

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.

LOUIS HACHETTE GROUP

French joint-stock company (société anonyme)
with share capital of €198,399,298.80

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

Registered with the Paris Trade and Companies Registry under number 808 946 305

Notice of Meeting

The shareholders of Louis Hachette Group (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 **04:00 pm 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. Appointment of Arnaud Lagardère as a director for a four-year term.
6. Appointment of Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information.
7. Appointment of Grant Thornton as Statutory Auditor responsible for auditing sustainability information.

Extraordinary Meeting

8. Amendment of article 10.2 of Company's Articles of Association.

Ordinary Meeting

9. 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 €2,284,575.01, 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 €0 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 €13,233,976 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 duly acknowledge that the Company's loss for the year amounts to:

- €2,284,575.01

which, in addition to retained earnings of:

€7,348,745.57

makes a distributable profit of:

€5,064,170.56

The shareholders further resolve, on the recommendation of the Board of Directors, to pay an annual ordinary dividend of €0.06 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 as follows:

- up to €5,064,170.56 on the distributable profit;
- up to the balance on the 'share premium' account.

The ex-dividend date will be 6 May 2025 and the dividend will be paid as of 8 May 2025.

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 no dividend has been distributed for the last three financial years prior to the 2024 financial year.

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 **approve this report and take 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 (*Appointment of Arnaud Lagardère 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** Arnaud Lagardère 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.

Sixth resolution (*Appointment of Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors, the shareholders resolve to **appoint** Deloitte & Associés as Statutory Auditor responsible for auditing sustainability information, for a 3-year term, i.e., until the end of the General Meeting to be called in 2028 to approve the financial statements for the year ending 31 December 2027.

Seventh resolution (*Appointment of Grant Thornton as Statutory Auditor responsible for auditing sustainability information*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors, the shareholders resolve to **appoint** Grant Thornton as Statutory Auditor responsible for auditing sustainability information, for the remaining term of its Statutory Audit engagement, i.e until the end of the General Meeting to be called in 2027 to approve the financial statements for the year ending 31 December 2026.

Eight resolution (*Amendment of article 10.2 of 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 **decide** to amend article 10.2 of the Articles of Association as follows:

'[...] With the exception of the Chairman and Chief Executive Officer, half (or as close to half as possible) of the members of the Board of Directors appointed by the Ordinary General Meeting are replaced every two years. The names of the Directors due to stand down early at the end of the second year are determined by lot no later than at the Board of Directors' meeting convening the General Meeting. Outgoing Directors may be re-elected.'

The rest of the article remains unchanged.

Ninth 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.

ELIGIBILITY FOR PARTICIPATION

Pursuant to article R. 22-10-28 of the French Commercial Code (Code de commerce), only shareholders who can prove their status as such by **registering their shares** in their own name or in the name of the intermediary registered on their behalf pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code (the "Authorised Intermediary"), either **in the Company's registered share accounts held by its agent, Uptevia**, or **in the bearer share accounts held by an authorised intermediary** on the second business day preceding the General Meeting (the "*record date*"), i.e.:

00:00 Paris time on Friday, 25 April 2025.

The registration of shares in the bearer share accounts held by the authorised intermediary must be evidenced by a certificate of participation issued by the latter, where applicable by electronic means under the conditions set out in Article R. 22-10-28 of the French Commercial Code (with reference to Article R. 225-61 of the French Commercial Code), and appended to i) the postal voting form or proxy form ("**Paper Form**"), or ii) the request for an entrance card drawn up in the name of the shareholder or on behalf of the shareholder represented by the Authorised Intermediary.

A certificate will also be issued to any shareholder wishing to attend the Meeting in person and who has not received an entrance card by midnight (Paris time) on the second business day preceding the Meeting, i.e. **Friday 25 April 2025**.

METHODS OF PARTICIPATING IN THE GENERAL MEETING

Any shareholder who fulfils the above condition may take part in the General Meeting by attending in person, or by voting by post or Internet, or by being represented at the meeting by giving proxy to the Chairman of the General Meeting or to a third party.

The General Meeting will be broadcast live (in French) and will also be available as a webcast on the Company's website www.louishachettegroup.com (Shareholders & Investors - General Meetings section).

1. Personal attendance at the Annual General Meeting

1.1 Request for entrance card by post:

Shareholders wishing to attend the Meeting in person may request an entrance card by post, in accordance with the following procedure:

- For holders of registered shares (*au nominatif*): send their request for an entrance card by Saturday 26 April 2025 at the latest to Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex, by completing the Paper Form, specifying the request for an entrance card, and returning it dated and signed using the prepaid envelope enclosed with the notice of meeting;
- For holders of bearer shares (*au porteur*) holders of bearer shares: ask their bank or broker, which manages their share account, to send them an entrance card.

Shareholders who have not received their entrance card in the two working days preceding the General Meeting, i.e. **Friday 25 April 2025**, are invited to:

- For holders of registered shares, to present themselves at the counters set aside for this purpose on the day of the General Meeting, with a valid identity document;
- For holders of bearer shares should ask their bank or broker to issue them with a shareholding certificate (*attestation de participation*) proving their status as shareholders on the second business day preceding the General Meeting.

1.2 Electronic entrance card request:

Shareholders wishing to attend the Meeting in person may also request an entrance card electronically, in accordance with the following procedures:

- for holders of registered shares:
 - Holders of directly registered shares (*au nominatif pur*) can make an online request via the secure VOTACCESS platform, accessible via their Shareholder Area at <https://www.investors.uptevia.com/>, using their usual access codes.
 - Holders of administered registered shares (*au nominatif administré*) will be able to access the VOTACCESS website via the VoteAG website, at <https://www.voteag.com/>, using the temporary codes sent on the Paper Form or on the electronic invitation. If shareholders no longer have their login and/or password, they can contact the toll-free number + 33 (0) 800 320 323.

After logging on, holders of registered shares should follow the instructions on the screen to access the VOTACCESS site and request an entrance card.

- for holders of bearer shares: Ask the authorized intermediary maintaining the securities account, whether it has access to VOTACCESS and, if so, whether such access is subject to specific condition of use.

If the intermediary has access to VOTACCESS, the shareholder should log on to such intermediary's website using their username and password. They must then follow the instructions on the screen to access the VOTACCESS and request their entrance card.

2. To vote by proxy or by distance

If they are unable to attend the General Meeting in person, shareholders may choose one of the following three options:

- send a proxy to the Chairman of the General Meeting;
- grant a power of attorney to any natural person or legal entity of its choice in accordance with Articles L. 22-10-39 and L. 225-106 I of the French Commercial Code;
- vote by distance ;

2.1 Participation by post: use of paper form

Shareholders who do not attend the General Meeting in person and who wish to vote by distance or by proxy may :

- for holders of registered shares: return the paper form sent with the notice of meeting, dated and signed using the prepaid envelope enclosed with the notice of meeting, to the following address: Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex.
- for holders of bearer shares: request the paper form from the account-holding institution that manages their securities account, as from the date on which the General Meeting is convened, and no later than the fifth day prior to the General Meeting, i.e. **Thursday 24 April 2025 at midnight**, Paris time. Once completed by the shareholder, this form should be returned, dated and signed, to the institution holding the account, which will send it together with a certificate of participation to Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex.

In any case, these forms are also available on the website www.louishachettegroup.com and can also be obtained on request from Uptevia no later than **Thursday 24 April 2025** at the following address:

Uptevia - Service Assemblées Générales
Cœur Défense, 90-110 Esplanade du Général de Gaulle
92931 Paris la Défense Cedex.

To be taken into account at the Meeting, paper forms must be received, duly completed and signed, by Uptevia no later than Saturday 26 April 2025.

It should be noted that, in the case of proxies without the name of a proxy, the Chairman of the General Meeting will vote in favour of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions.

Shareholders who have sent in a request for an entrance card, a proxy form or a postal voting form will no longer be able to change their method of participation in the General Meeting.

2.2 Internet participation: use of the secure VOTACCESS platform

Shareholders may also vote by distance or by proxy on the VOTACCESS website before the General Meeting, under the conditions described below:

- for holders of registered shares:

- Holders of pure registered shares will be able to access the VOTACCESS website via their Shareholders' Area at <https://www.investors.uptevia.com/> using their usual access codes.
- Holders of intermediary registered shares will be able to access the VOTACCESS website via the VoteAG website, at <https://www.voteag.com/>, using the temporary codes sent on the Paper Form or on the electronic invitation. If shareholders no longer have their login and/or password, they can contact the toll-free number + 33 (0) 800 320 323.

After logging in, registered shareholders should follow the instructions on the screen to access the VOTACCESS website and vote or appoint or revoke a proxy.

- for holders of bearer shares: Ask the authorized intermediary maintaining the securities account, whether it has access to VOTACCESS and, if so, whether such access is subject to specific condition of use.

If the intermediary has access to VOTACCESS, the shareholder should log on to such intermediary's website using their username and password. They must then follow the on-screen instructions to access the VOTACCESS and vote, or appoint or revoke a proxy.

If the shareholder's intermediary does not have access to VOTACCESS, it should be noted that notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, using the following procedures:

- the shareholder should send an e-mail to the following address: ct-mandataires-assemblees@uptevia.com. This e-mail must contain the following information: name of the Company, date of the General Meeting, surname, first name, address and bank details of the principal, as well as the surname, first name and, if possible, the address of the proxy, and must include as an attachment a scanned copy of the duly completed and signed Paper Form.
- holders of bearer shares must also enclose a certificate of attendance issued by their authorised intermediary.

Only those notifications of appointment or revocation of mandates that are duly signed, completed, received and confirmed by no later than **3 p.m. (Paris time) on Monday 28 April 2025**, the day before the General Meeting, will be taken into account.

The VOTACCESS website for this General Meeting will be open from **12 noon on Friday 11 April 2025** until the day before the Meeting, i.e. **3 p.m. (Paris time) on Monday 28 April 2025**.

To avoid any possible congestion on the website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

REQUEST TO INCLUDE ITEMS OR DRAFT RESOLUTIONS ON THE AGENDA OF THE MEETING

Requests for items to be included on the agenda or for draft resolutions to be submitted by shareholders who meet the conditions set out in Article R. 225-71 of the French Commercial Code must, in accordance with legal and regulatory provisions, be sent by registered letter with acknowledgement of receipt addressed to the Board of Directors at the Company's registered office or by e-mail to AG2025@louishachettegroup.com within twenty days of publication of this notice of meeting, i.e. **by Tuesday 18 March 2025** at the latest, and must be received by the Company by **Friday 4 April 2025** at the latest.

Requests must be accompanied by one or more certificates of account registration, proving, on the date of the request, the possession or representation of the required fraction of the capital.

In accordance with legal and regulatory provisions, consideration of the item or draft resolution by the General Meeting will also be subject to the submission, by the person or persons making the request, of a new certificate proving that the shares are registered in the same accounts on Friday 25 April 2025 at midnight, Paris time.

Requests made by shareholders who are not domiciled in France and whose shares are registered in the name of a Authorised Intermediary will only be taken into account if they are accompanied by a certificate drawn up by the Authorised Intermediary on the date of their request and renewed on Friday 25 April 2025, so that the Company or its agent can verify without any possible dispute the possession or representation of the fraction of the capital required by the legal and regulatory provisions on the dates stipulated therein.

If the shares are held by several Registered Intermediaries, the certificates must be drawn up by each of these Registered Intermediaries.

Reasons must be given for any request to include an item on the agenda. Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement and, in the case of draft resolutions relating to the appointment of a candidate to the Board of Directors, by the information provided for in 5° of Article R. 225-83 of the Commercial Code.

SUBMISSION OF WRITTEN QUESTIONS

Written questions from shareholders must be sent by registered letter with acknowledgement of receipt to the Chairman of the Board of Directors at the Company's registered office or by e-mail to AG2025@louishachettegroup.com by **Wednesday 23 April 2025** at the latest, and must be accompanied by proof of registration in the Company's share accounts on the date of the request.

Written questions from shareholders who are not domiciled in France and whose shares are registered in the name of a Authorised Intermediary in the Company's securities accounts may only be taken into account if they are accompanied by a certificate drawn up by the Authorised Intermediary, so that the Company can verify the shareholder's status without any possible dispute. If the shares are held by several successive Registered Intermediaries, a certificate must be drawn up by each of these Registered Intermediaries.

SHAREHOLDERS' RIGHTS TO INFORMATION

In accordance with applicable legal and regulatory provisions, all documents and information that must be communicated or that shareholders may consult in connection with the General Meeting have been posted on the Company's website and/or may be consulted by shareholders, preferably by appointment, at the registered office of Louis Hachette Group, 4 rue de Presbourg, Paris 16^e (75).

Shareholders wishing to obtain a document or information that is not already available on the website should send their request by e-mail to AG2025@louishachettegroup.com.

The Board of Directors