

This English version has been prepared for the convenience of English speaking readers.

It is a translation of the original French *Avis de réunion* published for the Company's General Meeting.

It is intended for general information only and in case of discrepancies the French original shall prevail.

LAGARDÈRE SCA

French partnership limited by shares (*société en commandite par actions*)

with share capital of €799,913,044.60

Registered office: 4, rue de Presbourg, 75116 Paris

Registered with the Paris Trade and Companies Registry under number 320 366 446

Notice of Meeting

The shareholders of Lagardère SCA (the "Company") are hereby informed that they will in due course receive an invitation to attend the Company's Annual Ordinary and Extraordinary General Meeting, which will take place at 10:00 am on Tuesday, 3 May 2016 at the Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris to consider and vote upon the following agenda items and proposed resolutions:

Agenda

- Report of the Managing Partners (report on the operations of the Company and the Group, and on the financial statements for the year ended 31 December 2015).
- Special report of the Managing Partners on free share awards.
- Special report of the Managing Partners on share options.
- Report of the Supervisory Board.
- Report of the Chairman of the Supervisory Board on the Board's organisation and internal control and risk management procedures.
- Reports of the Statutory Auditors on the parent company financial statements, the consolidated financial statements and the agreements governed by article L. 226-10 of the French Commercial Code (*Code de commerce*).
- Report of the Statutory Auditors on the Chairman of the Supervisory Board's report on internal control and risk management procedures.
- Special report of the Statutory Auditors on authorisations to award existing or new free shares.
- Report of Mazars, independent third party entity, on consolidated social, environmental and societal information.
- Approval of the Company's financial statements for the year ended 31 December 2015.
- Approval of the consolidated financial statements for the year ended 31 December 2015.
- Allocation of the Company's results and dividend distribution.
- Issuing of an advisory opinion on the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2015.
- Issuing of an advisory opinion on the components of remuneration payable or granted to the representatives of the other Managing Partner in respect of 2015.
- Re-appointment of Nathalie Andrieux as a member of the Supervisory Board for a term of four years.

- Re-appointment of Georges Chodron de Courcel as a member of the Supervisory Board for a term of three years.
- Re-appointment of Pierre Lescure as a member of the Supervisory Board for a term of three years.
- Re-appointment of H el ene Molinari as a member of the Supervisory Board for a term of four years.
- Re-appointment of Fran ois Roussely as a member of the Supervisory Board for a term of three years.
- Authorisation to be given to the Managing Partners, for a period of eighteen months, to trade in the Company’s shares.
- Authorisation to be given to the Managing Partners, for a period of thirty-eight months, to award performance shares to employees and senior managers of the Company and of related companies or groups.
- Authorisation to be given to the Managing Partners, for a period of thirty-eight months, to award free shares to employees and senior managers of the Company and of related companies or groups.
- Powers for formalities.

* * *

Proposed resolutions presented by the Managing Partners

First resolution (*Approval of the Company’s financial statements for the year ended 31 December 2015*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the reports of the Managing Partners, the report of the Supervisory Board and the Statutory Auditors’ report on the Company’s financial statements for the year ended 31 December 2015, the shareholders approve those financial statements as set out and presented to them, showing a profit of €41,082,082.32.

In accordance with article 223 *quater* of the French Tax Code (*Code g en eral des imp ots*), the shareholders also approve the aggregate amount of non-deductible costs and expenses referred to in paragraph 4 of article 39 of said Code, which amounted to €30,568.41 for the year ended 31 December 2015, and the tax charge borne as a result of these costs and expenses, which amounted to €5,808.

Second resolution (*Approval of the consolidated financial statements for the year ended 31 December 2015*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the management report of the Managing Partners, the report of the Supervisory Board and the Statutory Auditors’ report on the consolidated financial statements for the year ended 31 December 2015, the shareholders approve those consolidated financial statements as set out and presented to them, showing a profit attributable to owners of €74.3 million.

Third resolution (*Allocation of the Company’s results and dividend distribution*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, the shareholders duly acknowledge	
that the Company’s profit for the year amounts to:	€41,082,082.32
which, in addition to retained earnings of	<u>€374,149,612.80</u>
makes a distributable profit of	€415,231,695.12

In accordance with the provisions of the Articles of Association, the shareholders resolve to deduct an amount of €742,702.45 from this distributable profit, equal to 1% of consolidated profit for the year attributable to owners, for payment to the General Partners. This dividend is eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code.

The shareholders then resolve, on the recommendation of the Managing Partners and in agreement with the Supervisory Board, to pay an annual dividend of €1.30 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 ex-dividend date is Friday, 6 May 2016 and the dividend will be paid as of Tuesday, 10 May 2016, to holders of registered shares (for *nominatif pur* shares) or their duly appointed representatives (for *nominatif administré* shares), by cheque or by bank transfer.

The dividend will be eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code.

The shareholders resolve to transfer the balance of the distributable profit to retained earnings.

In accordance with the requirement in article 243 *bis* of the French Tax Code, the shareholders note that dividends distributed over the past three fiscal years correspond to the amounts shown in the table below, and that all of these amounts were eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code.

(in euros) / Fiscal year	2012	2013	2014
Dividends paid to shareholders			
Dividend per share	1.30	10.30	1.30
Total dividend payout	166,247,432.00	1,322,473,967.20	166,782,744.70
Dividends paid to General Partners	888,480.00	13,073,700.00	414,180
Total	167,135,912.00	1,335,547,667.20	167,196,924.70

The shareholders also note that, as decided at the Annual General Meeting of 6 May 2014, an extra dividend of €6 per share was paid in 2014, corresponding to the payment to shareholders of an aggregate amount of €765,380,544 deducted from “Share premiums” and fully eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2 of the French Tax Code.

Fourth resolution (*Issuing of an advisory opinion on the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2015*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and in application of the recommendation set out in section 24.3 of the Afep-Medef Corporate Governance Code which the Company uses as its corporate governance framework in accordance with article L. 225-68 of the French Commercial Code, the shareholders, having considered the components of remuneration payable or granted to Arnaud Lagardère, Managing Partner, in respect of 2015, as described and set out in the various reports presented to the meeting (particularly Chapter 7.3 of the 2015 Reference Document), issue a favourable opinion on these components of remuneration.

Fifth resolution (*Issuing of an advisory opinion on the components of remuneration payable or granted to the representatives of the other Managing Partner in respect of 2015*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and in application of the recommendation set out in section 24.3 of the Afep-Medef Corporate Governance Code which the Company uses as its corporate governance framework in accordance with article L. 225-68 of the French Commercial Code, the shareholders, having considered the components of remuneration payable or granted to Pierre Leroy, Dominique D’Hinnin and Thierry Funck-Brentano,

Chief Operating Officers of Arjil Commanditée-Arco, Managing Partner, in respect of 2015, as described and set out in the various reports presented to the meeting (particularly Chapter 7.3 of the 2015 Reference Document), issue a favourable opinion on these components of remuneration.

Sixth resolution (*Re-appointment of Nathalie Andrieux as a member of the Supervisory Board for a term of four years*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and having considered the report of the Supervisory Board, the shareholders re-appoint Nathalie Andrieux as a member of the Supervisory Board for a term of four years expiring at the close of the 2020 Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2019.

Seventh resolution (*Re-appointment of Georges Chodron de Courcel as a member of the Supervisory Board for a term of three years*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and having considered the report of the Supervisory Board, the shareholders re-appoint Georges Chodron de Courcel as a member of the Supervisory Board for a term of three years expiring at the close of the 2019 Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2018.

Eighth resolution (*Re-appointment of Pierre Lescure as a member of the Supervisory Board for a term of three years*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and having considered the report of the Supervisory Board, the shareholders re-appoint Pierre Lescure as a member of the Supervisory Board for a term of three years expiring at the close of the 2019 Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2018.

Ninth resolution (*Re-appointment of Hélène Molinari as a member of the Supervisory Board for a term of four years*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and having considered the report of the Supervisory Board, the shareholders re-appoint Hélène Molinari as a member of the Supervisory Board for a term of four years expiring at the close of the 2020 Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2019.

Tenth resolution (*Re-appointment of François Roussely as a member of the Supervisory Board for a term of three years*)

Voting under the quorum and majority conditions required for Ordinary General Meetings and having considered the report of the Supervisory Board, the shareholders re-appoint François Roussely as a member of the Supervisory Board for a term of three years expiring at the close of the 2019 Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2018.

Eleventh resolution (*Authorisation to be given to the Managing Partners, for a period of eighteen months, to trade in the Company's shares*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Managing Partners and in compliance with the applicable law and regulations, the shareholders authorise the Managing Partners to purchase Lagardère SCA shares on behalf of the Company in accordance with the terms and conditions set out below.

The number of shares purchased under this authorisation may not at any time represent more than 10% of the Company's capital (i.e., a maximum number of 13,113,328 shares based on the share capital at 29 February 2016, excluding shares held in treasury by the Company at that date). The amount of the Company's capital to which this ceiling applies may be adjusted for any corporate actions carried out subsequent to this Meeting. In accordance with article L. 225-209 of the French Commercial Code, when shares are bought back to maintain a liquid market in Lagardère SCA shares in accordance with the conditions defined in the General Regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF), the number of shares taken into account for the purpose of calculating the 10% ceiling will correspond to the number of shares purchased less the number of shares sold during the period covered by this authorisation. The use of this authorisation may not in any circumstances result in the Company directly or indirectly holding more than 10% of its capital.

The total amount that may be invested in the share purchases may not exceed five hundred million euros (€500,000,000) and the maximum per-share purchase price, excluding transaction expenses, is set at forty euros (€40) (or the equivalent of this amount at the date of the transaction for transactions denominated in foreign currency or a monetary unit determined by reference to a basket of currencies). The shareholders give the Managing Partners full powers to adjust this amount to take into account the impact on the share price of any corporate actions, such as the capitalisation of reserves, profit or share premiums and the issue of bonus shares, or a change in the par value of existing shares or a reverse stock split.

The Managing Partners may use this authorisation for the following purposes:

- to reduce the share capital by cancelling all or some of the shares purchased;
- to award free shares to employees and officers of the Company and of entities or groups related to it within the meaning of articles L. 225-197-1 *et seq.* of the French Commercial Code;
- to tender shares upon the exercise of share options;
- to set up any company or group savings scheme (or similar plan) under the conditions provided for by law, notably articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*), including by way of awarding the shares free of consideration as part of the Company's employer contribution and/or in replacement of the discount, in accordance with the applicable law and regulations;
- to award or transfer shares to employees as part of a profit-sharing scheme;
- to award shares to employees and officers of the Company and of entities or groups related to it for any other purpose permitted by the applicable law and regulations;
- to promote liquidity in the Company's shares under liquidity contracts that comply with a code of conduct recognised by the AMF entered into with independent investment services providers;
- to hold the shares for subsequent exchange or payment as consideration for external growth transactions, a merger, demerger or asset contribution;
- to tender shares upon the exercise of rights attached to securities that give access, by any means whatsoever, to the Company's share capital;
- and, more generally, to carry out any other transaction permitted by the applicable law and regulations and, in particular, the market practices accepted by the AMF.

The shares may be purchased, sold or otherwise transferred in one or several transactions at any time – apart from during the blackout periods provided for in article 631-6 of the AMF's General Regulations or during a public tender offer – on or off-market or over the counter, by any means permitted under the applicable law and regulations, including through block purchases or sales and the use of derivatives.

The shareholders give the Managing Partners full powers, including the power of delegation, to use this authorisation in accordance with the applicable law and regulations, including to place any and all buy and sell orders, enter into any and all agreements, fulfil all formalities and more generally do all things they consider necessary and expedient to implement this resolution.

This authorisation is valid for a period of eighteen months as of the date of this meeting. It cancels and supersedes the authorisation given in the fourth resolution of the 5 May 2015 Ordinary and Extraordinary General Meeting.

Twelfth resolution (*Authorisation to be given to the Managing Partners, for a period of thirty-eight months, to award performance shares*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board and the special report of the Statutory Auditors, pursuant to 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 in accordance with article L. 225-68 of the French Commercial Code, the shareholders:

- authorise the Managing Partners to award existing or new shares free of consideration, on one or more occasions, to beneficiaries or categories of beneficiaries as determined by the Managing Partners from among the employees and senior managers 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 Lagardère SCA's executive corporate officers) may not exceed 0.4% of the number of shares making up the Company's 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 Lagardère SCA's executive corporate officers may not exceed 0.025% of the number of shares making up the Company's 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 Managing Partners, as measured over at least three consecutive fiscal years, and that the performance conditions applicable to any free shares awarded to Lagardère SCA's executive corporate officers must comply with the terms and conditions set by the Company's Supervisory Board;
- 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 (*Code de la sécurité sociale*), 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 vested free shares must be held until the end of a lock-up period, which may not be less than two years as from the vesting date, except (i) in the event of the beneficiary's death or if the beneficiary is deemed to have a disability that falls within one of the above-mentioned categories, in which case the shares will become freely transferrable in accordance with the applicable legal provisions, and (ii) for beneficiaries who are non-French tax residents for whom the lock-up period may be reduced or removed by the Managing Partners;
- 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 Managing Partners shall have the broadest powers to use this authorisation, and particularly, subject to the above ceilings and the conditions set by law, 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 premiums and amend the Company's Articles of Association accordingly;
 - generally, take any necessary or useful measures to implement this authorisation;
- resolve that this authorisation is given to the Managing Partners 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 seventeenth resolution of the 3 May 2013 Ordinary and Extraordinary General Meeting.

Thirteenth resolution (*Authorisation to be given to the Managing Partners, for a period of thirty-eight months, to award free shares*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board 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, the shareholders:

- authorise the Managing Partners to award existing or new shares free of consideration, on one or more occasions, to beneficiaries or categories of beneficiaries as determined by the Managing Partners from among the employees and senior managers of the Company (other than the executive corporate officers of Lagardère SCA) 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 may not exceed 0.4% of the number of shares making up the Company's 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 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 (*Code de la sécurité sociale*), 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 vested free shares must be held until the end of a lock-up period, which may not be less than two years as from the vesting date, except (i) in the event of the beneficiary's death or if the beneficiary is deemed to have a disability that falls within one of the above-mentioned categories, in which case the shares will become freely transferrable in accordance with the applicable legal provisions, and (ii) for beneficiaries who are non-French tax residents for whom the lock-up period may be reduced or removed by the Managing Partners;
- 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 Managing Partners shall have the broadest powers to use this authorisation, and particularly, subject to the above ceilings and the conditions set by law, 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;
 - make any necessary adjustments to the number of shares awarded to preserve 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 premiums and amend the Company's Articles of Association accordingly;
 - generally, take any necessary or useful measures to implement this authorisation;
- resolve that this authorisation is given to the Managing Partners 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 eighteenth resolution of the 3 May 2013 Ordinary and Extraordinary General Meeting.

Fourteenth resolution (*Powers for formalities*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the reports of the Managing Partners and the Supervisory Board, the shareholders grant full powers to the bearer of an original, a certified copy or a certified extract of the minutes of this meeting to fulfil the necessary formalities.

Participation in the meeting:

Regardless of the number of shares held, all shareholders of record on the record date may take part in the meeting either in person or by proxy, or vote by postal mail or online.

In accordance with the provisions of article R. 225-85 of the French Commercial Code, shareholders of record are those shareholders whose shares are registered, in their own name or in the name of the authorised intermediary acting on their behalf in accordance with the seventh paragraph of article L. 228-1 of the French Commercial Code (the "Authorised Intermediary"), in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin, France, **at 00:00 Paris time on Friday, 29 April 2016.**

How to take part in the meeting:

1° - Attending the meeting:

Shareholders wishing to attend the meeting in person may:

- apply for an entrance card using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- apply for an entrance card online through the Votaccess secure platform, which they can access using the instructions presented below; or
- on the day of the meeting, register at one of the counters specially provided for the purpose and present a valid identity document.

2° - Voting by mail or online

Shareholders who do not wish to or cannot attend the meeting in person may vote by postal mail or online:

- using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- online through the Votaccess secure platform, which they can access using the instructions presented below.

Forms that do not indicate a vote or show abstention will be considered "against" votes.

3° - Grant proxy to the Chairman

Shareholders who do not wish to or cannot attend the meeting in person may send a blank proxy form to the Company 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 Managing Partners and vote against all other draft resolutions:

- using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- online through the Votaccess secure platform, which they can access using the instructions presented below.

4° - Grant proxy to a third party

Shareholders who do not wish to or cannot attend the meeting in person may appoint a proxy of their choice:

- using the form sent to them with the invitation to the meeting. The form should be completed, signed and returned to BNP Paribas Securities Services, using the pre-paid envelope provided with the invitation sent by postal mail; or
- online through the Votaccess secure platform, which they can access using the instructions presented below.

In accordance with the provisions of article R. 225-79 of the French Commercial Code, the procedure for revoking proxies must be carried out in the same way.

Availability of forms

As all the Company's shares are in registered form, the entrance card application forms, mail voting forms and proxy forms will be sent out by postal mail or e-mail with the invitation to the meeting to all shareholders or Authorised Intermediaries of record on the date of sending.

Any of these forms may also be obtained by simply writing to:

BNP Paribas Securities Services
CTS Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex France

Requests for forms and pre-paid envelopes must have been received at this address by Thursday, 28 April 2016 at the latest.

How to access Votaccess

The Votaccess secure platform can be accessed by shareholders in whose name shares are registered in the nominative shareholders' accounts kept by the Company via the BNP Paribas Securities Services Planetshares website at: <https://planetshares.bnpparibas.com>.

Shareholders whose shares are held in a registered account (*nominatif pur*) should log on to the BPSS Planetshares website using the login code and password they usually use to consult their registered account.

Shareholders whose shares are held in a registered account administered by an independent investment services provider (bank, financial institution, etc) (*nominatif administré*) will receive with their letter or e-mail inviting them to the meeting a code for logging on to Planetshares and obtaining their password by postal mail or e-mail for shareholders that have already provided their e-mail address.

After logging on to Planetshares, shareholders should click on the "Participate in the General Meeting" icon and follow the instructions provided on screen to access the Votaccess secure platform.

Registered shareholders who have lost their login code and/or password should contact BNP Paribas Securities Services at the following number: +33 1 57 43 34 00.

Cut-off dates for submission of forms and votes

Cut-off dates:

- duly completed and signed paper forms must be received by BNP Paribas Securities Services, no later than **Saturday, 30 April 2016**;
- requests for entrance cards, distance voting, and appointing or revoking of proxies may take place via the Votaccess platform between Tuesday, 12 April 2016 and **15:00 Paris time on Monday, 2 May 2016**. However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password.

Requests for entrance cards, distance voting, and proxies made by shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services, must be accompanied by a certificate from the Authorised Intermediary enabling the Company or its registrar to prove incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Friday, 29 April 2016. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Requests for entrance cards, distance 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 BNP Paribas Securities Services pursuant to applicable laws and regulations.

Shareholders who have already elected to vote by mail or online, 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 mail voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the mail voting form.

Applications to table agenda items or proposed resolutions

Shareholders wishing to table agenda items or proposed resolutions who meet the conditions set out in article R. 225-71 of the French Commercial Code should send their applications to the Company's registered office for the attention of the Managing Partners by registered letter with return receipt requested no later than Thursday, 7 April 2016 and to be received by the Company no later than Friday, 8 April 2016.

Applications should be accompanied by a certificate(s) of registration in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services proving that they own or hold proxies for the requisite percentage of the share capital.

The agenda item or proposed resolution will not be considered at the meeting unless, as required by law and regulations, the applicant provides a new certificate proving registration in the same accounts at 00:00 Paris time on Friday, 29 April 2016.

Applications made by shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services will not be accepted unless they are accompanied by a certificate issued by the authorised intermediary on the date of their application and again on Friday, 29 April 2016, enabling the Company or its registrar to prove incontrovertibly that the applicant owns or represents the percentage of share capital required by law or regulations on the requisite dates. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Applications to table an agenda item must be explained. Applications for proposed resolutions must include the text for proposed resolutions and may include a brief explanation of the reasons for the proposal and, for resolutions involving the appointment of a candidate for the Supervisory Board, the information provided for under paragraph 5 of article R. 225-83 of the French Commercial Code.

Submission of written questions

Written questions submitted by shareholders should be sent to the registered office by registered letter with return receipt requested for the attention of the Managing Partners no earlier than the date of the invitation to the meeting and no later than Wednesday, 27 April 2016.

Questions must, as required by law and regulations, be accompanied by a certificate of registration in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services, otherwise they will be ignored.

Written questions from shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the nominative shareholders' accounts kept on behalf of the Company by BNP Paribas Securities Services will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company to prove 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 documents:

The documents and information referred to in Article R. 225-73-1 of the French Commercial Code will be posted on the Company's website (<http://www.lagardere.com>), in the section entitled "Investor relations"/"Regulated information"/"2016 Annual Shareholders' Meeting" no later than Tuesday, 12 April 2016.

They will also be available, together with the other documents and information about the meeting required by law and regulations, at the Company's headquarters at 42 rue Washington, Immeuble Monceau, Bureau 13, 75008 Paris, as of Friday, 15 April 2016 at the latest.

The Managing Partners