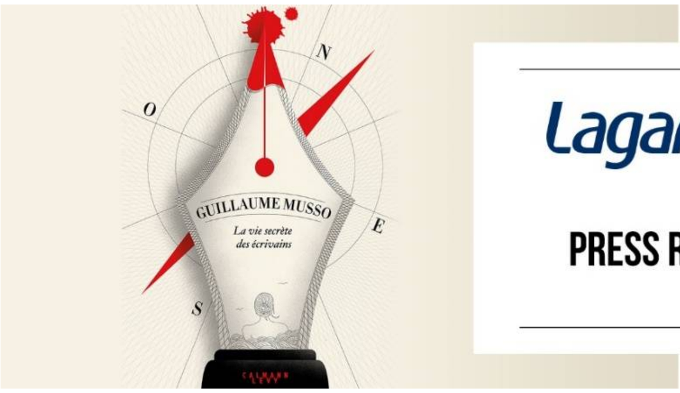

Lagardère

PRESS RELEASE

Paris, 28 April 2021

Proposed conversion of Lagardère

from a partnership limited by shares into a joint-stock company

The Supervisory Board of Lagardère SCA has positively received the proposal presented by Arnaud Lagardère to submit the conversion of Lagardère SCA into a joint-stock company to the 30 June 2021 General Meeting.

This proposal is made in the perspective of:

- **Composed shareholder dialogue, the main investors in Lagardère SCA having agreed to vote in favour of the proposal, and Lagardère and Amber Capital having agreed to terminate their legal disputes;**
- **Renewed governance structure, allowing representation of the main shareholders on the Board of Directors;**
- **Continuity of management around Arnaud Lagardère, who would be appointed Chairman and Chief Executive Officer, and Pierre Leroy, who would be appointed Deputy Chief Executive Officer, with added focus on operational excellence and cash generation;**
- **Reaffirmation of the integrity of the Group, focused on its two pillars, Lagardère Publishing and Lagardère Travel Retail, together with its the Other Activities.**

As consideration for relinquishing their rights, the General Partners would be allocated ten million new shares. The consideration would be the subject of a valuation report prepared by an independent expert commissioned by the Supervisory Board which will render its opinion on the contemplated conversion.

The proposed conversion is subject to obtaining an exemption from a tender offer from the French financial markets authority (*Autorité des marchés financiers* – AMF) and the approval of the general meetings of the shareholders and the bondholders.

The proposed conversion would represent an important milestone in the Group's history, built upon leadership in its different businesses and highly-committed teams.

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Main terms and conditions of the proposed conversion:

Support of the major shareholders

The proposed conversion (hereinafter the "Conversion") and its terms and conditions were submitted by the General and Managing Partners to the main shareholders[1] of Lagardère SCA (hereinafter "the Company"), who have agreed to support it. No shareholders' agreement or other common policy exists or will exist between these main shareholders and the Company[2], and none of them will exercise control over the Company after the Conversion.

In conjunction with the Conversion, Arnaud Lagardère and Financière Agache amended their partnership agreement within Lagardère Capital. Subsequent to the Conversion, Financière Agache may elect to receive Lagardère shares held by Lagardère Capital up to the amount of its interest in Lagardère Capital.

The Company and Amber Capital have signed an agreement to terminate the various legal disputes between them.

Compensation of the General Partners

The General Partners, Arnaud Lagardère and Arjil Commanditée – Arco, would to be compensated for the loss of their rights through the allocation of a total of 10 million new shares.

Corresponding to c. 7.62% of the Company's share capital prior to the issuance of the shares and c. 7.08% of the share capital after their issuance, this compensation will be the subject of a report prepared by the firm Ledouble, acting as an independent expert commissioned by the Supervisory Board, which will render its opinion on the contemplated conversion on the basis of this report.

Governance

The proposed governance structure is intended to ensure management continuity for the Lagardère group ("the Group") around Arnaud Lagardère's leadership, and representation of the main shareholders on the Board of Directors.

Arnaud Lagardère would be appointed Chairman and Chief Executive Officer for the duration of his six-year term as a director and Pierre Leroy would become Deputy Chief Executive Officer.

Management services, which are governed by the Service Agreement currently in force between Lagardère Management and the Group, would be brought in house by the end of 2021 in line with terms and conditions to be defined by the Company's Board of Directors.

The Board of Directors would have eleven members, including two directors representing employees appointed by the Group Employees' Committee and nine members appointed by the Annual General Meeting, as follows:

- three directors proposed by Arnaud Lagardère, including two independent directors;
- three directors proposed by Vivendi, including two independent directors;
- one director proposed by Qatar Holding LLC;
- one director proposed by Amber Capital;
- one independent director proposed by Financière Agache.

The directors would be appointed for four-year terms, except for Arnaud Lagardère, who would be appointed for six years.

Special measures would be introduced to prevent any transmission of sensitive information and limit participation in certain discussions to directors appointed by certain shareholders for as long as those shareholders control an activity that competes with the activities of the Group.

[1] Vivendi, Qatar Holding LLC, Amber Capital and Financière Agache, which together with Arnaud Lagardère hold 76% of the Company' voting rights.

[2] Save for previously disclosed concerts, i.e. (x) the concert between Arnaud Lagardère and the entities controlled by him and Financière Agache and Agache, and (y) the concert between Amber Capital UK and Amber Capital Italia.

For a period of six years from the Conversion:

- the Company's main shareholders will have the right to propose the appointment of directors, as indicated above, provided the minimum levels of share ownership[3] in the Company are maintained;
- the removal and replacement of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer, as well as any reduction in the conditions of their remuneration, and the appointment of new Deputy Chief Executive Officers, would require a decision of the Board of Directors, based on a two-thirds majority of its members.

Lastly, any disposal of publishing, travel retail or media assets representing revenue exceeding a threshold set for each of these activity groups[4], would require the authorisation of the Board of Directors, based on a three-fifths majority of its members.

Conditions precedent to the Conversion

The Conversion will be carried out subject to the fulfilment of the following conditions:

- an exemption from a tender offer is obtained from the AMF and such decision is cleared of any appeals;
- the Conversion is approved by the general meetings of the Company's bondholders to be held by early June 2021;
- the Conversion is approved by the general meeting of the Company's shareholders, to be held on 30 June 2021.

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A live webcast presentation, in French, will be available today at 08:00 a.m. (CET)
on the Group's website (www.lagardere.com).

The presentation slides will be made available at the start of the webcast.

A replay of the webcast will be available online after the presentation.

An English version of the webcast replay will also be available online later on.

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[3] Each shareholder could appoint a member as long as they hold at least 5% of the share capital. Arnaud Lagardère could appoint two members if he holds at least 6.5% of the share capital and three members if he holds at least 7.5%. Vivendi could appoint two members if it holds at least 15% of the share capital and three members if it holds at least 25%.

[4] €50 million for publishing, €100 million for travel retail, and €10 million for media, taken individually or aggregated over 12 months.

Created in 1992, Lagardère is an international group with operations in more than 40 countries worldwide. It employs some 28,000 people and generated revenue of €4,439 million in 2020.
In 2018, the Group launched its strategic refocusing around two priority divisions: Lagardère Publishing (Book and e-Publishing, Mobile and Board games) and Lagardère Travel Retail (Travel Essentials, Duty Free & Fashion, Foodservice).
The Group's operating assets also include Lagardère News and Lagardère Live Entertainment.
Lagardère shares are listed on Euronext Paris.
www.lagardere.com

Press Contacts

Thierry Funck-Brentano	Tel. +33 1 40 69 16 34	tfb@lagardere.fr
Ramzi Khiroun	Tel. +33 1 40 69 16 33	rk@lagardere.fr

Image 7 contacts

Anne Méaux	Tel: +33 6 89 87 61 76

Investor Relations Contacts

Emmanuel Rapin	Tel. +33 1 40 69 17 45	erapin@lagardere.fr
Alima Lelarge Levy	Tel. +33 1 40 69 19 22	alelargelevy@lagardere.fr