

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.

## LAGARDERE SA

French joint-stock company (société anonyme)  
with share capital of €861,289,121.80

Registered office: 4, rue de Presbourg, 75116 Paris, France

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

### Notice of Meeting

The shareholders of Lagardère SA (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** (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 [•] as a director for a four-year term.
14. Appointment of [•] 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 – 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 – 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 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.

## ***Proposed resolutions presented by the Board of Directors***

### **First resolution** (*Approval of the Company's financial statements for the year ended 31 December 2024*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2024, the shareholders **approve** those financial statements as set out and presented to them, showing a loss of €14,371,239.22, as well as the transactions reflected in those financial statements and summarised in those reports.

In accordance with article 223 quater of the French Tax Code (Code général des impôts), the shareholders also **approve** the aggregate amount of non-deductible costs and expenses referred to in paragraph 4 of article 39 of said Code, as shown in the Company's financial statements, which amounted to €5,596 for the year ended 31 December 2024, and note that no tax charge is borne as a result of these costs and expenses.

### **Second resolution** (*Approval of the consolidated financial statements for the year ended 31 December 2024*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2024, the shareholders **approve** the consolidated financial statements as set out and presented to them, showing profit attributable to owners of €168,104,870, as well as the transactions reflected in those financial statements and summarised in those reports.

### **Third resolution** (*Allocation of the Company's profit and dividend payment*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, the shareholders:

- resolve to allocate the net accounting for the year ended 31 December 2024, amounting to €14,371,239.22, to retained earnings;
- decides to allocate the entire balance of the "Retained earnings" account to the "Optional reserves" account, the balance of which is reduced from €1,409,307,724.16 to €1,394,936,484.94,
- resolve to pay an annual ordinary dividend of €0.67 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 dividend will be deducted in full from the "Discretionary reserves" account.

The ex-dividend date will be 30 April 2025 and the dividend will be paid as of 5 May 2025 to holders of registered shares (*nominatif pur*) or their duly appointed representatives (*nominatif administré*), by cheque or by bank transfer.

This dividend will be eligible for the 40% tax relief available pursuant to article 158.3.2° of the French Tax Code to individual shareholders who are French tax residents and who opt for sliding-scale taxation rather than the flat-rate tax on investment income.

In accordance with the requirement in article 243 bis of the French Tax Code, the shareholders note that dividends paid over the three fiscal years to 2024 correspond to the amounts shown in the table below, and that all of these amounts were eligible for the 40% tax relief available pursuant to article 158.3.2° of the French Tax Code to individual shareholders who are French tax residents:

	<b>2021</b>	<b>2022</b>	<b>2023</b>
Dividends paid to shareholders			
Dividend per share	€0.50	€1.30	€0.65
<b>Total dividend payout</b>	<b>€70,216,511.50</b>	<b>€183,059,896.50</b>	<b>€91,524,410.90</b>

**Fourth resolution** *(Approval of the special report of the auditors on regulated agreements)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Board of Directors' report on corporate governance and the Statutory Auditors' special report on agreements referred to in article L. 225-38 of the French Commercial Code, the shareholders **approves** this report and **note** that no new related-party agreements are referred to therein as having been entered into in the year ended 31 December 2024.

**Fifth resolution** *(Approval of the information disclosed pursuant to article L. 22-10-9 of the French Commercial Code concerning the remuneration of corporate officers)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in sections 3.5 and 3.6 of the 2024 Universal Registration Document), in accordance with article L. 22-10-34, I of the French Commercial Code, the shareholders **approve** the information disclosed in said report pursuant to paragraph I of article L. 22-10-9 of said Code.

**Sixth resolution** *(Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Arnaud Lagardère, Chairman and Chief Executive Officer)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in sections 3.5 and 3.6 of the 2024 Universal Registration Document), in accordance with article L. 22-10-34, II of the French Commercial Code, the shareholders **approve** the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2024 to Arnaud Lagardère, as presented in said report.

**Seventh resolution** *(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)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in sections 3.5 and 3.6 of the 2024 Universal Registration Document), in accordance with article L. 22-10-34, II of the French Commercial Code, the shareholders **approve** the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated in respect of 2024 to Jean-Christophe Thiery, in his capacity as Chairman and Chief Executive Officer for the period from 30 April 2024 to 28 June 2024, as presented in said report.

**Eighth resolution** *(Approval of the components of remuneration and benefits paid during or allocated in respect of 2024 to Pierre Leroy, Deputy Chief Executive Officer)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.5 of the 2024 Universal Registration Document), in accordance with article L. 22-10-34, II of the French Commercial Code, the shareholders **approve** the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated for 2024 to Pierre Leroy, in his capacity as Deputy Chief Executive Officer, as presented in said report.

**Ninth resolution** *(Approval of the 2025 remuneration policy for the Chairman and Chief Executive Officer)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.5 of the 2024 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2025 remuneration policy for the Chairman and Chief Executive Officer, as described in said report.

**Tenth resolution** (*Approval of the 2025 remuneration policy for the members of the Board of Directors*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.6 of the 2024 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2025 remuneration policy for the members of the Company's Board of Directors, as described in said report.

**Eleventh resolution** (*Ratification of the co-optation of Jean-Christophe Thiery as a director*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors, the shareholders **ratify** the co-optation of Jean-Christophe Thiery as a director, as decided by the Board of Directors at its meeting on 30 April 2024, to replace Jean-Christophe Thiery, who resigned from the Board, for the remainder of his predecessor's term of office, expiring at the close of the Annual General Meeting to be called in 2027 to approve the 2026 financial statements.

**Twelfth resolution** (*Ratification of the co-optation of Arnaud Lagardère as a director*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors, the shareholders **ratify** the co-optation of Arnaud Lagardère as a director, as decided by the Board of Directors at its meeting on 28 June 2024, to replace Jean-Christophe Thiery, who resigned from the Board, for the remainder of his predecessor's term of office, expiring at the close of the Annual General Meeting to be called in 2027 to approve the 2026 financial statements.

**Thirteenth resolution** (*Appointment of [•] 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** [•] 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 [•] 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** [•] 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.

**Fifteenth resolution** (*Re-appointment of Yannick Bolloré as a director for a four-year term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors and having noted that Yannick Bolloré's term of office as a director is due to expire at the close of this Meeting, the shareholders **re-appoint** Yannick Bolloré 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.

**Sixteenth resolution** (*Re-appointment of Véronique Morali as a director for a three-year term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors and having noted that Véronique Morali's term of office as a director is due to expire at the close of this Meeting, the shareholders **re-appoint** Véronique Morali as a director for a term of three (3) years, expiring at the close of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements.

**Seventeenth resolution** *(Re-appointment of Arnaud de Puyfontaine as a director for a three-year term)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors and having noted that Arnaud de Puyfontaine's term of office as a director is due to expire at the close of this Meeting, the shareholders **re-appoint** Arnaud de Puyfontaine as a director for a term of three (3) years, expiring at the close of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements.

**Eighteenth resolution** *(Re-appointment of Nicolas Sarkozy as a director for a three-year term)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors and having noted that Nicolas Sarkozy's term of office as a directors is due to expire at the close of this Meeting, the shareholders **re-appoint** Nicolas Sarkozy as a director for a term of three (3) years, expiring at the close of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements.

**Nineteenth resolution** *(Re-appointment of Valérie Bernis as a director for a two-year term)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors and having noted that Valérie Bernis' term of office as a director is due to expire at the close of this Meeting, the shareholders **re-appoint** Valérie Bernis as a director for a term of two (2) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the 2026 financial statements.

**Twentieth resolution** *(Re-appointment of Fatima Fikree as a director for a two-year term)*

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Corporate Governance Report of the Board of Directors and having noted that Fatila Fikree's term of office as a director is due to expire at the close of this Meeting, the shareholders **re-appoint** Fatima Fikree as a director for a term of two (2) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the 2026 financial statements.

**Twenty-first resolution** *(Eighteen-month authorisation for the Board of Directors 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 Board of Directors and in accordance with the applicable laws and regulations, the shareholders **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to purchase Company 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 share capital. The amount of the share capital to which this ceiling applies may be adjusted for any corporate actions carried out subsequent to this Meeting. Furthermore, pursuant to article L. 22-10-62 of the French Commercial Code, (i) when shares are bought back to maintain a liquid market in the Company's shares in accordance with the conditions defined in the General Regulations of the French financial markets authority, 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, and (ii) the number of shares bought back by the Company to be held for subsequent exchange or payment as consideration for a merger, demerger or asset contribution, may not exceed 5% of the share capital. 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 Board of Directors, which has the power to sub-delegate under the conditions provided for by law, 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, profits or share premiums and the issue of free shares, or a change in the par value of existing shares or a reverse stock split.

The Board of Directors 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 employer's contribution and/or in replacement of the discount, in accordance with the applicable laws and regulations;
- ▶ to award or transfer shares to employees as part of a profit-sharing scheme;
- ▶ to award shares to employees and corporate officers of the Company and of entities or groups related to the Company for any other purpose permitted by the applicable laws and regulations;
- ▶ to remit shares upon the exercise of rights attached to securities giving access to the share capital in any way whatsoever;
- ▶ to promote liquidity in the Company's shares under liquidity agreements that comply with a code of conduct recognised by the French financial markets authority and 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;
- ▶ and more generally, to carry out any transaction in accordance with applicable laws and regulations and, in particular, with market practices accepted by the French financial markets authority.

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 paragraphs b) and c) of article 4.1 of EU Commission Delegated Regulation 2016/1052 or during a public tender offer for the Company's shares – on or off-market or over the counter, by any means permitted under the applicable laws and regulations, including through block purchases or sales and the use of derivatives.

The shareholders **give** the Board of Directors, which has the power to sub-delegate under the conditions provided for by law, full powers, to use this authorisation in accordance with the applicable laws and regulations, including to place any and all buy and sell orders, enter into any and all agreements, carry out all formalities and more generally do everything they consider necessary or expedient to implement this resolution.

This authorisation is valid for a period of eighteen months as from the date of this Meeting. It supersedes the authorisation given in the twelfth resolution of the 25 April 2024 Annual General Meeting.

**Twenty-second resolution** (*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*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors, pursuant to the provisions of articles L. 225-129-2 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, through a public offer as referred to in articles L. 411-1 and L. 411-2 1° of the French Monetary and Financial Code, debt securities which give access to new shares to be issued by entities in which the Company owns, directly or indirectly, over half of the share capital at the issue date and may also give access to existing shares, and/or carry rights to the allocation of debt securities of the Company and/or of entities in which the Company owns, directly or indirectly, over half of the share capital at the issue date and/or of any other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;

- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), and generally, to enter into any agreements, give any commitments, and do everything appropriate or expedient to carry out the issue(s) decided pursuant to this authorisation;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirteenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-third resolution** *(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)*

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 225-129 to L. 225-129-6, L. 225-132 to L. 225-134, L. 228-91 and L. 228-92 of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed two hundred and eighty million euros (€280,000,000) (about 33% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws,



regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;

- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** that, in accordance with the law, shareholders shall have a preemptive right to subscribe for the ordinary shares and/or other securities issued under this authorisation which shall be exercisable in proportion to their existing interests in the Company's capital. In addition, the Board of Directors may grant shareholders a preemptive right to subscribe for any ordinary shares and/or other securities not taken up by other shareholders. If the issue is oversubscribed, such additional preemptive rights will also be exercisable in proportion to the existing holdings of the shareholders concerned and within the limits of their requests;
- ▶ **resolve** that if the entire amount of any issue is not taken up by shareholders using the above-mentioned rights, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, may take the courses of action permitted by law, in the order of its choice, including offering all or some of the unsubscribed securities on the market;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the fourteenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-fourth resolution** *(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)*

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-

129 to L. 225-129-6, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions by way of a public offer other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code – without preemptive subscription rights but with a priority right – (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed one hundred and seventy million euros (€170,000,000) (about 20% of the current share capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** that issues pursuant to this delegation of authority shall be carried out by way of public offers other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code, it being specified that they may be associated with one or more offers referred to in article L. 411-2 1° of the French Monetary and Financial Code carried out pursuant to the twenty-sixth resolution of this General Meeting;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation, it being understood that the Board of Directors must grant the shareholders a priority right for at least five trading days to subscribe for the issue in accordance with the terms and conditions to be set by the Board of Directors in compliance with the applicable laws and regulations;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- ▶ **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions

of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;

- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the fifteenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-fifth resolution** *(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)*

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions by way of a public offer other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code – without preemptive subscription rights and without priority right – (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty five million euros (€85,000,000) (about 10% of the current share capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** that issues pursuant to this delegation of authority shall be carried out by way of public offers other than those referred to in article L. 411-2 1° of the French Monetary and Financial Code, it being specified that they may be associated with one or more offers referred to in article L. 411-2 1° of the

French Monetary and Financial Code carried out pursuant to the twenty-sixth resolution of this General Meeting;

- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- ▶ **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the sixteenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-sixth resolution** (*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*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, by way of a private placement as referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give

access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;

- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty five million euros (€85,000,000) (about 10% of the current share capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- ▶ **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the seventeenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-seventh resolution** (*Authorisation for the Board of Directors to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-135-1 and R. 225-118 of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to increase the number of ordinary shares and/or other securities issued pursuant to the twenty-second, twenty-third, twenty-fourth, twenty-fifth, and twenty-sixth resolutions in the event that an issue is oversubscribed. The additional securities must be issued within 30 days of the close of the subscription period for the original issue, at the same price and in accordance with the same terms and conditions as for the original issue. They will be subject to the same ceilings as applicable under the resolution used to carry out the original issue and may not exceed 15% of the original issue amount;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as of the date of this Meeting and that it cancels and supersedes the authorisation given in the eighteenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-eighth resolution** (*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*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, particularly articles L. 225-129-2, L. 22-10-53, L. 22-10-54, L. 228-91 and L. 228-92, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, in accordance with articles L. 22-10-54 and L. 22-10-53 of the French Commercial Code (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities, as consideration either for (a) securities tendered as part of a public exchange offer for securities in companies whose shares are admitted to trading on a regulated market of a country that is either party to the European Economic Area agreement or a member of the Organisation for Economic Co-operation and Development or (b) contributions in kind granted to the Company and comprising shares or securities giving access to the share capital of another company, when the provisions of article L. 22-10-54 of the French Commercial Code on public exchange offers do not apply. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty five million euros (€85,000,000) (about 10% of the current share capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;

- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the nineteenth resolution of the 18 April 2023 Annual General Meeting.

**Twenty-ninth resolution** (*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*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors, as a consequence of the adoption of the twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, and twenty-eighth resolutions, the shareholders:

- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out immediately or in the future – without preemptive subscription rights and without a priority right, pursuant to the authorisations given to the Board of Directors in the twenty-fifth, twenty-sixth, twenty-seventh and twenty-eighth resolutions – may not exceed eighty five million euros (€85,000,000) (about 10% of the current share capital). This ceiling does not, however, include the nominal amount of any additional shares to be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out immediately or in the future – with preemptive subscription rights or with a priority right, pursuant to the authorisations given to the Board of Directors in the twenty-third and twenty-fourth resolutions – may not exceed three hundred and twenty million euros (€320,000,000) (about 37% of the current share capital). This ceiling does not, however, include the nominal amount of any additional shares

that may be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;

- ▶ **resolve** that the aggregate nominal amount of any debt securities issued under the authorisations given to the Board of Directors in the twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-sixth, and twenty-eighth resolutions may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies.

**Thirtieth resolution** (*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*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors, pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-130 and L. 22-10-89 of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to increase the Company's share capital, on one or more occasions, by capitalising reserves, profits or share premiums and issuing free shares and/or increasing the par value of existing shares. The Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full discretionary powers to determine the amount and timing of said capital increase(s);
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed three hundred and twenty million euros (€320,000,000) (about 37% of the current share capital). This ceiling is separate from the ceilings set in the twenty-ninth resolution and does not include the par value of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** that if the Board of Directors uses this authorisation, any rights to fractions of shares shall be non-transferable and non-tradable and the corresponding shares shall be sold, with the sale proceeds allocated among the rights holders, within the timeframes and in accordance with the conditions provided for in the applicable regulations;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the twenty-first resolution of the 18 April 2023 Annual General Meeting.

**Thirty-first resolution** (*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*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 125-129 to L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1, and L. 228-91 *et seq.* of the French Commercial Code and articles L. 3331-1 *et seq.* of the French Labour Code, the shareholders:



- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, ordinary shares and/or securities giving access to the Company's share capital. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the total number of ordinary shares that may be issued under this authorisation – immediately or in the future – may not represent more than 0.5% of the Company's outstanding share capital in any given year. This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued in favour of employees of the Company and/or of entities or groups related to it within the meaning of article L. 225-180 of the French Commercial Code who are members of a corporate savings scheme;
- ▶ **resolve** that the subscription price of new ordinary shares that may be issued under this authorisation should be set in accordance with the applicable laws and regulations in force on the issue date, it being understood that the discount set pursuant to articles L. 3332-18 *et seq.* of the French Labour Code, based on an average of the prices quoted for the Company's shares on Euronext Paris in the twenty trading days preceding the date of the Board of Directors' decision setting the start date of the subscription period, may not exceed 30%;
- ▶ **resolve** that in the event of the issuance of securities giving access to new shares, the subscription price will also be determined by reference to the terms and conditions described in the preceding paragraph;
- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law – in accordance with article L. 3332-21 of the French Labour Code – to award, free of consideration, ordinary shares of the Company and/or other securities giving access to the Company's share capital, to employees of the Company and/or of entities or groups related to it within the meaning of article L. 225-180 of the French Commercial Code who are members of a corporate savings scheme;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and particularly, subject to the above-mentioned ceilings and the conditions set by the applicable laws and regulations to:
  - draw up a list of the entities and groups whose employees are eligible for the issues,
  - set the eligibility conditions for the issues, particularly in terms of seniority,
  - decide whether the shares and/or other securities issued may be subscribed for individually by employees or through a company mutual fund or another structure or entity recognised by the applicable legal or regulatory provisions,
  - set the terms and conditions of the issues and awards and, in particular, set the number of ordinary shares and/or other securities to be issued, as well as the issue price and the start and end dates of the subscription periods,
  - for awards of free shares or securities giving access to the Company's share capital, either (i) use these shares or securities to replace, in full or in part, the maximum discounts provided for above for the purpose of determining the subscription price of shares purchased by corporate savings scheme members, or (ii) offset the value of these shares or securities against the employer's contribution to the corporate savings scheme, or (iii) use a combination of both of these possibilities,
  - place on record the resulting capital increases and amend the Company's Articles of Association accordingly,
  - in general, do whatever may be appropriate or necessary for carrying out any issues decided on pursuant to this authorisation;

- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the twenty-second resolution of the 18 April 2023 Annual General Meeting.

**Thirty-second resolution** (*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*)

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. 22-10-62 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to reduce the Company's capital, on one or more occasions, in the proportions and at the times they consider appropriate, by cancelling all or some of the shares purchased under authorised buyback programmes;
- ▶ **resolve** that the total number of shares that may be cancelled in any twenty-four-month period under this authorisation may not exceed 10% of the number of shares making up the share capital;
- ▶ **resolve** that the difference between the carrying amount of the shares and their par value will be deducted from share premiums or available reserves under the terms and conditions set by the Board of Directors;
- ▶ **resolve** that the Board of Directors, with power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable law and regulations and the above-mentioned ceilings, to set all the terms and conditions of the share cancellation(s), place on record the resulting capital reduction(s), amend the Company's Articles of Association accordingly, and generally take any necessary or useful measures to implement this authorisation;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of four years as of the date of this Meeting.

**Thirty-third resolution** (*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*)

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 0.025% 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.

**Thirty-fourth resolution** (*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*)

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, 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 (other than the executive corporate officers 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 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 preserve 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, 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, 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,
  - 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 seventeenth resolution of the 22 April 2022 Annual General Meeting.

**Thirty-fifth resolution** (*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*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, and the decision taken by the Board of Directors at its meeting on 21 October 2024 to amend articles 12 and 17 of the Company's Articles of Association, in accordance with article L 225-36 para. 2 of the French Commercial Code, in order to bring them into compliance with law 2024-537 of 13 June 2024, known as the 'Loi Attractivité', shareholders resolve to **ratify** this decision as well as the resulting amendments to paragraphs 4 of article 12 and paragraph 3 of article 17, the new wording of which is reproduced below:

**Article 12 'Meeting of the Board of Directors', 4° of the Company's Articles of Association:**

*"4°) At least half of the members must participate in order for the Board of Directors' decisions to be valid.*

*Decisions are made by a majority vote of the members present or represented and qualified to vote. In the event of a tied vote, the Chairman has the casting vote.*

*In calculating the quorum and majority, Board members attending the meeting via video conferencing, telecommunications technology or any other means recognized by law. are considered to be present.*

*The Board of Directors' deliberations are recorded in minutes entered into a special register and signed by the meeting chairman and secretary or by the majority of members present.*

***Subject to the absence of opposition from the directors under the conditions described below, the Board of Directors may also take any decisions by written consultation of the directors, including by electronic means. In this case, the text of the proposed resolutions is made available to each director, together with the documents required to inform the directors. Directors must cast their votes in the manner and within the timeframe indicated in the request for consultation. Any director may object to the use of written consultation, provided that he or she sends the Chairman of the Board of Directors a reasoned written request before the consultation deadline expires. Any director who has not sent his or her written response to the consultation to the Chairman of the Board within the applicable deadline is deemed not to have participated in the decision. Any decision taken by written consultation is only valid if at least half of the directors have participated in the decision by submitting their written response. The majority rules described above apply to decisions taken by written consultation”.***

The rest of the article remains unchanged.

**Article 17 ‘General Meetings’, paragraph 3, section 2 of the Company's Articles of Association:**

*"3°) [...]*

*Subject to the conditions provided for by the applicable laws and regulations, the shareholders may, by a decision of the Board of Directors, participate in General Meetings by video-conferencing **and/or any means of telecommunications** and vote by means of electronic communication. The Board of Directors sets the practical arrangements for this method of attendance and voting. The technologies used must guarantee, as the case may be, the continuous and simultaneous transmission of the deliberations of the meeting, the security of the means used, the verification of the identity of those participating and voting and the integrity of the votes cast.*

The rest of the article remains unchanged.

**Thirty-sixth resolution (Update to the Company's Articles of Association)**

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the report of the Board of Directors, the shareholders:

- **resolve** to amend the first paragraph of article 11 of the Articles of Association as follows:

**“Article 11 – Membership of the Board of Directors**

*1°) The Company is managed by a Board of Directors comprising between three and eighteen members.”*

The rest of the article remains unchanged.

- **resolve** to amend the first paragraph of article 11 *Bis* of the Articles of Association as follows:

**"Article 11 Bis – Board Advisor**

*The Board of Directors may appoint one or two Board Advisors (censeurs). The Board Advisors attend and participate in meetings of the Board of Directors in an advisory capacity only. They may be appointed as members of the committees created by the Board of Directors. They are appointed for no more than four years and may receive remuneration if so determined by the Board of Directors. The Board Advisors may be removed at any time by the Board of Directors.”*

- **resolve** to delete the fifth paragraph of article 12 of the Articles of Association, relating to the reinforced majority rules of two-thirds of the total votes available to members of the Board of Directors, until 30 June 2027, and concerning:
  - decisions relating to the appointment or removal of the Chief Executive Officer and Deputy Chief Executive Officer(s);
  - decisions relating to the appointment of Vice Chief Executive Officer(s);
  - decisions relating to setting the remuneration of the Chief Executive Officer and Deputy Chief Executive Officer(s), only insofar as they entail a reduction in such remuneration or stricter terms and conditions.

### **Thirty-seventh resolution** (*Powers for formalities*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders **grant** full powers to the bearer of an original or a certified copy or extract of the minutes of this Meeting to carry out all of the necessary filing and other formalities.

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## **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](http://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.**

## REQUESTS TO INCLUDE ITEMS OR DRAFT RESOLUTIONS ON THE AGENDA OF THE MEETING

Requests to include items or draft resolutions on the agenda of the Meeting by shareholders meeting the eligibility criteria set out in article R. 225-71 of the French Commercial Code, must, in accordance with the provisions of the applicable law and regulations, be sent to the registered office of the Company, to the attention of the Board of Directors, by registered letter with acknowledgement of receipt, or by email to [AG2025@lagardere.fr](mailto:AG2025@lagardere.fr), within twenty days from the publication of the present notice of meeting, i.e., **no later than Tuesday 18, March 2025**. In addition, such applications should be received by the Company **no later than Friday 4, April 2025**.



Applications should be accompanied by a certificate(s) of registration in the Company's nominative shareholders' accounts 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, 25 April 2025.

Applications made by shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the Company's nominative shareholders' accounts 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, 25 April 2025, 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 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](mailto: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](mailto:AG2025@lagardere.fr).

*The Board of Directors*

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