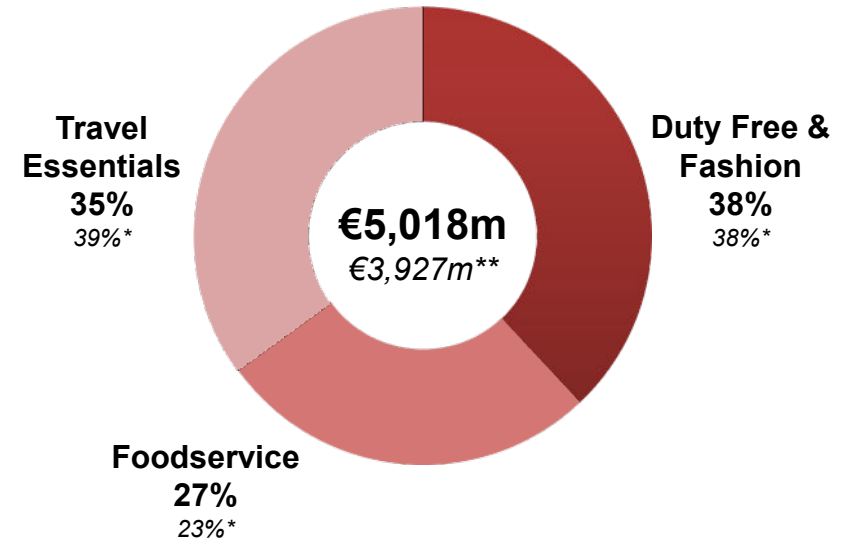
- **Profitability remained high at 10.7%**, well ahead of pre-Covid levels
- **Recurring EBIT remained stable compared to 2022 despite:**
  - the impact of inflation (cost of paper and printing, freight and staff costs), offset by operational initiatives (including selling price increases)
  - the impact of costs linked to the logistics and IT infrastructure transformation project in France

# EXCELLENT PERFORMANCE DRIVEN BY THE EMEA REGION

Breakdown of 2023 revenue by geographic area



Breakdown of 2023 revenue by business segment



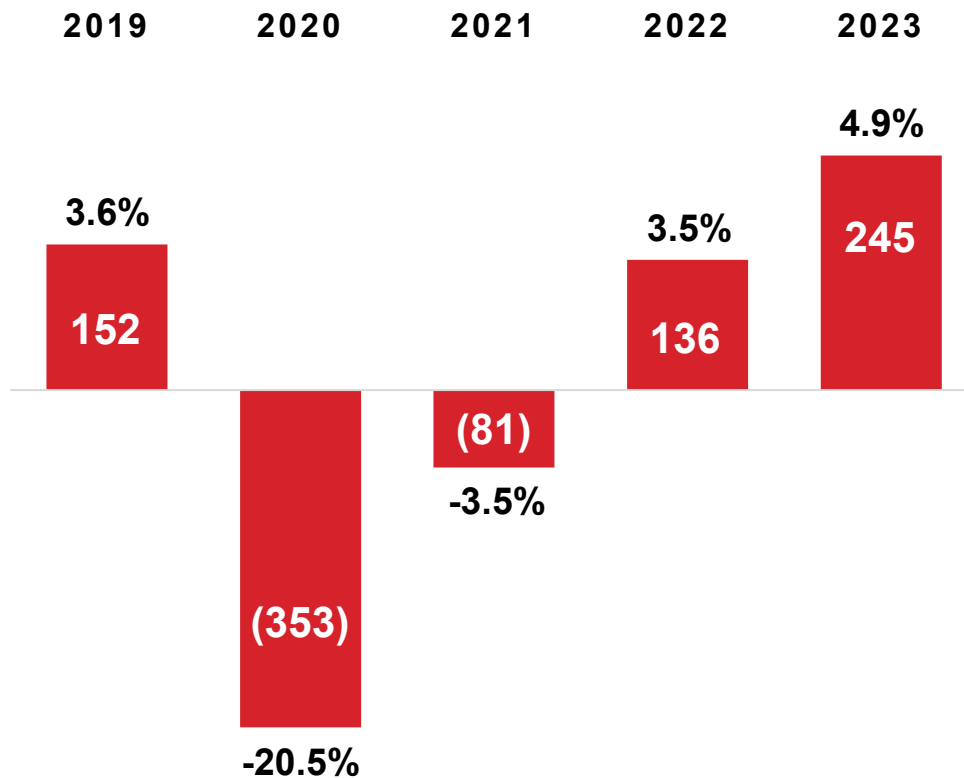
- Lagardère Travel Retail took full advantage of growth in domestic, regional and international air traffic across its various operating locations, particularly in the **EMEA** and **North America** regions
- Business was also driven by **key acquisitions**, **network expansion** and **successful marketing initiatives**
- **Continued upturn in Asia**, with a delayed and gradual reopening of China

\* % of full-year 2022 revenue / \*\* Full-year 2022 revenue



## HISTORIC HIGH LEVEL OF RECURRING EBIT

### Change in recurring EBIT (€m) and operating margin (%)

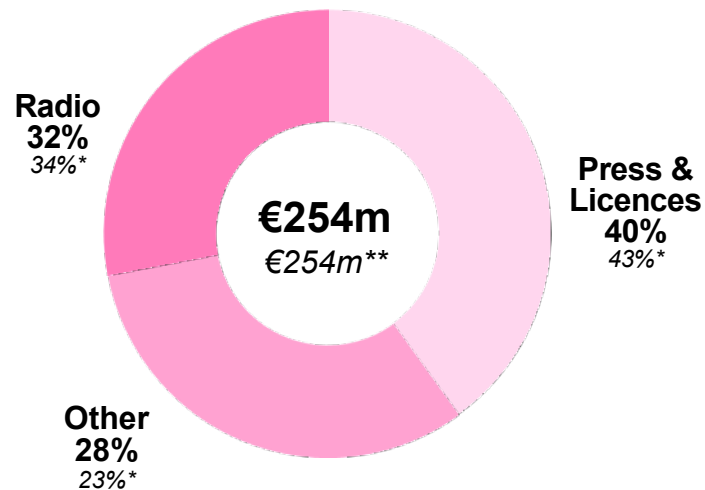


- **All-time high recurring EBIT** and operating margin of 4.9% thanks to:
  - growth across all geographic areas
  - good margin control amid an inflationary environment
  - efficiency gains due to the LEaP performance plan (€95m)

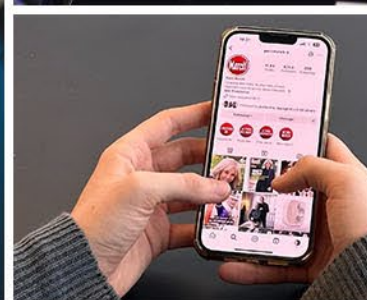
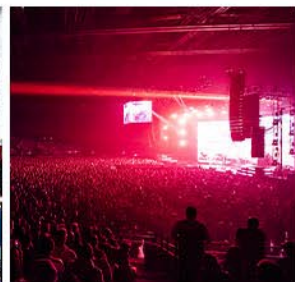
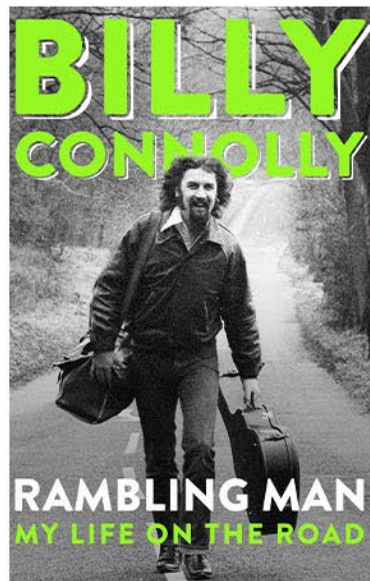


## OTHER ACTIVITIES

### Breakdown of 2023 revenue by business segment



- **Revenue down 3.3% versus 2022\*\*\***
  - Decline in Radio and Press business due to lower audience levels, circulation and advertising revenues
  - Positive momentum for Elle International and Lagardère Live Entertainment
- **Recurring EBIT lower due to Radio and Press businesses**



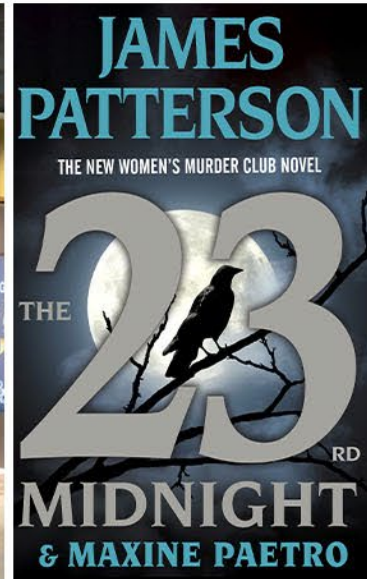
**NAPA FARMS MARKET**



**PAGNY PAR FLORENT**



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# 2023 GROUP RESULTS

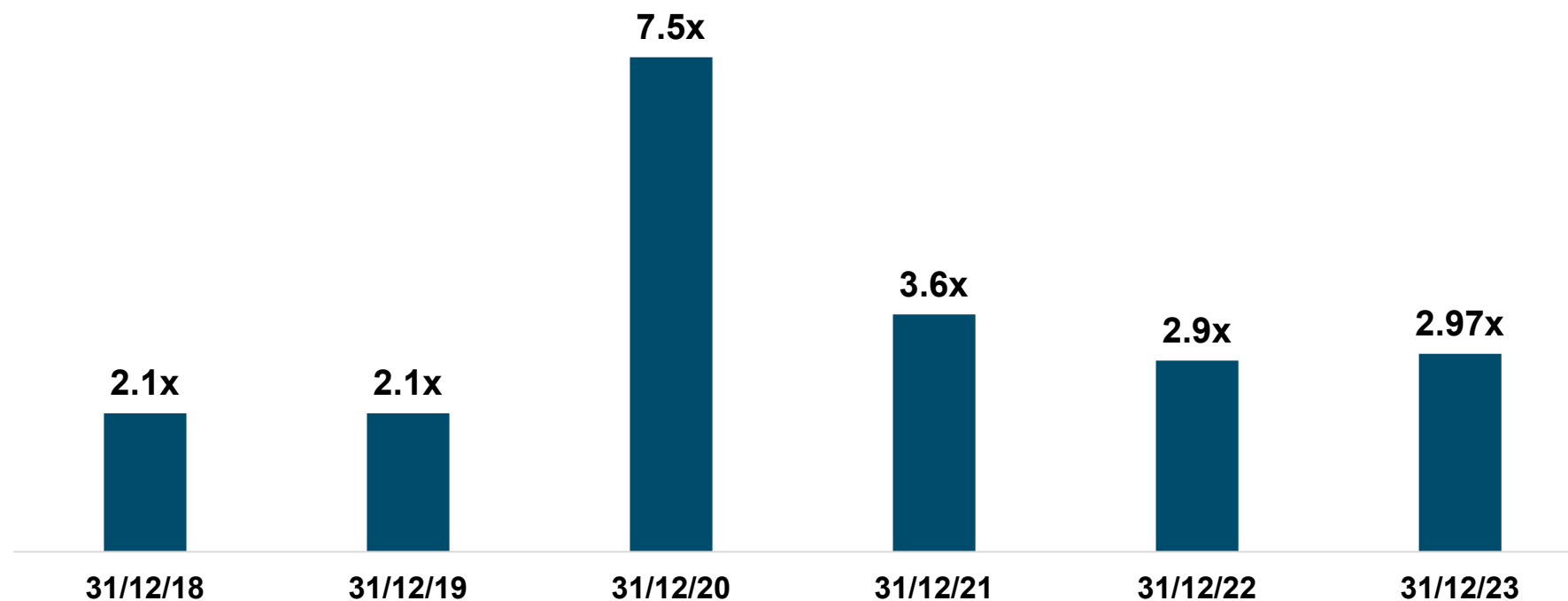
**CONSOLIDATED INCOME STATEMENT**

<b>(€m)</b>	<b>2022</b>	<b>2023</b>
<b>Revenue</b>	<b>6,929</b>	<b>8,081</b>
<b>Group recurring EBIT</b>	<b>438</b>	<b>520</b>
Income (loss) from equity-accounted companies*	13	(1)
Non-recurring/non-operating items	(131)	(85)
<i>o/w impact of IFRS 16 on concession agreements</i>	24	144
<b>Profit before finance costs and tax</b>	<b>320</b>	<b>434</b>
Finance costs, net	(74)	(97)
Interest expense on lease liabilities	(61)	(89)
<b>Profit before tax</b>	<b>185</b>	<b>248</b>
Income tax expense	(33)	(78)
<b>Profit from continuing operations</b>	<b>152</b>	<b>170</b>
Profit from discontinued operations	35	5
<b>Profit for the year</b>	<b>187</b>	<b>175</b>
Minority interests	26	31
<b>Profit – Group share</b>	<b>161</b>	<b>144</b>
<b>Adjusted profit – Group share</b>	<b>265</b>	<b>252</b>

\* Before impairment losses

**GROUP CASH FLOWS**

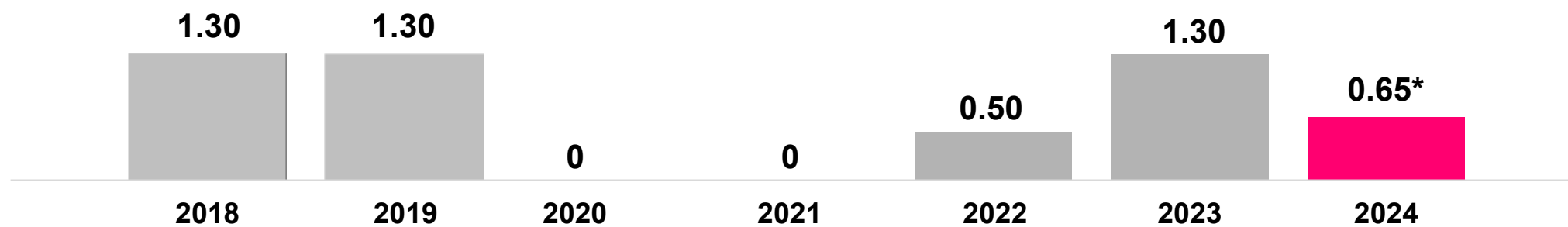
<b>(€m)</b>	<b>2022</b>	<b>2023</b>
<b>Cash flow from operations before changes in working capital and income taxes paid</b>	<b>524</b>	<b>611</b>
Changes in working capital	(73)	(14)
Income taxes paid	(57)	(70)
<b>Cash flow from operations</b>	<b>394</b>	<b>527</b>
Purchases/disposals of PP&E and intangible assets	(173)	(266)
<b>Free cash flow</b>	<b>221</b>	<b>261</b>
<i>o/w free cash flow excluding changes in working capital</i>	<i>294</i>	<i>275</i>
Purchases of investments	(210)	(383)
Disposals of investments	45	48
<b>Net cash from (used in) operations and investing activities</b>	<b>56</b>	<b>(74)</b>
Dividends paid	(105)	(230)
Interest paid	(79)	(100)
Other items	(50)	20
<b>Change in net debt</b>	<b>(178)</b>	<b>(386)</b>

**LEVERAGE RATIO MAINTAINED AT 3X AT 31 DECEMBER 2023****Leverage ratio**

	31/12/18	31/12/19	31/12/20	31/12/21	31/12/22	31/12/23
<b>Debt (€m)</b>	<b>1,367</b>	<b>1,461</b>	<b>1,733</b>	<b>1,535</b>	<b>1,713</b>	<b>2,099</b>
<b>EBITDA over a rolling 12-month period (€m)</b>	<b>657</b>	<b>696</b>	<b>26</b>	<b>422</b>	<b>597</b>	<b>706</b>

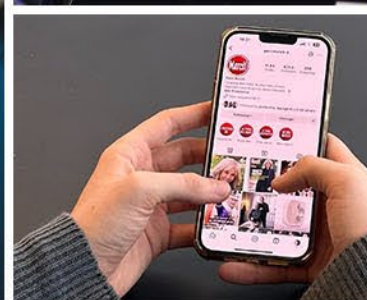
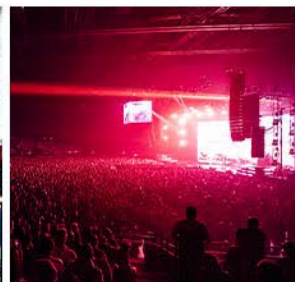
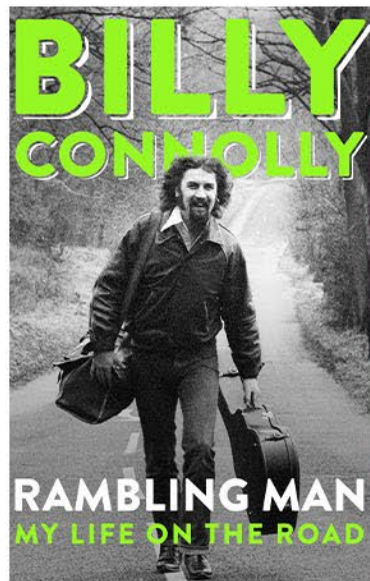
# ORDINARY DIVIDEND FOR 2023

## Dividend paid (€ per share)



\* Resolution in respect of the 2023 dividend submitted by the Board of Directors





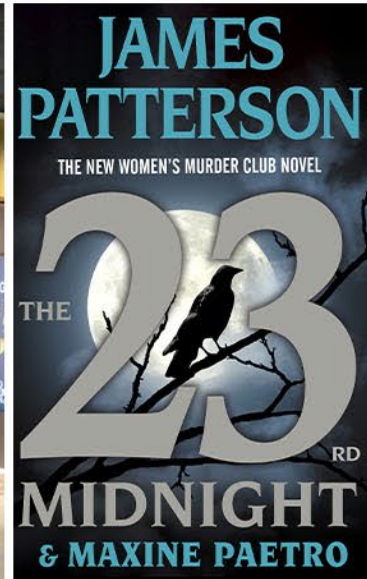
**NAPA FARMS MARKET**



**PAGNY PAR FLORENT**

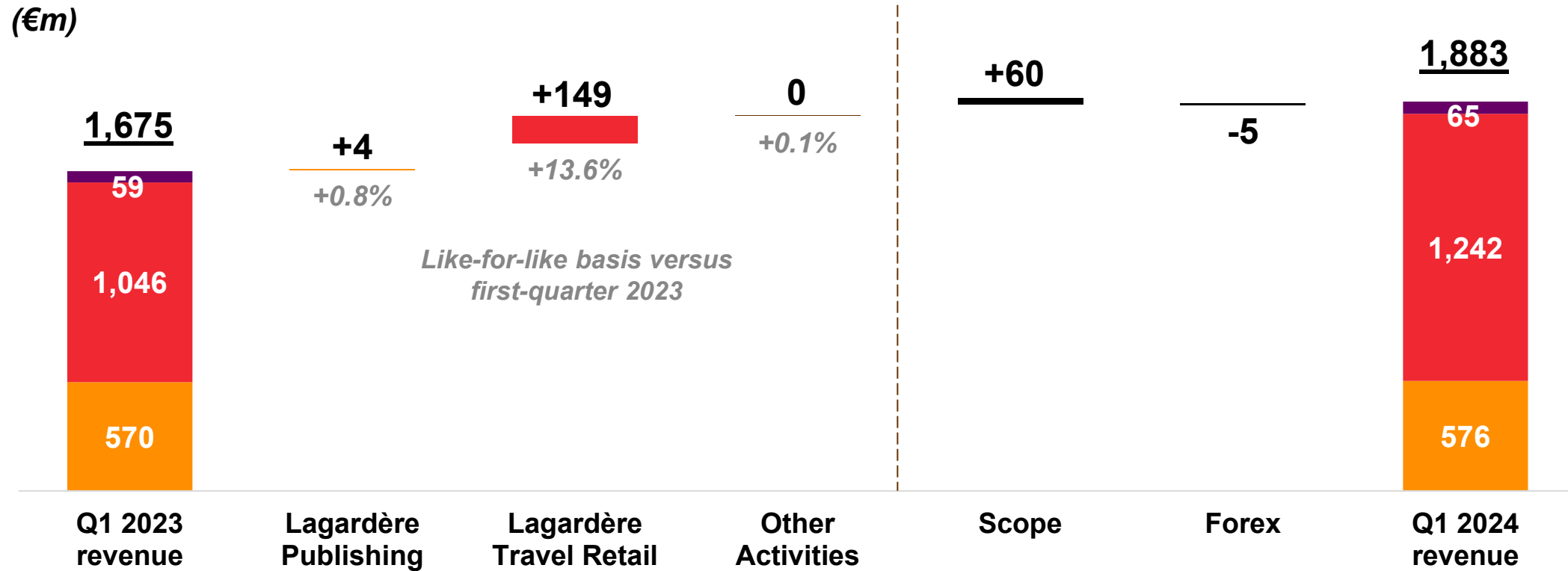


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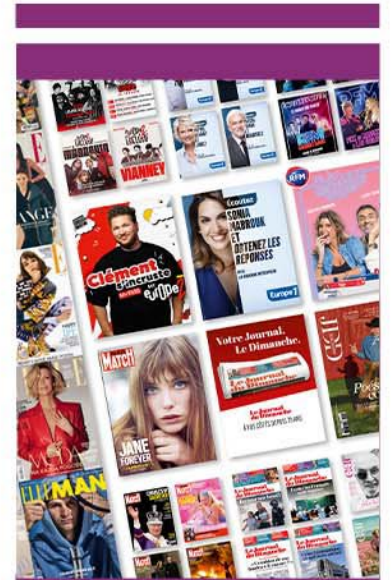
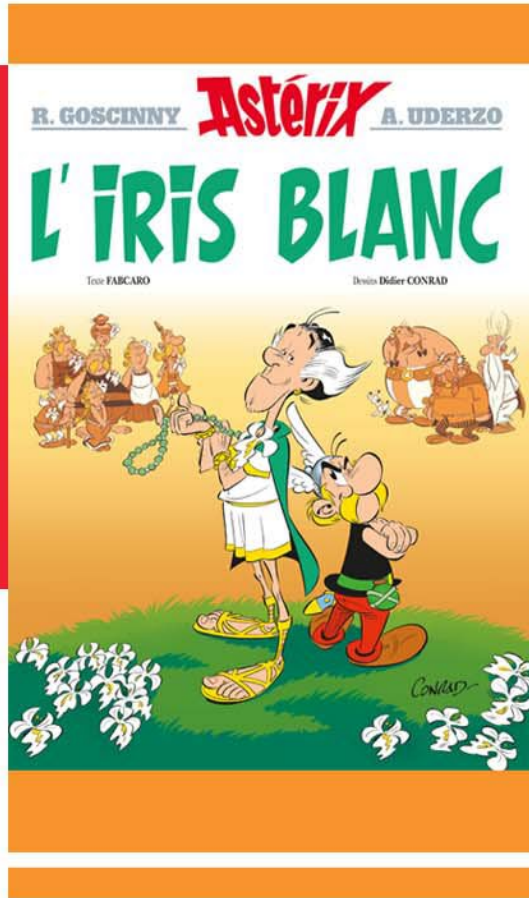
# FIRST-QUARTER 2024 REVENUE

# CHANGES IN REVENUE IN FIRST-QUARTER 2024



- Revenue up 12.4% as reported and up 8.9% on a like-for-like basis





**Lagardère**

Annual Ordinary General Meeting / 25 April 2024

## **TOMORROW WITH LAGARDÈRE: OUR CSR COMMITMENTS**

**Céline Soubranne**  
*Group CSR Director*

# OUR COMMITMENTS

**ENVIRONMENT**

**1. Limiting the environmental impact of our products and services**

- Climate change
- Resource management and the circular economy

**SOCIETY**

**3. Sharing the social and cultural diversity of our businesses**

- Access to education and entertainment
- Freedom of expression and plurality of opinions

**PEOPLE**

**2. Placing people at the heart of our strategy**

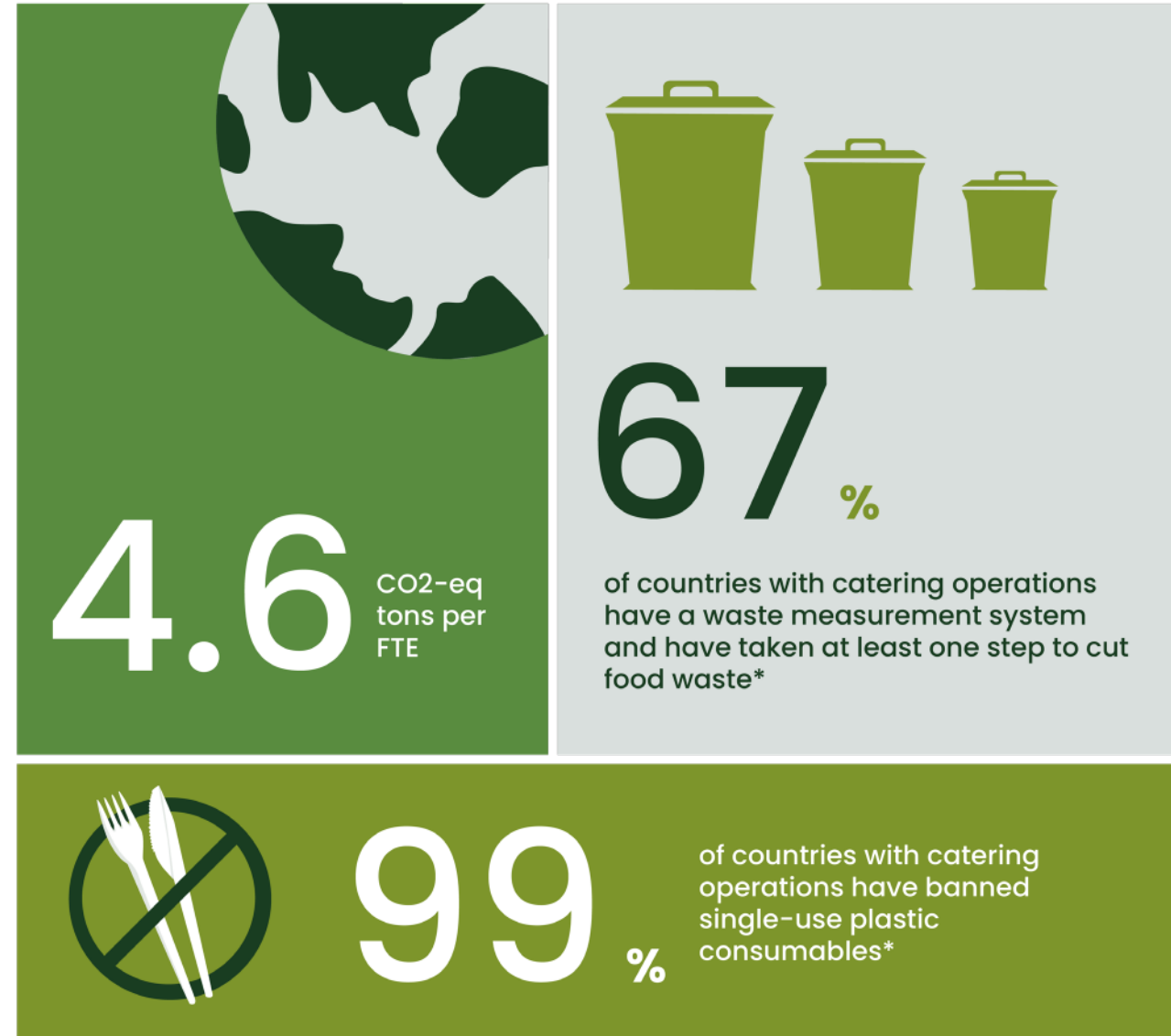
- Diversity and gender balance
- Working conditions

**GOVERNANCE**

**4. Ensuring ethical and responsible corporate governance**

- Preventing corruption
- Business ethics

# 1. LIMITING THE ENVIRONMENTAL IMPACT OF OUR PRODUCTS AND SERVICES



\* Calculated based on revenue for Lagardère Travel Retail own banners only

# 1.1 IMPLEMENTING AN AMBITIOUS CLIMATE STRATEGY

## Objectives

- **2030: reduction in greenhouse gas emissions of around 30%** (versus 2019) in line with the Paris Agreement
- **Scopes 1 & 2: 46% reduction**
- **Scope 3: 28% reduction**

### Optimising energy use

- Scopes 1 & 2: energy efficiency of buildings and equipment, use of renewable energy
- Business travel and commuting: transitioning the car fleet to electric vehicles, car-pooling, remote working

### Decarbonising the value chain

- Introduction of extended Scope 3 annual reporting in 2024
- Hachette Livre: optimised management of printing techniques, reduction in the carbon intensity of paper suppliers and printers, reduction in emissions linked to upstream and downstream transportation and distribution
- Lagardère Travel Retail: leveraging merchandise sourcing (80% of emissions), commitment alongside suppliers



## 2023 outcomes

**21% reduction in carbon emissions since 2019**

*Tonnes of CO<sub>2</sub> equivalent per full-time equivalent – Scope 1 & 2 and employee business travel*



## 1.2 DEVELOPING THE CIRCULAR ECONOMY

### Our commitments

- Preserving the use of **natural resources**
- Promoting eco-design initiatives and **limiting the use of plastic**
- Reducing **general waste and food waste**

#### Hachette Livre

- Target of a 25% reduction in plastic use in the book supply chain by 2030: reduction in volumes, improvement of the material mix, commitment of service providers

#### Lagardère Travel Retail

- Single-use plastic bags phased out
- Anti-waste initiatives in foodservice extended to all business lines by 2024: launch of the global FLOW programme



#### 2023 outcomes

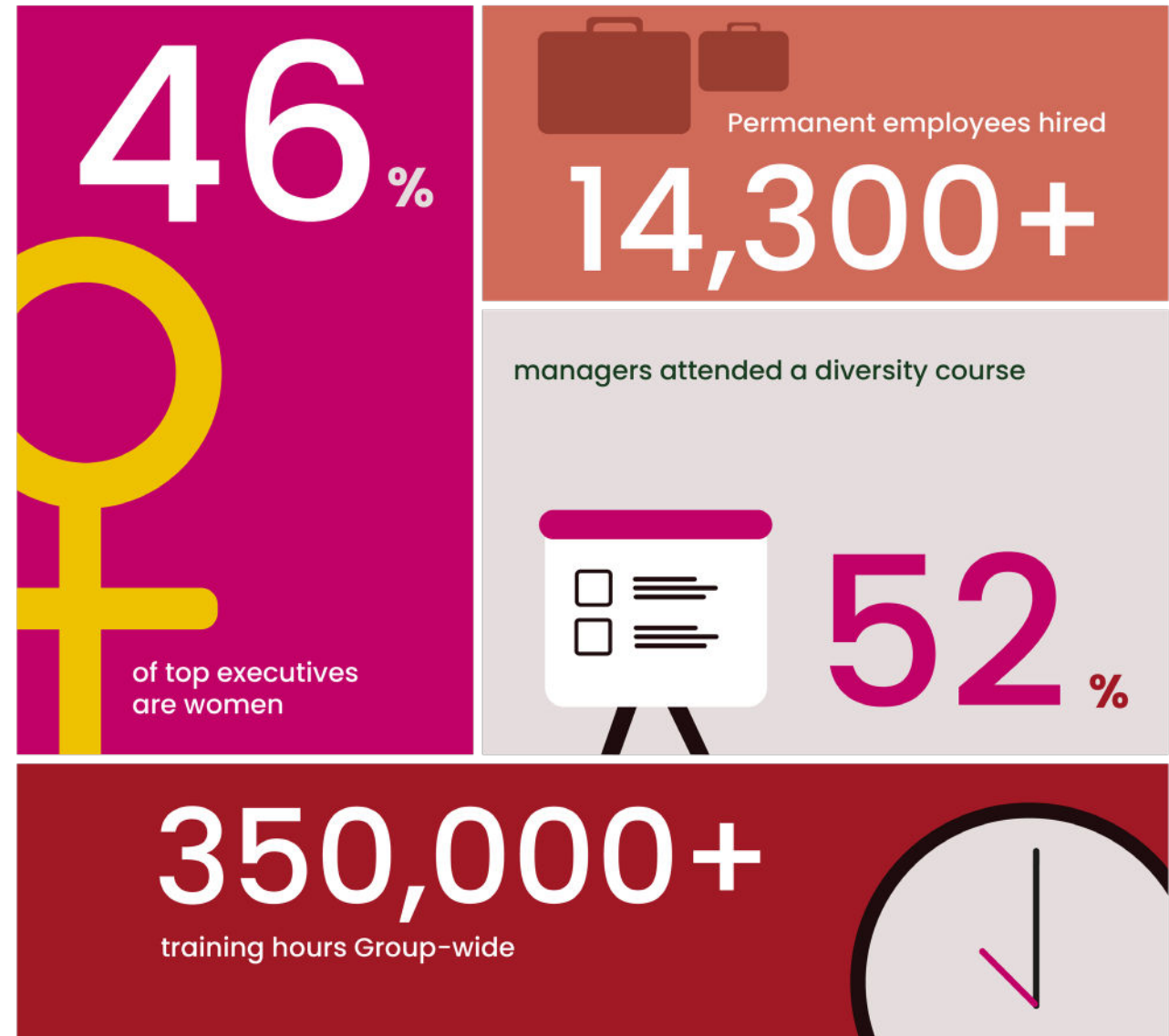
- **99%** of paper purchased and supplied is certified and/or recycled



#### 2023 outcomes

- **67%** of countries with a foodservice business have put in place a measurement system and at least one initiative designed to reduce food waste

## 2. PLACING PEOPLE AT THE HEART OF OUR STRATEGY



## 2.1 ENSURING GENDER BALANCE AND DIVERSITY IN OUR TEAMS

### Objectives

- **2024: 47% of women** among top executives

#### Group

- Promoting gender balance through the Lagardère group's LL Network

#### Hachette Livre

- Numerous initiatives: second parent leave in France, Women in Publishing network in the United States, the Changing the Story programme in the United Kingdom, etc.
- Promoting authors of a diverse range of genders, social backgrounds and ethnicities in all subsidiaries

#### Lagardère Travel Retail

- Implementing Diversity and Inclusion Committees, rolling out three initiatives in each country, including at least one on gender balance
- Partnership with UN Women to support female entrepreneurs in Senegal



#### 2023 outcomes

- **46%** of top executives are women
- **60%** of managers are women
- **52%** of managers have taken diversity & inclusion training

## 2.2 STRENGTHENING EMPLOYER ATTRACTIVENESS AND TALENT RETENTION

### Our commitments

#### Promoting work-life balance

- Second parent leave, days off donated for carers (Hachette Livre in France), volunteer days (Lagardère Travel Retail)

#### Developing internal mobility

- Special divisional committee in France to assess mobility opportunities and the profiles of transfer applicants

#### Developing skills and innovation capacity

- New e-learning platform launched at the end of 2023, to be rolled out throughout the Group in 2024

#### Measuring the level of team engagement

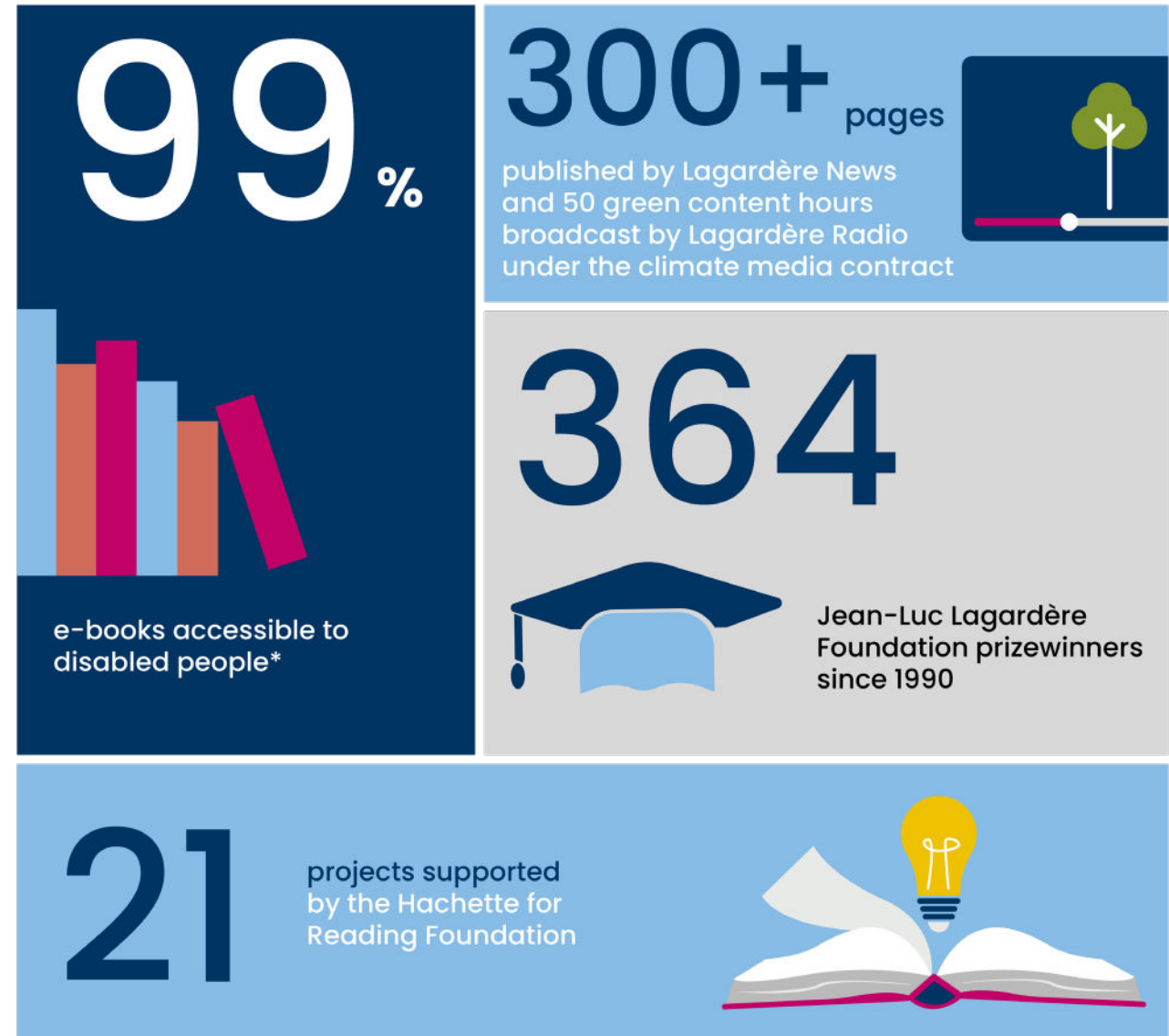
- Rolling out engagement surveys in all Group entities



#### 2023 outcomes

- More than 350,000 training hours logged Group-wide
- 12.2 hours of training per employee on average
- More than 70% of employees covered by an engagement survey

### 3. SHARING THE SOCIAL AND CULTURAL DIVERSITY OF OUR BUSINESSES



\* New releases in text format



## 3. SHARING THE SOCIAL AND CULTURAL DIVERSITY OF OUR BUSINESSES

### Our commitments

#### Promoting access to education and culture

##### Disabled people

- Development of audiobooks, application of the Accessible Books Consortium (ABC) charter (Hachette Livre, Hachette Book Group and Hachette UK)
- Roll-out of measures to promote access for ASD audiences to all Lagardère Live Entertainment venues

##### People with reading difficulties

- The Hachette Foundation for Reading: 21 projects to promote books and combat illiteracy supported since 2022
- Hachette Book Group: annual donations of books to disadvantaged communities in the United States (50,000 in 2023)



Sensory kit for people with autism spectrum disorders



4<sup>th</sup> edition of Europe 1's literary prize honouring community and collective commitment

#### Defending pluralism and supporting creation

- Hachette Livre supports Pen International and Index on Censorship
- Voix d'Afriques - JC Lattès writing competition
- Support for talented young creatives through the Jean-Luc Lagardère Foundation: 364 award winners since 1990 (cinema, literature, music, journalism, etc.)
- Arab Literature Prize, partnership between the Jean-Luc Lagardère Foundation and the IMA
- Paris Match student photojournalism Grand Prix dedicated to the environment

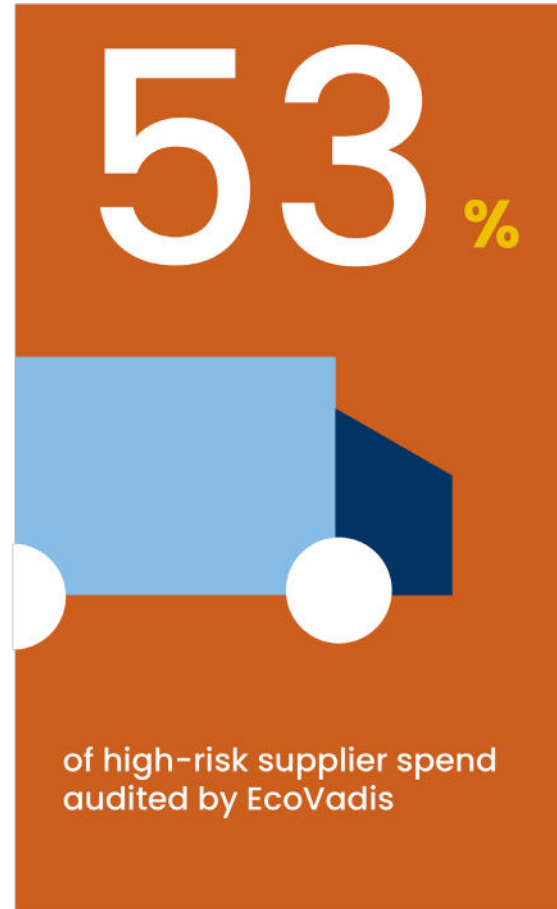
#### 2023 outcomes

- More than 50 hours of programmes and 300 pages of material dedicated to awareness-raising as part of the media climate contract
- 99% of digital books accessible to people with disabilities\*

\* New releases in text format



## 4. ENSURING ETHICAL AND RESPONSIBLE CORPORATE GOVERNANCE



## 4. ENSURING ETHICAL AND RESPONSIBLE CORPORATE GOVERNANCE

### Objectives

- **2025: 80% of expenditure related to suppliers presenting high CSR risks** as assessed by EcoVadis
- **2026: 80% of employees** trained in anti-corruption

### Strengthening CSR governance

- Anticipating compliance with European regulations (CSRD, EU Taxonomy, etc.)

### Promoting business ethics and combating corruption

- Code of Ethics and Anti-corruption Code of Conduct
- Roll-out of e-learning training for all employees

### Implementing a sustainable procurement policy

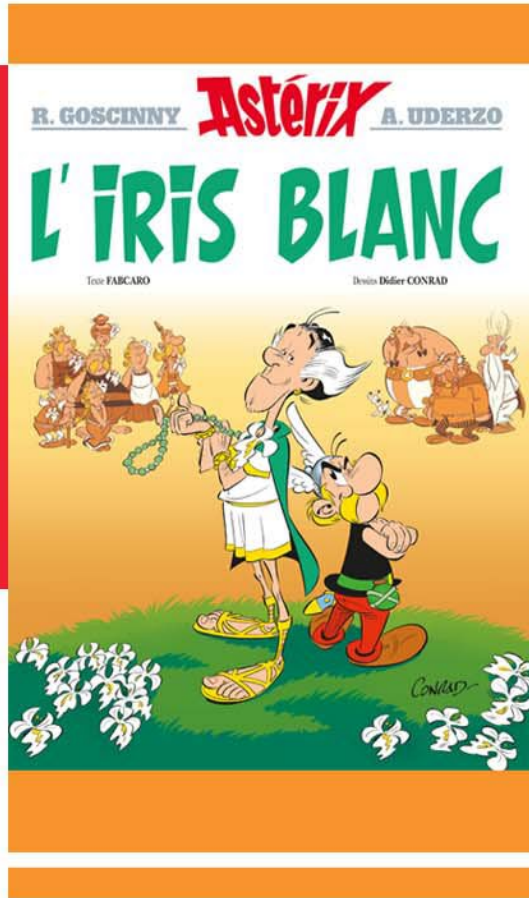
- Updating the supplier charter
- Enhanced EcoVadis assessment of suppliers presenting high risks



### 2023 outcomes

- **53%** of expenditure with suppliers presenting high CSR risks assessed by EcoVadis (31% in 2021)





**Lagardère**

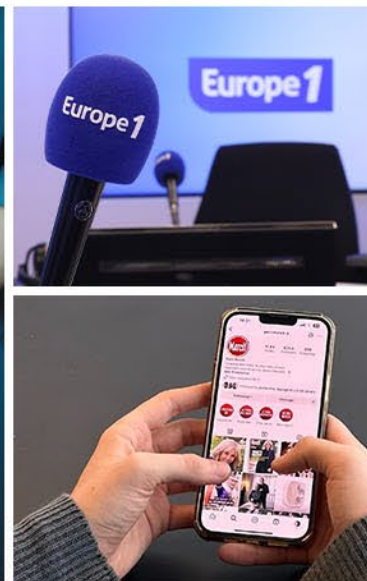
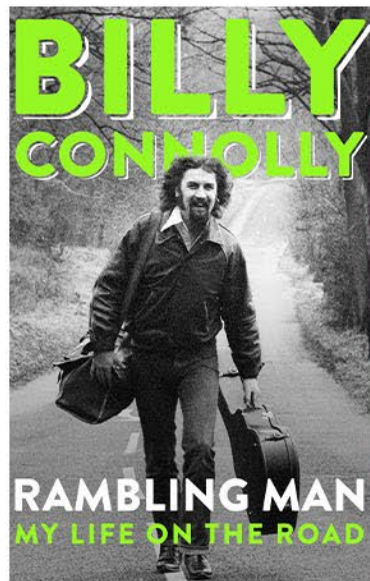
Annual Ordinary General Meeting / 25 April 2024

## **GOVERNANCE**

**Virginie Banet**, Chair of the Appointments, Remuneration and CSR Committee

**Véronique Morali**, Chair of the Audit Committee and the *ad hoc* Committee

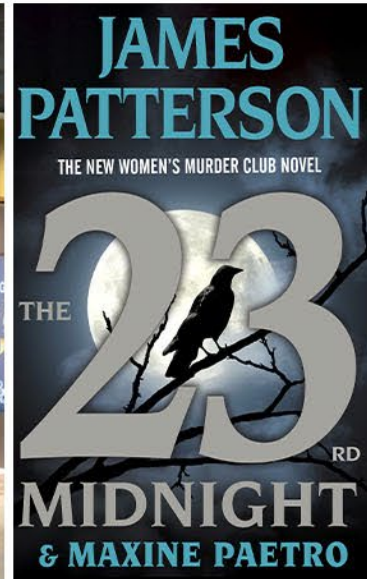
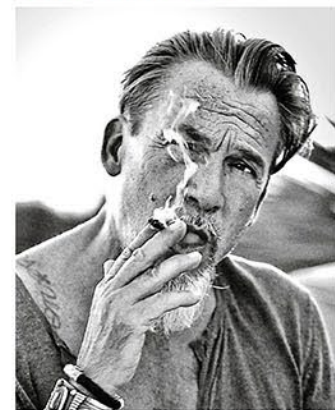




NAPA FARMS MARKET



PAGNY  
PAR  
FLORENT



## RATIFICATION OF THE CO-OPTATION OF YANNICK BOLLORE AS A DIRECTOR

Virginie Banet

# RATIFICATION OF THE CO-OPTATION OF YANNICK BOLLORÉ AS A DIRECTOR



Nationality: French

Co-opted by the  
Board of Directors on  
8 December 2023

## Yannick Bolloré

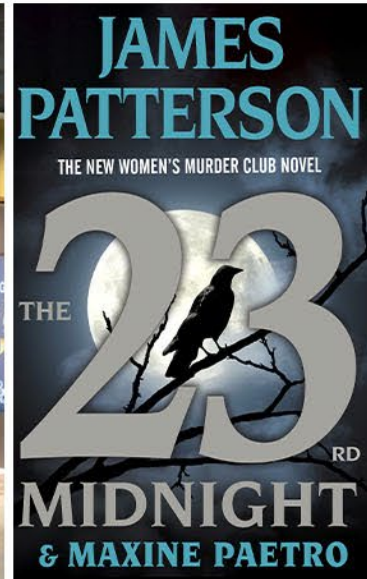
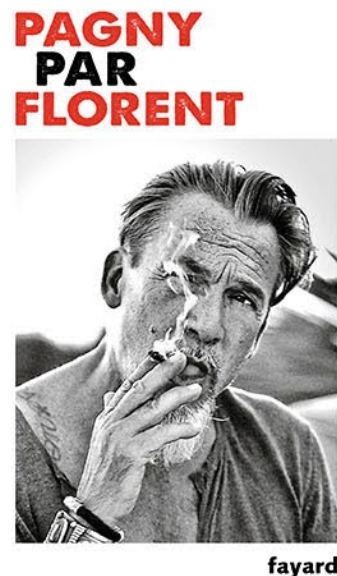
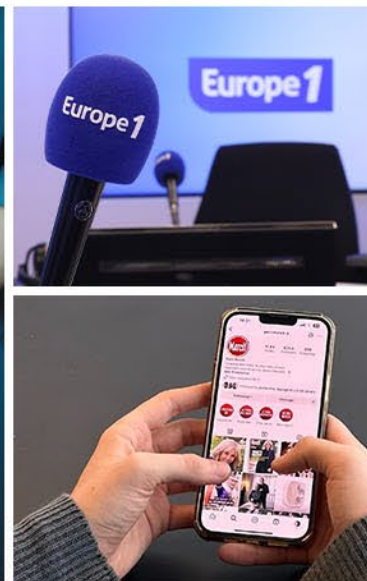
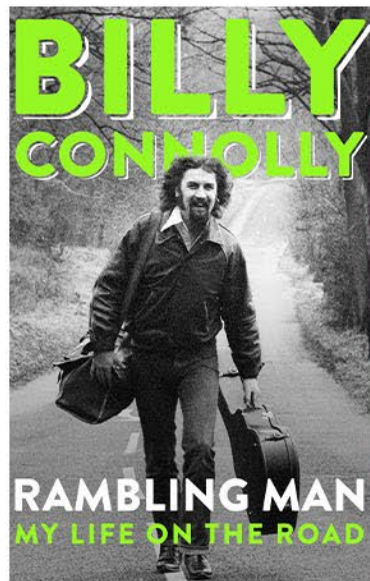
- Chairman of the Supervisory Board, Vivendi SE
- Chairman and Chief Executive Officer, Havas group
- **Aged 44**

### Career

- **2002**: founded production company WY Productions (*Hell, Yves Saint Laurent*)
- **2006**: joined the Bolloré group to launch and develop the media division, becoming France's leading independent television group five years later, subsequently sold to Canal+
- **2011**: joined the Havas group, appointed Chairman and Chief Executive Officer in 2013
- **2018**: appointed Chairman of the Supervisory Board of Vivendi SE

➔ Term ends: **2025 General Meeting**





## APPOINTMENT OF THE STATUTORY AUDITORS

RESPONSIBLE FOR AUDITING THE COMPANY'S SUSTAINABILITY INFORMATION

**Virginie Banet**



## APPOINTMENT OF THE STATUTORY AUDITORS RESPONSIBLE FOR AUDITING THE COMPANY'S SUSTAINABILITY INFORMATION

**French Government Order no. 2023-1142 of 6 December 2023** transposing the **Corporate Sustainability Reporting Directive (CSRD)**, supplemented by **Decree no. 2023-1142 of 30 December 2023**, establishes from **1 January 2024** the new sustainability reporting system for large companies listed on regulated markets

*From 2025 issuers will be required to publish:*

### A Sustainability Report

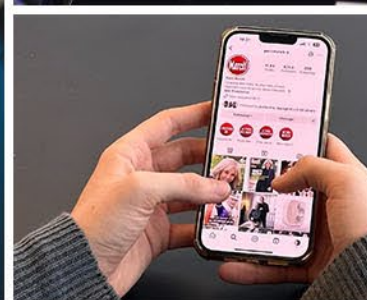
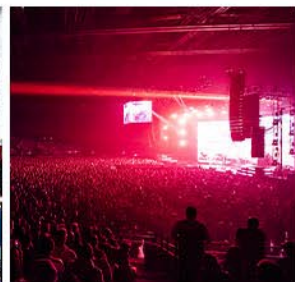
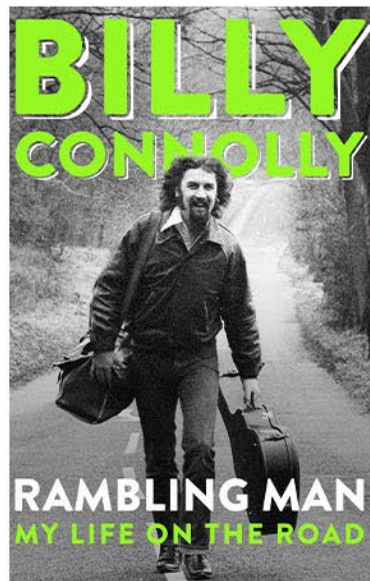
certified by an independent third-party organisation and/or a Statutory Auditor

### Joint recommendation:

The Appointments, Remuneration and CSR Committee and the Audit Committee

### Board proposal to the General Meeting:

Appointment of Deloitte & Associés and Mazars



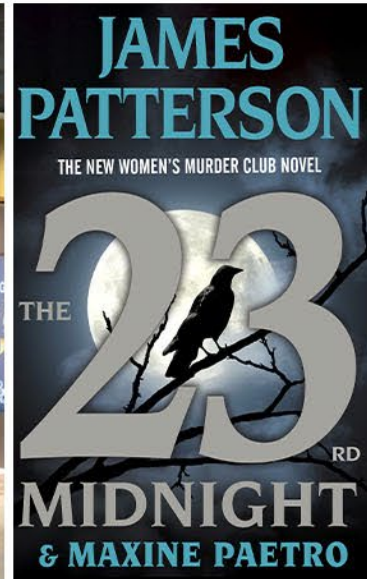
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**BOARD OF DIRECTORS**

**Virginie Banet**

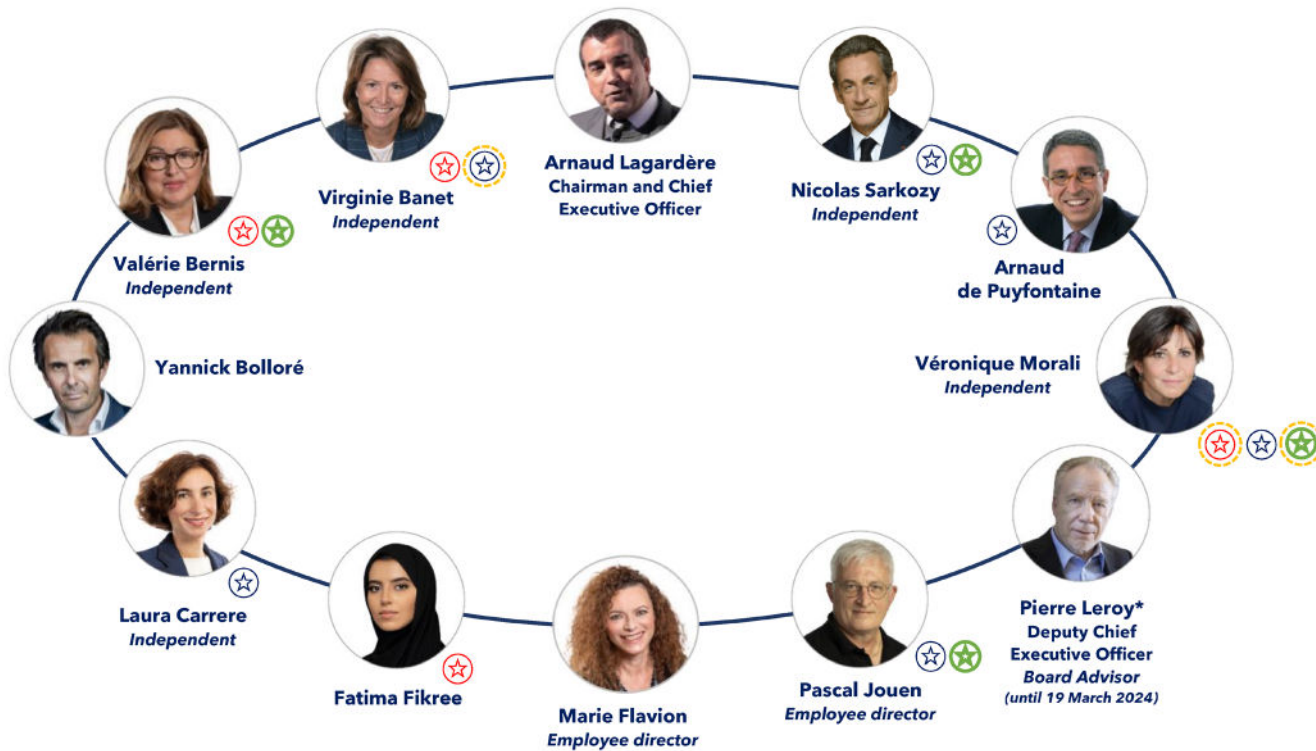
# GOVERNANCE STRUCTURE



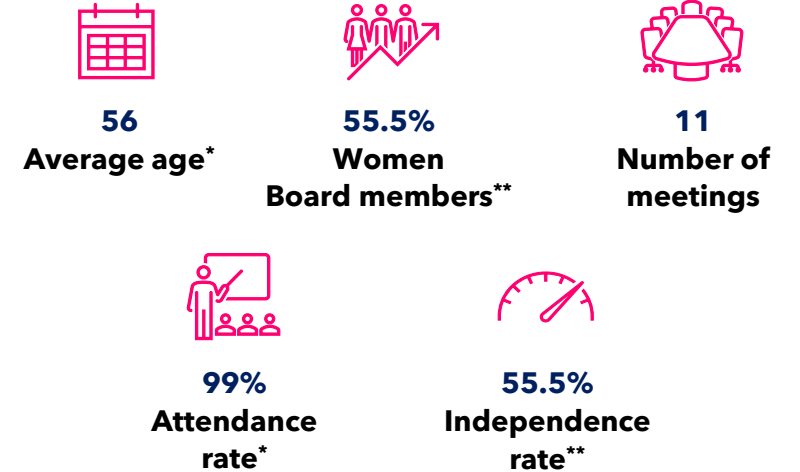


# MEMBERSHIP OF THE BOARD OF DIRECTORS

11 directors including 2 employee directors



## KEY FIGURES



## BOARD EXPERTISE



- Audit Committee members
- Appointments, Remuneration and CSR Committee members
- Ad hoc Committee members
- Committee Chair

\* Pierre Leroy resigned from his positions as Deputy Chief Executive Officer and Board Advisor with effect from 19 March 2024

\* Excluding Board Advisor / \*\* Excluding Board Advisor and employee directors

## WORK OF THE BOARD OF DIRECTORS IN 2023

### Main work carried out

#### Group business and finance

- Reviewing and approving the **2022 annual financial statements and 2023 interim financial statements**
- Approving the **2022 annual financial report and the 2023 interim financial report**
- Reviewing the **updated 2023-2025 budget** and approving the **2024 budget**
- Reviewing the Group's **strategic plan**

#### Governance, appointments and remuneration

- **Assessing the membership and operating procedures of the Board and its Committees**
- Adoption of a new **skills matrix** for the Board of Directors
- Setting the **remuneration policies** for members of the Board and executive corporate officers, and recommending remuneration for 2022
- **Delivery of vested free shares and performance shares and issue of free shares and performance shares under the 2023 plan** and We Share Lagardère **extended free share plan**
- Co-opting **Yannick Bolloré** as a Director

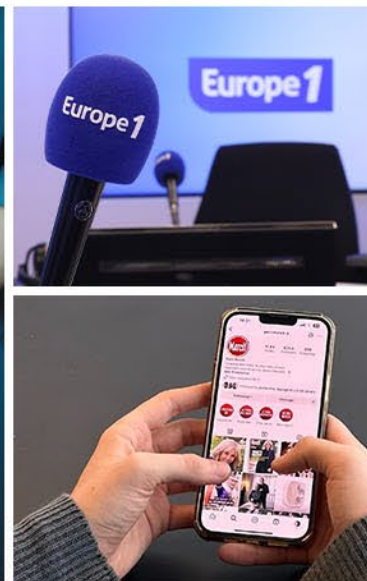
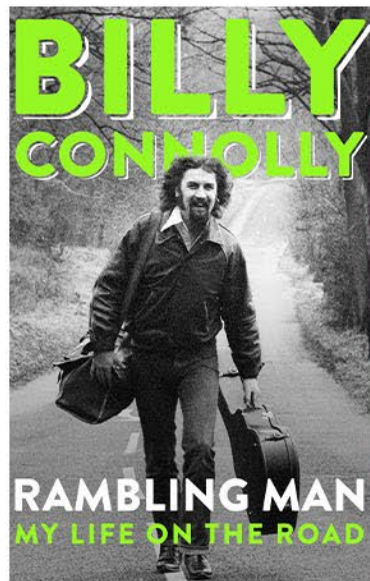
#### CSR

- Reviewing **changes in the Board's role in terms of CSR** and carrying out work to prepare for the **CSR Directive (CSRD)**

#### Notices, authorisations and other duties

- Regularly monitoring **progress on the proposed link-up between the Company and Vivendi SE**
- Implementing and regularly monitoring the **plan to make the Group's Radio unit autonomous** and **authorising the signing of a memorandum of understanding dated 26 October 2023** governing the transactions underpinning said plan
- Conducting an annual review of **2023 related-party agreements and ordinary agreements**

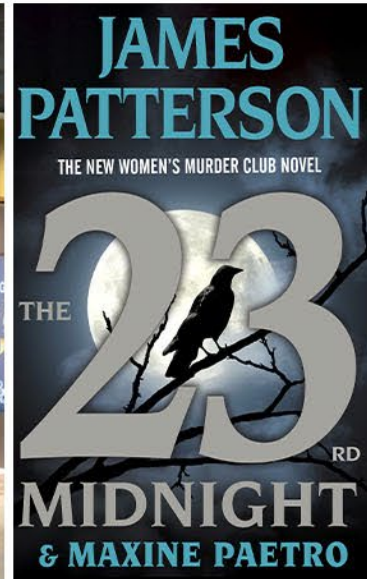
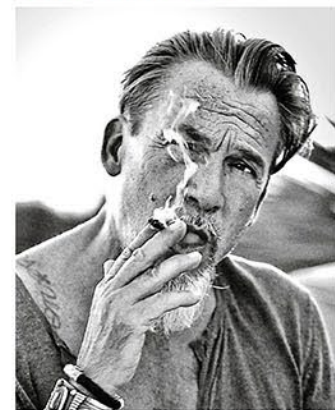




NAPA FARMS MARKET



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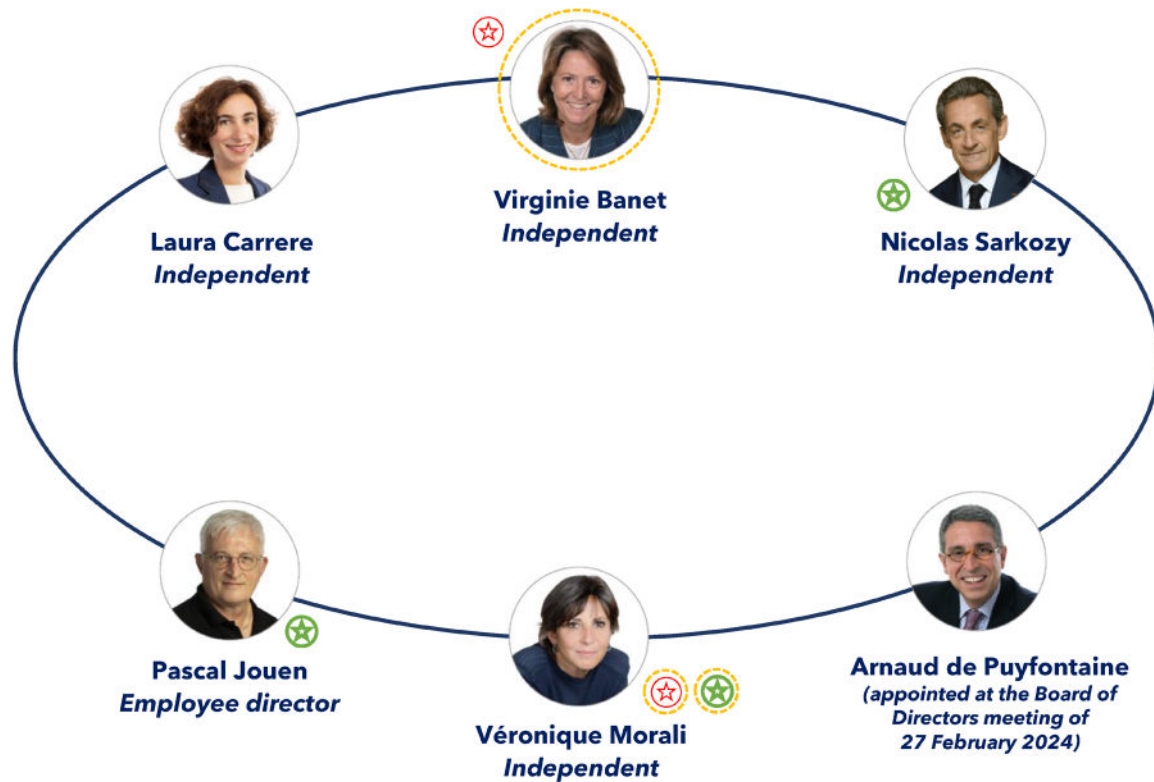
## APPOINTMENTS, REMUNERATION AND CSR COMMITTEE

Virginie Banet

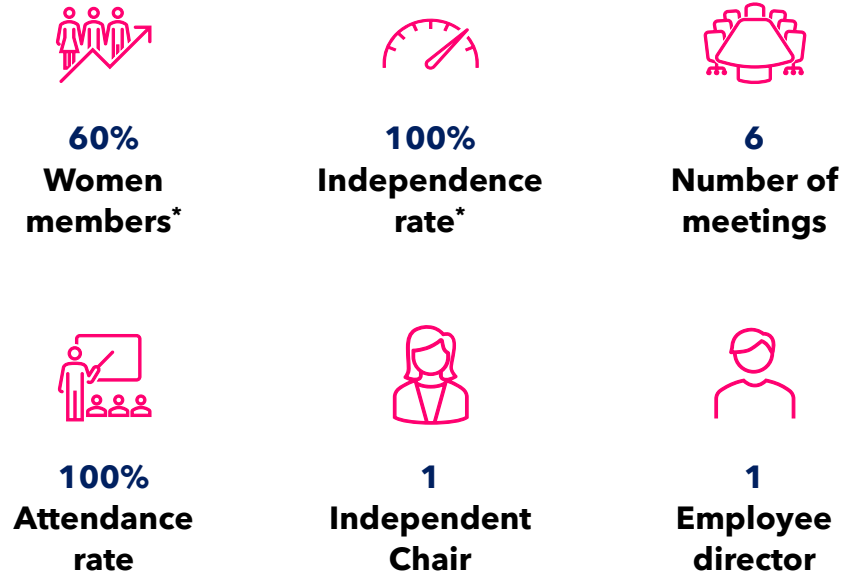


# MEMBERSHIP OF THE APPOINTMENTS, REMUNERATION AND CSR COMMITTEE

6 members including 4 independent directors and 1 employee director



## KEY FIGURES



\* Excluding employee director

Committee Chair

Audit Committee members

Ad hoc Committee members

# WORK OF THE APPOINTMENTS, REMUNERATION AND CSR COMMITTEE IN 2023

## Main work carried out

### Governance

- Reviewing the **membership of the Board of Directors and its Committees** with regard to diversity, experience and independence
- Recommending a **new skills matrix for members of the Board of Directors** in accordance with the recommendations of the Afep-Medef Code
- Launching the **annual self-assessment process looking at the operating procedures of the Board and its Committees**
- Reviewing the **voting recommendations of proxy advisors and institutional shareholders**
- Issuing recommendations as regards **the co-optation of Yannick Bolloré as a Director** to replace René Ricol, who resigned

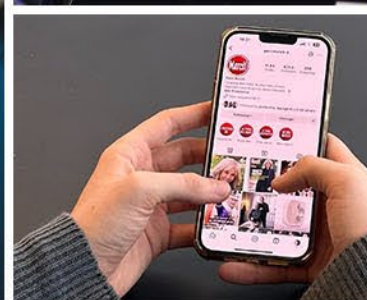
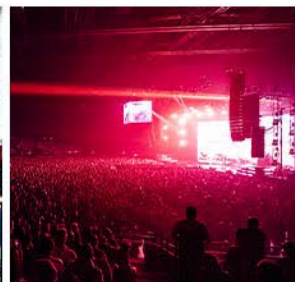
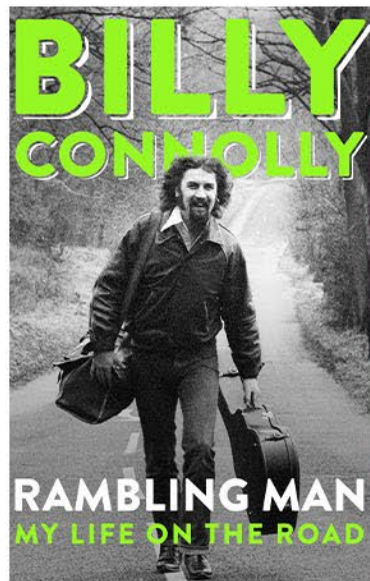
### Remuneration

- Reviewing and making recommendations with regard to the **2023 remuneration policy** for executive corporate officers and corporate officers and on **the components of remuneration due to the corporate officers for 2022** pursuant to the approved 2022 remuneration policies
- Preparing the **2023-2025 free share and performance share plans**
- Analysing a **possible revision of the performance conditions** applicable to the free performance share plan of 24 September 2021
- Setting targets for the **performance criteria applicable to corporate officer remuneration**
- Monitoring work on the **grant of an extended free share plan** as part of the expansion of employee share ownership

### CSR

- Presenting **the latest developments in terms of CSR** and the **2022 Non-Financial Statement**
- Reviewing the **Group's CSR policy, the main CSR risks and opportunities** and the **key lines of CSR communication**
- In a plenary session with the Audit Committee: reviewing and monitoring **CSRD and EU Taxonomy compliance work**
- Analysing **CSR priorities for 2024**





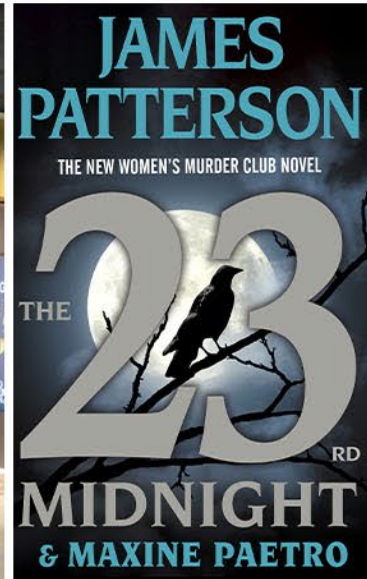
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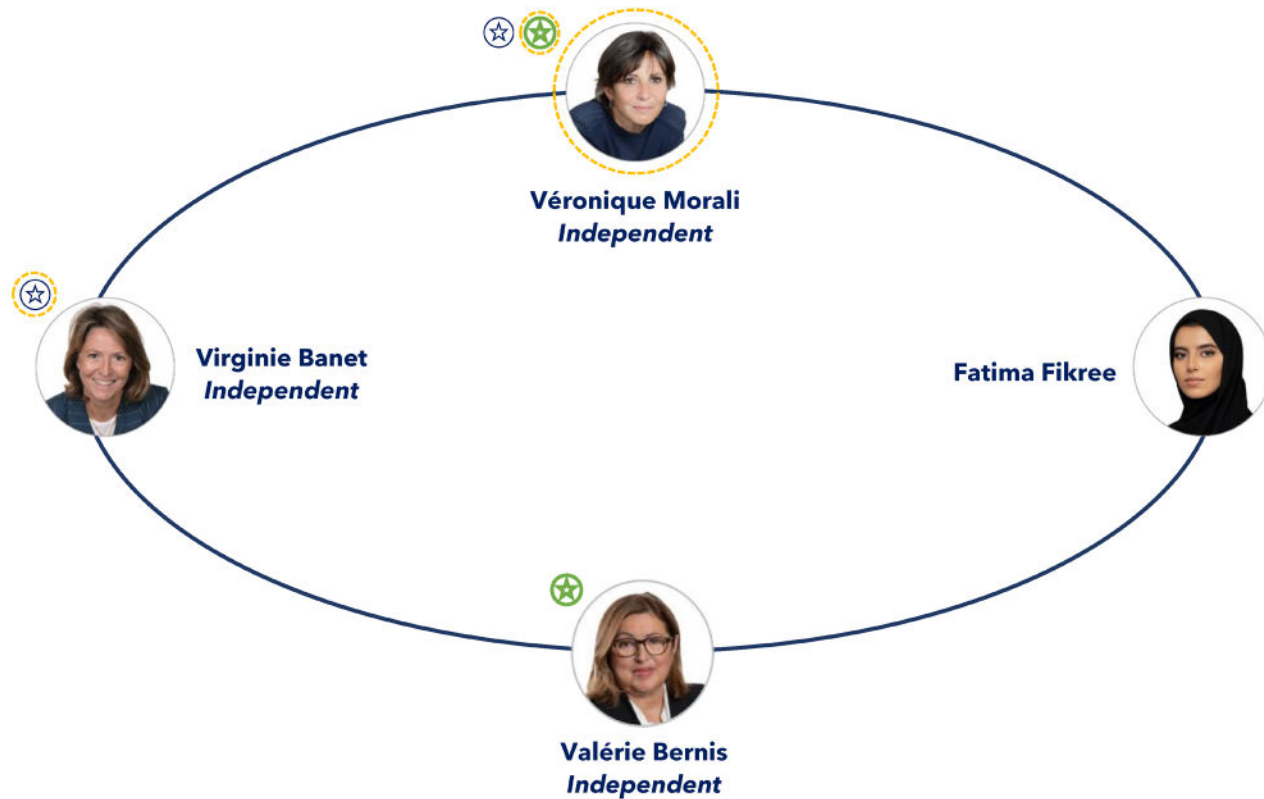


AUDIT COMMITTEE  
AND  
AD HOC COMMITTEE

Véronique Morali

# MEMBERSHIP OF THE AUDIT COMMITTEE

4 members including 3 independent directors



## KEY FIGURES

**100%**  
Women  
members

**75%**  
Independence  
rate

**6**  
Number of  
meetings

**96%**  
Attendance  
rate

**1**  
Independent  
Chair

**100%**  
Financial  
expertise

Committee Chair

Appointments, Remuneration and CSR  
Committee members

Ad hoc Committee members

## WORK OF THE AUDIT COMMITTEE IN 2023

### Main work carried out

#### Finance

- **Reviewing the 2022 parent company and consolidated financial statements and the 2023 interim financial statements**, as well as the financial information for the first and third quarters of 2023
- Reviewing the **2022 annual financial report and the 2023 interim financial report**
- Reviewing the **financial reporting processes**
- Reviewing the **cash flow reporting policy and the cash forecasts** within the divisions
- Reviewing the **fees paid to the Statutory Auditors**
- Reviewing the **summary of financial commitments analysis** approved by the Finance Committee for Lagardère Publishing and Lagardère Travel Retail
- Reviewing the updated **2023-2025 budget** and the **2024 budget**

#### Audit, internal control and security

- Reviewing the **oversight of risk and internal control** within the Group, the Group's **risk map**, the results of the **internal control self-assessment** and **progress of compliance programs**
- Reviewing the work of the **Internal Audit Department** and the **2023 audit plan**
- Reviewing the **Group's information system security**

#### CSR

- **In a plenary session with the Appointments, Remuneration and CSR Committee:** reviewing and monitoring CSRD and EU Taxonomy compliance work

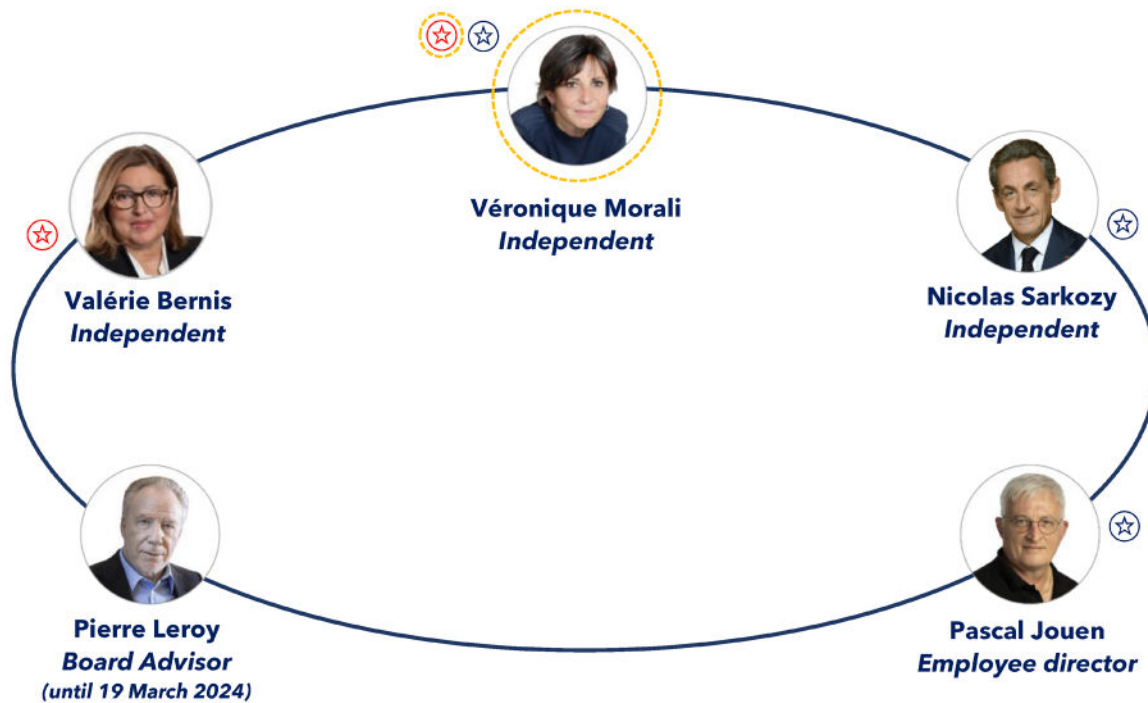
#### Other

- Reviewing the Group's **tax policy**
- Reviewing the Group's **litigation and disputes**
- Reviewing the **performance of the service agreement in 2022**
- Reviewing **Hachette Livre France's infrastructure transformation plan**

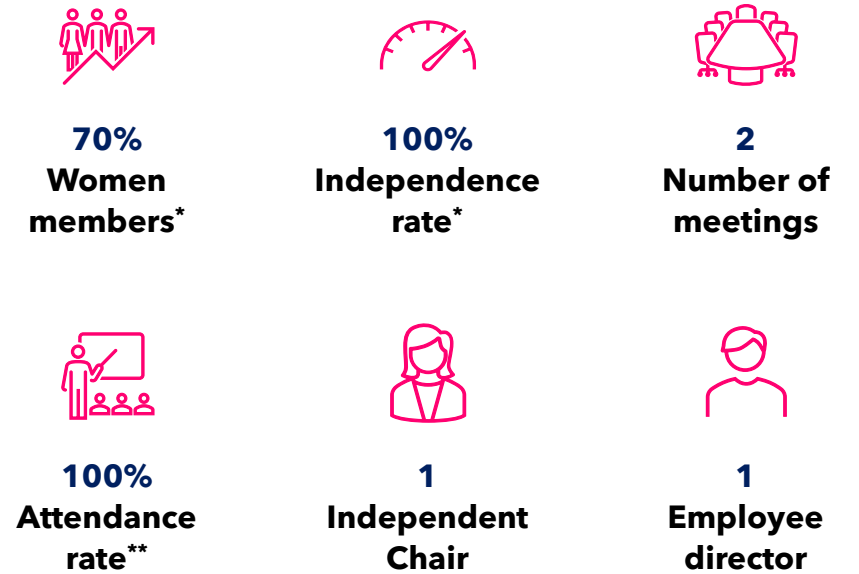


# MEMBERSHIP OF THE AD HOC COMMITTEE

5 members including 3 independent directors, 1 employee director



## KEY FIGURES



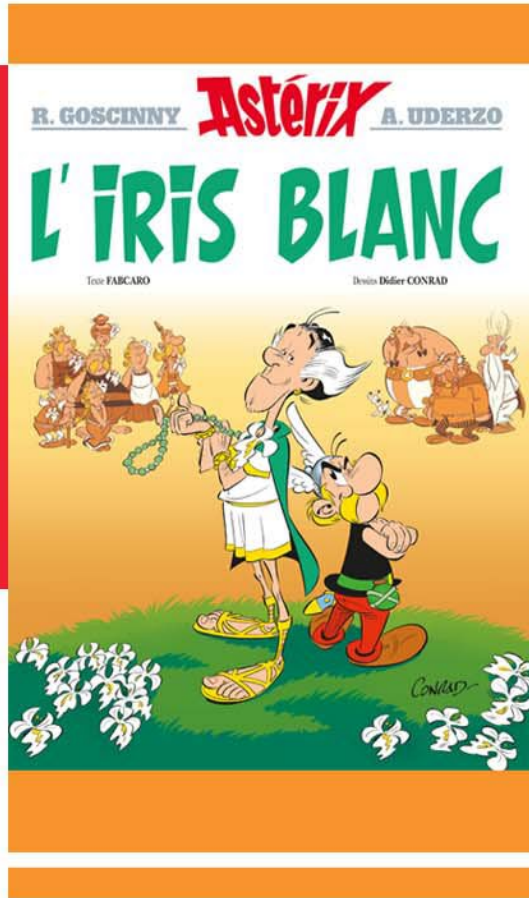
\* Excluding Board Advisor and employee director / \*\* Excluding Board Advisor

- Committee Chair
- Audit Committee members
- Appointments, Remuneration and CSR Committee members

## WORK OF THE *AD HOC* COMMITTEE IN 2023

### Main work carried out

- **Generally monitoring Vivendi SE's proposed takeover of the Company**, including procedures with the European Commission
- **Monitoring the progress of the project to give the Group's Radio unit autonomy**, in particular with regard to French industry regulator Arcom
- Engaging in discussions and providing follow-up with **legal and financial experts**
- Issuing recommendations regarding the **conversion of Lagardère Radio SAS into a French partnership limited by shares (*société en commandite par actions*)**, in order to **give the Radio unit autonomy** and place it under **Arnaud Lagardère's sole control**



**Lagardère**

Annual Ordinary General Meeting / 25 April 2024

## REPORTS OF THE STATUTORY AUDITORS

**Deloitte & Associés**  
Represented by  
Ariane Bucaille

**Mazars**  
Represented by  
Simon Beillevaire and Romain Maudry

## REPORTS OF THE STATUTORY AUDITORS

- **Report on the Company's financial statements**  
*(Universal Registration Document: pages 316 to 318)*
- **Report on the consolidated financial statements**  
*(Universal Registration Document: pages 319 to 321)*
- **Special report on related-party agreements**  
*(Universal Registration Document: pages 322 to 323 / General Meeting Brochure: pages 42 to 43)*

## REPORT ON THE COMPANY'S FINANCIAL STATEMENTS

### ▪ First resolution

- **Unqualified opinion on the financial statements**

- “[...] the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2023 and of the results of its operations for the year then ended in accordance with French accounting principles.”

- **Key audit matter**

- Measurement of investments in subsidiaries and affiliates based on their value in use, and of loans and advances to subsidiaries and affiliates

*(Universal Registration Document: pages 316 to 318)*



## REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

### ▪ **Second resolution**

#### • **Unqualified opinion on the consolidated financial statements**

- “[...] the consolidated financial statements give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2023 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.”

#### • **Key audit matters**

- Measurement of the recoverable amount of goodwill
- Estimated returns included in revenue recognition for Lagardère Publishing

*(Universal Registration Document: pages 319 to 321)*

## SPECIAL REPORT ON RELATED-PARTY AGREEMENTS (1/2)

### ▪ Fourth resolution

- **Agreement authorised during the year ended 31 December 2023**

- Memorandum of understanding relating to Lagardère Radio SCA:
  - the purpose of the memorandum of understanding signed on 26 October 2023 between the shareholders of Lagardère Radio SAS and Arnaud Lagardère is to make the Lagardère group's radio unit autonomous by converting Lagardère Radio SAS into a French limited partnership by shares (*société en commandite par actions* – SCA), of which Arnaud Lagardère is indirectly General Partner and personally Managing Partner
  - the transaction is financially neutral for the Lagardère group. The radio unit remains in the Lagardère group's scope of consolidation for tax and accounting purposes. In particular, it does not result in any transfer of value to Arnaud Lagardère
  - the memorandum of understanding allows Lagardère SA to regain control of Lagardère Radio SCA by acquiring the General Partner for a nominal price as of 2027, subject to prior Arcom approval, and ahead of this time under exceptional circumstances

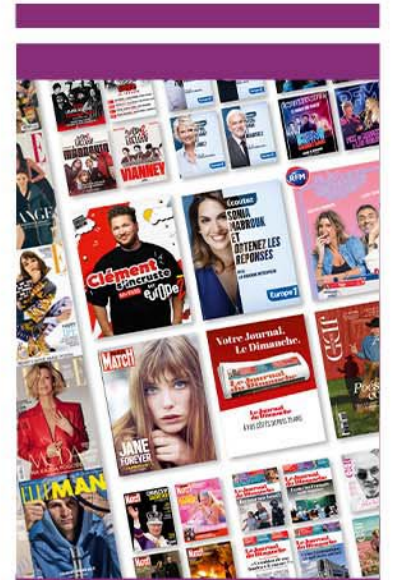
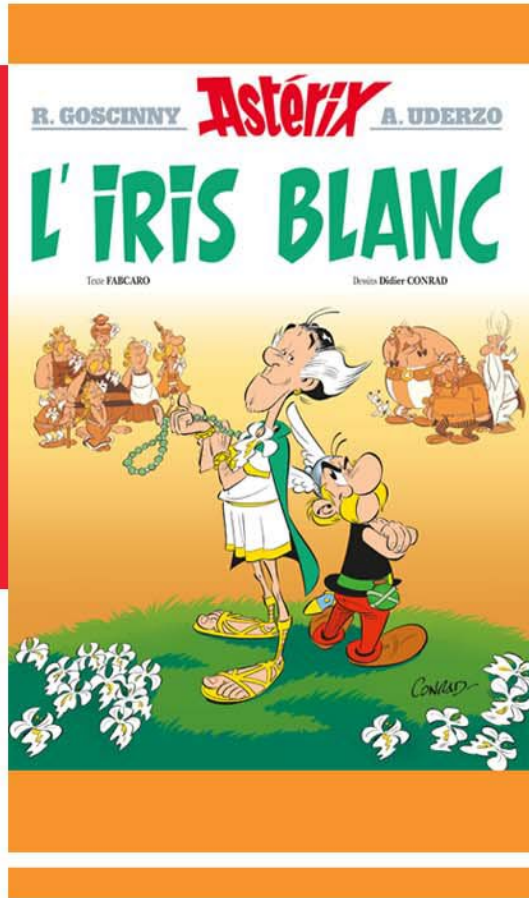
*(Universal Registration Document: pages 322 to 323 / General Meeting Brochure: pages 42 to 43)*

## **SPECIAL REPORT ON RELATED-PARTY AGREEMENTS (2/2)**

### **▪ Fourth resolution**

- **Agreements approved in previous years that remained in force during the year ended 31 December 2023**
  - Service agreement between Lagardère Management and Lagardère Ressources and its various amendments
  - Clean Team confidentiality and cooperation agreement between Lagardère SA and Vivendi SE

*(Universal Registration Document: pages 322 to 323 / General Meeting Brochure: pages 42 to 43)*



**Lagardère**

Annual Ordinary General Meeting / 25 April 2024

# PRESENTATION AND VOTE ON RESOLUTIONS

## **1<sup>st</sup> RESOLUTION**

- **Approval of the Company's financial statements for the year ended 31 December 2023**



## **2<sup>nd</sup> RESOLUTION**

- **Approval of the consolidated financial statements for the year ended 31 December 2023**

## **3<sup>rd</sup> RESOLUTION**

- **Allocation of the Company's profit and dividend payment**

## **4<sup>th</sup> RESOLUTION**

- **Approval of a related-party agreement referred to in article L. 225-38 of the French Commercial Code**

## **5<sup>th</sup> RESOLUTION**

- **Ratification of the co-optation of Yannick Bolloré as a director**

## **6<sup>th</sup> RESOLUTION**

- **Approval of the information disclosed pursuant to article L. 22-10-9 of the French Commercial Code concerning the remuneration of corporate officers**



## **7<sup>th</sup> RESOLUTION**

- **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<sup>th</sup> RESOLUTION

- **Approval of the components of remuneration and benefits paid during or allocated in respect of 2023 to Pierre Leroy, Deputy Chief Executive Officer**

## **9<sup>th</sup> RESOLUTION**

- **Approval of the 2024 remuneration policy for the Chairman and Chief Executive Officer**

## **10<sup>th</sup> RESOLUTION**

- **Approval of the 2024 remuneration policy for the Deputy Chief Executive Officer**



## **11<sup>th</sup> RESOLUTION**

- **Approval of the 2024 remuneration policy for the members of the Board of Directors**

## **12<sup>th</sup> RESOLUTION**

- **Eighteen-month authorisation for the Board of Directors to trade in the Company's shares**

## **13<sup>th</sup> RESOLUTION**

- **Appointment of Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information**

## **14<sup>th</sup> RESOLUTION**

- **Appointment of Mazars as Statutory Auditor responsible for auditing sustainability information**

## 15<sup>th</sup> RESOLUTION

- **Powers for formalities**