

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 case of discrepancies the French original shall prevail.

LAGARDERE SA

French joint-stock company (*société anonyme*)
with share capital of €864,185,950.80 €

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 **09:00 am on Tuesday, 29 April 2025** at the **Casino de Paris, 16 rue de Clichy, 75009 Paris, France** to consider and vote upon the following agenda items and proposed resolutions:

Agenda

Ordinary Meeting

1. Approval of the Company's financial statements for the year ended 31 December 2024.
2. Approval of the consolidated financial statements for the year ended 31 December 2024.
3. Allocation of the Company's profit and dividend payment.
4. Approval of the special report of the auditors on regulated agreements.
5. Approval of the information disclosed pursuant to article L. 22-10-9 of the French Commercial Code concerning the remuneration of corporate officers.
6. Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Arnaud Lagardère, Chairman and Chief Executive Officer.
7. Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Jean-Christophe Thiery, Chairman and Chief Executive Officer.
8. Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Pierre Leroy, Deputy Chief Executive Officer.
9. Approval of the 2025 remuneration policy for the Chairman and Chief Executive Officer.
10. Approval of the 2025 remuneration policy for the members of the Board of Directors.
11. Ratification of the co-optation of Jean-Christophe Thiery as a director.
12. Ratification of the co-optation of Arnaud Lagardère as a director.
13. Appointment of Valérie Hortefeux as a director for a four-year term.
14. Appointment of Michèle Reiser as a director for a four-year term.
15. Re-appointment of Yannick Bolloré as a director for a four-year term.
16. Re-appointment of Véronique Morali as a director for a three-year term.
17. Re-appointment of Arnaud de Puyfontaine as a director for a three-year term.
18. Re-appointment of Nicolas Sarkozy as a director for a three-year term.
19. Re-appointment of Valérie Bernis as a director for a two-year term.
20. Re-appointment of Fatima Fikree as a director for a two-year term.
21. Eighteen-month authorisation for the Board of Directors to trade in the Company's shares.

Extraordinary Meeting

22. 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.
23. 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.

24. 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.
25. 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.
26. 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.
27. Authorisation for the Board of Directors to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings.
28. 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.
29. 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.
30. 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.
31. 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.
32. Four-year authorisation to be given to the Board of Directors to reduce the share capital by cancelling all or some of the shares purchased by the Company under share buyback programmes.
33. Thirty-eight month authorisation for the Board of Directors to award free performance shares to employees and senior executives of the Company and of related companies or groups.
34. Thirty-eight month authorisation for the Board of Directors to award free shares to employees and senior executives of the Company and of related companies or groups.
35. Ratification of the Board of Directors' decision to amend articles 12 and 17 of the Company's Articles of Association, in accordance with applicable regulations.
36. Update to the Company's Articles of Association.

Ordinary Meeting

37. 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 26, 2025, Bulletin n°25, under number 2500453.

The draft resolutions published in the above-mentioned Meeting Notice are unchanged, with the exception of resolutions 13 and 14 (indication of names of Directors appointed for a term of four years) and resolution 33 (correction of the ceiling on the total number of free shares that may be granted each calendar year to each of the Company's executive directors).

The resolutions concerned are reproduced below:

Thirteenth resolution (*Appointment of Valérie Hortefeux as a director for a four-year term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders **appoint** Valérie Hortefeux as a director for a term of four (4) years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the 2028 financial statements.

Fourteenth resolution (*Appointment of Michèle Reiser as a director for a four-year term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders **appoint** Michèle Reiser as a director for a term of four (4) years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the 2028 financial statements.

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

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

- **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to award existing or new shares free of consideration, on one or more occasions, to beneficiaries or categories of beneficiaries from among the employees and senior executives of the Company and of companies and groups related to it within the meaning of article L. 225-197-2 of the French Commercial Code;
- **resolve** that the total number of free shares that may be awarded each calendar year to all beneficiaries (excluding the Company's executive corporate officers) may not exceed 0.8% of the number of shares making up the share capital as at the close of this Annual General Meeting, it being specified that this ceiling will not include any additional shares allocated as a result of adjustments made to protect the rights of beneficiaries in the event of any subsequent corporate actions carried out by the Company;
- **resolve** that the total number of free shares that may be awarded each calendar year to each of the Company's executive corporate officers may not exceed 0.05% of the number of shares making up the share capital as at the close of this Annual General Meeting, it being specified that this ceiling will not include any additional shares allocated as a result of adjustments made to protect the rights of beneficiaries in the event of any subsequent corporate actions carried out by the Company;
- **resolve** that the vesting of all of the free shares awarded using this authorisation must be subject to performance conditions determined by the Board of Directors, as measured over at least three consecutive fiscal years, and that the performance conditions applicable to any free shares awarded to the Company's executive corporate officers must comply with the terms and conditions set by the Company's Board of Directors;

- ▶ **resolve** that the shares awarded using this authorisation will only vest at the end of a vesting period of no less than three years, except in the event of the beneficiary's death or if the beneficiary is deemed to have a disability that falls within the second or third categories provided for in article L. 341-4 of the French Social Security Code, in which case a request may be made, in accordance with the applicable legal provisions, for the shares to vest before the end of the vesting period;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, may, at their full discretion, set a lock-up period starting from the vesting date during which the beneficiaries are required to hold their vested shares, it being specified that for the executive corporate officers of the Company, the said period may not be less than two years, except in the event of a beneficiary's death or if a beneficiary is deemed to have a disability that falls within one of the above-mentioned categories, in which case the shares will become freely transferable pursuant to the applicable legal provisions;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for any new shares that may be issued at the end of the vesting period for free shares;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have the broadest powers, subject to the conditions set by the applicable law and the above-mentioned ceilings, to:
 - draw up the list of beneficiaries and determine the number of shares awarded to each beneficiary,
 - set the applicable vesting periods, and, where appropriate, lock-up periods,
 - set the applicable vesting conditions, notably performance conditions,
 - make any necessary adjustments to the number of shares awarded to protect the rights of beneficiaries in the event of any corporate actions carried out by the Company during the vesting period,
 - in the event of awards of new shares, carry out the necessary capital increases by capitalising reserves, profits and/or share premiums and amend the Company's Articles of Association accordingly,
 - generally, take any necessary or expedient measures to implement this authorisation;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of thirty-eight months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the sixteenth resolution of the 22 April 2022 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, 29 April 2025** 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, 25 April 2025.

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 General 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 the 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

Shareholders who have already elected to vote by post or online, who have granted proxy or who have applied for an entrance card, may not subsequently take part in the Meeting by any other means.

Shareholders may not under any circumstances return both a proxy form and a postal or online voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the postal or online voting form.

Requests for entrance cards, postal or online voting, and proxies made by shareholders who are not domiciled in France and whose shares are registered in the name of an Authorised Intermediary in the Company's registered shareholders' accounts, must be accompanied by a certificate from the Authorised Intermediary, enabling the Company or its registrar SGSS to verify incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Friday, 25 April 2025. 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 **Thursday, 24 April 2025**, 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 Saturday, 26 April 2025.

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. Friday, 11 April 2025 and 3:00 p.m. on Monday, 28 April 2025 (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 AG2025@lagardere.fr, **no later than Wednesday 23, April 2025**, and be accompanied by a certificate of registration in the Company's registered shareholders' accounts at the date of the request.

Written questions from shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the Company's registered shareholders' accounts will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company to verify incontrovertibly that they are shareholders. If the shares are held through a chain of Authorised Intermediaries, a certificate must be provided by each one.

SHAREHOLDERS' RIGHTS TO INFORMATION

Pursuant to applicable law and regulations, all documents and other information which must be published in relation to the General Meeting have been posted on the Company's website and/or are available to shareholders (preferably by appointment) at Lagardère SA's 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 AG2025@lagardere.fr.

The Board of Directors
