

Credit investor presentation

APRIL 2016

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Certain statements contained in this document are forward-looking statements (including objectives and trends), which address our vision of the financial condition, results of operations, strategy, expected future business and financial performance of Lagardère SCA. These data do not represent forecasts within the meaning of European Regulation No. 809/2004.

When used in this document, words such as "anticipate", "believe", "estimate", "expect", "may", "intend", "predict," "hope," "can," "will," "should," "is designed to," "with the intent," "potential", "plan" and other words of similar import are intended to identify forward-looking statements. Such statements include, without limitation, projections for improvements in process and operations, revenues and operating margin growth, cash flow, performance, new products and services, current and future markets for products and services and other trend projections as well as new business opportunities.

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- general economic conditions, including in particular growth in Europe and North America;
- legal, regulatory, financial and governmental risks related to the businesses;
- certain risks related to the media industry (including, without limitation, technological risks);
- the cyclical nature of some of the businesses.

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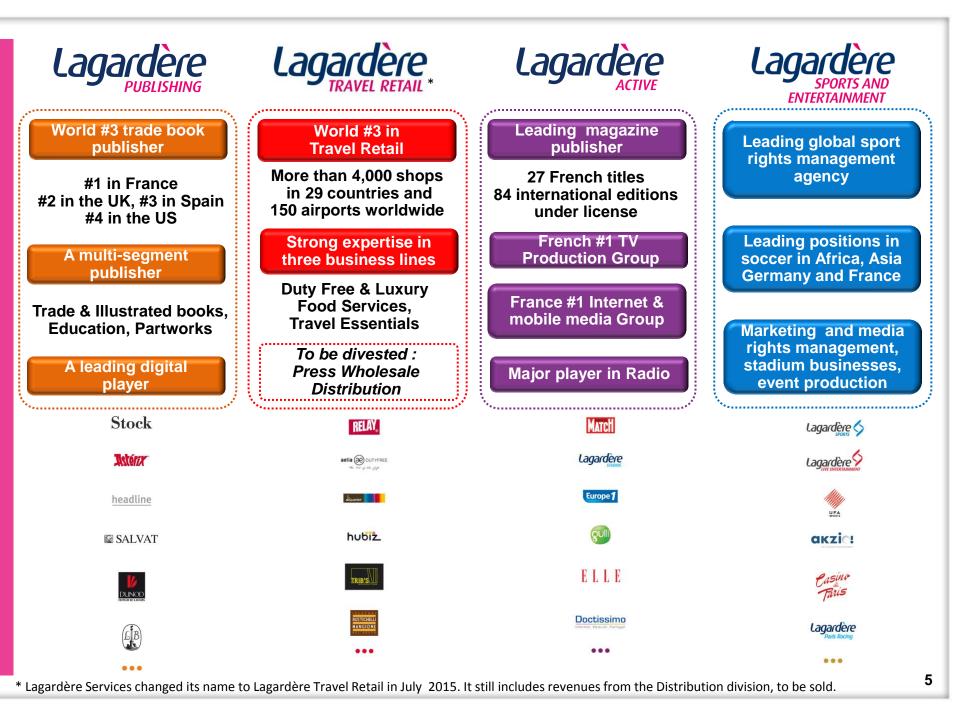
Table of content

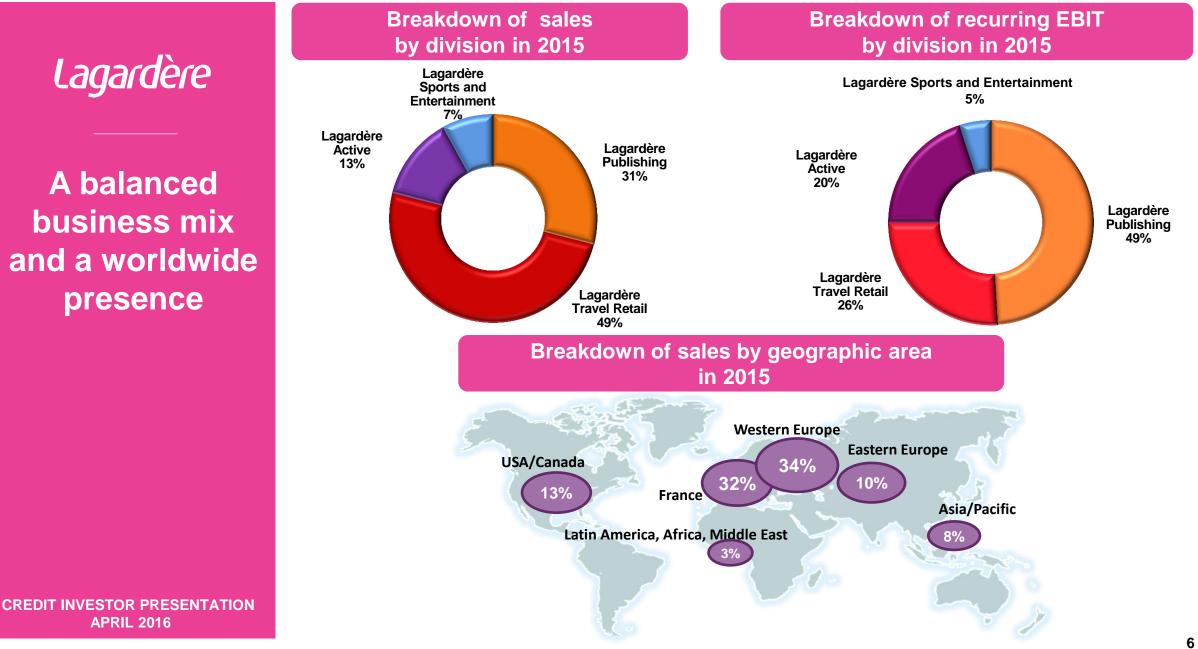
- **1)** Group profile
- 2) Group strategy
- **3)** Group performance and outlook
- 4) Key credit highlights and transaction rationale
- 5) Appendix



Group profile







A balanced business mix and a worldwide presence



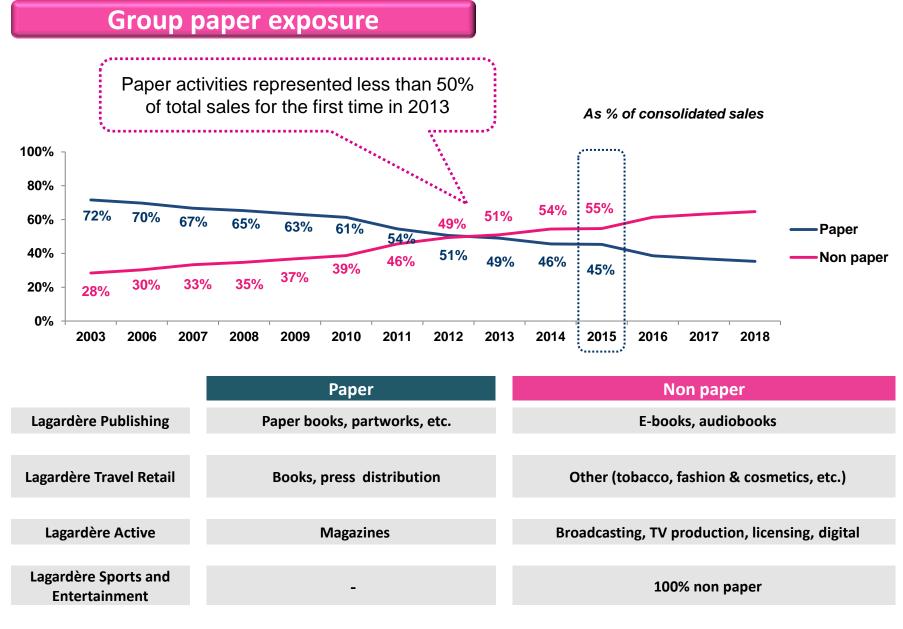
Group strategy

A 3 pillars strategy Lagardère **Growth potential** Invest **Travel Retail** Digital Sports & **Entertainment** 3 **Businesses** growth profile **TV Production** Adapt **Broadcasting*** **Book Publishing** Distribution 2 Magazines Divest **Market position** CREDIT INVESTOR PRESENTATION N.B: Size proportional to sales. **APRIL 2016** *Radio + TV channels.

8



Reduce exposure to declining activities (2/2)



Adapt existing activities and enhance leadership position (1/4) Lagardère Publishing

Successful management of transition to e-book

e-book market trends:

- No further transition to digital in 2015
- Implementation of the pure agency model (retail price controlled by publishers) in the US and UK markets
- Reinforcement by synergetic "boutique" acquisition (Rising Star, primary school text books in the UK and more recently Perseus in the US)

Lagardère Active

- Musical radios: developments in French speaking Africa (Ivory Coast).
- Digital: Growth of digital revenues linked to French magazines websites and apps (Paris Match, ELLE, Public...): +25% in 2015



Adapt existing activities and enhance leadership position (2/4)

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Travel Retail (1/2)

Lagardere Travel Retail: improvement of the business mix

27% Distribution* 37% 40% 44% (to be sold) 73% **Travel Retail** 63% 60% 56% 2012 2015 2013 2014 The repositioning and development strategy of Lagardère Travel Retail

is well on track, with the advanced disposal process of the Distribution activities and the accelerated organic growth in Travel Retail

*Press Wholesale Distribution and Integrated Retail.

Adapt existing activities and 2 enhance leadership position (3/4)

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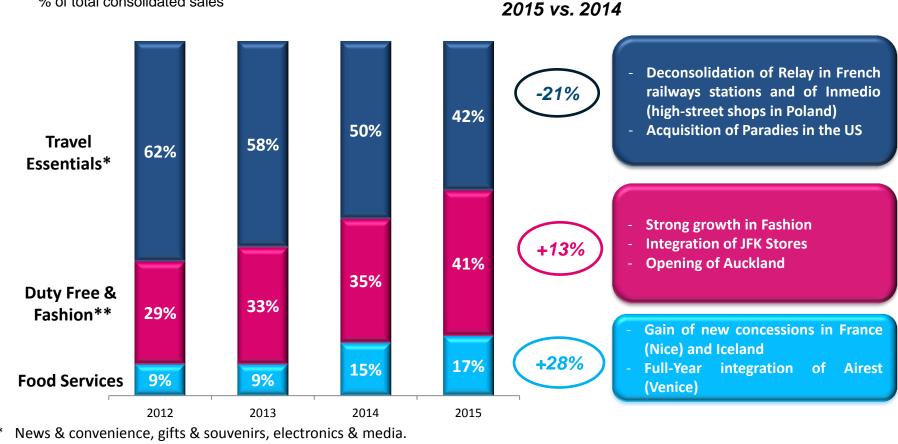
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Travel Retail (2/2)

% of total consolidated sales

• A significant improvement of the product-mix thanks to the strategy aimed at strengthening the footprint in airports

Sales change



** Fashion, alcohol & liquors, perfumes & cosmetics, tobacco.

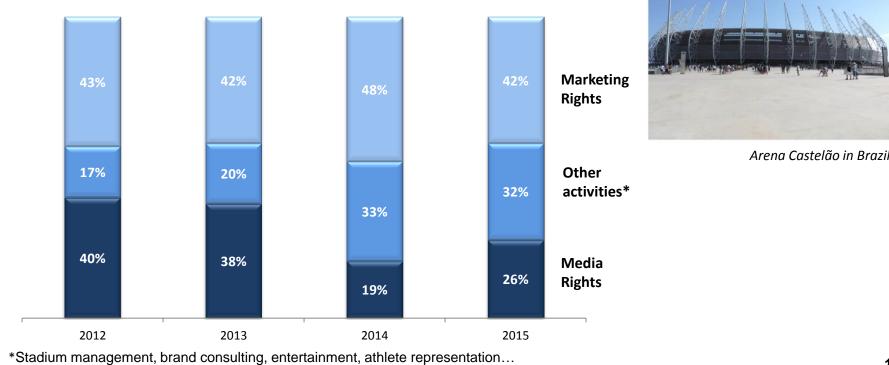
Adapt existing activities and enhance leadership position (4/4)

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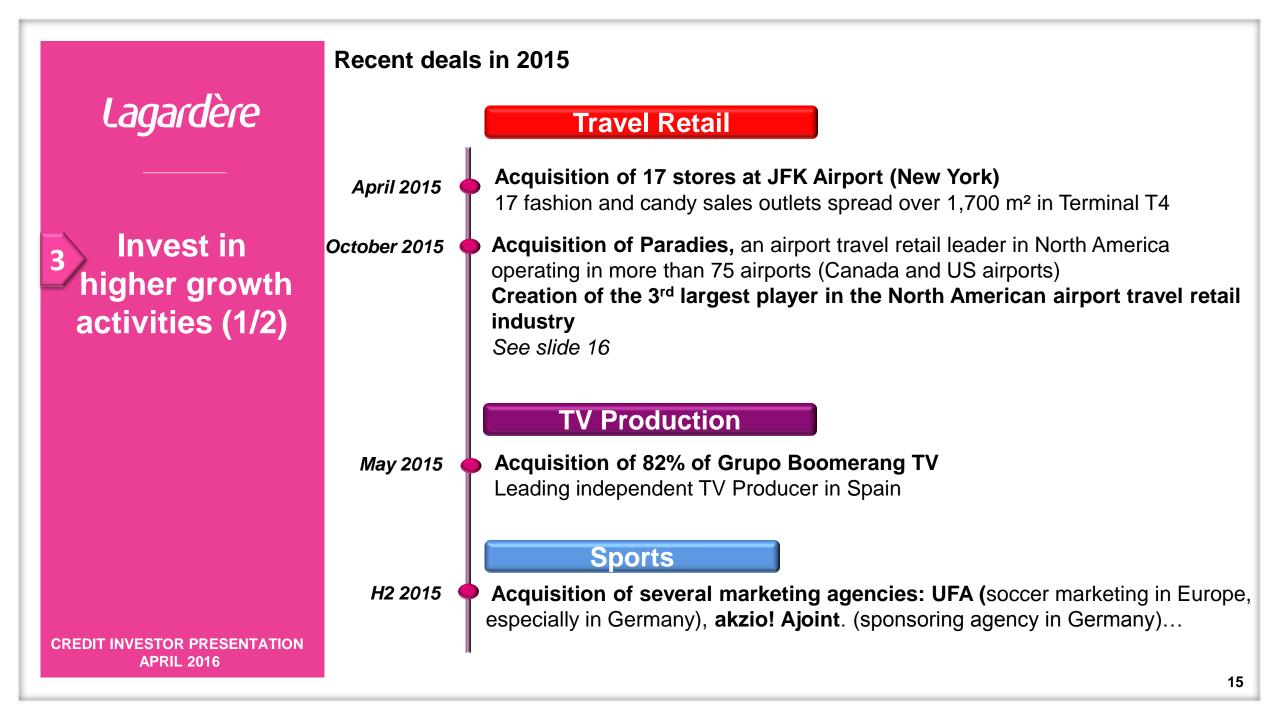
Lagardère Sports and Entertainment

- The recovery plan is well on track
- A significant change of the business mix, aimed at delivering a more regular performance
 - ⇒ Diversification of the revenue streams



14

Lagardere Sports and Entertainment: business mix



Invest in higher growth activities(2/2) Acquisition of Paradies

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Transaction overview

Acquisition of Paradies, an airport travel retail leader in North America

100% of the equity of Paradies holding company,

Representing c. 80% of Paradies activities in aggregate ¹

Purchase price: \$530m² i.e. €485m

Creation of 3rd largest player in the North American airport travel retail industry

- Key figures in 2015³:
 ✓ sales of \$515m (€471m),
 - ✓ EBITDA of \$62m (12% margin) i.e. €57m

Attractive synergy potential: run rate of c. \$15m⁴ p. a. the 4th year following the acquisition

Transaction proportional EBITDA multiple around 7.5x, based on Fiscal Year 2016³ estimated EBITDA, pro forma for the run rate synergies

\$530m underwritten acquisition bridge financing with a 2-year maturity

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² On a cash and debt free basis, subject to final adjustment. All figures in USD are converted in euros at 6 August 2015 exchange rate: 1.0929 USD for 1 euro ³ Fiscal year ending on 28 June, US GAAP consolidated figures

⁴ Pre-tax synergies

Financing

Transaction

summary

EBITDA,

synergies and

implied multiple



Group performance and outlook

Group FY 2015 key figures

(€m)	2014*	2015	Reported change	Like-for-like change**
Sales	7,170	7,193	+0.3%	+3.0%
Recurring EBIT of fully consolidated companies***	342	378	+10.5%	1
Group operating margin	4.8%	5.3%	+0.5 pt	1
Profit – Group share	41	74	+€33m	1
Adjusted profit – Group share	185	240	+€55m	1
Free cash flow	(23)	274	+€297m	1
Net debt at end of the period	(954)	(1,551)	-€597m	1
Earnings per share (in €)	0.32	0.58	+81.3%	1
Ordinary dividend per share (in €)	1.30	1.30****	=	/

*The retrospective application of IFRIC 21 "Levies" has no significant impact on 2014 P&L figures:

the new interpretation IFRIC 21 modifies the obligating event that gives rise to the recognition of a liability to pay a levy or contribution. The obligating event for the recognition of the liability is now the activity that triggers the payment of the levy, as defined by the tax authorities.

At constant perimeter and exchange rates. / *See definition slide 40.

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****Ordinary dividend that will be recommended at the General Shareholders' Meeting on 3 May 2016.

Consolidated statement of cash flows

<i>(€m)</i>	2014	2015
Cash flow from operations before interest, taxes	403	447
Changes in working capital	(49)	180
Cash flow from operations	354	627
Interest paid & received, income taxes paid	(144)	(103)
Cash generated by/(used in) operating activities	210	524
Acquisition/Disposal of property, plant & equipment and intangible assets	(233)	(250)
Free cash flow	(23)	274
Acquisition of financial assets	(282)	(568)
Disposal of financial assets	34	(59)
Net cash from operating & investing activities	(271)	(353)

FY 2016 Guidance & Dividend

2016 guidance

- In 2016, the recurring EBIT of fully consolidated companies is expected to grow slightly above 10%:
 - At constant exchange rates
 - Excluding the effect of the potential disposal of Distribution activities

Dividend

- Ordinary dividend maintained: €1.30 per share*
- Calendar:
 - the ex-dividend date is 6 May 2016
 - the ordinary dividend will be paid as of 10 May 2016

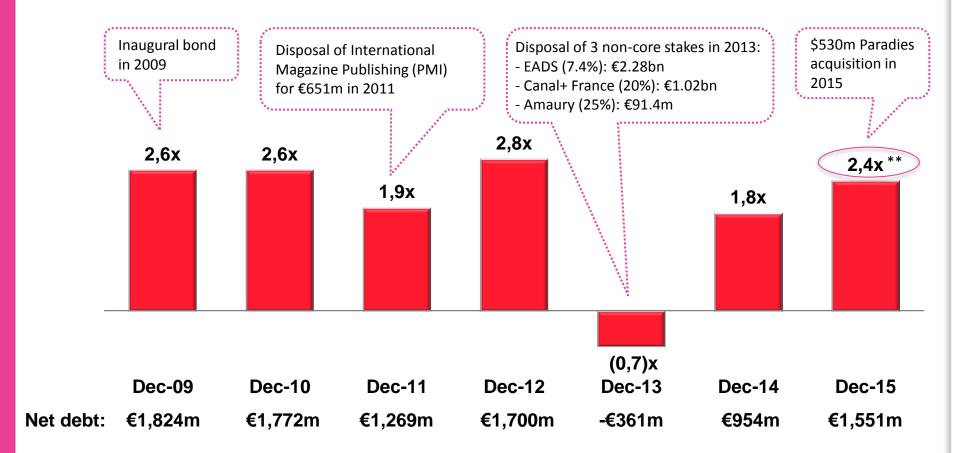


Key credit highlights and transaction rationale

Conservative financial policy

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APRIL 2016



Net debt / EBITDA* ratio

* Defined as recurring operating profit before associates + Depreciation & Amortization (D&A) other than on acquisitionrelated intangible assets + Dividends received from associates

** pro forma including 12 months of Paradies recurring EBITDA

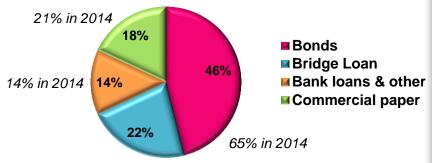
Diversified funding structure supported by strong liquidity position

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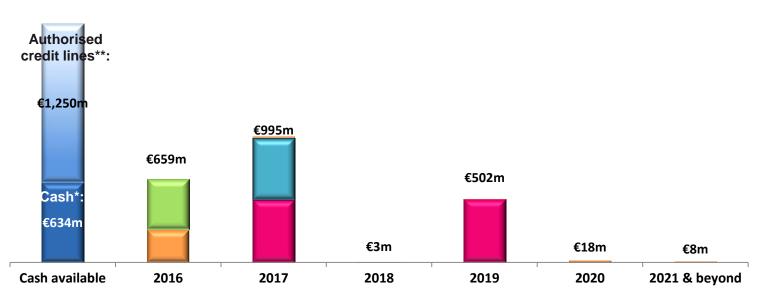
2015

- Revolving Credit Facility refinanced in May 2015 for €1.25bn,
 5 years + up to 2 years extension options
- Strong liquidity, with €1,884m covering up to end of 2018
- Gross debt centered on bond market & commercial paper
- Paradies funded through \$530m USD bridge loan available until October 2017

Gross debt breakdown: well-balanced funding sources



Preservation of liquidity and balanced debt repayment schedule



*Short-term investments and cash. **Group credit facility excluding authorised credit lines at divisions level.

Transaction rationale

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Positive developments since the credit roadshow of October 2015 :

- Completion of the Paradies acquisition on 22 October 2015 allowing a start of the integration process with the
 objective of generating commercial and financial synergies in the North American travel retail market
- Asset portfolio optimization active end 2015 and in 2016, including the Spanish press distribution divested on 26 February 2016 and the announcement of Belgium Press distribution disposal on 5 February 2016.
- Above guidance 2015 in term of growth of recurring EBIT and Free cash Flow of € 274 M in 2015.
- Those developments allow the group to achieve a debt to recurring EBITDA ratio below 2.5x at the end of 2015 (pro forma including 12 months of Paradies recurring EBITDA)
- As such, the Group expects to remain within the leverage "comfort zone" of 2.0-3.0x (i) in line with an Investment Grade credit profile (ii) with sufficient headroom vs. bank covenant (3.5x, tested semi-annually)
- As a result, the group is contemplating a senior bond offering, aiming at :
 - Taking advantage of the current low rate environment to further extend the group's average debt maturity; and
 - Diversifying Lagardère's sources of funding
- The proceeds of the contemplated senior offering will be used:
 - (i) to refinance or replace in part the bridge loan entered into for the purpose of financing the payment of the purchase price of the Paradies acquisition by Lagardère Travel Retail; and
 - (ii) for general corporate purposes

Contemplated bond structure

Lagardère SCA Issuer **Issuer Rating** Not Rated Size Benchmark Ranking Senior Maturity TBD **Governing Law** French Law Listing / Denomination Luxembourg Stock Exchange / EUR 100k

Note: The terms are outlined in their entirety in the full terms and conditions of the Bonds. In case of any discrepancy, the Prospectus prevails.



Appendix

FY 2015 activity highlights

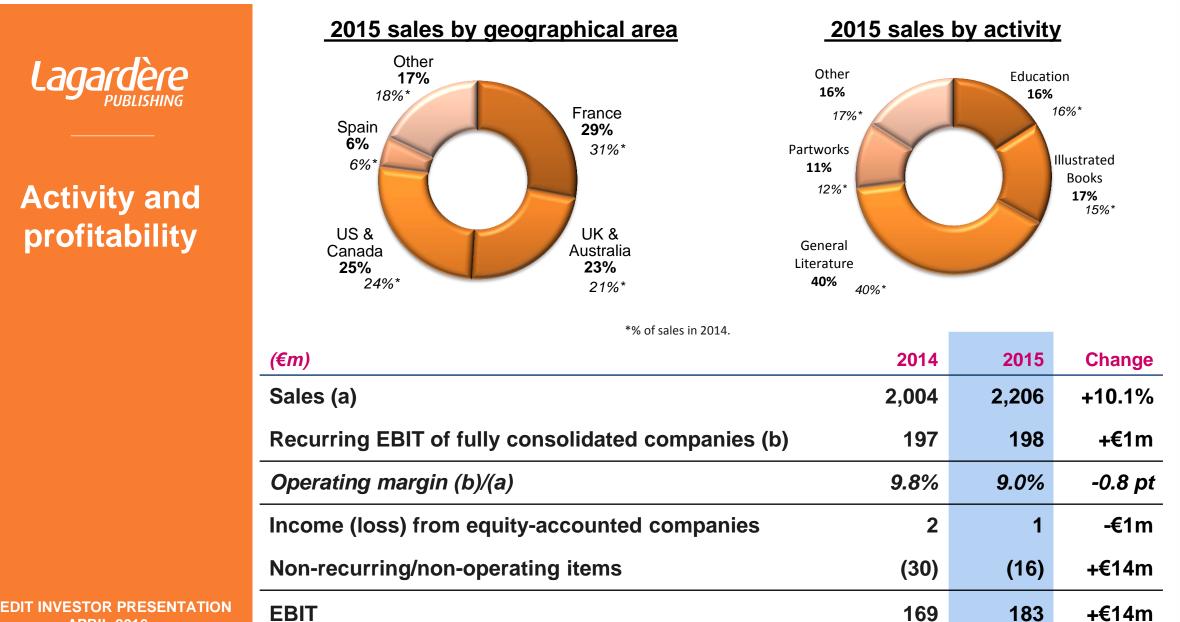
Group sales totalled €7,193 million

- +3.0% on a like-for-like basis (+0,3 on a reported basis).
- a negative perimeter of -€393m, and a positive currency effect of €222m.

Activity by division:

- Lagardère Publishing: sales up sharply, driven by the good performance of Illustrated Books in France with Asterix, as well as General Literature which benefited from many literary prizes. The United States, Partworks and Spain also posted growth.
- Lagardère Travel Retail: continued momentum in Travel Retail (+8.2% lfl) despite the impact in France of the November attacks. A sustained increase in all other geographic areas.
- Lagardère Active: sales down due to an unfavourable comparison effect at Lagardère Studios. However, this trend was partially offset by an improved end of the year in advertising revenue (+1.3%) and the good performance of radio.
- Lagardère Sports and Entertainment: sales up sharply with the development of stadium management activities and the good performance of football competitions in Asia.

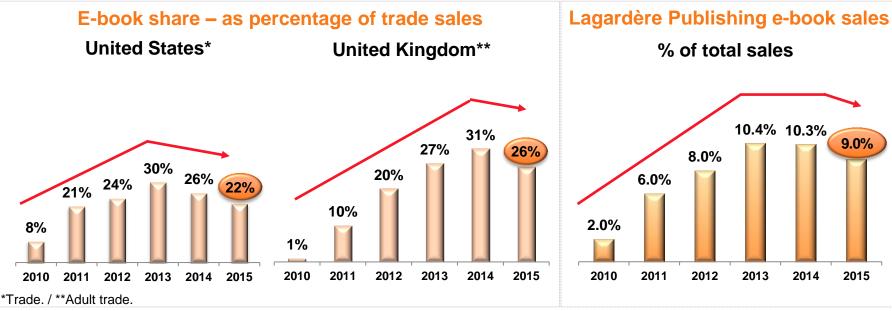
(€m)	2015 sales	Reported change	Like-for-like change
Lagardère Publishing	2,206	+10.1%	+1.7%
Lagardère Travel Retail	3,510	-8.0%	+4.3%
Lagardère Active	962	+0.5%	-5.8%
Lagardère Sports and Entertainment	515	+30.9%	+19.6%
Total	7,193	+0.3%	+3.0%



Lagardère PUBLISHING

Lagardère Publishing: successful transition to digital

- As expected, the weight of e-books has decreased: e-books accounted for 9% of total sales of the division in 2015 vs. 10.3% in 2014.
- Digital for the time being remains essentially limited to the traditional fiction/non-fiction segment, and only in the US and in the UK, where in 2015 market trends have been reversed, with a rebound in volumes of printed books to the detriment of e-books:
 - in the US, Lagardère Publishing digital sales accounted for 22% of Trade sales in 2015. It reflects market trend and the impact of the agreement with e-retailers;
- in the UK, e-book sales decreased due to a less intensive new release schedule and to a change in VAT rate. E-books accounted for 26% of Adult trade sales;
- French and Spanish markets still at an early stage.

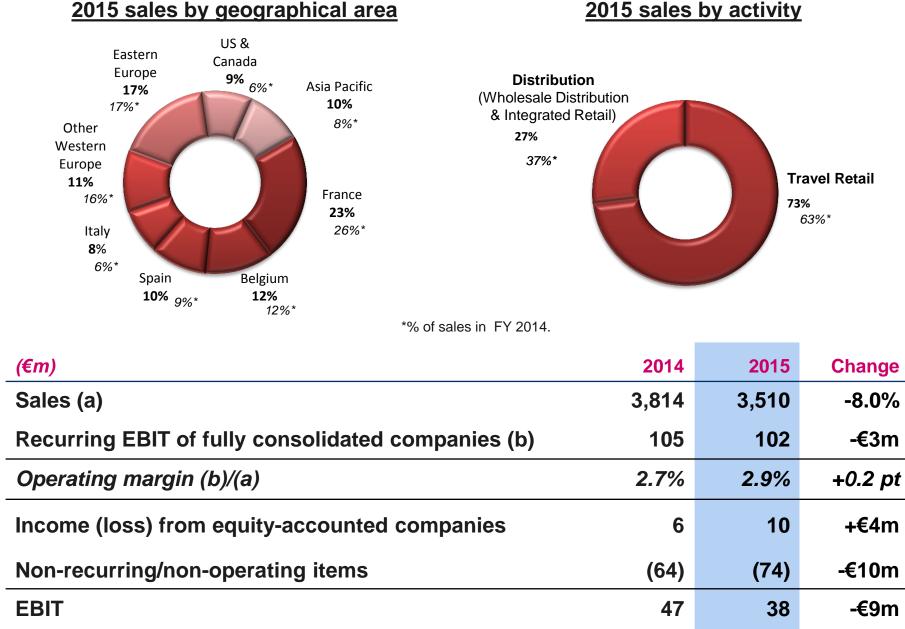


Lagardere TRAVEL RETAIL

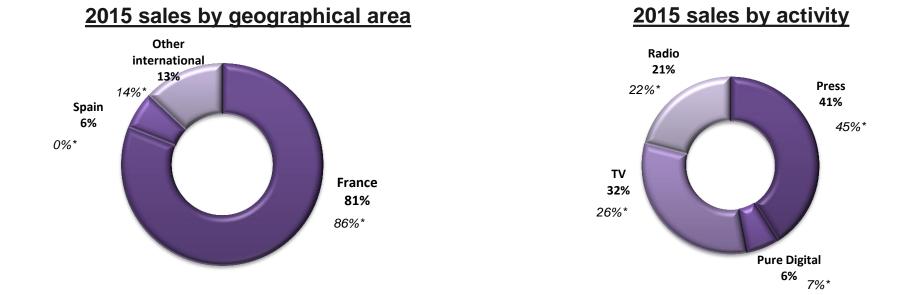
Activity and profitability

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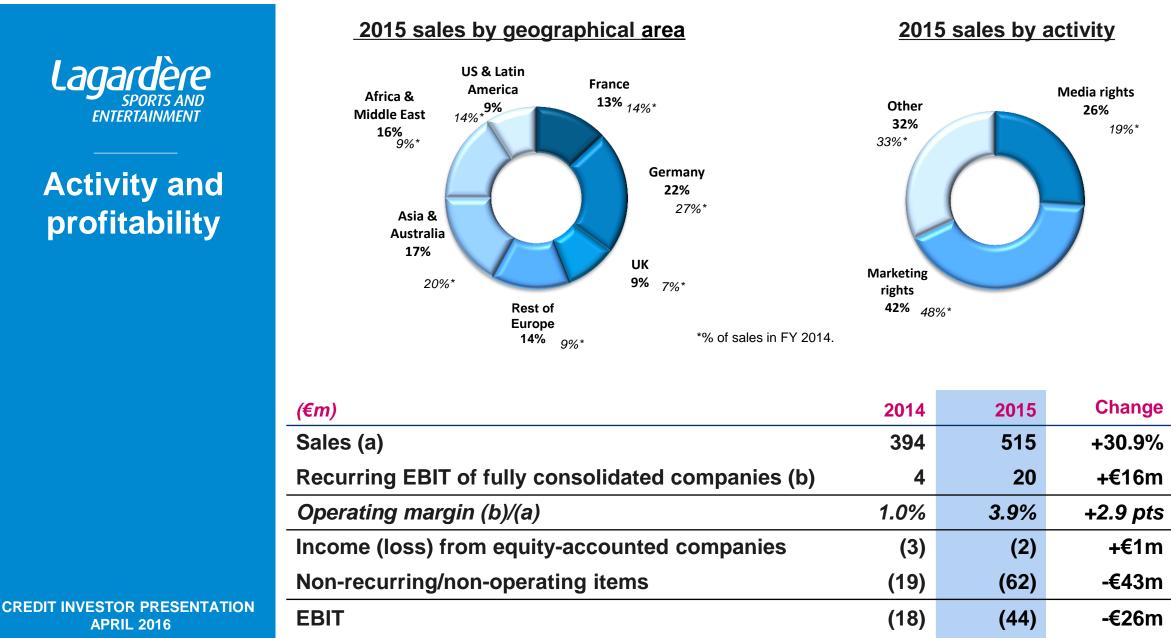


Activity and profitability



*% of sales in FY 2014.

(€m)	2014	2015	Change
Sales (a)	958	962	+0.5%
Recurring EBIT of fully consolidated companies (b)	73	79	+€6m
Operating margin (b)/(a)	7.6%	8.2%	+0.6 pt
Income (loss) from equity-accounted companies	4	2	-€2m
Non-recurring/non-operating items	(21)	(63)	-€42m
EBIT	56	18	-€38m



Consolidated income statement (1/2)

<i>(€m)</i>	2014*	2015
Sales	7,170	7,193
Recurring EBIT of fully consolidated companies**	342	378
Operating activities	379	399
Other activities	(37)	(21)
Income (loss) from equity-accounted companies***	9	11
Non-recurring/non-operating items	(142)	(215)
Restructuring costs	(66)	(77)
Gains (losses) on disposals	(5)	20
Fair value adjustment resulting from changes in control	25	
Impairment losses	(41)	(62)
Amortisation of acquisition-related intangible assets and other acquisition-related expenses	(55)	(69)
Cricket litigation in India (WSG)		(27)
EBIT	209	174

*The retrospective application of IFRIC 21 "Levies" has no significant impact on 2014 P&L figures:

the new interpretation IFRIC 21 modifies the obligating event that gives rise to the recognition of a liability to pay a levy or contribution. The obligating event for the recognition of the liability is now the activity that triggers the payment of the levy, as defined by the tax authorities.

See definition slide 40. / *Before impairment losses.

Consolidated income statement (2/2)

Net interest expense	(73)	(66)
Profit before tax	136	108
Income tax expense	(87)	(37)
Total profit	49	71
Attributable to minority interests	(8)	3
Profit – Group share	41	74

	<i>(€m)</i>	2014	2015
Lagardère	Profit – Group share	41	74
	Restructuring costs*	+53	+56
Adjusted profit	Gains (losses) on disposals*	+5	-24
—	Fair value adjustment resulting from changes in control*	-25	-
Group share	Impairment losses on goodwill, tangible and intangible fixed assets*	+41	+62
	Amortisation of acquisition-related intangible assets and other acquisition-related expenses*	+42	+48
	Cricket litigation in India (WSG)*	-	+19
	Tax contribution on dividends paid to shareholders	+28	+5
	Adjusted profit - Group share	185	240

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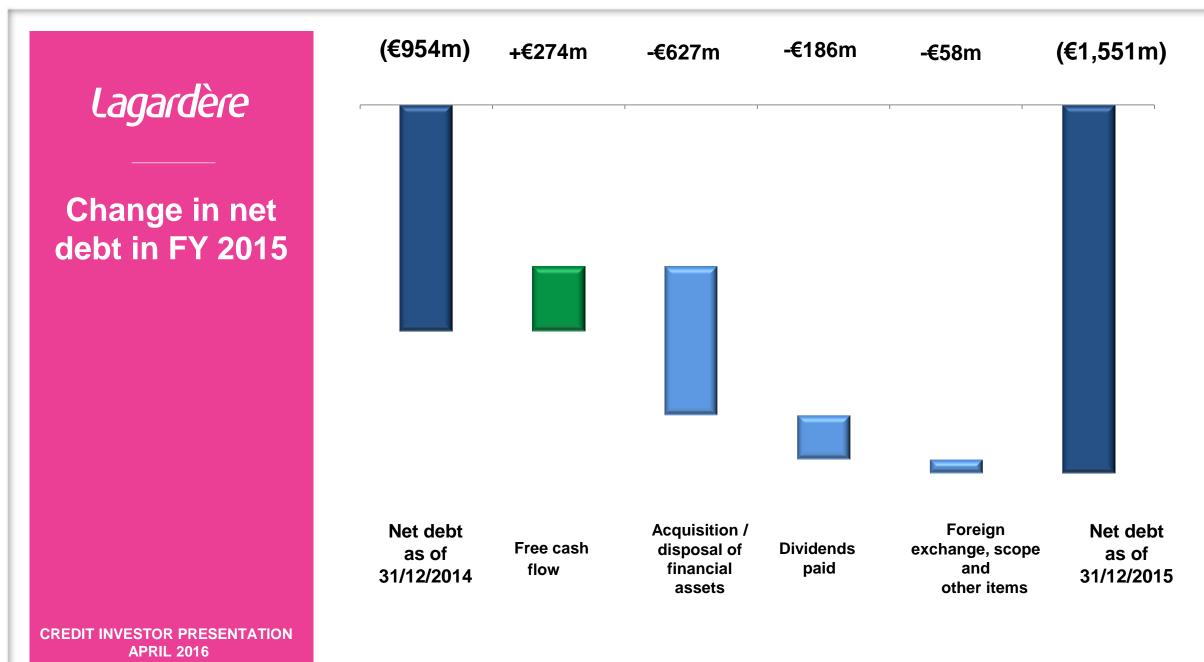
*Net of taxes.

Consolidated balance sheet

<i>(€m)</i>	31 Dec. 2014 restated*	31 Dec. 2015
Non-current assets (excl. investments in associates and joint ventures)	3,948	4,672
Investments in associates and joint ventures	159	155
Current assets (other than short-term investments and cash)	2,834	2,846
Short-term investments and cash	566	634
TOTAL ASSETS	7,507	8,307
Stockholders' equity	2,084	2,135
Non-current liabilities (excl. debt)	714	800
Non-current debt	1,030	1,526
Current liabilities (excl. debt)	3,189	3,187
Current debt	490	659
TOTAL LIABILITIES AND EQUITY	7,507	8,307

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*Includes impact of IFRIC 21: -€1m on non-current assets, -€4m on non-current liabilities and +€3m on stockholders' equity



Non-recurring/ non-operating items in FY 2015

(6-m)	Lagardère Publishing	Lagardère Travel Retail	Lagardère Active	Lagardère Sports and Entertainment	Total operating activities	Other activities	Total Lagardère
(€m) Restructuring costs	(8)	(19)	(20)	(30)	(77)	/	(77)
Gains (losses) on disposals	(1)	17	3	1	20	/	20
Impairment losses	(2)	(16)	(44)	1	(62)	1	(62)
Amortisation of acquisition- related intangible assets and acquisition- related expenses	(5)	(56)	(2)	(6)	(69)	1	(69)
Cricket litigation in India (WSG)	/	/	/	(27)	(27)	/	(27)
TOTAL	(16)	(74)	(63)	(62)	(215)	/	(215)

				Ì	
	_	Balanc	e sheet	Income st	atement*
Lagardère	(€m)	2014	2015	2014	2015
	Marie Claire (42%)	90	90	4	-
Main associates	Édition J'ai Lu (35%)	17	17	1	0
and	Société de Distribution Aéroportuaire (45%)	15	16	6	7
joint ventures	Société d'Édition de Télévision par Câble (49%)	10	8	-	-
	Inmedio Poland (49%)	9	11	-	2
	Société des Commerces en Gares (50%)	4	3	(1)	(1)
	Gulli (66%)	-	-	(1)	-
	Other associates	14	10	(2)	1
	TOTAL	159	155	7	9
	*Including impairment losses: €2m in 2015 (other associates), €2m in 2014 (other	associates).			

For the records: definitions of Recurring EBIT of fully consolidated companies, Like-for-like sales and Free cash flow Recurring EBIT of fully consolidated companies is defined as the difference between profit before finance costs and tax and the following items of the profit and loss statement:

- income (loss) from equity-accounted companies
- gains (losses) on disposals of assets
- impairment losses on goodwill, property, plant and equipment and intangible assets
- restructuring costs
- items related to business combinations:
 - expenses on acquisitions
 - gains and losses resulting from acquisition price adjustments and fair value adjustment resulting from changes in control
 - amortization of acquisition-related intangible assets

Like-for-like sales were calculated by adjusting:

- 2015 sales to exclude companies consolidated for the first time during the year, and 2014 sales to exclude companies divested in 2015
- 2015 and 2014 sales based on 2014 exchange rates
- Free cash flow is defined as: net cash generated by operating and investing activities, excluding acquisitions/disposals of financial assets and short-term investments



Organic growth drivers of Travel Retail

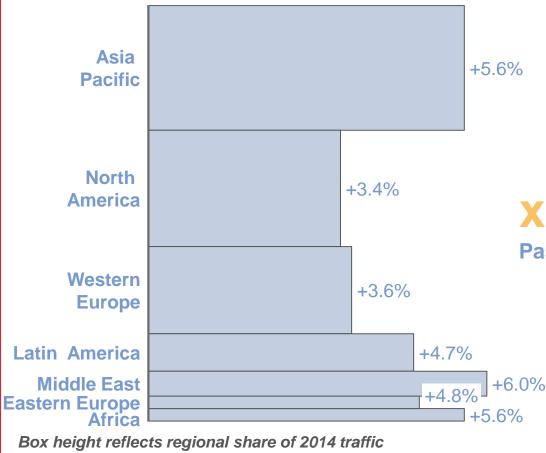
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APRIL 2016

- > Strong and regular growth of **global air traffic**
- Increase of emerging country passengers travelling in mature countries
- Increasing externalization of travel retail shops by landlords
- > Increased surface dedicated to travel retail in airports and train stations

4.6% global PAX growth in the next 20 years...

Air traffic growth¹⁾ by region (% CAGR, 2014-2034)





Abu Dhabi Midfield Terminal

x2

Passenger aircraft fleet (2034 vs 2014)



Beijing Daxing International Airport T1

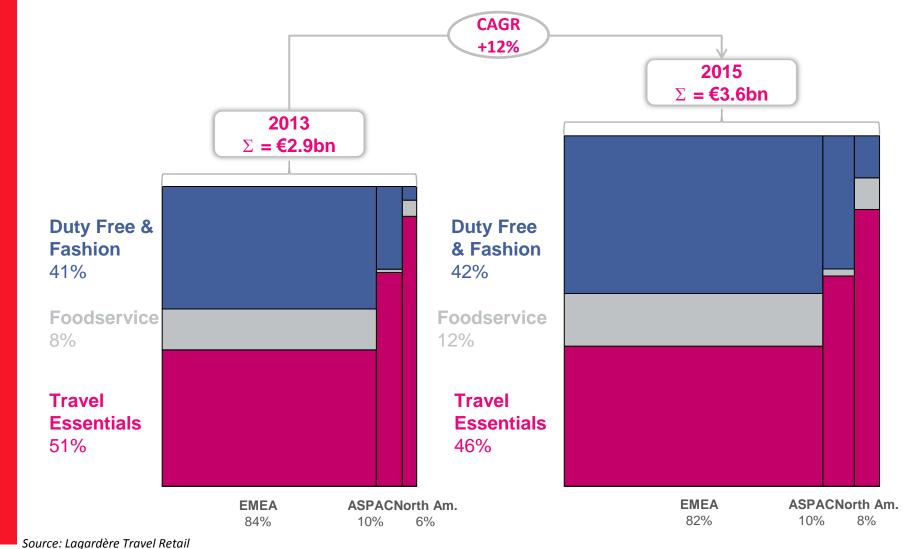
1) Traffic measured by revenue passenger-kilometres Source: 2015-2034 Airbus Global Market Forecast Sales evolution by business line and region between 2013 and 2015 (€m, sales @100%)

A pure travel retail player experiencing sales growth with a more balanced sales mix

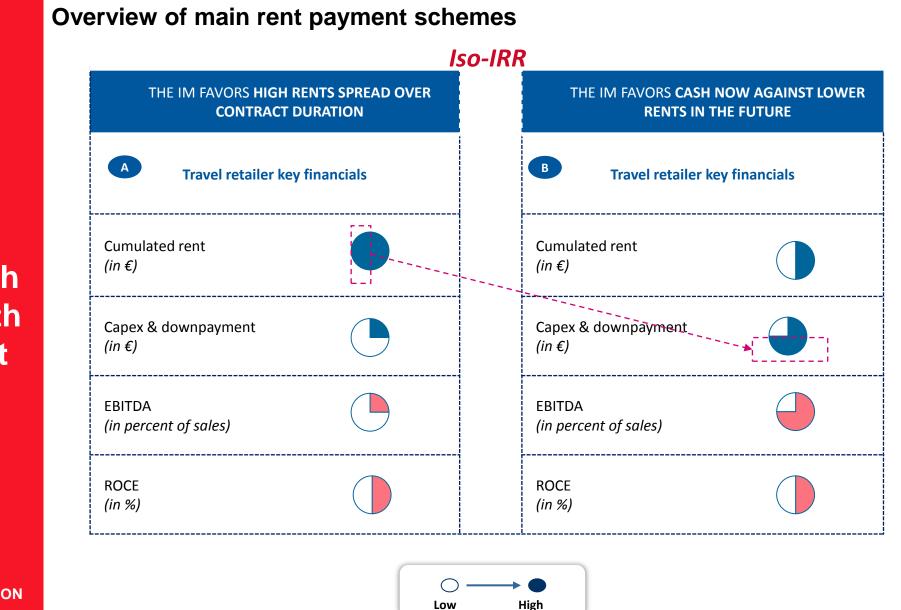
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Lagardere TRAVEL RETAIL



42

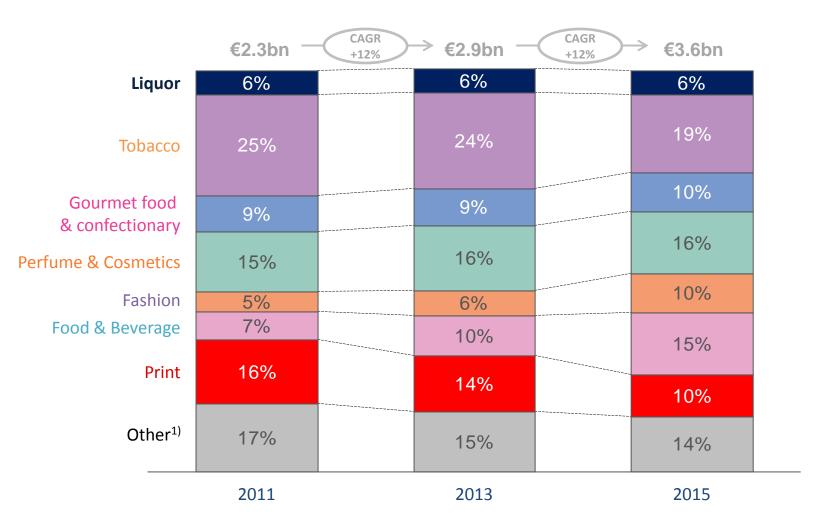


Attractive industry triggering high return, yet with very different P&L profiles

Lagardère

Breakdown sales by product

(€m, sales @100%, 2011-2015)



Growth was in particular spectacular on high-margin categories

Lagardere TRAVEL RETAIL

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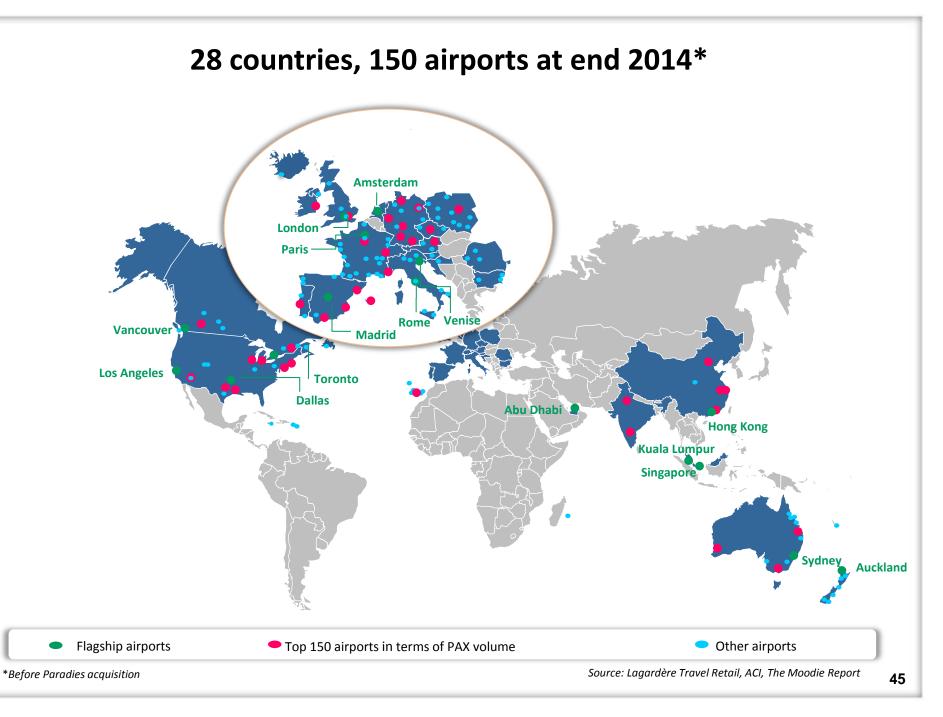
1) Other mainly includes: travel accessories, gifts & souvenirs and convenience products (phone cards, lottery, ...) Source: Lagardère Travel Retail



Lagardère Travel Retail, a global player

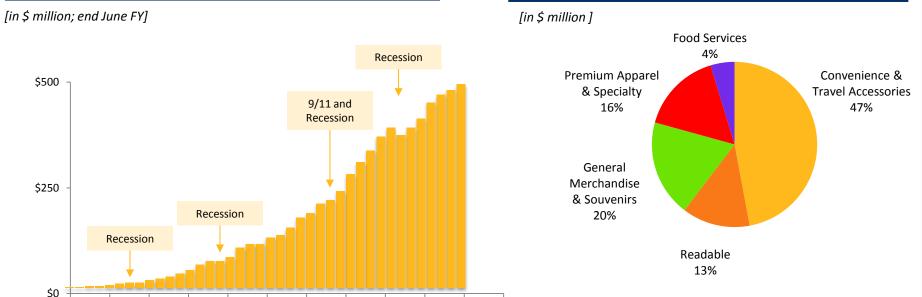
CREDIT INVESTOR PRESENTATION

APRIL 2016





2015E Breakdown of sales by category



FY '60 FY '79 FY '83 FY '87 FY '91 FY '95 FY '99 FY '03 FY '07 FY '11 FY '15

Historical Revenue Growth show resilience

\$500

\$250

\$O

- **Created as a family business in 1960,** Paradies is a **leading operator** in airport travel retail in North America with operations in more than 76 airports with a portfolio of long-term concessions,
- A strong renewal rate (due to reputation + landlord relationship + recognized quality of operation)
- Paradies is renowned in the US for the quality of its operations and management, having won the industry's "Best Airport Retailer" award in 20 successive years
- Paradies is a leading operator in convenience and travel essentials, having initiated a strong diversification strategy in gift & souvenirs, fashion, accessories and specialty (primarily with strong brands such as Brooks Brothers, PGA, CNBC etc.), and recently started developing its Food & Beverage business

Reminder of **Paradies profile**

Lagardère IR Team and calendar

CREDIT INVESTOR PRESENTATION APRIL 2016

IR team details

Calendar (all time is CET)

Florence LONIS Chief of Investor Relations Tel: 33 1 40 69 18 02 flonis@lagardere.fr

Hacène BOUMENDJEL Investor Relations Officer Tel: 33 1 40 69 67 88 hboumendjel@lagardere.fr

Josefin MAISONDIEU Assistant Tel: 33 1 40 69 19 22 jmaisondieu@lagardere.fr

• 2016 General shareholders' Meeting

The General Meeting of Shareholders will be held on 3 May 2016 at 10:00 a.m. at the Carrousel du Louvre in Paris.

Ordinary dividend

The ex-dividend date for the ordinary dividend (proposed at \in 1.30 per share) for 2015 will be 6 May 2016, with the payment date set for 10 May 2016.

Announcement of Q1 2016 sales

Quarterly results will be released on 12 May 2016 at 8:00 a.m. A conference call will be held at 11:00 a.m.

Announcement of H1 2016 results

Half-year results will be released on 28 July 2016 at 5:35 p.m. A conference call will be held at 5:45 p.m.

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Tickers: Bloomberg (MMB FP), Reuters (LAGA.PA)