



Paris, 30 April 2025

## Combined General Meeting of Lagardère SA

**The shareholders approved all the resolutions proposed by the Board of Directors with an average rate of 99.81 %**

Lagardère SA gathered its shareholders to the Combined General Meeting at the Casino de Paris on Tuesday, 29 April 2025 at 9:00 a.m., chaired by Mr. Arnaud Lagardère, Chairman and Chief Executive Officer.

The shareholders, who represented a quorum of **93.30 %**, adopted all the resolutions proposed by the Board of Directors, with an average approval rate of **99.81 %**, and in particular those relating to:

- **the approval of the 2024 annual and consolidated financial statements** and the **distribution of a dividend of €0.67 per share**; the ex-dividend date is on 30 April 2025 and the dividend will be paid as of 5 May 2025;
- the approval of the **remuneration components due to the corporate officers for the 2024 financial year** and their **2025 remuneration policies**;
- the **appointments of Mrs. Valérie Hortefeux and Michèle Reiser as independent directors** for a period of four years, replacing Mrs. Virginie Banet and Laura Carrere, whose terms of office were due to expire;
- the **renewal as a director of Mrs. Valérie Bernis, Fatima Fikree, Véronique Morali, and Mr. Yannick Bolloré, Arnaud de Puyfontaine and Nicolas Sarkozy** for periods ranging from two to four years;
- the **renewal of the various financial authorizations** granted to the Board of Directors;
- some **updates to the company's articles of association**.

Following the General Meeting, the Board of Directors of Lagardère SA held a meeting with its new composition to reconstitute its two Committees, appointing Valérie Hortefeux, Michèle Reiser and Arnaud de Puyfontaine as members of the Audit Committee, Valérie Bernis and Michèle Reiser as members of the Nomination, Remuneration and CSR Committee, and Valérie Hortefeux as Chair of the Nomination, Remuneration and CSR Committee.

The Directors were delighted to welcome Valérie Hortefeux and Michèle Reiser, noting that their respective experience, expertise and knowledge of the Group's businesses will be valuable assets to the Board. They also paid tribute to the remarkable contribution made to the Board's work, with rigour and independence, by Virginie Banet and Laura Carrere, as well as the high quality of the relationships they maintained with their colleagues throughout their term of office.

The results of the votes on the 37 resolutions adopted by the General Meeting of Shareholders are detailed below:

**Presentation of the results of the votes cast at the Combined Shareholders' Meeting of 29 April 2025:**

Ordinary Meeting		Votes in favour (%)	Votes against (%)
<b>Resolution n° 1</b>	Approval of the Company's financial statements for the year ended 31 December 2024.	>99.99%	<0.01%
<b>Resolution n° 2</b>	Approval of the consolidated financial statements for the year ended 31 December 2024.	>99.99%	<0.01%
<b>Resolution n° 3</b>	Allocation of the Company's profit and dividend payment.	99.99%	0.01%
<b>Resolution n° 4</b>	Approval of the special report of the auditors on regulated agreements.	99.36%	0.64%
<b>Resolution n° 5</b>	Approval of the information disclosed pursuant to article L. 22-10-9 of the French Commercial Code concerning the remuneration of corporate officers.	99.99%	0.01%
<b>Resolution n° 6</b>	Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Arnaud Lagardère, Chairman and Chief Executive Officer.	99.30%	0.70%
<b>Resolution n° 7</b>	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.	99.97%	0.03%
<b>Resolution n° 8</b>	Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Pierre Leroy, Deputy Chief Executive Officer	99.97%	0.03%
<b>Resolution n° 9</b>	Approval of the 2025 remuneration policy for the Chairman and Chief Executive Officer.	99.71%	0.29%
<b>Resolution n° 10</b>	Approval of the 2025 remuneration policy for the members of the Board of Directors.	99.98%	0.02%
<b>Resolution n° 11</b>	Ratification of the co-optation of Jean-Christophe Thiery as a director.	99.98%	0.02%
<b>Resolution n° 12</b>	Ratification of the co-optation of Arnaud Lagardère as a director.	99.76%	0.24%
<b>Resolution n° 13</b>	Appointment of Valérie Hortefeux as a director for a four-year term.	99.98%	0.02%
<b>Resolution n° 14</b>	Appointment of Michèle Reiser as a director for a four-year term.	99.99%	0.01%
<b>Resolution n° 15</b>	Re-appointment of Yannick Bolloré as a director for a four-year term.	99.73%	0.27%
<b>Resolution n° 16</b>	Re-appointment of Véronique Morali as a director for a three-year term.	99.60%	0.40%
<b>Resolution n° 17</b>	Re-appointment of Arnaud de Puyfontaine as a director for a three-year term.	99.34%	0.66%
<b>Resolution n° 18</b>	Re-appointment of Nicolas Sarkozy as a director for a three-year term.	99.29%	0.71%
<b>Resolution n° 19</b>	Re-appointment of Valérie Bernis as a director for a two-year term.	>99.99%	<0.01%

<b>Resolution n° 20</b>	Re-appointment of Fatima Fikree as a director for a two-year term	99.98%	0.02%
<b>Resolution n° 21</b>	Eighteen-month authorisation for the Board of Directors to trade in the Company's shares.	99.99%	<0.01%
<b>Extraordinary Meeting</b>			
<b>Resolution n° 22</b>	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.	99.97%	0.03%
<b>Resolution n° 23</b>	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.	99.98%	0.02%
<b>Resolution n° 24</b>	Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer – 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.	99.93%	0.07%
<b>Resolution n° 25</b>	Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer – 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.	99.68%	0.32%
<b>Resolution n° 26</b>	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.	99.68%	0.32%
<b>Resolution n° 27</b>	Authorisation for the Board of Directors to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings.	99.70%	0.30%
<b>Resolution n° 28</b>	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.	99.98%	0.02%

<b>Resolution n° 29</b>	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.	99.94%	0.06%
<b>Resolution n° 30</b>	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.	99.99%	0.01%
<b>Resolution n° 31</b>	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.	99.98%	0.02%
<b>Resolution n° 32</b>	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.	>99.99%	<0.01%
<b>Resolution n° 33</b>	Thirty-eight month authorisation for the Board of Directors to award performance shares to employees and senior executives of the Company and of related companies or groups.	99.98%	0.02%
<b>Resolution n° 34</b>	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.	99.98%	0.02%
<b>Resolution n° 35</b>	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.	>99.99%	<0.01%
<b>Resolution n° 36</b>	Update to the Company's Articles of Association.	99.55%	0.45%
<b>Ordinary Meeting</b>			
<b>Resolution n° 37</b>	Powers for formalities.	>99.99%	<0.01%

The replay of the webcast of this General Meeting is available, in French, English and sign language, online on the Company's website [www.lagardere.com](http://www.lagardere.com)

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Created in 1992, Lagardère is an international group with operations in more than 45 countries worldwide. It employs over 33,000 people and generated revenue of €8,942 million in 2024.

The Group focuses on two main divisions: Lagardère Publishing (Books, Partworks, Board Games and Premium Stationery) and Lagardère Travel Retail (Travel Essentials, Duty Free & Fashion, Dining).

The Group's business scope also comprises Lagardère News (Le Journal du Dimanche, Le JDN, Le JDMag and the Elle brand licence), Lagardère Radio (Europe 1, Europe 2, RFM and advertising sales brokerage, controlled by Arnaud Lagardère but whose capital is wholly owned by the Group and consolidated in its financial statements), Lagardère Live Entertainment (venue management, production of concerts and shows, hosting and local promotional services) and Lagardère Paris Racing (sports club). Lagardère shares are listed on Euronext Paris.

[www.lagardere.com](http://www.lagardere.com)

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