



ANNUAL REPORT

FISCAL YEAR 2024

LOUIS HACHETTE GROUP

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Fiscal year 2024

Louis Hachette Group

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

Divided into 991,996,494 shares with a par value of €0.20

Registered office: 4 rue de Presbourg, 75016 Paris – France

Telephone: +33 (0)1 40 69 16 00

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

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

It is a translation of the original French Rapport Annuel prepared by the issuer.

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

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MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER



**Dear Madam/Sir,
dear Shareholders,**

The creation of Louis Hachette Group, following the successful partial demerger of the Vivendi group, marks the start of a collective adventure bringing together innovative leaders in their respective fields and a shared vision and energy.

A direct reference to the pioneering spirit of Louis Hachette, this new diversified global player comprises leaders in publishing (Lagardère Publishing), travel retail (Lagardère Travel Retail) and media (Prisma Media, Lagardère News and Lagardère Radio) as well as assets in entertainment and sport (Lagardère Live Entertainment and Lagardère Paris Racing). The new entity will give each of these businesses greater agility to leverage their full growth potential and capitalise on new opportunities for development, thereby maximising value creation for all Louis Hachette Group stakeholders.

With its sights firmly set on the future, Louis Hachette Group can count on the unwavering commitment of more than 34,000 employees in over 45 countries to face a future of exciting challenges

and opportunities with energy and ambition. Their commitment to the values of knowledge, creation, innovation and high standards is a link between our different activities, enabling us to support talent from all backgrounds, imagine new formats and create tailor-made experiences. Backed by our unique know-how in publishing, travel retail and media, we are working to promote culture in France and abroad.

In its first financial year following its successful flotation on Euronext Growth Paris on 16 December 2024, Louis Hachette Group delivered a stellar performance, confirming the relevance of its strategic model and its development potential going forward. In terms of CSR, we intend to pursue and consolidate the long-standing commitments of Lagardère and Prisma Media, with our ambitions intact and aligned with the expectations of our various stakeholders.

I would also like to thank you, dear Shareholders, for your trust.

Jean-Christophe Thiery
*Chairman and Chief Executive Officer of Louis
Hachette Group*

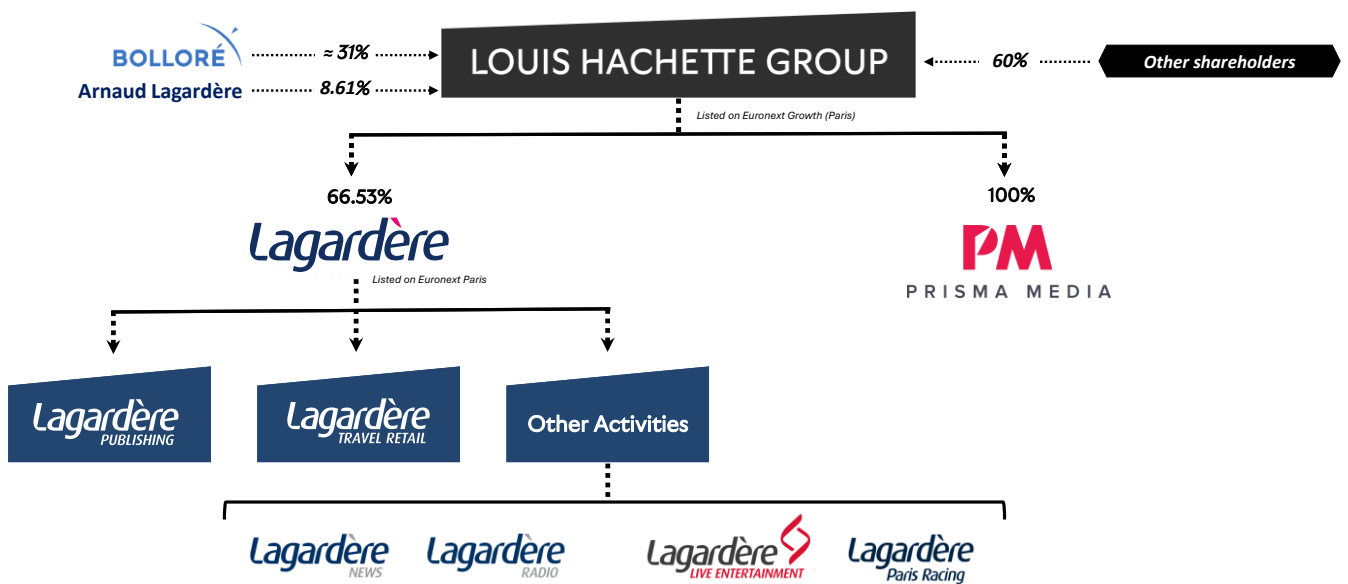
LOUIS HACHETTE GROUP IN BRIEF

Louis Hachette Group, which at 31 December 2024 holds a 66.53% interest in Lagardère SA and a 100% stake in Prisma Media, is a global group with over 34,000 employees in more than 45 countries. It is a diversified and leading player in publishing, travel retail and media:

- Lagardère Publishing, the world’s third-largest book publishing group for the general public in the trade and educational markets, and the leader in France: Books (paper, digital and audio formats), Partworks, Board Games and Premium Stationery;
- Lagardère Travel Retail, the world’s third-largest travel retail merchant and number one in France: Travel Essentials, Duty Free & Fashion, and Dining;
- Prisma Media is France’s leading publisher of magazines and online media, with a portfolio encompassing more than 40 leading brands.

The Group’s Other Activities operate in the media and live entertainment industries, through Lagardère News (press and the Elle brand license), Lagardère Radio (radio stations and advertising sales brokerage), Lagardère Live Entertainment (performing arts) and Lagardère Paris Racing (sports clubs).

In 2024, Louis Hachette Group’s activities generated revenue of €9,235 million.



LOUIS HACHETTE GROUP

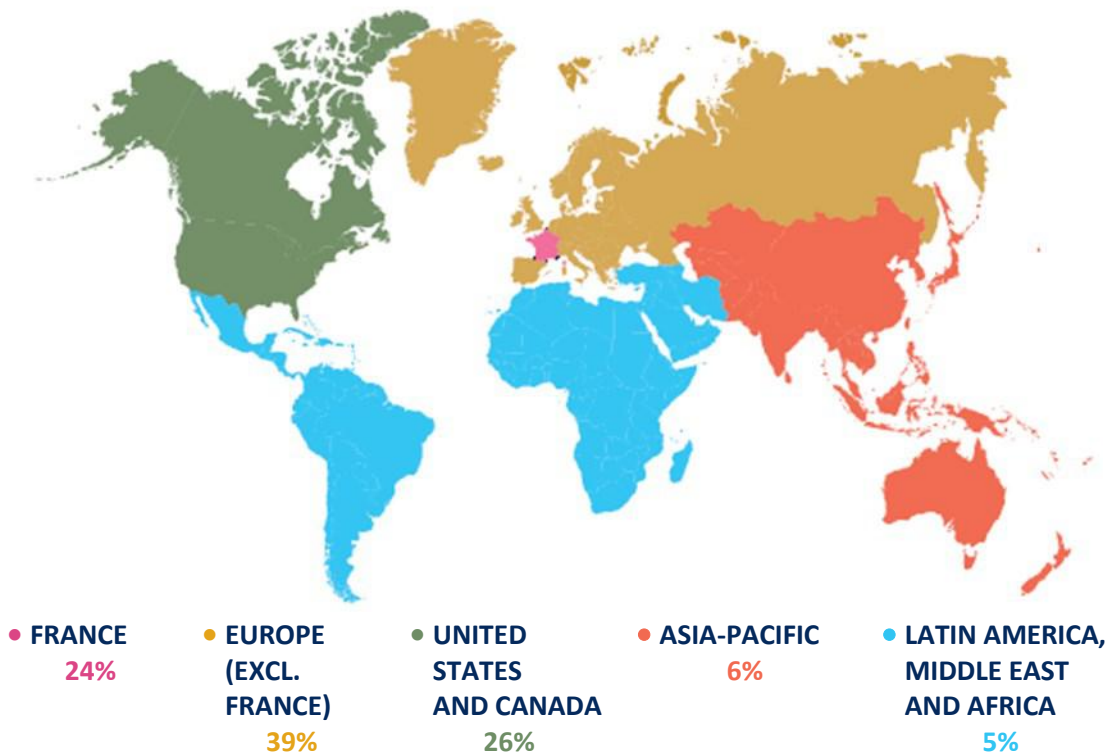


www.louishachettegroup.com

LOUIS HACHETTE GROUP

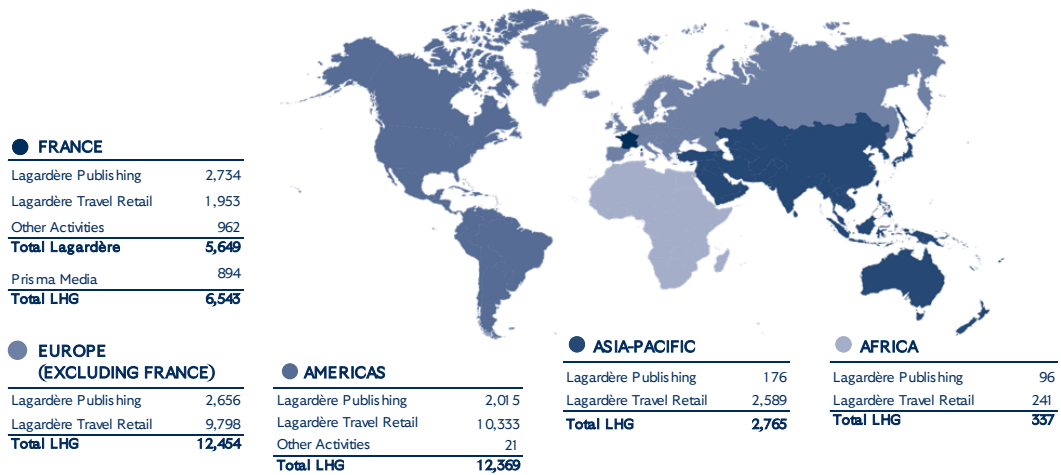
<p>€9,235m Revenue</p>	<p>€510m EBITA</p>	<p>€421m Free cash flow</p>
<p>Over 45 countries International footprint</p>	<p>519 Consolidated subsidiaries</p>	<p>More than 34,000 Employees</p>

2024 REVENUE BY GEOGRAPHIC AREA

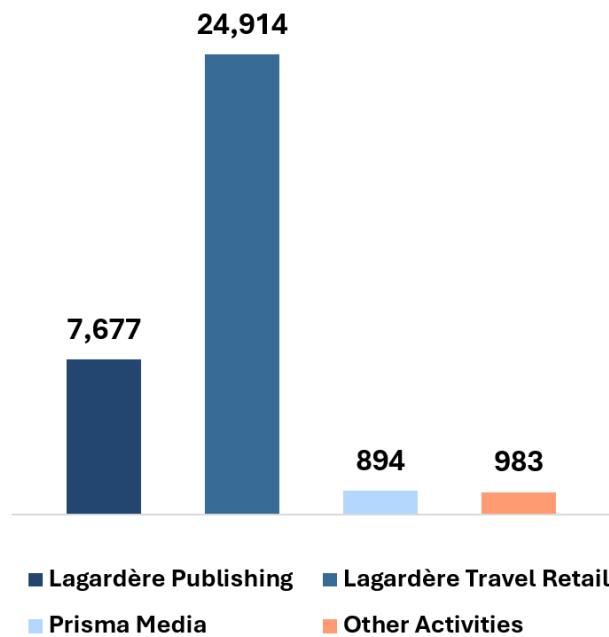


LOUIS HACHETTE GROUP

WORKFORCE BY GEOGRAPHIC AREA



WORKFORCE BY BUSINESS



GOVERNANCE



JEAN-CHRISTOPHE THIERY
*Chairman & Chief Executive Officer
 Chairman of the Board of Directors*

- Deputy Chief Executive Officer of Hachette Livre, Chairman of Lagardère Paris Racing and Lagardère Ressources
- Member of the Supervisory Board, Canal+
- Director, Gameloft and Bigben Interactive



GRÉGOIRE CASTAING
Deputy Chief Executive Officer

- Deputy Chief Executive Officer of the Lagardère group in charge of Finance
- Member of the Executive Committee, Lagardère group
- Previously Deputy Chief Executive Officer in charge of Finance and Strategy, member of the Executive Board, Canal+



YANNICK BOLLORÉ
Director

- Chairman and Chief Executive Officer, Havas
- Chairman of the Supervisory Board, Vivendi
- Chairman of the Supervisory Board, Canal+



SOPHIE CHASSAT
Independent Director

- Partner at Accuracy
- Director, LVMH group and Le Coq Sportif
- Member of the Mission Committee, Rocher group



MAUD FONTENOY
Independent Director

- Member of the Supervisory Board, Vivendi
- Previously spokesperson for the UNESCO Oceanographic Commission
- Advisor to numerous companies on CSR matters



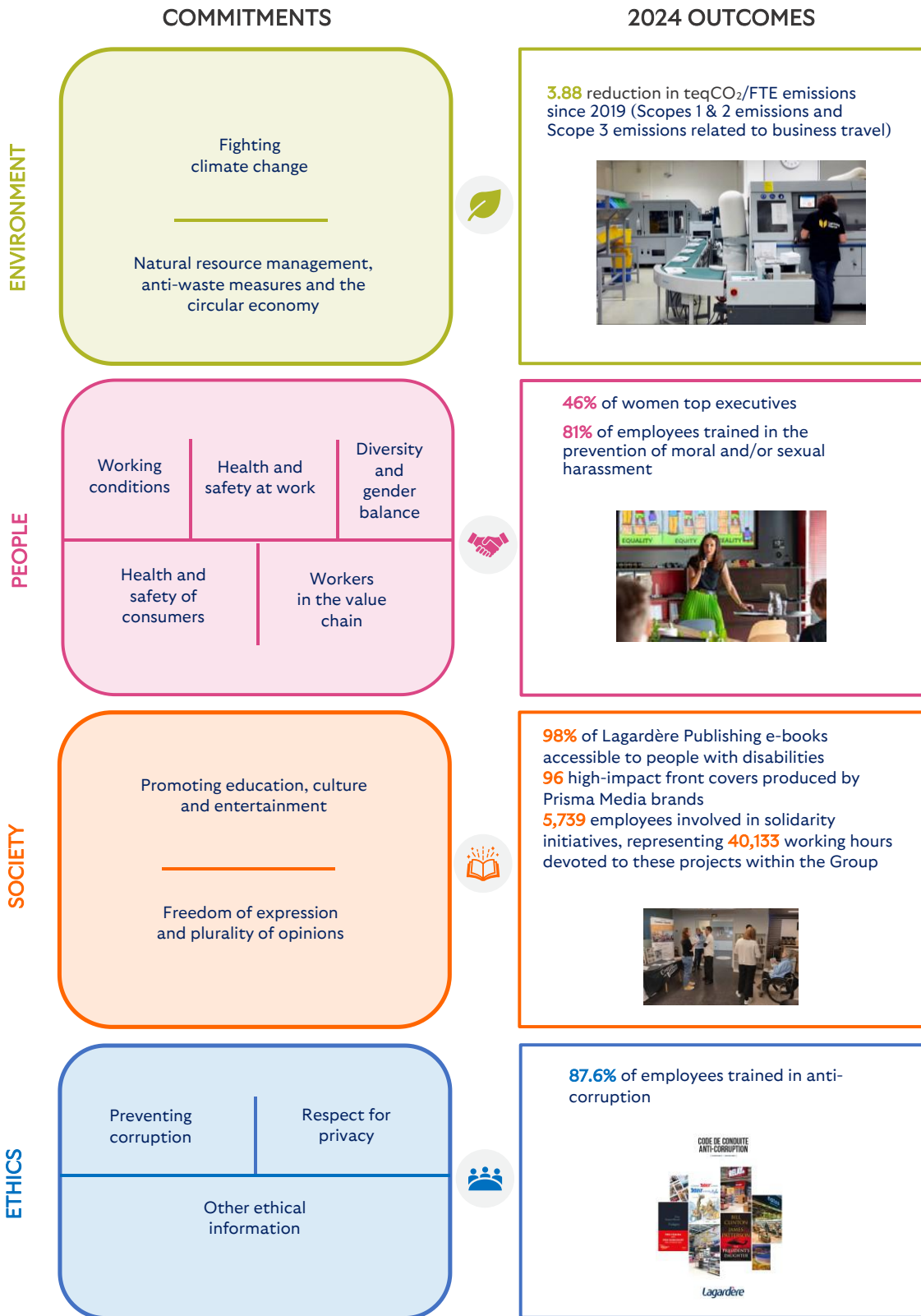
ARNAUD DE PUYFONTAINE
Director

- Chairman of the Executive Board, Vivendi
- Director, Canal+ and Lagardère
- Non-executive Chairman of the Board of Directors, Havas

Board of Directors

Management

CSR SCORECARD





Lagardère Travel Retail is pursuing its strategy of combating food waste and reducing waste in general by rolling out its **FLOW** programme internationally



Lagardère Publishing has formed a **partnership with Spotify** for audio books to improve access to literature and culture for all, especially young people



With a score of 70/100, Lagardère News and Lagardère Radio rank higher than 92% of the companies assessed by EcoVadis across all business sectors, confirming their role as trusted partners for advertisers



Lagardère Live Entertainment secured **international ISO 20121 certification** for all Arkéa Arena activities, testifying to its responsible and sustainable management of live shows



The **GEO** brand (Prisma Media) is completing its transformation into a high-impact media brand, making a positive contribution to society and the environment by adopting a Charter of Commitment to Responsible Advertising



NO. 3 CONSUMER PUBLISHING GROUP WORLDWIDE



NO. 1 PUBLISHING GROUP IN FRANCE, NO. 2 IN THE UNITED KINGDOM, NO. 3 IN SPAIN AND NO. 4 IN THE UNITED STATES

JOINT NO. 1 PUBLISHER OF PARTWORKS WORLDWIDE

NO. 2 IN PREMIUM STATIONERY WORLDWIDE AND IN BOARD GAMES IN FRANCE

€2,873m
Revenue

€289m
EBITA

7,677
Employees



over 200
PUBLISHING
IMPRINTS

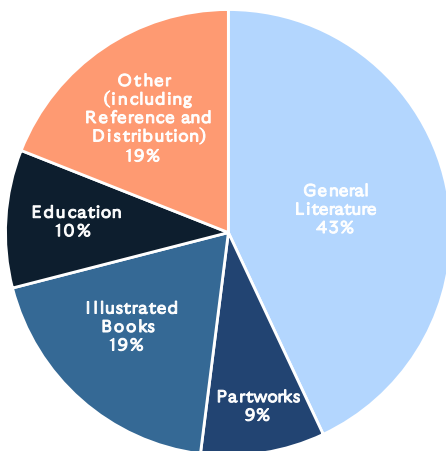


138,000
TITLES IN DIGITAL FORMAT

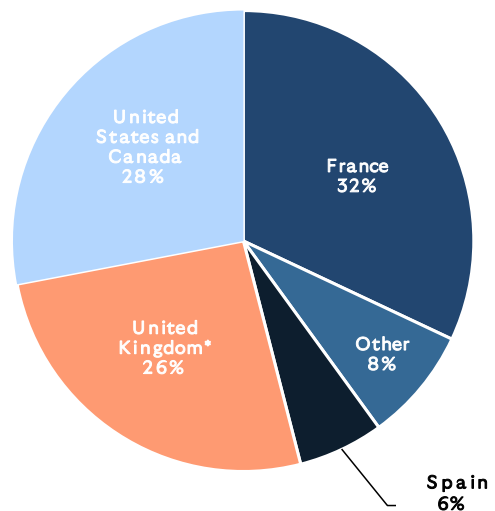


over 15,000
NEW RELEASES

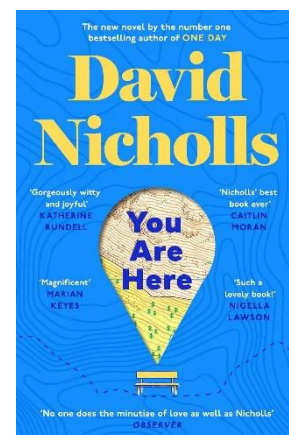
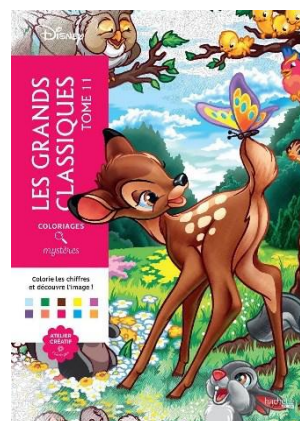
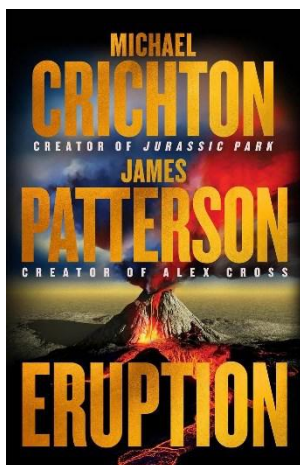
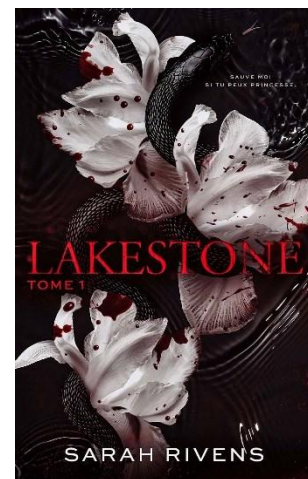
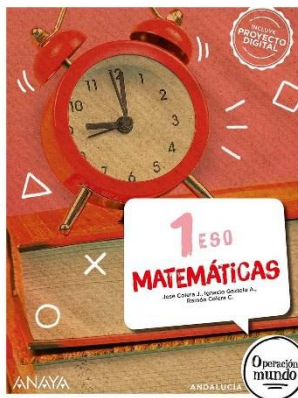
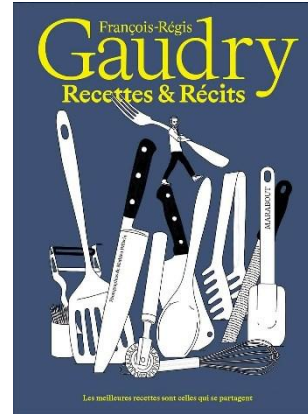
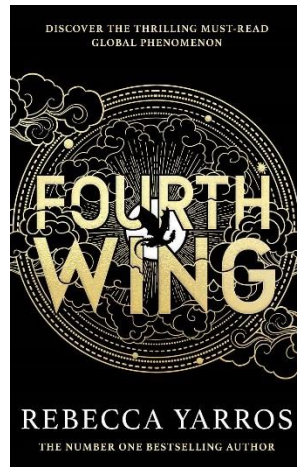
**REVENUE
BY BUSINESS**



**REVENUE
BY GEOGRAPHIC AREA**



* Including Ireland, Australia and New Zealand





NO. 3 TRAVEL RETAIL OPERATOR WORLDWIDE



NO. 2 OPERATOR IN AIRPORT TRAVEL RETAIL WORLDWIDE

NO. 1 OPERATOR IN TRAVEL ESSENTIALS WORLDWIDE

NO. 1 TRAVEL RETAIL OPERATOR IN FRANCE

NO. 1 OPERATOR IN TRAVEL RETAIL FASHION IN EUROPE

NO. 4 OPERATOR IN AIRPORT CORE DUTY FREE AND DINING IN TRAVEL HUBS

€5,812m
Revenue

€266m
EBITA

24,914
Employees

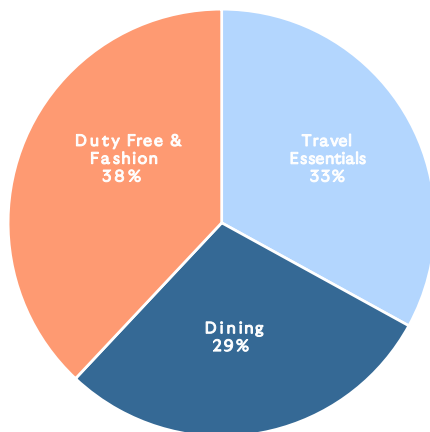


**OPERATIONS IN
NEARLY 300 AIRPORTS**

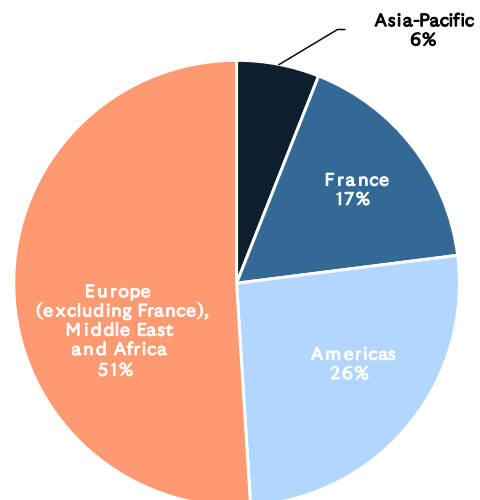
**OPERATIONS IN
700 RAIL AND URBAN
TRANSPORT STATIONS**

**Over 4,900
STORES AND RESTAURANTS**

**REVENUE
BY BUSINESS**



**REVENUE
BY GEOGRAPHIC AREA**





Aelia Duty Free (Italy).



Future is Local (Czech Republic).



Marché (Germany).



Relay (France).



So Coffee (Poland).



NO. 1 MAGAZINE PUBLISHER IN FRANCE

NO. 1 ONLINE MEDIA PUBLISHER IN FRANCE

€293m
Revenue

€13m
EBITA

894
Employees



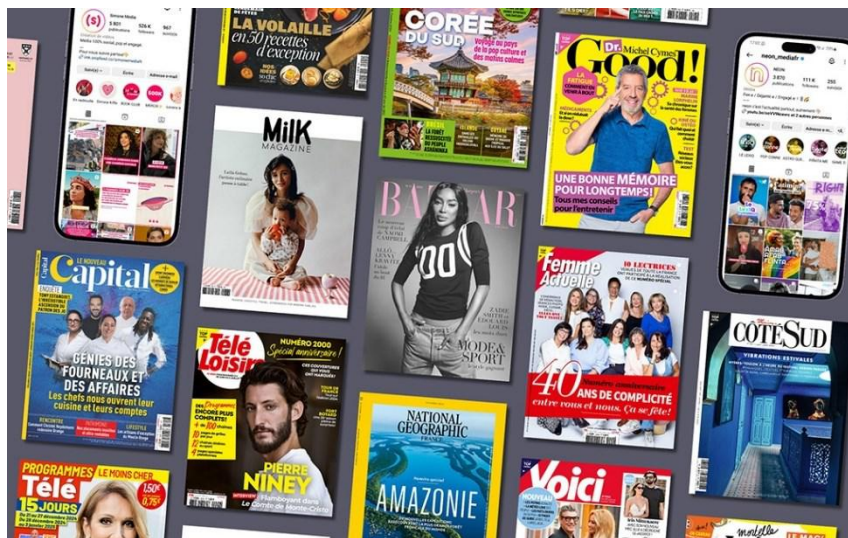
MORE THAN 40 LEADING BRANDS



SOME 125 MILLION MAGAZINES SOLD EACH YEAR



2 OUT OF 3 FRENCH PEOPLE REACHED EACH MONTH



Lagardère NEWS

 **2 PRESS TITLES**
1 GLOBAL PRESS BRAND

 **5 MILLION READERS¹ WEEKLY**

 **555 EMPLOYEES**



Lagardère RADIO

 **3 RADIO STATIONS**
1 ADVERTISING SALES BROKERAGE

 **5+ MILLION LISTENERS² DAILY**

 **87 EMPLOYEES**



1 Source: ACPM OneNext Global 2024 H1; Brand audience over 30 days.
2 Source: Médiamétrie EAR National; November-December 2024.

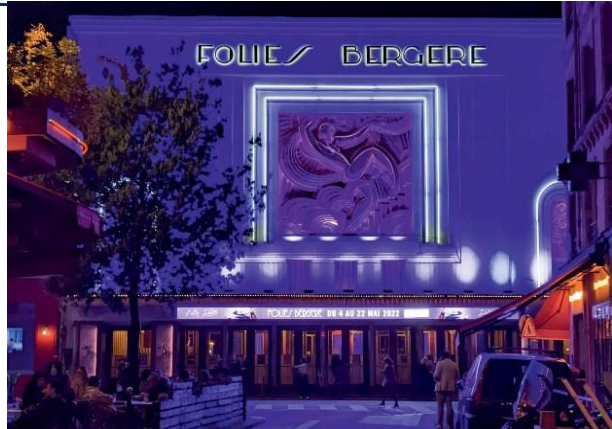


4 PERFORMANCE VENUES

OVER 1 MILLION FANS AND
MORE THAN 590 ARTIST DATES
HOSTED IN THE 4 VENUES

MORE THAN 310 SHOWS HOSTED
BY EUTERPE PROMOTION

101 EMPLOYEES



Folies Bergère (France).



14,000 MEMBERS

7 HECTARES OF LAND

44 TENNIS COURTS

2 SWIMMING POOLS (INCLUDING 1
OLYMPIC-SIZE)

219 EMPLOYEES



La Croix Catelan (France).

1 OVERVIEW OF THE GROUP

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1.1 HISTORY

Louis Hachette Group was formed following the partial demerger of Vivendi SE's activities on 13 December 2024. It has been listed on Euronext Growth Paris since 16 December 2024. The Group brings together the publishing, travel retail and media assets previously held by Vivendi SE, including a 66.53% stake in Lagardère SA and a 100% stake in Prisma Media.

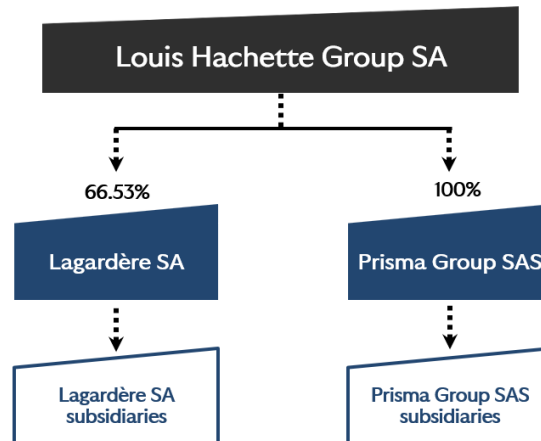
The creation of Lagardère SA, the holding company for the entity formed by the merger of Hachette (founded in 1826) and Matra (founded in 1945), dates back to 1992. In 2020, the Lagardère group completed a strategic refocusing on its two main divisions, both of which are world leaders in their respective sectors – Lagardère Publishing and Lagardère Travel Retail – and on its Other Activities, which include Lagardère News (press and the Elle brand licence), Lagardère Radio (radio stations and advertising sales brokerage), Lagardère Live Entertainment (performing arts) and Lagardère Paris Racing (sports club). On 21 February 2022, Vivendi SE filed a friendly public tender offer for Lagardère SA. At the end of this offer, Vivendi SE held 57.35% of Lagardère SA's share capital, but could not exercise all the voting rights attached to its shareholding pending authorisation from the competition authorities. On 9 June 2023, the European Commission authorised Vivendi SE to acquire control of Lagardère SA, subject to the sale by Vivendi of 100% of the share capital of Editis and of *Gala* magazine to approved buyers. Following the completion of these two transactions, the link-up between Vivendi SE and Lagardère SA was finalised on 21 November 2023. As of 30 September 2024, Vivendi held 66.53% of Lagardère SA's share capital, which was transferred to Louis Hachette Group on 13 December 2024.

The Prisma Presse group was founded in 1978 by German publisher Gruner + Jahr, a subsidiary of the Bertelsmann group, at the time of the launch of the French edition of *GEO* magazine. In 2012, Prisma Presse was renamed Prisma Media. Nearly half a century after its creation, the Group has established itself as the French leader in magazine publishing (print and digital) and online media. On 14 December 2020, Vivendi announced that it had entered into exclusive negotiations with Gruner + Jahr/Bertelsmann to acquire Prisma Media, before signing a binding purchase offer on 23 December 2020. Vivendi completed the acquisition of the entire share capital of Prisma Media on 31 May 2021. Prisma Media was subsequently transferred to Louis Hachette Group on 13 December 2024.

1.2 ORGANISATION CHART – PRINCIPAL SUBSIDIARIES – RELATIONS BETWEEN THE PARENT COMPANY AND SUBSIDIARIES

Louis Hachette Group SA is a holding company with no direct commercial activity. Its main assets are its investments in Lagardère SA and Prisma Group SAS.

The simplified organisation chart below shows the legal structure of the Group and its main subsidiaries as of 31 December 2024.



The Company's main subsidiaries are listed below. The percentages of capital and voting rights held reflect the Company's direct interest in the share

capital and voting rights of these subsidiaries as of 31 December 2024.

Company name	Registered office	% of share capital	% of voting rights
Lagardère SA	4, rue de Presbourg 75116 Paris (France)	66.53%	63.54%
Prisma Group SAS	59 bis, avenue Hoche 75008 Paris (France)	100%	100%

A detailed list of subsidiaries included in the Group's scope of consolidation as of 31 December 2024 is provided in note 36 to the consolidated financial statements in section 5.3.

1.3 BUSINESS ACTIVITIES AND STRATEGY

Louis Hachette Group is a diversified and leading global player in publishing, travel retail and media, with over 34,000 employees in more than 45 countries, comprising:

- ▶ Lagardère Publishing: Books (paper, digital and audio formats), Partworks, Board Games and Premium Stationery;
- ▶ Lagardère Travel Retail: Travel Essentials, Duty Free & Fashion, and Dining;

- ▶ Other Activities: Lagardère News (press and the Elle brand license), Lagardère Radio (radio and advertising sales brokerage), Lagardère Live Entertainment (performing arts) and Lagardère Paris Racing (sports clubs);
- ▶ Prisma Media: magazine publishing and digital media.

1.3.1 LAGARDÈRE PUBLISHING

Founded in 1826, Lagardère Publishing is the world's third-largest consumer publishing group¹ in the trade and education markets, operating mainly under the Hachette Livre imprint.

Represented directly or indirectly in more than 70 countries, it comprises more than 200 publishing brands and publishes over 15,000 new titles a year in a dozen languages, with a strong presence in the three main language groups (English, Spanish and French).

With more than 7,600 employees, Lagardère Publishing has a balanced and diversified portfolio serving all segments of the general interest publishing market, including textbooks and extra-curricular works, general literature, children and young adult titles, comic books, practical guides, humanities and social sciences works, fine arts books, tourist guides, historical works, dictionaries and partworks.

Most of its new publications are also published in digital format in France, the United Kingdom and the United States in digital formats that are marketed in the form of e-books on every platform and, increasingly, as downloadable audiobooks.

Lagardère Publishing has also diversified into markets adjacent to book publishing, such as board games (Hachette Boardgames) and premium stationery (Paperblanks).

Its business model is based on its publishing-diffusion-distribution value chain. Thanks to its highly reputed publishing houses and brand names, Lagardère Publishing fully leverages its close relationships with authors, the expertise of its sales force, the rigorous logistics organisation of its distribution network and the commitment of its highly trained employees.

The independence of the division's publishing houses, which are fully responsible for their own creative processes and editorial decisions, encourages both creativity and internal competition. Lagardère Publishing's different divisions form a kind of federation of small and medium-sized independent publishing houses, each with its own corporate culture and specific, even unique, editorial line.

Each publishing house is responsible for relations with its own authors. Excellent individual relationships enable publishers to control the copyright portfolio and offer seamless supply to the paperback sector. In France, they also give rise to merchandising opportunities.

Central management functions in turn enable Lagardère Publishing to devise an aligned strategy in digital technologies, negotiate from a better position with large accounts and suppliers, and leverage economies of scale.

¹ World publishing rankings prepared internally by Lagardère Publishing based on:

- the annual financial reports of the groups in question (most cases);
- rounded out with the annual Livres Hebdo rankings (prepared with Rüdiger Wischenbart Content and Consulting, and generally used subsequently in partnership with *The Bookseller*, *Publishers Weekly* and *Buchreport*), and sometimes based on direct contacts with the groups in question (i.e., when annual reports are not available),
- taking into account private publishing companies in the Textbook market (excluding professional, and scientific, technical and medical publishing) and general interest (Trade).

A) MARKET TRENDS¹

Like 2023, 2024 was a year of contrasting trends across geographic areas.

For example, the French market edged down by 0.3% in 2024 (after growth of 1.5% in 2023), due to a decline in the comics segment, partially offset by strong momentum in General Literature and Romance.

The English-speaking markets recorded contrasting performances, with a decline of 0.6% in the United Kingdom and growth of 2.3% reversing two consecutive years of decline in the United States.

Digital audiobooks also continued to grow in both countries.

Lastly, in Spain, the Trade market grew by 9.8% in 2024, thanks to strong sales in the Fiction and Children and Young Adult segments.

Against this backdrop, revenue for Lagardère Publishing was up 2.2% year on year as reported and up 1.9% like for like. Its leading positions combined with major publishing success in all its markets and strict operational management helped it maintain a high level of activity and profitability in a relatively lacklustre economic environment.

B) BUSINESS ACTIVITIES

Contribution to consolidated revenue in 2024: €2,873 million (versus €2,809 million in 2023).

B.1 France²

Lagardère Publishing is France's leading publisher through more than fifty imprints covering the full range of genres.

General Literature comprises prestigious publishing houses such as Grasset, Fayard, Stock, Calmann Lévy and JC Lattès. Each is prominent in a specific domain, but competes with the division's other publishing houses and with rival publishing groups' brands. Le Livre de Poche, which releases second editions (paperback reprints) for all Lagardère Publishing houses and for many non-group publishers, is today France's leading source of General Literature paperbacks. Lastly, Audiolib publishes audiobooks mainly in digital formats.

Hachette Illustré covers the entire range of Illustrated Books. It is number one in France for Lifestyle (Hachette Pratique, La Plage and Marabout) and Travel guides (Hachette Tourisme and Le Routard). Hachette Illustré is also the leading publisher in the Children and Young Adult segment (Hachette Jeunesse Disney, Hachette Jeunesse, Hachette Romans, Deux Coqs d'Or, Gautier-Languereau and Livre de Poche Jeunesse). It also boasts valuable publishing assets in this market, including characters such as Asterix, Babar the Elephant, Noddy and Fantômette. Lagardère Publishing also enjoys a strong position in fantasy literature following its 2022 acquisition of Bragelonne, the French publisher of Andrzej Sapkowski's successful *The Witcher* saga.

In Textbooks, Lagardère Publishing is the leading publisher in France with Hachette Éducation, the Alexandre Hatier group and Le Livre Scolaire. These entities include such reputed publishers as Hachette, Hatier, Didier and Foucher and other powerful

brands (Bled, Bescherelle, Passeport, Littré and Gaffiot), enabling it to occupy a leading position on the extra-curricular book segment.

Lagardère Publishing is also France's largest publisher of both monolingual and bilingual dictionaries, with such well-known imprints as Larousse, Hachette and Harrap's.

In addition, Dunod-Armand Colin, the imprint specialising in academic and professional publishing, is the leader in the French humanities market. Lagardère Publishing is also present in the corporate segment (management, marketing, finance, etc.), private wealth management (estate planning, stock market investing, etc.) and business-related self-help through the Maxima brand.

Lastly, distribution on behalf of Lagardère Publishing and other non-Group publishing houses under exclusive contracts is carried out through a distribution network managed from the national centre in Maurepas. The division handles around 250 million copies per year and supplies more than 15,000 bookshops, online booksellers, speciality stores, newsagents, newsstands and supermarkets, while at the same time providing a high level of service with deliveries to booksellers within 24 to 48 hours. Hachette Livre Distribution, the number one distributor in France, also operates in Belgium, Switzerland and French-speaking Canada.

In 2024, business in France declined by 3%. General Literature was down due to the absence of equivalents to the many bestsellers of 2023, despite the successes of *Ce que je cherche* by Jordan Bardella; *Mémoricide* by Philippe de Villiers (Fayard); *Jacaranda* by Gaël Faye and *Comment ça va pas ?* by Delphine Horvilleur (Grasset); and *Quelqu'un d'autre* by

¹ Source: GfK for France and Spain, Nielsen BookScan for the United Kingdom and NPD BookScan for the United States. Market trends are expressed in value.

² Source: data from the GfK survey panel and the education group of the French publisher's association.

Guillaume Musso (Calmann-Lévy). Le Livre de Poche saw a slight decline in sales, while Audiolib grew thanks to the boom in audiobook downloads. Education imprints also recorded declining sales in a sluggish environment in the absence of curriculum reform. In addition, Larousse reported lower sales, due to declines in the Dictionary, Practical Guides and Children and Young Adult segments. Finally, Illustrated Books saw sales decline in the absence of equivalents to the 2023 publications of a new Asterix album (*L'Iris blanc*) and the illustrated album accompanying the cinema release of the film *L'Empire du Milieu*. This was compounded by a decline in the manga market (erosion of the flagship series *Blue Lock* and *L'Attaque des Titans* at Pika). Sales were also down in the Tourism and High-Quality Illustrated Books markets. By contrast, there were many successes in Children and Young Adult and Romance, with a new book from Sarah Rivens (*Lakestone*) and the continued success of her *Captive* trilogy, plus a stellar performance from colouring books.



B.2 International¹

United Kingdom and the Commonwealth

In the United Kingdom, Hachette UK is number two in the Trade market with more than 60 publishing houses organised around ten divisions: Octopus for Illustrated Books, Orion, Hodder & Stoughton, John Murray Press, Headline, Little, Brown, Quercus, Bookouture and Welbeck Publishing for General Literature, as well as Hachette Children's Group in the Children and Young Adult segment. These divisions and their brands have also enabled Lagardère Publishing to develop operations in Australia, New Zealand, Ireland, India and the English-speaking Caribbean. In addition, Hachette UK is one of the three main publishers in the Textbooks market, with Hachette Learning (formerly Hodder Education), Illuminate Publishing and John Catt Educational. Lastly, it has a local distribution business with an automated warehouse in Didcot

(Oxfordshire).

After a record year in 2023, Hachette UK posted growth of 3% in 2024, driven in particular by a number of backlist successes: the *Twisted* sagas by Ana Huang and *The Emphyrean* by Rebecca Yarros (Little, Brown Book Group), *The Housemaid* saga by Freida McFadden (Bookouture) and *One Day* by David Nicholls (Hodder). By contrast, the Children and Young Adult segment was relatively sluggish in the absence of a major release, and the Education segment declined as a result of the reduction in public funding for the purchase of textbooks. Finally, digital sales grew significantly in the audio segment (up 38%), driven by a new partnership with Spotify, and in e-books (up 8%).

United States

Hachette Book Group is the fourth-largest trade publisher in the United States with more than 40 imprints, including Grand Central Publishing, Little, Brown and Company, as well as Little, Brown Books for Young Readers in the Children and Young Adult segment, FaithWords and Worthy Books in religious and self-help literature, Center Street for political essays, Orbit in science fiction, Perseus in non-fiction, Mulholland in crime fiction, etc. Since 2021, HBG has consolidated its presence in adjacent segments with the acquisition of Workman Publishing, a speciality publisher of young adult, illustrated books and non-fiction. Lagardère Publishing also has distribution operations in the United States.

In November 2024, HBG announced the acquisition from Barnes & Noble of Sterling Publishing (general publisher of fiction, non-fiction, children and young adult and practical guides) of a portfolio of dynamic and diversified editorial imprints to strengthen its presence in the United States and consolidate its links with Barnes & Noble (leading bookstore chain in the United States).

In 2024, in a market that returned to growth after two years of decline, HBG posted a 7% increase in revenue thanks to growth in digital sales at Hachette Audio (driven by a new partnership with Spotify), a richer release schedule at Little, Brown Adult (including *Eruption* by James Patterson and Michael Crichton), and good momentum at Orbit (with *The Shepherd King* duology by Rachel Gillig), Little, Brown For Young Readers (film adaptation of Peter Brown's *The Wild Robot* saga in 2024) and Grand Central Publishing (continued success of *The Housemaid* by Freida McFadden and *Just for the Summer*, the new book from Abby Jimenez). Lastly, digital sales grew significantly in audio (up 30%) and e-books (up 7%).

¹ Source: internal data, based on Nielsen BookScan in the United Kingdom, data from the GfK panel in Spain and NPD BookScan in the United States.



Spain and Latin America

Hachette España, which has some 20 imprints, is the third-largest general publisher in Spain and ranks as the number two publisher of textbooks through Anaya and Bruño. These two houses are key players in the Education, Extra-curricular books, and General Literature (adults and children) segments. Lagardère Publishing is also very well established in Spanish-speaking markets through its Larousse, Anaya, Bruño, Alianza, Algaida, Barcanova, Xerais, Contraluz and Salvat brands. In Mexico, it is one of the leading textbook publishers, with a growing General Literature business.

Spanish-speaking markets were down 6% in 2024. Spain saw a decline after benefiting in 2023 from the peak of curriculum reform and the release of the new Asterix album. Conversely, business in Mexico grew thanks to an excellent year in Trade and Education.



Partworks

Through its Hachette Collections division, Lagardère Publishing is the world's joint leading publisher of partworks. Sold by the issue on newsstands and through direct sales, partworks are published in 16 languages across some 40 countries.

In 2024, Partworks revenue grew by 3% thanks to the success of collections launched in late 2023 and a strong release schedule in the first half of 2024.

Board Games

Since 2019, Hachette Livre has been successfully expanding in the publication and distribution of board games in France and internationally. Hachette Boardgames brings together publishers Gigamic, Studio H, Funnyfox, Le Scorpion Masqué, Sorry We Are French, Catch Up Games, La Boîte de Jeu and Hiboutatillus. It also includes distributors Gigamic, Blackrock Games, Randolph, Hachette Boardgames USA, Hachette Boardgames UK and Hachette Boardgames Benelux.

In 2024, this business recorded a substantial 22% increase on the back of strong momentum across the entire catalogue and the positive impact of prestigious awards, including *Spiel des Jahres* (Game of the Year) for *Sky Team*, published by Le Scorpion Masqué.

B.3 Awards and recognition

In 2024, Lagardère Publishing's French imprints were honoured with more than 200 literary prizes worldwide, including 80 in France.

- ▶ Nine titles published by Calmann-Lévy, Fayard, Grasset, Hazan and JC Lattès were honoured by the Académie française in its 2024 prize list.
- ▶ Grasset: Renaudot prize for *Jacaranda* by Gaël Faye; Albert-Londres prize for *Espionner, mentir, détruire* by Martin Untersinger; Femina special jury prize for the entire body of works of Colm Tóibín; André Malraux prize (Essay on Art category) for *Dix Versions de Kafka* by Maïa Hruska; Simone Veil prize and Gisèle Halimi prize for *J'ai pêché, pêché dans le plaisir* by Abnousse Shalmani; Nobel Prize in Literature for Han Kang; Prix Goncourt first novel prize for *Rapatriement* by Ève Guerra.
- ▶ Stock: Femina essay prize for *Tenir tête* by Paul Audi.
- ▶ JC Lattès: Goncourt des Lycéens prize for *Madeline avant l'aube* by Sandrine Collette.
- ▶ Calmann-Lévy: Prix des Romancières, Maison de la Presse and Marie-Claire novel prizes for *L'Inconnue du portrait* by Camille de Perretti.
- ▶ Hachette Heroes: Imaginales prize for translated foreign novels for *Sauvage* (Feral), by Joan Mickelson.
- ▶ Bragelonne: Grand Prix de l'Imaginaire, Foreign Novel category, for *Le Ministère du futur* by Kim Stanley Robinson; Translation category for Claire Kreutzberger (translator of Alan Moore's *Illuminations*).

- ▶ Hachette Book Group: PEN/John Kenneth Galbraith Award for Nonfiction for *The Great Escape* by Saket Soni (Algonquin Books).
- ▶ Hachette UK: Pulitzer Prize for Fiction for *Night Watch* by Jayne Anne Phillips (Little, Brown Book Group); Hugo Award for Best Novel for *Some Desperate Glory* by Emily Tesh (Little, Brown Book Group); Page Turner of the Year (British Book Awards) for *Fourth Wing* by Rebecca Yarros (Little, Brown Book Group).
- ▶ Grupo Anaya: Miguel de Cervantes prize for Álvaro Pombo (Cátedra); Premio Nacional de las Letras Españolas for Manuel Rivas (Xerais); Premi Internacional Catalunya for Amin Maalouf (Alianza Editorial).

In addition, Lagardère Publishing's board games were awarded a number of world-renowned prizes, including Game of the Year for *Sky Team* (Le Scorpion Masqué), As d'Or – "Initié" category for *Faraway* (published by Catch Up Games and distributed by Blackrock Games) and As d'Or – "Children" category for *Mon Puzzle Aventure: Dragon* (distributed by Blackrock Games).

C) COMPETITION

In France, Lagardère Publishing's main competitors are Editis, Madrigall, Albin Michel and Média-Participations.

Outside France, the division operates alongside competitors such as Pearson, Penguin Random House, Scholastic, Simon & Schuster, HarperCollins, Planeta and Holtzbrinck.

D) OUTLOOK

Lagardère Publishing anticipates contrasting trends in 2025, including the publication of a new Asterix album and the end of the national curriculum reform cycle in Spain.

In line with these expectations, and in a still fairly uncertain economic climate, the division will continue to diligently manage its businesses and secure the operating performance of all its business lines, while leaving its editorial teams complete creative freedom to seize growth opportunities in all segments and geographic areas.

Lastly, the division will actively pursue its strategy of targeted acquisitions in its core publishing business as well as in adjacent growth markets with business models similar to book publishing, such as board games and stationery.

E) RESEARCH AND DEVELOPMENT

Lagardère Publishing is assertively pursuing a two-pronged research and development commitment.

First, the division's Development and Innovation department has initiated and supported more than 50 projects in France and internationally since its creation in 2015. Today, the Department meets regularly with start-ups, tracking and experimenting with the latest developments, while participating in innovation events and conferences.

Second, Lagardère Publishing is fostering research partnerships with academia. In 2024, for example, Hatier and Hachette Éducation welcomed CIFRE (Industrial Convention for Training through Research) doctoral students into their respective teams.

F) ARTIFICIAL INTELLIGENCE

2024 also saw the emergence of generative artificial intelligence (GenAI) and its take-up across the book industry. This development is impacting both artistic creation, through AI-generated works, and the protection of copyrighted content. To address these issues, Lagardère Publishing responsively organised

awareness-building sessions for all employees and led a number of exploratory and research projects on the technology to identify its potential and limits, while remaining true to its publishing DNA. In addition, the division has taken measures to protect its content and is now a driving force in the industry, both in France and worldwide, to assert copyright protection as AI becomes more pervasive.

G) PIRACY

Combating print, digital and audio book piracy is an important issue for Lagardère Publishing. In response, the division is taking action on a number of levels, starting by asking digital book distributors and sellers to protect their files with strong digital rights management (DRM) technology. Secondly, since 2011, Lagardère Publishing has used a specialised service provider to track illegal online leakage of the print, digital and audio books published by Hachette Livre France, Hachette Book Group, Hachette UK and Anaya. The division pioneered this response, which detects illegal links and files, then sends takedown notices to the offending sites and delisting requests to the most popular search engines. The monitoring process is led and supplemented by a dedicated Lagardère Publishing team. Lastly, the division pays careful attention to the security of confidential data and has implemented measures to prevent data leaks and corruption.

H) REGULATORY ENVIRONMENT

Lagardère Publishing's Book Publishing and Distribution business is subject to specific local regulations in terms of intellectual property rights, legal copyright registration requirements, rules governing the pricing of books, and VAT rules. In France, for example, the Group's businesses are subject to regulations imposing a fixed book price set by the publisher or importer, which restrict any qualitative or quantitative discounts granted to distributors. Further regulations also apply to Children and Young Adult titles and to broadening access to out-of-print books.

Lagardère Publishing closely monitors applicable laws and regulations on copyright, libel and slander, image rights, privacy, artificial intelligence and cybersecurity.

1.3.2 LAGARDÈRE TRAVEL RETAIL

Lagardère Travel Retail is the world's third-largest Travel Retail operator and second-largest operator in airport Travel Retail. It operates businesses in transit hubs and concessions in three segments: Travel Essentials, Duty Free & Fashion, and Dining.

With operations in 45 countries on five continents and more than 24,900 employees, the Lagardère Travel Retail network comprised 4,971 stores at year-end 2024: 974 in France, 2,542 in Europe, 98 in the Middle East and Africa, 475 in the Asia-Pacific region and 882 in the Americas.

Its network, established in some 300 airports as well as 700 train and underground stations, includes stores operated:

- ▶ under its own banners:
 - either internationally, for example with Relay, Discover, Tech2go, Inmedio, 1 Minute, Hubiz, Hub Convenience, Aelia Duty Free, The Fashion Gallery, The Fashion Place, Eye Love, So Chocolate, Bread&Co., So Coffee, Trib's, Vino Volo, Natoo, FIX, Beercode, and Marché,

- or with a strong local identity, such as Casa del Gusto, The Belgian Chocolate House, Sawa, Extime Duty Free, Icons, etc.;

- ▶ under franchise or licence with retail partners such as LEGO, TripAdvisor, Fnac, iStore, Marks & Spencer, Hermès, Victoria's Secret, Nespresso, Costa Coffee, Burger King, EL&N, Panda Express, Pierre Hermé, Éric Kayser and Paul.

This broad portfolio, balanced between brands designed specifically for Travel Retail and those operated through partnerships with leading brands offering unique and differentiating customised concepts, allows Lagardère Travel Retail to cover all the specific needs of its B2B and B2C customers with diversified and innovative product offerings.

The operational excellence demonstrated by Lagardère Travel Retail, with a customised approach and shrewd responses to tenders, are major assets when bidding for new concessions in an environment where licensors worldwide are constantly raising the bar.

A) MARKET TRENDS²

After 2023 and despite persistent geopolitical tensions and upheavals, a return to normal air traffic was confirmed in 2024. The Airports Council International (ACI World) September 2024 projections point to a 10% increase in global air traffic to 9.5 billion passengers in 2024. Drawing on data from more than 2,700 airports across 180 countries and territories, ACI's latest annual Global Airport Traffic Report shows that global passenger traffic will exceed that of 2019 by 4% in 2024.

The various regions in which Lagardère Travel Retail operates therefore benefited significantly from the sustained rally in traffic to post double-digit growth, which was also driven by dynamic sales policies and innovation. In this context, Lagardère Travel Retail's revenue increased by 15.8% as reported and by 12.5% like for like in 2024.

¹ Source: Moodie Report, 2023 data (post-Covid-19), Lagardère Travel Retail Strategy Department, company annual reports. The Moodie Report website (www.moodiereport.com), which is recognised as a reference in the industry, regularly publishes changes in the market share of Travel Retail operators.

² Source: ACI World; 2023.

B) BUSINESS ACTIVITIES¹

Contribution to consolidated revenue in 2024: €5,812 million (versus €5,018 million in 2023).

B.1 Travel Essentials

With its Relay, Hubiz, 1 Minute and Hub Convenience networks, as well as local names, Lagardère Travel Retail is the world's leading Travel Essentials operator, with 2,686 stores trading under more than 245 names in more than 220 airports and over 600 train and metro stations in 32 countries.

It created and operates Relay, the largest global Travel Essentials brand which offers all of the essentials travellers may need based on five major product categories: food, reading materials, gifts and souvenirs, travel and children.

In train stations and airports, Lagardère Travel Retail also operates a large number of stores selling electronic devices under the Fnac, iStore, Tech2go and eSavvy names.

Lastly, Lagardère Travel Retail is a souvenir store operator with the international Discover concept, as well as Air de Paris and other local brands related to concessions (Eiffel Tower, Sydney Opera House, etc.).

In 2024, the Travel Essentials segment generated revenue of €1,952 million (up 12.3% as reported versus 2023). The year was marked by the strengthening of Relay, the division's flagship banner, with the introduction of a new tagline (Relay, what moves you) and the acceleration of its international rollout with the signing of a strategic partnership with TAV Airports to introduce the brand as a franchise at Zagreb (Croatia) and Almaty (Kazakhstan) airports.



Discover (Singapore).

B.2 Duty Free & Fashion

Europe's leading operator in the Travel Retail fashion segment and the world's fourth-largest operator in airport Core Duty Free retailing, Lagardère Travel Retail operates 728 stores under 165 names in more than 160 airports in 32 countries, covering the classic categories of alcohol, tobacco, fragrances, cosmetics and gastronomy, as well as a variety of specialist concepts:

- ▶ either under its own banners, including Aelia Duty Free, So Chocolate and The Fashion Gallery,
- ▶ or through licences for international brands including Hermès, Longchamp, Hugo Boss, Ferragamo and Victoria's Secret.

In 2024, the Duty Free and Fashion business recorded revenue of €2,193 million (up 13.3% as reported versus 2023) thanks to growth in air traffic and the development of the network in Europe, particularly in Spain and at Henri-Coandă airport in Bucharest (Romania).



Aelia Duty Free (Switzerland).

¹ Source: Moodie Report, 2022 data (post-Covid-19), Lagardère Travel Retail Strategy Department, company annual reports. The Moodie Report website (www.moodiereport.com), which is recognised as a reference in the industry, regularly publishes changes in the market share of Travel Retail operators.

B.3 Dining

The world's fourth-largest Dining operator in travel areas, Lagardère Travel Retail operates 1,557 food outlets trading under more than 300 names in 148 airports and nearly 170 train and metro stations in 31 countries:

- ▶ under its own store names, with So! Coffee, Bread&Co., Trib's, Vino Volo, deCanto, Natoo and Smullers, Marché, etc.;
- ▶ through concepts tailored to meet the specific needs of licensors and locations, including La Plage and Pan Garni at Nice-Côte d'Azur airport in France, Aðalstræti at Keflavik airport in Iceland and Bar Symon at Pittsburgh airport in the United States, etc.;
- ▶ under franchise agreements with major international brands including Starbucks, Costa Coffee, Prêt à Manger, Burger King, Ajisen Ramen, Éric Kayser, Paul, Dean & DeLuca, etc., or local brands such as SaladStory, Liv Eat and Java U, etc.

In 2024, the Dining business generated revenue of €1,667 million (up 24.1% as reported versus 2023), driven notably by network growth and the full-year impact of acquisitions made in 2023 (Tastes on the Fly, Marché, Costa Coffee).



Marché (Cambodia).

B.4 New developments

In 2024, Lagardère Travel Retail stepped up its organic development, notably in:

- ▶ France
 - Expansion of activities at Nice-Côte d'Azur airport with the Duty Free and Fashion tender win (fourteen stores).
 - Expansion and upgrade of Duty Free activities at Roland Garros airport (Reunion Island).

- Opening of the first Fnac Café, a new hybrid concept combining the best of Fnac and Relay, with a café area, at Gare du Nord (Paris).
- Development of the Dining business at Basel-Mulhouse airport.
- Continued upgrades of Travel Essentials stores and expansion of Dining on the SNCF network and in regional airports.

▶ EMEA

- Netherlands: award of the concession covering all Core Duty Free activities at Amsterdam-Schiphol airport (opening scheduled for May 2025).
- Romania: takeover of all Duty Free & Fashion stores at Henri-Coandă airport in Bucharest.
- Albania: creation of a joint venture with Tirana airport with a view to the takeover of Duty Free & Fashion activities from the first quarter of 2025.
- Italy: opening of the new Aelia Duty Free walkthrough, as well as Pandora and Montblanc stores at Rome-Fiumicino airport. Opening of two Relay stores at Rome-Ciampino airport and rollout of the Relay concept in train stations. Award of the Duty Free concession at Verona airport, with takeover scheduled for 2025.
- Germany: continued expansion in Travel Essentials with the award of the master concession at Düsseldorf airport, including eleven new stores, trading mainly under the Relay name. Renewal of the Marché outlets operated at Hamburg airport.
- Belgium: opening of the first Costa Coffee store at Liège-Guillemins station.
- Iceland: opening of new Dining outlets at Keflavík airport.
- United Kingdom and Ireland: development of the Dining business with the opening of three new stores at Dublin airport.
- Africa: opening of the Duty Free concession at Cotonou airport (Benin) and tender wins at Douala and Yaoundé airports (Cameroon) including five Duty Free and Travel Essentials stores.
- Middle East: development of the Dining business in the United Arab Emirates (opening of the first Éclair de Génie airport

store in Dubai) and in Saudi Arabia at Riyadh (opening of several stores, including a food court) and Medina (award of the concession to operate four stores from the first quarter of 2025).

► Asia-Pacific

- China: opening of fashion stores in Kunming and Hangzhou airports. Renewal of the fashion concession at Wuhan airport.
- Hong Kong: opening of the first Godiva Café and Asia Favorites stores.
- Singapore: opening of Tory Burch and Kering Eyeware boutiques at Changi Airport. Award of the Singapore Cruise Centre Duty Free concession.
- Cambodia: award of a master concession under a profit-sharing model for 34 Duty Free & Fashion, Dining and Travel Essentials stores at Techo airport.
- Pacific: award of the Duty Free concession at Wellington airport. Renewal and expansion of Travel Essentials operations at Sydney, Brisbane, Darwin, Hobart and Alice Springs airports. Upgrade of Travel Essentials stores at Auckland airport following the renewal of the concession.

► Americas

- North America: numerous tender wins and/or concession extensions at airports in the United States (Atlanta, Detroit, Boise, Asheville, Long Beach, San Antonio, Portland, etc.), in addition to a large number of openings, mainly in Travel Essentials and Dining (Providence, Montreal, Denver, Charlotte, Houston, Oklahoma City, Palm Springs, Denver, Grand Rapids, Atlanta, Bradley, etc.).

- South America: opening of eight Travel Essentials stores in four regional airports in Peru. Further openings in Dining at Santiago airport (Chile).

B.5 Awards and recognition

In 2024, Lagardère Travel Retail won several awards highlighting its operational excellence.

For example, the division was named Best Retailer – 2024 for the Africa and Middle East region at the MEADFA Awards. Paradies Lagardère was also voted Best Overall Retailer in North America for the 27th consecutive year.

Several other stores were honoured with the following awards:

- Travel Retail Awards: the hybrid store concept combining a LEGO store and a Paper Café space (Dubai airport, United Arab Emirates) was voted Best Airport Retail Initiative.
- FAB Awards:
 - Airport Bar or Pub of the Year for the Todd English Food Hall (Zayed Airport, United Arab Emirates);
 - Airport Coffee or Tea Shop of the Year for the Veranda boutique (Dubai airport, United Arab Emirates);
 - Airport Food Hall of the Year for The Daily DXB concept (Dubai airport, United Arab Emirates);
 - Airport Health Centred Offer of the Year for the 80 Acres health and wellness concept (Cincinnati airport, United States).

Finally, Lagardère Travel Retail Italy was certified as a Top Employer for the sixth year running.

C) COMPETITION

Lagardère Travel Retail's main competitors in the sale of convenience products in transit hubs are Avolta (following the merger of Dufry and Autogrill), WH Smith, SSP, Areas and Valora.

Aside from Lagardère Travel Retail, the leading pure play operators of Duty Free and specialist concept stores in travel areas are Avolta, DFS (LVMH group), CDFG, Lotte and Heinemann.

Lastly, in Dining, competition comes from operators such as Avolta, SSP, Areas and Delaware North.

D) OUTLOOK

Lagardère Travel Retail's outlook for 2025 depends mainly on the dynamics of air traffic amid continued economic and geopolitical uncertainty.

However, Lagardère Travel Retail remains confident that it will be able to maintain its ambitious growth path based on its high-quality concepts, operational excellence and organisational agility. The Lagardère Travel Retail also intends to press ahead with its strict cost control policy and selective investment approach.

Its 2025 objectives aim to benefit fully from the new market momentum, focusing on the following priorities:

- ▶ continue to instil a culture of performance and continuous improvement in operations, in line with Stars+, the division's new transformation and performance programme;
- ▶ take advantage of the many development opportunities that the market will offer in order to continue winning new concessions while improving operating profitability;
- ▶ boost team engagement and development to increase the division's attractiveness and help retain talent;
- ▶ continue to roll out the CSR initiatives under its internal PEPS (Planet, Ethics, People, Social) programme;
- ▶ be recognised by customers as the most innovative player in the industry, with an ever-growing range of new offers, concepts, services and business models.

E) RESEARCH AND DEVELOPMENT

Lagardère Travel Retail is committed to being recognised as the industry's leading innovator, by constantly expanding a portfolio of proprietary and partner brands, as well as unique, bespoke concepts meeting all its customers' needs. To accelerate the take-up of innovative solutions, the division has

developed an exclusive partnership with RaiseLab, a pioneering company dedicated to promoting open innovation.

In addition, the division is embracing leading-edge technologies to continually improve the customer experience, in particular by developing online retail channels and automated stores.

F) ARTIFICIAL INTELLIGENCE

2024 saw a big leap forward in generative artificial intelligence, potentially transforming commercial effectiveness, operational and supply chain efficiency within the travel retail industry, not to mention employee productivity, notably by:

- ▶ improving the ability to track trends in each customer mix;
- ▶ formulating intelligent operational decision-support recommendations for pricing, product assortments and other issues;
- ▶ enhancing the customer experience by engaging travellers with personalised recommendations;
- ▶ using generative AI tools and workflow automation for greater employee productivity.

At Lagardère Travel Retail, AI and GenAI functionalities are deployed primarily through specialised solutions in areas such as fraud detection and personalised recommendations for wine and spirits, books, perfumes, internal knowledge management, etc.

Dedicated AI initiatives have been launched for bid preparation, pricing policy optimisation, the restocking system, smart store planning and smart cameras for analysing in-store customer behaviour.

G) PIRACY

Lagardère Travel Retail pays careful attention to the security of confidential data and has implemented measures to prevent data leaks and corruption.

Lagardère Travel Retail has continued to invest in this area, with investments in data security accounting for 6.5% of total information systems costs in 2024. More specifically, it rolled out a data security excellence plan entailing such initiatives as the creation of a Security Operation Centre/Security Information Event Management (SOC/SIEM) unit, the hiring of new staff and training in personal data protection and the ongoing deployment of cybersecurity solutions.

H) REGULATORY ENVIRONMENT

Lagardère Travel Retail's operation of retail premises under concession agreements as well as its marketing activities must comply with certain specific local regulations as regards negotiations and the documentation of relationships with concession grantors and suppliers, those applicable to the sale of press, foodstuffs, tobacco, alcohol and duty-free products (which may be governed by conventions

signed with the local customs authorities), and freight operations. For example, press distribution in France is regulated by the Bichet Act.

The World Health Organization's framework convention on tobacco control recommends various measures to reduce the supply and demand of tobacco, banning or restricting duty-free and tax-free sales of tobacco products to international travellers and banning smoking in public transport and public places. In response to this framework convention, as well as to other measures, stricter regulations are regularly being put in place regarding the sale and consumption of tobacco and could thus have an impact on Lagardère Travel Retail's businesses.

Various countries have also introduced environmental protection measures (e.g., recycling certain products) that may affect stores.

Lastly, certain Lagardère Travel Retail businesses may be required to obtain prior authorisations to operate (retail tobacco sales, alcohol sales, duty-free warehousing and sales, freight activities as carrier or principal, etc.).

1.3.3 OTHER ACTIVITIES

1.3.3.1 LAGARDÈRE NEWS

Following the sale of *Paris Match* magazine on 1 October 2024, Lagardère News now comprises two French press titles (*Le Journal du Dimanche* and *Le JDNews*) and one global press brand (Elle). In 2024,

Lagardère News reached 5 million readers each week¹ and 3 million unique online visitors every month².

A) MARKET TRENDS³

Advertising revenue from offline media (TV, cinema, radio, press and outdoor advertising) advanced by 4.6% over the first nine months of 2024 compared with the same period in 2023, but continued to lag behind its pre-pandemic level (down 3.2% versus the first nine months of 2019). Specifically, the press advertising market was down 6.7% compared with the nine months to end-September 2023 and remains well below its 2019 level (down 28.5% for the first nine months of 2019).

Against this backdrop, Lagardère News pursued its transformation efforts (development of digital versions and a fee-based press offer, consolidation of the Elle brand worldwide), while remaining focused on diligently managing costs in order to limit the impact of the decline in its revenue.

B) BUSINESS ACTIVITIES

B.1 Press⁴

In 2024, *Le Journal du Dimanche* reached 4.6 million readers every month in its various print and digital formats. Thanks to its exclusive interviews with corporate and political opinion leaders, as well as hundreds of weekly reruns by other media, it is France's weekend newspaper of choice and one of the country's most influential newspapers in the fields of politics and economy.

In September 2024, the press division expanded its offering with the launch of *Le JDNews*, a weekly news magazine reporting current affairs from political, geopolitical, economic, scientific and cultural angles, leveraging the talents and contributors of *Le Journal du Dimanche*. The new weekly, an embodiment of French intelligence and excellence with an upbeat slant, aims to be the leading news magazine, both popular and upmarket, accessible to everyone and for everyone.

Le Journal du Dimanche increased its circulation by 7.5% year on year to an average of 111,496 copies sold each week. Lastly, in the digital field, the *Le Journal du Dimanche* website and app attracted an average of 3.1 million unique visitors each month.



B.2 Elle International

The leading fashion and lifestyle media brand, Elle International is also the world's number one women's media network, with 32 million readers and 100 million unique visitors each month on 61 local websites. Elle International also has more than 120 million followers on social media.

It has close to 80 international editions, including *50 Elle* and *25 Elle Décoration*, licensed in 47 countries with partners such as Hearst, Burda and Aller.

It also includes a non-media licensing business (fashion, beauty, decoration, services, etc.) comprising 200 licensees in over 80 countries.

¹ Source: ACPM OneNext Global 2024 H1; Brand audience over 30 days.

² Source: Médiamétrie – NetRatings; websites and applications; October 2024.

³ Source: BUMP/IREP; January-September 2024.

⁴ Source: ACPM OneNext Global 2024 H1; Brand audience over 30 days/ACPM-OJD; paid circulation France-publishers' statement; 2024/Médiamétrie Internet Global; October 2024.

Lastly, an exclusive international advertising sales brokerage unit sells print and online space in all Elle editions to advertisers through a network of 30 representative offices around the world.

Elle's international licensing business had an eventful year in 2024.

In the media segment:

- ▶ launches of *Elle* magazine in Lithuania, Côte d'Ivoire, Malaysia and Uzbekistan;
- ▶ return of the print version of *Elle* magazine to Australia;
- ▶ launch of Elle Digital (website and social media) in Egypt;
- ▶ continued development of certain global events such as the Elle Deco International Design Awards (EDIDA) and the Elle International Beauty Awards (EIBA).

In the non-media segment:

- ▶ signing of the first real estate contract with Elle Residences Miami (United States) for 180 apartments to be handed over in 2027;
- ▶ launch of Elle and Elle Sport ready-to-wear and footwear lines in the United States;
- ▶ launch of Elle coffee capsules in Germany;
- ▶ opening of an Elle Home store and an Elle café in Istanbul (Turkey);
- ▶ launch of an Elle Paris cosmetics line in partnership with Coupang in South Korea;
- ▶ launch of Elle and Elle Girl lingerie in China;
- ▶ opening of the first Elle ready-to-wear store in Hangzhou (China);
- ▶ launch of Elle Home bed linen in Japan.

For the international Advertising Sales Brokerage:

- ▶ successful deployment of brand content campaigns in Watches & Jewellery;
- ▶ growth in non-endemic business (tourism, etc.).



Elle Residences Miami (United States).

B.3 Awards and recognition

In 2024, the Elle International network ranked 50th in the Top 150 Global Licensors, illustrating the global influence of licensed brands.

In France, *Elle* magazine also won the CB News Media Grand Prix in the Editorial or Journalistic Coup category.

C) COMPETITION

In the Sunday supplements category, *Le Journal du Dimanche* competes with titles such as the Sunday edition of *Le Parisien-Aujourd'hui en France*, *L'Équipe Dimanche* and *La Tribune Dimanche*. From an editorial and advertising perspective, *Le Journal du Dimanche* also competes with national daily newspaper brands including *Le Monde*, *Le Figaro*, *Le Parisien-Aujourd'hui en France* and *Les Échos*.

Le JDNews belongs to the world of news weeklies, with dual distribution: on newsstands on Wednesdays and as a supplement to *Le Journal du Dimanche* on Sundays. As such, its main competitors are weekly news magazines (*Le Point*, *Le Nouvel Obs*, *L'Express*, *Challenges*, *Valeurs actuelles*, *Marianne*, etc.) and weekly newspaper supplements such as *Le Figaro Magazine*.

Competition covers print, digital media (websites and apps) and social networks.

D) OUTLOOK

In 2025, digital expansion will remain among Lagardère News' key challenges, driven by the ongoing development of online subscriptions to *Le Journal du Dimanche*, a broader audio and video offer on its online platforms, and the development of its audience on social media. *Le JDNews* will continue to establish itself in the media landscape and in the daily lives of French people alongside *Le Journal du Dimanche*, whose influence is well established.

Lagardère News also plans to continue the development of the international editions of Elle and to expand the Elle brand in the non-media sector through various projects in the hospitality sector (hotels, cafés, spas, real estate, etc.).

E) RESEARCH AND DEVELOPMENT

In recent years, Lagardère News has been pursuing a digital transformation strategy for its print titles, involving websites, applications, social media and the increasing use of online subscriptions and video content.

In addition, the *Elle* brand's growth is intensely creativity-driven, in its editorial content, its advertising and its diversification drive. In this way, the Elle International network is constantly evolving, led by the development of licensing sales both in media (with the launch of new international versions, etc.) and non-media (in the hospitality industry, etc.).

F) ARTIFICIAL INTELLIGENCE

The emergence of generative artificial intelligence (GenAI) offers the promise of automating certain production processes, including writing. However, creativity and the human touch are deeply embedded in Lagardère News' DNA, whose teams are equipped with irreplaceable expertise. As a result, its approach is designed to support these human skills with GenAI capabilities, which will be diligently managed to guarantee data security and confidentiality, and content integrity.

G) PIRACY

Lagardère News pays careful attention to the security of confidential data and has implemented measures to prevent data leaks and corruption. In particular, it is defending its intellectual property rights and preventing any pirating of its publications by taking any and all steps necessary, including legal action, against third parties who violate its rights.

H) REGULATORY ENVIRONMENT

Lagardère News' Press business is subject, for example, to (i) press law (the 29 July 1881 law on the freedom of the press and the 1 August 1986 law reforming the legal regime for the press), (ii) intellectual property law, including copyright and related rights, (iii) consumer rights, data protection regulations, and (iv) the 18 October 2019 law on the modernisation of press distribution (reforming the Bichet Act), which requires press publishers to form a cooperative if they pool distribution and use approved press distribution companies.

Lagardère News' Digital business is subject in particular to the French law of 21 June 2004 designed to build trust in the digital economy.

Pursuant to the 1 August 1986 law, foreigners who are not members of the European Union or the European Economic Area are prohibited from holding, directly or indirectly, more than 20% of the capital of a company that publishes works in French. Its content production activities operate under the aegis of the relevant legislation, in particular, restrictions on tobacco and alcohol advertising, online gambling laws, sustainability and laws concerning false and misleading advertising. Lagardère News complies with the rules of the French Joint Commission of Press Publications and Agencies (CPPAP), whose policy statements determine the allocation of aid granted to the printed and online press.

Lastly, Lagardère News also closely monitors laws and regulations on copyright, trademarks, libel and slander, image rights and privacy.

1.3.3.2 LAGARDÈRE RADIO

Lagardère Radio is a major player in the French radio broadcasting market with Europe 1, Europe 2 and RFM, and also houses the advertising brokerage

activities of Lagardère Publicité News. In 2024, these radio stations reached more than 5 million listeners every day¹.

A) MARKET TRENDS²

Advertising revenue from offline media (TV, cinema, radio, press and outdoor advertising) advanced by 4.6% over the first nine months of 2024 compared with the same period in 2023, but continued to lag behind its pre-pandemic level (down 3.2% versus the first nine months of 2019). More specifically, the radio advertising market remained resilient, with

revenue up 1.1% on the first nine months of 2023 (down 1.3% on the first nine months of 2019).

Against this backdrop, Lagardère Radio continued to consolidate its programming schedule and to reverse the downward trend at Europe 1, while rolling out the Europe 2 brand and adjusting RFM's positioning.

B) BUSINESS ACTIVITIES

B.1 Radio³

Europe 1

Europe 1, France's leading general-interest radio station, offers high-quality programmes for the general public, with more than 2.7 million daily listeners in 2024.

The station had a cumulative audience (CA) of 4.8% in November-December 2024, up 0.8 percentage points year on year and up 1.2 percentage points over two years. Its audience share was 4.6%, up 1.2 percentage points year on year and up 1.7 percentage points over two years. Europe 1's performance against its commercial targets was as follows:

- ▶ 3.0% audience share among 25-to-59-year-olds (up 0.8 percentage points year on year and up 1.5 percentage points over two years);
- ▶ 4.4% audience share among AB+ listeners (up 1.8 percentage points year on year and up 2.2 percentage points over two years).

In 2024, repositioning efforts for Europe 1 continued apace, with a denser, revamped content offering and a programming schedule based on four editorial pillars: news, business, culture, as well as compelling historical narratives and true crime stories.

The start of the 2024 season was marked by the arrival of Cyril Hanouna, leading very quickly to impressive audience growth for the afternoon slot and further consolidating a schedule that had already been growing in popularity since the last season.

Europe 1 has also stepped up its digital transformation strategy, increasing its creative, marketing and technological investment spend.

In the field of podcasts, Europe 1 recorded 167 million cumulative downloads in 2024 (down 6% year on year). More specifically, *Hondelatte raconte* was once again the leading storytelling podcast in France this season. The station also consolidated its strong momentum on social media over the last two years, with a cumulative total of almost 850 million views in 2024 (up 50% on 2023 and 140% over two years).

Europe 2

Reaching almost 900,000 listeners per day, Europe 2 recorded a cumulative audience of 1.6% (down 0.6 points year on year) and an audience share of 1.0% (down 0.3 points year on year) in November-December 2024.

In 2024, Europe 2 refocused its musical programming in keeping with its new "pop radio" style and made Benjamin Castaldi the host of its morning show.

Reflecting the expectations of its core demographic (25-49-year-olds), the station's repositioning aims to halt in 2025 the audience erosion seen in recent years.

RFM

Every day, RFM offers its some 1.6 million daily listeners the very best of music in a general interest, family-friendly format, general interest, family-friendly format, featuring a rich blend of pop, disco, funk and rock.

The station recorded a cumulative audience of 2.8% (down 0.5 points year on year) and an audience share of 2.4% (down 0.3 points year on year) in November-December 2024. For its core demographic (25-59-year-olds), RFM achieved an audience share of 3.2%

¹ Source: Médiamétrie EAR National; November-December 2024.

² Source: BUMP/IREP; January-September 2024.

³ Source: Médiamétrie EAR National; November-December 2024/Médiamétrie eStat Podcast; 2024.

during the same period (down 0.5 points year on year).



B.2 Advertising sales brokerage¹

Lagardère Publicité News markets a rich and varied media offering and smart media solutions closely matched to the needs of advertisers, media agencies and communications consultants.

The company acts as the advertising sales brokerage for Lagardère Radio stations (Europe 1, Europe 2 and RFM), Lagardère News' press titles (*Le Journal du Dimanche*, *Le JDN*) as well as non-Group stations such as Oüi FM (Greater Paris region), Radio FG (Greater Paris region and Nice), Radio Meuh, Radio Public Santé, Replay News Crooner Radio, Sonos Radio and SiriusXM. In September 2024, Lagardère Publicité News added Radio Nova (national and Île-de-France) and Chante France (Île-de-France) to its offer.

The brokerage markets emblematic, leading and complementary brands firmly anchored in the daily lives of French people, whether in news or entertainment.

Lagardère Publicité News services span radio, press, digital and experiential formats. They draw on the operating unit's business expertise, innovative media solutions and powerful brands to amplify conventional media campaigns or design tailor-made communication solutions.

Lagardère Publicité News thus has a powerful content offering which reached an average 27 million listeners, 5 million readers and 10 million unique visitors on its digital platforms each month in 2024.

B.3 Awards and recognition

In 2024, Lagardère Radio's podcast production expertise was recognised at Paris Podcast Festival Pro: *Europe 1 Voyage(s) x Club Med* won second prize in the Best Integration of a Brand into a Podcast category and *Ton bac de français avec Anissa x Hatier*

won third prize in the Best Education/Training Podcast category.

Also of note were the exceptional rankings of *Hondelatte raconte* (France's number one storytelling podcast in the Médiamétrie rankings) and *Au cœur de l'histoire* (in the Médiamétrie Top 30 podcasts).

These honours attest to the creative excellence of the podcast teams, and to their ability to captivate and inspire audiences through exceptionally high audio productions.

C) COMPETITION

In the generalist radio station segment, Europe 1's main competitors are stations such as RTL, RMC, France Inter, France Info and France Bleu. This competitive landscape extends to digital and social media. In the highly competitive news segment, the morning shows on generalist radio stations also compete with those on 24-hour news channels.

In the adult music radio category, RFM competes with stations such as Nostalgie, Chérie FM and RTL2. Europe 2's main competitors in the youth music radio market are Fun Radio, NRJ and Skyrock. For several years now, these stations have also had to contend with the ramp-up of music streaming platforms such as Spotify and Deezer, which compete in particular for younger listeners.

D) OUTLOOK

In 2025, Lagardère Radio's development will be based on:

- ▶ Europe 1: continuing to grow audience figures (particularly among the target 25-59 age group), improving the brand's digital presence and visibility, and promoting the station's identity and assets;
- ▶ music radio: strengthening Europe 2's reputation, cementing RFM's appeal, developing special operations and events, implementing a cost savings and growth plan (restructuring of resources, pooling, etc.).

E) RESEARCH AND DEVELOPMENT

Lagardère Radio has been pursuing a digital transformation strategy for several years, through websites, apps, social media and the growing use of video content and podcasts, to stay abreast of developments in the sector and changes in listener behaviour.

F) ARTIFICIAL INTELLIGENCE

Generative artificial intelligence (GenAI) is increasingly integrated into all forms of media, in

¹ Source: Médiamétrie EAR Insights; September-October 2024/ACPM OneNext Global 2024 H1; Brand audience over 30 days/Médiamétrie NetRatings; October 2024.

particular through personalisation algorithms. This represents a major breakthrough for Lagardère Radio, which is leveraging these capabilities to offer a personalised and optimised listener experience. Personalisation will be driven by listener data, which are currently being structured for this purpose. At Lagardère Radio, AI will always be used to deliver excellence and fulfil its editorial mission. This is why these explorations are being carried out directly with the production teams.

G) PIRACY

Lagardère Radio pays careful attention to the security of confidential data and has implemented measures to prevent data leaks and corruption. In particular, it is defending its intellectual property rights and preventing any misappropriation of its content by taking any and all steps necessary, including legal action, against third parties who violate its rights.

H) REGULATORY ENVIRONMENT

Lagardère Radio's radio activities are subject to audiovisual regulations, in particular the law of 30 September 1986 and its enabling decrees, and the decisions of the Audiovisual and Digital Communication Regulatory Authority (Arcom).

In accordance with the law of 30 September 1986, for its Radio activities in France Lagardère Radio must seek authorisations for specific periods determined by Arcom, the French audiovisual regulator. Radio activities are also governed by conventions signed with Arcom, renewed in compliance with the above-mentioned law.

Pursuant to the French law of 30 September 1986, foreigners who are not members of the European Union or the European Economic Area are prohibited from holding, directly or indirectly, more than 20% of the capital of a company that has an authorisation to provide terrestrial radio services in French. By the same logic, French law of 14 November

2016 promoting media freedom, independence and pluralism prohibits Arcom from granting authorisation to operate a French language terrestrial radio service to companies whose capital ownership by non-French entities exceeds a certain threshold. Violations of these rules on foreign ownership of the media could lead to criminal penalties.

In addition, in its activities as a content publisher and advertising brokerage, Lagardère Radio is subject to various regulations, both national (e.g., in France, the Law of 21 June 2004 on confidence in the digital economy, the provisions of the French Consumer Code relating to online sales, Decree 87-239 of 6 April 1987 enabling Article 27-1 of Law 86-1067 of 30 September 1986 on freedom of communication and establishing the rules applicable to advertising and sponsorship for private terrestrial or satellite radio broadcasting services, Decree 94-972 of 9 November 1994 enabling Article 27-1 of Law 86-1067 on freedom of communication and establishing the rules applicable to advertising and sponsorship for private terrestrial or satellite radio broadcasting services in application of Articles 29, 29-1 and 30-7 of the same law) and supranational (e.g., European Union General Data Protection Regulation of 27 April 2016, which came into force on 25 May 2018). Lagardère Radio's Advertising activities are subject to applicable laws and regulations, in particular those relating to tobacco and alcohol advertising, online gaming, sustainable development and false or misleading advertising. They are also subject to the law of 29 January 1993 on anti-corruption and transparency of the economy and of public procedures (known as the "Sapin" law).

Lastly, Lagardère Radio also closely monitors laws and regulations on copyright, trademarks, press freedom (including libel and slander), image rights and privacy.

1.3.3.3 LAGARDÈRE LIVE ENTERTAINMENT

Lagardère Live Entertainment is the first company in France to operate in all three areas of live entertainment:

- ▶ managing iconic venues (Casino de Paris and Folies Bergère) and larger new-generation venues (Arkéa Arena and Arena du Pays d'Aix);
- ▶ producing concerts and shows (L Productions);
- ▶ hosting and providing local promotional services for French and international productions (Euterpe Promotion).

A) MARKET TRENDS¹

From 2010 to 2019, the market for live music and entertainment shows in France saw a steady rise in attendance and ticket sales, with 2019 a record year. As a result of the Covid-19 pandemic, ticket sales fell by 83% in 2020 and by 73% in 2021.

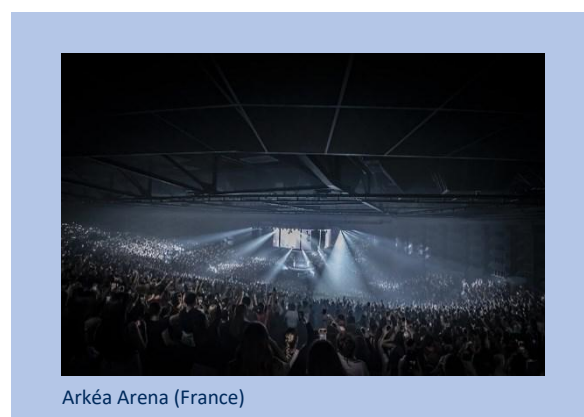
After an upturn in business in 2022, growth in the sector was confirmed in 2023, in an economic context that was nevertheless characterised by high inflation.

B) BUSINESS ACTIVITIES

B.1 Management of concert and entertainment venues

The portfolio of venues managed by Lagardère Live Entertainment includes such iconic showplaces as the Folies Bergère and the Casino de Paris, as well as new-generation facilities with the Arkéa Arena concession in Bordeaux and the public service concession for the Arena du Pays d'Aix, in Aix-en-Provence. Lagardère Live Entertainment manages venues that have become iconic spaces for millions of concert- and theatre-goers.

2024 saw a further increase in the number of performances to 591 from 533 in 2023. Against this backdrop, the Arkéa Arena recorded all-time high activity driven by events including Les Enfoirés, Cirque du Soleil, Shaka Ponk, James Blunt and Michel Sardou shows. In addition, Casino de Paris (thanks to shows including Gad Elmaleh, Laurent Gerra and Alain Souchon) and Folies Bergère (The Illusionists, Cœur de Pirate and Drag Race France Live) also both posted growth in 2024. Finally, the Arena du Pays d'Aix saw increased activity thanks to Shaka Ponk, Hoshi and Disney on Ice.



Arkéa Arena (France)

Ticketing revenue increased by 21% to €1.4 billion over the period. While the number of ticketed performances increased by only 5%, growth was once again driven by demand, with the number of tickets issued up 11% in 2023.

Against this backdrop, Lagardère Live Entertainment confirmed its position as a major player in this sector in 2024, with revenue exceeding the previous record set in 2023.

B.2 Production of live shows and concerts

The L Productions has steadily expanded its artist roster. Alongside established stars such as Florent Pagny, Matthieu Chedid (-M-), Jean-Louis Aubert, Hoshi and Kev Adams, it has gradually built up an A-list of emerging artists with a new generation of talent including Laurie Darmon, Ferialle, Lancelot, Margot Abate and Stéphane.

L Production offers a wide range of services to its artists, including marketing, communication, digital strategy, ticketing, technical support, budgeting and booking.

After a record year in 2023, the success of tours by Hoshi (25 Zénith venues and 15 major festivals), Stéphane and Ilyes Djadel ensured that activity remained profitable in 2024.

L Productions' success has also been built on its experience in producing musicals, with blockbuster hits such as *Les Choristes*, for which the development of the international brand licence continued apace in 2024.

B.3 Hosting and local promotional services

Acquired in 2023, Euterpe Promotion has established itself as a benchmark in the organisation of cultural events in South-West France over its forty-five-year

¹ Source: French national music centre – Centre national de la musique (CNM), July 2024.

history. In addition to its know-how and expertise in promotion, production, communication and technical management, the company has developed an online and in-store ticketing business through its Box Office division.

Its cross-generational programming is designed to entertain all audiences with eclectic French and international productions including concerts, comedy shows, theatre, dance, musicals and shows for young audiences.

In 2024, Euterpe Promotion hosted 312 shows, including Calogero, Zaho de Sagazan, Ninho, Michel Sardou, Ibrahim Maalouf, Alban Ivanov, Notre Dame de Paris and Disney on Ice. The company also organised a comedy festival in Bordeaux (Les Fous Rires) and a series of concerts in the Bayonne Arena (IAM and MC Solaar, Zola and Patrick Bruel).

C) COMPETITION

In venue management, Lagardère Live Entertainment competes mainly with other French companies such as Fimalac Entertainment, Coker and Paris Entertainment Company.

In concert and show production, the main competitors are either international (Live Nation and AEG) or French (Fimalac Entertainment, Decibel Productions/Warner Music Group and Arachnée Productions/Sony Music Company).

Finally, in hospitality and local promotion in South-West France, competitors are small local companies such as Bleu Citron, AGO and Base Productions.

D) OUTLOOK

Lagardère Live Entertainment's business is expected to grow strongly in 2025.

As such, despite the planned four-month closure of Folies Bergère for its restoration, entertainment venues should maintain their record level of activity of 2024 thanks to artists such as Lenny Kravitz, Justice, Indochine, Soprano, Danny Boon, Inès Reg, Alain Chamfort, Thomas Dutronc and Chilly Gonzalès, and the much-awaited opening of the musical Chicago. In addition, the operation of the Pays d'Aix Arena will cease at the end of the first half

of 2025, with no significant impact on Lagardère Live Entertainment's overall business.

L Productions' business is set to reach a record level in 2025, with the tours of Jean-Louis Aubert, Hoshi and Lamomali. Certain emerging artists are also expected to confirm their early successes (Lancelot and Michel Hubert).

For Euterpe Promotion, 2025 will be a year of development in new businesses and territories after 18 months of integration, with a new organisation and new tools (CRM, analytics, etc.).

E) ARTIFICIAL INTELLIGENCE

Lagardère Live Entertainment sees the emergence of artificial intelligence (AI) as an opportunity to improve data activation. To this end, the company has developed several projects such as sales forecasting tools, content creation and the integration of AI functionalities on its ticketing websites.

F) PIRACY

Lagardère Live Entertainment pays careful attention to the security of confidential data and has implemented measures to prevent data leaks and corruption.

G) REGULATORY ENVIRONMENT

Lagardère Live Entertainment is subject notably to intellectual property law, labour law, the standards applicable to establishments open to the public, the provisions of the French Commercial Code relating to commercial leases and the Public Procurement Code for any arena or entertainment venue whose operation is entrusted to it by a contracting authority, and special regulations pertaining to certain professions (entertainment producers, venue operators, etc.).

Pursuant to decree no. 2019-1004 of 27 September 2019, companies that operate performance venues and/or produce or broadcast live performances in France must file a statement of intent with the Ministry of Culture, whose receipt of filing serves as a licence to exercise these activities, subject to compliance with a certain number of conditions.

1.3.3.4 LAGARDÈRE PARIS RACING

Lagardère Paris Racing's main activity is to organise sports activities at the Croix Catelan site (Paris, France). This site boasts 44 tennis courts (14 of which are natural clay courts), three padel courts, two outdoor swimming pools (including an Olympic pool) and fitness facilities.

With a 14,000-strong membership, Croix Catelan also has a dining offering as well as sports shops, a children's play park and entertainment venues.

Since taking over the concession in 2006, a vast renovation programme has been carried out to modernise and upgrade all the club's technical and sporting facilities. Lagardère Paris Racing has been awarded ISO 14001 certification by Afnor (a French standards organisation), in recognition of the initiatives undertaken as part of its environmental policy. These include rainwater collection, energy stewardship and improved waste sorting.



Third edition of Trophée Clarins (France)

A) BUSINESS ACTIVITIES

The year was shaped by the third edition of Trophée Clarins, an international women's professional tennis tournament (WTA 125). The event helped to raise the profile of Lagardère Paris Racing, confirm its commitment to top-level sport and strengthen its ties with its members.

The membership renewal campaign demonstrated the firm loyalty of existing members and the strong appeal of the club, which has a waiting list of over 500 prospective members.

B) COMPETITION

In the high-end sports club segment in the Paris region (France), Lagardère Paris Racing competes with other clubs such as Polo de Paris, Le Tir and the Country Sports Club.

C) OUTLOOK

Lagardère Paris Racing will continue its activities along three main lines in 2025:

- ▶ promoting sport and the values embodied by sport;
- ▶ continuing to upgrade its facilities and sports equipment;
- ▶ improving the quality of services on offer and facilitating access to information about club life.

To coincide with the fourth edition of the WTA tournament, the club will once again run various promotional and outreach initiatives for young tennis players in the Paris region, particularly children and young adults from disadvantaged Parisian neighbourhoods.

D) PIRACY

Lagardère Paris Racing pays careful attention to the security of confidential data and has implemented measures to prevent data leaks and corruption.

E) REGULATORY ENVIRONMENT

Lagardère Paris Racing is subject to regulations applicable to establishments receiving members of the public and occupying public land, and to town planning law, the sports code and the statutes and regulations of the federations of the sports practised within its facilities.

1.3.4 PRISMA MEDIA

Founded in 1978, Prisma Media is France's leading publisher of magazines (print and digital) and online media. Every month, two-thirds of the French population engages with at least one of the Group's brands¹.

A) MARKET TRENDS²

Advertising revenue from offline media (TV, cinema, radio, press and outdoor advertising) advanced by 4.6% over the first nine months of 2024 compared with the same period in 2023, but continued to lag behind its pre-pandemic level (down 3.2% versus the first nine months of 2019). Specifically, the press advertising market was down 6.7% compared with the nine months to end-September 2023 and

Prisma Media's portfolio encompasses over 40 leading brands positioned in the general public and luxury market segments.

remains well below its 2019 level (down 28.5% on the first nine months of 2019).

Against this backdrop, Prisma Media has continued to modernise its brands and diversify its offering, while continuing to develop its Luxury and Lifestyle unit.

B) BUSINESS ACTIVITIES

Contribution to consolidated revenue: €293 million (versus €309 million in 2023)

B.1 Magazine publishing and online media³

The French leader in magazine publishing, Prisma Media sold more than 124 million magazines (print and digital) in 2024 through its portfolio of over 40 brands covering a wide range of segments including luxury (*Harper's Bazaar*, *Milk*), women's (*Femme Actuelle*, *Simone*), entertainment (*Télé-Loisirs*), business (*Capital*), cooking (*Cuisine Actuelle*), health (*Dr. Good!*) and nature (*GEO*, *National Geographic France*).

The magazine publishing offering includes its own brands (*Télé-Loisirs*, *Femme Actuelle*, *Voici*, *Capital*, *GEO*, etc.), operating licences (*Dr. Good!*) and French editions of foreign titles (*Harper's Bazaar*, *National Geographic France* and *Harvard Business Review France*). In addition, to mirror new media consumption patterns as closely as possible, Prisma Media owns exclusively online formats of pure player brands such as *Gentside*, *Oh! My Mag*, *Famed*, *Bound*, *Pluriel*, *Uppercut*, *Suzie* and *Simone*.

Prisma Media's traditional brands have also built up a strong online presence (websites and apps), attracting a large readership in 2024: 21 million unique monthly visitors for *Télé-Loisirs*, 13 million for *Femme Actuelle*, 12 million for *Voici*, 9 million for *Capital* and 5 million for *GEO*.

In addition, with around 600 million video views (including some 200 million on social media) and 27 million unique viewers each month, Prisma Media

is also France's pre-eminent online video media group. With six integrated studios and more than 20 dedicated professionals, the Group produces over 2,000 videos a month. In addition to its video operations, Prisma Media has diversified into digital audio, creating dozens of podcasts in a range of genres including general interest, entertainment, economics, history and celebrities. In 2024, the Company produced over 1,300 episodes, which received a total of 29 million streams, a 72% increase compared with 2023.

Lastly, Prisma Media also owns an integrated publishing house, Éditions Prisma, which publishes over 1,000 titles each year, from high-quality illustrated books to travel guides, quarterly magazines, women's novels, biographies, calendars and game boxes. It sells more than a million copies annually.



¹ Source: ACPM One Next Global 2024 H2.

² Source: BUMP/IREP; January-September 2024.

³ Source: ACPM-OJD; DFP-DSH; 2023-2024/Médiamétrie – NetRatings; 2024/Médiamétrie; Internet Video Audience; October 2024.

B.2 Advertising Sales Brokerage

Prisma Media Solutions offers a wide range of services designed to meet the diverse branding and communication needs of advertisers. The Group's advertising sales brokerage offers integrated campaigns through advertising inserts included in the various media offered by Prisma Media brands (print and digital magazines, videos, podcasts) or via printed, digital or social content created specifically on behalf of advertisers ("white label").

The brokerage's access to three out of four French people each month through the more than 40 leading brands under the Prisma Media umbrella allows advertisers to reach a broad and diversified audience.

B.3 E-commerce

Prismashop, Prisma Media's e-commerce site, is one of France's leading magazine e-commerce sites. Launched in 2007, Prismashop offers subscriptions (print and digital) or single-issue sales of more than 180 magazines published by the Group and by third-party publishers.

B.4 New developments

In 2024, Prisma Media continued its strategy of developing and modernising its offer.

- ▶ New brand identities
 - Rollouts of new formats for *Télé-Loisirs*, *Capital*, *Femme Actuelle* and *Voici*.
 - Pure player *Cerise* has been renamed *Famed&Bound Media*, deploying six new brands on social media to mark the occasion.
- ▶ Acquisitions and launches
 - Development of the Luxury and Lifestyle unit with the acquisition of two bimonthly magazines: *Ideat* (design, decoration and architecture) and *The Good Life* (business and lifestyle).

- Launch of a print version of *Cuisine AZ* following the online success of the pure player brand of the same name.
- Strengthening of the collaboration with Hearst Magazines International with the launch of *Harper's Bazaar Intérieurs*, a new luxury title dedicated to design, architecture and decoration.
- Creation of the fortnightly *Programmes Télé 15 Jours* in the TV magazine segment.
- Rollout of Prisma Ad Manager, a new self-service media buying platform for small and medium-sized advertisers.

B.5 Awards and recognition

In 2024, Prisma Media received 18 awards in recognition of its excellence in magazine publishing and online media.

- ▶ ACPM stars: *Ça m'intéresse*, *Dr.Good!*, *Oh! My Mag* and *Maisons Côté Ouest* were recognised for growth in their respective audiences.
- ▶ Media Strategies Grand Prix: Gold prize for *Harper's Bazaar*, Silver prize for *GEO* and Bronze prize for *Ça m'intéresse* in the "Best editorial initiatives/best launch or overhaul of a media" category.
- ▶ Media Strategies Grand Prix: Silver prize for Prisma Media Solutions in the "Best rollout" category.
- ▶ Relay & SEPM Magazine of the Year Awards: best launch prize for *Harper's Bazaar* and investigation of the year prize for *GEO*.
- ▶ CB News Media Grand Prix: special issue prizes for *Femme Actuelle*.
- ▶ Adtech Awards – Minted: Silver prize for agency of the year and Bronze prize for best data collaboration for Prisma Media Solutions.
- ▶ Data Grand Prix: Gold prize in the "segmented TV" category and Silver prize in the "second-party data" category.

C) COMPETITION

Prisma Media's main competitors are Reworld Media, CMI, Groupe Figaro and LVMH.

D) OUTLOOK

In 2025, Prisma Media intends to continue transforming and modernising its brands to keep pace with the expectations of readers and advertisers.

The Group also plans to continue its growth in the Youth segment following the success of *Mortelle Adèle* launched in 2023, while strengthening its Luxury and Lifestyle unit with the launch of *Harper's Bazaar Men* in the second half of the year.

Finally, Prisma Media will be rolling out a number of initiatives to diversify its revenue streams, including Content to Commerce (development of high value-added content, such as guides or comparators, to help readers make purchasing decisions) and extending its presence on social media.

E) RESEARCH AND DEVELOPMENT

Innovation is truly pivotal for the Prisma Media group, as it fuels the development of new growth drivers, new brands, new activities and new technologies.

F) ARTIFICIAL INTELLIGENCE

Prisma Media intends to integrate artificial intelligence (AI) into its various processes in a proactive and thoughtful manner.

To structure this approach, Prisma Media holds monthly AI steering committee meetings to share the latest advances in this area and coordinate the actions undertaken. The committee focuses its efforts on three major areas: team training, mastery of the technological, legal and competitive ecosystem, and the launch of defining projects.

Training has been identified as a core element of this strategy. In 2024, 20% of the training budget was devoted to AI-related initiatives. The ambitious goal is to train all editorial teams by the end of 2025.

Several innovative initiatives have already been implemented. For written content, tests have been conducted on the automation of articles related to evergreen subjects (biographies, obituaries), notably

on the *Voici* website, allowing more than 10% of daily content to be prepared with the help of AI, while maintaining stringent editorial oversight by journalists at every stage. AI is also used to generate original illustrations (covers of *Ça m'intéresse* and *Capital*) or integrate cloned voices (*Capital's* daily podcast, *120 secondes*). The user experience is also benefiting from AI, with the testing of smart chatbots for the *Ça m'intéresse* website.

G) PIRACY

Prisma Media pays careful attention to the security of confidential data and implements measures to prevent data leaks and corruption. In particular, it is defending its intellectual property rights and preventing any pirating of its publications by taking any and all steps necessary, including legal action, against third parties who violate its rights.

H) REGULATORY ENVIRONMENT

As a press company, Prisma Media is subject to the French Law of 29 July 1881 on the freedom of the press and French Law No. 86-897 of 1 August 1986 on publishers of press titles. To benefit from special economic conditions for publishers of press titles and online press services, press companies must meet the eligibility criteria laid down in Articles 72 of Appendix III of the French Tax Code and D. 18 of the French Postal and Electronic Communications Code. Compliance with these requirements is assessed by the *Commission Paritaire des Publications et Agences de Presse* (CPPAP – Joint Commission for Publications and Press Agencies).

The distribution of press titles is highly regulated in France through French Law No. 47-585 of 2 April 1947 as amended (the last major amendment of which dates back to 2019), which requires press publishers (i) to form a cooperative if they amalgamate their distribution and (ii) to go through accredited press distribution companies (SADP). Arcep has become the regulatory authority for press distribution.

The production of journalistic content involves the day-to-day management of journalists' copyrights. Pursuant to the provisions of the French Intellectual Property Code, Prisma Media has signed a collective agreement defining the conditions for the transfer of copyright on journalists' works to the publisher and third parties.

Prisma Media has expanded its media brands onto the Internet and publishes websites and online apps with large audiences. As such, it is subject to French Law No. 2004-575 of 21 June 2004 for confidence in the digital economy.

As the business models of its sites and apps are based predominantly on advertising, its digital activity entails the collection and processing of large quantities of personal data. Prisma Media accordingly attaches particular importance to the protection of personal data and has established an internal organisation to ensure compliance with the regulations in force, in particular French Law No. 78-17 known as the Data Protection Act of 6 January 1978, as amended, and EU Regulation 2016/679 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, known as the General Data Protection Regulation (GDPR).

Article 15 of Directive 2019/790/EU on copyright and related rights in the Digital Single Market created a related right for press publishers. This related right

was transposed into French law in Articles L. 218-1 to L. 218-5 of the Intellectual Property Code (IPC) by Law No. 2019-775 of 24 July 2019, which came into effect on 24 October 2019. It gives press publishers an exclusive right over “any reproduction or communication to the public, in whole or in part, of [their] press publications in digital form by an online public communication service” (IPC, Article L. 218-2).

This related right is in addition to copyright, which already protects press articles as intellectual work. By virtue of the related rights, press publishers can be remunerated by the platforms offering their content (such as search engines). Prisma Media has signed an agreement with Google for this purpose, and is in discussion with other platforms.

As a producer of content made available to the public on its websites, Prisma Media is particularly vigilant in the implementation of Regulation (EU) 2024/1689 of the European Parliament and of the Council of 13 June 2024 laying down harmonised rules on artificial intelligence, which came into force on 1 August 2024.

1.4 MAJOR INVESTMENTS

The Group's major contractual commitments in terms of investments are described in notes 30 and 31 to the 2024 consolidated financial statements.

1.4.1 INVESTMENT AND INNOVATION POLICY

1.4.1.1 Purchases of property, plant and equipment and intangible assets

(in millions of euros)	2024	2023 pro forma ^(*)
Lagardère	293	269
Prisma Media	2	3
Total	295	272

1.4.1.2 Purchases of investments

(in millions of euros)	2024	2023 pro forma ^(*)
Lagardère	64	383
Prisma Media	12	7
Total	76	390

(*) Louis Hachette Group information for 2023, taken from the illustrative financial cash flow data as published in the Information Document dated 7 November 2024 (see Note 5.2.4 – Comparative information for 2023).

1.4.2 MAJOR INVESTMENTS IN 2024

Purchases of intangible assets and property, plant and equipment represented an outflow of €295 million, versus €272 million in 2023. They were €24 million higher than in 2023 at Lagardère, due chiefly to investment projects rolled out on the back of tender wins at Lagardère Travel Retail, despite a €27 million decrease at Lagardère Publishing following the investments made in 2023 as part of

the plan to transform logistics operations and IT infrastructure in France.

Purchases of investments represented an outflow of €76 million in 2024, compared with €390 million in 2023 and mainly concerned the acquisitions of a 50% stake in Extime Travel Essentials Paris at Lagardère Travel Retail and the acquisition of the entire share capital of Sterling Publishing by Lagardère Publishing.

1.5 MATERIAL CONTRACTS

1.5.1 MATERIAL CONTRACTS BINDING THE GROUP

In the two years immediately preceding publication of this Annual Report, the Company and its subsidiaries signed the following major contracts (other than those entered into in the normal course of business):

ACQUISITION BY LAGARDÈRE TRAVEL RETAIL OF TASTES ON THE FLY HOLDINGS, INC.

On 1 November 2023, HDS Retail North America LLC, a subsidiary of Lagardère North America Inc., acquired the entire share capital of Tastes on the Fly Holdings, Inc., part of Paradis Lagardère, the North American division of Lagardère Travel Retail.

This acquisition makes Lagardère Travel Retail the second-largest player in the North American Travel Retail and Dining sector, operating in more than 90 airports and with total annual revenue in excess of USD 1.5 billion.

SALE OF *PARIS MATCH* TO THE LVMH GROUP

Lagardère Media News and Hachette Filipacchi Presse grouped together the Paris Match business and certain related assets in a company whose shares were sold by Lagardère Media News and Hachette Filipacchi Presse to the LVMH group on 1 October 2024.

1.5.2 CONTRACTS INVOLVING MAJOR COMMITMENTS FOR THE WHOLE GROUP

The Company and its subsidiaries have also entered into a certain number of material contracts (other than those entered into in the normal course of business) involving an obligation or major commitment for the whole Group. The contracts concerned are the financing agreements referred to in note 26 to the 2024 consolidated financial statements, particularly the following:

- ▶ On 14 June 2017, Lagardère SA carried out a seven-year €300 million bond issue on the Luxembourg stock market, maturing in June 2024 and paying an annual coupon of 1.625%. Following the change of control of Lagardère SA at the end of 2023, bonds totalling €260.5 million were presented for early redemption. The outstanding bonds were redeemed on 21 June 2024.
- ▶ On 26 June 2019, Lagardère SA raised €250 million through the private placement of German *Schuldscheindarlehen* debt instruments. The placement consisted of four euro-denominated tranches issued with five- and seven-year maturities at fixed and floating rates. Following the change of control of Lagardère SA at the end of 2023, debt instruments totalling €27 million were presented for early repayment. Following the partial demerger of Vivendi at the end of 2024 and the resulting change of control of Lagardère SA, €35 million was tendered for early redemption on 16 December 2024 and effectively redeemed on 27 December 2024.
- ▶ On 9 October 2019, Lagardère SA issued a total of €500 million worth of seven-year bonds on the Luxembourg stock market, maturing in October 2026 and paying an annual coupon of 2.125%. Following the change of control of Lagardère SA at the end of 2023, bonds totalling €451.2 million were presented for early redemption. Following the partial demerger of Vivendi at the end of 2024 and the resulting change of control of Lagardère SA, €28.7 million was tendered for early redemption on 30 January 2025.
- ▶ On 30 September 2021, Lagardère SA issued a total of €500 million worth of six-year bonds on the Luxembourg stock market, maturing in October 2027 and paying an annual coupon of 1.75%. Following the change of control of Lagardère SA at the end of 2023, bonds totalling €491.5 million were presented for early redemption. Following the partial demerger of Vivendi at the end of 2024 and the resulting change of control of Lagardère SA, €5.3 million was tendered for early redemption on 30 January 2025.
- ▶ On December 12, 2023, Vivendi and Lagardère SA entered into a loan agreement under which Vivendi granted a loan of up to €1.9 billion to Lagardère SA in order to provide it with the means of meeting (i) its early repayment obligations on a portion of its borrowings triggered by its change of control and (ii) its cash requirements for December 2023 and the first half of 2024. This agreement was authorised by Lagardère SA's Board of Directors on 8 December 2023. The agreement will expire on 31 March 2025. On 7 June 2024, this agreement was amended to allow Vivendi to grant Lagardère SA a revolving credit facility in a maximum principal amount of €150 million. On 16 December 2024, Vivendi and Lagardère SA agreed in a new amendment to the loan

- agreement (i) to cancel and reduce to zero euros the said revolving credit facility and (ii) that Vivendi, which remained a shareholder of Lagardère SA after the demerger of Vivendi, would make advances from the partner's current account available to Lagardère SA in a maximum aggregate amount of €40 million under the terms and conditions set out in the amended loan agreement of 12 December 2023.
- ▶ On 12 June 2024, to organise its refinancing and for general corporate purposes, Lagardère SA entered into a credit agreement under the terms of which a syndicate of bank lenders undertook, subject to customary conditions, to make available to it a total principal amount of €2 billion in the form of:
 - (i) a first term loan tranche in a maximum principal amount of €700 million with an initial maturity of 24 months extendable twice, first for 12 months and then for six months;
 - (ii) a second term loan tranche in a maximum principal amount of €600 million with a maturity of five years; and
 - (iii) a revolving credit facility in a maximum principal amount of €700 million and a term of five years, replacing the previous revolving credit agreement dated 11 May 2015.

1.6 RECENT DEVELOPMENTS (SINCE 1 JANUARY 2025)

1.6.1 SIGNIFICANT EVENTS

1.6.1.1 Implementation of a liquidity agreement

On 16 January 2025, Louis Hachette Group entered into a liquidity agreement in order to promote liquidity and make a market for its shares on Euronext Growth Paris. The liquidity agreement with Kepler Cheuvreux became effective on 20 January 2025.

1.6.1.2 Partial early redemption of bonds maturing in 2026 and 2027

Further to the completion of the Vivendi partial demerger, on 13 December 2024, bondholders

triggered the change of control clauses, requiring Lagardère SA to redeem ahead of term on 5 February 2025 €28.7 million of bonds maturing in 2026 and €5.3 million of bonds maturing in 2027. The balance of these loans after this redemption is €23.3 million due in more than one year.

1.6.1.3 New €75 million bank credit facility

On 24 January 2025, Louis Hachette Group took out a €75 million undrawn credit facility with a bank, due 24 January 2028. Under this facility agreement, the Group must comply with a covenant at 31 December each year.

1.6.2 MAJOR CHANGES IN THE GROUP'S FINANCIAL AND COMMERCIAL POSITION

None.

1.7 OUTLOOK

1.7.1 TREND INFORMATION

After a solid performance in 2024, Louis Hachette Group is confident in the ability of its businesses to consolidate their leading positions on their respective markets. Louis Hachette Group plans to distribute at least 85% of the dividends received as controlling shareholder of Lagardère SA and sole

shareholder of Prisma Media. This policy aims to maximise value creation by gradually deleveraging the Lagardère group and paying regular dividends to its shareholders, while safeguarding its ability to seize growth opportunities in line with its strategic objectives.

1.7.2 OUTLOOK

The outlook for each of the Group's businesses is disclosed in section 1.3.

1.8 EARNINGS FORECAST

None.

2 NON-FINANCIAL STATEMENT AND DUTY OF CARE PLAN

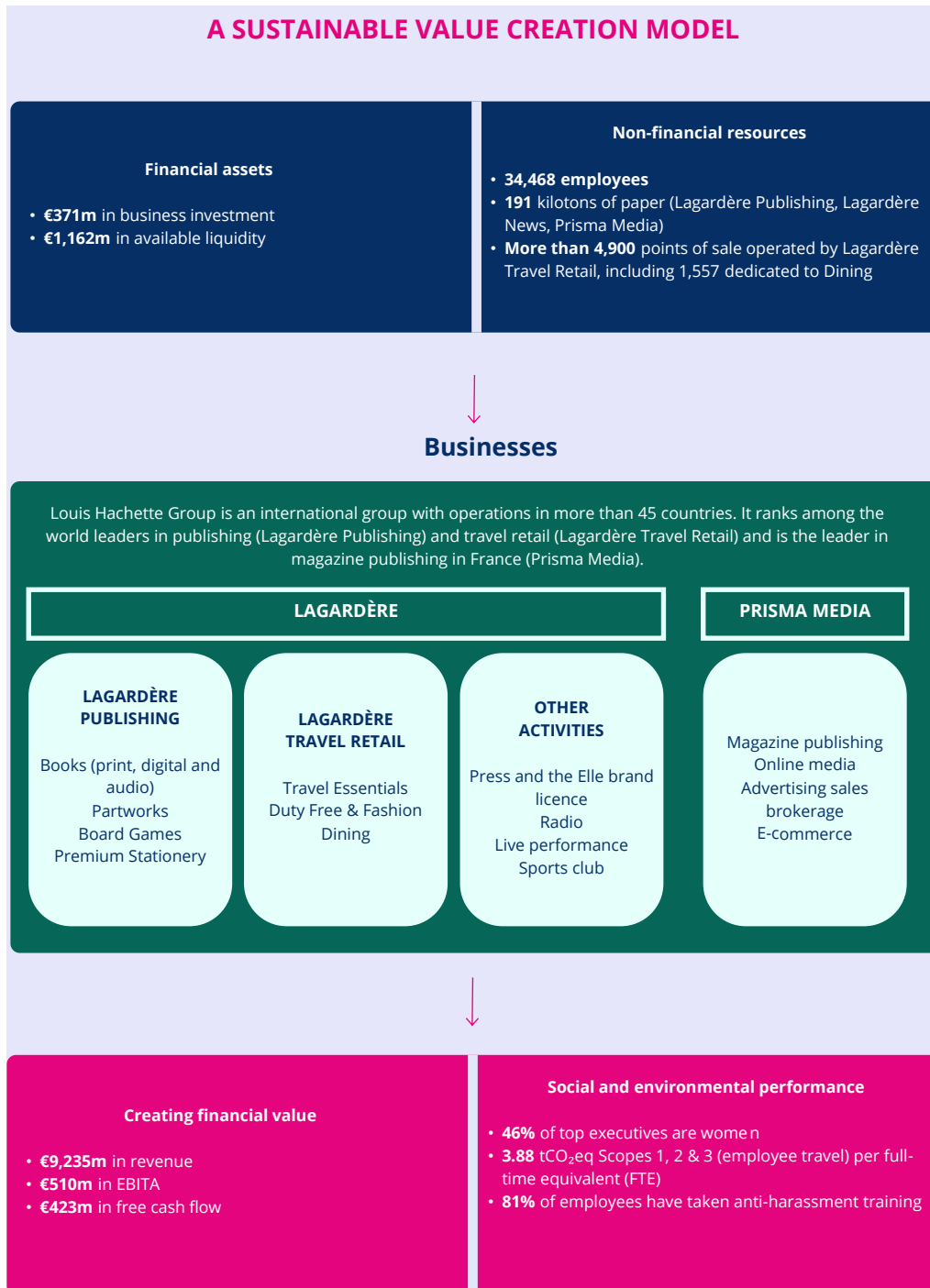
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2.1 LOUIS HACHETTE GROUP BUSINESS MODEL

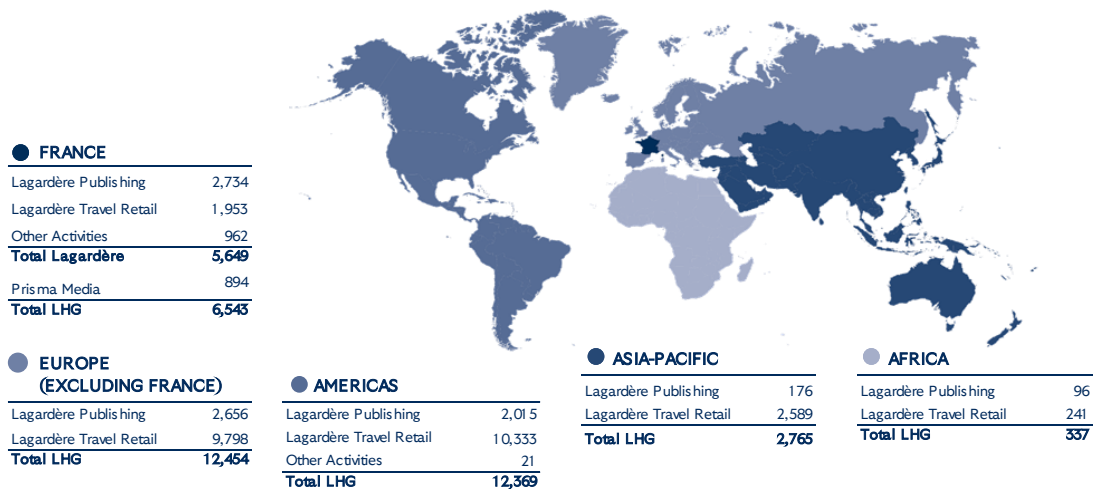
Created at the end of 2024 in connection with the partial demerger of Vivendi SE's activities, Louis Hachette Group brings together Lagardère and Prisma Media to form a leading diversified player with a wealth of strong publishing, travel retail and media brands.

Section 1.3 of this Annual Report provides detailed information notably on the Group's strategy, business lines and model, key figures and markets served.

The key features of this integrated model of value creation are presented in the chart below.



Workforce by geographic area at 31 December 2024



2.2 CSR STRATEGY, STAKEHOLDERS, MATERIALITY ASSESSMENT

2.2.1 CSR STRATEGY

From 2025, Louis Hachette Group intends to develop an ambitious CSR and sustainable development strategy, building on the programmes already in place in its Lagardère and Prisma Media entities. All teams both within and outside France are already working to develop more ecological and inclusive growth models for each of our business activities.

2.2.1.1 CSR and sustainable development strategy at Lagardère

Lagardère is making steady, tangible progress in fulfilling its CSR commitments, reflecting a clear, long-term strategy based on four pillars:

► Limiting the environmental impact of our products and services

Lagardère is committed to addressing the environmental impact of its business activities, focusing on climate change, responsible resource management (especially paper and plastics), waste reduction, recycling and an environmentally responsible approach to the food chain.

► Placing people at the heart of our strategy

Lagardère has a policy of actively promoting diversity and inclusion, and has made the fight against all forms of discrimination (based for example on gender, disability, racial or ethnic origin) one of the major thrusts of its diversity and equal treatment policy. Meanwhile, its day-to-day involvement in

developing its employees’ skills also plays a role in attracting and retaining talent.

► Sharing the social and cultural diversity of our businesses

Lagardère promotes access to education and knowledge while defending freedom of speech, pluralism of ideas and cultural diversity through the content it produces and distributes, as well as through its various partnerships and community solidarity programmes.

► Ensuring ethical and responsible corporate governance

Lagardère is committed to growing its business in accordance with the leading quality, compliance and ethical standards, while endeavouring to seize all the opportunities that arise in addressing the related issues.

2.2.1.2 CSR and sustainable development commitments at Prisma Media

Prisma Media’s CSR strategy focuses on three main areas:

► Environmental commitment

Prisma Media’s environmental strategy is based on four key tenets: environmentally-friendly manufacturing, a head office meeting the highest

environmental standards, waste treatment and decarbonisation.

► Social commitment

Prisma Media's corporate culture promotes equal opportunities, the employment of people with disabilities, the integration of young people into the workforce and the fight against discrimination.

2.2.2 STAKEHOLDER ENGAGEMENT

The policies and action plans deployed within Louis Hachette Group's businesses are built on the solid foundations of stakeholder engagement long established by its two entities, Lagardère and Prisma Media.

2.2.2.1 Lagardère stakeholders

Lagardère maintains regular dialogue with its stakeholders at local and national level in each of the countries where it operates. Dialogue takes varying forms depending on the stakeholder and the business activity. Lagardère SA, a listed company, set up a Stakeholder Committee in 2015 with the aim of:

- establishing regular dialogue between Lagardère and its stakeholders at Group level;
- obtaining a better understanding of stakeholders' perception and expectations of the Group;
- supporting Lagardère's forward-looking strategy for its main social, environmental and societal priorities.

The Committee has met 12 times since it was set up. In 2023, building on the structure in place, its composition changed to better reflect the material issues facing Lagardère's activities. Some long-standing members of the Committee have since been joined by new representatives, forming a group of 13 stakeholders, including NGOs, academics, partners and suppliers, as well as an employee representative from Hachette Livre. Details of all the members of the Stakeholder Committee can be found in Lagardère's Sustainability Statement on the lagardere.com website.

The reconfigured Stakeholder Committee met on 5 July 2024 with the main objective of fine-tuning and validating the Group's double materiality

► Societal commitment

As a major cultural player, reaching two out of three French people, Prisma Media strives to make culture accessible to as many people as possible and encourage the emergence of inclusive and responsible viewpoints. Its strong media brands ensure that readers have access to a diverse and innovative cultural offering, helping them to build their identity and better understand the world.

assessment, which was conducted on the basis of documentation and in-house expert opinion. More generally, stakeholder engagement aims to provide input and guidance with regard to the commitments made by Lagardère and its business activities, by closely involving CSR teams and all the relevant functions alongside them. An ultimate target of two meetings a year has been set.

2.2.2.2 Prisma Media stakeholders

In 2021, Prisma Media carried out a structured consultation of its stakeholders to inform its CSR and sustainable development commitments. This consultation was carried out in the form of an online questionnaire, sent to various categories of stakeholders, including employees (215) and readers (624). It was supplemented by interviews with representatives from public authorities, suppliers, professional bodies, clients, prospective employees, and so on. The aim of this consultation was to identify Prisma Media's social, environmental and societal priorities in order to focus its CSR and sustainable development commitments. Among the priorities identified, environmental issues were unanimously cited by all stakeholders and especially by employees. Readers also expressed high expectations in terms of access to culture. Expectations also concerned the objectivity and granularity of information provided, as well as the focus on company diversity across all its titles.

Beyond this specific approach, stakeholder engagement has continued with employee representatives (see section 2.3.1.1.2), advertising customers and readers (see section 2.3.3.3.3) and representatives of civil society on key issues such as equality and diversity (see section 2.3.1.1.3), as well as with the local communities of Gennevilliers, where Prisma Media's head office and main editorial offices are located (see section 2.3.2.1).

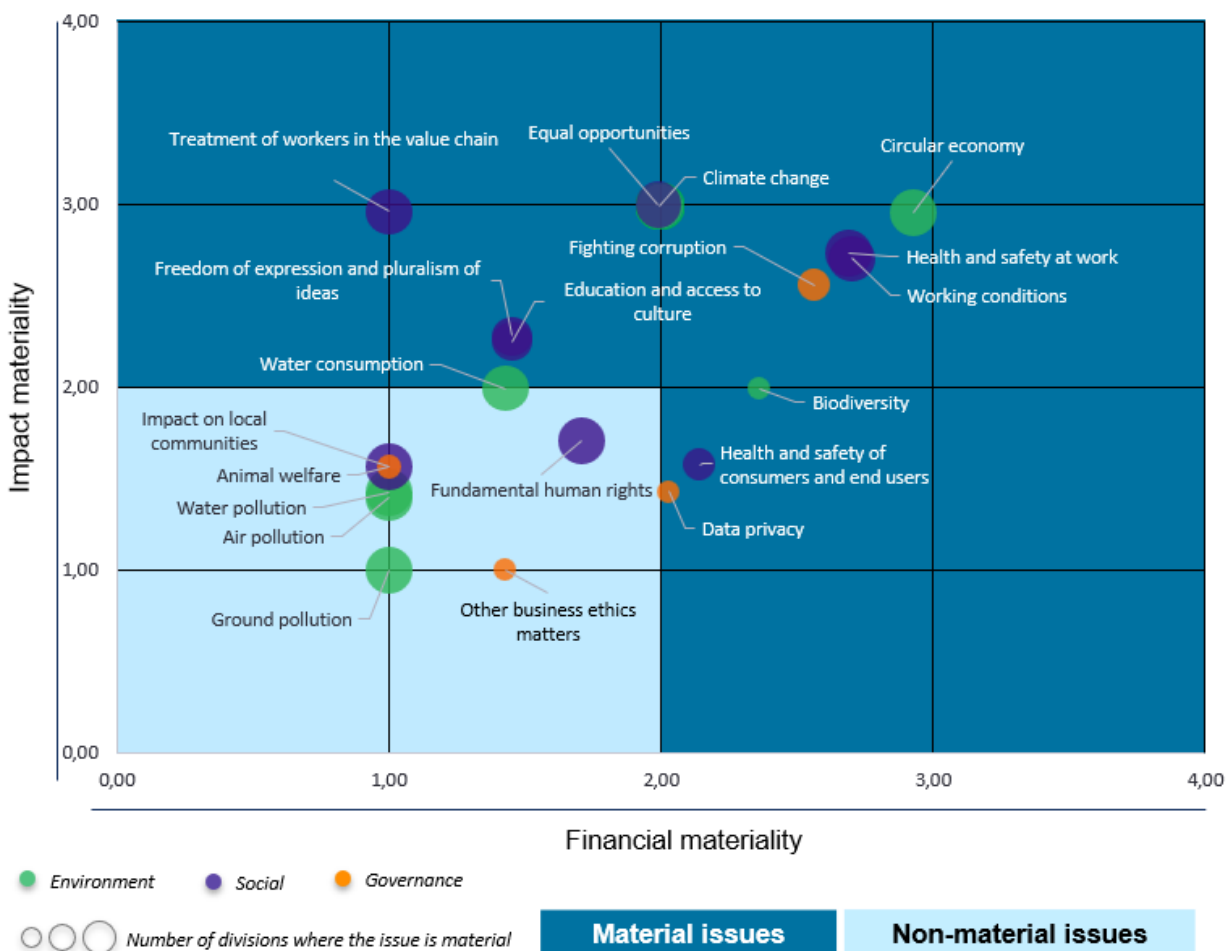
2.2.3 MATERIALITY OF SOCIAL, ENVIRONMENTAL AND GOVERNANCE MATTERS

In order to define the material matters underlying the CSR strategy and the policies and action plan for each of its activities, Louis Hachette Group refers to the materiality assessment drawn up by Lagardère and Prisma Media. As Lagardère is required to report under the Corporate Sustainability Reporting Directive (CSRD) as from 2024, it carried out a double materiality assessment that enables it to define the risks, impacts and opportunities to which it may be exposed through its business activities. Prisma Media for its part carried out a single materiality assessment in 2022, which identifies its main social and environmental risks. The two separate approaches resulting from the recent creation of Louis Hachette Group will be merged into an integrated approach in 2025, as part of a common groupwide risk assessment cycle.

2.2.3.1 Lagardère double materiality assessment

Lagardère conducted its first-ever double materiality assessment in 2023, including not only a gross assessment of the financial risks CSR matters pose for the Company, but also an assessment of the impact of the Company’s activities on the environment and stakeholders. Led jointly by the Lagardère group’s Risk, CSR and Finance departments, the project involved all divisions and their business lines. Some 40 matters were identified in relation to Lagardère’s business activities and assessed among the sustainability matters to be included in the materiality assessment, as defined in ESRs 1, AR 16 of the CSRD.

Lagardère group double materiality matrix



Out of the 21 matters identified, 13 were identified as material.

	Material matter	Sustainability reporting scope
Environment	Climate change (E1)	Lagardère – all divisions
	Circular economy (E5)	Lagardère Publishing, Lagardère Travel Retail
	Biodiversity (E4)	Lagardère Publishing
Social	Working conditions (S1)	Lagardère – all divisions
	Health and safety at work (S1)	Lagardère – all divisions
	Equal treatment and opportunities for all (S1)	Lagardère – all divisions
	Treatment of workers in the value chain (S2)	Lagardère Publishing, Lagardère Travel Retail
	Consumer health and safety (S4)	Lagardère Travel Retail, Lagardère Live Entertainment
	Contribution to education and access to culture (S4)	Lagardère Publishing, Lagardère News, Lagardère Live Entertainment
	Freedom of expression and plurality of content (S4)	Lagardère Publishing, Lagardère News, Lagardère Live Entertainment
Data protection (S4)	Lagardère News	
Governance	Prevention of corruption (G1)	Corporate, Lagardère Travel Retail
	Other matters related to business conduct (G1)	Corporate, Lagardère Travel Retail

2.2.3.2 Prisma Media CSR risk assessment

In 2022, Prisma Media's Risk and Compliance teams mapped the company's social, societal and environmental risks based on a universe of 17 potential risks relating to direct operations and customer relationships, including legal and reputational aspects. The risk mapping was carried out with in-house experts from the company's key functions (CSR, HR, Legal, Distribution and Sales, Purchasing, Manufacturing, etc.) as well as the members of General Management in charge of editorial services and advertising sales brokerage.

The risk rating is based on a quantitative approach, using three criteria: severity (based on financial thresholds), frequency (on a time scale ranging from short term to more than three years) and level of control (existing preventive measures, policies and action plan). This approach makes it possible to assess the inherent or gross risk (excluding actions to manage the occurrence of risks and their consequences) and the residual risk (taking into account the measures in place). It should be noted that a dedicated process was carried out to map risks associated with the duty of care (see section 2.7).

Gross risks for Prisma Media's activities are as follows:

Gross risk rating	Description	Gross risk level
1	Cultural relevance of content	High
2	Attracting and retaining external talent	High
3	Dialogue with customers and users and their satisfaction with products and services	High
4	Employee health and safety	High
5	Health and safety of customers and users of products and services	High
6	Group gender balance and diversity	Moderate
7	Transparency and ethics in advertising practices	Moderate
8	Social dialogue	Moderate
9	Respect for others and diversity in content	Moderate
10	Respect for information integrity and plurality	Moderate
11	Skills maintenance and development	Moderate
12	Accessibility of content	Moderate
13	Attracting and retaining internal talent	Moderate
14	Management of natural resources and protection of ecosystems	Moderate
15	Impact of business activities on climate change	Moderate
16	Treatment of issues relating to the ecological transition in content	Moderate
17	Climate change resilience	Moderate

For both Lagardère and Prisma Media, food insecurity, animal welfare and responsible, ethical and sustainable food are not material matters.

Lastly, with regard to the publication of information aimed at strengthening the bond between the nation and the armed forces and supporting service in the reserves, Louis Hachette Group has not yet taken any initiatives in this area.

2.2.4 CSR PLAYERS AND GOVERNANCE

The Board of Directors of Louis Hachette Group is empowered to examine issues relating to CSR and sustainable development, as well as non-financial reporting. The composition and role of the administrative, management and supervisory bodies with regard to sustainability are described in section 3.2 of the Annual Report.

Lagardère's Sustainable Development and CSR Department, which operates on behalf of Louis Hachette Group, supervises and coordinates the policies and action plans implemented by both Lagardère and Prisma Media, as well as non-financial reporting, in line with current regulations. A common strategy will be developed in 2025.

Lagardère's Sustainable Development and CSR Department works closely with the business' CSR and HR teams, as well as with other Corporate functions (Finance, Compliance, Legal, Operations, etc.).

Twice a year, a Louis Hachette Group/business CSR Committee meets in the presence of Louis Hachette Group's Deputy Chief Executive Officer and the divisional Chief Executive Officers to review the

previous period's initiatives in relation to the Group's objectives and to draw up the roadmap for the next few months.

In addition, a cross-functional Louis Hachette Group CSR Committee meets monthly with the divisional CSR directors to ensure that policies and action plans are aligned throughout the year.

Within the business lines, the CSR departments propose and lead each business line's strategy, in line with the Group's strategy, and coordinate implementation across all subsidiaries and regions, working hand in hand with all functions and business lines. Governance dedicated to CSR has also been set up at each level, in addition to the regular updates provided by the Executive Committees. The divisions help the operating entities to identify local challenges and roll out the resources needed to manage them.

The operating entities manage the action plans associated with their activities in order to meet the objectives set by the Group and the divisions. Within this framework, they roll out the systems and programmes provided.

Corporate social responsibility cross-reference table

Due to the recent creation of Louis Hachette Group, its non-financial materiality assessment combines two distinct approaches: Lagardère's double materiality assessment and Prisma Media's CSR risk assessment. As a listed company subject to CSRD requirements, Lagardère reports on several sustainability matters (analysed as risks, impacts and

opportunities: see Lagardère's Sustainability Statement for more details). Prisma Media identified risks as a result of its single materiality assessment. The table below summarises these two approaches and cross-references them with the policies, actions and indicators described in the report.

Section	Non-financial matters (impacts, risks and opportunities)	Materiality	Strategy	Monitoring indicators
Environment	Climate	Lagardère – all divisions	See chapter 3.1.1	Natural gas consumption (MWh) – LHG Domestic fuel-oil consumption (MWh) – LHG
	Impact of business activities on climate change	Prisma Media	See chapter 3.1.1	Electricity consumption (MWh) – LHG
	Climate change resilience	Prisma Media	See chapter 3.1.1	District heating consumption (MWh) – LHG Scopes 1, 2 & 3 CO ₂ emissions (teqCO ₂) – LHG
	Circular economy	Lagardère Publishing, Lagardère Travel Retail	See chapter 3.1.2	Total weight of paper purchased and supplied (in kilotons) – LHG Percentage of certified paper – Lagardère Percentage of recycled paper – Lagardère
	Biodiversity	Lagardère Publishing	See chapter 3.1.3	
	Management of natural resources and the protection of ecosystems	Prisma Media	See chapter 3.1.1 See chapter 3.1.2	
Social/societal	Working conditions	Lagardère – all divisions	See chapter 3.2.1	Number of employees who left the company during the year – LHG
	Attracting and retaining external talent	Prisma Media	See chapter 3.2.1	Internal mobility rate – LHG
	Attracting and retaining internal talent	Prisma Media	See chapter 3.2.1	Average training hours per employee – LHG
	Skills maintenance and development	Prisma Media	See chapter 3.2.1	Percentage of employees covered by an engagement survey – LHG
	Social dialogue	Prisma Media	See chapter 3.2.1	Percentage of employees covered by workers' representatives – LHG

	Health and safety at work	Lagardère – all divisions; Prisma Media	See chapter 3.2.3	Number of workplace accidents – <i>LHG</i> Frequency and severity rate of workplace accidents – <i>LHG</i> Percentage of employees covered by the company's health and safety management system – <i>LHG</i>
	Equal treatment and opportunities for all	Lagardère – all divisions	See chapter 3.2.2	Percentage of women top executives – <i>LHG</i> Percentage of managers trained in and/or made aware of diversity issues – <i>LHG</i>
	Group gender balance and diversity	Prisma Media	See chapter 3.2.2	Percentage of employees trained in the prevention of moral and sexual harassment – <i>LHG</i> Number of employees with disabilities – <i>LHG</i> Number of women in technical roles – <i>Prisma Media</i> Number of young people welcomed from disadvantaged areas (REP and REP+) – <i>Prisma Media</i>
	Workers in the value chain	Lagardère Publishing, Lagardère Travel Retail	See chapter 3.4.2	Percentage of expenditure related to suppliers presenting high CSR risks as assessed by EcoVadis – <i>Lagardère</i>
	Consumer health and safety	Lagardère Travel Retail, Lagardère Live Entertainment, Prisma Media	See chapter 3.4.3	
	Dialogue with customers and users	Prisma Media	See chapter 3.4.3	
	Contribution to education and access to culture	Lagardère Publishing, Lagardère News, Lagardère Live Entertainment	See chapter 3.3.1	Number of audiobooks available in the Lagardère Publishing catalogue – <i>Lagardère</i> Percentage of e-books available in ePub3 format (Level 1 accessibility) among new works in the Lagardère Publishing catalogue – <i>Lagardère</i> Percentage of e-books available in ePub3 format among new works that successfully passed the Level 2 Accessibility Check for ePub in the Lagardère Publishing catalogue – <i>Lagardère</i>
	Accessibility of content	Prisma Media	See chapter 3.3.1	

	Freedom of expression and plurality of content	Lagardère Publishing, Lagardère News, Lagardère Live Entertainment	See chapter 3.3.2	Number of hours devoted to environmental topics at Lagardère Radio – <i>Lagardère</i> Number of items of impactful content produced at Prisma Media – <i>Prisma Media</i>
	Plurality and integrity of information	Prisma Media	See chapter 3.3.2	
	Respect for others and diversity in content	Prisma Media	See chapter 3.3.2	
	Cultural relevance of content	Prisma Media	See chapter 3.3.2	
	Treatment of issues relating to the ecological transition in content	Prisma Media	See chapter 3.3.2	
	Transparency and ethics in advertising practices	Prisma Media	See chapter 3.3.2	
Governance	Data protection	Lagardère News	See chapter 3.4.3	
	Prevention of corruption	Lagardère Corporate function, Lagardère Travel Retail	See chapter 3.4.1	Percentage of employees trained in anti-corruption – <i>Lagardère, Prisma Media</i>

2.3 CSR STRATEGY IMPLEMENTATION, ROLLOUT AND OUTCOMES

2.3.1 SOCIAL INFORMATION

2.3.1.1 Working conditions

Working conditions are a key sustainability matter for Louis Hachette Group. The Group employs more than 34,000 people around the world, which means close attention must be paid to working conditions for our employees, particularly in regions considered to be at risk. The Group's business model is based on the sale of consumer goods, but also on services, particularly as regards the Travel Retail division, which operates a large number of stores and restaurants. Employees are therefore a key resource in the day-to-day running of operations and in securing customer satisfaction. Louis Hachette Group's content production businesses (Lagardère Publishing, Lagardère News and Lagardère Radio, Prisma Media) promote creativity and leverage the unique expertise of their many talented employees.

2.3.1.1.1 Employment, training, remuneration

Lagardère policies and action plans

Within Lagardère, each business activity manages its employees independently and from a local perspective in order to optimise its human capital. To achieve this, they implement measures to respond to the specific needs of their activities, businesses and environments. However, this autonomy is framed by a series of common commitments.

The issues of engagement and quality of work life have become increasingly important in recent years, particularly in the wake of the health crisis. The Lagardère group's divisions therefore ensure that they offer working conditions that are appropriate and proportionate to their activities. By reinforcing initiatives that have been in place for several years and introducing new approaches, they aim not only to retain their teams but also to develop their attractiveness in an increasingly complex and competitive job market. Accordingly, work-life balance, physical well-being, remuneration and employee engagement are core drivers of Lagardère's strategy in this area.

Quality of work life and employee engagement

After spreading across the business lines during the health crisis, working from home has become standard in all divisions, with an average of two days per week. The option is available to employees in any compatible position, which tends to exclude certain jobs like store sales staff and logistics operators.

At Lagardère Publishing, a three-year agreement on quality of life, working conditions and the right to disconnect was also drawn up in 2022 by Hachette

Livre France. Workload is also monitored on a regular basis. For managers with no contractually set working hours, an alert system is in place that they can use if their workload becomes excessive.

Every year, particularly during Quality of Life and Working Conditions Week, the division organises workshops and activities on topics such as sleep, stress management and positive thinking.

In addition, Hachette Livre in France has set up a system that allows employees to donate days off to colleagues to enable them to spend time with a seriously ill dependent child, or those who may have lost a child under the age of 25, or who are caring for relatives with disabilities or reduced autonomy.

In Spain, Grupo Anaya launched several initiatives to support the well-being of its employees. In 2024, the Spanish subsidiary conducted several internal audits to simplify work processes and identify areas for improvement to lighten the workload for employees in various areas. An engagement measurement tool was also rolled out, with 73% of employees participating.

For its part, Lagardère Travel Retail is committed to maintaining working conditions that enable employees to thrive both personally and professionally, and to creating a supportive culture focused on well-being. During the year, the vast majority of Lagardère Travel Retail subsidiaries conducted an initial or repeat Gallup survey of employees, measuring the engagement of 62% of employees on permanent contracts as of 31 December 2024 through 12 questions. Based on the findings, action plans are implemented to respond to each situation, in a commitment to fostering and encouraging employee engagement.

To promote a better work-life balance, Lagardère Travel Retail's head office has introduced a specific agreement on the right to disconnect. The division's various international entities have also adopted measures to this effect. In Italy, for example, the company allows broad flexibility in managing transitions between full-time and part-time work, particularly in special situations such as maternity or further study. In the United States, Paradies Lagardère allows alternative working hours adapted to the needs of employees, under certain conditions and after approval by Human Resources.

Italy secured Top Employer certification for another consecutive year, demonstrating the company's ongoing commitment to an excellent working environment.

At Lagardère News and Lagardère Radio, the organisation of work is based on collective agreements, specific agreements or decisions taken by General Management in consultation with employee representative bodies. Each entity structures working hours by granting working time reduction (RTT) days of additional leave, with added benefits at entities like Lagardère News, which offers 32 days' paid leave instead of the 25 required by law. Exceptional leave is also granted for special events, such as 25 days' paternity leave on full pay.

Workloads and working hours are assessed each year through discussions between employees and managers, to ensure that they remain balanced and appropriate. A procedure for involving Human Resources exists if any imbalance is identified.

Training and internal mobility

In order to offer employees guidance throughout their career, Lagardère's business lines make available a selection of training options in a broad range of fields, including digital technologies, management, communication, health and safety, foreign languages, businesses, etc. In all, 70% of the hours taught provided focus on "business" or "management" specialisations in 2024. These courses are closely correlated to employees' current performance and development potential. Since 2023, an e-learning platform has been available for all Lagardère activities, with the exception of the US and Australia for Lagardère Travel Retail. At the end of 2024, this platform had more than 24,700 active users. The e-learning platform is designed to:

- ▶ offer employees an individualised, effective and flexible learning solution providing access to a catalogue of relevant modules in many different fields;
- ▶ set up a shared system within the divisions to pool efforts and facilitate content sharing alongside a decentralised management approach;
- ▶ facilitate the training required to comply with applicable regulations.

Specific training programmes have also been set up within certain businesses, such as the global Learning Management System project, which aims to forge a global learning culture and advance a core training programme at Lagardère Travel Retail.

Internal mobility is a key component of the people engagement and retention strategy, building on the training and employee skills development initiatives.

However, the differences between Lagardère's activities can make mobility between divisions more challenging for operational functions. In France, however, Lagardère has developed a special process

to assess mobility opportunities (mainly in the support functions) and the profiles of transfer applicants. Comprising HR mobility officers, this inter-division committee met five times in 2024, in addition to regular discussions among the members.

Remuneration

Lagardère seeks to retain its key employees by regularly distributing shares in its parent company, Lagardère SA. Since its launch in 2019, a large number of managers and young talents have benefited from this programme.

To take into account employees' skill levels, training and responsibility and the specific nature of the business sectors they work in, individual rather than collective pay rises are increasingly common. As such, most of Lagardère's entities have set up collective performance incentives such as bonuses and variable pay. These practices enable the Group to correlate employee remuneration to the achievement of individual and collective objectives at the level of the subsidiary concerned.

Within Lagardère Travel Retail in France, the variable portion of remuneration varies from one legal entity to another and can take the form of a bonus tied to sales, performance bonus or attendance, for example. Profit-sharing and/or incentive bonuses may also be paid under certain conditions.

At Hachette Livre in France, annual pay rise negotiations as required by French law are held in companies where trade union representatives have been appointed. These negotiations provide for general and/or individual salary increases and may also cover bonuses depending on the entity (profit-sharing bonuses, etc.) Hachette UK has a discretionary annual bonus scheme for all employees based on the financial results of the entity as a whole and of each of its divisions. This remuneration policy also includes a commitment to fair pay, with the UK subsidiary paying above the national minimum wage and above the London Living Wage for starting salaries.

All the entities that make up Lagardère News and Lagardère Radio have set up profit-sharing and/or incentive schemes. As an extension of the pay negotiations referred to above, a salary review process is carried out in every entity at the beginning of each year. This process is designed to guide changes in pay and responsibilities, with a particular focus on gender equality. On-call work is governed by specific agreements where required, and "targeted" collective pay rises are awarded to low-paid employees. There are also special profit-sharing bonuses, which were negotiated in March 2024.

In return for these individually tailored pay measures, to ensure optimum transparency between staff and their management on remuneration, Lagardère

encourages annual interviews, which give employees a better perception of their performance with regard to the requirements of their job. At Lagardère News and Lagardère Radio, for example, the annual performance appraisal meetings and individual annual meetings with line managers give employees the opportunity to discuss pay-related issues and their salary expectations.

Lagardère's 2024 Sustainability Statement, which can be consulted on its website, provides detailed information on the policies and action plans implemented by the various business activities with regard to working conditions for employees.

Prisma Media policies and action plans

Prisma Media has to pay close attention to attracting and retaining talent, as well as developing their skills, since the company's content production activities rely on the unique expertise of its employees. Prisma Media implements career management, internal mobility and training programmes in order to plan for the frequent and complex adaptations of its businesses (particularly to digital technology) and retain its most talented employees.

Attracting and retaining talent

Prisma Media offers a working environment in line with its strategic priorities, while seeking to promote the personal development of its employees. This commitment is based on support for employees from the moment they are recruited, on the organisation of working hours and on career development.

Prisma Media's recruitment policy encourages young talent and the seamless integration of new arrivals. More than 50% of positions for young graduates are filled by former interns or work-study students, demonstrating the company's strong commitment to workforce integration. The onboarding process is structured around a digital platform, mentoring and specific meetings for each candidate profile (permanent or fixed-term employees, interns, work-study students, etc.). The aim is to support each employee from the moment they join the company, ensure that their needs are met and make it easier for them to adapt. Regular monitoring through questionnaires and individual interviews ensures that recruits are well integrated into the workforce.

Prisma Media has transformed the organisation of its working day, introducing a Teleworking Charter in 2020, with an average of three days on site and two days teleworking. This flexible arrangement is largely supported by dedicated hybrid management training and investment in digital tools.

At the same time, Prisma Media strives to promote a healthy work-life balance based on the right to disconnect, introduced in 2020. The aim of this system is to ensure that employees are not called on outside their contractual working hours.

To support employee engagement and improve working conditions, Prisma Media uses internal surveys such as Prisma Media&Moi to gather feedback from staff on a range of topics, including organisation, management practices and work-life balance. This feedback informs concrete action plans developed together with managers and HR teams, covering internal and management communication, training and well-being at work. Regular interviews with employees are also held, particularly during their trial period or at key points in their career, helping to strengthen HR oversight and help prevent risk situations.

The company promotes internal mobility as part of a forward-looking approach to job management, anticipating changes in the media sector and its business lines. A dedicated Intranet platform, which employees can access in the two weeks before vacancies are published externally, facilitates internal job opportunities.

To keep pace with organisational and technological change, a job map, updated during the statutory annual pay rise negotiations within the scope of the 2024-2026 Jobs and Career Development Plan ("GEPP"), helps to anticipate skills gaps and prepare employees for changes in their jobs.

Training

Prisma Media has set up a scalable training platform, accessible to its employees via Talentsoft, to meet their professional development needs. This platform, which was enhanced in 2022, combines compulsory training with a vast catalogue of content available at any time and from any location.

In 2024, the training policy focused on several major topics. Supporting the business lines is key to meeting the challenges of the sector and delivering on Prisma Media's strategy. In this regard, training on artificial intelligence (AI) plays an important role, with participants learning to create AI-generated visuals or to write effective 'prompts' to improve productivity using ChatGPT. The Data Academy offers modules for creating and optimising performance dashboards and exploiting data. Targeted courses for specific business lines (marketing and digital, editorial, sales) complete the training offer.

At the same time, Prisma Media supports its manager community by offering training adapted to the management skills reference framework. The "Prisma Media x ISM Management" course offers two levels of training: a compulsory core course for new managers and an advanced course for experienced managers.

Data security is also a priority, with widespread awareness-raising among employees via e-learning modules. This approach helps reinforce vigilance among all teams in the face of IT security risks.

These initiatives demonstrate Prisma Media's commitment to supporting its employees in their professional development while enhancing their skills and well-being.

Pay

Prisma Media's remuneration policy is based on several key components designed to ensure fairness and reward employees' contributions. It includes fixed remuneration consisting of a basic salary, a contractual 13th month pay as per the collective agreement, as well as seniority bonuses for journalists, also provided for in the collective agreement. Employees are also eligible for a variable component in the form of performance-based bonuses or specific incentives, such as those awarded for co-option to a given role.

Prisma Media also offers a range of other employee benefits, including an agreement on additional RTT days of paid leave, as well as meal vouchers, a teleworking allowance and support for sustainable mobility, with Sustainable Mobility Packages

covering 60% of public transport costs via the Navigo scheme and free access to electric recharging points.

Each year, negotiations between Prisma Media's management and trade unions define the remuneration policy measures to be applied. These negotiations discuss general or individual pay increase mechanisms. They also cover other elements aimed at boosting employees' purchasing power, supporting them in obtaining high-quality healthcare and encouraging them to eat healthily, for example with subsidised company canteens, meal vouchers, cycling bonuses, and contributions to mutual insurance and social welfare plans.

As regards performance-based bonuses, 46% of employees on permanent contracts at Prisma Media received variable remuneration in 2024.

This balanced approach reflects Prisma Media's commitment to developing and rewarding the potential of its employees, supporting them on a day-to-day basis and nurturing their employability and career paths.

Outcomes

LHG indicators	2024
Internal mobility rate	9.9
Average training hours per employee	14
Percentage of employees covered by an engagement survey	74
Percentage of workforce covered by employee representation at 31 December	67

2.3.1.1.2 Labour relations

Lagardère policies and action plans

Lagardère recognises the importance of social dialogue at various levels (sites, entities, subsidiaries, Group) for regular discussion of the operational and strategic decisions that best reconcile the Company's responsibilities to its employees with its economic interests.

Depending on local regulations and cultures, social dialogue is carried out with independent partners serving as employees' representatives. Occupational health and safety issues, working conditions as well as organisational changes impacting the professional environment are among the main topics dealt with.

In particular, the interests and rights of employees are taken into consideration through two central representative bodies: the Group Employees' Committee (set up in 2002) and the European Works Council (set up in 2003). Overseen by the Chairman and Chief Executive Officer, these bodies bring together employee representatives and the Group's executives. They are given economic and financial information about the Group's operating activities and their purpose is to provide a forum for exchange and discussion about its situation and strategy.

The Group Employees' Committee and the European Works Council each comprise 30 members who are employees of the Lagardère group in France and Europe respectively. Since the committee's membership was renewed in 2019 and until July 2024, French employees held 15 seats, with the balance held by representatives from the nine other European countries in which the Group has operations – Austria, Czech Republic, Germany, Italy, Netherlands, Poland, Romania, Spain and the United Kingdom.

The articles of association of the Group Employees' Committee and the European Works Council stipulate that each of these bodies must hold an annual ordinary plenary meeting convened by Lagardère's Chairman and Chief Executive Officer. In addition to these annual meetings, extraordinary meetings or meetings between committee members and these committees may be held if warranted.

Social dialogue continued throughout the year, in

particular in June 2024 when the 2023 report (on operational, financial, economic and social matters) and Lagardère's strategy were presented. At this ordinary meeting, the heads of the Group's divisions each presented their division's performance over the last twelve months and its outlook for the coming year, and answered questions raised by the employee representatives. The context of the spin-off project launched by the Vivendi group in December 2023 gave rise to many questions, which led to an extraordinary meeting of the Group Employees' Committee in July 2024.

Lastly, at the level of the Lagardère divisions, in 2024 discussions between Management and employee representatives were focused on the various operational projects in progress and their organisational impacts. This social dialogue at subsidiary level illustrates how the role of the Group Employees' Committee is to provide information about Lagardère's strategy as a group, but it does not replace the work of the local-level Social and Economic Committees (CSE) in the divisions.

Prisma Media policies and action plans

The challenge for Prisma Media is to encourage constructive and effective social dialogue, leading to better understanding and regular exchanges between employees and employers.

Social dialogue in France is based on a strict and constantly evolving regulatory framework, which governs the actions of Prisma Media's Human Resources teams. Elected members of Prisma Media's Social and Economic Committee meet once a month in ordinary sessions, with extraordinary sessions organised where appropriate to deal with more specific issues. Minutes are systematically taken at these meetings, while detailed reports are drawn up quarterly for meetings of the Health, Safety and Working Conditions Committee (CSSCT).

Prisma Media has also signed a number of collective agreements covering key aspects of labour relations. These include the agreement on the terms and conditions for disseminating trade union information via the company Intranet, signed in July 2017; the collective agreement on journalists' copyrights, signed in July 2015; and the agreement on reprographic rights, dating from January 2009. Elsewhere, a memorandum of understanding on

additional RTT days of paid leave, in force since September 2000, structures this fundamental aspect of labour relations.

2.3.1.2 Health and safety in the workplace

At Louis Hachette Group, health and safety in the workplace is a fundamental issue for protecting employees of both Lagardère and Prisma Media.

2.3.1.2.1 Lagardère policies and action plans

Although this issue potentially concerns all employees, certain functions are particularly exposed within Lagardère, namely load-handlers in Lagardère Publishing warehouses, employees in Lagardère Travel Retail stores and Dining points of sale, and Lagardère News journalists on the ground. Management of health and safety is made even more complex by the broad range of sites operated internationally, where local health and safety regulations vary from one country to the next.

Lagardère Publishing's workplace health and safety policy, applicable in France and internationally, is based on three main objectives:

- ▶ preventing work-related risks;
- ▶ providing appropriate health and safety training;
- ▶ protecting against harassment and psychosocial risks.

In terms of preventing work-related risks, each of the division's subsidiaries performs a specific risk assessment in conjunction with their Social and Economic Committee, if any. The prevention framework applies to all French and international subsidiaries with the aim of ensuring that they meet or exceed the requirements of local health and safety regulations.

In France, the results of the risk assessment are recorded in a specific occupational risk assessment register called the *Document Unique d'Évaluation des Risques Professionnels* (DUERP), which is updated every year or whenever a decision is taken to carry out major changes that could affect health and safety or working conditions. The preventive actions taken include the prevention of risks related to screen work (ergonomics and workstation layout), an emergency procedure to follow in the event of an accident or health or safety incident, and support for authors and employees in establishing constructive relations in order to prevent conflictual situations, violence and incivility. Employee representative bodies play an active role in developing and implementing preventive measures.

In the United Kingdom, Hachette UK has a Health and Safety Policy that provides guidance to directors, managers and team members on issues such as health and safety risk assessment. It also addresses important factors such as mental health, work-related stress, office equipment (screens, desks) and maintaining a good working environment. Specific measures have been put in place for certain jobs, including for night workers and load-handlers.

In 2024, Hachette Book Group launched an online health programme with Hinge Health to combat back and joint pain among its employees.

In Spain, Grupo Anaya introduced an online health service that offers psychological support for all employees and their spouses/partners and children.

With regard to training, all employees hired by the division in France and internationally, including temporary employees and interns, receive health and safety training. Training, instructions and information are provided according to each employee's specific needs, and inspections are regularly carried out to ensure that the applicable health and safety practices are followed.

Lagardère Travel Retail has also put in place a workplace health and safety policy designed to ensure a safe and healthy working environment for all of its employees, wherever they work and whatever their role.

The division makes sure it complies with all local and international health and safety regulations. It also strives to provide local medical cover to all employees. At local level, Lagardère Travel Retail also implements prevention and training plans, assesses occupational health and safety risks, and generally ensures compliance with the highest standards in health and safety through regular audits and certification procedures.

First aid training is offered in most of the division's countries, including Germany, the Czech Republic, Italy, the Netherlands, Austria, Romania and the United Arab Emirates, and refresher courses are given every year at the head office in France. In addition, workshops on well-being in the workplace, focusing in particular on gestures and postures and stress management, are organised in some countries, including the United Arab Emirates and Germany, and at the head office in France. In the United Kingdom and the United States, awareness-raising events on mental health are organised for both team members and managers.

A number of entities carry out health and safety risk assessments. In France, Lagardère Travel Retail regularly updates its DUERP for this purpose. In Germany, ergonomic risk assessments are carried out for all workstations, with particular attention paid to the workstations of pregnant women. The division's

entity in the Netherlands applies a Risk Assessment procedure (RI&E) in its stores and at its head office. Where necessary, an improvement plan is drawn up and implemented in order to ensure a safe and healthy working environment for employees.

To guarantee that the highest health and safety standards are met, the local entities conduct regular audits and apply for their practices to be certified. In Austria, for example, these audits are carried out twice a year by an occupational physician and a health and safety expert. The Italian entity has UNI ISO 45001:2018 certification – an international standard for implementing an occupational health and safety (OHS) management system. In Switzerland, a contract has been signed with a specialist company – F4S – to provide expertise in all areas relating to workplace health and safety (risk assessment, recommendations to improve company practices, etc.). In Germany, check-ups with occupational physicians and occupational health and safety inspections are carried out at least once a year in stores and at the head office.

Lagardère News and Lagardère Radio comply with the legal provisions in force in terms of workplace health and safety and take proactive measures to this effect.

The occupational physician visits the entities once a week and has regular discussions with the division's HR teams in order to report any problems encountered. Employees have access to a psychological helpline available 24/7, the number of which is displayed on each floor of the entities' premises and in the SharePoint app of the division's entities. A first-aid nurse is also on site throughout the year, who employees can go and see whenever they need to.

Elsewhere, managers are trained in handling psychosocial risks. At Lagardère News 22 managers followed one of these training sessions in 2022. At Lagardère Radio, these training courses are repeated every three years. They serve as both refresher training for managers who have already taken the course and initial training for new managers.

Lastly, a number of initiatives have been launched to encourage employees to adopt good practices in health and safety, such as the seasonal flu vaccination campaign, the "No Smoking Month" and breast cancer prevention as part of Pink October.

Health and safety has specific implications for media activities. In order to mitigate the risk of malicious acts (intrusions, sit-ins, verbal or physical aggression, terrorist attacks), and in line with France's "Vigipirate" terrorist threat security plan, the Safety and Security Department has launched an awareness-raising plan about malicious acts.

Consequently, there is a heavy security presence at the entrance to, and inside, the business line's head office, consisting of human resources (security guards) and equipment (X-ray machines, video surveillance, a security control centre, etc.). A total of 256 employees have been trained in how to respond to a terrorist attack. Likewise, journalists reporting from conflict zones are regularly given specific training.

2.3.1.2.2 Prisma Media policies and action plans

Prisma Media's HR team implements a range of measures to ensure the health and physical safety of its employees. An on-site nurse is an integral part of its teams and works in conjunction with an occupational physician, who is in-house one and a half days a week. In conjunction with the occupational health centre, conferences are regularly organised to raise employees' awareness of workstation ergonomics. The occupational nurse is also available to provide specific training on adapting workstations.

Annual training courses are organised to teach first aid, the use of defibrillators and fire prevention. First-aiders in the workplace (*sauveteurs secouristes du travail*) receive regular training to keep their skills up to date. Specific training is also offered to employees, for example to raise awareness of road risks, especially for sales staff and regional delegates.

The company has an internal Safety and Security Department responsible for managing audits on the employee safety and property security. These audits, carried out at regular intervals, may be followed up by action plans and measures to monitor progress. Regulatory audits are carried out in parallel by external companies such as Bureau Veritas. The Labour Inspectorate and the CRAMIF regional health insurance fund can also carry out safety audits.

Prisma Media's HR teams are also committed to implementing measures to guarantee the psychological health and safety of employees, with a number of preventive and monitoring initiatives in place. HR managers organise regular meetings to ensure employees' well-being and offer medical check-ups at the employer's request. Employees are also encouraged to consult the occupational physician before returning to work if they have been off for more than a month. A return-to-work protocol has been put in place to support these employees, involving an interview with the manager followed by a meeting with the HR manager, thereby helping to smooth the transition back to work and monitor in the situation going forward.

To offer additional support and expand the resources available, in 2020 Prisma Media set up a toll-free number for employees in partnership with the IAPR institute for mental health and psychosocial support. Accessible 24/7, this system offers up to five

confidential telephone or in-person interviews, as appropriate.

Where necessary, workstation adjustments are proposed, particularly for employees working on a part-time basis on health grounds.

Managers receive regular training to raise their awareness of spotting signs of suffering, prevent moral and sexual harassment, manage stress, emotions and addiction, and prevent inappropriate behaviour. Conferences are also organised to discuss these issues in depth with employees.

Teams working shifts are closely monitored from a medical perspective, with a preventive check-up on recruitment followed by a second check-up within 18 months. Pregnant employees working staggered hours are entitled to an enhanced medical check-up to ensure their well-being during this special period.

Lastly, employees suffering from endometriosis are able to work from home up to five days a month.

Health and safety risks are listed in the occupational risk assessment register (*Document Unique d'Évaluation des Risques Professionnels* – DUERP). This document lists the risks identified and the measures put in place to limit or even eliminate them where possible. It is updated at least once a year, or whenever a new risk is identified, and is reviewed by HR managers together with the Safety Department. Risks are classified based on their frequency and severity. The register is accessible to all company employees and formally shared with employee representative bodies (CSE, CSSCT).

Four meetings a year are organised by the CSSCT to discuss employee health and safety with staff representatives. Specific meetings can be scheduled if warranted by events, as was the case during the Covid-19 crisis.

2.3.1.2.3 Outcomes

Number of work accidents and days' absence due to sick leave¹

Division	Number of accidents	Number of working days lost
Lagardère Publishing	152	6,927
Lagardère Travel Retail	924	9,419
Other Activities	13	1,456
Lagardère 2024	1,089	17,802
Prisma Media	10	99
LHG 2024	1,099	17,901

¹ Reported work accidents and days of sick leave include commuting accidents deemed to have occurred in the course of work.

Frequency and severity rate ¹and lost time related to work accidents

Division	Frequency rate	Severity rate
	2024	2024
Lagardère Publishing	11.62	0.53
Lagardère Travel Retail	16.74	0.18
Other Activities	9.04	1.01
Lagardère	15.62	0.26
Prisma Media	6.35	0.06
LHG	15.42	0.25

Social dialogue and health and safety

LHG indicators	2024
Percentage of the workforce at an entity with a health and safety committee	81
Percentage of the workforce at an entity with regular health monitoring	67
Percentage of training hours dedicated to health and safety	13

2.3.1.3 Equal treatment and opportunities for all

Workforce diversity is a fundamental challenge for Louis Hachette Group, a major part of whose business is content production (Lagardère Publishing, Lagardère News and Lagardère Radio, Prisma Media). By promoting a broad diversity of backgrounds, experiences and sensibilities among its employees, Louis Hachette Group entities are able to create varied works and content, offering a multitude of unique perspectives and approaches. This diversity is essential if the Group is to serve an increasingly broad and diverse audience. In Travel Retail, the diversity of sales teams also makes it possible to reflect the multifaceted expectations of customers.

2.3.1.3.1 Gender equality and the fight against discrimination

Louis Hachette Group is committed to gender equality and the fight against discrimination through the active policies of its entities, Lagardère and Prisma Media.

Louis Hachette Group's weighted equal pay index as calculated based on the scope of entities subject to disclosure in France (law no. 2018-771 of 5 September 2018 on the freedom to choose one's professional future) came out at 93/100 for Lagardère and 93/100 for Prisma Media, a testimony to the Group's commitment.

Lagardère policies and action plans

Adapting to local cultures, the diversity of consumers and the wide variety of markets are strategic factors in the development of all Lagardère businesses in every country in which they are present. Given its wide range of business activities and the broad array of expertise provided by its workforce, Lagardère promotes diversity in its subsidiaries through the commitment of its human resources departments.

As underlined in its Code of Ethics, Lagardère is opposed to all forms of discrimination based on a person's racial or ethnic origin, lifestyle, age, sex, political or religious opinion, trade union affiliation, disability or sexual orientation. Lagardère works to apply and promote the International Labour Organization's fundamental principles on eliminating discrimination in respect of employment and occupation and stamping out forced and compulsory labour.

Promoting gender equality and combating stereotypes are two of the main thrusts of Lagardère's diversity strategy.

Women in the Group

Women continue to occupy a central position in Lagardère's workforce. In 2024, for example, they represented 62% of Lagardère's total permanent workforce and 60% of managers. The steady increase in the percentage of women in senior management prompted Lagardère, starting in 2021, to focus its efforts and define a target relating to a smaller number of "top executives", representing a little

¹ Frequency rate = (number of work accidents resulting in lost time x 1,000,000)/theoretical number of hours worked.
Severity rate = (number of days of lost time x 1,000)/theoretical number of hours worked.

more 350 people. Within this group¹, the proportion of women has risen from 42% at end-2020 to 44% in 2021, 45% at end-2022 and 46% at end-2023 and 2024, which was above the objective of 45% set in early 2021 for the end of 2024. This objective has also been included in the variable remuneration of corporate officers.

One of the ways the various business lines support women is through a cross-division mentoring programme led by the LL Network, an employee advocacy group set up in 2018 dedicated to promoting gender balance for all employees in France. In 2024, the fifth class of mentees benefited from the experience of executives from all divisions. This network is also one of the vectors through which Lagardère demonstrates its commitment to a range of causes in support of women, such as the #StOpE initiative working to put an end to casual sexism in the workplace.

At Hachette Livre in France, a specific gender equality policy was put in place, aimed in particular at reducing pay gaps. Internationally, Hachette UK has set up a Gender Balance Network, which in 2023 regularly organised discussions on pay-related transparency and career opportunities. In 2024, this initiative was recognised by *The Times*, which ranked the company as one of the Top 50 Employers for Gender Equality for the fifth year running. In addition, in 2024 Hachette UK continued to work with Business In The Community (BITC) to further its commitment to gender equality through responsible commercial practices, transparency and measurable progress.

Another of Lagardère Publishing's actions is its increase in parental support measures over recent years. For example, since 2022, Hachette Livre in France has strengthened its commitments in terms of equality in the workplace, with employees covered by an agreement signed with the company's employee representative bodies guaranteeing 100% salary continuation for employees on second-parent leave, in response to the legal extension of this leave to 25 calendar days. In partnership with the Gender Balance Network, Hachette UK has also revised its parental leave policies to make them more inclusive, in particular by adjusting the terminology used for maternity and paternity leave, and in 2024 expanded its Parental Mentoring and Support programme, offering support to parents on their return to work. It has also introduced policies to support women during the menopause and pregnancy and in the event of the loss of a child.

Lagardère Travel Retail also actively promotes workplace gender equality by encouraging all of its

entities to set up systems to rigorously track gender pay gaps on an annual basis. In some countries, the equal pay processes in the group's entities have been officially certified. This is the case in Iceland, for example, which was awarded equal pay certification in 2024 as a result of reducing its pay gap to just 0.9% during that year. The measurement of this metric, which is required by law, will be audited annually. Lagardère Italy obtained "Gender Equality Certification" in 2023, after scoring 100% for all of the applicable performance indicators. In parallel, effective from 2024, Lagardère Travel Retail carries out a consolidated analysis of the gender pay gap that covers the remuneration components of all of its employees worldwide.

Lagardère Travel Retail has also introduced various initiatives to support the career development of its female employees. For instance, at its head office in France, it offers a training programme specifically for women managers, which includes a two-day face-to-face module on "women in leadership roles", supplemented by an individual coaching option. In Spain, special training courses on women's career development are offered to head office staff, and a dedicated budget has been set aside for boosting the careers of female talent identified during staff reviews. In Poland, a partnership with Cari Craden – an internationally renowned coach and public speaking expert – has led to the creation of "Women Empowering" career development programmes. In 2023 and 2024, 15 women managers took this training.

Lagardère News and Lagardère Radio are also continuing their efforts to maintain gender balance in their businesses. At 30 June 2024, the News division's workforce was made up of 52% men and 48% women. The Executive Committee has a perfect gender balance, with five men and five women. Men and women in both business lines receive equal pay for work of equal value, At Europe 1, as part of the "NAO" statutory annual salary bargaining agreement in France, a specific budget was set aside at the start of 2024 dedicated to narrowing the gender pay gap. And through their respective Human Resources departments, Lagardère News and Lagardère Radio are committed to guaranteeing strictly equal treatment of men and women at each stage of their careers.

Fight against discrimination

As part of its CSR policy and "Diversity and Inclusion" commitment, Lagardère set itself a target for 2024 of raising awareness among a majority of its employees about the prevention of moral and sexual harassment in the workplace. A training module has

¹ This group includes (i) members of the Executive Committee and their direct reports, (ii) members of the enlarged Executive Committees and Management Committees of Lagardère Publishing, Lagardère Travel Retail and Lagardère News, (iii) management teams of independent country entities for Lagardère Travel Retail, and (iv) senior executives for Lagardère Publishing.

been made available within the entities to provide their employees with the knowledge, reflexes and resources required to identify, prevent and promptly deal with any incidents of harassment they may encounter in their working environment. At 31 December 2024, Lagardère had raised awareness about the prevention of moral and/or sexual harassment among 81% of its employees.

For example, Hachette Livre has made available to all of its employees in France, and in particular to new hires, an awareness-raising and self-assessment web app on diversity and exclusionary behaviour, developed in partnership with Me&YouToo.

In the same vein, Hachette Livre carries out a range of measures to promote inclusive recruitment in order to ensure diversity within its teams. In the United Kingdom, for example, Hachette UK pursued its "Changing the Story" programme in 2024, through a range of different actions, partnerships and employee networks.

Similarly, Hachette Book Group continued its efforts to promote diversity and inclusion in 2024. The responsibilities of its Director of Diversity, Equity and Inclusion, who was appointed in 2021, were extended to cover Hachette UK, and she now also serves as Hachette Book Group's Chief Human Resources Officer. This strategic decision was made in order to support the subsidiary in its aim to become a more diverse, inclusive and equitable company, by promoting greater representation of people of colour in management positions, workplaces and publishing programmes.

In terms of fighting discrimination and promoting diversity and inclusion, the Lagardère Travel Retail division has also rolled out a number of specific initiatives in all the territories in which it operates. HR managers in each country have been made aware of the importance of setting up diversity and inclusion committees, and these committees are already up and running at Frankfurt airport in Germany, as well as in Spain, the United States, Italy and at the division's head office in France. Also, anti-harassment officers have been appointed in Belgium, the United Arab Emirates, the United States, Italy and the Netherlands and at the division's head office in France.

An inclusive recruitment process has also been introduced, with the requirement to systematically mention the commitment to diversity in all job offers posted by the division and its entities. In addition, Lagardère Travel Retail continuously encourages the recruitment of young graduates, seniors, interns and work-study students, and offers placement opportunities for people on "VIE" overseas programs. In parallel, the division's international subsidiaries organise their own local initiatives. For example, since 2022 the subsidiary in Peru has run a recruitment programme in partnership with Lima

airport for young people from disadvantaged backgrounds. In 2024, the Peru subsidiary had 20 young people on this scheme in its workforce. In Bulgaria, the division's subsidiary goes far beyond the country's legal requirements, by applying a strict procedure on equal treatment for employees, right from the recruitment stage and throughout their careers.

Prisma Media policies and action plans

Prisma Media is committed to promoting gender balance and diversity within its teams, ensuring a balanced representation among its employees in terms of gender, cultural and socio-economic background, sexual orientation, age and disability.

Since the beginning of 2021, Prisma Media and its management have been mobilising employees around a shared commitment, "Faith in diversity". Through this manifesto, Prisma Media is committed to promoting diversity in its ecosystem, representing the broad spectrum of French people within its company and innovating through and for diversity. A multi-disciplinary Diversity Committee, set up in 2019, works closely with management to define and integrate this strategy into internal practices and the content offered.

Gender balance

In 2024, Prisma Media continued its initiatives in favour of gender equality, achieving notable results, particularly in terms of representation. Women now account for 65% of the company's workforce, and 64% of the manager community, defined as roles supervising at least one permanent employee. In addition, Prisma Media's Executive Committee maintains best-in-class gender equality, confirming the group's commitment to ensuring that women are properly represented in its management bodies.

These advances have led Prisma Media to focus its efforts on professions where women are traditionally under-represented. In this respect, the company has set itself a target regarding women in technical professions, across all contracts and with equal skills. This target was set at 42 in 2024, when 37 women held technical roles at Prisma Media. This target has also been incorporated into the variable remuneration criteria for its senior executives.

Prisma Media's commitment to gender equality is based on an action plan put in place in 2015 and structured around several priorities. The aim is to increase the representation of women in positions of responsibility by raising awareness among managers, identifying talent and providing dedicated training. Efforts to reduce the pay gap are based on an analysis of the gender pay gap; a specific budget is set aside in this regard and a pay review on return from maternity or adoption leave. The company also makes it easier to reconcile professional and personal

life, with schemes such as full pay during paternity leave, flexible working hours for mothers-to-be and one-on-one interviews after extended periods of absence. Specific training courses are also offered to develop women's managerial skills.

Prisma Media also continues to combat sexual harassment, appointing a Human Resources Director in 2019 who is responsible for guiding, informing and supporting employees in the fight against sexual harassment and sexist behaviour. Any reports of sexual harassment can be made to the HR Director, as well as to HR managers or the Secretary General of Prisma Media.

Fight against discrimination

A signatory of the Diversity Charter since 2011, Prisma Media is committed to promoting corporate diversity and combating discrimination in employment.

To ensure fairness, the recruitment process involves several interviews with different people, reducing the risk of hiring bias. Specific work has been carried out on the online candidate application tool, which saw more than 49,000 applications in 2024. The online form has been simplified to remove potentially discriminatory elements, such as place of residence. Prisma Media's entire recruitment team has undergone anti-discrimination training, and all recruitment partners are made aware of this essential issue in an e-learning module entitled "Recruiting without discrimination", available to all managers on the company's training platform.

Prisma Media is a responsible community player and welcomes young people from disadvantaged educational backgrounds (REP and REP+) in Gennevilliers. In 2024, Prisma Media welcomed 90 young people from such backgrounds on internships or work-study courses. In terms of recruiting young people from disadvantaged educational backgrounds, a target of 22 new hires was set for 2024. This target is incorporated in the variable remuneration paid to managers.

Prisma Media also runs awareness-raising and training initiatives in this area. In 2024, 88% of employees had taken the e-learning course "Taking action against harassment", which has also been rolled out within Lagardère. Since 2019, a zero tolerance clause regarding discriminatory behaviour has been systematically included in employment contracts, with this policy being strengthened in 2023. Prisma Media also supports the LGBTQIA+ community, running awareness-raising initiatives including a quiz broadcast on Coming Out Day in October 2024, aimed at promoting inclusion and combating homophobia and transphobia.

This commitment to fighting discrimination is reflected in the results of the Prisma Media&Moi internal satisfaction survey conducted in 2024, in

which 89% of employees who responded said they felt they could be themselves at work without fear of feeling left out because of their personal preferences. This result marks a 31-point increase on the previous survey carried out in 2019, testifying to the significant progress made in this area.

2.3.1.3.2 Integrating employees with disabilities

Lagardère policies and action plans

In France, Hachette Livre set up its own Mission Handicap programme in 2015, and was among the first companies to sign the charter for the inclusion of people with disabilities in the workplace. Hachette Livre's Mission Handicap programme in France works to raise awareness of disability within the company and to adapt workstations to the specific needs of employees.

Outside France, Grupo Anaya works with a number of players in Spain to promote the recruitment and retention of people with disabilities: the subsidiary regularly submits job offers to the Public Employment Service, concludes agreements with temporary employment agencies to facilitate the inclusion of people with disabilities in their workplace, and works with special employment centres to improve their employability. Grupo Anaya has also set up service contracts to enable disabled people to work for the company. This initiative is being carried out in collaboration with the FDI Foundation, a Spanish not-for-profit which works to promote the professional integration of people with disabilities or those at risk of exclusion.

Hachette UK runs similar initiatives. Certified a Level 2 Disability Confident Employer, the subsidiary is actively committed to recruiting, retaining and supporting people with disabilities, in particular through accessible recruitment processes and workstation adjustments. Hachette UK is also a member of The Valuable 500, an international movement that places the inclusion of people with disabilities at the heart of corporate strategies. In 2023, the subsidiary launched the Recite Me accessibility tool, which complies with WCAG 2.1 AA standards, facilitating access to its digital platforms for everyone, including people with visual or cognitive impairments or specific language needs. In 2023 and 2024, Hachette UK put in place accessibility and neurodiversity policies, with guidelines for managers on adapting jobs, using inclusive language and providing workplace support. These policies are reviewed annually, in collaboration with the internal Accessibility network and in partnership with the Business Disability Forum.

In 2024, Hachette Book Group organised a training session on diversity, equity and inclusion to help managers provide better support for neurodiverse employees. This training covered employees' full

career path, from the recruitment interview through to induction and career development. Hachette Book Group has embedded best practices learned from its initiatives into its HR processes.

For its part, Lagardère Travel Retail France has set up a disability awareness programme, which includes a company-wide agreement promoting the recruitment of workers with disabilities. Disability awareness workshops are held at its head office every November. In Spain, partnerships have been forged with organisations promoting the employment of people with disabilities.

Lastly, each year Lagardère News and Lagardère Radio take action during the European Week for the Employment of People with Disabilities, in particular by inviting employees to take part in DuoDays: a day (or half-day) during which people with disabilities visit one of the company's departments. In November 2024, a "silence café" was organised during which all orders for drinks in the cafeteria had to be made in sign language.

Prisma Media policies and action plans

Prisma Media is committed to constantly improving the integration of employees with disabilities, by promoting a better understanding of their needs and thereby providing them with effective support. As a signatory of the Diversity Charter and a partner of the LADAPT association for the social and professional integration of people with disabilities since 2011, Prisma Media focuses on a skills-based approach, both in terms of access to employment

and career development, regardless of difference. It takes part in DuoDays, which in 2024 saw the formation of four duets between professionals and persons with disabilities, aimed at promoting the professional integration of disabled people.

Prisma Media also carries out various awareness-raising initiatives. In 2024, conferences were organised on the subject of disability, featuring an inspiring talk by Abdoullah Aït Bella, a Paralympic athlete, and discussions on career paths highlighting the richness of diversity. Five HandiPlus ambassadors were also appointed to raise awareness among their colleagues, change perceptions and encourage free expression of difficulties encountered, along with two Mission Handicap relays. As part of the European Week for the Employment of People with Disabilities, a breakfast event was held to introduce the HandiPlus ambassadors, while a wheelchair basketball workshop was held to mark the 2024 Olympic Games.

People with disabilities within Prisma Media benefit from concrete support measures. Personalised assistance is offered to help employees adapt their workstations to meet their specific needs, in collaboration with dedicated relays. Prisma Media will provide funding covering the entire mutual insurance contribution of employees who are recognised as disabled workers ("RQTH") in France in 2025.

Lastly, initiatives have been developed for carers, including the production of a support guide and the continuation of the donation scheme whereby employees donate days of additional RTT paid leave.

Outcomes

LHG indicators	2024
Percentage of women top executives	46
Percentage of women managers	60
Percentage of managers to receive diversity awareness-raising or training	22
Percentage of permanent employees classified as disabled at 31 December	2.70
Number of permanent employees classified as disabled at 31 December	1,053

2.3.2 SOCIETAL INFORMATION

Buoyed by the visionary legacy of Louis Hachette, Louis Hachette Group continues to promote education and access to culture, as well as pluralism and freedom of expression, through its various businesses, thanks to a huge diversity of content.

2.3.2.1 Contribution to education and access to culture

Through the intrinsic nature of Louis Hachette Group businesses, Lagardère Publishing (publishing), Lagardère News (press), Lagardère Radio (radio),

Lagardère Live Entertainment (shows) and Prisma Media produce informative, educational and cultural content. These businesses therefore have a key role to play in facilitating access to education and helping to make culture available to all.

Lagardère policies and action plans

"Sharing the social and cultural diversity of our businesses" is one of the four pillars of Lagardère's CSR and sustainable development strategy, with access to education and entertainment one of two priorities.

Lagardère Publishing affirms its commitment to making education and culture more accessible for all by striving to reduce barriers to access to its content and by taking into account the needs of a wide audience of readers.

In terms of content accessibility, Hachette Livre seeks to make all its new books in print available in digital versions and natively accessible in ePub3 format, in order to meet the needs of readers that are blind, visually impaired or suffer from learning difficulties. By signing the Accessible Books Consortium (ABC) Charter in 2019, the division has committed to bringing its digital books into line with the standards of European Directive 2019/882 by 2025. In 2024, 100% of new books in print published by the Group offered Level 1 accessibility, which corresponds to production in the ePub 3 format, and 98% offered Level 2 accessibility, an enhanced accessibility standard validated by the Accessibility Checker for ePub (ACE) software. In 2024, the focus was on adding alternative text to images to enhance the reading and learning experience.

Hachette Livre has also formed partnerships with specialist organisations to make its content accessible to a wide audience. In France, 18 of the Group's imprints are working with Mobidys to adapt books in accessible formats (Frog, Daisy) for readers with dyslexia or learning difficulties. Through this partnership, more than 300 titles for the general public and for educational purposes have been adapted and made available to schools.

Outside France, Hachette UK is working with the Royal National Institute of Blind People (RNIB) to make its books accessible via the RNIB Bookshare platform, which is adapted to the needs of the visually impaired. In 2024, Hachette UK became the first UK company to publish a book in partnership with NaviLens, an accessibility technology for visually impaired people. This system uses specialised QR codes which, when scanned, trigger audio messages, offering an inclusive and accessible reading experience. In Spain, Grupo Anaya is working in particular on the accessibility of its manuals in paper and digital format, and is collaborating with specialist companies to ensure that its resources are accessible to people with disabilities. By applying the Universal Design for Learning (UDL) guidelines, it anticipates the specific needs of pupils, offering them tools to overcome various learning difficulties, whether cognitive or sensory.

Audiobooks are another strategic priority for Hachette Livre, which is striving to increase the availability of this format in its main markets in order to meet the needs of the visually impaired and those with reading difficulties. The audiobook format is growing strongly in France, the US, the UK and Spain. In France, in October 2024, a partnership was launched with Spotify to offer premium subscribers

extended access to the catalogue of audiobooks distributed by Hachette Livre, including Audiolib, France's leading audiobook publisher. This partnership aims to increase the availability of literary works for a wide audience, including younger generations, while ensuring fair remuneration for authors and rightsholders.

In addition to its commercial activities, Hachette Livre also supports access to reading by donating books, both within and outside France. In 2024, within the scope of its partnership with Sciences Po, Hachette Livre supported the *Mon Projet, Notre République* (My Project, Our Republic) event by donating 150 books to students in disadvantaged neighbourhoods. In the US, Hachette Book Group supports the National Book Foundation's Book Rich Environments initiative, which aims to provide quality books to children and families from public housing communities across the country. In 2024, Hachette Book Group donated more than 14,800 books within the scope of this partnership, helping to reduce reading inequalities. Hachette Book Group also donated more than 22,000 new books to over 20 charities that promote diversity and support disadvantaged communities in the United States.

Lastly, Hachette Livre supports research and development in the education sector. Since 2017, the division has been an active participant in the Educapital fund, which supports innovative start-ups in the field of education in order to improve the accessibility and quality of educational resources. At the same time, Hachette UK has been working with the National Literacy Trust for the past three years as part of the Changing the Story Reading Programme, using Hodder Education's Reading Planet resources to help children with reading difficulties.

For their part, Lagardère News and Lagardère Radio promote education and culture by disseminating enriching and diversified content. Through their media brands, these entities are actively committed to sharing knowledge and stimulating curiosity by offering their audiences a wide range of programmes and publications on a broad spectrum of cultural topics, from literature and the arts to current affairs and history.

Europe 1 offers programmes specifically devoted to culture. This is the case, for example, with *La voix est livre*, a programme hosted by Nicolas Carreau every Sunday in which literature is given pride of place, or *Au cœur de l'histoire*, a daily broadcast in which historians Stéphane Bern and Virginie Girod discuss inspiring figures from Antiquity, the Middle Ages, the Renaissance and the present day.

Culture is also promoted through features on programmes, such as *La prescription culture* on Europe 1. Every day on *Europe 1 Matin*, two presenters

discuss the latest cultural news, including not-to-be-missed concerts, books, films, new plays and series.

In the written press, *Le Journal du Dimanche* and *Le JDN* have an arts and culture section. For example, *Le JDN* publishes a weekly column entitled "Movies on Wednesday", which discusses the week's main film releases. The general public can learn about the latest cultural developments and recommended cultural events through reviews, artist portraits and in-depth analyses.

Through its live entertainment production business, Lagardère Live Entertainment also contributes to promoting education and access to culture.

Lagardère Live Entertainment has set up 'solidarity ticketing' offering reduced-price and free tickets to encourage people on low incomes, young people and people from disadvantaged backgrounds to take part in the cultural events it produces. Specific initiatives are also being deployed to make the venues and shows accessible to people with disabilities, in particular those suffering from autism spectrum disorders (ASD), including infrastructure with adapted access, sensory kits and guides.

Hachette Foundation for Reading

Created in 2021, the Hachette Foundation for Reading, housed at the Fondation de France, is dedicated to encouraging reading and writing and, more generally, promoting the French language across every demographic, with particular attention paid to children, young people and the reading-averse.

Because reading is a vehicle for culture and discovery, as well as a gateway to knowledge, the Hachette Foundation for Reading has two main missions:

- ▶ reading and education: supporting initiatives promoting access to education, preventing illiteracy and reducing school drop-out rates, by targeting children, young people and their families in order to promote access to knowledge and the pleasure of reading;
- ▶ reading and social cohesion: supporting projects that use reading as a tool for the inclusion and integration of those that are marginalised or vulnerable through disability, poverty, incarceration and illiteracy), with an emphasis on learning or re-learning to read and write.

As an extension of Lagardère's activities, the Foundation supports those committed to these causes, thereby expanding its role as a leading player and disseminator of culture.

In 2024, from among the 177 applications received, the Foundation chose to support eight new projects, awarding them grants ranging from €10,000 to €78,000. For example, it supports the *Courir Lire*

ApPrendre à Écrire (CLAPE) project in Senegal run by PLAY International. This project which promotes learning and the acquisition of basic reading and writing skills through sports-based educational games for vulnerable pupils from nursery to junior school. The Foundation also supports the ApiDV association for the visually impaired and its *Transcriptio* project, which is a bespoke service for transcribing and adapting books so that visually impaired students have access to the bibliography they need to pursue their higher education studies.

Since its creation, the Foundation for Reading has supported 29 initiatives that democratise reading and books, enabling as many people as possible to (re)discover the pleasure of reading both within and outside France.

Prisma Media policies and action plans

In 2024, Prisma Media reaffirmed its commitment to making the press and media more accessible, by developing initiatives tailored to a wide variety of audiences.

Among these new initiatives, the launch of new editorial offerings has helped to widen access to reading and information. *Mortelle Adèle*, a children's magazine designed in collaboration with the authors of the famous comic strip, aims to introduce young people aged 8 to 12 to the press. In December 2024, *Programmes Télé 15 Jours* was launched for the over-50s, with content and format (font size) offered at an affordable price. Other initiatives, such as the launch of *CuisineAZ Magazine* dedicated to simple and affordable gastronomy in October 2024, and of *Femme Actuelle Jeux Vacances* offering more than 700 games at an affordable price in April 2024, round out these efforts.

Prisma Media is also involved in teaching young people about the media. The company was a partner of the Press and Media Week at School (*Semaine de la Presse et des Médias dans l'École*) held in March 2024 on the topic of verifying sources. This initiative, supported by the Ministries of Education, Youth and Sport, and Culture, was designed to develop the skills of pupils from infant to high school so that they can understand and analyse the media, check sources of information and take an interest in current affairs. To this end, Prisma Media distributed 20,400 magazines in print and digital format to schools to be used as teaching aids.

In parallel, it also continued to promote young talent. For the seventh year running, the GEO Young Reporter Scholarship will enable a young journalist or photojournalist to craft a report published in the magazine and on its website, thanks to €5,000 in funding and support from GEO's editorial team. The deadline for applications is January 2025.

Lastly, Prisma Media has strengthened its commitment to content accessibility. The company's journalists have received training in writing in plain language with the aim of making content more accessible to people with disabilities. In 2024, adapted articles were published on the *Télé Loisirs*,

Ça m'intéresse, *Femme Actuelle* and *Capital* websites during the European Week for the Employment of People with Disabilities, along with guides to facilitate access to information. All videos published on Prisma Media brand websites are also subtitled.

Outcomes

Lagardère indicators	2024	2023	2022
Percentage of e-books available in ePub3 format among new books intended for the general public and sold in bookstores (excluding comics and illustrated books) in the Lagardère Publishing catalogue at year-end	100	99	99
Percentage of e-books available in ePub3 format among new books intended for the general public and sold in bookstores (excluding comics and illustrated books) that successfully passed the Level 2 Accessibility Check for ePub in the Lagardère Publishing catalogue at year-end	98	84	71
Number of audiobooks available in the Lagardère Publishing catalogue at year-end	26,029	23,594	21,011

2.3.2.2 Freedom of expression and pluralism

Within Louis Hachette Group, Lagardère Publishing, Lagardère News, Lagardère Radio and Prisma Media operate in sectors where the quality and reliability of content are crucial. All players have a major responsibility in their editorial choices to ensure that freedom of expression is respected, that the difference between fact and fiction is clear, that information is reliable and stems from verified sources and that diverse and inclusive points of view and stories are put forward.

2.3.2.2.1 Lagardère policies and action plans

Defending pluralism and freedom of expression is the second priority of the "Sharing the social and cultural diversity of our businesses" pillar of Lagardère's CSR strategy.

Publishing activities

Lagardère Publishing is committed to preserving the crucial role of reading as a vehicle for culture, discovery, opinion and debate.

To guarantee editorial independence, the division is organised based on the independence of its imprints, which are the sole decision-makers on the content they publish. Lagardère imprints identify the widest possible range of authors and are committed to ensuring that under-represented voices are heard. Having the broadest possible range of authors is essential if the division is to keep pace with society and reach new audiences.

Hachette Livre operates in a wide variety of markets, such as books, partworks, board games, stationery and games studios. More than 15,000 new titles were published in the book market in 2024, in segments as varied as General Literature, Textbooks, Children and Young Adult, Practical guides, Comics and Manga, Tourism, Fine Art and Dictionaries.

Hachette Livre group imprints encourage the emergence of impactful content by tackling a broad spectrum of topics such as ecology, feminism, inclusion and diversity. This is especially the case, for example, for the ethical and ecological publisher La Plage, the feminist collection Les Insolentes launched in 2021 by Hachette Pratique, and the *Nouveaux jours* label launched by JC Lattès in 2023.

In addition, Hachette Livre imprints are creating spaces where as many different voices as possible can be heard. In 2020, for example, the La Grenade label was created by JC Lattès with the aim of promoting stories steeped in diversity. A number of international initiatives have been launched with the same objective. At Hachette UK, Dialogue Books,

created in 2017, spotlights minority voices (ethnic, social, LGBTQ+). A new literary award, the Mo Siewcharran Prize, was created in 2019 to reward authors from minority backgrounds.

In the UK, Hachette UK also runs The Future Bookshelf, featuring competitive prize-giving creative writing programmes, mentoring opportunities and skills development support for aspiring authors and artists from under-represented backgrounds. The aim is to discover works that might not otherwise have been published, and to create richer, more diverse catalogues within the Group's different imprints.

At Hachette Book Group in the United States, the Legacy Lit imprint launched in 2020 is dedicated to giving voice to under-represented communities. Within Grupo Anaya in Spain, collections such as Editorial Cátedra's *Feminismos* and Oberon respectively offer critical studies of women through time and topical issues such as the struggle for equality by the LGBTQ+ community.

A founding member of the PEN International group of publishers, Hachette Livre is a donor to PEN America, supporting and defending freedom of expression, free thinking and informed, nuanced debate. As such, Hachette Book Group donated USD 250,000, on the occasion of the PEN America 2024 Literary Gala, honouring the likes of Paul Simon, Almar Latour, Phạm Đoan Trang, Ruby Freeman, and Wandrea "Shaye" Moss. The event raised USD 2.75 million.

Media activities

At Lagardère News and Lagardère Radio, pluralism and freedom of expression are guaranteed first and foremost by the fact that all editorial teams are made up of journalists with a press card, with all editors-in-chief also press card holders. This ensures the respect of the principles of independence in the exercise of the profession and uncompromising integrity in the verification and sourcing of the information reported. Lagardère News and Lagardère Radio are particularly careful to ensure that all editors-in-chief of media classified as "General and political information" (Europe 1, *Le Journal du Dimanche* and *Le JDN*) are press card holders.

Lagardère Radio's policy in terms of freedom of expression and pluralism is defined by the rules laid down by French industry regulator Arcom. In return for the free use of a public frequency, radio stations have to meet certain obligations. In particular, they must ensure that each political movement is fairly

represented in their broadcasts, with Arcom responsible for guaranteeing this pluralism.

Radio stations therefore have to keep a tally of the time spent by politicians on air during their programmes. This calculation is carried out during election periods but also outside them, throughout the year.

Arcom assesses compliance with the principle of fairness between candidate lists or between the candidates themselves – and even the equal representation of candidates for the presidential election – throughout the campaign period.

In July 2024, Arcom published a new policy statement on compliance with the principle of plurality of thought and opinion, which supplements the current system. In its decision of 13 February 2024, the Conseil d'Etat, France's highest administrative court, ruled that in carrying out its duties, Arcom had to take account of the diversity of thought and opinion represented by all the participants in its broadcasts, not merely the airtime granted to political figures.

This assessment applies in particular to news and information programmes, although all programmes are concerned. It will cover a minimum of three months for all radio broadcasters in particular. In the event of failure to comply with these rules on pluralism, the media may be sanctioned by Arcom. To support this policy, Lagardère Radio is carrying out a number of key actions.

Since 1 January 2024, Europe 1 has chosen to outsource the measurement of airtime given to politicians and their supporters. Each month, Europe 1 provides Arcom with statements relating to political appearances on its airwaves.

In addition, Lagardère Radio continued its climate media agreement with the French government, committing the company to monitoring and disclosing the number of hours devoted to environmental issues on its radio stations. In 2024, more than 50 hours were devoted to these topics on the division's radio stations. In addition to this agreement, the entity also provides Arcom with annual reports on the various topics it has committed to tackling in its programming, from violence against women, the environment, healthy eating and lifestyle, to disability and parasport, women's sport and media education.

In addition, pursuant to Article 30-8 of the law of 30 September 1986 on freedom of communication (the "Léotard law"), Europe 1 has set up an Ethics Committee responsible for promoting the principles of honesty, independence and plurality of information and programmes. This Committee is required to inform Arcom of any fact likely to contravene these principles. The Committee's three

members are: Bénédicte Wautelet, General Counsel of the Figaro group, Yann Bucaille-Lanrezac, Founder of Café Joyeux, and Agnès Vincent-Deray, journalist, producer and former member of the French Broadcasting Authority (*Conseil Supérieur de l'Audiovisuel*), which became Arcom in 2022.

Live entertainment activities

For its part, Lagardère Live Entertainment strives to guarantee a creative environment where the diversity of ideas and voices is respected and encouraged. The entity seeks to produce and promote cultural works that reflect a plurality of viewpoints, ensuring that every artist has the opportunity to express themselves freely, while respecting human rights and universal values. In terms of programming diversity, Lagardère Live Entertainment hosts all types of shows without discrimination, with the exception of those affiliated to a political party. Lastly, it supports social projects by promoting causes and initiatives of general interest through its shows.

Lagardère Live Entertainment's policy in terms of freedom of expression and pluralism is supported by the implementation of various actions deployed on an ongoing basis.

Firstly, Lagardère Live Entertainment supports artistic diversity by promoting artists from all backgrounds, particularly those from minorities or groups under-represented in the cultural industry (gender, ethnicity, sexual orientation, disability). Shows produced include works by emerging artists from a wide range of social and cultural backgrounds, representing a plurality of voices and encouraging a diversity of content on stage.

Secondly, Lagardère Live Entertainment guarantees editorial freedom. The artists scheduled and produced by the division enjoy total freedom in the creation and choice of topics addressed in their works. No topic, however sensitive, should be censored, as long as the works respect human rights and the dignity of each individual.

Lastly, the business line supports social projects by organising non-profit concerts in aid of charitable organisations such as *Gala Hope*, *À la vie à l'amour* and *La nuit de la Déprime*. Artists in the division support associations for which they perform in aid of certain causes. Lagardère Live Entertainment venues can also be used to host not-for-profit organisations. For example, a *Restos du Cœur* concert was held at the Arkéa Arena in January 2024. The division also strives to raise awareness of social issues through socially committed shows. In January 2024, for example, L Productions produced *Corps à Cœurs*, a unique show about bodily acceptance, at the Folies Bergère.

2.3.2.2.2 Jean-Luc Lagardère Foundation

In line with Lagardère's business activities, the Jean-Luc Lagardère Foundation, which is housed at the Fondation de France, seeks to promote the freedom of creation, self-expression and information.

Each year, it awards grants to young culture and media professionals aged 30 or under (or 35 or under in specific cases) in the following categories: Documentary Film-maker, Animated Film-maker, Writer, Print Journalist, Bookseller, Musician, Photographer, Film Producer and Television Scriptwriter.

Awarded by juries of professionals from a variety of backgrounds, these grants are also a way of guaranteeing the plurality of the content that will be broadcast tomorrow.

Since the inaugural Jean-Luc Lagardère Foundation awards in 1990, 373 prize-winners (nine in 2024) have received a total of €7,590,000, including €170,000 awarded in 2024.

By supporting young French-speaking artists at a crucial time in their careers, the Jean-Luc Lagardère Foundation is firmly committed to a generation that is breaking new ground and shaking things up. It contributes to the emergence of demanding, committed projects that offer a wide range of viewpoints on society.

For several years now, the Foundation has also been reiterating its deep commitment to cultural diversity, having created a literary prize with the Institut du Monde Arabe in 2013, which is now recognised as one of the rare French awards recognising new Arab literature. Since 2023, it has also been awarding a prize for Arab literature to high school students. This provides an opportunity to help young people develop their relationship with those different from themselves, while encouraging reading and the exchange of ideas.

2.3.2.2.3 Prisma Media policies and action plans

Prisma Media strives to defend the plurality of content and the integrity of information by ensuring ethical editorial and advertising practices within its brands and by encouraging the emergence of editorial initiatives with a strong social impact. Prisma Media also ensures that the content published by these brands respects people and diversity.

Plurality and cultural relevance of content, integrity of information

Firstly, at Prisma Media, all editorial teams and editors-in-chief are journalists with a press card. This accreditation guarantees their commitment to the principles of professional independence and their extreme rigour in verifying and sourcing the

information they publish. Prisma Media attaches particular importance to all editors-in-chief of publications recognised as "General and political information" titles (*Néon*, *Capital*, *GEO*) being press card holders, thereby ensuring compliance with the highest ethical standards.

Reaching two out of three French people, Prisma Media's brands and titles reflect society's concerns, whether they target the general public or focus on science, the economy or luxury. In 2024, Prisma Média produced a total of 96 pieces of impactful content (i.e., content that highlights an environmental, social or societal issue by dealing directly with the topic or influencing how the issue is represented through its content, or content that allows readers and viewers to identify ways of taking action and getting involved).

More specifically, in 2023 *GEO* magazine began to transform itself into a media brand with a positive impact on society and the environment, encouraging its readers to connect with nature. The magazine formalized its new mission by adopting a charter of commitment to responsible journalism, which sets out a series of commitments covering the editorial line, and production and distribution methods. It applies not only to the editorial team, but to all teams involved with the magazine, from human resources to production, advertising and marketing. In March 2024, *GEO* also became a ChangeNOW media partner, taking part in their annual event and creating editorial content showcasing the initiatives of people working to protect the environment.

Like *GEO*, *Capital* also has its own editorial code of conduct, which is an integral part of the employment contracts of its staff. This code reaffirms the principles of independence and integrity of information and sets out the obligations of the editorial teams and the group's management in this area.

Transparency and ethics in advertising practices

To support *GEO*'s ambition to become a high-impact media brand, Prisma Media Solutions has taken concrete action to promote more responsible advertising for the brand. This approach is based on a responsible advertising charter structured around four key areas:

- ▶ rigorous control of advertising via a responsible advertising committee set up to ensure that editorial and advertising values are aligned;
- ▶ a controlled advertising experience for readers by optimising the advertising value chain, from the reception of technical elements to their delivery;
- ▶ a commitment to the environment through partnerships and decarbonisation initiatives,

such as the media partnership with the 1% For The Planet organisation to make a tangible contribution to the ecological and social transition;

- ▶ support for responsible advertisers through specific offers such as *GEO Green* and sustainable advertising.

More generally, Prisma Media's advertising network confirmed its commitment to responsible advertising by achieving GOLD status in the second wave of the Sustainable Digital Ad Trust (SDAT) programme, marking a 10-point improvement on the first wave. Launched in December 2023, the aim of this programme is to promote the initiatives of SRI advertising sales brokerages in favour of more responsible digital advertising. It is based on 15 criteria divided into three main categories: control of the distribution environment, optimisation of the technological value chain and CSR actions, including CSR policy, team training and responsible purchasing. By joining the programme, the advertising sales brokerages are demonstrating their willingness to embark on a path of progress and assess that progress through accurate reporting.

Respect for others and diversity in content

Prisma Media may be exposed to specific risks relating to a failure to respect human dignity and sensitive content, mainly concerning the *Voici* brand due to its positioning in the celebrity press sector. These risks include the disclosure of private information, the publication of sensitive content relating to current events or the dissemination of material prohibited by law. Prisma Media has put in place a number of measures to manage these risks. The Legal Department is involved upstream in examining and recommending adjustments to sensitive content, in collaboration with the editorial teams. The Chairman of the Prisma Media group systematically approves the covers of *Voici*, and management makes the final decisions on all sensitive publications. A budget is set aside for litigation, and in-depth knowledge of applicable laws and regulations means that legal obligations can be met, particularly with regard to image rights and the right of reply. An active watch is also kept on social networks to identify and remedy any controversy linked to the content published.

Prisma Media is also committed to promoting diversity in the content offered by its brands. To reinforce this commitment, it has set up a Diversity Committee, which meets every three weeks. The Committee is made up of Prisma Media's Secretary General, the Head of Consumer Editorial Services, the Head of Projects and Internal Communication and the Head of CSR, Engagement and Internal Communication. Its role is to drive initiatives that promote a more balanced and non-stereotypical

representation of diversity, both within the Group's brands and with external partners, particularly advertisers. The Committee advises Prisma Media's Executive Committee.

Several of Prisma Media's brands reflect this commitment through their content. *Femme Actuelle*, for example, supports women through the Fabuleuses prize, which each month spotlights a woman working for the common good both in the magazine and on social networks. *Néon* and *Simone*, magazines only available online, have adopted a tone and codes that chime with the expectations of younger generations: *Néon* defends the rights of the LGBT+ community, while *Simone* takes a stand against sexism and harassment. Lastly, *Famed&Bound Media* promotes self-acceptance through its content.

2.3.2.3 Partnership and sponsorship operations

Louis Hachette Group's business activities are committed to solidarity and mobilise their employees around various voluntary initiatives.

2.3.2.3.1 Employee engagement at Lagardère

The partnership with Libraries Without Borders in France, signed in 2023 for a three-year period, is a key pillar of Lagardère Publishing's commitment to solidarity. Hachette Livre has three main solidarity focuses: sustainable financial backing, donations in kind to support projects in the field, and employee engagement. In 2024, two Solidarity Action Days were organised, during which 34 volunteers took part in sorting, cataloguing and preparing books for Libraries Without Borders beneficiaries at the non-profit's warehouse in Epône. For the third year running, Hachette Livre also took part in the Design Jam, an annual hackathon organised by Libraries Without Borders during which participants are immersed in different fields to find concrete solutions for sharing knowledge with vulnerable populations. In 2024, the teams also launched a range of notebooks in the Libraries Without Borders colours, distributed by Hachette Livre, with all profits going to the charity.

The division is also involved in other partnerships, in particular with the Nos Quartiers ont des Talents association, which works to promote the professional integration of young people from disadvantaged neighbourhoods. Its partnership with the priority education conventions (CEP) programme at Sciences Po Paris was extended for three years in 2022. As well as financial support, this partnership includes a mentoring programme and a book grant for students admitted to Sciences Po through this procedure.

In the United Kingdom, Hachette UK runs a series of charitable projects and community initiatives throughout the year. Every year, 60 employees

volunteer with Chapter One, an initiative that involves reading for an hour each week with a child in difficulty throughout the school year. All employees can also devote two days a year to voluntary work and are encouraged to take part in local environmental initiatives (beach or river clean-ups). The UK subsidiary also works with the National Literacy Trust, a charity dedicated to improving reading and writing skills, organising fundraising events and involving its employees in various initiatives.

As part of its PEPS (Planet, Ethics, People, Social) sustainability strategy, Lagardère Travel Retail has drawn up a roadmap which includes the development of employee volunteering programmes as one of its priorities. Many subsidiaries encourage volunteering and employee engagement. In the Czech Republic, each employee is given one day a year to take part in voluntary work, either as part of a team or individually. In Italy, around 60 employees can join in the work of the RomAltruista association for a day, paid for by the company. In France, Poland, the United States and at the head office, many employees take part in fundraising races every year, such as the Poland Business Run and the Challenge Against Hunger.

Environmental commitment is a priority for many of our subsidiaries. In Spain in November 2024, employees in Madrid took part in a reforestation programme, in partnership with an organisation supporting people with disabilities. In Iceland, employees were involved in an operation to clean up the beaches around the airport, in partnership with the Blue Army Foundation. In the United Arab Emirates, a partnership with Emirates Nature enables employees to take part in unique events where they can learn from environmental experts and jointly create solutions adapted to the local surroundings.

Lagardère Travel Retail is also actively involved in helping sick and/or disadvantaged children. In Spain and Portugal, the division has sponsored a charity race for the last five years in aid of the Nino Jesus children's hospital. Teams in Spain and Portugal also support children living in poverty by providing school supplies and Christmas presents. As part of community cooperation with the Prague 8 municipal district in the Czech Republic, the division supported families on a limited budget and children in care by donating backpacks and school supplies collected. In Belgium, Lagardère Travel Retail is a preferred partner of the Make-a-Wish children's charity, taking part in various actions to make the dreams of sick children come true.

Lagardère News and Lagardère Radio employees volunteer in favour of various causes, including media literacy. Since 2014, Europe 1 has been taking part in the Press and Media Week in schools, which aims to

give schoolchildren a better understanding of the world of the media and its impact on culture and democracy. In 2024, a large number of our employees were on hand to help the young people at our radio station learn about media professions. In addition, as part of the CSR Week organised by Lagardère News and Lagardère Radio, the CSR Department organised a meeting with the teams from My Job Glasses, a platform that enables jobseekers to meet directly with professionals in different professions (via telephone or face-to-face interviews), helping them to find the right career path.

Both entities' employees are also active in causes that support women. To mark Pink October, Lagardère News and Lagardère Radio set up fundraising campaigns against breast cancer.

Advertising space is also offered by Lagardère News to advertisers working for major causes. Between January and August 2024, €297,000 of free advertising space was made available on Europe 1, Europe 2 and RFM to organisations such as the Red Cross and the French National Blood Service (*Établissement Français du Sang* – EFS).

2.3.2.3.2 Employee engagement at Prisma Media

A committed player in its local community, since 2018 Prisma Media has been taking part in the Job Academy initiative run by the Gennevilliers town council, which is designed to promote the professional integration of young graduates from Gennevilliers. Prisma Media's Head of Recruitment, Mobility and Training ran a workshop with jobseekers in Gennevilliers on the expectations of recruiters.

In 2024 as part of the Vivendi mentoring programme set up by the Vivendi group in 2022, around 20 Prisma Media employees were able to support young people in partnership with various not-for-profits such as Arpejh, which promotes employment for young people with disabilities, and Kodiko, committed to the professional integration of refugees.

Fifty Prisma Media employees also took part in the Odyssey race, raising funds for the fight against breast cancer. Prisma Media also lent this initiative groupwide support, offering the first finalists a *Mortelle Adèle* subscription and an €80 gift voucher from the Prisma Media Shop website. The event was also covered free of charge by the *Simone* social media site.

Other engagement projects that took place in 2024 included the collection of over 400 kg of clothes for the Emmaüs charity by employees at the Gennevilliers site.

Lastly, Prisma Media Solutions carried out a number of solidarity initiatives in 2024, regularly offering space to not-for-profits and humanitarian

organisations. In 2024, more than 50 magazine pages were offered free of charge to 26 not-for-profits, including Le Rire Médecin, Restaurants du Cœur and Ruban Rose, for a total value of almost €980,000. The Goodeed solidarity campaign was renewed in

2024 with the Aberlour brand, with part of the advertising investment going to a charity selected by the advertiser.

2.3.3 INFORMATION ON BUSINESS ETHICS

2.3.3.1 Prevention of corruption

Within Louis Hachette Group, the Lagardère and Prisma Media entities are subject to France's Sapin II anti-corruption law, as well as other similar laws in the countries where they operate, requiring the implementation of a compliance programme to prevent and detect corruption and bribery.

2.3.3.1.1 Lagardère policies and action plans

Anti-corruption Code of Conduct

Lagardère's anti-corruption policy is based on its Anti-corruption Code of Conduct, which was updated in January 2023. Its general aim is to reiterate the ethical standards applicable to all its divisions and the Group's zero tolerance of corruption. This Code of Conduct refers to other internal procedures, such as supplier assessment procedures, gift and hospitality policy, whistleblowing procedure, anti-corruption training and control measures.

The anti-corruption policy applies to all Lagardère employees, including its corporate officers. Its partners and suppliers are bound by equivalent principles, and Lagardère's divisions reserve the right to terminate business relationships with any third party that refuses to comply with its Anti-Corruption Policy. The Anti-corruption Code of Conduct applies in all geographic areas.

The implementation of Lagardère's Anti-Corruption Policy is driven from the highest management level, as demonstrated by its circulation in an email from Chairman and CEO Arnaud Lagardère, in January 2023.

Prevention, identification and remediation of incidents of corruption

The functions most at risk in respect of corruption and bribery are Purchasing, Sales, the people in charge of sponsorship and patronage, and the business development teams in charge of calls for tenders.

Preventive procedures are deployed to prevent incidents of corruption and bribery, which include training, third-party assessments and controls. Potential incidents of corruption are detected through the whistleblowing procedure and related controls.

Lagardère's stakeholders – employees, shareholders, service providers, suppliers and customers – can report any behaviour or action they consider to be illegal or in breach of Lagardère's Business Ethics Policy, including the Anti-corruption Code of Conduct. Concerns can be raised directly with managers, Human Resources contacts or Compliance officers. The Group's third parties may contact their business partners directly or the usual internal contact points within the Group.

In addition, Lagardère has provided a multilingual ethics whistleblowing line, accessible 24/7 via the Group's intranet and website, which all stakeholders can use to submit a report.

In managing the investigation, the persons involved, the report on the checks made and the follow-up given to the investigation remain strictly confidential. Special attention is also paid to ensuring that those undertaking internal investigations are independent.

The Risk, Compliance and Internal Control Department submits an annual progress report on its anti-corruption and internal control systems to the Audit Committee, which prepares a report for the Lagardère Board of Directors.

Non-compliance with anti-corruption procedures and standards any incidents of corruption are remedied by action plans and disciplinary sanctions. These measures are appropriate and proportionate to remedy the shortcomings identified.

Anti-corruption training

By referring to the Anti-corruption Code of Conduct, Lagardère has sought to promote among all its employees the ethical values that govern business relations with its partners. An anti-corruption training module, translated into some 10 foreign languages, was developed and rolled out to all Group business lines in 2024.

The training includes a 30-minute e-learning session for all Group employees, including members of the Group Executive Committee and division managers. The module contains a core course outlining the Group's ethical principles and refers to internal procedures. Its aim is to improve understanding and knowledge of:

- ▶ the processes and risks involved;

- ▶ breaches of ethical conduct;
- ▶ due diligence to be carried out and the measures to be applied to reduce these risks;
- ▶ how to deal with undue pressure;
- ▶ disciplinary sanctions for non-compliant practices.

To validate their training, participants must obtain a minimum score of 80% in the questionnaire to be completed at the end of the course.

New employees are required to complete this training, and all employees must take it again every two years.

The target set for this anti-corruption training was to achieve a minimum completion rate of 70% among all employees by 31 December 2024. This target was met, with 87% of employees completing the training in 2024. Moreover, the target will be a criterion for determining the variable remuneration of executive directors for 2026.

2.3.3.1.2 Prisma Media policies and action plans

Anti-Corruption Code

Prisma Media's anti-corruption initiatives in 2024 were based on the Anti-Corruption Code of the Vivendi group, which was its parent company until 16 December 2024. Prisma Media has incorporated it into its internal rules. Accessible via the Prisma Media intranet, the Code sets out the principles to be upheld and the behaviour to be adopted in the fight against corruption and influence peddling. It applies to all employees, whether internal, external or occasional, in France and internationally.

Prisma Media also requires its business partners – suppliers, service providers, intermediaries, agents, subcontractors, co-contractors, etc. – to adhere to the principles of the Code or adopt equivalent standards. These partners are further encouraged to promote these principles among their own employees and partners.

Gifts and invitations policy

Given the specific risks associated with the media sector, Prisma Media also applies a particularly strict gifts and invitations policy, which is included in its internal rules. This policy governs the practices surrounding the offering and acceptance of gifts or invitations, ensuring compliance with the Anti-Corruption Code and applicable regulations. It applies to all employees, whether permanent or casual (temporary workers, trainees, interns, etc.).

Gifts, invitations and other benefits must comply with the conditions set out in the policy and, above a certain threshold, be systematically approved by a

member of the Prisma Media Executive Committee. To increase transparency, the subsidiary has introduced an online register to track such benefits.

Training and awareness-raising

To reinforce the effectiveness of these measures, Prisma Media has introduced mandatory training actions:

- ▶ E-learning: all permanent employees must complete a 20-minute online anti-corruption training course every two years. This module is designed to raise awareness of conduct posing a risk and the rules of the anti-corruption framework. Prisma Media also set a target completion rate of 97% of new employees on permanent contracts in 2024. In that year, 95.22% of Prisma Media's new employees completed the training. This rate is also a criterion in determining the variable remuneration of Prisma Media's senior managers.
- ▶ Face-to-face training: specific sessions are organised every four years for functions identified as sensitive (Purchasing, Sales and Executive Committee members).
- ▶ Training booklet: employees on fixed-term contracts and freelancers are required to read an anti-corruption training booklet when they join Prisma Media.

Internal whistleblowing platform

Prisma Media has an internal whistleblowing platform. Accessible via the intranet, it allows any employee to report behaviour that violates ethics rules or laws governing business conduct. A user guide for the whistleblowing line is also included in the internal rules, which are accessible to all employees.

2.3.3.2 Subcontractors and suppliers

As part of their duty of care, all Louis Hachette Group business lines are required to ensure that their suppliers guarantee adequate working conditions for their employees and respect their fundamental freedoms.

2.3.3.2.1 Lagardère policies and action plans

Lagardère has made its active contribution to achieving the sustainable development goals set out in major international benchmarks central to its purchasing strategy, in social, environmental and economic considerations. These benchmarks include the guiding principles of the Organisation for Economic Co-operation and Development (OECD), the conventions of the International Labour Organization (ILO) and the United Nations Global Compact.

Lagardère expects its external partners to strictly respect these fundamental rights, in particular those relating to freedom of association, recognition of the right to collective bargaining, the prohibition of child labour and forced or compulsory labour, and the elimination of discrimination in employment.

More specifically, Lagardère's strategy towards its external partners is based on two key measures:

- ▶ a Responsible Supplier Charter, which must be signed by new contractors working with a Lagardère company;
- ▶ a joint project with EcoVadis to conduct regular assessments of the social, environmental and ethical performance of Lagardère's suppliers and subcontractors.

The Responsible Supplier Charter, applicable to all Lagardère business lines and territories, invites suppliers to align themselves with demanding criteria in terms of social and environmental values and business ethics. It also requires the signatory supplier to comply with all applicable regulations and industry standards, and it imposes a minimum standard in countries where there is insufficient legislation to protect workers. By signing this Charter, suppliers guarantee that these principles will be respected by their own employees and representatives. Lagardère reserves the right to conduct audits in order to verify that suppliers' activities comply with the principles of the Charter. In the event of non-compliance, the Lagardère business lines reserve the right to ask their suppliers to implement a corrective action plan, or to terminate the contract.

Under the social section of this Charter, suppliers undertake not to use any form of forced or compulsory labour, child labour, violence (verbal, physical or moral), corporal punishment or the threat of such punishment. Suppliers must also take the necessary measures to ensure that they provide their employees and subcontractors with a safe, secure and hygienic working environment that protects their physical well-being.

With regard to labour relations, suppliers undertake to comply with the applicable standards concerning the right of workers to form and/or join trade unions and/or representative organisations of their choice, to respect applicable employee rights, and to mandate these unions/organisations to represent them in collective bargaining.

In addition, this document strongly encourages suppliers to participate in a social certification process and, pending the establishment of an ISO standard, recommends that they refer to the following certifications or standards: SA 8000 (social certification), OHSAS 18001 (occupational health

and safety), ILO-OSH 2001 (occupational health and safety management system).

Lagardère also monitors the sustainability commitments of its suppliers and subcontractors, using the services of EcoVadis to assess their performance on environmental, social and ethics matters.

Based on the identification of the major procurement categories most likely to generate risks in the above-mentioned areas, the Lagardère business lines roll out their personalised assessment programmes throughout the year. They primarily focus on suppliers and subcontractors operating in procurement categories at the highest risk level and in countries considered to have the most exposure to CSR risks, and with which procurement spending is most significant.

Depending on the results obtained, certain suppliers may be asked to implement action plans to improve their level of CSR maturity. Lastly, the score obtained by suppliers will also determine the rate at which they can be reassessed (insofar as the supplier in question remains one of Lagardère's partners).

To track progress over the years, Lagardère has had a target for the percentage of purchases from at-risk suppliers assessed by EcoVadis since 2021. This target is a ratio linking purchases from at-risk suppliers to the existence of a valid EcoVadis score, based on the assessment and post-assessment rules in force within Lagardère. This percentage has accordingly risen from 31% in 2021 to 50% in 2022 and 53% in 2023. In 2024, the result was 61%, 6 points short of the 2024 plan target of 67%. This target has also been incorporated into the variable remuneration of corporate officers.

2.3.3.2 Prisma Media policies and action plans

Prisma Media has a Responsible Purchasing Charter to share its commitments with its suppliers and subcontractors and ensure that they in turn are committed to sustainability.

The Charter sets out principles aimed at fostering ethical and sustainable business relationships between Prisma Media and its suppliers, in compliance with applicable laws and the company's commitments to compliance and corporate social responsibility (CSR). It reflects Prisma Media's commitment to prevent and reduce risks and serious violations related to ethics, the environment and human rights, while maximising its positive impact throughout its value chains.

Prisma Media accordingly expects its suppliers and subcontractors to comply strictly with the laws and regulations in force in the countries where they operate or provide services, and to work together to uphold the principles of its compliance programme and its CSR commitments. Prisma Media reserves the

right to conduct audits to verify suppliers' and subcontractors' adherence to the commitments outlined in the Charter and expects them to take all reasonable steps to ensure that their own suppliers and subcontractors also comply with its terms.

By signing this Charter, suppliers commit to prohibiting child labour, forced or compulsory labour and any form of physical, moral or sexual harassment in their operations. The Charter also requires suppliers to guarantee decent working conditions and occupational health and safety standards in line with applicable international conventions. With regard to social dialogue, suppliers must guarantee their employees' right to freedom of association and collective bargaining.

At the same time, in line with its commitment to ethical business practices, Prisma Media has launched a third-party integrity assessment process, which involves conducting evaluations to assess the specific risks associated with an existing or prospective business relationship with a particular supplier or service provider. Such evaluations, commonly referred to as "due diligence", entail collecting information and documents on third parties to identify (or update) and assess corruption risks to which Prisma Media may be exposed when working with them. Prisma Media must maintain constant vigilance over the integrity of its relationships with third parties in order to avoid any involvement in corruption that could pose legal, commercial, financial or reputational risks. Although the evaluation questionnaire focuses chiefly on corruption, it also covers the third parties' duty of care measures and CSR commitments.

This policy applies to all tier-one third parties, i.e., those with which Prisma Media has a direct relationship.

Prisma Media has divided third parties into two risk categories – ordinary and sensitive – based on factors such as the nature of the third party, the value of transactions carried out, the country of operation and the operational processes used to select and validate them. As a standard rule, Prisma Media classifies suppliers or service providers with annual purchases exceeding €500,000 (excluding VAT) in the sensitive risk category. However, this threshold is lowered to €250,000 for suppliers and service providers based in countries considered high risk (according to the Transparency International Corruption Perceptions Index). As a result, these suppliers must be systematically assessed before the start of any contractual relationship.

2.3.3.3 Fair practices: consumer health and safety

Louis Hachette Group must ensure the health and safety of people who consume or use the products it sells and comply with the regulations in force.

2.3.3.1 Consumer health and safety

Hygiene and food safety at Lagardère Travel Retail

Lagardère Travel Retail, which now sells food at more than 1,500 points of sale around the world, is focusing closely on food hygiene and safety. Lagardère Travel Retail operates a range of Dining activities across all segments, in terms of both scale and types of operation. The food standards defined apply equally to everyone.

Developed and managed by the Quality and Control team, with the support of Bureau Veritas, SGS, Eurofins, and EcoSure, all recognised for their expertise in food safety and regulatory compliance, the division's strategy is based primarily on Food Safety Guidelines aligned with European food safety standards. They impose strict rules, sometimes more stringent than local regulations in certain countries, notably in Africa and China. This guarantees that consumers will find the same level of quality and food safety at Lagardère Travel Retail, regardless of the site or country they are visiting.

The roll out of Lagardère Travel Retail's strategy is organised around four pillars:

- ▶ Food Safety Guidelines include tools for implementing action plans as well as objectives. In every country, a HACCP food safety management system is in place in Dining and packaged food sales operations. Daily food hygiene and safety checks are performed at each point of sale, following strict and specific procedures, from the supplier delivery phase to final sale to the consumer. This is notably achieved by digitalising the value chain using the Eezytrace module, deployed in most of the countries in which the division operates, as well as through specific tools such as TraQ'Food in France and KTI in the United States. This module, integrated into WellDone's internal platform, makes it possible to trace all stages of checks and to access any related information (product batches, temperatures, etc.).
- ▶ An annual Food Safety audit plan is implemented in the subsidiaries, with four audits per year based on a common audit grid specific to each business line (fast food/table service/central kitchen) for all countries. Two audits are carried out externally with the division's partners (SGS/Eurofins/EcoSure) and two others are carried out internally by the countries' Food Safety managers. Lagardère Travel Retail's head office also carries out an annual administrative audit of registered offices (19 countries audited in 2024). These audits, supervised by the head office, are backed up by XBL operational audits carried out directly by the countries. Some audits are performed every two months, others every six months, bringing

the total number of audits carried out in the Dining network to over 60,000 as of October 2024. Awareness-raising programmes are conducted in all new Dining geographies. In 2022, an e-learning module was deployed in Senegal, Mauritania, Chile and the United Arab Emirates. In 2023, Switzerland and Belgium also adopted this module.

- ▶ The WellDone platform offers comprehensive, integrated management of operational quality, encompassing aspects of food hygiene and safety, follow-up of point-of-sale audits, traceability tools such as Eezytrace, and consumer feedback collected on social media via Visibilishop. The goal for 2024 was to complete the rollout of this platform in the Dining business in all countries of operation, while continuing its rollout in the Travel Essentials segment. This objective was achieved.

Centrally managed by the Lagardère Travel Retail Quality and Control team, food safety policies and actions are implemented across all its structures, with at least one local representative responsible for their deployment, oversight and evaluation in their Dining outlets.

Besides the actions taken in terms of food hygiene and safety, Lagardère Travel Retail is committed to the physical and mental well-being of consumers, for whom it has created 'Safe Place' areas. At the end of 2023, the division, in partnership with RATP Travel Retail, launched UMay-labelled Safe Place stores in France, offering refuge to where passengers exposed to harassment and/or sexist and sexual violence. Staff at these safe places have been trained so that they can welcome and support anyone who feels they have been a victim of violence. The aim is to roll out the system to all Lagardère Travel Retail's stores in the RATP network.

Physical safety of spectators at Lagardère Live Entertainment

Lagardère Live Entertainment's action plan, which aims to safeguard the health and physical safety of consumers, is based on two key elements: the safety and security of spectators.

Concerning security, all Lagardère Live Entertainment venues are type L (entertainment venues) and category 1 (venues hosting more than 1,500 people) public-access buildings (*établissements recevant du public*). As such, they must comply with the legal obligations in force in France to guard against the risks of fire and panic (minimum number of emergency exits, fire resistance of materials used in the venue, minimum number of fire safety personnel, etc.).

Compliance with these obligations is subject to periodic verification (every three years for category 1 public-access buildings) by departmental safety commissions, which authorise the venue's continued operation.

In terms of security, Lagardère Live Entertainment requires event organisers to implement a minimum level of security measures based on the number of spectators, the audience profile and the type of show in order to ensure public safety.

In all its venues, Lagardère Live Entertainment contractually requires its fire and safety service providers to ensure continuity within their teams so that contractors have immaculate knowledge of the venue in question. All staff responsible for welcoming the public in the business line's venues receive training every year on evacuation in the event of fire or other incidents. Lagardère Live Entertainment is also careful to select providers with proven experience in the live entertainment industry for each of its venues.

Lagardère Live Entertainment has two key measures in place to ensure that spectators in distress are immediately taken care of. Firstly, for shows hosting more than 1,500 spectators, Lagardère Live Entertainment deploys a first responder team (*Dispositif Prévisionnel de Secours*, or DPS) to provide the necessary first aid. Secondly, the company ensures that there is always a doctor on call at its Paris venues. In the absence of the latter and in an emergency situation, the fire brigade is called in. In addition, regular first aid training courses are organised for the teams in all the venues, supported by a dedicated training budget.

In its Arena-type venues, Lagardère Live Entertainment has also set up safe places to protect people exposed to violent, discriminatory and/or oppressive behaviour, offering them a calming space where they can be listened to and guided.

Lastly, to raise public awareness of the auditory risks associated with its concerts, the business line is running prevention campaigns at the Arkéa Arena in Bordeaux.

2.3.3.2 Personal data protection

Lagardère News and Lagardère Radio policy and action plans

In carrying out their businesses, Lagardère News and Lagardère Radio process personal data, particularly in connection with subscriptions and various interactions with their readers and listeners. This trend has been growing for several years, with the digital transition affecting all areas of the media.

To protect consumer privacy (listeners, subscribers, etc.) in compliance with applicable regulations, Lagardère News and Lagardère Radio have

implemented a dedicated personal data protection framework aligned with the European General Data Protection Regulation (GDPR). It includes policies and procedures governing the processing of personal data within the company, regular awareness-raising campaigns for employees, an inventory and ongoing monitoring of data processing activities, and technical measures to secure systems and data. A Data Protection Officer has also been appointed for dealings with the French data protection authority (*Commission Nationale de l'Informatique et des Libertés* – CNIL) and a network of data protection relays created for each business line.

Audits are carried out on personal data processing and any changes in the legislative and regulatory environment are closely monitored to ensure that the personal data protection policy is duly applied.

The actions implemented by Lagardère News and Lagardère Radio include an operational process, overseen by the DPO, to deal effectively with users' requests concerning their rights, while respecting timeframes imposed by applicable regulations. Consumers can exercise their rights via a specific e-mail address. The processing log is regularly updated to reflect current practices and ensure their compliance with the GDPR.

Lagardère News and Lagardère Radio also have a procedure for managing data breaches, recording incidents in a dedicated log and, if necessary, promptly notifying the competent authorities and the individuals concerned. Immediate corrective action is taken to limit the impact of any such incidents.

Agreements signed with service providers involving data processing operations are also being revised to include specific data protection clauses that look to guarantee the compliance and security of data processed by subcontractors.

Lastly, training and awareness-raising sessions are organised to inform operational teams about the challenges of personal data protection and the associated risks.

Prisma Media policies and action plans

Like Lagardère News and Lagardère Radio, Prisma Media processes personal data, notably of its customers, subscribers and users, as part of its activities.

To safeguard user data, Prisma Media complies with applicable legal provisions, notably the GDPR, and has established an organisational framework that ensures the continuous improvement of its compliance with these provisions.

Prisma Media informs users via a dedicated space on its website detailing its data collection and usage practices, including those related to cookies and

trackers. This section also outlines how users can exercise their rights, such as objecting to data processing, requesting data deletion or withdrawing consent. It is regularly updated to reflect regulatory, technical and contractual developments.

Data security is also a priority for Prisma Media. Technical and organisational measures protect information from unauthorised access, loss or destruction. Only authorised employees or service providers, bound by confidentiality obligations, may access personal data in the course of their duties.

Users have extensive rights regarding their personal data. They may access, correct, delete or transfer their data, object to its processing or issue instructions regarding its management after their death. A Data Protection Officer is responsible for handling these requests and ensuring regulatory compliance.

Prisma Media collects data responsibly, limiting its scope to what is necessary to provide its services. Data processing activities can have several legal bases: user consent, the company's legitimate interest in improving its services, contract performance or legal compliance. Data is used in particular to personalise services and deliver advertising campaigns tailored to user preferences.

Finally, Prisma Media is attentive to user needs and continually adapts its practices to meet their expectations while guaranteeing optimal protection of their personal data.

Internally, Prisma Media promotes awareness of data protection requirements among its employees. An e-learning course on the GDPR has been created for employees on permanent contracts and fixed-term contracts of more than nine months. Participation in this training is subject to a target rate of 95% over two years (2024 and 2025), which is factored into the remuneration of Prisma Media's senior management. In 2024, 59% of employees completed this training.

2.3.3.3 Customer dialogue and satisfaction at Prisma Media

Prisma Media attaches great importance to the satisfaction of its advertisers and readers. Prisma Media Solutions, which handles advertising inventory, has a regular commercial relationship with more than 2,000 advertisers, measuring their satisfaction and expectations. For its readers, Prisma Media has set up a Customer Service management system covering all communication channels (telephone and online). In 2024, the CSAT score, which measures customer satisfaction with inbound calls to Prisma Media's customer service, was 84%, up from 79% in 2023. A customer support chat function is also built into the Prismashop subscription marketplace. The Net Promoter Score

(NPS), an indicator of customer satisfaction and loyalty, rose to 61.4% in 2024 from 55.7% in 2023, demonstrating that the majority of respondents would recommend Prisma Media's services to others. This score is based solely on interactions via the chat function. In addition, Prisma Media regularly evaluates the user experience on its websites to better understand usage and identify ways of building reader loyalty. Qualitative studies of groups of readers are conducted to better understand their reasons for subscribing or cancelling. Specific, recurring studies are also conducted by a dedicated department, in collaboration with the marketing departments and the advertising sales brokerage, to gauge what readers expect in terms of editorial content. They help inform the editorial teams' publication choices.

2.3.3.4 Other ethical information

2.3.3.4.1 Lagardère policies and action plans

To prevent tax evasion, Lagardère takes steps to identify and reduce tax risks, which are reviewed specifically as part of the Lagardère's risk mapping exercise led by the Risk, Compliance and Internal Control Department. In addition, tax policy, risks and disputes are presented periodically to the Audit Committee.

Tax issues are dealt with centrally by a Tax Department under the responsibility of the Lagardère group Deputy Chief Executive Officer in charge of Finance, a member of the Executive Committee. For complex issues or questions bearing on the interpretation and application of standards, as part of major transactions and during tax audits and litigation, it calls on recognised expert external advisors.

Lagardère is committed to complying with the principles set out in European directives and by the OECD as regards the fight against tax evasion and the arm's length principle. Its geographical presence is exclusively driven by commercial and operational goals and imperatives. Lagardère does not use

artificial tax structures or structures with no commercial substance to evade tax, nor does it transfer profits to countries with more advantageous tax systems.

In all the countries in which it operates, Lagardère ensures that it complies with applicable regulations in terms of tax reporting, calculation and the payment of taxes, levies and duties of all kinds. In general, Lagardère strives to ensure that regulations are applied diligently, so as to pay the appropriate level of tax, while limiting the risk of differences of interpretation with tax authorities arising from the complexity of tax legislation. Where such differences arise, however, Lagardère is careful to defend its interests in accordance with the legislation in force.

Lagardère endeavours to build and maintain cooperative and constructive relations with national and local authorities in the interests of transparency, notably during tax audits.

2.3.3.4.2 Prisma Media policies and action plans

Prisma Media is committed to complying with local regulations in force in the countries where it operates, in particular Sapin II in France. Prisma Media explicitly refrains from conducting transactions in countries subject to international sanctions and is committed to upholding the principles of sound tax governance, tax transparency and the fight against tax fraud and evasion.

Transactions involving countries considered tax havens were also subject to a comprehensive annual review by the Vivendi group as part of its control of the subsidiary until December 2024, and are assessed on a case-by-case basis. Approval from the Vivendi group was required for any commercial project in a country or territory on the list.

To support these measures, Prisma Media has developed a practical guide available on its intranet. It summarises the various measures implemented under its Compliance Policy, providing employees with clear operational guidelines.

2.3.4 ENVIRONMENTAL INFORMATION

Louis Hachette Group recognises the importance of its role in the fight against climate change and is committed to reducing its greenhouse gas emissions by contributing to the objectives of the Paris agreements, which aims to limit the increase in global temperature to 1.5°C above pre-industrial levels.

The Group operates in a wide range of sectors, including publishing, travel retail and media. Each has its own specific constraints and challenges as regards the resources required to conduct its activities.

In addition to greenhouse gas emissions, Louis Hachette Group assesses its environmental footprint

by considering the natural resources and ecosystems it depends on, particularly forests. In direct contact with end consumers (readers and listeners for its publishing and press activities, travellers for its travel retail business), LHG's operations are positioned downstream in a long value chain involving multiple stages of production and resource transformation. As such, emissions linked to product manufacturing are accounted for under Scope 3, i.e., the Group's indirect emissions.

2.3.4.1 Climate change

2.3.4.1.1 Lagardère policies and action plans

Lagardère's commitment to decarbonising its activities goes back several years, and its emission reduction target is a criterion accounting for 6% of the annual variable remuneration of senior executives. The criterion is the ratio of greenhouse gas emissions relative to the workforce:

- ▶ Scopes 1 & 2 greenhouse gas, i.e., direct emissions from owned or controlled sources (stationary combustion sources using gas and fuel oil) and indirect emissions from the generation of purchased energy (electricity and district heating), for all of the Group's offices, points of sale, warehouses, live performance venues and other sites out of which it operates;
- ▶ part of Scope 3, specifically business travel and employee commuting.

Carbon footprint

In 2021, using 2019 data, Lagardère calculated its carbon footprint for Scopes 1, 2 & 3 following the Greenhouse Gas Protocol technical guidance. Annual carbon reporting was introduced, covering all three scopes, in 2024. The update enabled us to determine the Lagardère group's total location-based emissions in 2024 at just over 2,393,000 tCO₂eq, broken down as follows by business line:

- ▶ 15% for Lagardère Publishing;
- ▶ 83% for Lagardère Travel Retail;
- ▶ 2% for Lagardère News and Lagardère Radio.

As Lagardère's activities are characterised by the sale of finished products rather than their manufacture, Scope 3 accounts for 96% of its location-based emissions (indirect emissions from the supply chain). Scope 1 (direct emissions from fossil fuel combustion by vehicles or heating equipment) and Scope 2 (indirect emissions from the purchase of electricity, building heat and cooling) account for the remaining 4%.

The actual data collected for carbon footprinting covers 100% of Scope 1 and 2 emissions, as well as Scope 3 categories 3.6 ("Business travel") and 3.7 ("Employee commuting"). For Scope 3, actual data collection covers more than 60% of the Group's revenue:

- ▶ for Lagardère Publishing, only the Partworks and Board Games activities and some geographic markets have been excluded from Scope 3. Emissions from these activities were not extrapolated due to their distinct nature, which differs from traditional publishing

(Partworks and Board Games). It is planned to integrate these activities into the reporting system progressively in 2025 and 2026, thereby ensuring full coverage of the publishing division;

- ▶ for Lagardère Travel Retail, actual data collection covers the division's main countries of operation, in particular France, the United States, Canada and Italy, and its Duty Free purchasing organisation (DFG), representing nearly 50% of its revenue. To estimate emissions across the entire Travel Retail division, greenhouse gas emissions from countries not yet covered by data collection are extrapolated based on their revenue, using emission factors specific to each business line: Dining, Duty Free and Travel Essentials. A gradual extension of actual data collection to additional countries is planned over the coming years;
- ▶ for Lagardère News and Lagardère Radio, actual data collection covers 100% of operations;
- ▶ the Lagardère Live Entertainment, Lagardère Paris Racing and Corporate entities were excluded from Scope 3 reporting in 2024 due to the immaterial nature of their emissions relative to Lagardère's activities as a whole (less than 1% of revenue).

Reduction pathway

Lagardère has drawn up a transition plan aimed at reducing its greenhouse gas emissions by 28% by 2030 (market-based, compared with 2019). This ambitious target applies to Lagardère Publishing (publishing operations only), Lagardère Travel Retail, Lagardère News and Lagardère Radio. Investment-related emissions are excluded due to the limited levers for action in this area. This target, based on the latest scientific knowledge, breaks down as follows:

- ▶ 46% absolute reduction in Scopes 1 & 2 emissions (i.e., 4% of its total location-based emissions);
- ▶ 28% absolute reduction in indirect Scope 3 emissions from Lagardère's activities and its value chains (i.e., 96% of total location-based emissions).

Since it is highly representative of the business lines' activities, 2019 was chosen as the base year for this emissions reduction pathway, as 2020, 2021 and the first half of 2022 were severely disrupted by the Covid-19 pandemic, particularly in the Lagardère Travel Retail division. Category 3.15 "Investments" is excluded from the targets set. This item includes emissions associated with the non-controlled investments held by the Lagardère group's divisions.

Lagardère's transition plan, developed in collaboration with the Lagardère Publishing,

Lagardère Travel Retail, Lagardère News and Lagardère Radio divisions, identifies decarbonisation levers and establishes tailored metrics for each business to monitor progress on the reduction pathway. The collaborative approach adopted helps develop concrete and realistic measures, by raising awareness and actively involving all stakeholders. The decarbonisation levers identified are outlined below.

Decarbonisation levers (Scopes 1 & 2)

- ▶ Continue to improve the energy efficiency of our sites

In 2024, the relocation of Lagardère Publishing's headquarters in Spain provided an opportunity to convert heating systems, while the implementation of energy management tools in the main buildings of its French, British and American subsidiaries led to estimated savings of between 5% and 10%.

To improve the energy efficiency of its Dining activities, Lagardère Travel Retail has launched the "light kitchen" project, with the installation of new equipment in restaurants generating significant reductions in cooking times and energy consumption (particularly ovens). An initial pilot was run in May, with the system being gradually rolled out to newly opened restaurants since September 2024.

Finally, the progressive implementation of tertiary sector decree provisions contributed to the installation of equipment (presence detectors, LED lighting, etc.), which is helping to reduce consumption at Lagardère News and Lagardère Radio.

- ▶ Continue the electrification of vehicle fleets

Together, Lagardère's divisions aim to convert their entire vehicle fleets to hybrid or electric propulsion by 2030. This transition will help to reduce direct greenhouse gas emissions by gradually phasing out the use of fossil fuels.

- ▶ Guarantee the supply of renewable electricity

The percentage of green electricity consumption has been defined as a metric for monitoring the annual progress of Lagardère's transition plan, with the aim of achieving 100% green energy purchases by 2030 (self-consumption, green contracts or purchases with guarantees of origin).

Decarbonisation levers (Scope 3)

Several levers specific to the activities of each division have been identified.

Levers specific to Publishing:

- ▶ limit over-production by optimising visibility over inventories along the entire value chain,

and by scaling print runs to meet sales potential, thereby reducing returns and the rate of stock pulped:

- ▶ reduce the carbon intensity of paper by introducing stricter environmental criteria when selecting paper suppliers and by eco-designing products.
- ▶ reduce the carbon intensity of printing and binding by maintaining an ongoing dialogue with suppliers and setting annual targets;
- ▶ optimise the distribution of books based on more demanding environmental criteria in the selection of logistics providers, while continuing to favour alternatives to air freight (sea and road solutions) wherever possible.

Levers specific to Travel Retail:

- ▶ support suppliers' carbon commitments and the characterisation of product-specific emission factors in order to better reflect the individual footprint of products purchased and resold;
- ▶ promote more responsible consumption by encouraging alternatives to beef, such as plant-based products or meat generating lower carbon emissions, or by launching a range of responsible products incorporating specific criteria (climate impact, sourcing, composition, etc.) for products sold within the Duty Free and Travel Essentials business lines;
- ▶ reduce food waste by optimising the production and preservation of food, and by encouraging the repurposing of wasted food and the redistribution of unsold products.

Levers specific to Media activities:

- ▶ reduce overproduction and operating costs through synergies in paper purchasing strategies and joint negotiations between Lagardère Publishing and Lagardère News for the same paper types. Lagardère News must also consider the specific constraints of the press, such as timeliness, which can involve issues in terms of managing unsold copies (regular renewal of newspapers to reflect current events, with back issues quickly becoming obsolete);
- ▶ optimise press distribution through a collective approach and joint actions such as sharing logistics resources and improving distribution processes;
- ▶ reduce the carbon intensity of media licences by working with franchise partners to ensure that they adhere to sustainability standards, thereby

helping to reduce emissions across the entire network.

Within each division, the CSR and business teams are responsible for embodying and driving this commitment forward, both internally and externally, with subcontractors and suppliers with which they may work.

For details of Lagardère's pathway, see section 2.2.1 of Lagardère's 2024 Sustainability Statement.

2.3.4.1.2 Prisma Media policies and action plans

Its CSR risk mapping allowed Prisma Media to identify two types of climate risk: risks related to climate change resilience and risks related to the treatment of ecological transition issues in content.

Prisma Media has addressed the risks related to the resilience of its business model in two ways: by implementing measures to reduce its energy consumption and minimise greenhouse gas (GHG) emissions from its operations and within its value chain (mitigation); and by taking measures to adapt its offer and processes to the risks of climate change (adaptation).

The risk related to addressing ecological transition issues in content has been addressed by promoting the dissemination of reliable scientific knowledge, highlighting source studies to avoid allegations of greenwashing, and by developing Prisma Media's ability to offer content dealing with these subjects in order to meet the growing expectations of readers and advertisers. The stakes are particularly high for the GEO and NATGEO brands (specific actions related to the content of Prisma Media publications are presented in the societal section, in section 2.3.2.2.3 of this report).

Carbon footprint

Prisma Media's carbon strategy has three main focuses for the coming years:

- ▶ refine the measurement of its carbon footprint with the participation of business experts through workshops across its entire scope;
- ▶ define a realistic pathway for reducing its emissions;
- ▶ raise awareness and contribute to spreading a positive message among the audiences of the Group's brands and foster virtuous partnerships.

With a commitment going back several years, Prisma Media has incorporated its ambition to limit its footprint into the variable remuneration of its senior managers by setting a threshold criterion aimed at capping energy consumption at 2,699 MWh in 2024.

This target was achieved by a wide margin, with the division's energy consumption in 2024 totalling 2,650 MWh.

In addition to its direct consumption and emissions, Prisma Media's carbon accounting approach confirms the importance of emissions generated throughout the value chain of paper, the main raw material consumed by Prisma Media, with 23,698 tonnes purchased in 2024. Particular attention is therefore paid both to sourcing and to optimising the processes used to produce magazines. The division is translating its commitments into tangible actions.

Decarbonisation actions

In 2024, 94% of paper volumes purchased by Prisma Media and delivered for printing at French printers came from industrial processes powered by some of the lowest-emission electricity in Europe, up from 86% in 2023. In addition, 38% of the paper purchased in 2024 came from countries with low-carbon and renewable energy mixes (Sweden, Spain, Austria, France and Finland).

Action is also being taken to reduce the carbon footprint of freight, such as choosing printers located closer to distribution centres and optimising the quantities delivered to points of sale. The relocation of printing sites has reduced the distances travelled between the "Paper", "Printer" and "Distributor" segments, and as such the transport kilometres for all titles relocated. Prisma Media's paper partners are all European.

To better account for advertising-related emissions, Prisma Media Solutions uses the EcolImpact calculator from the French Union of Magazine Publishers (SEPM), a tool that enables it to measure the carbon footprint of print and digital advertising campaigns across its brands.

In addition, the advertising sales brokerage is undertaking various actions to minimise its environmental impact, such as limiting the weight of creative assets, compressing videos, and offering "low carbon" options. The partnership with Greenbids, aimed at reducing the number of advertising pop-ups on websites, also contributes to this approach. The automated ad buying market is made up of a multitude of suppliers located between the automated buying platform (the "Demand Side Platform") and the end publisher which distributes the ad. By reducing the number of links in the chain, this initiative eliminates unnecessary bid requests, thereby reducing the eco-system's carbon emissions. In addition, Prisma Media aims to make advertising a powerful vector for raising awareness and transforming practices (solidarity advertising with Goodeed, donations of advertising space, creation of

engaged content for brands, membership of the Sustainability Digital Ad Trust programme, etc.).

Sobriety in the creation of digital content is a central concern in Prisma Media's practices and priorities. This involves sizing measures, such as reducing the necessary computing power. Team engagement is a key lever, with the introduction of training on the eco-design of digital services, enabling the development of professional expertise focused on responsible practices: from ideation (ARPP recommendations, greenwashing vigilance, Goodeed Solidarity offers, etc.) to distribution (low-carbon settings, optimised targeting, etc.) and production itself (technical optimisations, format compression, etc.).

Finally, Prisma Media is also committed to reducing its direct emissions as much as possible through the decarbonisation levers at its disposal: initiatives aimed at improving the energy efficiency of buildings and consumption have been implemented, such as timed exterior and interior lighting with a fixed nightly shutdown, limits on heating and air conditioning, as well as the implementation of collective time off since 2022 to limit site usage.

Collective actions

Involved in several collective initiatives, the Prisma Media division is a member of the SRI (*Syndicat des Régies Internet*) task force that is currently working on the Sustainability Digital Ad Trust (SDAT), launched in December 2023 to promote the initiatives of SRI advertising sales brokerages in favour of more responsible digital advertising. Prisma Media's commitment to this programme demonstrates its maturity on three fundamental pillars: its control of the distribution environment (respect for content

ethics, content/advertising balance, reduced use of intrusive formats, fraud indicator measurement, etc.), optimisation of the technological value chain (rationalisation of service providers, carbon footprint measurement, ARPP-aligned offers, etc.), and its CSR approach (corporate CSR policy, team training, responsible purchasing). Following its evaluation, Prisma Media was awarded "Gold" status. In September 2024, the collective issued a "Reference framework for calculating the carbon footprint of digital campaigns" to standardise the methods used by publishers' advertising sales brokerages and their partners so that they can develop or adapt their own measurement tools.

In parallel, Prisma Media is a member of the working group set up by the French Union of Advertising Publishers (SRP) to create the first carbon measurement benchmark for the print media industry.

Finally, Prisma Media is also working to raise awareness of environmental issues among its readership by publishing green content. These initiatives are described in the societal section, in section 3.3.2 of the report.

2.3.4.1.3 Metrics and outcomes

The consumption shown in the table below covers all the activities of Louis Hachette Group.

The data factor in the direct (Scope 1) and indirect (Scope 2 [location-based]) energy consumption of all the offices, points of sale, stores, warehouses, server rooms, radio broadcasting sites, venues and sports academies used for the Group's activities in all the regions indicated above.

Group tertiary energy consumption, worldwide (in MWh)

		Lagardère Publishing	Lagardère Travel Retail	Lagardère Other activities	Prisma Media	Lagardère Publishing	Lagardère Travel Retail	Lagardère Other activities	Prisma Media	LHG	
		2023				2024				2023	2024
Scope 1 energy consumption (MWh PCS)	Consumption of fuel from oil	1,188	1,231	0	0	1,536	1,165	0	0	2,419	2,701
	Consumption of fuel from natural gas	27,206	24,847	5,851	0	24,075	12,519	6,860	0	57,904	43,454
Total fossil-based energy consumption (MWh)		28,394	26,078	5,851	0	25,611	13,684	6,860	0	60,324	46,155
Scope 2 energy consumption (MWh PCI)	Electricity consumption	27,404	198,772	8,374	2,775	26,296	193,682	9,978	2,650	237,325	232,605
	Consumption of electricity, heating, steam and cooling purchased or acquired from district heating systems	296	8,167	1,546	0	292	8,737	1,503	0	10,009	10,532
Total consumption of electricity, heating, steam and/or cooling (MWh)		27,700	206,939	9,919	2,775	26,588	202,420	11,481	2,650	247,334	243,138
Energy consumption from renewable sources (MWh PCI)	Electricity consumption, purchased or acquired from renewable sources (consumption included in electricity consumption reported above)	10,596	35,859	4,154	2,567	14,499	193,682	9,183	2,567	53,176	219,932
Share of electricity consumption from renewable sources in total electricity consumption (%)		39%	18%	50%	93%	55%	100%	92%	97%	22%	95%
Total energy consumption (MWh)		56,095	233,017	15,770	2,775	52,199	216,104	18,341	2,650	307,658	289,293

Lagardère Travel Retail dining outlets and stores are operated under concessions in transit hubs (train stations and airports), with companies such as SNCF and ADP as concession grantors. As tenants of these spaces, the division's entities often do not have direct access to their energy consumption. In-depth work was therefore carried out by Lagardère Travel Retail in 2024 to develop a methodology for

estimating consumption per square metre that reflects the activities of its stores and their geographic location. As a result, operating staff responsible for reporting consumption data for the store network operated in each region are sometimes required to make estimates using average kWh/sq.m./month, data based on the surface area and type of point of sale.

Group GHG emissions, worldwide (in tCO₂eq)

The Group's carbon reporting presented below covers 93% of Lagardère entities in terms of revenue and 100% of Prisma Media entities. With an international presence, the Group operates entities of varying sizes. The following entities have been excluded from Scope 3 reporting as they are not considered material: Lagardère Live Entertainment, Lagardère Paris Racing, Lagardère Ressources (Corporate function), estimated to represent less than 1% of emissions. A small part of Lagardère Publishing's book activities, as well as its Partworks and Board Games activities, have also been excluded to date (estimated to represent 6% of total

emissions), but are due to be included in the sustainability reporting scope in future years.

Carbon reporting covers 100% of Prisma Media's organisational scope. However, emissions linked to certain activity items are not included in item 3.1 "Purchased goods and services" (only paper purchases are taken into account) or item 3.2 (only premises are taken into account according to the GHG Protocol technical guidance, in the first year of the lease). Items 3.11, 3.12, 3.14 and 3.15 are also not covered by the carbon reporting presented in the table below.

	Lagardère Publishing	Lagardère Travel Retail	Lagardère Other activities	Prisma Media	Lagardère Publishing	Lagardère Travel Retail	Lagardère Other activities	Prisma Media	LHG	
	2023				2024				2023	2024
Scope 1 GHG emissions (tCO₂e)										
1.1 Stationary sources	5,327	4,919	1,059	0	4,848	2,619	1,242	0	11,305	8,708
1.2 Mobile sources	764	2,225	110	52	1,151	2,977	120	49	3,152	4,297
Sub-totals	6,091	7,144	1,169	52	5,999	5,595	1,362	49	14,457	13,005
Scope 2 GHG emissions (tCO₂e) (location-based)										
2.1 Purchases of electricity	6,122	68,922	415	109	5,952	69,215	415	104	75,568	75,685
2.2 Purchased steam, heat and cooling	53	1,681	278	0	52	1,818	271	-	2,013	2,141
Sub-totals	6,175	70,603	693	109	6,004	71,033	685	104	77,581	77,827
Scope 3 GHG emissions (tCO₂e)										
3.1 Purchased goods and services	180,357	1,475,381	21,901	28,013	195,982	1,374,316	21,068	20,834	1,705,652	1,612,201
3.2 Capital goods	3,483	31,589	2,789	-	3,265	28,426	1,721	418	37,861	33,830
3.3 Fuel- and energy-related activities not included in Scopes 1 & 2	2,653	15,795	88	368	4,254	26,809	118	353	18,904	31,534
3.4 Upstream transportation and distribution	69,766	20,086	4,705	16,912	81,738	33,680	4,317	15,322	111,470	135,056
3.5 Waste generated in operations	9,706	16,245	1,183	2,465	11,322	12,503	606	2,309	29,599	26,740
3.6 Business travel	2,832	16,261	746	250	3,144	6,773	638	220	20,089	10,775
3.7 Employee commuting	4,063	20,037	377	214	4,531	24,736	286	188	24,691	29,741
3.9 Downstream transportation and distribution	8,000	-	-	-	23,862	-	-	-	8,000	23,862
3.11 Use of sold products	222	-	1,571	-	257	-	1,671	-	1,793	1,928
3.12 End-of-life treatment of sold products	12,591	141,597	2,784	-	7,957	152,456	2,619	-	156,971	163,032
3.14 Franchises	-	-	15,320	-	-	-	15,730	-	15,320	15,730
3.15 Investments	-	201,349	4,651	-	-	253,713	4,279	-	206,000	257,992
Sub-totals	293,673	1,938,340	56,115	48,223	336,311	1,913,412	53,053	39,645	2,336,351	2,342,421
Total GHG emissions										
Group total	305,939	2,016,088	57,978	48,384	348,314	1,990,040	55,100	39,798	2,428,389	2,433,252

Scope 3, i.e., indirect emissions, accounts for most of Lagardère's carbon footprint (96%). More than two-thirds of these emissions come from the purchase of goods and services, which is the main emissions item overall; correspondingly, the end-of-life of sold products accounts for nearly 10% of the total and is directly related to the former (purchases related to sales). The second main item in the carbon footprint is investments. This is because the nature of Lagardère Travel Retail's activities leads it to enter into numerous joint ventures across the globe, over

which it has neither operational nor financial control. Finally, upstream and downstream transportation and distribution is also a material source of emissions, representing 7% of the total.

Overall, the Group's carbon footprint is unchanged compared with 2023. Calculation methodologies were updated for the Lagardère Travel Retail division in 2024, notably the extrapolation principles, making it possible to obtain more reliable and accurate data. As a result, despite strong growth, both external with

the acquisition of Taste on the Fly and organic with the development of the Dining activities, emissions related to the purchase of goods and services, fixed assets, waste and business travel were reduced following the correction of the precautionary overestimation of these items for the division in 2023. At Lagardère Publishing, strong business for the British and American subsidiaries led to an increase in paper purchase volumes. Freight was also up, driven by a broadening of the scope of inbound and outbound distribution taken into account, particularly for the division's Spanish and British subsidiaries. Lastly, for Lagardère News, Lagardère Radio and Prisma Media, the slight reduction in emissions reflects a reduction in business travel due to an across-the-board reduction in air travel, but also a reduction in paper and service purchases. Overall, these changes cancel each other out, resulting in the stabilisation of emissions in 2024. Work to revise the 2023 data will be carried out in the first half of 2025 to bring it into line with the 2024 methodologies.

In general, the decrease in reported energy consumption and greenhouse gas emissions, depending on the division and type of energy, reflect:

- ▶ changes in organisational structure, with new entities and/or new buildings entering the environmental reporting scope;
- ▶ a better understanding within an entity of the various sources of energy consumption;
- ▶ internal organisational changes (often due to refurbishment or renovation works) that may be temporary or permanent, and lead to increases or decreases in energy consumption;
- ▶ an update of the emissions factors used to convert energy into carbon equivalent.

2.3.4.2 Resource use and circular economy

All of Louis Hachette Group's activities require the use of natural resources and generate waste. The circular economy is therefore central to the Group's operations, particularly with regard to the natural resources needed to manufacture food products, paper and plastics, as well as the processing and minimisation of food waste and unsold products. The management of circular economy priorities is inherently specific to each business sector, so the deployment and implementation of policies is carried out within each of the Louis Hachette Group companies.

2.3.4.2.1 Lagardère policies and action plans

Prevention and management of returns

- ▶ Publishing, press and media

Minimising and reusing unsold goods

For several years, Lagardère has been implementing a responsible paper management policy that applies throughout the paper life cycle. From supply to production to the management of returns, the Lagardère Publishing and Lagardère News divisions work with all its trade partners involved at every stage.

To reduce the volume of unsold copies, Lagardère Publishing uses innovative technologies to align book printing and sales as closely as possible to demand, thereby avoiding overproduction. Print-on-demand, in partnership with Lightning Source, and automated stock replenishment through the Ritméo programme both contribute to this objective. These technologies automatically manage reprints of each title so that publishers always have the right number of copies in stock, reducing the publisher's inventories without any intervention on its part, while ensuring optimised and continuous replenishment.

To reduce the pulping of unsold books, Hachette Livre France has established a donation initiative to redirect some of its unsold books towards reuse rather than recycling. The aim is to give unsold books a second, more sustainable life while creating a positive social impact. Operations are carried out in partnership with not-for-profits, for example in aid of Libraries Without Borders for their "My bag of books" operation.

Lagardère News' activities take action upstream to reduce the rate of returns, optimising the number of copies of each title sent to stores. Returns are an inevitable part of newsstand sales and to manage them as effectively as possible, sales managers use specialist software to constantly fine-tune quantities printed and delivered. Over many years, these actions have reduced rates of returns to below the national average.

Management of industrial and plastic waste

Downstream of production, Hachette Livre France is rolling out a low-plastic action plan to limit the use of plastic and reduce the production of plastic waste. It is working with waste management providers recognised for their efficiency, ensuring that they meet strict criteria including high recycling rates, traceability of materials and certified processes.

In France, the Maurepas book distribution centre separates plastics from cardboard and other waste. The returns processing centre now reprocesses all materials arriving at the site, whether non-hazardous industrial waste, waste electrical and electronic equipment, wood, paper or scrap metal.

Hachette UK has set up a specific waste reduction strategy, with its logistics hub awarded the "From Waste to Resources: Zero to Landfill" label in 2022. Renewed in 2023, this certification also attests that

all waste produced is recycled, converted to energy or reused. In 2024, the same label was awarded to the Spanish subsidiary, Anaya.

► Travel Retail

A number of initiatives have been launched in recent years to reduce waste wherever possible: For example, in France, promotional rules have been standardised in own-banner stores, allowing reductions of 30% to 50% on products on their use-by or best-before date; A large number of restaurants have partnered with Too Good To Go in Europe (Germany, France, Netherlands, Switzerland, Poland and Italy), or with GoodMeal in the Americas (Chile). In addition to these initiatives, unsold items may also be offered directly to local charities or via platforms that redistribute donations to NGOs such as Food Angels (Hong Kong), Goodr (United States) and Last Minute Market (Italy). Lastly, in the United Arab Emirates, teams have partnered with startup Bean and Beyond to recover used coffee grounds and produce mushrooms that are then used in their dishes.

To address waste management challenges, the Lagardère Travel Retail division launched the FLOW (Fighting to Limit Our Waste) internal global programme at the end of 2023. It is designed to rally internal teams around waste management issues and organise efforts to fight waste at every possible level. The programme is organised around five pillars: measure, engage staff, anti-waste SOPs, in-store promotions and excess food management.

As part of the “Measure” pillar of the anti-waste programme, smart scales are currently being tested in a central kitchen facility in Germany. This test, which is due to run for three months in 2025, aims to analyse the type of food thrown away and provide a more granular measure of waste quantities.

In July 2024, an initial training module was launched on a shared online platform used by all the business line’s entities. The module is designed to raise employee awareness of the issues surrounding food waste and to publicise the FLOW programme. Since its introduction, more than 400 employees have completed the training.

Finally, best-before optimisation software was introduced in early 2025 to help reduce waste by facilitating the process of identifying products with the shortest shelf life and introducing price discounts for those nearing their expiry date.

Use of resources

► Publishing, press and media

Upstream from production, the Lagardère Publishing division has developed an editorial sobriety strategy and policies aimed at reducing waste rates (i.e.,

paper waste) in manufacturing processes and moving towards a reduction in the number of new releases each year and a reduction in overproduction in order to optimise the use of paper resources.

The wastage rate is calculated by comparing the amount of paper used in the printing process with the amount of paper delivered in the form of books, newspapers or magazines. This rate varies greatly depending on the printing technology used (type of machine, colours) and the number of books and magazines produced (print run). As part of the policy for reducing the paper wastage rate, dedicated teams determine the best technical inputs and carry out detailed calculations of the amount of paper to be allocated to the printer. Improving wastage rates is a key factor in negotiations with printers.

In 2024, Hachette Livre in France continued its annual eco-design programme, first launched in 2021 with the aim of initiating or accelerating eco-design practices within its teams and involving all business lines in Company-wide efforts to achieve its publishing efficiency and plastic reduction targets. The programme includes an Eco-design Week (a series of online sessions open to all to raise awareness of the key climate change and plastic pollution issues, and to share best practices at every stage of the product lifecycle) and an in-house eco-challenge (to showcase eco-designed products and green processes initiated within the teams).

To reduce its contribution to the depletion of virgin resources, Hachette Livre is incorporating a proportion of recycled paper into the production of its books (4% by 2024). The Lagardère News division also integrates a proportion of recycled paper into its purchases. In 2024, *Le Journal du Dimanche* was printed on 100% recycled paper, while *Le JDN*, launched that year, includes 76% recycled paper excluding the cover.

► Travel Retail

As a retailer, Lagardère Travel Retail’s main incoming resources are the consumer goods it resells (processed foodstuffs, textiles, cosmetics, electronic products, etc.), which are produced upstream of its activities and over which the division has no control in terms of design choices. However, Lagardère Travel Retail does play an active role in the composition of the consumables it purchases (checkout bags, packaging, takeaway accessories, etc.).

The division’s packaging and consumables policy focuses on four material areas: consumables (cutlery, cups, napkins, etc.), checkout bags, water bottles and tertiary (freight) packaging. Since 2023, purchases of consumables and checkout bags have been subject to guidelines on materials selection, favouring more responsible alternatives and banning the use of virgin plastics in particular.

In addition to promoting the reduction of virgin resources and the increased use of secondary materials in the products whose composition it can choose, Lagardère Travel Retail has also sought to make a commitment with its suppliers, by setting the demanding target of achieving 75% of the range of water bottles sold to be made from 100% RPET (recycled PET) by the end of 2025, across all points of sale of consolidated entities.

In 2024, as well as selling more responsible checkout bags (bags made from FSC or PEFCF- certified paper, or from recycled paper), the division has reduced the number of bags distributed throughout its network by charging customers for them and thereby encouraging them to focus on their effective need. Profits from bag sales are donated to organisations supporting biodiversity projects: a global partnership with Reforest'Action has enabled 10,000 trees to be planted since July 2023 to help preserve terrestrial ecosystems.

2.3.4.2.2 Prisma Media policies and action plans

Prisma Media has identified risks related to natural resource management and ecosystem preservation as material for its activities, and addresses them in two ways: by optimising the management of natural resources and by participating in the protection of ecosystems and biodiversity.

Prevention and management of returns

The recovery and recycling of unsold copies from Prisma Media's magazine activities is essential. And the division's unsold rates are indeed below the market average for all periodicals combined.

Upstream of the collection and processing of unsold copies, several initiatives are being taken to reduce the amount of paper used in magazines. For example, Prisma Media has for several years been implementing editorial sobriety measures and optimising paper formats and weights. Weight reduction also brings economic and carbon savings (notably by reducing transport weight and in turn freight-related emissions). At the end of the chain, 100% of unsold magazines are recycled to produce recycled paper pulp.

Prisma Media also uses plastic, particularly in its logistics operations to protect magazines during distribution. Since 2023, 100% of the division's monthly titles have been wrapped in heat-sealable paper. This represents approximately 6 tonnes of plastic saved in 2023 and 8 tonnes in 2024.

2.3.4.2.3 Metrics and outcomes

In addition to addressing operational challenges, Prisma Media aims to raise awareness of circularity among its employees, notably through the Pris'Malin initiative, which allows employees to purchase unsold meals at the end of the day for €1.99, with a deposit and reusable packaging, thereby limiting food waste.

Use of resources

As a magazine publisher, Prisma Media also contributes to the exploitation of forest resources upstream of its activities. To reduce its impact and its use of virgin resources, Prisma Media favours the use of recycled paper for the production of certain titles such as *Télé Z*, which is printed in France on 100% recycled fibre paper. Other magazines contain varying proportions of recycled fibre, depending on the percentage of recycled fibre used in the paper manufacturer's total production. To monitor the composition of the paper it purchases, Prisma Media collects data on the percentage of recycled fibre used in the mills of some of its paper manufacturers in Germany and France.

In addition, the eco-contribution paid by Prisma Media benefits from a reduction indexed to the virtuous nature of the paper (e.g., use of recycled paper or paper sourced from sustainably managed forests, absence of mineral oils or components that alter recycling in the paper), which encourages an increase in the percentage of recycled fibre used in paper for newspapers and magazines. However, other than for certain titles that lend themselves to it, the use of recycled paper remains limited by editorial and commercial constraints related to reader expectations. In 2024, 22% of Prisma Media titles contained at least 10% recycled fibre, representing 40.3% of paper purchased, and 16% of titles contained at least 50% recycled fibre, or 15% of paper purchased.

Reflecting its commitment to better information and greater transparency, Prisma Media uses environmental labelling in all its magazines: each issue shows the paper label, the place of printing, the origin of the paper, the percentage of recycled fibre, the eutrophication rate and sorting instructions.

Like Lagardère Publishing and Lagardère News, Prisma Media implements print-run optimisation measures, such as reducing formats and grammage, which enable it to optimise its overall paper purchases.

Metrics	2024	2023	2022
Total weight of paper purchased and supplied (in kilotons) [Lagardère and Prisma Media]	191	168	140.5*
Weight of paper purchased directly (in kilotons) [Lagardère]	106	102	37
Weight of paper supplied (in kilotons) [Lagardère]	63	38	178
Percentage of certified paper [Lagardère]	96.21	94.73	95.50
Percentage of recycled paper purchased [Lagardère]	3.51	4.73	3.90
Water consumption – own operations (cu.m) [Lagardère and Prisma Media]	912,176	653,926	480,625*

* No Prisma Media data for 2022.

2.3.4.3 Preservation of biodiversity

The paper industry produces a wide range of products, of which paper for book publishing is a relatively small part (less than 10% of global production). But while paper used by the publishing sector is not the most important part of the industry, paper production does involve the use of wood resources, which has an impact on biodiversity and local ecosystems. It is therefore essential to consider the risks associated with the origin of the wood used by the industry to produce pulp. Particular attention must be paid to upstream operations, which are likely to contribute to deforestation, or to monocultures replacing natural forests or other environments of high conservation value.

2.3.4.3.1 Lagardère policies and action plans

Attention to raw materials has been at the heart of Lagardère Publishing's sourcing strategy for several years. To mitigate its impact on biodiversity, suppliers in its value chain are selected within the framework set by the Forest Stewardship Council (FSC) and the Programme for the Endorsement of Forest Certification (PEFC) to guarantee a sustainable and certified supply of paper. The use of these labels guarantees compliance with responsible forest management principles, including respect for international treaties, support for the rights of indigenous peoples, maintenance of the social and economic well-being of local communities,

promotion of efficient use of a forest's ecosystem services to ensure its economic viability, conservation of biological diversity and the ecosystem services associated with it (water resources, soil, landscape, heritage species and habitats, etc.). Buying certified paper also helps preserve biodiversity, since the sustainable approach involves controlling forest resources, and also takes into account criteria such as the productive and protective functions of forests, biological diversity, and forest health and vitality.

For more than 15 years, Hachette Livre has been working to increase its use of recycled or FSC or PEFC certified paper. This rate has exceeded 98% since 2020 and been maintained at 99% for paper since 2022. To mitigate the risk of biodiversity loss through deforestation and forest degradation, the Hachette Book Group subsidiary in the United States has implemented programmes to verify the composition of paper purchased and has applied these to paper from Asian sources. Tests are carried out on the unspecified fibre in paper purchased, to identify the origin of the wood used to make it. These include consultation with suppliers and allow for the exclusion of service providers not meeting the requirements laid down in Hachette Livre's supply strategy (traceability, fibres from sustainably managed forests, etc.).

Paper policy monitoring indicators are described in section 2.3.4.2.3.

2.4 SUMMARY TABLE OF OTHER MONITORED INDICATORS

Employee indicators	2024
Headcount	
Permanent workforce at 31 December ¹	34,468
Lagardère Publishing	7,677
Lagardère Travel Retail	24,914
Other activities	983
Prisma Media workforce	894
Women	21,546
Men	12,922
Top executives	388
Executives and managers	7,865
Other employees	26,215
Employees under 30	8,991
Employees aged 30-50	17,273
Employees over 50	8,204
France	6,543
Europe (excluding France)	12,454
North and South America	12,369
Asia-Pacific	2,765
Africa	337
Temporary employees ² as of 31 December	3,467
Organisation of working hours	
Full-time employees	26,790
Part-time employees	7,678
Environmental indicators	2024
Natural gas consumption (in GWh)	43
Fuel-oil consumption (in GWh)	3
Electricity consumption (in GWh)	233
Steam consumption for heating (in GWh)	11
Scope 1 carbon emissions from natural gas consumption in buildings (tCO ₂ eq)	7,981
Scope 1 carbon emissions from oil consumption in buildings (tCO ₂ eq)	728
Scope 1 carbon emissions from vehicle fuel consumption (tCO ₂ eq)	4,297
Scope 2 carbon emissions from electricity consumption (tCO ₂ eq)	75,685
Scope 2 carbon emissions from district heating network consumption (tCO ₂ eq)	2,141
Scope 3 carbon emissions from business travel (tCO ₂ eq)	10,775
Scope 3 carbon from employee commuting (tCO ₂ eq)	29,741

¹ Permanent workforce numbers set out here correspond to the number of employees on permanent contracts who were actually in service on the last day of the year concerned. As employee turnover is high, particularly in Travel Retail, a consistent definition cannot be applied over time to determine the number of employees. This figure reflects some degree of uncertainty (just over 1%) despite the controls performed.

² Temporary workforce numbers set out here correspond to the number of employees on fixed-term contracts who were actually in service on the last day of the year concerned.

2.5 CSR METHODOLOGY AND SCOPE

2.5.1 SCOPE OF CONSOLIDATION

The reporting system used to collect social, environmental and societal information is deployed in all the consolidated subsidiaries¹ whose operations are managed by the Group, with the exception of:

- ▶ entities sold or deconsolidated during the fiscal year;
- ▶ certain entities acquired during the year, for which the reporting system is being rolled out gradually;

- ▶ certain entities considered immaterial: for Scope 3 carbon reporting, Lagardère Live Entertainment, Lagardère Paris Racing and Lagardère Corporate are excluded, as they represent less than 1% of the Group's emissions.

Labour, social and environmental data presented in this document are reported using dedicated software covering all consolidated subsidiaries (subject to the previously-mentioned exceptions).

2.5.2 REFERENCE LIBRARY FOR INDICATORS AND REPORTING METHODS

Data are entered by a contributor for each Group company included in the reporting scope. This information is then validated/verified by the subsidiary's management (Human Resources Department or Finance Department) before being sent to the Group Sustainable Development and CSR Department, which checks the consistency of the data.

Consistency checks aim to ensure the quality and fair presentation of reported data, including comparisons with prior periods, thereby improving the reliability of the reporting system.

Although the Group seeks to make contributors' work as easy as possible by defining a clear reporting process and factoring in the international nature of its operations and activities, certain difficulties may arise during the reporting process, potentially causing uncertainty:

- ▶ inaccurate assessments;
- ▶ calculation errors;
- ▶ poorly understood questions;
- ▶ data entry errors;
- ▶ problems defining an indicator;
- ▶ problems responding because of legal and/or political reasons.

The reporting method for social, environmental and societal data follows the same process.

Social reporting

Labour reporting follows the Group's Human Resources policy, taking the specific needs of each business line and/or geographic area into account. It

is based on a library of more than 150 indicators that have been regularly updated,

Rather than using a Group average approach, frequency and severity rates and lost time due to work accidents are now calculated using the number of theoretical hours worked per year per FTE in each of the Group's entities. This calculation method enables the Group to take account of the business and geographical specificities of each subsidiary and thereby generate more representative results.

Environmental and carbon reporting

Environmental reporting follows the Group's sustainable development policy, also taking the specific needs of each business line and/or geographic area into account.

Data on energy consumption disclosed concern the energy used to produce and supply the goods and services related to the Group's activities as well as that used to heat and light the premises and sites where the Lagardère group's employees work (offices, storage warehouses and retail stores).

The emissions factors used by the Group in its calculations of greenhouse gas emissions and conversion into CO₂ equivalents are determined by reference to the Ademe "*Base Empreinte*", the French public database of emissions factors needed to establish carbon accounting. These factors are reviewed annually and are an integral part of the reporting procedure review process.

Greenhouse gas emissions are calculated directly by the Group Sustainable Development and CSR Department based on the energy data reported by the entities.

¹ The list is provided in note 36 to the consolidated financial statements in this document.

2.6 REPORT OF THE INDEPENDENT THIRD PARTY

Report by the Statutory Auditor responsible for certifying the sustainability information, on the consolidated non-financial statement

To the General Meeting,

In our capacity as Statutory Auditor of Louis Hachette Group (hereinafter “the entity”), appointed as the Statutory Auditor responsible for certifying the sustainability information in accordance with article 34 of Order no. 2023-1142 of 6 December 2023, we carried out our work in view of providing a reasoned opinion expressing a limited assurance conclusion on historical information (whether observed or extrapolated) contained in the consolidated non-financial statement (hereinafter the “Information” and the “Statement” respectively), prepared in accordance with the entity’s procedures (hereinafter the “Guidelines”) for the year ended 31 December 2024, included in the management report pursuant to the provisions of articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*Code de commerce*).

Conclusion

Based on our work, as described in the section “Nature and scope of our work”, and the information collected, nothing has come to our attention that causes us to believe that the Statement is not in accordance with the applicable regulatory provisions and that the Information, taken as a whole, is not presented fairly and in accordance with the Guidelines.

Preparation of the Non-Financial Statement

The lack of a generally accepted and commonly used reference framework or established practice on which to base the assessment and measurement of the Information allows for the use of different, but acceptable, measurement techniques that may affect comparability between entities over time.

Therefore, the Information should be read and understood with reference to the Guidelines, the main elements of which are presented in the Statement.

Limitations inherent in the preparation of Information

As stated in the Statement, the Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and the quality of external data used. Certain information presented in the Statement is sensitive to methodological choices, assumptions or estimates made in its preparation.

Entity’s responsibility

It is the responsibility of the Board of Directors:

- ▶ to select or establish appropriate criteria for the preparation of information;
- ▶ pursuant to legal and regulatory requirements, to prepare the statement, which must include a presentation of the business model, a description of the principal non-financial risks, a presentation of the policies implemented in light of those risks, the outcome of said policies, including key performance indicators, and the information provided for in article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- ▶ to prepare the Statement by applying the aforementioned Guidelines of the entity; and
- ▶ to put in place such internal controls as it determines necessary to enable the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement was prepared in application of the Entity’s above-mentioned Guidelines.

Responsibility of the Statutory Auditor responsible for certifying the sustainability information

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- ▶ the compliance of the Statement with the provisions of article R. 225-105 of the French Commercial Code;
- ▶ the fairness of the information provided in accordance with article R. 225-105 I, 3° and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks, hereinafter the “Information”.

As it is our responsibility to express an independent conclusion on the Information as prepared by management, we are not authorised to be involved in the preparation of the Information as this could compromise our independence.

It is not our responsibility to comment on:

- ▶ the entity’s compliance with other applicable legal and regulatory provisions, particularly the

information required by article 8 of Regulation (EU) 2020/852 [Green Taxonomy] the French duty of care law and anti-corruption and tax evasion legislation;

- ▶ the fairness of the information required by article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- ▶ the compliance of products and services with the applicable regulations.

Applicable regulatory provisions and professional standards

The work described below was performed in accordance with the provisions of articles A.225-2 *et seq.* of the French Commercial Code, and with the professional guidance of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*, CNCC) applicable to such engagements, in particular, the CNCC technical opinion – Statutory Auditor engagement – Independent third party engagement – Non-financial information statement, and with ISAE 3000 (Revised).

Independence and quality control

Our independence is defined by the provisions of article L. 821-28 of the French Commercial Code and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements, and the French professional standards for Statutory Auditors applicable to such engagements.

Means and resources

Our verification work mobilised the skills of four people and took place between January and March 2025 over a total duration of intervention of around ten weeks.

Nature and scope of the work

We planned and performed our work taking into account the risks of material misstatement of the Information.

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion:

- ▶ we obtained an understanding of all the consolidated entities' activities and the description of the principal associated risks;
- ▶ we assessed the suitability of the Guidelines with respect to their relevance, completeness,

reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;

- ▶ we verified that the Statement covers each category of information required under article R. 225-102-1 III of the French Commercial Code (i.e., social and environmental, respect for human rights, and the fight against corruption and tax evasion), and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code;

- ▶ we verified that the Statement presents the information required under article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks;

- ▶ we verified that the Statement presents the business model and the principal risks associated with the activity of all entities included in the scope, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;

- ▶ we referred to documentary sources and conducted interviews to:

- assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
- corroborate the qualitative information (measures and outcomes) that we considered to be the most important, as set out in Appendix 1. Our work was carried out on the consolidating entity and on a selection of entities;

- ▶ we verified that the Statement covers the scope of consolidation, i.e., all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code;

- ▶ we obtained an understanding of internal control and risk management procedures the Entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;

- ▶ for the key performance indicators and other quantitative outcomes presented in Appendix 1

that we considered to be the most important, we implemented:

- analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data,
- tests of details, using sampling techniques or other methods of selection, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on Prisma Media and on the the basis of work carried out on Lagardère, covering between 17% and 60% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the entities included in the scope of consolidation.

The procedures performed for a limited assurance engagement are less extensive than those required for a reasonable assurance engagement carried out in accordance with professional standards applicable in France; a higher level of assurance would have required us to carry out more extensive procedures.

French original signed in Paris on 19 March 2025

One of the Statutory Auditors

Deloitte & Associés

Ariane Bucaille
Partner

Julie Mary
Sustainability Partner

Appendix 1: Information considered to be the most important

Social and governance information	
Quantitative Information (including key performance indicators)	Qualitative Information (measures or outcomes)
Number of employees Average training hours per employee Number of work-related accidents Total number of employees who left the Group during the year Percentage of the workforce who have taken the standard anti-corruption training module 31 Dec. 2024	Human resources policies, attracting and retaining talent, career management, gender balance, working conditions Actions to promote diversity and inclusion, policy on disabilities Policy on the fight against corruption and conflicts of interest
Environmental Information	
Quantitative Information (including key performance indicators)	Qualitative Information (measures or outcomes)
Consumption of natural gas (MWh) Consumption of domestic heating fuel oil (MWh) Consumption of electricity (MWh) Scope 1 carbon emissions (tCO ₂ eq) Scope 2 carbon emissions (tCO ₂ eq) (location-based)	Structuring of the climate strategy: carbon reporting and pathway in progress Emissions reduction actions put in place by Prisma Reduction in electricity consumption Decarbonisation actions and reduction in advertising supply chain environmental footprint Paper management policy: monitoring, objectives, stakeholders Eco-contribution and editorial sobriety measures
Societal information	
Quantitative Information (including key performance indicators)	Qualitative Information (measures or outcomes)
Number of young persons from disadvantaged backgrounds hired during 2024 (interns and work-study arrangements) Number of women in technical roles, all contracts combined, at 31 Dec. 2024 Number of items with impactful content produced	Policies concerning content pluralism and cultural relevance, and content satisfaction, ethical editorial practices Content creation and distribution framework or standards to which advertising sales brokerage is subject

2.7 APPLICATION OF THE DUTY OF CARE LAW FOR PARENT COMPANIES

2.7.1 MAIN POINTS OF THE DUTY OF CARE PLAN

The implementation of the Louis Hachette Group's duty of care is based on the one hand on the implementation of the Lagardère duty of care plan for all its activities and on the other hand on the measures taken by Prisma Media, particularly in its supply chain.

For more than 20 years, Lagardère has striven to carry out its businesses while strictly adhering to a certain number of universal principles. The Group's first Code of Ethics dates from 1994 and was most recently revised in 2020. It sets out guidelines on integrity and professional conduct for all employees. The issues of human rights and fundamental freedoms, and of the health and safety of people and the environment are integral to the principles covered by the Code.

In addition, as a parent company, Lagardère has drawn up a specific plan in application of Law 2017-339 of 27 March 2017 on the duty of care of parent companies and contracting companies.

Mapping to identify supply chain risks was conducted jointly by Lagardère's Sustainable Development and CSR Department, representatives from all divisions and representatives of central departments directly impacted by the topic, namely the Purchasing Department, the Legal Department, and the Risk, Compliance and Internal Control Department.

At the end of this stage, seven procurement categories were identified as being most likely to give rise to risks involving Lagardère subcontractors or suppliers: printing activities and printing-related services, production of paper pulp, wholesale supply of accessories and household items, own-label products sold in stores, disposable items used in restaurants, energy supply (electricity, gas, steam, air-conditioning), and production of plastics.

Based on the risk mapping process, each year, the business lines rank suppliers in order of priority for their supplier assessment plan, which will be implemented over the next several years.

Until 19 December 2024, Prisma Media implemented its own duty-of-care plan under the aegis of its parent company, Vivendi. To this end, the subsidiary mapped its duty-of-care risks in 2022, covering its operations and its supply chain, including risks related to subcontractors and tier-one suppliers with which Prisma Media has established business relationships. All risks related to the supply chain (human rights, environment, working conditions) were rated as "moderate". In 2023 and 2024, Prisma Media implemented an action plan to address these risks with appropriate prevention and mitigation measures.

2.7.2 MONITORING

All methods used to monitor measures taken in application of the Group's duty of care can be found in the following sections of this document:

- ▶ regarding issues relating to human rights and fundamental freedoms, see section 2.3.2.1 on the challenges of access to and dissemination of education, knowledge and culture, as well as sections 2.3.3.1, 2.3.3.2 and 2.3.3.3 on subcontracting and suppliers, the fight against corruption and fair practices;
- ▶ regarding issues relating to personal health and safety, see section 2.3.1.2 on occupational health and safety, as well as section 2.3.3.3 on consumer health and safety;

- ▶ regarding environmental issues, see section 2.3.4.1 on fighting climate change and sections 2.3.4.2 and 2.3.4.3 on natural resource management, anti-waste and the circular economy.

A set of indicators is used to assess the effectiveness of measures taken for each of these topics.

With regard to the whistleblowing tool, Louis Hachette Group has had a joint system with Lagardère and Prisma Media since its creation on 16 December 2024, as described in section 2.3.3.1.

3 CORPORATE GOVERNANCE REPORT

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This corporate governance report has been prepared in accordance with the final paragraph of Article L. 225-37 of the French Commercial Code (*Code de*

commerce). It was approved by the Board of Directors at its meeting on 18 March 2025.

3.1 GENERAL PRINCIPLES OF LOUIS HACHETTE GROUP'S GOVERNANCE

Louis Hachette Group is a *société anonyme* (joint stock company) with a Board of Directors, governed by French law.

Since 16 December 2024, it has been listed on the Euronext Growth multilateral trading facility, an

unregulated market within the meaning of the Markets in Financial Instruments Directive (MiFID) of 21 April 2004. The Company does not refer to any particular corporate governance code.

3.1.1 GOVERNANCE STRUCTURE

3.1.1.1 Combination of the roles of Chairman of the Board of Directors and Chief Executive Officer

Following the Company's conversion into a *société anonyme*, the Board of Directors decided at its meeting of 22 October 2024 that the Chairman of the Board of Directors would also serve as the Company's Chief Executive Officer.

This type of governance structure makes operational decision-making more effective while creating a direct link between management, shareholders and the Board of Directors.

3.1.1.2 Distribution and balance of powers

Chairman and Chief Executive Officer

In accordance with French law, the Company's Articles of Association and the Board's Rules of Procedure, the Chairman and Chief Executive Officer chairs Board meetings, organises and directs the Board's work and reports thereon at the General Meeting. In this capacity, he also ensures that the Company's administrative and management bodies operate efficiently and that the members of the Board are able to effectively fulfil their duties.

The Chairman and Chief Executive Officer has the broadest powers to act in any circumstances in the name of the Company. He exercises these powers within the limit of the corporate purpose and subject to the powers expressly attributed by law to the General Meeting and to the Board of Directors. He represents the Company in its relations with third parties.

Deputy Chief Executive Officer

The Company's Articles of Association provide that, on the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, who would hold the title of Deputy Chief Executive Officer.

After examining the proposal by the Chief Executive Officer, the Board of Directors determines the scope and duration of the internal powers of the Deputy Chief Executive Officer(s), who have the same external powers vis-à-vis third parties as the Chief Executive Officer.

Board of Directors

In accordance with the applicable laws, the Company's Articles of Association and the Board's Rules of Procedure, the Board of Directors determines the Company's overall business strategy and ensures that it is implemented in the best interests of the Company, taking into consideration the social, environmental and cultural aspects of the Company's operations. Subject to those powers expressly attributed to the General Meeting, and within the limits of the corporate purpose, the Board addresses all matters concerning the smooth running of the Company and, through its deliberations, controls all matters concerning it.

The Board of Directors performs such controls and verifications as it deems appropriate.

In particular, in accordance with applicable laws and regulations and under any terms and conditions set out in the Rules of Procedure, the Board of Directors, *inter alia*:

- ▶ convenes General Meetings and draws up the agenda;
- ▶ reviews and approves the annual and interim financial statements of the Company, and prepares the annual and interim management report;
- ▶ authorises the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
- ▶ authorises the Chairman and Chief Executive Officer to grant deposits, endorsements and sureties, to guarantee commitments undertaken by third parties and referred to in article L. 225-35 of the French Commercial Code;
- ▶ chooses the method of General Management organisation, in accordance with article 14 of the Articles of Association;
- ▶ appoints, replaces or removes from office the Chairman of the Board of Directors, the Chief Executive Officer and, on the recommendation of the Chief Executive Officer, the Deputy Chief Executive Officer(s);
- ▶ appoints a Vice-Chairman;
- ▶ determines the powers of the Chief Executive Officer and, where applicable, and in agreement with the latter, those of the Deputy Chief Executive Officer(s);
- ▶ appoints members of the Board subject to the shareholders subsequently ratifying the appointment.

As the Board of Directors of Lagardère has already set up an Audit Committee and an Appointments, Remuneration and CSR Committee, more than half of whose members – including in each case the chairman – are independent directors, the Board of Louis Hachette Group considered that it was not necessary for the Company to formally set up its own Audit Committee or Appointments & Remuneration Committee. The Board intends to perform the tasks generally assigned to an audit committee directly, such as:

- ▶ monitoring the financial reporting process, including issues relating to the preparation and control of accounting and financial information;
- ▶ monitoring the effectiveness of internal control, internal audit and risk management systems as regards financial and accounting information;
- ▶ overseeing the audit of the financial statements of the Company and the Group by the Statutory Auditors;
- ▶ ensuring the Statutory Auditors' independence and overseeing the procedures for their selection and appointment; and
- ▶ examining and monitoring the systems and procedures in place to ensure the communication and application of policies and good practice guidelines in the areas of ethics, competition, fraud, bribery and corruption and, more generally, regulatory compliance.

3.1.1.3 Restrictions on the Chairman and Chief Executive Officer's powers

The Board's Rules of Procedure provide for certain restrictions on the powers of the Chairman and Chief Executive Officer, setting thresholds for transactions above which the Board's prior authorisation is required. These restrictions concern:

- ▶ disposal of all or part of an equity interest in any existing or future company, undertaking or venture, whatever their legal form, and initiation of discussions with any third party to carry out a significant transaction involving the Company or its subsidiaries, in each case representing a transaction amount in excess of €30 million;
- ▶ the granting of collateral, sureties and other guarantees in excess of €30 million per guarantee and €150 million in total. The authorisation is given to the Chief Executive Officer for twelve months and is reviewed each year;
- ▶ the following major transactions:
 - issues of securities that, directly or indirectly, give rights to the Company's shares or of bonds convertible into shares for an amount in excess of €10 million;
 - issues of non-convertible bonds in excess of €50 million, except for the purpose of refinancing outstanding bond issues on more favourable terms;
 - proposed share buybacks under a programme approved by the General Meeting;
 - capital reductions;
 - financing transactions in excess of €50 million;
 - acquisitions, in any form, in excess of €30 million;
 - the granting of collateral, sureties and other guarantees in favour of third parties for amounts exceeding the powers delegated to the Chairman and Chief Executive Officer by the Board of Directors;
 - major internal restructuring operations;
 - transactions that fall outside the Company's strategy;
 - strategic partnership agreements;
 - launch of stock option plans or performance share plans or any other mechanisms with a similar purpose or effect;
 - stock option or performance share grants to the Chief Executive Officer or use of any other mechanism with a similar purpose or effect;
 - submission to the General Meeting of proposed resolutions concerning changes to the Company's Articles of Association;
 - submission to the General Meeting of proposed resolutions concerning appropriation of net income, the amount and payment date of the annual dividend;
 - proposals for the payment of any interim dividend or option for payment of the dividend in shares;
 - submission to the General Meeting of proposed resolutions concerning the distribution of reserves or retained earnings and, more generally, any distribution of assets.

3.2 GOVERNANCE BODIES

3.2.1 BOARD OF DIRECTORS

3.2.1.1 Members

A) OVERVIEW OF THE BOARD OF DIRECTORS

The Articles of Association stipulate that the Board of Directors shall have at least three members and no more than 18 members.

The members of the Board of Directors are appointed for a four-year term, expiring at the end of the Ordinary General Meeting called to approve the financial statements for the preceding year and held in the year during which the member's term of office expires. They may be re-appointed.

At its meeting on 13 February 2025, the Board of Directors decided to propose to the General Meeting of 29 April 2025 an amendment to Article 10.2 of the Articles of Association to stagger the terms of office of Directors (other than the Chairman and Chief Executive Officer), to ensure regular and harmonious rotation of its members, in line with good governance practice. The following wording would be added: *"With the exception of the Chairman and Chief Executive Officer, half (or as close as possible to half) of the members of the Board of Directors appointed by the Ordinary General Meeting are re-appointed or replaced every two years. The Directors whose term will expire early, at the end of the second year, will be selected at*

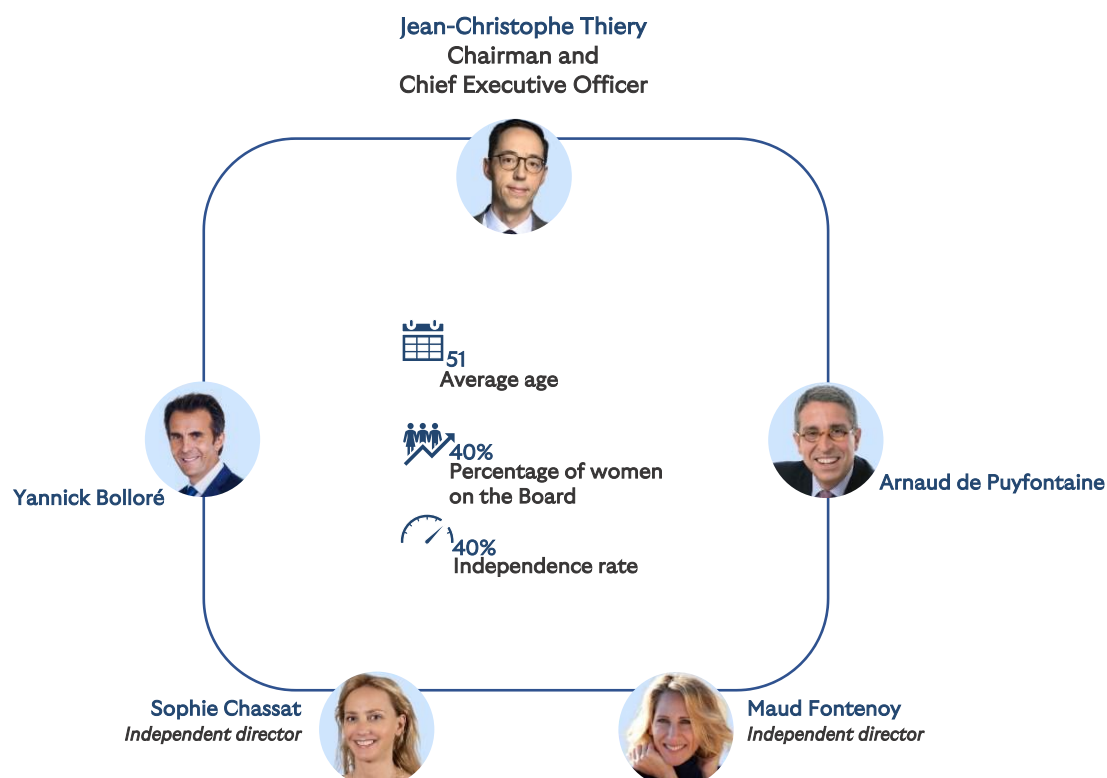
random no later than the Board meeting at which the General Meeting is called. These Directors will be eligible for re-appointment."

At 31 December 2024, the Board of Directors had five members, two of whom were independent directors, representing an independence rate of 40%, and two of whom were women, also representing a rate of 40%.

At the Annual General Meeting to be called to approve the 2024 financial statements, the Board of Directors will table a resolution for the appointment of Arnaud Lagardère as a Director for a term of (4) four years expiring at the close of the Annual General Meeting to be called to approve the 2028 financial statements. Effective on the date of his appointment as a Director, Arnaud Lagardère would also be named Vice-Chairman of the Board.

If Arnaud Lagardère were to be appointed as a Director at the next General Meeting, the proportion of men to women on the Board of Directors would be one-third. It should be noted that although Louis Hachette Group strives to ensure gender balance on its Board of Directors, the Company is not subject to the legal obligation of gender parity.

MEMBERSHIP OF THE BOARD OF DIRECTORS AT 31 DECEMBER 2024




List of members of the Board of Directors at 31 December 2024

	Age	Gender	Nationality	Number of shares	Number of positions held in listed companies	Independence ⁽¹⁾	First appointed	Term expires	Board seniority
At 31 December 2024									
Jean-Christophe Thiery									
<i>Chairman and Chief Executive Officer</i>	57	M	French	87,159	-	N/A	22 Oct. 2024	2028	Less than 1 year
Yannick Bolloré	44	M	French	123,634	5	X	22 Oct. 2024	2028	Less than 1 year
Arnaud de Puyfontaine	60	M	French	363,853	3	X	22 Oct. 2024	2028	Less than 1 year
Sophie Chassat	46	F	French	-	1	✓	9 Dec. 2024	2028	Less than 1 year
Maud Fontenoy	47	F	French	1,000	1	✓	9 Dec. 2024	2028	Less than 1 year

(1) The applicable independence criteria are described below in paragraph B of this section.

B) LIST OF DIRECTORSHIPS AND OTHER POSITIONS HELD BY MEMBERS OF THE BOARD OF DIRECTORS

	<p>Jean-Christophe Thiery <i>Chairman and Chief Executive Officer</i></p>	
<p>Nationality: French</p>	<p>A graduate of the École nationale d'administration in 1997, Jean-Christophe Thiery began his career in public administration. After spending two years in Perpignan as Chief of Staff to the Prefect of the Pyrénées-Orientales department, he joined the French Ministry of the Economy and Finance in 1999 as Chief of Staff to the Director General of Public Accounts.</p>	
<p>Date of birth: 3 May 1967</p>	<p>In 2001, he joined the Bolloré group to set up and develop its media division. Appointed Chief Executive Officer of Bolloré Media, he launched the television channel Direct 8, before moving on to set up free news daily <i>Direct Matin</i>. He went on to consolidate Bolloré Media's assets with the acquisitions of digital terrestrial television channel Virgin 17, polling institute CSA and WiFi provider Wifirst, as well as stakes in broadcasting service provider Euromedia-SFP and French video game leader Bigben-Nacon. Following the sale of the Direct 8 and Direct 17 channels to the Canal+ group in 2012, and the entry of the Bolloré group into the capital of Vivendi at that same time, Jean-Christophe Thiery joined the Canal+ group in 2015 as Chairman of the Management Board before being appointed Chairman of the Supervisory Board in 2018.</p>	
<p>Address: 4 rue de Presbourg, 75116 Paris, France</p>	<p>As part of the demerger of Vivendi, Jean-Christophe Thiery was appointed Chairman and Chief Executive Officer of Louis Hachette Group on 22 October 2024.</p>	
<p>Total number of Company shares held: 87,159</p>	<p>Jean-Christophe Thiery is also Chairman of Lagardère Paris Racing and Lagardère Ressources, which employs the central functions of the Lagardère group. On 10 October 2024, he was appointed Deputy Chief Executive Officer of Hachette Livre, the holding company of Lagardère Publishing, and joined the Board of Directors on 13 December 2024.</p>	
	<p>► Directorships and other positions held in other companies</p>	<p>► Directorships and other positions expired during the last five years</p>
	<p>In France:</p> <p>Chairman and Chief Executive Officer, Louis Hachette Group (listed company)</p> <p>Member of the Supervisory Board, Canal+ SA (listed company)</p> <p>Director, Bigben Interactive (listed company)</p> <p>Director, Nacon (listed company)</p> <p>Legal Manager, SESI SNC (CNews)</p> <p>Chairman, Bolloré Media Régie</p> <p>Chief Executive Officer and member of the Executive Committee, Bolloré Telecom</p> <p>Chairman, Perla</p>	<p>Chairman and member of the Supervisory Board, Studio Canal SAS</p> <p>Chairman, Société d'Édition de Canal+ SA</p> <p>Member of the Strategic Committee, 2^{ème} Regard</p> <p>Chairman and Chief Executive Officer, Lagardère SA</p> <p>Chairman and Chief Executive Officer, Hachette Livre</p> <p>Chairman, Lagardère Media</p> <p>Chairman, Lagardère Live Entertainment</p>

Chairman, Compagnie de Treboul	Chairman, Lagardère Expression
Chairman, Rivaud Loisirs Communication	Chairman, Lagardère Participations
Chairman of the Board of Directors, Matin Plus	Chairman, Dariade
Director, Gameloft SE	Chairman of the Supervisory Board, Canal+ group
Deputy Chief Executive Officer and Director, Hachette Livre SA	
Chairman, Lagardère Paris Racing Ressources	
Chairman, Lagardère Ressources	
Permanent representative, Lagardère Média, member of the Supervisory Board, Lagardère Radio SCA	
Secretary General, APGI (French free press association)	
Director, Secretary General and Treasurer of Amis de la Croix Catelan (non-profit organisation)	
Secretary General and member of the Steering Committee, Lagardère Paris Racing Support (non-profit organisation)	
Chairman, Mazarine (SAS)	
Permanent representative of Hachette Livre and director, Calmann-Lévy (SA)	
Permanent representative of Hachette Livre and director, Librairie générale française (SA)	
Permanent representative of Librairie générale française and director, Audiolib (SA)	
Permanent representative of Hachette Livre and legal manager, Cyberterre (SCS)	
Director, Société des Éditions Grasset et Fasquelle (SA)	
Chairman, C-T France	
Outside France:	

	<p>Permanent representative of HL 93 and director, Dilibel (Belgium)</p> <p>Director, Hachette UK (Holdings) Ltd (United Kingdom)</p> <p>Director, Hachette Boardgames UK (United Kingdom)</p> <p>Permanent representative of Education Management and Director, Hachette Livre Maroc SA (Morocco)</p> <p>Permanent representative of Hachette Livre and director, Librairie Papeterie Nationale SA (Morocco)</p> <p>Secretary General, Le Scorpion Masqué Inc. (Canada)</p> <p>Director, Hachette Book Group Inc. (United States)</p> <p>Director, Hachette Book Group (Holdings) Inc. (United States)</p> <p>Director, Bellwood Books Inc. (United States)</p> <p>Director, Hachette Digital Inc. (United States)</p> <p>Director, Digital Publishing Innovations Inc. (United States)</p> <p>Chairman, Perseus Books, LLC (United States)</p> <p>Chairman, Hachette Livre USA, Inc. (United States)</p>	
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Yannick Bolloré

Director

Yannick Bolloré is a graduate of the University of Paris Dauphine.

He co-founded the production company WY Productions in 2002 (Hell, Yves Saint Laurent). In 2006, he joined his family group, the Bolloré group, to launch and develop its media division. Within five years, Bolloré Média (D8, D17) became France's leading independent French TV group and was subsequently sold to Canal+, making the Bolloré group a shareholder in Vivendi.

He joined Havas in 2011 and became Chairman and Chief Executive Officer in 2013. He initiated a major restructuring of the group to make it the most integrated and forward-thinking in its industry. In 2017, Vivendi acquired control of Havas. Yannick Bolloré was appointed Chairman of the Supervisory Board of Vivendi in April 2018.

In October 2024, he was appointed Chairman of the Supervisory Board of Canal+, Chairman & CEO of Havas NV, and a member of the Board of Directors of Louis Hachette Group – a company listed on the Euronext Growth market since 16 December 2024 and which combines the activities of the Lagardère group and Prisma Media.

He was named a Young Global Leader by the World Economic Forum in 2008 and has received numerous honours and awards from international associations and the business press.

He is also a Chevalier de l'Ordre des Arts et des Lettres.

Nationality: French

Date of birth:
1 February 1980

Address: 4 rue de
Presbourg, 75116
Paris, France

Total number of
Company shares held:
123,634

► Directorships and other positions held in other companies

In France:

Chairman of the Supervisory Board, Canal+ SA (listed company)

Director, Lagardère SA (listed company)

Chairman of the Supervisory Board, Vivendi SE (listed company)

Vice-Chairman and director, Bolloré SE (listed company)

Director, Compagnie de l'Odet SE (listed company)

Chairman, Havas SAS

Director, Bolloré Participations SE

Director, Financière V

Director, Omnium Bolloré

Chairman, SAS YB6

Member of the Supervisory Board, Sofibol

► Directorships and other positions expired during the last five years

Director, Musée Rodin

Director, Havas Media France

Permanent representative of Havas on the Board of Directors, W & CIE

Chairman and Chief Executive Officer, Havas SA

	<p>Director, Fonds de dotation de la Fédération Française de Tennis</p> <p>Director, L'Expansion Scientifique Française (SA)</p> <p>Outside France:</p> <p>Chairman of the Board of Directors and Chief Executive Officer, Havas NV (Netherlands) (listed company)</p> <p>Chairman, Havas North America, Inc. (United States)</p> <p>Chairman and Executive Vice-President, Havas Worldwide LLC (United States)</p> <p>Director, Havas Worldwide Middle East FZ, LLC (United Arab Emirates)</p>	
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Arnaud de Puyfontaine

Director

Nationality: French

Date of birth:
26 April 1964

Address: 4 rue de
Presbourg, 75116 Paris,
France

Total number of
Company shares held:
363,853

Arnaud de Puyfontaine is a graduate of ESCP Business School (1988), Institut Multimédias (1992) and Harvard Business School (2000). He started his career as a consultant at Arthur Andersen and then in 1989 worked as a project manager at Rhône-Poulenc Pharma in Indonesia. In 1990, he joined *Le Figaro* as Executive Director. In 1995, as a member of the founding team of the Emap Group in France, he headed *Télé Poche* and *Studio Magazine*, managed the acquisition of *Télé Star* and *Télé Star Jeux*, and launched the Emap Star Division, before becoming Chief Executive Officer of Emap France in 1998. In 1999, he was appointed Chairman and Chief Executive Officer of Emap France, and, in 2000, joined the Executive Board of Emap PLC. He led several M&A deals, and concomitantly, from 2000 to 2005, served as Chairman of EMW, the Emap/Wanadoo digital subsidiary. In August 2006, he was appointed Chairman and Chief Executive Officer of Editions Mondadori France. In June 2007, he became General Manager of all digital business for the Mondadori group.

In April 2009, Arnaud de Puyfontaine joined US media group Hearst as Chief Executive Officer of its UK subsidiary, Hearst UK. In 2011, on behalf of the Hearst group, he led the acquisition from the Lagardère group of 102 international magazine titles, and in June 2011, was appointed Executive Vice President of Hearst Magazines International. In August 2013, he was appointed Managing Director for Western Europe. He has also been Chairman of ESCP Europe Alumni. From January to June 2014, Arnaud de Puyfontaine was a member of the Vivendi Management Board and Senior Executive Vice President in charge of its media and content operations. Since 24 June 2014, he has been Chairman of the Management Board of Vivendi.

As part of the partial demerger of Vivendi SE, Arnaud de Puyfontaine was appointed as a member of the Supervisory Board of Canal+, Chairman of the Board of Directors (*voorzitter*) of Havas NV, and a director of Louis Hachette Group – a company listed on the Euronext Growth market since 16 December 2024 and which combines the activities of the Lagardère group and Prisma Media.

Arnaud de Puyfontaine is Chevalier de l'Ordre National de la Légion d'Honneur and an Officer of the British Empire (OBE).

► Directorships and other positions held in other companies

In France:

Chairman of the Management Board, Vivendi (listed company)

Director, Lagardère SA (listed company)

Member of the Supervisory Board, Canal+ (listed company)

Chairman of the Board of Directors, Prisma Media

Chairman of the Board of Directors, Gameloft SE

Member of the Board of Directors, Dailymotion

► Directorships and other positions expired during the last five years

Chief Executive Officer, Gameloft

Chairman of the Supervisory Board, Universal Music France

Director, Universal Music Group, Inc.

Chairman of the Board of Directors, Antinea 6

Executive Chairman and Director, Telecom Italia SpA (Italy) (listed company)

Chairman of the Board of Directors, Editis Holding

	<p>Member of the Advisory Committee, Innit</p> <p>Honorary Chairman, French-American Foundation</p> <p>Outside France:</p> <p>Chairman of the Board of Directors, Havas SA (Netherlands) (listed company)</p>	<p>Vice-Chairman of the Supervisory Board, Canal+ group</p> <p>Member of the Board of Directors, Havas SA</p>
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Sophie Chassat

Independent director

Sophie Chassat is a graduate of École normale supérieure-Rue d’Ulm. She lectured in philosophy for seven years (including four years at university level) and has published several books. She specialises in issues relating to purpose, engagement and positive impact. She chaired Intikka, a consulting firm dedicated to corporate and brand philosophy, and was also a founding partner of Wemean, a strategy consulting firm specialising in supporting corporates transitioning to sustainable performance. She is currently a Partner with strategy and finance consulting firm Accuracy, where she works specifically on changes to corporate business models in the context of the environmental transition.

In the context of the Vivendi SE spin-off, Sophie Chassat was named Independent director of Louis Hachette Group on 9 December 2024.

Nationality: French

Date of birth: 24 October 1978

Address: 16 avenue Matignon, 75008 Paris, France

Total number of Company shares held: 0

► **Directorships and other positions held in other companies**

In France:

Director and member of the Compensation Committee and of the Sustainability & Governance Committee, LVMH Moët Hennessy Louis Vuitton SE (listed company)

Partner, Accuracy SAS

Director, Le Coq Sportif Holding – LCSH SA

Director, Lafuma Mobilier

Member of the Mission Committee of Groupe Rocher – Laboratoires de Biologie Végétale Yves Rocher SA

Chair, Intikka SAS

Outside France:

None

► **Directorships and other positions expired during the last five years**

Founding partner, Wemean SAS



Maud Fontenoy

Independent director

Nationality: French

Date of birth: 7 September 1977

Address: 54 route Stratégique du Mont Leuze - 06300 Nice

Total number of Company shares held: 1,000

Maud Fontenoy is a yachtswoman, known for her multiple accomplishments and firsts for women in solo navigation, both in rowing and sailing. She is an Ambassador to the French Education and Youth Ministry, dedicated to ocean and coastline conservation and coastal school trips. President of the Maud Fontenoy Foundation, former Spokesperson for UNESCO's Intergovernmental Oceanographic Commission, an expert in sustainable development, a lecturer, and an author of books and documentaries devoted to the oceans and conservation. Maud is committed to the fight for environmental protection, and particularly to the protection of oceans and coastlines. Her objective for more than 20 years has been to inform as many people as possible about the need to protect the planet and to hand down values to the younger generation and give them a straightforward “user’s manual” so that sustainable development can become part of everyone’s daily life and ecology can go hand in hand with the economy. Maud Fontenoy currently advises a number of companies on these issues and advocates a realistic and pragmatic approach to ecology. In 2007, she was named Chevalier de l'Ordre national du Mérite and Chevalier de l'Ordre du Mérite maritime, and in January 2024 she was named Chevalier de la Légion d'honneur.

In the context of the Vivendi SE spin-off, Maud Fontenoy was named Independent Director of Louis Hachette Group on 9 December 2024.

► **Directorships and other positions held in other companies**

In France:

Member of the Supervisory Board, Vivendi SE (listed company)

President of Miss Maud

Chairwoman of the Board of Directors, Fondation Maud Fontenoy

Founder and member of the Board of Directors of the Fondation pour la Gastronomie Humaniste d'Alain Ducasse

Outside France:

None.

► **Directorships and other positions expired during the last five years**

None.

C) DIRECTOR INDEPENDENCE

In accordance with best corporate governance practices, a director is independent when he or she has no relationship of any kind with the Company, the Group or its management that could compromise the exercise of their freedom of judgement or that could place them in a situation of conflict of interest.

In the light of these criteria, the Board of Directors considered that Sophie Chassat and Maud Fontenoy both qualified as independent directors.

In conclusion, the overall independence rate of the Board of Directors is 40%.

It should be noted that if Arnaud Lagardère were to be appointed as a Director at the next General Meeting, the independence rate of the Board of Directors would be one-third.

Summary table of independence assessments


	Sophie Chassat	Maud Fontenoy
Not to be and not to have been in the previous five years, an employee or executive corporate officer of the Company or related company	✓	✓
Not to hold, and not to have held in the previous five years, cross-directorships	✓	✓
Not to be a customer, supplier, banker or major consultant	✓	✓
Not to be related by close family ties	✓	✓
Not to have been a Statutory Auditor within the previous five years	✓	✓
Not to have been a member of the Board of Directors for more than twelve years	✓	✓
Not to receive variable remuneration in cash or in the form of shares or any other remuneration linked to the performance of the Company or Group	✓	✓
Not to represent a major shareholder that takes part in the control of the Company	✓	✓
Conclusion	Independent	Independent

3.2.2 GENERAL MANAGEMENT PROCEDURES

When the Company was converted into a *société anonyme* with a Board of Directors on 22 October 2024, the Board decided to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and to appoint Jean-Christophe Thiery as Chairman and Chief Executive Officer of the Company.

Also on 22 October 2024, on the recommendation of the Chairman and Chief Executive Officer, the Board of Directors decided to appoint Grégoire Castaing as Deputy Chief Executive Officer of the Company.

Details of the directorships and other positions held by Grégoire Castaing are set out below.

	<p>Grégoire Castaing <i>Deputy Chief Executive Officer</i></p>	
<p>Nationality: French</p>	<p>Grégoire Castaing is a graduate of École normale supérieure Paris-Saclay, where he qualified for a professorship in economics and management, and holds a post-graduate degree in finance. He began his career with Arthur Andersen before joining Ernst & Young.</p>	
<p>Date of birth: 21 October 1976</p>	<p>He joined the Canal+ Group in 2007 as Deputy Director of Internal Audit, and was successively promoted to Director of Financial Services, then Group Chief Financial Officer, and finally Deputy Chief Executive Officer in charge of Finance and Strategy and member of the Executive Board.</p>	
<p>Address: 3 rue de Lécluse – 75017 Paris, France</p>	<p>On 3 June 2024 he was named Deputy Chief Executive Officer of the Lagardère group in charge of Finance and joined the Executive Committee of the Lagardère group on the same date.</p>	
<p>Total number of Company shares held: 144,490</p>	<p>In the context of the Vivendi SE spin-off and as proposed by Chief Executive Officer Jean-Christophe Thiery, Grégoire Castaing was appointed Deputy Chief Executive Officer of Louis Hachette Group on 22 October 2024.</p>	
	<p>► Directorships and other positions held in other companies</p>	<p>► Directorships and other positions expired during the last five years</p>
	<p>In France:</p> <p>Deputy Chief Executive Officer in charge of Finance, Lagardère group</p> <p>Director, Dailymotion SA</p> <p>Outside France:</p> <p>None.</p>	<p>Deputy Chief Executive Officer in charge of Finance and Strategy, Canal+ SA group</p> <p>Director, StudioCanal</p> <p>Director, OCS</p> <p>Member of the Supervisory Board, Canal+ Polska SA</p> <p>Director, VSTV</p> <p>Director, M7 Group SA</p> <p>Director, Viu International Limited</p> <p>Chairman of the Nomination Committee, Viaplay Group</p>

3.3 ADDITIONAL INFORMATION ON MEMBERS OF THE BOARD OF DIRECTORS

3.3.1 SERVICE AGREEMENTS BETWEEN A MEMBER OF THE BOARD OF DIRECTORS AND LOUIS HACHETTE GROUP OR ANY OF ITS SUBSIDIARIES

To the best of Louis Hachette Group's knowledge, none of the members of the Board of Directors has a service contract with Louis Hachette Group.

3.3.2 RESTRICTIONS ON THE SALE BY MEMBERS OF THE BOARD OF DIRECTORS OR SENIOR EXECUTIVES OF THEIR INTEREST IN LOUIS HACHETTE GROUP

- To the best of Louis Hachette Group's knowledge, no restrictions have been accepted by the members of the Board of Directors or the executive corporate officers concerning the sale of their shares in the Company's capital within a certain period of time, except for the rules for trading in Louis Hachette Group shares defined in the applicable laws and regulations (30-day closed period preceding the publication of interim and annual results press releases and any period during which inside information is held).

3.3.3 TRANSACTIONS IN LOUIS HACHETTE GROUP SHARES BY THE CORPORATE OFFICERS DURING 2024

The following transactions in the Company's shares were disclosed in 2024 by the persons falling within the scope of article L. 621-18-2 of the French Monetary and Financial Code (information disclosed pursuant to article 223-26 of the AMF's General Regulations):

Person involved	Office	Type of transaction	Type of securities	Date of transaction	Volume	Price per share
Jean-Christophe Thiery	Chairman and Chief Executive Officer	Allocation in connection with a partial demerger	Shares	13 Dec. 2024	62,659	-
		Acquisition	Shares	30 Dec. 2024	24,500	1.4178
Grégoire Castaing	Deputy Chief Executive Officer	Allocation in connection with a partial demerger	Shares	13 Dec. 2024	97,319	-
		Acquisition	Shares	20 Dec. 2024	47,171	1.1997
Yannick Bolloré	Director	Allocation in connection with a partial demerger	Shares	13 Dec. 2024	123,634	-
Arnaud de Puyfontaine	Director	Allocation in connection with a partial demerger	Shares	13 Dec. 2024	363,853	-
Maud Fontenoy	Director	Acquisition	Shares	13 Dec. 2024	1,000	-
Vivendi SE	Legal entity related to Arnaud de Puyfontaine, director	Sale	Shares	18 Dec. 2024	184,999	1.3818
Anne-Laure de Baulny	Person related to Jean-Christophe Thiery, Chairman and Chief Executive Officer	Acquisition	Shares	30 Dec. 2024	24,500	1.4247

3.4 TRANSACTIONS WITH RELATED PARTIES

3.4.1 AGREEMENTS ENTERED INTO BETWEEN A CORPORATE OFFICER OR A SIGNIFICANT SHAREHOLDER AND A SUBSIDIARY

As stated in the Statutory Auditors' special report on related party agreements, the Board of Directors has not authorised any new agreements governed by Article L. 225-38 of the French Commercial Code.

3.4.2 AGREEMENTS ENTERED INTO WITH MEMBERS OF THE BOARD OF DIRECTORS

None.

3.4.3 OTHER RELATED PARTY TRANSACTIONS

The Company has entered into a transition services agreement with Vivendi SE (the "**Transition Services Agreement**") covering the separation process following the Vivendi SE partial demerger. Under the terms of this agreement, Vivendi SE is providing the Company with limited services and support on a transitional basis from the completion date of the partial demerger.

Although Vivendi SE was a shareholder of the Company at the time the Transitional Services Agreement was entered into, it no longer holds any interest in the Company's share capital at 31 December 2024.

The services covered by the Transition Services Agreement include, but are not limited to (i) a limited selection of finance and treasury services and software applications; (ii) a limited selection of accounting services and accounting software applications including related services; (iii) tax services; (iv) legal, sustainability and compliance services; (v) limited information technology applications and cyber security services.

The Transition Services Agreement provides for the payment by the Company to Vivendi SE of a flat monthly fee of €41,700 (the "**Fee**") in exchange for the services, excluding the cost of any specific or additional developments incurred by Vivendi SE to provide the services, for the first twelve months (the "**Minimum Service Period**") of the Transition Services Agreement. The Fee may be adjusted during the Minimum Service Period under certain conditions. After the Minimum Service Period, the monthly Fee will be adjusted to reflect the scope and duration of

the services that continue to be provided after the Minimum Service Period, if applicable.

Under the terms of the Transition Services Agreement, the services are being provided from the completion date of the partial demerger, i.e., 13 December 2024 at 11:59 p.m., until the earlier of the following two dates: (i) the last day of the period during which the last service is provided by Vivendi SE, which may not exceed 24 months from the Transition Services Agreement's effective date, i.e., 14 December 2024 and (ii) the date when the Company and Vivendi SE mutually agree to terminate the Transition Services Agreement.

The Company may cease to use these services at any time. In addition, either party may terminate all or part of any service at any time in the event of a breach by the other party of any of its material obligations in respect of that service, if said breach has not been remedied within the specified period.

If all or part of a service is terminated, Vivendi will have no further obligation to provide the terminated service and the Company will have no obligation to pay any Fees relating to the terminated service (except in the event of termination during the Minimum Service Period), but will remain liable for any outstanding Fees as well as for any applicable costs to wind up the service.

Subject to certain exceptions, the liabilities of each party under the Transition Services Agreement will generally be limited to the total Fees paid or payable by the Company.

3.5 SHARE CAPITAL

3.5.1 AMOUNT AND CHANGES IN THE SHARE CAPITAL

3.5.1.1 Amount

At 31 December 2024, the share capital amounted to €198,399,298.80, represented by 991,996,494 shares with a par value of €0.20 each, all in the same class and fully paid up.

3.5.1.2 Changes in the share capital over the last five years

The Company was originally set up by Vivendi SE on 14 January 2015 as a *société par actions simplifiée* (simplified joint stock company) governed by French law with a share capital of €37,000 divided into 37,000 issued, outstanding and fully paid-up ordinary shares with a par value of €1.00 each.

On 8 October 2024, the Company carried out a five-for-one stock split, reducing the par value of its shares from €1.00 to €0.20. Following this stock split, the Company's share capital was unchanged at €37,000, divided into 185,000 issued, outstanding and fully paid-up ordinary shares with a par value of €0.20 each.

In connection with the Vivendi SE partial demerger and the creation of the new Louis Hachette Group, the Company received Vivendi SE's shares in

Lagardère SA and Prisma Group (transaction qualified as a partial merger for tax purposes) and allocated directly to the shareholders of Vivendi SE (with the exception of Vivendi itself) new Louis Hachette Group shares issued as consideration for these contributed assets, based on a ratio of one (1) Louis Hachette Group share for each Vivendi share held by these shareholders.

On 14 December 2024, the Chairman and Chief Executive Officer of Louis Hachette Group duly noted the completion of the partial demerger, the partial merger and the increase in the Company's capital of €198,362,298.80 (excluding premiums), through the issue of 991,811,494 new ordinary shares with a par value of €0.20 each, all fully paid up.

As of that date, the Company's share capital therefore amounted to €198,399,298.80, divided into 991,996,494 shares with a par value of €0.20 each.

On 16 December 2024, Louis Hachette Group shares were admitted to trading on Euronext Growth (Paris), the multilateral trading facility operated by Euronext Paris SA, under ticker symbol "ALHG" and ISIN FR001400TL40.

3.5.2 TREASURY SHARES

3.5.2.1 Amount

At 31 December 2024, Louis Hachette Group did not hold any of its own shares.

To support the share buyback programme authorised by the General Meeting of 9 December 2024, the Company entered into a liquidity agreement with Kepler Cheuvreux. The contract covers the period from 20 January 2025 to 31 December 2025 and is subsequently renewable automatically for successive periods of twelve (12) months each 31 December.

The resources allocated to the liquidity account for the implementation of this liquidity contract consist of cash in the amount of €500,000.

As of 28 February 2025, the Company held 131,719 of its own shares in treasury.

3.5.3 OTHER SECURITIES AND RIGHTS GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL

3.5.3.1 Marketable securities

At 31 December 2024, no securities were outstanding that would give or potentially give immediate or future access to the Company's share capital.

3.5.3.2 Share subscription options

At 31 December 2024, no stock options were outstanding which, if exercised, would lead to the issuance of new shares.

3.5.3.3 Free share awards

At 31 December 2024, no free share or performance share rights had been granted.

3.5.4 AUTHORISED, UNISSUED SHARE CAPITAL

The Combined General Meeting of 9 December 2024 decided, on the recommendation of the Board of Directors, to give several financial authorisations to the Board of Directors.

These authorisations are as follows:

Share buybacks (5th resolution) – 18-month authorisation:

- to reduce the share capital by cancelling all or some of the shares bought back under the authorisation;
- 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 remit shares upon the exercise of share options;
- to set up any company or group share-based 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 awarding free shares as the employer's matching contribution and/or in place of the discount, in accordance with the applicable laws and regulations;
- to award or sell shares to employees under the statutory 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 law and regulations;
- to deliver shares upon exercise of rights attached to securities giving access to the Company's share capital in any way whatsoever;

- to make a market in the Company's shares under liquidity agreements that comply with a code of conduct recognised by the French financial markets authority (*Autorité des marchés financiers* – AMF) and entered into with independent investment services providers;
- to hold the shares for subsequent exchange or payment as consideration for external growth, merger or demerger transactions or asset contributions; and
- more generally, to carry out any other transaction in accordance with applicable laws and regulations and the market practices accepted by the French financial markets authority (*Autorité des marchés financiers* – AMF).

The maximum buyback price per share (excluding transaction costs) is set at 200% of the listing price of the Company's shares at the time of their admission to trading on Euronext Growth (Paris), defined as the volume-weighted average price (VWAP) of the Company's shares over the first three trading days from and including the First Trading Day. The Board of Directors, and any person to whom its powers may be delegated under the conditions provided for by law, has full powers to adjust this maximum price to take into account the impact on the share price of any corporate actions, such as an issue of free shares paid up by capitalising reserves, profits or share premiums, or a change in the par value of existing shares or a reverse stock split.

Reduction in share capital by cancelling treasury shares (11th resolution) – 24-month authorisation:

The Board of Directors may decide to reduce the Company's share capital by a maximum of 10% by cancelling all or some of the shares bought back or that may be bought back into treasury by the Company.

The authorisation to reduce the share capital by cancelling shares acquired under the buyback programme may be used, in particular, to offset the dilution resulting from the issue of new shares in connection with free share awards and/or the exercise of stock options.

Share capital increase (Articles L. 225-129, L. 225-129-2, L. 22-10-49 and L. 228-92 of the French Commercial Code)

The Board of Directors was given a 26-month authorisation by the General Meeting of 9 December 2024, to:

- increase the capital by capitalising profits, reserves, premiums or other items and issuing new shares to shareholders or increasing the par value of existing shares (**6th resolution**);
- issue ordinary shares or securities giving access to the capital, with preemptive subscription rights for existing shareholders (**7th resolution**);
- in the event that an issue is oversubscribed, increase the number of shares to be issued on the basis provided for by law (**8th resolution**).

These authorisations in principle give the Board of Directors greater flexibility to seize market opportunities or carry out external growth operations.

Employee share ownership (articles L. 225-129-6, L. 225-138, L. 225-138-1, L. 225-197-1 L. 228-91 et L. 22-10-49 of the French Commercial Code)

The Board of Directors was given a 26-month authorisation by the General Meeting of 9 December 2024, to:

- issue new shares to Group employees who are members of one or more Company share-based savings plans (*Plans d'Épargne d'Entreprise*) (**9th resolution**), and
- award existing or new shares without consideration to employees and officers of the Company and related entities or groups, representing up to a maximum of 2% of the current share capital (**10th resolution**). This authorisation automatically entails the waiver by shareholders of their pre-emptive rights to subscribe for any new shares that may be issued.

These delegations of competence are valid for a period of 26 months as from the date of the General Meeting. The aggregate par value of shares issued under the authorisations given in the **9th and 10th resolutions** may not exceed the blanket ceiling of 33% of the share capital set in the **7th resolution**.

None of these authorisations had been used as of 31 December 2024.

Summary table showing delegations of competence granted by the General Meeting of 9 December 2024 that were in force at the year end

Type of authorisation	Duration	Description	Expiry date	Utilisation at 31 Dec. 2024
Share buybacks				
5th resolution Authorisation for the Board of Directors to buy back shares in the Company in accordance with Article L. 22-10-62 of the French Commercial Code.	18 months	<u>Maximum buyback price:</u> 200% of the listing price at the time of admission to trading (defined as the volume-weighted average closing price quoted for Louis Hachette Group shares over the first three days of trading on Euronext Growth Paris). <u>Maximum nominal amount:</u> 10% of the share capital	9 June 2026	None
Issue of securities				
6th resolution Delegation of competence to the Board of Directors to decide to increase the Company's share capital by capitalising premiums, reserves, profits or other items.	26 months	<u>Maximum nominal amount:</u> €100m	9 February 2027	None
7th resolution Delegation of competence to the Board of Directors to decide to increase the Company's share capital by issuing shares and/or securities giving immediate or future access to the share capital, with preemptive subscription rights.	26 months	<u>Maximum nominal amount:</u> 33% of the share capital	9 February 2027	None
8th resolution Delegation of competence to the Board of Directors to increase the number of shares to be issued in the event a share issue with or without preemptive subscription rights is oversubscribed.	26 months	<u>Maximum nominal amount:</u> 15% of the original issue ⁽¹⁾	9 February 2027	None
9th resolution Delegation of competence to the Board of Directors to decide to increase the Company's share capital by issuing shares and/or securities giving immediate or future access to the share capital for subscription by members of a Company sharebased savings plan, without preemptive subscription rights for existing shareholders.	26 months	<u>Maximum nominal amount:</u> 1% of the Company's share capital ⁽²⁾	9 February 2027	None
10th resolution Authorisation for the Board of Directors to allocate existing or new shares without consideration to all or some of the Group's employees and corporate officers.	26 months	<u>Maximum nominal amount:</u> 2% of the Company's share capital ⁽²⁾	9 February 2027	None
Capital reduction by cancelling shares				
11th resolution Authorisation for the Board of Directors to cancel shares bought back by the Company in accordance with Article L. 22-10-62 of the French Commercial Code.	24 months	<u>Maximum nominal amount:</u> 10% of the Company's share capital ⁽²⁾	9 December 2026	None

⁽¹⁾ Within the limits of the blanket ceiling applicable to the authorisation under which the original issue of shares is made.

⁽²⁾ The maximum nominal value of capital increases that may be carried out under this authorisation will be deducted from the blanket ceiling on capital increases of one-third of the share capital.

3.5.5 PLEDGES OF COMPANY SHARES

3.5.5.1 Pledges of registered shares of the Company at 31 December 2024

- ▶ Number of shareholders: None.
- ▶ Number of shares: None.

3.5.6 STOCK MARKET INFORMATION

3.5.6.1 General information

- ▶ Number of shares making up the share capital at 31 December 2024: 991,996,494
- ▶ Number of shares listed at 31 December 2024: 991,996,494
- ▶ Listed on: Euronext Growth Paris
- ▶ Ticker symbol: ALG
- ▶ ISIN: FR001400TL40

3.5.6.2 Dividends (over the last five years) and share prices and trading volumes (over the last four years)

No dividend has been paid in the last five years.

At its meeting on 13 February 2025, the Board of Directors decided to recommend to the Annual General Meeting on 29 April 2025 the payment of an **ordinary dividend of €0.06** per share, representing a

maximum total payout of €59,519,789.60 based on the number of shares issued and outstanding at 31 December 2024. The shares would trade ex-dividend from **6 May 2025** and the dividend would be paid as of **8 May 2025**.

Trading volumes and changes in the share price since listing (source: Euronext Growth Paris)

	High (in €)	Date of high	Low (in €)	Date of low	Closing price (in €)	Average opening price (in €)	Average closing price (in €)	Number of shares traded	Total amount traded (in €m)	Number of trading days
2024										
December	1.52	31 Dec.	1.17	20 Dec.	1.51	1.34	1.40	205,530,650	280.68	10
2025										
January	1.55	2 Jan.	1.25	31 Jan.	1.29	1.39	1.39	91,455,657	127.31	22
February	1.57	17 Feb.	1.26	3 Feb.	1.42	1.41	1.42	87,363,719	122.66	20

3.5.7 OPTIONS GRANTED TO THIRD PARTIES ON THE SHARES OF CERTAIN GROUP COMPANIES

When it acquired control of Lagardère SA, Vivendi SE granted Lagardère SA's minority shareholders a total of 31,139,281 options to sell their Lagardère SA shares to Vivendi at a unit price of €24.10 per share (the "**Lagardère Transfer Rights**").

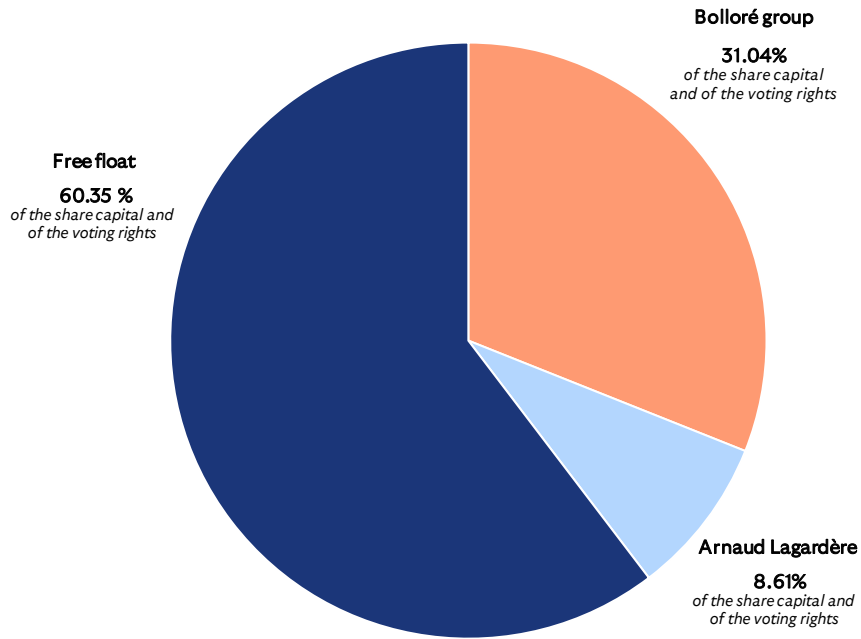
The expiry date of the Lagardère Transfer Rights exercise period was initially set at 15 December 2023. It was subsequently extended to 15 June 2025 pursuant to an authorisation given by the General

Meeting of Holders of Lagardère Transfer Rights held on 11 December 2023.

The Lagardère Transfer Rights were not transferred to the Company by Vivendi SE in connection with the Vivendi partial demerger and their terms and conditions will remain unchanged.

At 31 December 2024, 12,454,742 Lagardère Transfer Rights were outstanding (12,425,343 at 28 February 2025).

3.5.8 SHARE OWNERSHIP STRUCTURE – PRINCIPAL SHAREHOLDERS AT 31 DECEMBER 2024



3.5.8.1 Changes in share ownership structure and voting rights over the last three years

	Position at 31 December 2024			
	Number of shares	% of share capital	% of voting rights at General Meetings	% of theoretical voting rights
Shareholders				
Bolloré group⁽¹⁾	307,941,750	31.04	31.04	31.04
Arnaud Lagardère⁽²⁾	85,433,536	8.61	8.61	8.61
Free float	598,621,208	60.35	60.35	60.35
TOTAL⁽⁵⁾	991,996,494	100	100	100

(1) Including, pursuant to Article L. 233-10 of the French Commercial Code, (i) 301,869,191 Louis Hachette Group shares held by Bolloré SE; (ii) 5,995,559 Louis Hachette Group shares held by Compagnie de l'Odet SE; (iii) 48,000 Louis Hachette Group shares held by Vincent Bolloré; (iv) 24,000 Louis Hachette Group shares held by Cyrille Bolloré; and (v) 5,000 Louis Hachette Group shares held by Sébastien Bolloré.

(2) Held by Arnaud Lagardère through Lagardère Capital, which he wholly owns and controls.

As the Company's shares were admitted to trading on 16 December 2024, comparisons of changes in the share capital versus the previous two years would not be useful.

At 31 December 2024, the Company's share capital comprised 330,691,587 registered shares held by 23,382 shareholders (33.34% of the share capital and voting rights) and 661,304,907 bearer shares (66.66% of the share capital and voting rights).

3.5.8.2 Disclosure thresholds

For companies listed on Euronext Growth Paris, the statutory AMF and issuer disclosure thresholds are 50% and 90% of the share capital, except in the case of companies whose listing is transferred from Euronext to Euronext Growth for which the Euronext disclosure rules apply for three years (Article 223-15-2 of the General Regulations of the French financial markets authority [AMF]).

Under market rules, issuers are required to disclose to the public any increase or decrease in a shareholder's interest to above or below the disclosure thresholds of 50% and 90% within five trading days of being notified of the change.

At 31 December 2024, the Company had not received any notifications under the above disclosure threshold rules.

3.5.8.3 Shareholders acting in concert

To the best of the Company's knowledge, there are no groups of shareholders acting in concert.

3.5.8.4 Voting rights

At 31 December 2024, the total number of voting rights (gross and net) was 991,996,494. The number of voting rights is published every month at the same time as the amount of the share capital, in accordance with Article L. 233-8 II of the French Commercial Code and Article 223-16 of the AMF's General Regulations.

3.5.8.5 Principal shareholders

Following the partial demerger, the Company's reference shareholder is the Bolloré group. The breakdown of the Bolloré group's total interest is disclosed below in accordance with Article L. 233-10 of the French Commercial Code:

- 301,869,191 shares held by Bolloré SE;
- 5,995,559 shares held by Compagnie de l'Odet SE;
- 48,000 shares held by Vincent Bolloré;
- 24,000 shares held by Cyrille Bolloré;
- 5,000 shares held by Sébastien Bolloré.

To the best of the Company's knowledge, at 31 December 2024, the Bolloré group held 307,941,750 shares representing 31.04% of the share capital and voting rights at General Meetings.

To the best of the Company's knowledge, at 31 December 2024, Arnaud Lagardère held through his wholly-owned company Lagardère Capital 85,433,536 shares representing 8.61% of the share capital and voting rights at General Meetings.

To the best of the Company's knowledge, at 31 December 2024, no other shareholder held more than 5% of the share capital or voting rights directly or indirectly, alone or in concert.

3.5.8.6 Shareholder agreements

To the best of the Company's knowledge, at 31 December 2024, there were no shareholder agreements relating to Louis Hachette Group shares.

3.5.8.7 Group to which the Company belongs

Louis Hachette Group is not a controlled company within the meaning of Article L. 233-16 of the French Commercial Code and therefore does not belong to any group.

3.5.9 FREE SHARE AWARDS BY THE COMPANY OR RELATED ENTITIES

At 31 December 2024, the Company had not awarded any rights to free shares to the employees or corporate officers of the Company and of entities or groups related to it.

However, as announced when the shares were admitted to trading on Euronext Growth Paris, the Company intends to adopt one or more free share

and performance share plans to build loyalty among its eligible executives, managers and employees. These plans would be implemented pursuant to the delegation of competence to the Board of Directors by the General Meeting of 9 December 2024 and would be subject to the conditions and limits specified in the related resolution.

SPECIFIC INFORMATION ON THE EXECUTIVE CORPORATE OFFICERS AND EMPLOYEES OF LOUIS HACHETTE GROUP

1. In 2024, no executive corporate officers of Louis Hachette Group were awarded any free shares by the Company.
2. In 2024, Jean-Christophe Thiery and Grégoire Castaing, executive corporate officers of Louis Hachette Group, were each awarded 15,000 performance share rights by Lagardère SA, a company related to Louis Hachette Group within the meaning of Article L. 225-197-2 of the French Commercial Code, under a performance share plan approved by the Board of Directors of Lagardère SA on 21 October 2024.
3. In 2024, no Louis Hachette Group employees were awarded any free shares by the Company.
4. In 2024, no Louis Hachette Group employees were awarded any free shares by the entities and groups related to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code, or by any company that controls the Company within the meaning of Article L. 233-16 of the Code.

3.6 APPENDICES

3.6.1 ARTICLES OF ASSOCIATION – LOUIS HACHETTE GROUP

Part I
LEGAL FORM – CORPORATE PURPOSE – REGISTERED OFFICE

Article 1 – LEGAL FORM

The Company was initially incorporated as a *société par actions simplifiée* (simplified joint stock company). It was converted into a *société anonyme* (joint stock company) with a Board of Directors by a decision of its shareholders on 22 October 2024. In connection with the listing of the Company's shares on Euronext Growth Paris, the Articles of Association were revised on 9 December 2024.

The Company is governed by these Articles of Association and the laws and regulations applicable to French joint stock companies.

Article 2 – CORPORATE PURPOSE

The Company's main purpose, directly and indirectly, in France and in all countries, is:

- the management and acquisition, by way of subscription, purchase, contribution, exchange or otherwise, of Lagardère SA shares, bonds and other securities and the right to sell some or all of such securities;
- the publication, editing, production and distribution of periodical magazines including their ancillary products, in all cases directly or indirectly, on the Company's own behalf or on behalf of third parties, either alone or with third parties, through the creation of new companies, asset contributions, purchases of newly issued limited partners' shares, the exercise of subscription rights, purchases of securities or ownership interests, mergers, the creation of joint ventures, the acquisition of equity interests or rights of use, the leasing or management of assets or rights, or otherwise and, generally, any financial, commercial, industrial, real estate or securities transactions directly or indirectly related to one of the above purposes or to any similar or related purpose, or that would be likely to promote the development the Company's business; and
- any commercial, industrial, financial, securities and real estate transactions directly or indirectly related to the aforementioned purpose or to any similar or related purposes, or contributing to the fulfilment of these purposes;
- more generally, the management and acquisition, by way of subscription, purchase, contribution, exchange or through any other means, of shares, bonds and any other securities of companies already existing or to be formed and the right to sell some or all such securities.

Article 3 - CORPORATE NAME

The Company's name is: "Louis Hachette Group".

All deeds and documents issued by the Company and intended for third parties shall indicate the company name, immediately preceded or followed by the words "Société anonyme" or the initials "SA", as well as the amount of the share capital, the name of the city where the Company is registered with the Trade and Companies Registry and the registration number.

Article 4 – REGISTERED OFFICE

The registered office is located at 4 Rue de Presbourg, 75116 Paris, France.

It may be transferred to any other address in accordance with the applicable laws or regulations.

Article 5 – TERM OF THE COMPANY

The term of the Company is set at 99 years from the date of its registration with the Trade and Companies Registry, unless it is wound up in advance or its term is extended by decision of the Extraordinary General Meeting.

Part II
SHARE CAPITAL – SHARES

Article 6 – SHARE CAPITAL

The Company's share capital amounts to €198,399,298.80, divided into 991,996,494 shares with a par value of €0.20, all in the same class and fully paid up.

Article 7 – CHANGES IN THE SHARE CAPITAL

The share capital may be increased, reduced, repaid or divided by decision of the competent General Meeting in accordance with the applicable laws and regulations.

Article 8 – SHARES

1. The shares may take the form of registered shares or bearer shares, in the absence of legal or regulatory provisions to the contrary.
2. The Company may at any time, in accordance with the applicable law and regulations, request from the central institution responsible for keeping the Company's share issuance account information relating to shares of the Company which confer a voting right at its General Meetings, whether immediately or in the future.

Failure by shareholders or their intermediaries to disclose such information may, under the conditions provided by applicable laws and regulations, lead to the suspension or forfeiture of dividend or voting rights attached to the shares concerned.

3. Any individual or legal entity, acting alone or in concert, that comes to hold or ceases to hold, directly or indirectly, at least 0.5% of the share capital or voting rights of the Company, or beyond 5% of the share capital or voting rights, at least 1% of the share capital or voting rights of the Company, or any multiple of these percentages, is required to disclose its percentage interest to the Company by registered letter with acknowledgement of receipt sent to the registered office within four (4) trading days of the relevant threshold being crossed, indicating the total number of shares and voting rights held (alone, directly or indirectly, or in concert), as well as (a) the number of securities giving future access to the capital that it holds and the number of future voting rights attached thereto, (b) the securities and voting rights already issued that the shareholder could acquire, by virtue of an agreement or a financial instrument, and (c) all the information provided for in Article L. 233-7 of the French Commercial Code.

For the purposes of determining the thresholds referred to in the above paragraph, account will be taken of shares ranking *pari passu* with the disclosed shares and the voting rights attached thereto pursuant to Articles L. 233-7 and L. 233-9 of the French Commercial Code.

These disclosure requirements cease to apply if a single shareholder or a group of shareholders acting in concert owns more than 50% of the voting rights.

Failure to comply with this provision will expose the shareholder concerned to the penalty provided for by law, at the request, recorded in the minutes of the General Meeting, of one or more shareholders holding at least 5% of the Company's share capital.

4. If the disclosure threshold of one tenth or one fifth of the share capital or voting rights is crossed, the shareholder responsible for making the disclosure must also disclose their intentions over the next six months concerning their stake in the Company.

The information to be disclosed includes:

- a. how the share purchase has been financed;
- b. whether the shareholder is acting alone or in concert;
- c. whether it intends to halt or continue its purchases of the Company's shares and whether its objective is to acquire control of the Company;
- d. its planned strategy concerning the Company and how it plans to implement it;
- e. its intentions regarding the settlement of the agreements and instruments referred to in Article L. 233-9 I paragraphs 4° and 4° bis of the French Commercial Code;
- f. the existence of any agreement for the temporary transfer of shares and voting rights in the Company; and
- g. whether it intends to ask for one or more seats on the Company's Board of Directors.

All the required disclosures must be sent to the Company within five trading days of each threshold being crossed.

The information may be published by the Company on its website.

In the event of a change of intention within six months of the disclosure being submitted, a revised disclosure must be sent to the Company without delay and may be published by the Company on its website. The revised disclosure restarts the six-month period mentioned above.

Article 9 – RIGHTS AND OBLIGATIONS ATTACHED TO SHARES

1. Each share confers the right to a share in the assets of the Company and in the liquidation surplus in proportion to the amount of share capital it represents.
2. Whenever a certain number of shares is necessary to exercise a right, shareholders who do not own said number of shares will be responsible, if necessary, for grouping the shares corresponding to the required quantity.
3. Ownership of a share implies acceptance of these Articles of Association and of decisions made by the General Meeting and by the Board of Directors acting on powers delegated by the General Meeting.

<p>Part III BOARD OF DIRECTORS</p>
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Article 10 – MEMBERSHIP OF THE BOARD OF DIRECTORS

1. The Board of Directors comprises a minimum of three members, and a maximum of 18 members, subject to any exceptions set forth by law.

The members are natural persons or legal entities appointed by the Ordinary General Meeting, which may remove them from the Board at any time.

2. The members of the Board of Directors are appointed for a four-year term, expiring at the end of the Ordinary General Meeting called to approve the financial statements for the previous year and held in the year during which the term of office expires. They may be re-appointed.

At the end of each Annual General Meeting, the members of the Board of Directors who exceeded the age limit specified in the applicable laws and regulations as of the end of the year for which the financial statements were approved at the Meeting may not represent more than one-third of the total number of Board members. When this limit is exceeded, the oldest member(s) will be deemed to have resigned at the end of the said General Meeting.

In the event that one or more seats on the Board become vacant due to death or resignation, and provided that there are at least three remaining members, the Board of Directors may make provisional appointments between two General Meetings which will be subject to ratification by the next Ordinary General Meeting.

Article 11 – DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors determines the Company's overall business strategy and ensures that it is implemented in the best interests of the Company, taking into consideration the social and environmental aspects of the Company's operations. Subject to those powers expressly vested in the General Meeting, and within the limits of the corporate purpose, the Board examines all matters concerning the smooth running of the Company and makes all related decisions.

The Board of Directors continuously monitors the Company's management by the Chief Executive Officer, as required by law. At any time of the year, it may carry out any verifications or controls which it deems necessary and may request any documents it deems useful to the fulfilment of its mission.

2. The Board of Directors may decide to create committees to study matters submitted for their opinion by the Board of Directors or its Chairman; the Board of Directors defines their membership, their terms of reference and, where applicable, the remuneration of their members.

Article 12 – ORGANISATION OF THE BOARD OF DIRECTORS

1. The Board of Directors elects a Chairman from among its members, who must be a natural person and who is responsible for calling and chairing meetings of the Board of Directors. The Board of Directors sets the term of office of the Chairman, which cannot not exceed his term as a member of the Board of Directors.

The Board of Directors may appoint a Vice Chairman from among its members.

The Board of Directors may appoint a Board Secretary.

2. The Board of Directors meets as often as the Company's interests require.

Meetings of the Board of Directors may be called by the Chairman by any method, even verbally. Meetings of the Board are held either at the registered office or at any other location indicated in the notice of meeting.

The Chairman shall call a meeting of the Board of Directors within fifteen days of being asked to do so by the Chief Executive Officer or by at least one-third of the members of the Board of Directors. If the Chairman fails to act, the persons who submitted the request may call the Board meeting and set the agenda.

3. A register of attendance is kept, which is signed by the members of the Board of Directors attending the meeting.
4. Pursuant to the applicable law or regulations, the Board of Directors may validly make decisions only if at least half of its members are present or represented.

Decisions are made by majority vote of the members present or represented. Each member present or represented has one vote and each member present may hold only one proxy granted in writing and transmitted by any method. In the event of a split decision, the chairman of the meeting has a casting vote.

To the extent allowed by the applicable law or regulations, members who participate in Board meetings by way of videoconference, telecommunication link or by any other means allowed by law, are deemed to be present for the purposes of calculating the quorum and voting majority.

Provided that no directors object under the conditions described below, the Board of Directors may also make decisions on any matters by written consultation of the directors, including electronically. In this case, the text of the proposed decisions will be made available to each director, together with the requisite information pack. Directors must cast their votes in the manner and by the time limit indicated in the request for consultation. Any director may object to the use of written consultation provided that they send the Chairman of the Board of Directors a written request setting out the reasons for their objection before the consultation period expires. Any director who does not send

their written response to the consultation to the Chairman of the Board within the applicable time limit will be deemed not to have participated in the decision. Any decision made by written consultation will be valid only 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 made by written consultation.

Each member of the Board of Directors, and any representatives of legal entities appointed to the Board, may be represented by another member. The number of proxies that a member of the Board of Directors may hold at any given meeting is limited to one.

5. Meetings of the Board of Directors are chaired by the Chairman, who leads the discussions or, if the Chairman is unable to participate in the meeting, by the Vice-Chairman or, failing this, by a member of the Board of Directors designated at the beginning of the meeting in accordance with the quorum and majority voting requirements laid down by law.

The deliberations of the Board of Directors are recorded in minutes drawn up by the Secretary of the Board in a special register kept at the Company's registered office.

6. The members of the Board of Directors, and any persons invited to attend Board meetings, are prohibited from disclosing information of a confidential nature discussed during the meeting that is identified as such by the Chairman of the Board of Directors.
7. 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 be compensated for their services at the Board of Directors' discretion. The Board Advisors may be removed at any time by the Board of Directors.

Article 13 – REMUNERATION OF THE BOARD OF DIRECTORS

The Board of Directors may be awarded annual fixed remuneration, whose amount is fixed by the Ordinary General Meeting and remains unchanged until otherwise decided by a subsequent General Meeting. This amount is freely allocated by the Board of Directors among its members, under the conditions provided for by the applicable regulations.

The Board of Directors may also award special remuneration for specific assignments or responsibilities entrusted to its members under the conditions provided for in the applicable law and regulations.

The Board of Directors also awards annual remuneration to its Chairman, on terms set at the time of his appointment in accordance with the conditions laid down by the applicable regulations.

Part IV GENERAL MANAGEMENT

Article 14 – ORGANISATION OF GENERAL MANAGEMENT

1. The Company is managed by and under the responsibility of either the Chairman of the Board of Directors, who in this case has the title of Chairman and Chief Executive Officer, or another individual appointed by the Board of Directors, who may or may not be a member of the Board, and has the title of Chief Executive Officer.

The Board of Directors chooses between these two methods of managing the Company at any time and at least whenever the term of office of the Chief Executive Officer expires or the term of office of the Chairman of the Board of Directors expires if the latter also serves as Chief Executive Officer.

The shareholders and third parties are notified of this choice under the conditions set by the applicable regulations.

When the Company is managed by the Chairman of the Board of Directors, the provisions below concerning the Chief Executive Officer apply to the Chairman, who in that case has the title of Chairman and Chief Executive Officer.

2. On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals responsible for assisting him, who have the title of Deputy Chief Executive Officer.

The number of Deputy Chief Executive Officers may not exceed five (5).

3. The Board of Directors sets the remuneration of the Chief Executive Officer and the Deputy Chief Executive Officer(s), in accordance with the applicable regulations.
4. The term of office of a Chief Executive Officer or a Deputy Chief Executive Officer is set at the time of their appointment. The term of office of a Chief Executive Officer or a Deputy Chief Executive Officer who is a director may not exceed their term as a director.

The Chief Executive Officer may be removed at any time by decision of the Board of Directors. The same applies to the Deputy Chief Executive Officers, following a recommendation by the Chief Executive Officer. If the removal from office is decided without just cause, it may give rise to damages, unless the Chief Executive Officer performs the duties of Chairman of the Board of Directors.

When the Chief Executive Officer ceases to exercise his/her functions or is prevented from doing so, unless there is a decision to the contrary by the Board of Directors, the Deputy Chief Executive Officers retain their functions and their duties until a new Chief Executive Officer is appointed.

The terms of office of the Chief Executive Officer and of any Deputy Chief Executive Officer(s) expire no later than at the close of the General Meeting held to approve the financial statements for the year during which the member reaches the age of sixty-eight (68). However, when the Chief Executive Officer or one or of the Deputy Chief Executive Officer(s), if applicable, reaches that age, the Board of Directors may prolong his or her term one or more times for a total period that may not exceed two years.

Article 15 – POWERS OF THE CHIEF EXECUTIVE OFFICER

1. The Chief Executive Officer shall be invested with the broadest powers vis-à-vis third parties to act in all circumstances on behalf of the Company, subject to the powers specifically vested by the applicable law and regulations in the Board of Directors or the General Meetings, within the limits of the corporate purpose, and except for matters that require the prior authorisation of the Board of Directors, as may be set out in the Board's Rules of Procedure.

The Chief Executive Officer represents the Company in its relations with third parties. The Company is bound by the actions of the Chief Executive Officer vis-à-vis third parties even if they do not fall within the corporate purpose, unless it can prove that the third party knew that the action in question went beyond the corporate purpose or could not have been unaware of that fact given the circumstances, on the understanding that the mere publication of the Articles of Association is not sufficient evidence of the foregoing.

The decisions of the Board of Directors limiting the powers of the Chief Executive Officer are not valid against claims by third parties.

2. After examining the proposal by the Chief Executive Officer, the Board of Directors determines the scope and duration of the internal powers of the Deputy Chief Executive Officer(s), who have the same external powers vis-à-vis third parties as the Chief Executive Officer.

Part V
AUDITING OF THE COMPANY

Article 16 – STATUTORY AUDITORS

The Company is audited by one or several Statutory Auditors who are appointed and fulfil their duties in accordance with applicable law and regulations.

Part VI
GENERAL MEETINGS

ARTICLE 17 – GENERAL MEETINGS

1. General Meetings are called and held in accordance with the applicable law and regulations.
2. General Meetings are held at the Company's registered office or in any other location indicated in the notice of meeting. The Board of Directors may decide, when a General Meeting is called, to publicly broadcast the meeting in full via videoconference or using another form of remote transmission. In this case, the decision is indicated in the notice of meeting and the invitation to attend the meeting.
3. Each shareholder has the right to attend General Meetings and to take part in the deliberations, either in person or by proxy, provided that their shares are recorded in their share account under the conditions and within the deadlines specified by law.

Each shareholder may give proxy to another shareholder, their spouse or civil partner, or any individual or legal entity of their choice, in accordance with the applicable law and regulations.

4. General Meetings are chaired by the Chairman of the Board of Directors or, in his or her absence, by a member of the Board of Directors specifically designated by the Board of Directors. Failing this, a chairman is elected by the shareholders present at the meeting.

The two members of the General Meeting who accept and represent the largest number of votes act as returning officers.

5. The Presiding Committee of the General Meeting appoints the Secretary, who is not required to be a shareholder. A register of attendance is kept in accordance with the applicable law and regulations.
6. Copies or excerpts from the minutes of General Meetings are validly certified and made available upon request, in accordance with the applicable law and regulations.

Article 18 – VOTING RIGHTS

1. Voting rights are exercised by the beneficial owner of the shares (*usufruitier*) in Ordinary General Meetings and by the non-beneficial owner (*nu-proprétaire*) in Extraordinary General Meetings, unless otherwise agreed between both parties and provided that the Company is notified of such an agreement.
2. In accordance with the applicable law and regulations, shareholders may send their proxy and voting forms for any General Meeting in paper form or, by decision of the Board of Directors published in the notice of meeting, electronically.

The proxy or voting form may, if necessary, contain the shareholder's electronic signature, authenticated by a reliable and secure process, enabling identification of the shareholder as well as authentication of his or her vote.

The Board of Directors may also decide that shareholders may participate and vote in any General Meetings by videoconference and/or vote electronically, in accordance with the applicable law or regulations. In this case, shareholders participating in the General Meeting by videoconference or any other telecommunications link allowed by law, will be deemed to be present for the purposes of calculating the quorum and voting majority.

3. At all General Meetings, each shareholder has as many votes as the number of shares they own or represent by proxy. No shares have the double voting rights provided for in Article L. 225-123 of the French Commercial Code.

Part VII

FINANCIAL STATEMENTS – APPROPRIATION AND DISTRIBUTION OF PROFIT

Article 19 – ANNUAL FINANCIAL STATEMENTS

1. The Company's fiscal year commences on 1 January and ends on 31 December.
2. At the end of each fiscal year, the Board of Directors is responsible for the closing of the accounts and the preparation of the annual financial statements as required by the applicable law and regulations.

Article 20 – APPROPRIATION AND DISTRIBUTION OF PROFIT

1. The income statement, which summarises all the income and expenses for the year, shows the Company's net income or loss for the fiscal year after depreciation, amortisation and provisions.

At least 5% of the Company's net income for the year, less any losses brought forward from the prior year, is allocated to the legal reserve. This allocation ceases to be mandatory when the legal reserve represents at least 10% of the share capital, and becomes mandatory again if, for any reason, the legal reserve falls below this percentage.

The General Meeting may set aside such sums as the Board of Directors deems appropriate for transfer to contingency funds, ordinary or special reserves, retained earnings, or for distribution.

2. Distributable earnings are composed of net income for the year, less any losses brought forward from the prior year and the amounts appropriated to reserves as required by law or by the Articles of Association, plus any unappropriated retained earnings.

Dividends are distributed to the extent possible out of net income for the year.

Except in the event of a reduction in share capital, no dividends may be distributed to shareholders if the Company's equity is, or would become as a result of such distribution, less than the amount of the share capital, plus any reserves that may not be distributed under the applicable laws and regulations or the Articles of Association.

Revaluation surpluses may not be distributed, but may be wholly or partially capitalised.

The General Meeting may resolve to distribute funds deducted from available reserves by specifically identifying the reserve accounts from which said deductions are to be made.

The terms of payment of dividends are set by the General Meeting or, failing that, by the Board of Directors. Dividends must be paid within a maximum period of nine months from the close of the fiscal year, except where this period is extended by law.

The General Meeting may give each shareholder the option to receive all or part of the final dividend or any interim dividend either in cash or in shares, or in the form of a payment-in-kind.

The General Meeting – or the Board of Directors in the case of an interim dividend – may decide that all or part of the final dividend, an interim dividend, a distribution of reserves or premiums, or a capital reduction, will be settled through a payment-in-kind, including the delivery of financial securities. In all cases, it may be decided that rights to fractional shares will not be negotiable or transferable, notwithstanding Article 9.2 of these Articles of Association. In particular, it may be decided that if the share of the distribution to which the shareholder is entitled does not correspond to a whole number

of the unit of measure used for the distribution, the shareholder will receive the whole number, in the unit of measure, immediately below that number, together with an equalisation payment in cash.

Dividends that are not claimed within five years of the payment date will be forfeited under the applicable statute of limitations.

Part VIII
EXTENSION – DISSOLUTION – DISPUTES

Article 21 – EXTENSION – DISSOLUTION – LIQUIDATION

1. No later than one year before the end of the term of the Company, the Board of Directors will call an Extraordinary General Meeting in order to decide whether the term of the Company is to be extended.
2. Except in the event of judicial dissolution prescribed by law, the Company will be dissolved upon expiration of the term set forth by the Company's Articles of Association or by decision of the General Meeting.
3. The General Meeting determines the liquidation procedures and appoints one or more liquidators whose powers it also determines.

Article 22 – DISPUTES

Any and all disputes which may arise during the term of the Company or during its liquidation, whether between the shareholders and the Company or between shareholders, in respect of corporate matters, will be subject to the jurisdiction of the competent courts.

3.6.2 BOARD OF DIRECTORS' RULES OF PROCEDURE

RULES OF PROCEDURE APPLICABLE TO THE BOARD OF DIRECTORS
OF LOUIS HACHETTE GROUP

(Adopted on 12 December 2024)

The members of the Board of Directors of Louis Hachette Group (the "**Company**") have decided to adhere to the following organisational and operating rules, which constitute the Board of Directors' Rules of Procedure.

These Rules are purely internal and are not valid against claims from third parties who have no right to invoke them. Their purpose is to supplement the Company's Articles of Association by specifying the practices and procedures of the Board of Directors and the rights and duties of its members. They may be amended at any time by simple decision of the Board of Directors.

Shareholders and the public are informed of the existence of the Rules of Procedure in the Company's annual report.

Article 1 - BOARD ADVISORS (*censeurs*)

In accordance with Article 12.7 of the Articles of Association, the Board of Directors may appoint one or two advisors to the Board for a term not exceeding four years. Board Advisors may be removed at any time by the Board of Directors.

The Board Advisors give the Company the benefit of their particular experience in specific and often specialised fields. Board Advisors (*censeurs*) participate in an advisory capacity at Board meetings. They can express their opinions in an objective and independent manner and make an important contribution to the Board's work.

Following their appointment, the Company ensures that the Board Advisors are fully aware of the applicable regulations relating to market abuse, and specifically the rules concerning non-disclosure of inside information. They may be awarded remuneration determined by the Board of Directors.

Article 2 – Operating procedures of the Board of Directors

2.1 – Meetings of the Board of Directors

Preparation of Board meetings

The Board of Directors meets as often as the Company's interests require. Meetings of the Board of Directors may be called by the Chairman by any method, even verbally.

The Chairman shall call a meeting of the Board of Directors within fifteen days of being asked to do so by the Chief Executive Officer or by at least one-third of the members of the Board of Directors. If the Chairman fails to act, the persons who submitted the request may call the Board meeting and set the agenda.

In all other cases, the agenda for Board meetings is set by the Chairman. At the request of one third of its members, the agenda may be amended or an item automatically added.

Conduct of Board meetings

The Board's discussions are led by the Chairman. If the Chairman is unable to be present, the Board meeting will be chaired by the Vice-Chairman or, failing this, by a member of the Board of Directors designated at the beginning of the meeting by a majority of the members of the Board.

Board members may participate in Board meetings by telecommunications link or by any other method recognised by law.

In calculating the quorum and voting majority, Board members attending the meeting via a telecommunications link that enables them to be identified, or any other method recognised by law, shall be deemed to be present.

In the event of a telecommunications malfunction duly recorded by the Chairman of the Board of Directors, the Board may validly deliberate and/or continue its work among the members physically present, provided that the quorum requirement is met.

Any technical incident that disrupts the Board's deliberations shall be recorded in the minutes, including the interruption and resumption of participation by telecommunications link.

A member participating in a meeting by telecommunications link who is no longer deemed to be present due to a malfunction may then give proxy to another member physically present, provided that this proxy is brought to the attention of the Chairman during the meeting, for example in the form of a document sent by e-mail.

A member may also give proxy to the Chairman in advance of a meeting, with the stipulation that it should be used only in the event of a videoconferencing or telecommunications malfunction resulting in the member no longer being deemed to be present.

The Board of Directors may invite non-members of the Board to attend Board meetings under the same conditions.

Board Advisors shall be invited to attend meetings of the Board of Directors under the conditions laid down in the Company's Articles of Association. They may not participate in the vote on Board decisions.

The Secretary of the Board of Directors may be chosen from outside the shareholders and members of the Board. The Secretary of the Board attends Board meetings.

Collegial nature of the Board's decisions and duty of discretion

The Board of Directors is a collegiate body. Its decisions are the responsibility of all of its members who must keep them confidential.

The Board of Directors, taken as a whole, may make any public statement in the form of press releases to inform the market. Apart from the Chairman, the members of the Board of Directors expressly undertake not to make any public statements in their capacity as Board members, except with the prior agreement of the Chairman. They also undertake not to disclose outside the Company any information relating to the transactions examined or approved during Board meetings or the Board's deliberations and operating procedures. Any Board member who fails to comply with this rule will automatically be required to step down from the Board.

Minutes of Board meetings

Draft minutes of the Board's deliberations shall be drawn up by the Secretary of the Board at the end of each meeting and submitted to the members of the Board for approval at the next meeting. The duly approved minutes shall be recorded in the minute book registered with the Clerk of the Paris Commercial Court.

2.2 – Board of Directors' right to information

Members of the Board of Directors shall receive all the information necessary to perform their duties. Before any Meeting, they may request any further documents that they consider useful.

The Board Advisors shall receive the same information as members of the Board of Directors, unless the Chairman of the Board of Directors or his or her replacement decides otherwise.

The Board members' right to information is fulfilled as follows:

Information provided prior to meetings of the Board of Directors

The Chairman of the Board of Directors, assisted by the Board Secretary, is responsible for providing appropriate information to the other members of the Board, depending on the circumstances and the items on the agenda.

Information provided to the Board of Directors on a regular basis

Members of the Board of Directors shall be kept informed on a regular basis by the Chairman of the Company's financial position, cash position, obligations and commitments, as well as any significant events and transactions relating to the Company.

Requests for information from Board members relating to specific matters shall be sent to the Chairman and to the Board Secretary who shall respond to such requests as soon as reasonably practicable.

To ensure that they are fully informed, Board members may also make enquiries of the members of Executive Management after informing the Chairman of their intention.

Article 3 – Powers of the Board Of Directors

The Board of Directors determines the Company's strategic direction and makes decisions concerning strategic partnership agreements and major internal restructuring operations, all with a view to promoting the creation of value by the Company over the long term.

The Board of Directors appoints and may remove the Chief Executive Officer, decides whether or not to separate the duties of the Chairman of the Board of Directors from those of the Chief Executive Officer, and oversees the Chief Executive Officer's management of the Company. On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals responsible for assisting him, who have the title of Deputy Chief Executive Officer. In this case, the Deputy Chief Executive Officer(s) is/are subject to the same rules as the Chief Executive Officer.

The Board of Directors exercises the powers vested in it by law and the Articles of Association. These powers include authorising the following transactions prior to their implementation:

- Total or partial disposal of equity interests, companies or other ventures

The Chief Executive Officer is required to obtain the prior authorisation of the Board of Directors for the following transactions if they exceed a unit value of €30 million:

- total or partial disposal of an equity interest in any existing or future company, undertaking or venture, whatever its legal form;
- participation in negotiations initiated by a third party with a view to a significant transaction involving the Company or its subsidiaries.

- Collateral, sureties and other guarantees

The Board of Directors may authorise the Chief Executive Officer to grant collateral, sureties and other guarantees up to a maximum of €30 million per commitment and €150 million in total. This authorisation is given to the Chief Executive Officer for twelve months and is reviewed each year.

- Significant transactions

The Chief Executive Officer is required to obtain the prior authorisation of the Board of Directors to carry out the following transactions:

- issues of securities that, directly or indirectly, give rights to the Company's shares or of bonds convertible into shares for an amount in excess of €10 million;
- issues of non-convertible bonds in excess of €50 million, except for the purpose of refinancing outstanding bond issues on more favourable terms;
- proposed share buybacks under a programme approved by the General Meeting;
- capital reductions;
- financing transactions in excess of €50 million;
- acquisitions, in any form, for over €30 million;
- the granting of collateral, sureties and other guarantees in favour of third parties for amounts exceeding the powers delegated to the Chairman and Chief Executive Officer by the Board of Directors;
- major internal restructuring operations;
- transactions that fall outside the Company's strategy;
- strategic partnership agreements;
- launch of stock option plans or performance share plans or any other mechanisms with a similar purpose or effect;
- stock option or performance share grants to the Chief Executive Officer or use of any other mechanism with a similar purpose or effect;
- submission to the General Meeting of proposed resolutions concerning changes to the Company's Articles of Association;
- submission to the General Meeting of proposed resolutions concerning appropriation of net income, the amount and payment date of the annual dividend, payment of any interim dividend or option for payment of the dividend in shares;
- submission to the General Meeting of proposed resolutions concerning the distribution of reserves or retained earnings and, more generally, any distribution of assets.

As an exception to the foregoing, the Board will simply be informed of any financing transaction that forms part of the dynamic management of the Company's debt.

The Board of Directors examines the proposed agendas and resolutions for General Meetings prepared by the Chief Executive Officer. It expresses an opinion on these proposals in a specific report included in the documentation sent to shareholders for each General Meeting. If deemed useful, the Board of Directors may appoint a Vice-Chairman from among its members.

Article 4 – Remuneration of the Board of Directors

The Chairman receives fixed remuneration, the amount and terms of which are determined by the Board of Directors.

- Amount allocated pursuant to Article L. 225-45 of the French Commercial Code (previously known as "directors' fees")

The amount awarded to the Board of Directors by the General Meeting is allocated among its members at the Board's discretion.

The allocated amount is paid annually.

The remuneration of the Board Advisors is determined by the Board of Directors.

- Special remuneration

The Board of Directors may award extraordinary remuneration for specific assignments or responsibilities entrusted to the Chairman, the Vice-Chairman, any other Board member or to the Board Advisors. In such cases, this remuneration is in addition to the amount allocated to them pursuant to Article L. 225-45 of the French Commercial Code and in accordance with the conditions laid down by law.

- Travel costs and out-of-pocket expenses incurred by members of the Board of Directors in the performance of their duties

Travel costs and out-of-pocket expenses incurred by the members of the Board of Directors and the Board Advisors in the performance of their duties and in accordance with the Company's interests are paid by the Company.

Vouchers in respect of all travel costs and out-of-pocket expenses incurred by the members of the Board of Directors and the Board Advisors in the performance of their duties are sent to the Secretary of the Board, who prepares a report thereon.

Article 5 – Duty of discretion

The members of the Board of Directors, the Board Advisors and any persons invited to attend meetings of the Board of Directors are bound by a strict duty of discretion and are prohibited from disclosing information of a confidential nature discussed during the meeting that is identified as such by the Chairman of the Board of Directors.

4 RISK FACTORS

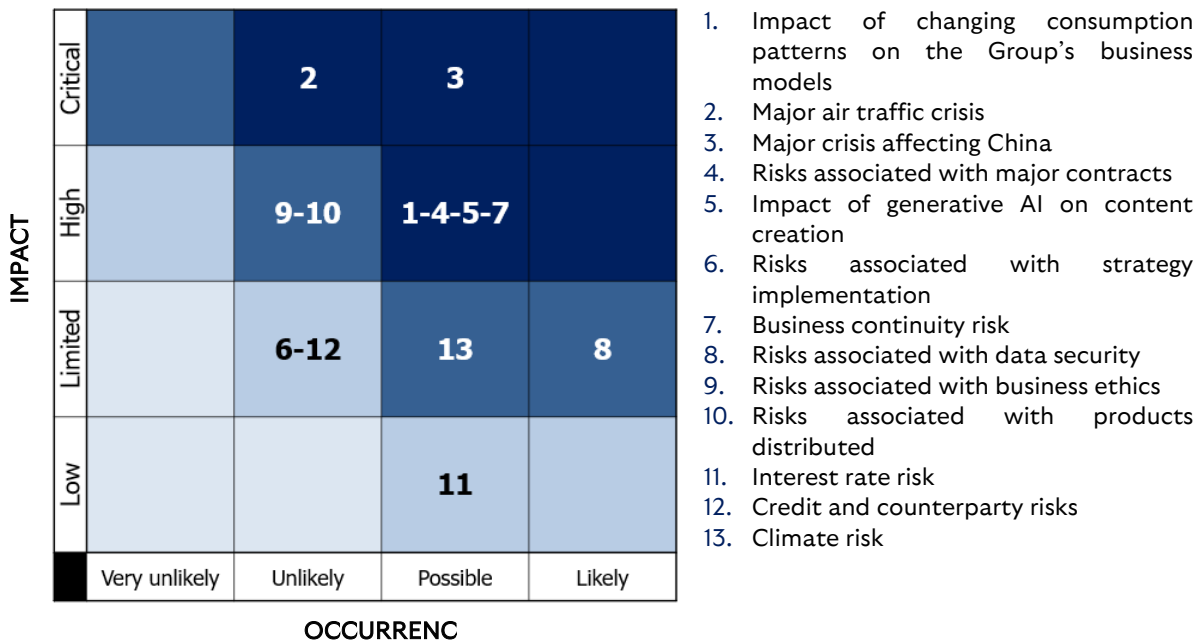
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In accordance with the requirements of Regulation (EU) 2017/1129 (“Prospectus 3”), the description in this section is limited to specific and material risks at the Group level. A qualitative assessment of criticality (net of risk control measures deployed by the Group) is presented for all risks. The most

significant risk within each category is presented first. Additional information is also available in other sections of this document, in particular Group litigation and financial risks (see section 5.3, notes 31 and 26, respectively, to the consolidated financial statements).

4.1.1 OVERVIEW OF THE GROUP’S MAIN RISKS

DETAILED MAP (MATERIALITY MATRIX)



1. Impact of changing consumption patterns on the Group’s business models
2. Major air traffic crisis
3. Major crisis affecting China
4. Risks associated with major contracts
5. Impact of generative AI on content creation
6. Risks associated with strategy implementation
7. Business continuity risk
8. Risks associated with data security
9. Risks associated with business ethics
10. Risks associated with products distributed
11. Interest rate risk
12. Credit and counterparty risks
13. Climate risk

Risk level:

Low	Limited	Medium	High
-----	---------	--------	------

This table presents the status of risks **from a medium-term perspective (three years)**. The impact presented does not take into account the measures implemented by Louis Hachette Group to manage the risks. Only risks ranked “limited”, “medium”, or “high” are presented.

4.1.2 RISKS ASSOCIATED WITH THE GROUP'S BUSINESS ACTIVITY

4.1.2.1 Major crisis affecting China

Description

The Lagardère group has many activities linked to China, in particular direct operations in the country and business relationships with Chinese partners, suppliers and/or customers. Its operations could be affected if trade relations between China and its international partners were called into question, for example, as a result of heightened geopolitical tensions. These activities could also be affected in the event of an economic crisis in China.

Lagardère Publishing uses Chinese service providers, particularly for printing. The unavailability of such service providers, due for example to an international embargo, could lead to a break in the production chain for certain works published by Lagardère Publishing.

Lagardère Travel Retail has a major subsidiary in China. A reduction in air traffic in the country due to geopolitical tensions or an internal economic crisis could have a significant impact on its business.

This risk, already considered high by the Group in 2023, increased in 2024.

Risk management procedures

Lagardère Publishing regularly monitors the risks associated with its suppliers and seeks to diversify its procurement in order to dilute these risks. In addition to China, it has suppliers for its printing needs in France, the Americas and Asia (India, Vietnam).

Lagardère Travel Retail monitors the situation of its businesses in China through dedicated governance and also has a geographically diversified portfolio of activities.

4.1.2.2 Impact of changing consumption patterns on the Group's business models

The Group is faced with changes in its customers' consumption habits linked to the development of digital and mobile technologies and to market events such as economic crises.

The Group's strategic plan is based on its complementary businesses and enhanced operational performance.

In general, the Group's presence in different sectors and geographies helps to diversify risks associated with its business activity.

Description

Lagardère Publishing

Lagardère Publishing's Trade business (general-interest books), which accounted for 20% of Group revenue in 2024, is exposed to the risk that it will lose readers to new forms of entertainment such as social networks, streaming platforms and video games. This trend particularly concerns young people and men.

The Trade business is also exposed to the risk that it loses market share to other players and publishing formats (including self-publishing and second-hand book sales) which are particularly attractive to young adults.

Business line general management teams also monitor market developments in order to anticipate, detect and analyse the challenges posed by changes in consumer behaviour, technological developments and digital players in their respective fields.

In light of the above, the Group considers this risk to be high overall.

Risk management procedures

Lagardère Publishing

The business line is constantly adapting its offering to changes in the public's expectations, as demonstrated by the growth in e-book and audiobook sales as a proportion of revenue, and by its strategy of diversifying into Board Games and Premium Stationery.

Description

Lagardère Travel Retail

When it comes to air travel, passengers are likely to change their behaviour as they seek to reduce their carbon footprint.

Changes to local regulations could also have an impact on the consumption of certain products that are key contributors to the business. For example, a restriction or ban on the sale of tobacco could lead to a loss of revenue for Lagardère Travel Retail at certain airports.

Lagardère News, Lagardère Radio and Prisma Media

Lagardère News, Lagardère Radio and Prisma Media, which accounted for around 5% of Group revenue in 2024, are facing very stiff competition from digital media over print media, which impacts both sales and advertising revenues:

- ▶ paid circulation across the French market fell 4.6 % in 2023;
- ▶ the written press advertising market (excluding digital) declined by 29% over the first nine months of 2024, and the radio industry recorded a 1% contraction over the same period, compared with the first nine months of 2019;

although the digital advertising market has grown by 63% since 2019 for radio and press, its value is largely captured by a few key players in the market, with Google, Amazon and Meta, the three main advertising sales brokerages, accounting for 71% of the market between January and September 2024.

Risk management procedures

Lagardère Travel Retail

The business line's presence in many different geographic areas reduces the risks associated with local changes in traveller behaviour. Lagardère Travel Retail's business has also expanded outside air travel, with operations in mainline and underground train stations accounting for 8% of Lagardère Travel Retail's revenue in 2024.

Lagardère News, Lagardère Radio and Prisma Media

With digital radio representing 23.6% of the market in 2024, Lagardère Radio has developed digital formats for its radio stations, broadcasting them via its own channels and on external platforms.

Lagardère News is pressing ahead with its digital transformation strategy for *Le Journal du Dimanche*, with the aim of offsetting the structural decline in print circulation by boosting paid digital distribution.

Lagardère News, Lagardère Radio and Prisma Media are also pursuing a strategy of developing digital revenues, in particular through diffusion via digital subscriptions and by mobilizing their advertising sales teams around digital advertising formats.

Prisma Media is also involved in proceedings in respect of certain major online players, notably to obtain neighbouring rights remuneration for its content.

4.1.2.3 Major air traffic crisis

Description

Lagardère Travel Retail's business is exposed to any major event that has a lasting impact on air traffic in a key geographic area.

An economic, geopolitical or health crisis could lead to restrictions (voluntary or otherwise) on travel to a strategic area for Lagardère Travel Retail, thereby resulting in a fall in revenue. For example, the Covid-19 pandemic caused air traffic to slump 63.7% in 2020 compared with 2019.

Other events could have a temporary and localised impact on air traffic, such as terrorist attacks or natural disasters (e.g., volcanic eruption).

In light of the above, this risk is high for the Group.

Risk management procedures

Lagardère Travel Retail's presence in many different geographic areas and distribution channels reduces the risks associated with a local crisis.

Before setting up operations in new countries, Lagardère Travel Retail's analyses any local geopolitical issues . Wherever possible, it applies guaranteed-minimum-per-passenger models and/or protective contractual clauses where external events arise that could affect the volume and/or quality of passenger traffic over a prolonged period.

Lastly, as it demonstrated during the Covid pandemic, Lagardère Travel Retail can adjust its operations to address any crisis situation, thanks to its well-managed, flexible cost base and its ability to change its pricing policy or adapt its procurement.

4.1.2.4 Risks associated with major contracts

Description	Risk management procedures
<p>Some contracts in the form of concession agreements managed by Lagardère Travel Retail provide for the payment of guaranteed minimum amounts to the concession grantor. This can give rise to financial commitments for the Group representing hundreds of millions of euros over a number of years.</p> <p>The profitability of these contracts may be impacted over a prolonged period, for example, if the level or quality of passenger traffic or spend per passenger are insufficient to satisfactorily fund the guaranteed minimum amounts due to the concession grantor.</p> <p>When these concession agreements expire, they are mostly put up for tender by the concession grantor. Some agreements may not be renewed, or only partially, or under less favourable financial terms.</p> <p>These risks may also concern certain contracts that Lagardère Publishing has entered into with authors and rights holders, or for the distribution of third-party publishers.</p> <p>In light of the above, the Group considers this risk to be high, and therefore regularly reviews the value of the contracts reported in its financial statements in accordance with applicable accounting standards.</p>	<p>Lagardère Travel Retail's positioning in three different businesses and its presence in 45 countries on five continents, together with the fact that its concessions come up for renewal at different times, helps limit its exposure to the loss of a contract, or to a decline in the profitability of a given activity or market.</p> <p>Since 2022, Lagardère Travel Retail has renewed a number of major concessions, notably at Paris airports and at SNCF train stations in France.</p> <p>In addition, as part of the management of risks related to contracts with a high unit value, Lagardère Travel Retail and the Group carry out a regular review of major contracts in order to monitor any developments and the contracts' profitability prospects.</p> <p>Wherever possible, Lagardère Travel Retail endeavours to use guaranteed-minimum-per-passenger models and/or protective contractual clauses where external events arise that could affect the volume or quality of passenger traffic over a prolonged period.</p> <p>Similarly, Lagardère Publishing's business line diversification (Books, Partworks, Board Games, Premium Stationery) and three major language areas (French, English and Spanish) enables it to limit its dependence on a given author or commercial partner.</p>

4.1.2.5 Impact of generative artificial intelligence on content creation

Description

The widespread availability of easily accessible generative artificial intelligence tools poses several challenges to Louis Hachette Group's businesses, in particular for Lagardère Publishing.

Content generated quickly and in large volumes competes with Lagardère Publishing's editorial offering. The use of generative AI by students and pupils is also a form of competition for Lagardère Publishing in the educational market. Such technologies also make it easier to plagiarise authors whose rights are owned by the business line.

Moreover, the use of generative AI to write content raises the question of who owns the copyright, which is one of Lagardère Publishing's main sources of revenue.

The challenges posed by artificial intelligence are also significant for the Group's media activities. In particular, models may be trained using content owned by Lagardère News, Lagardère Radio and Prisma Media, without the latter's agreement or remuneration, which constitutes a loss of opportunity. AI-powered search engines could change the behaviour of internet users, affecting the profitability of the Group's media.

Lastly, there is a risk that the Group's businesses as a whole do not seize the opportunities embedded in this technology, for example to boost productivity.

Overall, this risk is evolving rapidly and is considered high by the Group.

Risk management procedures

In its day-to-day editorial choices, Lagardère Publishing supports human intellectual creation, which is an essential quality in the publication of cultural works. The business line is also putting in place measures to protect the copyrights it owns:

- ▶ it defends the need to reserve copyright for content created by humans before professional associations and public authorities;
- ▶ it is also developing its plagiarism detection capabilities in order to enforce its rights.

The Group's media businesses are mobilising their teams across the board, notably through a dedicated steering committee (Prisma Media) and training initiatives, to integrate this new technology into their day-to-day operations. Prisma Media is also involved in proceedings with major online players, notably Google, to obtain remuneration linked to the training of artificial intelligence engines.

The Group's business actively monitors the uses of AI in order to leverage the efficiency gains it can bring.

4.1.2.6 Risks associated with strategy implementation

Description

The Group regularly carries out acquisitions and enters into partnerships in its various businesses. Acquisitions of long-term investments amounted to €76 million in 2024. For example, during the period, Lagardère Publishing acquired Mama Éditions (France) and Sterling Publishing (United States), while Lagardère Travel Retail strengthened its Dining segment with the integration of Costa Coffee (Poland and Latvia), Marché (an international company based in Switzerland) and Tastes on the Fly (United States and Canada).

The success of acquisitions depends on the Group's ability to identify attractive opportunities, effectively negotiate and smoothly integrate any new businesses into its portfolio. Failure to do so could have a negative impact on the return on investment and ultimately on the Group's net worth.

The Group considers this risk to be limited overall.

Risk management procedures

At the level of the Lagardère group, any significant transaction to which the Group commits is subject to a rigorous process governed by the Group's commitment procedure.

Each proposed transaction is analysed in depth by the teams of the business line in question and reviewed by the Commitments Committee under the aegis of the Group Finance Department.

The Commitments Committee issues an opinion to Group General Management, after assessing the benefits of the proposed transaction for the Group and entity concerned, verifying that the risks generated by the transaction are known and can be managed, and validating the underlying assumptions used to analyse profitability, based on the methodology and criteria defined by the Group's Finance Department. Transactions in excess of a certain amount require the authorisation of the Board of Directors of Lagardère SA.

Post-acquisition performance reviews are also regularly carried out by the Group Finance Department and presented to the Lagardère group Audit Committee.

From 2025, any transaction envisaged by Prisma Media would follow a similar process at Group level.

4.1.3 OPERATIONAL RISKS

4.1.3.1 Business continuity risk

Description

One-off events can disrupt the effective operation of the Group's businesses by rendering certain strategic systems and sites temporarily unavailable. As the causes of such events can be very varied, only high-impact incidents are described here.

Information systems failure

Information systems are of major importance to all of the Group's activities, and have been made even more so with the development of remote working. However, systems are increasingly complex and interdependent, and become obsolete much more quickly. As a result, the Group's operations are increasingly exposed to the risk of a major malfunction affecting its systems and networks, and/or those of its partners.

Destruction or unavailability of a major site

This scenario includes, for example, the prolonged unavailability of Lagardère Publishing or Lagardère Travel Retail warehouses, of cash registers in a number of shops, or of radio studios. There are many possible causes, such as fire, floods, sabotage, terrorist attacks, strikes, and so on.

The Group considers this risk to be high overall.

Risk management procedures

The responses to this risk are specific to the different scenarios envisaged, and include operational contingency plans allowing non-optimal modes of operation as well as a crisis communication procedure.

The financial impact of such events can also be mitigated, for example by:

- ▶ implementing measures to reduce the operating costs of the affected operating entities for the duration of the crisis;
- ▶ claiming against the Group's insurance policies for risks that can be insured.

In terms of information systems failure, the sites concerned are subject to ambitious investment plans managed by the Group's business lines. In 2018, Lagardère Publishing set up a modern distribution centre for its subsidiaries in the United Kingdom.

Nevertheless, the Group cannot protect itself against all possible scenarios, or guarantee that it would be able to neutralise the impact of any operating incidents that may affect it.

4.1.3.2 Risks associated with data security

Description

The Group's information systems contain confidential data related to how its businesses are run, notably details of major contracts (see above). They also contain personal data on its employees and third parties, including, for example, magazine and partworks subscribers, the travelling public (duty free) and website visitors (media, education). In the event of challenges to the confidentiality, integrity or availability of this data, the Group could be exposed to various risks in terms of image, loss of revenue, third-party disputes and fines.

These risks are exacerbated by the growing complexity of information systems, the increasing volume of information hosted by Cloud providers whose activities may compete with those of the Group, the development of remote working, the rise in computer-related malicious acts and an increase in regulatory obligations in terms of personal data protection.

In light of the above, the Group considers this risk to be medium.

Risk management procedures

At the level of the Lagardère group, the Cybersecurity Department updates and distributes an information system security policy to operating entities based on ISO 27001 requirements, along with tools, training and documentary materials to raise awareness of cybersecurity issues and thereby help protect the information systems and the data they contain.

The Department also regularly conducts self-assessment surveys focusing on the security of IT systems and networks in these entities. Recommendations based on the results of these surveys are issued with the aim of better preserving data confidentiality, protecting information systems against intrusion and minimising the risk of system breakdown.

In addition, the Data Protection Officer has also implemented a personal data protection programme to ensure that the Group's activities are compliant with the GDPR.

From 2025, the Group will ensure that these or equivalent systems are deployed within Prisma Media.

4.1.3.3 Risks associated with business ethics

Description

The Lagardère group does business in many different countries subject to anti-corruption regulations, as well as regulations in terms of international economic sanctions and anti-competitive behaviour. There is growing pressure from the relevant supervisory authorities as to how these regulations are applied, and heavy sanctions have been imposed on businesses.

Despite the Group's efforts to comply with these regulations, breaches could lead to substantial penalties, a deterioration in the Group's image, the conviction of its senior executives, the review of certain contracts and even a forced exit from certain markets, or a deterioration in the Group's relationships with its banking partners.

Corruption risk is higher for certain businesses, particularly those which involve contracts signed by public officials or calls for tenders. This is notably the case with airport concessions operated by Lagardère Travel Retail, or in the Education segment for Lagardère Publishing.

The Group's activities also face challenges in terms of competition law. The Group could, for example, be (justly or unjustly) accused of having been awarded a contract due to anti-competitive behaviour (alleged cartels or contracts restricting competition on its market, etc.), potentially leading the scope of the contract in question to be revised.

Some activities are more exposed to international economic sanctions¹ with regard to the countries concerned, for instance, Lagardère Travel Retail store supplies and licensing agreements (Elle brand).

In light of the above, the Group considers this risk to be medium.

Risk management procedures

The Group attaches the utmost importance to maintaining business ethics in all its activities and operating regions. In keeping with this objective, the Risk, Compliance and Internal Control Department is tasked with devising and running programmes common to all businesses and aimed at identifying, preventing and handling certain business ethics-related risks.

The Lagardère group has a zero-tolerance policy towards corruption. It has an anti-corruption programme aimed at ensuring compliance with the regulations in force in the countries in which it does business, especially the Sapin II law in France. This programme includes a Code of Conduct and whistleblowing system that can be used by anyone on the Group's institutional website.

As it operates across five continents, the Lagardère group also has an international economic sanctions programme and takes steps to comply with any applicable sanctions. This includes conducting project feasibility studies and running checks on a certain number of potential partners.

The programmes are implemented by each business line's Compliance teams through the international Compliance Correspondent network. They are also supported by employee training on the associated issues. They will be gradually extended to the activities of Prisma Media, which historically had its own equivalent systems. Where necessary, the Group also relies on its network of external advisers to ensure the legal compliance of its practices and operations, particularly in terms of compliance with competition law.

¹ Governments and international bodies (e.g., the UN) can adopt restrictive financial or commercial measures against individuals or legal entities. These measures take the form of bans or restrictions on the trade of specific goods, technologies or services with certain countries, frozen funds and financial resources, and sometimes restricted access to financial services.

4.1.3.4 Risk associated with products distributed

Description

Within the scope of Lagardère Travel Retail's Dining and Travel Essentials businesses, the Group could be faced with an incident involving the quality of its food products. As a result, it could be declared liable, impacting its reputation and that of the brands concerned with concession grantors. This risk generally increases in line with the expansion of the Dining segment, which represented around 18% of total Group revenue in 2024.

To a lesser extent, this risk also covers physical products delivered with books and partworks sold by Lagardère Publishing (accessories, toys, etc.), where failure to comply with applicable standards and regulations may cause harm to consumers and to the business line's image.

In light of the above, the Group considers this risk to be medium.

Risk management procedures

Lagardère Travel Retail has run training courses and implemented a series of measures to ensure compliance with the regulations and professional standards that apply in the countries where its Dining business operates. These measures are subject to centralised supervision by the Dining business and are supplemented by regular external audits organised at the points of sale.

Similarly, Lagardère Publishing ensures that the products it distributes comply with applicable local standards by entering into agreements with its suppliers, raising employee awareness of the applicable procedures, and through internal audit reviews.

4.1.4 FINANCIAL RISKS

Interest rate risk

Description

As a borrower from banks and the market, the Group is exposed to the risk of rising interest rates, since a significant proportion of its debt is at variable rates. This risk, a reflection of uncertainty about market interest rate trends, remains limited however.

Risk management procedures

Through bond issues, the Group is in the process of changing the structure of its debt to increase the proportion of borrowings at fixed rates.

Credit and counterparty risks

Description

Credit and counterparty risks arise on trade receivables and cash investments. By weakening some of the Group's partners, the Covid-19 pandemic and the inflationary period that followed it increased counterparty risk, which nevertheless remains at a limited level.

Risk management procedures

Credit and counterparty risks are monitored by the subsidiaries concerned, which take the necessary measures to manage the risks. The Group did not identify a significant escalation in its counterparties' rate of default in 2024.

All of the aforementioned risks are described in further detail in chapter 5, note 26 of this Annual Report.

4.1.5 CLIMATE RISK

Since 2022, Lagardère has maintained an updated detailed analysis of its exposure to climate risk over the medium and long term. It takes into account three global warming scenarios through to 2100:

- ▶ a rise of 4°C in global temperatures, corresponding to very limited measures to reduce greenhouse gas emissions. The impact of this sharp rise in temperatures on the Group's businesses is reflected in the concept of "physical risks" described below;
- ▶ a rise of up to 1.5°C in global temperatures, implying the worldwide adoption of measures to reduce greenhouse gas emissions. The impact of these measures on the Lagardère group is reflected in the concept of "transition risks" described below;

Transition risk

Description

The implementation of measures to reduce greenhouse gas emissions could impact air traffic and therefore the Group's business. These measures could take various forms, such as political decisions (local and national) or pressure from the financial markets (redirecting investor choices towards less carbon-intensive sectors, higher energy prices).

Physical risk

Description

Lagardère Travel Retail's business relies on the effective operation of airports, railway stations and other means of transport. All weather-related events that could restrict or even interrupt passenger traffic in the Group's stores over a prolonged period could affect its revenue.

The availability and price of certain raw materials used in the products sold by the Group could also be affected by climate change. This is the case, for example, for paper used in books and magazines, and for food products in Lagardère Travel Retail.

- ▶ an increase of 2.7°C in global temperatures, corresponding to an intermediate scenario between the previous two.

The mapping exercise shows that climate risk cuts across all Lagardère group businesses.

From 2025, the Group will ensure that Prisma Media's business activities are covered by this risk map or by an equivalent system.

In the medium term, the Group considers this risk to be medium overall.

Chapter 2 provides more details on the Group's climate risk mapping and its findings.

Risk management procedures

The Group closely monitors all the regulations applicable to its activities in order to be able to identify the impact on its businesses upstream as accurately as possible and adjust its range of products accordingly.

Lagardère Publishing's operating entities secure their paper procurement conditions, notably through multi-year contracts and by diversifying their suppliers.

Risk management procedures

The measures taken to manage this risk are essentially the same as those for business continuity risk.

The Group's operating entities also ensure that their sources of supply are secure, notably by signing multi-year contracts and diversifying their suppliers (e.g., paper for books). In terms of food products, Lagardère Travel Retail is developing local sources of supply as part of an eco-responsible approach.

Lastly, the Group's sites are located in many different geographic areas, which helps reduce the impact of a particular climate event.

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5 NET ASSETS, FINANCIAL POSITION AND RESULTS

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5.1 PER SHARE DATA, DIVIDEND POLICY AND SHARE PERFORMANCE

5.1.1 CONSOLIDATED KEY FIGURES

(in millions of euros)	2024	2023 pro forma ⁽¹⁾
Revenue	9,235	8,390
EBITA ⁽²⁾	510	490
Other items included in profit before finance costs and tax	(109)	(144)
<i>of which impacts of IFRS 16 on concession agreements⁽³⁾</i>	47	50
Profit before finance costs and tax	401	346
Finance costs, net	(149)	(99)
Interest expense on lease liabilities	(107)	(89)
Income tax (expense) benefit	(93)	(65)
Profit from discontinued operations ⁽⁴⁾	-	5
Profit for the period	52	98
o/w attributable to minority interests	39	53
o/w attributable to owners of the Parent	13	45
Shareholders' equity ⁽⁵⁾	2,976	2,828
Cash and cash equivalents (net debt) ⁽⁵⁾	(1,826)	(2,207)
Goodwill ⁽⁵⁾	1,208	1,202
Investments ⁽⁶⁾	371	662

(1) Data from the Louis Hachette Group pro forma information for 2023, as published in the Information Document dated 7 November 2024.

(2) Adjusted operating profit (EBITA) is an alternative performance measure taken from the segment information section of the consolidated financial statements (see reconciliation in note 5 to the consolidated financial statements), and is defined as the difference between profit (loss) before finance costs and tax and the following income statement items:

- gains (losses) on disposal of businesses and acquisition-related expenses;
- amortisation of acquisition-related intangible assets;
- impairment losses on goodwill, property, plant and equipment, intangible assets and investments in equity-accounted companies;
- net restructuring costs ;
- gains and losses resulting from purchase price adjustments and fair value adjustments due to changes in control;
- items related to leases and finance sub-leases:
 - excluding gains and losses on concession agreements,
 - excluding depreciation of right-to-use assets under concession agreements,
 - including decreases in lease liabilities under concession agreements,
 - including interest paid on lease liabilities under concession agreements,
 - including changes in working capital relating to lease liabilities under concession agreements.

(3) Including gains and losses on concession agreements.

(4) Changes relating to the sale of Lagardère Sports in 2020.

(5) Data for 2023 taken from the combined financial statements, as published in the Information Document dated 7 November 2024.

(6) Data for 2023 taken from the illustrative cash flow information, as published in the Information Document dated 7 November 2024.

5.1.2 PER SHARE DATA

(in euros)	2024	
	basic	diluted ⁽¹⁾
Profit attributable to owners of the Parent, per share	0.01	0.01
Equity attributable to owners of the Parent, per share	2.37	2.37
Cash flow from (used in) operations before change in working capital, per share	0.79	0.79
Share price at 31 December	1.51	
Dividend	0.06 ⁽²⁾	

(1) The method used to calculate diluted earnings per share is described in note 13 to the consolidated financial statements.

(2) Dividend submitted for approval to the General Meeting to be held on 29 April 2025.

5.2 PRESENTATION OF THE FINANCIAL POSITION AND CONSOLIDATED FINANCIAL STATEMENTS OF LOUIS HACHETTE GROUP SA

Comments on the consolidated financial statements of Louis Hachette Group SA at 31 December 2024

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as described in note 1 to the consolidated financial statements, "Accounting principles".

Louis Hachette Group is a diversified and leading global player in publishing, travel retail and media, with over 34,000 employees in more than 45 countries.

The Group's internal management reporting is structured around two segments, Lagardère and Prisma Media. Louis Hachette Group SA and inter-segment eliminations are presented separately.

Lagardère, which includes (i) Lagardère Publishing: Books (paper, digital and audio formats), Partworks, Board Games, and Premium Stationery; (ii) Lagardère Travel Retail: Travel Essentials, Duty Free

& Fashion and Dining; and (iii) Other Activities, which includes Lagardère News (press and the Elle brand licence), Lagardère Radio (radio stations and advertising sales brokerage), Lagardère Live Entertainment (performing arts), Lagardère Paris Racing (sports club), and the Corporate function. The Corporate function is used primarily to report the effect of financing obtained by Lagardère and the net operating costs of the Lagardère holding companies.

Prisma Media: French leader in magazine publishing and digital media.

The main changes in the scope of consolidation between 2024 and 2023 are described in note 4 to the consolidated financial statements.

5.2.1 CONSOLIDATED INCOME STATEMENT

(in millions of euros)	2024	2023 pro forma ^(*)
Revenue	9,235	8,390
EBITA ^(**)	510	490
Other items included in profit before finance costs and tax	(109)	(144)
o/w impact of IFRS 16 on concession agreements ^(***)	47	50
Profit before finance costs and tax	401	346
Finance costs, net	(149)	(99)
Interest expense on lease liabilities	(107)	(89)
Income tax expense	(93)	(65)
Profit from discontinued operations	-	5
Profit for the period	52	98
Attributable to:		
- Owners of the Parent	13	45
- Minority interests	39	53

(*) Louis Hachette Group pro forma information for 2023, taken from the pro forma data as published in the Information Document dated 7 November 2024 (see Note 5.2.4 – Comparative information for 2023).

(**) Recurring operating profit of fully consolidated companies is an alternative performance measure taken from the segment information section of the consolidated financial statements (see reconciliation in note 5 to the consolidated financial statements), and is defined as the difference between profit (loss) before finance costs and tax and the following income statement items:

- gains (losses) on disposals of businesses and expenses related to acquisitions and disposals;
- amortisation of acquisition-related intangible assets;
- impairment losses on goodwill, property, plant and equipment, intangible assets and investments in equity-accounted companies relating to acquisitions;
- gains and losses resulting from purchase price adjustments and fair value adjustments due to changes in control
- items related to concession agreements and to finance lease sub-letting arrangements:
 - excluding gains and losses on concessions,
 - excluding depreciation of right-of-use assets under concession agreements,
 - including decreases in lease liabilities under concession agreements,
 - including interest paid on lease liabilities under concession agreements,
 - including changes in working capital relating to lease liabilities under concession agreements.

(***) Including gains and losses on concession agreements.

Revenue for **Louis Hachette Group** came in at €9,235 million for 2024, up 10.0% as reported and up 8.0% like for like.

The difference between reported and like-for-like revenue is for the most part attributable to a €141 million positive scope effect linked chiefly to the acquisition by Lagardère Travel Retail of Tastes on the Fly (positive €132 million impact) in fourth-quarter 2023. The positive €8 million currency effect was mainly due to the appreciation of the pound sterling and the Polish zloty, offset by the depreciation of the US dollar and the Czech koruna.

Revenue for Lagardère totalled €8,942 million in 2024, up 10.6% as reported and up 8.5% like for like.

The figures below are presented on a like-for-like basis.

Revenue for Lagardère Publishing totalled €2,873 million in 2024, up 2.2% as reported and up 1.9% like for like. The difference between reported and like-for-like revenue is for the most part attributable to an €8 million positive currency effect, linked chiefly to the appreciation in the pound sterling (positive €16 million impact), offset by the depreciation of the US dollar and Japanese yen.

In France, revenue contracted slightly, down 3%. After a strong performance in 2023, with growth of 5%, this decline is mainly attributable to Illustrated Books, which was lifted in 2023 by two Asterix

publications: the original work *L'Iris Blanc* and the illustrated album *L'Empire du Milieu*. Education also saw a drop in activity due to the absence of curriculum reforms, as did General Literature owing to a slightly less buoyant publishing programme. The Group's publishing houses won several major literary prizes this autumn, including the Renaudot prize for *Jacaranda* by Gaël Faye (Grasset) and the Goncourt des lycéens prize for *Madelaine avant l'aube* by Sandrine Collette (JC Lattès). These awards testify to the dynamism and quality of the publishing houses in the Hachette Livre group.

In the United States, business saw strong growth of 7% in a dynamic market. The increase was due in particular to the growth of Hachette Audio, with the boom in audio and digital sales. The Young Adult segment, driven among others by Peter Brown's *The Wild Robot* series, enjoyed strong growth, while the Adult range was lifted by bestsellers such as *Eruption* by James Patterson and Michael Crichton and the continuing success of *The Housemaid* by Freida McFadden.

In the United Kingdom, business grew by a further 3%, following on from a very dynamic year in 2023 (growth of 6%), despite a declining market. Sales were driven in particular by the continuing success of the sagas by Rebecca Yarros (*The Empyrean*), Ana Huang (*Twisted* and *Kings of Sin*) and Freida McFadden (*The Housemaid*), in both backlist and frontlist and across all formats.

In Spain/Latin America, business was down by 6% due to an unfavourable comparison with 2023 caused by spike in curriculum reform in Spain during that year. Mexico, on the other hand, posted strong growth in both Education and General Literature.

Revenue for Partworks was up 3%, reflecting the success of the collections launched at the end of 2023, particularly in France and Japan, coupled with a buoyant launch campaign in early 2024 across most regions.

Board Games had an exceptional year, with growth of 22% lifted by a host of successful products, including the *Sky Team* game (Le Scorpion Masqué), which won the Spiel des Jahres award (Game of the Year – the most prestigious industry award). Hachette Boardgames has established itself as a key player in the board games market.

In 2024, digital revenues (digital audiobooks and e-books) represented 14% of Lagardère Publishing's total revenue, versus 12% in 2023.

Revenue for Lagardère Travel Retail totalled €5,812 million in 2024, up 15.8% as reported and up 12.5% like for like. The difference between reported and like-for-like revenue is attributable to a €148 million positive scope effect linked to the acquisition of Tastes on the Fly (positive €132 million

impact). The currency effect was virtually nil, the impact of the Polish zloty being offset by the Czech koruna, the Chinese yuan and the US dollar.

The figures below are presented on a like-for-like basis.

In France, business surged by 15%, supported in particular by an increase in air traffic, the success of the Extime Duty Free Paris joint venture with Groupe ADP, and network upgrades and sales initiatives rolled out across all networks and business lines.

The EMEA region (excluding France) recorded growth of 20%, driven by excellent performances in Italy (increased traffic at Rome Fiumicino airport), Romania (opening of the Duty Free concession in Bucharest), the United Kingdom (development of Duty Free activities on ferries) and Spain (extension of the network).

In the Americas, Lagardère Travel Retail maintained its growth trajectory, with revenue up 6% from an already high basis of comparison, supported by the return to normal air traffic levels in the United States and strong momentum in Canada.

Asia-Pacific recorded a decline of 13% due to lower business levels in North Asia as a result of the economic slowdown in China and network streamlining.

Revenue for Other Activities at Lagardère in 2024 totalled €257 million, up 1.3% as reported and up 0.2% like for like. The difference between reported and like-for-like revenue is attributable to a €3 million positive scope effect. The impact of the disposal of *Paris Match* in fourth-quarter 2024 was partly offset by the consolidation of Euterpe Promotion at Lagardère Live Entertainment.

The figures below are presented on a like-for-like basis.

Radio was up 3%, driven by audience growth at Europe 1.

Press was down 5% due to lower advertising revenues. The international Elle brand licences saw growth of 2% compared with 2023.

Lagardère Live Entertainment revenue rose by 2%, with very good performances from all venues, especially Folies Bergère in Paris.

Revenue for Prisma Media totalled €294 million in 2024, down 5.4% as reported and down 2.0% like for like. The difference between reported and like-for-like figures is due to the disposal of *Gala*, partly offset by acquisitions, notably of *Côté Maison*, *Ideat* and *The Good Life* magazines. The like-for-like decline in revenue results from the fall in circulation of print magazines, partly offset by digital and digital advertising.

EBITA totalled €510 million in 2024, up €20 million on the €490 million figure recorded in 2023, mainly reflecting the improved performance of Lagardère's consolidated companies, despite higher restructuring costs.

EBITA at Lagardère came in at €498 million for 2024, up €36 million year on year, chiefly driven by business growth at Lagardère Travel Retail. EBITA before restructuring costs was up by €58 million, including €59 million at Lagardère Travel Retail thanks to a robust performance across all geographic areas and a positive contribution from equity-accounted companies, and €16 million at Lagardère Publishing on the back of a favourable sales mix in the United States and United Kingdom and ongoing action plans concerning the termination of the logistics transformation project in France. Restructuring costs in respect of Lagardère amounted to €66 million in 2024, versus €44 million one year earlier. In 2024, they mainly concern Lagardère Travel Retail for €35 million, primarily in China; the Other Activities segment for €15 million, due chiefly to the reorganisation of music radio; and Lagardère Publishing for €16 million, mainly as a result of severance and reorganisation costs in the United States and Spain.

EBITA at Prisma Media was €13 million, down €15 million year on year due to the impact of the *Gala* sale, the downturn in business, and higher restructuring costs linked to severance payments.

In 2024, **the other items included in profit before finance costs and tax** represented a net loss of €109 million, chiefly reflecting:

- €41 million in **gains and losses on disposals of businesses**, mainly comprising the capital gain on the disposal of *Paris Match* magazine on 1 October 2024;

- €193 million in **amortisation of intangible assets and acquisition- and disposal-related expenses**, including €191 million for Lagardère, mainly relating to concession agreements at Lagardère Travel Retail, and €2 million for Prisma Media;
- the positive €47 million impact of applying **IFRS 16 to concession agreements** in the Travel Retail business at Lagardère.

As a result of the above, Group **profit before finance costs and tax** came out at €401 million for 2024, versus €346 million one year earlier.

Finance costs, net amounted to €149 million in 2024, up on the 2023 figure due mainly to higher financing costs at Lagardère in connection with the refinancing operations carried out in the first half of 2024.

Interest expense on lease liabilities represented €107 million in 2024, versus €89 million in 2023, a rise of €18 million owing to the increase in lease liabilities.

In 2024, **income tax expense** amounted to €93 million, an increase of €28 million compared to 2023, due to Lagardère's growth in Europe and the United States and to the tax impact of the capital gain on the disposal of *Paris Match*.

Profit from discontinued operations was nil in 2024 compared to €5 million in 2023, which included the earn-out from the sale of Lagardère Sports further to the settlement of the dispute with the Confederation of African Football.

Profit attributable to minority interests was €39 million for 2024, versus profit of €53 million on a pro forma basis in 2023. The Group's interest in the capital of Lagardère SA increased from 59.80% at 31 December 2023 to 66.53% at 31 December 2024.

5.2.2 CONSOLIDATED STATEMENT OF CASH FLOWS

Cash flows

(in millions of euros)	2024	2023 pro forma ^(*)
Cash flow from operating activities before changes in working capital	1,370	1,112
Decrease in lease liabilities	(481)	(363)
Interest paid on lease liabilities	(100)	(99)
Changes in working capital relating to lease liabilities	(3)	(6)
Cash flow from operations before changes in working capital and income taxes paid	786	644
Changes in working capital	20	(25)
Income taxes paid	(91)	(82)
Cash flow from operations	715	537
Purchases/disposals of property, plant and equipment and intangible assets	(294)	(269)
- Purchases	(295)	(272)
- Disposals	1	3
Free cash flow^(**)	421	268
Purchases/disposals of investments	67	(315)
- Purchases	(76)	(390)
- Disposals	143	75
Interest received	17	14
Cash flow from (used in) operations and investing activities	505	(33)
Net cash from (used in) financing activities excluding lease liabilities	(536)	(347)
Other movements	(15)	(3)
Change in cash and cash equivalents	(46)	(383)

(*) Louis Hachette Group pro forma information for 2023, prepared based on the illustrative cash flow data as published in the Information Document dated 7 November 2024 (see Note 5.2.4 – Comparative information for 2023).

(**) Free cash flow is an alternative performance measure derived from segment information in the consolidated financial statements (see reconciliation in note 5 to the consolidated financial statements).

5.2.2.1 Cash flow from operations and investing activities

In 2024, **cash flow from operations before changes in working capital and income taxes paid (operating cash flow)** represented a net cash inflow of €786 million, compared with €644 million in 2023. This sharp rise was mainly due to the increase in recurring operating profit, despite the rise in provisions and in depreciation and amortisation which has no impact on cash flow.

Changes in working capital represented an inflow of €20 million over the year, compared to an outflow of €25 million in 2023. This was mainly attributable to Lagardère, which reported a very favourable change in working capital at Lagardère Publishing (softer reduction in trade payables), despite lower working capital at Lagardère Travel Retail following the impacts of the strong upturn in business in 2023 and

the opening of Duty Free concessions. Prisma Media also reported a decrease in working capital.

Income taxes paid represented €91 million in 2024, €9 million higher than in 2023. This change reflects improved business levels at Lagardère, mainly in Europe, and the capital gain on the disposal of *Paris Match*, partially offset by a cross-border tax refund in the United States in 2024.

Taking account of the above items, **cash flow from operations** represented an inflow of €715 million in 2024 versus an inflow of €537 million in 2023.

Purchases of intangible assets and property, plant and equipment represented an outflow of €295 million, versus €272 million in 2023. They were €24 million higher than in 2023 at Lagardère, due chiefly to investment projects rolled out on the back of tender wins at Lagardère Travel Retail, despite a €27 million decrease at Lagardère Publishing

following the investments made in 2023 as part of the plan to transform logistics operations and IT infrastructure in France.

The **Group's free cash flow amounted to €421 million in 2024, versus €268 million in 2023**, an improvement of €153 million.

Purchases of investments represented an outflow of €76 million in 2024, compared with €390 million in 2023 and mainly concerned the acquisitions of a 50% stake in Extime Travel Essentials Paris by Lagardère Travel Retail and the acquisition of the entire share capital of Sterling Publishing by Lagardère Publishing.

Disposals of investments represented an inflow of €144 million, principally concerning the sale of *Paris Match*, as well as the repayment of financing by joint ventures in the Pacific region.

In all, **operations and investing activities** represented a net cash inflow of €505 million in 2024, versus a net cash outflow of €33 million in 2023, an improvement of €538 million.

5.2.2.2 Net cash from (used in) financing activities

Financing activities in 2024 represented a net cash outflow of €536 million and include:

- ▶ €154 million in **dividends paid**, including €92 million by Lagardère SA (€55 million attributable to the Group and €37 million to minority shareholders), along with €62 million

in other dividends paid to minority shareholders, including €55 million by Lagardère Travel Retail, notably in North America, and €7 million by Lagardère Publishing;

- ▶ a **capital increase** carried out at Prisma Group SAS by offsetting a shareholder loan with Vivendi SE on 18 October 2024 for an amount of €212 million;
- ▶ a €423 million **net decrease in debt**, corresponding to (i) the repayment of Lagardère bonds due to the change of control clauses for €1,243 million and of Schuldschein loans for €226 million, (ii) the €377 million decrease in commercial paper issues and (iii) the conversion into capital of the shareholder loan between Prisma Media and Vivendi for €212 million, offset by (iv) the two new bank loans signed on 7 June 2024 for €1,300 million, (v) a €230 million increase in the Vivendi loan to Lagardère, and (vi) a €105 million increase in current bank overdrafts and shareholder loans;
- ▶ **interest paid** of €177 million, including €65 million in interest on bank loans and commercial paper, €32 million on currency hedging instruments, €23 million in refinancing costs and fees on the syndicated loan, €29 million on loans and current accounts between Lagardère, Prisma Media and Vivendi SE, and €9 million in coupon payments on bonds issued in 2017, 2019 and 2021.

5.2.3 NET DEBT

Net debt is an alternative performance measure and is calculated based on elements taken from the consolidated financial statements. A reconciliation with those accounting items is presented below:

(in millions of euros)	31 Dec. 2024	31 Dec. 2023
Short-term investments and cash and cash equivalents	422	508
Financial instruments designated as hedges of debt - positive fair value	1	7
Non-current debt excluding liabilities related to minority puts ^(*)	(1,768)	(327)
Current debt excluding liabilities related to minority puts ^(*)	(481)	(2,395)
Net debt	(1,826)	(2,207)

(*) Non-current debt includes financial instruments designated as hedges of debt with a negative fair value, representing €15 million at 31 December 2024, compared to a negative fair value of €2 million included in non-current debt and €7 million included in current debt at 31 December 2023.

Changes in shareholders' equity in 2024 are analysed below:

(€m)	2024
Net debt at 1 January	(2,207)
Cash flow from (used in) operations and investing activities	505
Interest paid	(177)
Minority interests' share in capital increases by subsidiaries	221
(Acquisitions) disposals of treasury shares	-
(Acquisitions) disposals of minority interests	(4)
Dividends	(154)
Changes in scope of consolidation	(6)
Fair value of financial instruments designated as hedges of debt	(13)
Effect on cash of changes in exchange rates and other	9
Net debt at 31 December^(*)	(1,826)

5.2.4 COMPARATIVE INFORMATION FOR 2023

2023 pro forma income statement

Louis Hachette Group's 2023 pro forma consolidated income statement was prepared based on the pro forma financial data published in the Information Document dated 7 November 2024. It differs from the combined income statement for 2023 included in the 2024 consolidated financial statements, mainly because Lagardère was fully consolidated as from 1 December 2023 in the combined income statement but was fully consolidated over the entire 2023 reporting year for the purposes of this pro forma income statement.

	Lagardère	Prisma Media	Total
Revenue	8,091	309	8,400
Inter-segment revenue	(10)		(10)
Consolidated revenue	8,081	309	8,390
Other income from ordinary activities	50	1	51
Total income from ordinary activities	8,131	310	8,441
Recurring operating profit of fully consolidated companies	520	29	549
Income (loss) from equity-accounted companies before impairment losses	(1)		(1)
Restructuring costs	(43)	(1)	(44)
Gains (losses) on disposals of property, plant and equipment and intangible assets	(1)		(1)
Impairment losses on property, plant and equipment and intangible assets	(12)		(12)
Gains and losses on leases (excluding concession agreements)	-		-
Other EBITA items	(1)		(1)
EBITA	462	28	490
Gains (losses) on disposals of businesses and expenses related to acquisitions and disposals	(4)		(4)
Amortisation of acquisition-related intangible assets	(184)	(3)	(187)
<i>Fully consolidated companies</i>	<i>(175)</i>	<i>(3)</i>	<i>(178)</i>
<i>Equity-accounted companies</i>	<i>(9)</i>		<i>(9)</i>
Impairment losses on acquisitions ^(*)	(7)		(7)
Purchase price adjustment	4		4
Impact of IFRS 16 on concession agreements ^(**)	50		50
Profit before finance costs and tax	321	25	346
Items included in recurring operating profit of fully consolidated companies			
Depreciation and amortisation of property, plant and equipment and intangible assets	(177)	(4)	(181)
Depreciation of right-of-use assets - Buildings and other	(68)	(6)	(74)
Cost of free share plans	(18)		(18)

(*) Impairment losses on goodwill and intangible assets resulting from acquisitions.

(**) The breakdown of the impact of IFRS 16 on concession agreements and on gains and losses on leases is disclosed in the table below.

	Lagardère	Prisma Media	Total
Impact of IFRS 16 on concession agreements	50	-	50
Gains and losses on leases	-		-
Depreciation of right-of-use assets	(311)		(311)
Decrease in lease liabilities	270		270
Interest paid on lease liabilities	86		86
Changes in working capital relating to lease liabilities	5		5

2023 pro forma cash flow statement

Louis Hachette Group's 2023 pro forma consolidated cash flow statement was prepared based on the cash flow information in the illustrative financial data published in the Information Document dated 7 November 2024. It differs from the combined cash flow statement for 2023 included in the 2024 consolidated financial statements, mainly because Lagardère was fully consolidated with effect from 1 December 2023 in the combined cash flow statement, but was fully consolidated over the entire 2023 reporting year for the purposes of the illustrative cash flow financial information.

	Lagardère	Prisma Media	Total
Cash flow from (used in) operating activities	1,061	20	1,081
Decrease in lease liabilities ^(*)	(354)	(9)	(363)
Interest paid on lease liabilities ^(*)	(99)		(99)
Cash flow from operations	608	11	619
Net cash used in investing activities relating to intangible assets and property, plant and equipment	(266)	(3)	(269)
- Purchases	(269)	(3)	(272)
- Disposals	3		3
Income taxes paid	(70)	(12)	(82)
Free cash flow	272	(4)	268
<i>o/w free cash flow before changes in working capital</i>	<i>286</i>	<i>7</i>	<i>293</i>
Net cash from (used in) investing activities relating to investments	(349)	34	(315)
- Purchases	(383)	(7)	(390)
- Disposals	34	41	75
Interest received	14		14
(Increase) decrease in short-term investments	-		-
Cash flow from (used in) operations and investing activities	(63)	30	(33)

(*) Cash flows relating to lease liabilities are shown within net cash from financing activities in the consolidated statement of cash flows.

5.3 LOUIS HACHETTE GROUP CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2024

Consolidated income statement

(in millions of euros)		2024	2023
Revenue	(Note 6)	9,235	979
Cost of revenues		(4,271)	(480)
Selling, general and administrative expenses		(4,486)	(465)
Restructuring costs	(Note 8)	(70)	(3)
Income (loss) from equity-accounted companies	(Note 12)	(7)	124
Profit before finance costs and tax	(Note 5)	401	155
Interest	(Note 11)	(135)	(15)
Other financial expenses	(Note 11)	(30)	(13)
Income from investments	(Note 11)	3	-
Other financial income	(Note 11)	13	1
Interest expense on lease liabilities	(Note 16)	(107)	(8)
Profit before tax		145	120
Income tax expense	(Note 12)	(93)	(20)
Profit from continuing operations		52	100
Profit from discontinued operations		-	-
Profit for the year		52	100
Of which			
Profit – Group share		13	110
Minority interests		39	(10)
<i>Earnings per share – attributable to owners of the Parent</i>			
<i>Basic earnings per share (in €)</i>	(Note 13)	0.01	0.11
<i>Diluted earnings per share (in €)</i>	(Note 13)	0.01	0.11

Consolidated statement of comprehensive income

(in millions of euros)	2024	2023
Profit for the year (1)	52	100
Actuarial gains and losses on pensions and other post-employment benefit	7	(12)
Change in fair value of investments in non-consolidated companies	-	-
Share of other comprehensive income from equity-accounted companies ^(*)	-	(4)
Other comprehensive income (expense) for the period, net of tax, that will not be reclassified subsequently to profit or loss (2)	7	(16)
Currency translation adjustments	55	(2)
Change in fair value of derivative financial instruments ^(*)	(9)	(1)
Share of other comprehensive income from equity-accounted companies ^(*)	-	(13)
Other comprehensive income for the year, net of tax, that may be reclassified subsequently to profit or loss (3)	46	(16)
Other comprehensive income (expense) for the year, net of tax (2)+(3)	53	(32)
Total comprehensive income for the year (1)+(2)+(3)	105	68
Attributable to:		
Owners of the Parent	45	85
Minority interests	60	(17)

(*) Net of tax – see note 24.7 to the consolidated financial statements.

Consolidated statement of cash flows

(in millions of euros)		2024	2023
Profit from continuing operations		52	100
Income tax benefit	(Note 12)	93	20
Finance costs, net	(Note 11)	256	35
Profit before finance costs and tax		401	155
Depreciation and amortisation expense		903	84
Impairment losses, provision expense and other non-cash items		79	(14)
(Gains) losses on disposals of assets and on leases		(38)	
Dividends received from equity-accounted companies		18	
(Income) loss from equity-accounted companies	(Note 18)	7	(124)
Changes in working capital	(Note 23)	17	144
Cash flow from operating activities		1,387	245
Income taxes paid		(91)	(25)
Net cash from operating activities	(A)	1,296	220
Cash used in investing activities			
- Purchases of intangible assets and property, plant and equipment	(Note 5)	(295)	(58)
- Purchases of investments	(Notes 4.2 and 5)	(60)	320
- Cash acquired through acquisitions	(Note 5)	(3)	
- Purchases of other non-current assets	(Note 5)	(13)	(2)
Total cash from (used in) investing activities	(B)	(371)	260
Cash from investing activities			
Proceeds from disposals of non-current assets			
- Disposals of intangible assets and property, plant and equipment	(Note 5)	1	11
- Disposals of investments	(Notes 4 and 5)	115	(1)
- Cash transferred on disposals	(Note 5)	-	
Decrease in other non-current assets	(Note 5)	28	41
Total cash from investing activities	(C)	144	51
Interest received	(D)	17	
Net cash from (used in) investing activities	(F)=(B)+(C)+(D)	(210)	311
Net cash from operating and investing activities	(G)=(A) + (F)	1,086	531
Capital transactions			
- Minority interests' share in capital increases by subsidiaries		221	1
- (Acquisitions) disposals of treasury shares		-	
- (Acquisitions) disposals of minority interests		(4)	
- Dividends paid to owners of the Parent		(55)	
- Dividends paid to minority shareholders of subsidiaries		(98)	
Total capital transactions	(H)	64	1
Financing transactions			
- Increase in debt	(Note 26.1)	1,725	276
- Decrease in debt	(Note 26.1)	(2,148)	(275)
Total movements in debt	(I)	(423)	1
Interest paid	(J)	(177)	(15)
Decrease in lease liabilities	(Note 16) - (J)	(481)	(51)
Interest paid on lease liabilities	(Note 16) - (J)	(100)	
Net cash used in financing activities	(K)=(H)+(I)+(J)	(1,117)	(64)
Other movements			
- Effect on cash of changes in exchange rates		(11)	1
- Effect on cash of other movements		(4)	
Total other movements	(L)	(15)	1
Change in cash and cash equivalents	(M)=(G)+(K)+(L)	(46)	468
Cash and cash equivalents at beginning of period		468	-
Cash and cash equivalents at end of period	(Note 23)	422	468

Consolidated balance sheet

ASSETS (in millions of euros)		31 Dec. 2024	31 Dec. 2023
Intangible assets	(Note 15)	3,796	3,948
Goodwill	(Note 14)	1,208	1,202
Right-of-use assets	(Note 16)	2,545	2,403
Property, plant and equipment	(Note 17)	1,111	1,169
Investments in equity-accounted companies	(Note 18)	150	148
Other non-current assets	(Note 19)	187	186
Deferred tax assets	(Note 12)	221	227
Total non-current assets		9,218	9,283
Inventories	(Note 20)	855	848
Trade receivables	(Note 21)	1,076	1,089
Other current assets	(Note 22)	805	804
Short-term investments	(Note 23)	-	40
Cash and cash equivalents	(Note 23)	422	468
Total current assets		3,158	3,249
Total assets		12,376	12,532

Consolidated balance sheet

EQUITY AND LIABILITIES (in millions of euros)		31 Dec. 2024	31 Dec. 2023
Share capital		198	-
Share premiums		1,960	-
Reserves and retained earnings		142	1,948
Profit (loss) for the year attributable to owners of the Parent		13	110
Other comprehensive income		38	(18)
Equity attributable to owners of the Parent		2,351	2,040
Minority interests	(Note 24)	625	788
Total equity		2,976	2,828
Provisions for pensions and other post-employment benefit obligations	(Note 25)	84	99
Non-current provisions for contingencies and losses	(Note 25)	211	188
Non-current debt	(Note 26)	1,851	409
Non-current lease liabilities	(Note 16)	2,140	1,989
Other non-current liabilities	(Note 29)	37	43
Deferred tax liabilities	(Note 12)	1,000	1,092
Total non-current liabilities		5,323	3,820
Current provisions for contingencies and losses	(Note 25)	151	129
Current debt	(Note 26)	483	2,396
Current lease liabilities	(Note 16)	490	434
Trade payables		1,513	1,451
Other current liabilities	(Note 29)	1,440	1,474
Total current liabilities		4,077	5,884
Total equity and liabilities		12,376	12,532

Consolidated statement of changes in equity

(in millions of euros)	Share capital	Share and other premiums	Other reserves	Treasury shares	Translation reserve	Valuation reserve	Equity attributable to owners of the Parent	Minority interests	Total equity
Balance at 31 December 2023	-	-	2,027	-	13	-	2,040	788	2,828
Profit for the year	-	-	13	-	-	-	13	39	52
Other comprehensive income (expense) ^(a)	-	-	5	-	33	(6)	32	21	53
Total comprehensive income (expense) for the year	-	-	18	-	33	(6)	45	60	105
Dividends paid	-	-	(55)	-	-	-	(55)	(98)	(153)
Parent company capital increase/reduction ^(b)	198	1,960	(2,158)	-	-	-	-	-	-
Minority interests' share in capital increases	-	-	-	-	-	-	-	9	9
Changes in treasury shares	-	-	-	-	-	-	-	-	-
Share-based payments	-	-	14	-	-	-	14	7	21
Effect of transactions with minority interests	-	-	(9)	-	-	-	(9)	11	2
Prisma Group capital increase by Vivendi SE ^(c)	-	-	212	-	-	-	212	-	212
Changes in scope of consolidation and other ^(a)	-	-	102	-	2	-	104	(152)	(48)
Balance at 31 December 2024	198	1,960	151	-	48	(6)	2,351	625	2,976

(a) See note 24 to the consolidated financial statements.

(b) Louis Hachette Group's capital increase and contribution premium on 13 December 2024, in consideration for the transfer of Lagardère SA and Prisma Group SAS shares held by Vivendi SE in connection with the partial demerger of Vivendi SE, deducted from other reserves.

(c) On 18 October 2024, Vivendi SE carried out a capital increase in Prisma Group SAS by offsetting a shareholder loan of €212 million.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

(All figures are expressed in millions of euros unless otherwise specified)

Louis Hachette Group is the result of the partial demerger of Vivendi SE. On 13 December 2024, Vivendi SE transferred to Louis Hachette Group SA its 66.53% stake in Lagardère SA and its subsidiaries ("Lagardère"), and its 100% stake in Prisma Group SAS and its subsidiaries ("Prisma Media").

Following this operation, the Group comprises Louis Hachette Group SA (formerly SIG 116), a French joint-stock company (*société anonyme*) with its registered office at 4 rue de Presbourg, 75116 Paris, along with its subsidiaries.

The consolidated financial statements of Louis Hachette Group SA covering the 12-month period ended 31 December 2024 were approved for issue by the Board of Directors on 13 February 2025 and are subject to the approval of the General Meeting of Shareholders on 29 April 2025.

NOTE 1 ACCOUNTING POLICIES

Consolidated financial statements at 31 December 2024

The legal reorganisation leading to the creation of Louis Hachette Group represents a business combination under common control. It resulted in the distribution of Louis Hachette Group SA shares to Vivendi SE shareholders, with these shareholders being the same before and after the transaction. The reorganisation did not result in any shareholder taking control of the Group. Accordingly, in the absence of applicable standards, the principle of continuous control under IFRS 10 – which requires the Group's earnings, assets and liabilities to be presented as if the Group had always existed – was adopted for the preparation of the consolidated financial statements at 31 December 2024.

The Lagardère purchase price allocation was finalised in the consolidated financial statements at 31 December 2024 and the effects are recognised retrospectively from the date Lagardère was first consolidated, i.e., 1 December 2023 (see note 4).

Accounting principles

In application of European Commission Regulation (EC) 1606/2002 of 19 July 2002, the consolidated financial statements of Louis Hachette Group have been prepared in accordance with the International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board (IASB).

All IFRS standards and interpretations of the IFRS Interpretation Committee (IFRS-IC) endorsed by the European Union at 31 December 2024 have been applied. They can be viewed on the website of the European Commission at <https://ec.europa.eu/info/business-economy->

[euro/company-reporting-and-auditing/company-reporting_en](#).

The new standards and/or amendments to IFRSs adopted by the European Union that are **effective for periods beginning on or after 1 January 2024**, are as follows:

- ▶ Amendments to IAS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants.
- ▶ Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback.
- ▶ Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements.

The above amendments do not have an impact on the consolidated financial statements.

The Group did not elect to adopt the following new amendments which had been endorsed by the European Union, but which will only be effective subsequent to 1 January 2024:

- ▶ Amendments to IAS 21 – Lack of Exchangeability.

The new standards and amendments to existing standards published by the International Accounting Standards Board (IASB) at 31 December 2024 **which have not yet been endorsed** by the European Union and which will be effective subsequent to 2024 are as follows:

- ▶ Classification and Measurement of Financial Instruments (draft amendments to IFRS 9 and IFRS 7).
- ▶ IFRS 18 – Presentation and Disclosure in Financial Statements.

The Group is currently analysing the potential impact on its consolidated financial statements of applying the above amendments.

Measurement principles

The financial statements have been prepared using the historical cost method, except for certain financial assets and liabilities which have been measured at fair value where applicable under IFRS.

Use of estimates and judgements

The preparation of financial statements requires the use of estimates, judgement and assumptions to determine the value of assets and liabilities and contingent amounts at the year-end, as well as the value of income and expenses for the year.

Management's judgement is intended to classify transactions or situations where an item in the financial statements cannot be accurately measured. Significant judgement may relate to the assessment of going concern risk, the level at which certain goodwill is tested for impairment, the highly probable nature of a plan to sell assets or groups of assets and whether or not the assets qualify as discontinued operations, and the recovery period for deferred tax assets.

Significant estimates made relate mainly to:

- ▶ valuing the return rights granted to distributors at Lagardère Publishing, based partly on sales forecasts;
- ▶ calculating the forecast cash flows and determining the time frame, discount and perpetuity growth rates to be used in impairment tests. Note 10 provides further details of the estimates and judgements used in impairment tests;
- ▶ measuring assets, in particular goodwill and intangible assets with regard to their identification and valuation, as well as liabilities acquired in a business combination;
- ▶ methods used to amortise intangible assets;
- ▶ measuring inventories;
- ▶ measuring share-based payment plans (free share plans);
- ▶ measuring provisions and liquidity clauses granted to non-controlling interests;
- ▶ measuring deferred taxes;
- ▶ in the context of the Lagardère group's refocusing completed in 2020, measuring earn-outs and vendor warranties arising from

disposals of the former Lagardère Active and Lagardère Sports assets. These estimates are reviewed at each reporting date.

Management reviews these estimates and assumptions at regular intervals, based on past experience and various other factors considered as reasonable, which form the basis of its assessment of the carrying amount of assets and liabilities. Actual amounts may differ from these estimates due to changes in assumptions or circumstances. The accounting principles and valuation methods applied by the Group are described in full in note 3.

Comparative information for 2023

In connection with the admission of Louis Hachette Group SA shares to trading on Euronext Growth, combined financial statements at 31 December 2023 were prepared in accordance with International Financial Reporting Standards (IFRS) to reflect the legal reorganisation of the Lagardère SA and Prisma Group SAS shareholdings. These combined financial statements were published in the Louis Hachette Group SA Information Document dated 7 November 2024.

The combined financial statements for the year ended 31 December 2023 were prepared on the basis of Lagardère and Prisma Media accounting data, as included in the Vivendi group's consolidated financial statements for the years concerned.

They were prepared in accordance with the IFRS adopted by the European Union (EU), published by the International Accounting Standards Board (IASB) and effective 31 December 2023. This had no impact on the combined financial statements. Accounting methods are described in note 3.

The scope of combination mainly includes entities held directly and indirectly by Prisma Media and entities held directly and indirectly by Lagardère.

As a reminder:

- ▶ since 1 June 2021, Vivendi has fully consolidated Prisma Media, whose acquisition it finalised on May 31, 2021;
- ▶ since 1 December 2023, Vivendi has fully consolidated Lagardère, which had been equity-accounted from 1 July 2021 and recognised in financial assets at fair value through other comprehensive income in accordance with IFRS 9 for the period 1 January to 1 July 2021.

The combined financial statements at 31 December 2023 are Louis Hachette Group's first IFRS financial statements.

Prisma Media

Vivendi, through Prisma Group SAS, acquired all Prisma Media shares on 31 May 2021. The purchase price allocation was reflected at that date in the financial statements in accordance with IFRS 3 – Business Combinations.

Lagardère

Lagardère had been equity-accounted by Vivendi from 1 July 2021 in accordance with IAS 28 – Investments in Associates and Joint Ventures, with Vivendi exercising significant influence over Lagardère following the General Meeting of the General Partners and shareholders of Lagardère SCA on 30 June 2021. This General Meeting approved the conversion of the company into a French joint-stock company (*société anonyme*) with a Supervisory Board, and appointed new members to the Supervisory Board of Lagardère SA, including Arnaud de Puyfontaine, Chairman of Vivendi's Management Board.

On 21 November 2023, Vivendi acquired control of Lagardère following the closing of (i) the sale of the entire share capital of Editis to International Media Invest on 14 November 2023, and (ii) the sale of *Gala* magazine to the Figaro group on 21 November 2023, representing the commitments sought from Vivendi by the European Commission to approve the transactions.

At 31 December 2023, the preliminary purchase price allocation was reflected in the combined financial statements and recognised retrospectively from the date of Lagardère's consolidation, i.e., 1 December 2023. At the date of preparation of these combined financial statements, the purchase price allocation had not yet been finalised and showed preliminary goodwill of €1,019 million (see note 4).

1.1 LAGARDERE RADIO

On 25 October 2023, Arcom, the French audiovisual regulator, approved the proposal submitted on 29 July 2022 to make the Lagardère group's radio unit (Europe 1, Europe 2, RFM and advertising sales brokerage) autonomous. The Memorandum of Understanding setting out the terms and conditions of this transaction was signed on 26 October 2023 with the authorisation of the Board of Directors.

Lagardère Radio SAS, head of the radio businesses, was converted into a French partnership limited by shares (*société en commandite par actions* – SCA), whose Limited Partners are three wholly owned Lagardère group companies, and of which Arnaud Lagardère is indirectly General Partner and

personally Managing Partner. In this dual capacity, he is solely responsible for supervising the management and teams of the radio division and is the ultimate decision-maker on editorial policy. The move to make the radio unit autonomous is part of the commitment, reiterated many times by Lagardère SA's Board of Directors, to preserve and maintain the Group's integrity, sustainability and managerial continuity.

This transaction is financially neutral for the Lagardère group, as the radio unit remains in the Group's scope of consolidation for tax and accounting purposes. The radio unit also has sufficient cash to finance its business plan through to 2027, corresponding to roughly €105 million at 31 December 2024. This pooled cash is managed by the radio unit.

The Memorandum of Understanding allows Lagardère SA to regain control of Lagardère Radio SCA (within the meaning of article L. 233-3 of the French Commercial Code) and therefore of the radio unit, by acquiring the General Partner for a nominal price as of 2027, subject to prior Arcom approval. The company may also regain control ahead of this time under exceptional circumstances, such as the death or incapacity of Arnaud Lagardère or his resignation as Chairman and Chief Executive Officer of Lagardère SA.

Based on the criteria for analysing control under IFRS 10, Arnaud Lagardère, whose powers as a result of this transaction are in addition to his role as a Lagardère group executive, has the power to direct the relevant activities of the radio unit over a temporary period, and since the Group retains most of the exposure to variable returns, the business continues to be fully consolidated.

1.2 ACCOUNTING FOR CLIMATE RISKS IN THE FINANCIAL STATEMENTS

Based on the studies performed between 2022 and 2024 on the exposure and vulnerability of the Group's activities to climate risks, the Group's balance sheet – notably goodwill but also right-of-use assets under leases or concession agreements and directly owned buildings – has limited vulnerability.

The studies highlighted the resilience of the Lagardère group's activities to these risks, even in the extreme scenarios tested.

At 31 December 2024, given the results of the stress tests, the effects of climate change are not considered to be an indication of impairment.

Risks and scenarios analysed at the level of Lagardère

In 2022, Lagardère conducted a detailed analysis of its exposure to climate risk (physical and transition risk) based on two scenarios of a 1.5°C and 4°C rise in global temperatures by 2030 and 2050. These scenarios are respectively aligned with the SSP1-2.6 and SSP5-8.5 scenarios published by the Intergovernmental Panel on Climate Change (IPCC). Its work continued in 2023 with a vulnerability analysis to quantify the main risks identified, i.e., two major transition risks and three physical risks. In 2024, this vulnerability analysis was updated to include a third "intermediate" scenario aligned with SSP2-4.5.

The preliminary estimate of the potential financial impact calculated in 2022 was completed by performing sensitivity calculations on the values in use resulting from impairment tests at the end of 2024, taking into account the transition risks identified in 2022 and 2023 for Lagardère's two divisions: (i) the risk of an increase in the price of paper for Lagardère Publishing, and (ii) the risk of a decline in air traffic (based on the calculations made in the decarbonisation model for the aviation industry established by The Shift Project) for Lagardère Travel Retail. For both risks, the test results show a reduction in values in use that does not lead to any impairment loss.

The three main physical risks relate to (i) an additional risk of an increase in the price of paper due to the pressure exerted by forest fires on the production of wood and paper pulp; (ii) the disruption of airport operations due to flooding or storms over several consecutive days, leading to flight cancellations, a drop in traffic or even airport closures; and (iii) damage to buildings due to flooding or strong winds. In the three scenarios considered (1.5°C, 2.7°C and 4°C), the estimated impacts in 2050 remain modest, even in the 4°C scenario.

1.3 WORK ON INTERNATIONAL TAX REFORM: 15% GLOBAL MINIMUM TAX (PILLAR TWO)

In 2024, analyses were carried out jointly with the Vivendi and Bolloré groups to establish a methodology for the safe harbour calculations and for determining profit and tax under Global Anti-Base Erosion Model Rules (GloBE).

The temporary safe harbour measure, providing exemption from undertaking detailed GloBE

calculations for jurisdictions that meet certain criteria, was calculated on the basis of Lagardère's contribution to the Vivendi group.

For countries not covered by the safe harbour mechanism, the estimated "top-up tax" for 2024 is not material, and was calculated for Louis Hachette Group and then corroborated by an estimate for Vivendi. No provision for top-up tax was recognised in this regard at 31 December 2024.

1.4 LIQUIDITY

At 31 December 2024, the Group's liquidity stood at €1,162 million, comprising €422 million in cash and cash equivalents, an undrawn revolving credit facility of €700 million granted by a syndicate of the Group's banking partners and the undrawn credit facility granted by Vivendi SE for €40 million.

As part of its review of the financial statements for the year ended 31 December 2024, management examined cash flow forecasts for the next 12 months and assessed its liquidity position in light of its financing requirements over that period – both operational and those relating to the repayment of maturities of €483 million (including €183 million in commercial paper, €75 million in bank loans and €34 million in bonds).

Since 7 June 2024, Lagardère has refinanced its debt (see note 26) through two bank loans of €700 million and €600 million, maturing in 24 months (with options to extend to 42 months) and five years respectively. In addition, a new five-year revolving credit facility with a maximum available amount of €700 million has replaced the syndicated loan of May 2015, which had a maximum available amount of €982 million until April 2025. This credit facility was fully undrawn at 31 December 2024.

The loan agreement between Lagardère and Vivendi SE dated 12 December 2023 was also amended on 7 June and 16 December 2024, and now includes a loan of €500 million, of which €100 million falls due on 31 December 2027, €100 million on 31 December 2028 and €300 million on 7 December 2029. An additional €40 million undrawn credit line was also available at 31 December 2024.

On 18 October 2024, Prisma Group SAS's shareholder loan with Vivendi SE was converted into capital in an amount of €212 million, thereby reducing Louis Hachette Group's debt by the same amount.

NOTE 2 SCOPE AND METHODS OF CONSOLIDATION

2.1 SCOPE OF CONSOLIDATION

The consolidated financial statements include the financial statements of the parent company, as well as those of entities controlled by the parent company (subsidiaries), jointly-controlled entities (joint ventures) and entities in which the Group exercises significant influence over their management and financial policy decisions (associates). The Group does not have any unconsolidated structured entities.

In accordance with IFRS 10, subsidiaries are all controlled entities. Control results from the following three elements, regardless of the ownership interest held in an entity: (i) the power to direct the entity's key activities (operating and financial activities), (ii) exposure, or rights, to variable returns from the involvement with the entity, and (iii) the ability to use power over the entity to affect the amount of returns from the investment in the entity. For the purpose of assessing power, only substantive rights and rights that are not protective are considered. Substantive rights, such as those conferred in shareholder agreements, are rights that are exercisable when decisions about the direction of key activities need to be made.

A joint venture is an arrangement over which the Group and another party, or parties, have contractually agreed joint control and have rights to the assets, and obligations for the liabilities, relating to the arrangement. Decisions concerning the key activities of a joint venture are submitted to a unanimous vote of Louis Hachette Group and its joint venturers.

Associates are entities over which the Group exercises significant influence, i.e., Louis Hachette Group has the power to participate in financial and operating decisions, but does not have control or joint control. Significant influence is presumed to exist when the Group holds, directly or indirectly, 20% or more of the entity's capital.

2.2 CONSOLIDATION METHODS

The consolidation methods used are as follows:

- ▶ **Full consolidation** – All subsidiaries controlled by Louis Hachette Group are fully consolidated. The full consolidation method consists of combining the financial statements line by line and recognising minority interests in the net assets of each subsidiary on a separate line in

equity and on separate lines in the income statement and comprehensive statement of income. Any changes in Lagardère's ownership interest in a subsidiary that do not result in a loss of control is recognised directly in equity (see note 3.7).

- ▶ **Equity method** - Joint ventures and associates are accounted for using the equity method. Under this method, the investment is initially recognised at cost and is adjusted thereafter for the post-acquisition change in the Group's share of the entity's net assets. If the Group's share of losses of an equity-accounted entity equals or exceeds its interest in that entity, its interest is reduced to nil. After the Group's interest has been reduced to nil, additional losses are provided for only to the extent that the Group has incurred legal or constructive obligations in relation to such losses.

A list of consolidated companies is provided in note 36 to the consolidated financial statements.

2.3 CLOSING DATES

The financial statements of all consolidated subsidiaries were closed at 31 December.

2.4 TRANSLATION OF FINANCIAL STATEMENTS OF FOREIGN SUBSIDIARIES

The financial statements of foreign subsidiaries are translated into euros as follows:

- ▶ balance sheet items are translated using official year-end exchange rates;
- ▶ income statement items are translated using average exchange rates for the year.

The resulting exchange differences are recognised as a separate component of equity, under "Translation reserve".

Goodwill and fair value adjustments arising on the acquisition of foreign subsidiaries are considered as assets and liabilities of the subsidiary concerned. They are therefore measured in the subsidiary's functional currency and translated at the year-end exchange rate. When a foreign subsidiary is sold, cumulative exchange differences recognised in equity are reclassified to profit or loss.

2.5 INTRA-GROUP BALANCES AND TRANSACTIONS

Intra-group balances and transactions are eliminated on consolidation. Impairment losses deducted from

the carrying amount of investments in and receivables from consolidated companies are cancelled by adjusting equity, and movements for the year are neutralised in the income statement.

NOTE 3 ACCOUNTING PRINCIPLES AND VALUATION METHODS

3.1 REVENUE

Revenue includes sales of products and services resulting from contracts with customers and is recognised whenever control of the promised goods or services is transferred to the customer in an amount that reflects the consideration to which the entity expects to be entitled for those goods or services.

Revenue recognition methods vary depending on the business line, as summarised below:

Lagardère Publishing: revenue corresponds mainly to sales of goods and circulation of publications. Revenue is shown net of discounts, commissions paid to digital broadcasters, and return rights. When an entity acts solely as agent, sales represent the net margin.

When a right of return is granted to customers for unsold items, estimates of the amount of returns are recognised as a refund liability within other current liabilities for the portion relating to the decrease in revenue, or as a refund asset within inventories and other current assets, respectively for the portions relating to inventories and advances paid to authors. The refund liability recognised as a deduction from revenue is estimated on the basis of sales during the year and of historical data regarding returns. This estimate is calculated on a statistical basis using the actual rate of returns for the previous year, adjusted for fluctuations in sales volumes and changes in the operating environment during the current year.

Lagardère Travel Retail: revenue mainly comprises retail sales in travel hubs and concessions in the Travel Essentials, Duty Free & Fashion and Dining segments, as well as retail sales in convenience stores. Revenue is recognised at the point in time of the retail sale. For certain goods and services (sales of prepaid telephone cards, press distribution, etc.), the entity acts as agent and recognises the net commission received as revenue.

Lagardère Other Activities: revenue mainly comprises sales of advertising space, Magazine Publishing diffusion, income from licences and digital services, income from the production of live shows and the operation of live performance venues, and revenue from a sporting site. For all of these activities, revenue corresponds to advertising receipts, sales of editions, subscriptions and digital services, ticketing sales from shows produced, and

fees for the use of live performance venues. Revenue is recognised at the time adverts are broadcast, editions are published, or shows are performed. Revenue from licences for the Press business is recognised when the sale is completed by the licence holder during the period covered by the contract. For certain businesses – for example, advertising sales brokerage and performance venue ticket sales – the division acts as an agent and revenue corresponds solely to the commission received.

Prisma Media

Press and magazine distribution

Revenue from the distribution of newspapers and magazines on physical and/or digital media, net of a provision for estimated returns, is recognised on the publication date of the issue – commonly the delivery date, these two dates being generally concomitant.

Sale of advertising space

The display of an advertising item in an issue or on a digital medium constitutes an advertising impression corresponding to a separate performance obligation, satisfied at a point in time, when the advertisements are published.

Revenue from the sale of advertising space, net of rebates if any, are accounted for when the advertising impressions are produced, i.e., when the advertisements are published. Prisma Media is generally the "principal" in the sales transaction with the client, particularly when it is responsible for execution and for setting the price.

Sales of advertising spaces can be made through non-monetary exchange transactions and are accounted for in the balance sheet at their fair value and are reversed on the date on which the performance obligation is satisfied.

3.2 PERFORMANCE MEASURES USED BY THE GROUP

Louis Hachette Group uses alternative performance measures which serve as key measures of the Group's operating and financial performance. These indicators are tracked by General Management in order to assess performance and manage the business, as well as by investors to monitor the Group's operating performance, along with the financial metrics defined by the IASB. These

indicators are calculated based on elements taken from the consolidated financial statements prepared under IFRS and a reconciliation with those accounting items is provided either in this financial report or in any other documents in which they are presented.

EBITA

The Group considers EBITA, a non-GAAP measure, to be a relevant measure to assess the performance of its operating segments as reported in the segment data. EBITA enables the Group to compare the performance of operating segments regardless of whether their performance is driven by the operating segment's organic growth or by acquisitions.

To calculate EBITA, the accounting impact of the following items is excluded from profit (loss) before finance costs and tax:

- ▶ gains and losses on disposals of businesses and expenses related to acquisitions and disposals;
- ▶ amortisation of acquisition-related intangible assets;
- ▶ impairment losses on goodwill, property, plant and equipment, intangible assets and investments in equity-accounted companies;
- ▶ gains and losses resulting from purchase price adjustments and fair value adjustments due to changes in control,
- ▶ items related to concession agreements and to finance lease sub-letting arrangements:
 - excluding gains and losses on concessions,
 - excluding depreciation of right-of-use assets under concession agreements,
 - including decreases in lease liabilities under concession agreements,
 - including interest paid on lease liabilities under concession agreements,
 - including changes in working capital relating to lease liabilities under concession agreements.

The reconciliation of profit (loss) before finance costs and tax and EBITA is presented in note 5.

Like-for-like revenue

Like-for-like revenue is used by the Group to analyse revenue trends excluding the impact of changes in the scope of consolidation and exchange rates.

The like-for-like change in revenue is calculated by comparing:

- ▶ revenue for the year and revenue for the prior year adjusted for companies consolidated for the first time during the year and consolidated companies divested during the year;

- ▶ revenue for the current year and revenue for the previous year, adjusted on the basis of exchange rates applicable in the current year.

The scope of consolidation comprises all fully consolidated entities. Additions to the scope of consolidation (companies consolidated for the first time during the year) correspond to business combinations (acquired investments and businesses), and deconsolidations (consolidated companies divested during the year) correspond to entities over which the Group has ceased to exercise control (full or partial disposals of investments and businesses, such that the entities concerned are no longer included in the Group's financial statements using the full consolidation method).

Like-for-like revenue is set out in note 6.

Free cash flow

Free cash flow is calculated as the sum of cash flow from operating activities, income taxes paid, the decrease in lease liabilities and the related interest paid, plus net cash flow relating to acquisitions and disposals of property, plant and equipment and intangible assets.

The reconciliation between cash flow from operating activities and free cash flow is set out in note 5.

Lease liabilities differ from bank or bond debt and will not therefore be included in the calculation of net debt. Consequently, payments made to decrease the lease liability will be considered within operating and not financial items when calculating free cash flow.

Free cash flow before changes in working capital

Free cash flow before changes in working capital is calculated by deducting changes in working capital from free cash flow.

Free cash flow before changes in working capital is presented in note 5.

Net debt

Net debt is now calculated as the sum of the following items:

- ▶ cash and cash equivalents and short-term investments;
- ▶ assets or liabilities representing financial instruments designated as hedges of debt;
- ▶ current and non-current debt excluding liabilities related to minority puts.

= Net debt

As indicated in note 3.9, IFRS 16 eliminates the distinction between finance leases and operating leases. Accordingly, liabilities under finance leases are now excluded from debt and included within lease liabilities.

The reconciliation between balance sheet items and net debt is set out in note 26.

The new bank loans and the revolving credit facility signed on 7 June 2024 include a financial leverage covenant which, like the previous syndicated credit agreement, stipulates compliance with a ratio of net debt to adjusted EBITDA. For the purposes of calculating this ratio, the former definition of net debt continues to apply, i.e., including liabilities related to minority puts (see note 26).

Louis Hachette Group also monitors EBITA, which is the main alternative performance indicator for the Lagardère income statement.

Recurring operating profit of fully consolidated companies

The Group's main performance measure is recurring operating profit of fully consolidated companies, which is calculated as follows:

Profit before finance costs and tax

Excluding:

- ▶ gains (losses) on disposals of businesses;
- ▶ impairment losses on goodwill, property, plant and equipment, intangible assets and investments in equity-accounted companies;
- ▶ net restructuring costs;
- ▶ items related to business combinations:
 - acquisition-related expenses,
 - gains and losses resulting from purchase price adjustments and fair value adjustments due to changes in control,
 - amortisation of acquisition-related intangible assets;
- ▶ items related to leases and to finance sub-leases:
 - excluding gains and losses on leases,
 - excluding depreciation of right-of-use assets under concession agreements,
 - including decreases in lease liabilities under concession agreements,
 - including interest paid on lease liabilities under concession agreements,
 - including changes in working capital relating to lease liabilities under concession agreements;
- ▶ specific major disputes unrelated to the Group's operating performance.

= Recurring operating profit

Less:

- ▶ income from equity-accounted companies before impairment losses.
-

= Recurring operating profit of fully consolidated companies

In the Travel Retail business, fees (rent) paid to concession grantors are either variable, fixed, or variable with a minimum guaranteed amount. Applying IFRS 16 to these contracts distorts the understanding of the division's performance – since it only applies to the fixed portion of rental payments – and therefore the readability of the financial statements in monitoring operations. To ensure that the indicator remains relevant and reflects the economic substance of concession agreements, the Group has decided to neutralise the impact of IFRS 16 on recurring operating profit of fully consolidated companies as regards concession agreements only.

Profit before finance costs and tax includes amortisation of certain intangible assets with finite useful lives which resulted from allocation of the acquisition price of business combinations. The Group neutralises the effects of these items when calculating recurring operating profit and recurring operating profit of fully consolidated companies, so that book amortisation with no effect on cash generated by the businesses acquired is eliminated from the measurement of performance.

The application from 1 January 2010 of the revised versions of IFRS 3 and IAS 27 on business combinations resulted in the recognition in the income statement of the following items that were previously charged to goodwill: acquisition-related expenses and changes in liabilities corresponding to earn-out clauses when such changes occur more than 12 months after the acquisition date. These items are excluded from the calculation of recurring operating profit.

The reconciliation of recurring operating profit of fully consolidated companies to profit before finance costs and tax for 2024 and 2023 is presented in note 5.

3.3 TRANSLATION OF FOREIGN CURRENCY TRANSACTIONS

In the balance sheet, foreign currency receivables and payables are translated into euros at the year-end exchange rate. The resulting exchange differences are recognised in profit or loss, except for those related to long-term financing of the Group's net investment in foreign operations, which are recognised directly in equity.

3.4 SHARE-BASED PAYMENTS

Free shares have been awarded to certain executives and employees of the Group. In accordance with IFRS 2 – Share Based Payment, an expense is recognised in payroll costs representing the benefit granted to beneficiaries as of the grant date. This expense is recognised directly against equity when the plan is equity-settled. The fair value of the share-based payment expense is calculated based on the share price less any expected dividends, taking into account the plan's features (exercise price and period) and market factors at the grant date (risk-free interest rate, share price, volatility, projected dividends).

This expense is recorded over the vesting period and may be adjusted during that period if beneficiaries leave the Group or if share grants are forfeited. It is not adjusted to reflect subsequent movements in the share price.

Where a plan provides for a cash-settled share-based payment, a liability is recorded corresponding to the share of the goods or services received, measured at fair value. This liability is remeasured at each reporting date until it is settled, with changes in fair value recognised in the income statement.

3.5 FINANCIAL INCOME AND EXPENSES

These items correspond to interest expenses on borrowings and income from the investment of available cash. They also include gains and losses on derivative instruments related to borrowings, short-term investments, and cash and cash equivalents. Note 3.9 sets out interest expense on lease liabilities.

3.6 DEFERRED TAXES

Deferred taxes are recognised for temporary differences between the carrying amount of assets and liabilities and their tax base. In accordance with the liability method, they are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Adjustments to deferred taxes for changes in tax rates are recognised in profit for the year in which the change is announced. In accordance with IAS 12 - Income Taxes, deferred tax assets and liabilities are not discounted.

At the level of each tax entity (company or tax group), deferred tax assets arising from deductible temporary differences, tax credits and tax loss carryforwards are recognised only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses or unused tax credits

can be utilised. As a general rule, the amount of deferred tax assets recognised by tax entities that have tax loss carryforwards is capped at the equivalent of the estimated amount of taxes payable for the next three years, as determined based on the earnings forecasts contained in the budgets drawn up at the end of the year.

For investments in equity-accounted companies, when the difference between the carrying amount of the investment and the tax base corresponds to the associate's or joint venture's cumulative undistributed profits from the acquisition date, the related deferred tax is calculated at the tax rate that will be paid by the Group when the profits are distributed.

Temporary differences relating to right-of-use assets and to lease liabilities give rise to the recognition of deferred tax (see note 3.9).

Deferred taxes are recognised as income or an expense and included in profit or loss for the year, except to the extent that they arise from a transaction which is recognised directly in equity, in which case they are credited or charged to equity.

3.7 BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for in accordance with IFRS 3 and IFRS 10.

Goodwill generally corresponds to the excess of the cost of an acquisition over the acquisition-date fair value of the acquirer's interest in the net identifiable assets acquired and liabilities assumed. This is defined as the "partial goodwill" method, as minority interests are measured based on their share in the assets and liabilities of the acquired entity.

Minority interests may also be measured at fair value, which results in the recognition of goodwill on minority interests, as well as goodwill on the portion acquired by the majority shareholder. This is known as the "full goodwill" method. In accordance with IFRS 3, the Group can opt to use either the partial or full goodwill method on a transaction by transaction basis for each business combination.

If the acquirer's interest in the net fair value of the identifiable assets and liabilities exceeds the price paid for the business combination, the excess is recognised immediately in profit or loss.

Where there is a change in ownership interest in a subsidiary that does not result in loss of control, the transaction is accounted for as an equity transaction with owners, leading to a new allocation of equity between owners of the parent and minority interests. Consequently, the goodwill initially recognised when the Group took control of the subsidiary is not remeasured and the difference

between the price paid/consideration received for the new transaction and the change in minority interests is recognised directly in equity.

Where a change in ownership interest results in a loss or gain of control of an entity, the Group's interest in the entity concerned prior to the disposal/acquisition is remeasured at fair value and the resulting gain or loss on the disposal/acquisition is recognised in profit or loss.

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Acquisition-related expenses are recognised in the income statement in the year in which they are incurred. Any adjustments to the purchase price of a business combination – including earn-out payments – occurring more than 12 months after the acquisition date are recorded in profit or loss.

Goodwill is tested for impairment at each year-end or whenever there is an indication that its value may be impaired. The method used to test goodwill for impairment is described in note 3.12 below.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the disposal gain or loss.

Goodwill related to equity-accounted companies is included in the carrying amount of the investment.

3.8 INTANGIBLE ASSETS

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses. They are amortised over their probable useful life. Intangible assets with an indefinite useful life are not amortised, but are tested regularly for impairment in the same way as goodwill (see note 3.12 below).

No development costs are incurred in the Group's operating activities that meet the capitalisation criteria under IFRS.

Concession agreements in the Travel Retail business acquired through business combinations are valued based on the estimated cash flow forecasts over the residual term of the contract acquired plus any renewal period, in order to take into account the ability of the acquired entity to renew these agreements with the concession grantors.

The value as based on the cash flow forecasts is amortised over the estimated term of the contract acquired (residual term of the contract plus any renewal period). Concession agreements are amortised over periods ranging from 7 to 18 years.

3.9 LEASES

IFRS 16 eliminates the distinction between finance leases and operating leases. As a result, a lease liability is recognised in the lessee's balance sheet, representing the present value of lease payment commitments including fixed lease payments and guaranteed minimum payments for Travel Retail. This lease liability is recognised against a right-of-use asset corresponding to the items under lease (retail premises, office buildings, etc.).

The Group's main leases correspond to concession agreements in transport hubs and hospitals, and to a lesser extent building leases. Vehicles and equipment account for only a small part of leased assets.

The Group has decided not to restate contracts with an initial term of less than 12 months and leases with a low-value underlying asset.

The Group sub-lets retail premises and office space under operating leases in which it acts as lessor. The associated income from sub-leasing such premises continues to be included within other operating income.

In certain cases, sub-leases cover substantially all of the risks and rewards of the principal lease, and are recognised as finance leases. Right-of-use assets relating to the principal lease are derecognised and a financial receivable booked.

Special terms of concession agreements in the Travel Retail business

In the course of its ordinary business operations, Lagardère Travel Retail enters into concession agreements with concession grantors (airports, railway stations, hospitals, etc.). These agreements grant the concession operator access to certain passenger flows and to the resulting revenue, against the payment of fees (rent) in respect of the leased retail premises and the right to use those premises. These fees are either variable, fixed, or variable with a guaranteed minimum payment. They can be renegotiated with the concession grantor in the event of changes in the economic terms and conditions of the contract or in applicable regulations.

The formulae used to calculate these variable payments are generally based on a percentage of revenue earned by product category and/or on trends in passenger flows and/or on changes in various external indices including inflation.

Guaranteed minimum payments may be fixed by the concession agreement and/or calculated based on a minimum percentage of fees paid in the previous year and may include a minimum amount. In this case, the fees are considered as fixed payments in

substance, as despite having a variable component, they are unavoidable.

Measurement of the right-of-use asset and the lease liability

The lease liability and the right-of-use asset are equal at the start of the lease, and adjusted where applicable for:

- ▶ prepayments, which are recognised as an increase in the right-of-use asset;
- ▶ incentives granted by lessors, which are recognised as a deduction from the right-of-use asset;
- ▶ initial direct costs incurred to obtain the contract, which are recognised as an increase in the right-of-use asset;
- ▶ penalties due in respect of early termination or non-renewal options, if these options are reasonably certain to be exercised, which are recognised as an increase in the lease liability.

The right-of-use asset is then depreciated on a straight-line basis until the date the contract is reasonably certain to expire. Where ownership of the leased asset is transferred at the end of the lease, or where the lessee has a purchase option, the depreciation period represents the useful life of the underlying asset.

The lease liability is measured and recognised at amortised cost using the effective interest rate method.

Temporary differences relating to the right-of-use asset and to the lease liability give rise to the recognition of deferred tax.

The **date on which lease contracts** are reasonably certain to expire, which is used to calculate the term of the lease, is determined by local management for each individual lease, and is reassessed on the occurrence of a significant event or change in circumstances that is within the entity's control. In December 2019, IFRS-IC published an agenda decision regarding:

- ▶ the enforceable period of renewable leases and cancellable leases where either party can give notice to terminate;
- ▶ the relationship between the useful life of any related non-removable leasehold improvements and the lease term determined applying IFRS 16.

The agenda decision did not affect the Group's financial statements. The useful lives of non-removable leasehold improvements are generally

aligned with the term of the leases to which they relate.

For concession agreements, which account for the bulk of the Group's leases, the term is fixed by the concession grantor. The concession operator (lessee) does not generally have the ability to extend the term of the concession. Similarly, most concessions are extended through a tender process.

The **discount rates** used, calculated at the start of each lease term, reflect the lessee's incremental borrowing rate. Discount rates applied to euro-denominated leases are determined based on the yield curve for EUR swaps plus the financing component. Discount rates applied to foreign currency leases are determined based on the yield curve for the currency concerned, plus the financing component in the same currency. The rate applied for each lease takes into account the lease payment profile.

Lease modifications and remeasurements

In the event of a reduction in the lease term or in the surface area leased, the right-of-use asset and lease liability are reduced accordingly in line with the percentage decrease, with the offsetting entry posted to gains and losses on leases in the income statement. The residual lease liability is then adjusted against the right-of-use asset, after discounting the asset at the discount rate revised as of the date of the modification.

Increases in the lease term or in the surface area leased do not generate gains or losses on lease modifications, but lead to the remeasurement of the lease liability using a discount rate revised as of the date of the modification, recognised against an adjustment to the right-of-use asset.

Changes in the amount of the lease stipulated in the lease contract that do not involve modification of the leased surface area or lease term, will lead to a remeasurement of the lease liability with no revision of the discount rate, recognised against an adjustment to the right-of-use asset.

Presentation in the income statement and in the statement of cash flows

In the income statement, the depreciation charged against right-of-use assets, gains and losses on any lease modifications, and interest expense on lease liabilities are shown on separate lines. The variable portion of lease payments, along with rental expenses under leases with a term of less than 12 months or with a low-value underlying asset, continue to be recorded in the income statement within external charges. When premises are sub-let by the Group, the variable lease payments are recognised in "Other operating expenses", while the

income from sub-leasing is included in "Other operating income".

The resulting impact on profit is negative at the commencement of the lease and positive at the end of the lease. The cumulative impact on the lease term is nil in the income statement.

In the consolidated statement of cash flows, the fixed portion of lease payments is presented as a decrease in the lease liability and associated interest expense within net cash flow from financing activities. The variable portion of lease payments is recorded in cash flow from operating activities. IFRS 16 has no impact on the change in net cash and cash equivalents.

3.10 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are measured using the historical cost method. Furthermore, as the Group's assets do not qualify for capitalisation of borrowing costs under IAS 23 (revised), which applies to assets requiring a long period of preparation before they can be used or sold, borrowing costs are directly charged to the income statement.

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets. The ranges of useful lives applied to the main categories of property, plant and equipment are as follows (in years):

Buildings	6 to 50
Machinery and equipment	3 to 20
Other equipment, furniture, fixtures and fittings	2 to 10

The depreciable amount corresponds to the cost of the asset less any residual value at the end of its useful life. With the exception of the Group's registered office building, property, plant and equipment are generally considered as having no residual value.

3.11 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. The carrying amount of inventories does not include any borrowing costs as they do not meet the requirements for capitalisation under IAS 23 (revised) (see note 3.10).

3.12 IMPAIRMENT TESTS

The Group reviews the carrying amount of property, plant and equipment and intangible assets at least once a year at the reporting date to determine whether there is any indication that their value may be impaired. One such indication is evidence that an asset's economic performance is or will be worse than expected. If such an indication exists, the

recoverable amount of the asset is estimated and compared with its carrying amount. The recoverable amount of goodwill and intangible assets with an indefinite useful life is estimated at the end of each reporting period, irrespective of whether there is any indication of impairment. When the recoverable amount of an asset is lower than the carrying amount, an impairment loss is recognised in the income statement. Impairment losses recognised on goodwill are irreversible.

If it is not possible or pertinent to estimate the recoverable amount of an individual asset, the estimate is performed at the level of the cash-generating unit to which the asset belongs.

Recoverable amount corresponds to the higher of:

- ▶ value in use calculated using the discounted cash flows method, applied to the individual asset or to the cash-generating unit to which the asset belongs;
- ▶ fair value less costs to sell calculated using the market comparables method or a method based on the price of recent transactions involving similar assets.

Cash flow projections are based on business plans drawn up at the reporting date, generally covering a period of five years, and are presented to the Board of Directors. For some Lagardère Travel Retail CGUs, the projection periods used may be extended beyond the five years of the business plan to take into account the term of concession agreements.

They are approved by the Board of Directors. Cash flow projections beyond that period are estimated using a growth rate that reflects the average long-term growth rate observed in the industry (see note 10). This process involves the use of key assumptions and judgements to determine trends in the markets in which the Group operates, and actual future cash flows may differ from the estimates used to calculate value in use.

The discount rates used are post-tax rates determined separately for each business, applied to post-tax cash flows.

3.13 CONTRACT ASSETS AND LIABILITIES

Estimating the amount of revenue earned in a given reporting period results in a time lag between the date the services are rendered and the date the company has the right to receive payment from the customer. This difference results in the recognition of contract assets.

Conversely, payments received from customers before all or part of the corresponding services have been provided give rise to contract liabilities.

3.14 FINANCIAL ASSETS

Investments in non-consolidated companies

Investments in non-consolidated companies are carried at fair value through profit or loss, except for certain equity instruments which may be carried at fair value through other comprehensive income, where at the first-time application date for IFRS 9 or initial recognition, the Group has made an irrevocable election to do so on initial recognition. In this case, changes in fair value carried in other comprehensive income are not reclassified to profit or loss even when the related instruments are sold (only dividend income is included in profit or loss).

Since shares in venture capital funds (FCPR) do not meet the criteria for classification at fair value through other comprehensive income that may not subsequently be reclassified, they are carried at fair value through profit or loss.

Loans and receivables

Loans and receivables are measured at amortised cost, calculated using the effective interest method. Upon initial recognition, impairment is systematically recognised to the extent of any credit losses expected to result from events that could occur in the next 12 months. If there has been a significant deterioration in the counterparty's credit quality, the initial impairment loss is increased to cover the full amount of expected losses over the remaining term of the receivable.

Trade receivables and operating receivables are carried at amortised cost and are impaired based on the IFRS 9 simplified model. Impairment amounts are determined differently for each business:

- ▶ individual impairment assessed on a case-by-case basis taking into account (i) the counterparty's risk profile; (ii) historical probabilities of default; (iii) probabilities of default supplied by rating agencies; (iv) any credit insurance; and (v) estimated losses for receivables in respect of which a credit event has been identified,
- ▶ collective impairment assessed on a statistical basis (primarily in Lagardère Publishing) using an impairment matrix based on an aged receivables analysis and expected losses.

Cash and cash equivalents

Cash and cash equivalents include:

- ▶ cash and demand deposits;
- ▶ deposits and loans with maturities of less than three months;

- ▶ marketable securities, such as money market funds, that are not exposed to a significant risk of changes in value and are readily convertible into known amounts of cash. These are recognised at fair value through profit or loss.

Shares, bonds, deposits and loans with maturities of more than three months are excluded from cash and cash equivalents and reported in the balance sheet as investments

3.15 FINANCIAL LIABILITIES

Financial liabilities comprise borrowings, trade payables and other liabilities. They are measured at amortised cost using the effective interest method.

Specific measurement rules apply to financial liabilities hedged by derivative instruments. These rules are described below in note 3.17.

3.16 PUT OPTIONS GRANTED TO MINORITY SHAREHOLDERS

In its operating activities, the Group has granted put options to the minority shareholders of certain fully consolidated subsidiaries for the sale of their investments on defined terms. For some of these options, the exercise price was not fixed at the outset, and will be determined based on independent valuations.

In compliance with IAS 32, the put options are recognised in debt at their estimated present value.

In the income statement, consolidated profit for the year is presented on two separate lines: profit attributable to owners of the Parent and profit attributable to minority interests, based on the legal rights effectively held.

For put options granted prior to 1 January 2010 – the effective date of IFRS 3 (revised) relating to business combinations – any change in the estimated amount of the debt is recognised as an adjustment to goodwill. For put options granted after 1 January 2010, changes in the value of the debt are recorded in equity.

3.17 DERIVATIVE FINANCIAL INSTRUMENTS

The Group uses derivative financial instruments to hedge currency and interest rate risks. These instruments are initially recognised in "Other current assets" or "Other current liabilities" at fair value, which generally corresponds to their acquisition price. They are marked to market at the end of each reporting period and the corresponding fair value remeasurement gains or losses are recognised in the income statement.

However, certain derivative instruments are classified as fair value hedges (mainly of currency and interest rate risks on debt) or cash flow hedges (on future sales and purchases).

These instruments qualify for hedge accounting if the following conditions are met:

- ▶ at the inception of the hedge there is formal designation and documentation of the hedging relationship;
- ▶ the hedge is expected to be highly effective and its effectiveness can be reliably measured from its inception.

The accounting impacts of applying hedge accounting are described below.

Fair value hedges

Derivative instruments and hedged items are measured at fair value. Changes in the fair value of the derivative instrument and the hedged item are recognised in profit or loss on a symmetrical basis. When the hedge is effective, the change in the fair value of the hedged item offsets an opposite change in the fair value of the hedging instrument.

Cash flow hedges

Derivative instruments used as cash flow hedges are measured at fair value and no specific accounting treatment is applied to the hedged items. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised directly in equity and the ineffective portion is recognised in profit or loss.

The cumulative gains and losses recognised in equity are reclassified into profit or loss when the hedged transaction takes place.

Net investment hedges

The Group hedges exchange gains and losses generated by certain net investments in foreign operations. The corresponding hedging instruments are measured at fair value. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised directly in equity and the ineffective portion is recognised in profit or loss.

Cumulative gains and losses recognised in equity are reclassified into profit or loss when the net investment is sold.

3.18 TREASURY SHARES

Louis Hachette Group SA shares held by the Company or other Group entities are deducted from consolidated equity. When treasury shares are sold

outside the Group, the after-tax gain or loss is also recognised directly in equity

3.19 PROVISIONS FOR PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT OBLIGATIONS

The Group recognises provisions to cover the present value of its obligations for benefits payable to employees at the time of their retirement and after retirement, when the plans concerned qualify as defined benefit plans. For defined contribution plans, the Group's obligation consists solely of payment of premiums or contributions to external organisations, and these premiums and contributions are charged to expenses as incurred.

The defined benefit plans to which the Group subscribes are principally pension plans outside France, while in France they cover end-of-career bonuses paid to employees upon their retirement.

The present value of obligations is calculated by the projected unit credit method, under which each period of service gives rise to an additional unit of benefit entitlement.

The Group applied the IFRS IC agenda decision - Attributing Benefit to Periods of Service with effect from 1 January 2021. Employee benefits are attributed taking into account the existing tiers and/or caps in benefit allocation. Under the terms of the benefit plan described in the agenda decision: (i) employees are entitled to a benefit payment when they reach a specified retirement age provided they are employed by the entity when they reach that retirement age, and (ii) the amount of the retirement benefit to which an employee is entitled depends on the length of employee service before the retirement age and is capped at a specified number of years of service.

The method takes into account inputs such as:

- ▶ expected salary increases;
- ▶ employee turnover;
- ▶ mortality rates;
- ▶ a financial discount rate.

These calculations are performed in full at least every three years, and updated annually, unless a more in-depth review is required due to exceptional events such as substantial amendments to the terms of the plan, or to the categories of employees covered.

Gains and losses resulting from changes in actuarial assumptions are recognised directly in other comprehensive income in the period in which they arise. The same applies to the difference between the expected return on plan assets – which is

recognised in the income statement using the discount rate applied for calculating the obligations – and the actual return on these assets.

3.20 OTHER PROVISIONS

A provision is recognised when (i) the Group has a present obligation as a result of a past event, (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and (iii) a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision corresponds to the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

Provisions for expected contract losses are recognised when firm commitments given – notably guaranteed minimum payments – are higher than the profit that the contract is expected to generate.

Restructuring provisions are recorded when the Group has a detailed formal plan and has announced details of the plan to the persons concerned.

3.21 ASSETS HELD FOR SALE, ASSOCIATED LIABILITIES AND DISCONTINUED OPERATIONS

An asset or group of assets and directly associated liabilities is considered to be held for sale when its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale and its sale must be highly probable. When assessing whether a sale is highly probable, the Group takes into account, on a case-by-case basis, the applicable decision-making and authorisation process, whether the price proposed is reasonable and acceptable, the prevailing market conditions and any legal, regulatory or employee-related restrictions.

Such assets or groups of assets and associated liabilities are stated at the lower of their carrying amount and estimated sale price, less costs to sell, and are no longer amortised. Assets held for sale and the associated liabilities are respectively presented on specific lines in the consolidated balance sheet.

When the disposal group held for sale represents a reportable segment or is part of a coordinated plan to sell a reportable segment, it is accounted for as a discontinued operation, with the associated profit or loss and each category of cash flows shown on separate lines of the income statement and statement of comprehensive income.

NOTE 4 MAIN CHANGES IN THE SCOPE OF CONSOLIDATION

4.1 2024

The main changes in the scope of consolidation in 2024 were as follows:

Lagardère

► Acquisition in November 2024 by **Hachette Book Group (Lagardère Publishing)** of **Sterling Publishing Co. Inc.**, which will be consolidated in 2025. Sterling Publishing Co. comprises several imprints covering a wide range of editorial segments, including adult fiction and non-fiction imprints Union Square & Co., Puzzlewright Press, Sterling Ethos and Spark Notes; children's imprints Union Square Kids and Boxer Books; and gift and stationery publishers Knock Knock and Em & Friends. Sterling Publishing has a catalogue of 13,000 titles and publishes around 350 new titles a

year. The purchase price allocation will be carried out in 2025.

► **Sale of Paris Match** (Lagardère Media News) to the LVMH group on **1 October 2024**, based on an enterprise value of €120 million (see note 9).

Prisma Media

► **Acquisition in April 2024 of Ideat and The Good Life magazines** – two assets owned by Ideat Solutions – by Côté Maison (a wholly-owned subsidiary of Prisma Media).

4.2 BUSINESS COMBINATIONS

Lagardère

As of 30 November 2023, Vivendi held 84,326,511 Lagardère shares. Vivendi's interest in Lagardère represented 59.75% of the share capital for a consideration of €1,723 million, successively acquired as a result of the following transactions:

- buyback of Lagardère shares on the market for €597 million, of which €595 million in 2020, representing 27.1% of the share capital at 1 January 2021;
- purchase of a block of Lagardère shares from Amber Capital in the second half of 2021 for €611 million;
- public offer by Vivendi for Lagardère shares in the second quarter of 2022 for €433 million; and
- exercise of 3,382,743 Lagardère share transfer rights for €82 million.

On 21 November 2023, Vivendi acquired control of Lagardère following the closing of (i) the sale of the

entire share capital of Editis to International Media Invest on 14 November 2023, and (ii) the sale of *Gala* magazine to the Figaro group on 21 November 2023, representing the commitments sought from Vivendi by the European Commission to approve the transactions. The Lagardère purchase price allocation was finalised in the consolidated financial statements at 31 December 2024 and the effects recognised retrospectively from the date Lagardère was first consolidated, i.e., 1 December 2023.

At 31 December 2024, the definitive allocation of the purchase price led to the recognition of €1,071 million in goodwill.

In accordance with IFRS 3, as the business combination was carried out without any consideration being transferred, the fair value of the consideration transferred at the acquisition date is equal to the fair value of the investment in Lagardère as of that date, as detailed below:

Fair value of investment in Lagardère	
Price paid at 30 November 2023	1,723
Impact of the equity method applied from 1 July 2021 to 30 November 2023	326
Net carrying amount of Lagardère SA at 30 November 2023 (equity accounted)	2,049
IFRS 3 revaluation during full consolidation as of December 1, 2023 ^(a)	(17)
Fair value of investment in Lagardère (59.75%) at 1 December 2023 (purchase price)	2,032

(a) Vivendi used the purchase price of the Lagardère share transfer rights as the reference price for valuing the purchase price of 59.75% of Lagardère, i.e., €24.10 per share.

The purchase price allocation is summarised in the table below:

	Provisional opening balance sheet	Opening balance sheet adjustments	Final opening balance sheet
Purchase price (A)	2,032		2,032
Allocation to identifiable assets and liabilities			
<i>Concession agreements</i>	1,639		1,639
<i>Publishing rights</i>	1,152		1,152
<i>Brands</i>	893		893
<i>Other intangible assets</i>	201		201
Intangible assets, net	3,885		3,885
Property, plant and equipment, net	1,147	(149)	998
Investments in equity-accounted companies (including goodwill)	151		151
Inventories, net	870		870
Cash and cash equivalents	355		355
Leases: right-of-use assets	2,415	(9)	2,406
Leases: lease liabilities	(2,435)		(2,435)
Other financial assets and liabilities, net	(1,032)	(1)	(1,033)
Provisions for pensions and other post-employment benefit obligations	(78)		(78)
Debt	(2,603)		(2,603)
Deferred taxes, net	(858)	71	(787)
Minority interests ^(*)	(804)	36	(768)
Total identifiable assets and liabilities (B)	1,013	(52)	961
Goodwill (A) - (B)	1,019	52	1,071

(*) Includes (i) the share attributable to minority interests of fair value adjustments relating to the purchase price allocation (€896 million) and (ii) the carrying amount of minority interests (negative €128 million) in Lagardère's balance sheet at the acquisition date.

The fair value of intangible assets and property, plant and equipment acquired was determined with the assistance of third-party valuers, using the following methods:

- ▶ the brand royalty method: for Travel Retail brands and other Lagardère group brands, using royalty rates determined on the basis of a market benchmark;
- ▶ the excess earnings method for publishing rights and distribution agreements at Lagardère Publishing, concession agreements at Lagardère Travel Retail and other intangible assets; and
- ▶ the market comparables method and the cost method for property.

Publishing rights are amortised over a period of between 8 and 30 years, depending on the

applicable laws and the expected duration of the associated revenues.

Concession agreements are amortised over the residual term of current contracts, which may include an additional renewal period based on Lagardère Travel Retail's history of securing renewals of concessions.

Most brands are not amortised, as they have an indefinite useful life.

Property is depreciated over the estimated life of the building, between 20 and 40 years.

Goodwill for €1,071 million relates to the value of future profits expected by the acquirer and to unidentifiable intangible assets, notably (i) the Company's ability to renew its concessions, (ii) potential synergies or other developments, and (iii) the fair value of the workforce.

NOTE 5 SEGMENT DATA

Louis Hachette Group is a diversified and leading global player in publishing, travel retail and media, with over 34,000 employees in more than 45 countries.

The Group's internal management reporting is structured around two segments, Lagardère and Prisma Media. Louis Hachette Group SA and inter-segment eliminations are presented separately.

- ▶ **Lagardère**, which includes (i) Lagardère Publishing: Books (paper, digital and audio formats), Partworks, Board Games, and Premium Stationery; (ii) Lagardère Travel Retail: Travel Essentials, Duty Free & Fashion, and Dining; and (iii) Other Activities, which includes Lagardère News (press and the Elle brand licence), Lagardère Radio (radio stations and advertising sales brokerage), Lagardère Live Entertainment (performance arts), Lagardère

Paris Racing (sports club), and the Corporate function. The Corporate function is used primarily to report the effect of financing obtained by the Lagardère and the net operating costs of Lagardère holding companies.

- ▶ **Prisma Media:** French leader in magazine publishing and digital media

The data presented by reportable segment were calculated using the same accounting rules and methods as those used in the consolidated financial statements and described in the accompanying notes. The data include key alternative performance measures.

Transactions between business segments are carried out on arm's length terms.

5.1 SEGMENT DATA

2024 income statement

		Lagardère	Prisma Media	Louis Hachette holding company	Total
Revenue		8,949	293	-	9,242
Inter-segment revenue		(7)	-	-	(7)
Consolidated revenue	(Note 6)	8,942	293	-	9,235
Other income from ordinary activities		57	2	-	59
Total income from ordinary activities		8,999	295	-	9,294
Recurring operating profit (loss) of fully consolidated companies		587	17	(1)	603
Income (loss) from equity-accounted companies before impairment losses		4	-	-	4
Restructuring costs	(Note 8)	(66)	(4)	-	(70)
Gains (losses) on disposals of property, plant and equipment and intangible assets	(Note 9)	(1)	-	-	(1)
Impairment losses on property, plant and equipment and intangible assets	(Note 10)	(25)	-	-	(25)
Gains and losses on leases (excluding concession agreements)		-	-	-	-
Other EBITA items		(1)	-	-	(1)
EBITA		498	13	(1)	510
Gains (losses) on disposals of businesses and expenses related to acquisitions and disposals	(Note 9)	38	3	-	41
Amortisation of acquisition-related intangible assets		(191)	(2)	-	(193)
<i>Fully consolidated companies</i>		<i>(180)</i>	<i>(2)</i>	<i>-</i>	<i>(182)</i>
<i>Equity-accounted companies</i>		<i>(11)</i>	<i>-</i>	<i>-</i>	<i>(11)</i>
Impairment losses on acquisitions ^(*)	(Note 10)	-	-	-	-
Purchase price adjustment		(4)	-	-	(4)
Impact of IFRS 16 on concession agreements ^(**)	(Note 16)	47	-	-	47
Other		-	-	-	-
Profit (loss) before finance costs and tax		388	14	(1)	401
Items included in recurring operating profit of fully consolidated companies					
Depreciation and amortisation of property, plant and equipment and intangible assets		(196)	(4)	-	(200)
Depreciation of right-of-use assets - Buildings and other		(81)	(2)	-	(83)
Cost of free share plans		(21)	-	-	(21)

(*) Impairment losses on goodwill and intangible assets resulting from acquisitions.

(**) The breakdown of the impact of IFRS 16 on concession agreements and on gains and losses on leases is disclosed in the table below.

	Lagardère	Prisma Media	Louis Hachette Holding company	Total
Impact of IFRS 16 on concession agreements	47	-	-	47
Gains and losses on leases	-	-	-	-
Depreciation of right-of-use assets	(438)	-	-	(438)
Decrease in lease liabilities	398	-	-	398
Interest paid on lease liabilities	86	-	-	86
Changes in working capital relating to lease liabilities	1	-	-	1

2024 statement of cash flows

	Lagardère	Prisma Media	Louis Hachette holding company and eliminations	Total
Cash flow from operating activities	1,372	15	-	1,387
Decrease in lease liabilities ^(*)	(473)	(8)	-	(481)
Interest paid on lease liabilities ^(*)	(100)	-	-	(100)
Cash flow from operations	799	7	-	806
Net cash used in investing activities relating to intangible assets and property, plant and equipment	(292)	(2)	-	(294)
- Purchases	(293)	(2)	-	(295)
- Disposals	1	-	-	1
Income taxes paid	(82)	(12)	3	(91)
Free cash flow	425	(7)	3	421
<i>o/w free cash flow before changes in working capital</i>	409	(7)	2	404
Net cash from (used in) investing activities relating to investments	79	(12)	-	67
- Purchases	(64)	(12)	-	(76)
- Disposals	143	-	-	143
Interest received	16	1	-	17
(Increase) decrease in short-term investments	-	-	-	-
Cash flow from (used in) operations and investing activities	520	(18)	3	505

(*) Cash flows relating to lease liabilities are shown within net cash from financing activities in the consolidated statement of cash flows.

Balance sheet at 31 December 2024

	Lagardère	Prisma Media	Louis Hachette holding company and eliminations	Total
Segment assets	11,416	387	-	11,803
Investments in equity-accounted companies	150	-	-	150
Segment liabilities	(6,989)	(160)	(2)	(7,151)
Capital employed	4,577	227	(2)	4,802
Net cash and cash equivalents (net debt)				(1,826)
Total equity				2,976

Balance sheet at 31 December 2023

	Lagardère	Prisma Media	Total
Segment assets	11,475	394	11,869
Investments in equity-accounted companies	148		148
Segment liabilities	(6,786)	(196)	(6,982)
Capital employed	4,837	198	5,035
Net cash and cash equivalents (net debt)			(2,207)
Total equity			2,828

5.2 INFORMATION BY GEOGRAPHIC AREA

Revenue by geographic area

Revenue by geographic area (by location of sales) is as follows:

	2024
European Union (excl. France)	2,864
United States	2,176
France	2,249
United Kingdom	617
Asia-Pacific	532
Other North America (mainly Canada)	220
Other European countries	162
Middle East	175
Other (Africa, Latin America)	240
Total	9,235

Segment assets by geographic area

Segment assets, corresponding to all assets excluding cash and cash equivalents and investments in equity-accounted companies, are presented by geographic area (country or region in which the entities are based) as follows:

	31 Dec. 2024
United States	2,732
European Union (excl. France)	2,955
France	4,493
United Kingdom	778
Asia-Pacific	252
Other European countries	92
Canada	85
Middle East	269
Other (Africa, Latin America)	147
Total	11,803

Investments by geographic area (property, plant and equipment and intangible assets)

Investments in property, plant and equipment and intangible assets by geographic area (country or region in which the entities are based) are presented as follows:

	2024
United States	111
France	55
European Union (excl. France)	77
United Kingdom	11
Asia-Pacific	7
Canada	5
Other European countries	4
Middle East	1
Other	24
Total	295

NOTE 6 REVENUE

Louis Hachette Group revenue totalled €9,235 million in 2024, up 10% on the restated figures for 2023.

The like-for-like change in revenue is calculated by comparing:

- ▶ 2024 revenue and 2023 revenue adjusted for changes in the scope of consolidation in 2024;
- ▶ revenue for 2024 and revenue for 2023 adjusted based on the exchange rates applicable in 2024.

The difference between reported and like-for-like revenue is for the most part attributable to a

€141 million positive scope effect linked chiefly to the acquisition by Lagardère Travel Retail of Tastes on the Fly (positive €132 million impact) in November 2023 and the sale of *Paris Match* in October 2024 (negative €14 million impact). The positive €8 million currency effect was mainly due to the appreciation of the pound sterling and the Polish zloty, offset by the depreciation of the US dollar and the Czech koruna).

In 2024, digital revenues (digital audiobooks and e-books) represented 14% of Lagardère Publishing's total revenue, versus 12% in 2023.

Revenue breaks down as follows by business and by division:

	2024	2023 (restated 12 months) ^(*)	2023
Lagardère Publishing	2,873	2,809	209
Lagardère Travel Retail	5,812	5,018	434
Other Activities at Lagardère	257	254	27
Total Lagardère	8,942	8,081	670
Prisma Media	293	309	309
Total	9,235	8,390	979

(*) The restated 2023 figures for Louis Hachette Group revenue include 12 months of Lagardère revenue as reported by the latter.

NOTE 7 EMPLOYEE DATA

7.1 HEADCOUNT

The average number of employees of fully consolidated companies (excluding seconded employees) breaks down as follows by division:

<i>(in number of employees)</i>	2024	2023
Lagardère ^(*)	33,091	2,594
Prisma Media	1,027	1,206
Total	34,118	3,800

(*) Includes Lagardère on a proportionate basis from 1 December 2023 (date of first-time full consolidation).

7.2 PAYROLL COSTS

	2024	2023
Wages and salaries	1,690	200
Payroll taxes	339	55
Share-based payments	21	2
Other	-	9
Total	2,050	266

7.3 SHARE-BASED PAYMENTS

In accordance with the principles described in note 3.4 "Share-based payments", free shares awarded were measured at fair value at the grant date.

The terms and conditions of outstanding free share award plans are presented below:

	Grant date	Total number of shares granted
Lagardère	14 March 2022	806,800
	18 April 2023 ^(a)	794,600
	18 April 2023 ^(b)	741,200
	25 April 2024	767,450
	21 October 2024	30,000
	Total	3,140,050
Prisma Media	28 July 2022	77,000
	8 March 2023	75,000
	Total	152,000

(a) Performance share plan and free share plan with no performance conditions granted under the authorisation given by the Lagardère General Meeting of 22 April 2022.

(b) We Share Lagardère plan awarded under the authorisation given by the Lagardère General Meeting of 22 April 2022.

Share-based payment expense recognised by fully consolidated companies amounted to €21 million in 2024.

NOTE 8 RESTRUCTURING COSTS

2024

Restructuring costs amounted to €70 million in 2024 and chiefly concern:

- ▶ €35 million at Lagardère Travel Retail, including €28 million relating to business restructuring operations in China;
- ▶ €16 million at Lagardère Publishing, mainly in the United States and Spain, including severance and reorganisation costs;
- ▶ €15 million for Other Activities at Lagardère, comprising severance costs at Lagardère Media News and the Group Corporate function;
- ▶ €4 million at Prisma Media for reorganisation costs.

NOTE 9 CAPITAL GAINS AND LOSSES

2024

Gains and losses on the disposal of assets or businesses are included in selling, general and administrative expenses.

In 2024, the Group recorded a net gain of €42 million relating mainly to the gain on the disposal of the *Paris Match* magazine completed on 1 October 2024, following allocation of a share of Lagardère goodwill for €43 million.

NOTE 10 IMPAIRMENT LOSSES ON GOODWILL, PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

The impairment losses recorded in 2024 reflect the impairment tests performed as described in note 3.12.

Goodwill impairment tests are performed at the level of groups of cash-generating units (CGUs) corresponding to the level at which goodwill is

monitored by management for internal management purposes.

Intangible assets with indefinite useful lives are tested at the level of the cash-generating units (CGUs) in which these assets are reported.

The following table sets out the amounts of goodwill and intangible assets with indefinite useful lives at 31 December:

	Number of groups of CGUs		Carrying amount of goodwill		Carrying amount of intangible assets with indefinite useful lives		Total carrying amount of tested assets	
	2024	2023	2024	2023	2024	2023	2024	2023
Lagardère	1	1	1,028	1,019	833	879	1,862	1,898
Prisma Media	1	1	180	183	80	73	260	256
Total	2	2	1,208	1,202	913	952	2,122	2,154

As part of the partial demerger of Vivendi SE, the Lagardère SA and Prisma Group shares contributed to Louis Hachette Group were valued in October 2024. The valuations corroborate the value in use calculations prepared for the annual goodwill impairment tests, which show that the values in use

are higher than the carrying amounts of the assets tested.

Lagardère and Prisma Media

At 31 December 2024, the values in use resulting from the Lagardère and Prisma Media impairment tests

did not lead to any impairment of goodwill or intangible assets with indefinite useful lives.

Impairment tests

The estimated future cash flows used in the impairment tests are based on the internal budgets drawn up at the end of the year. They are determined using key assumptions and assessments that factor in the effects of the economic environment – as

The rates used over the past three financial years are as follows:

Disc. rate	Discount rate			Perpetuity growth rate		
	2024	2023	2022	2024	2023	2022
(%)						
Lagardère	8.65	N/A	N/A	2.03	N/A	N/A
Prisma Media	8.10	9.93	19.00	1.50	2.25	0.90

The discount rates applied are calculated based on the median financial returns observed during the year for samples of companies operating in comparable business sectors. These are taken from external financial databases and may vary over time, based notably on share prices, debt and the macro- and micro-economic outlook.

The samples used are reviewed and updated every year in order to take account of changes in the competitive environment and market participants. This can lead to an elimination of certain components of the basket whose business models are not judged to be sufficiently correlated to the Group's, or conversely, to the addition of new components.

Recognised impairment losses

Total impairment losses recognised by consolidated companies in 2024 amounted to €25 million, including €14 million for right-of-use assets, and €11 million for intangible assets.

The main impairment losses break down as follows:

- ▶ €14 million for right-of-use assets in the Lagardère Other Activities segment in France due to unoccupied floor space;
- ▶ €11 million for Lagardère Travel Retail property, plant and equipment, of which €8 million relates to the restructuring of the business in China.

identified at the date of the budget – on forecast future cash flows for the coming five years.

The cash flows are discounted using a post-tax discount rate specific to each business. A perpetuity growth rate – which is also specific to each business – is used for periods beyond those covered in the budgets. These discount rates were recalculated for the impairment tests carried out in the last quarter of 2024.

Sensitivity of impairment tests to changes in key budget assumptions

The operating forecasts contained in the Group's budgets are based on assumptions. Changes in these assumptions directly impact the calculation of value in use and may give rise to the recognition of impairment losses or influence the amount of any impairment recognised.

The key assumptions used for the forecasts relate to expected developments in the following main areas:

- ▶ Lagardère: publishing markets, market share and profit margins; manufacturing and overhead costs determined based on established action plans; traffic and average spend per passenger for each platform (airports, train stations, etc.); lease payments for stores; advertising market and market share in all media (radio, press and online); and the brand licensing market.
- ▶ Prisma Media: magazine publishing business in France, including the impact on advertising revenue; changes brought about by the switch to digital; and the cost of paper.

These assumptions incorporate differentiated levels of risk that depend on the degree of visibility and the ability to anticipate the impact of changes in the economic environment on the future performance of the Group's different businesses.

NOTE 11 FINANCE COSTS, NET

	2024	2023
Interest expense on borrowings	(149)	(17)
Interest income on loans	11	1
Investment income and gains on sales of marketable securities	3	1
Interest	(135)	(15)
Loss on derivative financial instruments acquired as hedges of net debt	(17)	(12)
Other financial expenses	(13)	(1)
Other financial expenses	(30)	(13)
Income from investments	3	-
Gains on derivative financial instruments acquired as hedges of net debt	-	1
Other financial income	13	-
Other financial income	13	1
Total	(149)	(27)

Finance costs, net amounted to €149 million in 2024, relating to the refinancing carried out in June 2024, mainly comprising interest expense on borrowings (see note 26).

NOTE 12 INCOME TAX

12.1 ANALYSIS OF INCOME TAX

Income tax breaks down as follows:

	2024	2023
Current taxes	(107)	(23)
Deferred taxes	14	3
Total	(93)	(20)

In 2024, income tax amounted to €93 million, of which current tax of €107 million, mainly in France, the United States, the United Kingdom and Italy. Current tax also includes tax on the capital gain on the disposal of the *Paris Match* magazine. The net

change in deferred tax was €14 million and includes reversals of deferred tax liabilities relating to the amortisation of intangible assets arising on acquisitions, as well as changes in deferred tax on right-of-use assets and lease liabilities.

12.2 TAX PROOF

The following table reconciles income tax reported in the income statement to the theoretical income tax expense for 2024 and 2023:

	2024	2023
Profit before tax	145	120
(-) (Income) loss from equity-accounted companies	7	(124)
Profit of fully consolidated companies before tax	152	(4)
Theoretical tax expense ^(*)	(40)	1
Effect on theoretical tax expense of:		
Different tax bases for capital gains and losses ^(**)	(12)	(9)
Different tax bases for impairment losses on goodwill and other intangible assets	-	
Different tax rates on earnings of foreign subsidiaries	7	-
Tax credits and tax incentives	5	
Limitation on deferred taxes	7	(6)
Effect of changes in tax rates on deferred taxes	-	(1)
Tax loss carryforwards used (recognised) in the year ^(***)	(24)	2
Adjustments to tax from previous years	(7)	(1)
Value added tax, withholding tax and other taxes	(11)	(4)
Permanent differences and other items	(18)	(2)
Effective income tax expense	(93)	(20)

(*) Calculated at the French standard rate (25.83% in 2024 and 2023).

(**) Differences between disposal gains for tax purposes and book disposal gains.

(***) Tax losses for which no deferred tax assets were recognised.

12.3 DEFERRED TAXES RECOGNISED IN THE BALANCE SHEET

Deferred taxes recognised at 31 December 2024 and 2023 concerned the following assets and liabilities:

	31 Dec. 2024	31 Dec. 2023
Intangible assets	(851)	(904)
Property, plant and equipment	(102)	(131)
Non-current financial assets	(12)	(13)
Inventories	52	53
Provisions for pension benefit obligations	21	24
Right-of-use assets and lease liabilities	38	24
Other provisions	38	38
Other working capital items	85	85
Temporary differences (gross amount)	(731)	(824)
Tax loss carryforwards	255	242
Deferred taxes before limitation	(476)	(582)
Limitation on deferred tax assets	(303)	(282)
Net deferred tax asset (liability)	(779)	(865)
Deferred tax assets	221	227
Deferred tax liabilities	(1,000)	(1,092)

At 31 December 2024, the tax base of US federal tax loss carryforwards relating to the US tax group amounted to €13 million and can be carried forward indefinitely. The timeframe for utilising these losses has been assessed in light of the deferred tax liabilities recognised for this tax group (net deferred tax liability position), and of the outlook for taxable income based on the profits of Lagardère Publishing and Lagardère Travel Retail.

At 31 December 2024, the Group also had unused tax loss carryforwards with a tax base of more than €495 million arising in the French tax group, €190 million of which has been challenged by the French tax authorities. Tax losses in France can be carried forward indefinitely.

The main source of deferred tax liabilities is the remeasurement of intangible assets and property, plant and equipment at the time of the Lagardère acquisition on 1 December 2023 (see note 4).

12.4 CHANGES IN DEFERRED TAXES

	2024	2023
Net deferred tax asset (liability) at 1 January	(865)	(17)
Income tax expense recognised in the income statement	13	3
Deferred tax recognised directly in equity	(1)	3
Effect of change in scope of consolidation and exchange rates	74	(854)
Net deferred tax asset (liability) at 31 December	(779)	(865)

NOTE 13 EARNINGS PER SHARE

Basic earnings per share

Earnings per share are calculated by dividing profit attributable to owners of the Parent by the weighted average number of ordinary shares outstanding during the year, excluding treasury shares. Changes in the number of shares as a result of employees exercising their share options (movements throughout the year) are included using the average of opening and closing balances for the year.

Diluted earnings per share

The only dilutive category of shares is free shares. Free shares with a performance condition are only taken into account to calculate dilution when the achievement rate of the performance conditions is known at the reporting date. In view of the loss from continuing operations (attributable to the Parent), there was no dilutive effect. The loss from discontinued operations (attributable to the Parent) was, however, impacted by the dilutive effect.

	2024	2023 ^(*)
Profit for the year – attributable to owners of the Parent (in millions of euros)	13	110
Number of shares making up the share capital at 31 December	991,996,494	991,996,494
Treasury shares	0	0
Number of shares outstanding at 31 December	991,996,494	991,996,494
Average number of shares outstanding during the year	991,996,494	991,996,494
Basic earnings per share – attributable to owners of the Parent (€)	0.01	0.11
Dilutive share options and free shares:		
Share options	-	-
Free shares	-	-
Average number of shares including dilutive share options and free shares	991,996,494	991,996,494
Diluted earnings per share – attributable to owners of the Parent (€)	0.01	0.11

(*) Earnings per share for 2023 were calculated based on the shares in issue at 31 December 2024.

NOTE 14 GOODWILL

	2024	2023
At 1 January	1,202	176
Gross amount	1,202	176
Accumulated impairment losses	-	-
Acquisitions ^(*)	49	1,048
Goodwill written off following disposal or deconsolidation ^(**)	(43)	(22)
Impairment losses	-	-
Translation reserve	-	-
Classification within assets held for sale	-	-
Other movements	-	-
At 31 December	1,208	1,202
Gross amount	1,208	1,202
Accumulated impairment losses	-	-

(*) Final allocation of Lagardère goodwill for €52 million.

(**) Allocation of a portion of Lagardère goodwill to the disposal of *Paris Match* (€43 million).

See note 10 for a breakdown of goodwill.

NOTE 15 INTANGIBLE ASSETS

Cost

	Intangible assets with indefinite useful lives		Intangible assets with finite useful lives			Total
	Brands	Other	Concession agreements	Publishing rights	Other	
At 31 December 2023	888	64	1,667	1,206	393	4,217
Purchases	-	5	-	-	17	22
Changes in scope of consolidation ^(*)	(36)	-	1	-	(1)	(36)
Disposals/Derecognition	-	-	-	-	(9)	(9)
Reclassifications	-	(4)	-	-	35	31
Translation reserve	4	1	32	31	2	69
At 31 December 2024	856	66	1,700	1,237	437	4,296

(*) Changes in scope of consolidation include the sale of Paris Match in 2024 (see note 9).

Amortisation and impairment losses

	Intangible assets with indefinite useful lives		Intangible assets with finite useful lives			Total
	Brands	Other	Concession agreements	Publishing rights	Other	
At 31 December 2023	-	-	(10)	(5)	(254)	(269)
Amortisation	-	-	(122)	(57)	(32)	(211)
Impairment losses	-	-	-	-	-	-
Changes in scope of consolidation	-	-	-	-	-	-
Disposals/Derecognition	-	-	-	-	8	8
Reclassifications	-	(8)	-	-	(14)	(22)
Translation reserve	-	-	(2)	(1)	(1)	(4)
At 31 December 2024	-	(8)	(134)	(63)	(293)	(498)

Carrying amounts

At 31 December 2023	888	64	1,657	1,201	138	3,948
At 31 December 2024	856	57	1,566	1,173	144	3,796

See note 10 for a breakdown by CGU of intangible assets with indefinite useful lives.

NOTE 16 LEASES

When the Group acts as lessee, the present value of lease payment commitments that are fixed or fixed in substance and due under concession agreements in transport hubs and hospitals, building leases or leases of other equipment, are recognised within lease liabilities against a corresponding right-of-use asset. The variable portion of lease payments under concession agreements, based on passenger flows or revenue earned by retail outlets, continues to be

shown in external charges or in other operating expenses. In application of the full retrospective method, lease liabilities are discounted at the rate set at the start of each agreement. The discount is updated to take account of any modifications, notably as regards the leased premises or lease term. The discount rates applied range from 2.99% to 11.59%.

Changes in right-of-use assets and lease liabilities were as follows in 2024:

16.1 RIGHT-OF-USE ASSETS

	Gross amount			Depreciation and impairment losses			Carrying amount		
	Concession agreements	Buildings and other	Total	Concession agreements	Buildings and other	Total	Concession agreements	Buildings and other	Total
At 1 January 2024	2,035	432	2,467	(34)	(30)	(64)	2,001	402	2,403
New leases	261	34	295				261	34	295
Depreciation				(438)	(83)	(521)	(438)	(83)	(521)
Impairment losses				-	(14)	(14)	-	(14)	(14)
Translation adjustments	33	7	40	(5)	(2)	(7)	28	5	33
Lease modifications	25	(7)	18	-	-	-	25	(7)	18
Lease remeasurements	340	7	347	-	-	-	340	7	347
Changes in scope of consolidation	-	-	-	-	(9)	(9)	-	(9)	(9)
Terminated leases	(31)	(25)	(56)	31	25	56	-	-	-
Other	(6)	-	(6)	-	(1)	(1)	(6)	(1)	(7)
At 31 December 2024	2,657	448	3,105	(446)	(114)	(560)	2,211	334	2,545

16.2 LEASE LIABILITIES

	Non-current lease liabilities			Current lease liabilities			Total lease liabilities		
	Concession agreements	Buildings and other	Total	Concession agreements	Buildings and other	Total	Concession agreements	Buildings and other	Total
At 1 January 2024	1,659	330	1,989	354	80	434	2,013	410	2,423
New leases	254	34	288	-	-	-	254	34	288
Interest expense	-	-	-	92	15	107	92	15	107
Decreases from gains on leases ^(*)	-	-	-	-	-	-	-	-	-
Lease payments	-	-	-	(483)	(98)	(581)	(483)	(98)	(581)
Reclassifications ^(**)	(440)	(102)	(542)	441	101	542	1	(1)	-
Translation adjustments	22	6	28	6	1	7	28	7	35
Lease modifications	25	(7)	18	-	-	-	25	(7)	18
Lease remeasurements	340	7	347	-	-	-	340	7	347
Changes in scope of consolidation	-	-	-	-	-	-	-	-	-
Other	2	10	12	(7)	(12)	(19)	(5)	(2)	(7)
At 31 December 2024	1,862	278	2,140	403	87	490	2,265	365	2,630

(*) Including gains and losses on lease modifications and negative variable lease payments.

(**) Reclassifications relate to the current portion of lease liabilities, reclassified within current lease liabilities.

The main movements in right-of-use assets and lease liabilities at 31 December 2024 were as follows:

- ▶ an increase in lease liabilities recognised against right-of-use assets for **€18 million (lease modifications)** corresponding to:
 - a decrease in lease terms and in premises leased, representing a negative €45 million,
 - an increase in lease terms and in premises leased, representing a positive €90 million,
 - lease modifications representing a negative €33 million,
 - the impact of discounting future lease payments at a revised discount rate, representing a negative €6 million;
- ▶ an increase of **€347 million** in lease liabilities against right-of-use assets (**lease remeasurements**), mainly corresponding to the reinstatement in 2024 of guaranteed minimum

payments under certain concession agreements. These had been suspended during the Covid-19 period and were subject to clauses requiring a return to a certain level of passenger traffic.

Interest expense on lease liabilities represented €107 million in 2024.

Lease payments amounted to €581 million in 2024.

Certain leases do not give rise to a right-of-use asset or a lease liability. These are leases **with variable lease payments, with a term of less than 12 months, or with a low-value underlying asset**. The corresponding rental expenses, representing €664 million in 2024, continue to be shown in external charges or in other operating expenses, including €644 million in respect of variable lease payments under concession agreements.

In the Group's segment information (see note 5), the rental expense reclassified in recurring operating profit of fully consolidated companies amounts to €485 million for concession agreements in 2024.

The table below shows the maturity of undiscounted lease liabilities at 31 December 2024:

Lease liabilities	31 Dec.	31 Dec.	31 Dec.	31 Dec.	31 Dec.	Beyond	Total
Concession agreements	485	430	384	304	252	769	2,624
Buildings and other	91	77	70	63	45	50	396
At	576	507	454	367	297	819	3,02

At 31 December 2024, **the residual weighted average term of both concession agreements and building leases** was seven years.

Concession agreements and building leases signed at 31 December 2024 but not yet effective, represented total undiscounted lease payment commitments of €4 million.

The Group sub-lets retail premises and office space under operating leases in which it acts as lessor. The associated income from sub-leasing such premises

continues to be included within other operating income.

In certain cases, sub-leases cover substantially all of the risks and rewards of the principal lease, and are recognised as finance leases. Right-of-use assets relating to the principal lease are derecognised and a financial receivable booked for €15 million at 31 December 2024.

NOTE 17 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment break down as follows by category:

2024 - Cost

	At 1 Jan. 2024	Acquisitions	Changes in scope of consolidation ^(*)	Disposals	Reclassifications	Assets held for sale	Translation reserve	At 31 Dec. 2024
Land	375	-	(125)	-	(3)	-	-	247
Buildings	957	20	(27)	(52)	104	-	20	1,022
Machinery and equipment	785	61	-	(39)	(15)	-	8	801
Other	350	27	(3)	(10)	50	-	3	416
Assets under construction ^(*)	113	163	3	-	(145)	-	3	136
Total	2,579	271	(152)	(101)	(9)	-	34	2,622

2024 – Depreciation and impairment losses

	At 1 Jan. 2024	Depreciation	Impairment losses ^(**)	Changes in scope of consolidation ^(*)	Disposals	Reclassifications	Assets held for sale	Translation reserve	At 31 Dec. 2024
Land	-	-	-	-	-	-	-	-	-
Buildings	(568)	(69)	16	1	53	(32)	-	(11)	(611)
Machinery and equipment	(590)	(70)	(3)	-	38	38	-	(7)	(596)
Other	(253)	(31)	(1)	-	12	(24)	-	(2)	(298)
Assets under construction ^(*)	-	-	(5)	-	-	-	-	-	(5)
Total	(1,411)	(170)	7	1	103	(18)	-	(20)	(1,510)
Carrying amounts	1,168	101	7	(151)	2	(27)	-	14	1,112

(*) Assets under construction include property, plant and equipment and intangible assets.

(**) The gross-value impact of changes in the scope of consolidation corresponds mainly to the final allocation of the Lagardère purchase price (see note 4).

(***) See note 10 for a breakdown of property, plant and equipment impairment.

NOTE 18 INVESTMENTS IN EQUITY-ACCOUNTED COMPANIES

Investments in **associates and joint ventures** are accounted for under the equity method in the Group's consolidated financial statements. The Group's main equity-accounted companies are as follows:

	Joint shareholder	Main business	% interest		Balance sheet		Income statement	
			31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	2024	2023
Lagardère & Connexions	SNCF Gares & Connexions	Travel Retail	33%	30%	13	13	3	-
Lagardère AWPL	AWPL	Travel Retail	33%	30%	3	7	(10)	-
Other					5	7	1	-
Joint ventures					21	27	(6)	-
Exttime Duty Free Paris (formerly Société de Distribution Aéroportuaire)	Groupe ADP	Travel Retail	30%	26%	74	79	(6)	-
Exttime Travel Essentials Paris (formerly Relay@ADP)	Groupe ADP	Travel Retail	33%	30%	23	10	(2)	1
Inmedio	Eurocash	Travel Retail	33%	29%	5	6	(2)	1
Yen Press	Kadokawa Corporation	Publishing	33%	29%	15	16	-	-
Saddlebrook International Sports	Saddlebrook International Tennis, Inc	Sports	20%	18%	-	-	-	-
Other					12	10	9	(3)
Total associates					129	121	(1)	(1)
Lagardère SA (equity-accounted by Louis Hachette Group until 30 November 2023)								125
Total investments in equity-accounted companies					150	148	(7)	124

	2024		
	Total	Joint ventures	Associates
Investments in equity-accounted companies at beginning of year	148	27	121
Dividends paid	(18)	(8)	(10)
Share in profit ^(*)	4	3	1
Impairment losses and amortisation	(11)	-	(11)
Change in other comprehensive income	1	-	1
First-time consolidations/Acquisitions	23	-	23
Deconsolidation/Disposals	-	-	-
Other ^(**)	3	(1)	4
Investments in equity-accounted companies at end of year	150	21	129

(*) Excluding impairment and amortisation of acquisition-related intangible assets.

(**) This includes the reclassification of a positive €11 million within liabilities relating to provisions for the share of losses of equity-accounted companies in 2024.

Joint ventures

As part of its business operations, Lagardère Travel Retail manages concessions in the form of 50-50 joint ventures entered into with grantors. The main joint ventures set up by Lagardère Travel Retail with its partners are (i) Lagardère & Connexions, with SNCF Gares & Connexions, (ii) Lagardère AWPL, with AWPL, (iii) SVRLS@LAREUNION, with Servair, and (iv) Lyon Duty Free, with Lyon airport authorities.

Total revenue generated by these Lagardère Travel Retail joint ventures (on a 100% basis) amounted to €849 million in 2024. Fully consolidated entities invoiced joint ventures amounts of €23 million in 2024.

	Figures on a 100% basis	Lagardère's share (50%)
	2024	2024
Total revenue	849	425
Group revenue with joint ventures	(23)	(11)
Adjusted revenue	827	413
Recurring operating profit	6	3
Profit before finance costs and tax	8	4
Profit before tax	(7)	(4)
Profit (loss) for the period	(10)	(5)
Net debt	(28)	(14)

Associates

As part of its business operations, Lagardère Travel Retail also manages certain concessions in conjunction with associates. The main associates held by Lagardère Travel Retail with its partners are Extime Travel Essentials Paris and Extime Duty Free Paris with Groupe ADP. On 1 February 2024, following a public tender, Lagardère Travel Retail was selected by Groupe ADP to become the 50% joint shareholder in Extime Travel Essentials Paris (formerly Relay@ADP), which operates more than 60 stores under the Relay banner in partnership with

a large number of retailers in Paris-Charles de Gaulle and Paris-Orly airports. Lagardère Travel Retail has invested €23 million in the company, recognised as an increase in Extime Travel Essentials Paris equity-accounted investments.

Total revenue generated by these Lagardère Travel Retail associates (on a 100% basis) amounted to €995 million in 2024. Fully consolidated entities invoiced associates amounts of €417 million in 2024.

	Figures on a 100% basis	Lagardère's share (50%)
	2024	2024
Total revenue	995	497
Group revenue with associates	(417)	(209)
Adjusted revenue	577	289
Recurring operating profit	17	8
Profit before finance costs and tax	17	8
Profit before tax	14	7
Profit for the year	9	4
Net debt	(63)	(31)

NOTE 19 OTHER NON-CURRENT ASSETS

Other non-current assets

Other non-current assets break down as follows:

Carrying amount	31 Dec. 2024	31 Dec. 2023
Investments in non-consolidated companies	43	31
Loans and receivables	144	155
Derivative financial instruments ^(*)	-	-
Total	187	186

(*) See note 28.1.

Investments in non-consolidated companies

Investments in non-consolidated companies include the following:

Carrying amount	31 Dec. 2024	
	Carrying amount	% interest
FCPI Idinvest Digital Fund II	6	7%
Other	37	-
Total	43	

The above investments are classified as investments in non-consolidated companies. No fair value adjustments were recognised in equity in respect of investments in non-consolidated companies in 2024.

The fair value of the FCPI Idinvest Digital Fund II decreased by €5 million in 2024 and was recognised in financial income and expenses.

Loans and receivables

Loans and receivables can be analysed as follows:

Loans and receivables	31 Dec. 2024	31 Dec. 2023
Gross amount	209	220
Accumulated impairment losses	(65)	(66)
Carrying amount	144	155

Analysis of impairment losses	2024
At 1 January	(66)
Impairment losses (recognised) reversed in the year	-
Other movements and translation adjustments	1
At 31 December	(65)

Loans and receivables included in non-current financial assets mainly comprise deposits, loans and receivables with an estimated maturity of more than one year. At 31 December 2024, the receivable relating to the sale of Lagardère Sports amounted to €41 million (including interest) and is due

31 December 2025 (see note 4.3). Loans and receivables also include financial receivables resulting from finance sub-leases for €15 million at 31 December 2024 versus €20 million at 31 December 2023.

NOTE 20 INVENTORIES

Inventories break down as follows:

	31 Dec. 2024	31 Dec. 2023
Lagardère Publishing	643	672
Lagardère Travel Retail	503	486
Other Activities at Lagardère	1	3
Prisma Media	7	8
Gross amount	1,154	1,169
Accumulated impairment losses	(299)	(321)
Carrying amount	855	848

Analysis of impairment losses	2024	2023
At 1 January	(321)	(305)
Impairment losses (recognised) reversed in the year	35	20
Other movements and translation adjustments	(13)	(36)
At 31 December	(299)	(321)

NOTE 21 TRADE RECEIVABLES

Trade receivables and their realisable value can be analysed as follows:

	31 Dec. 2024	31 Dec. 2023
Trade receivables (gross amount)	1,208	1,220
Accumulated impairment losses	(132)	(130)
Carrying amount	1,076	1,090
<i>Of which:</i>		
- not yet due	864	900
- less than six months past due	174	176
- more than six months past due	38	13
Total	1,076	1,089

Analysis of impairment losses	2024	2023
At 1 January	(130)	(131)
Impairment losses (recognised) reversed in the year	(2)	3
Other movements and translation adjustments	1	(2)
At 31 December	(131)	(130)

Factoring and sale of trade receivables

Receivables sold and deconsolidated under the factoring and discounting programmes totalled €183 million at 31 December 2024 versus €262 million at end-December 2023.

The sums to be repaid to the banks in respect of the receivables collected within the scope of debt collection procedures, as well as the share of the risk retained on the receivables sold, represented a

payable of €45 million at 31 December 2024 versus €42 million at end-December 2023.

Lagardère is also exposed to a residual risk on the transferred receivables, represented mainly by the

guarantee fund and the reserve fund set up by the bank in the amount of €3 million at 31 December 2024 and 31 December 2023.

NOTE 22 OTHER CURRENT ASSETS

	31 Dec. 2024	31 Dec. 2023
Receivable from authors ^(*)	298	299
Recoverable taxes and payroll taxes	223	228
Prepaid expenses	84	77
Receivable from suppliers	89	70
Advances paid	51	56
Derivative financial instruments ^(**)	4	9
Loans	3	3
Other	65	74
Total	817	816
Accumulated impairment losses	(12)	(12)
Carrying amount	805	804

(*) Amounts receivable from authors correspond to advances paid to authors, less sums earned by authors generally based on sales achieved.

(**) See note 28.1 for more details on derivative financial instruments.

Analysis of impairment losses	2024	2023
At 1 January	(12)	(12)
Impairment losses (recognised) reversed in the year	(1)	-
Other movements and translation adjustments	1	-
At 31 December	(12)	(12)

NOTE 23 CASH AND SHORT-TERM INVESTMENTS

	31 Dec. 2024	31 Dec. 2023
Cash and cash equivalents	422	468
Prisma Media loan to Vivendi	-	40
Cash and short-term investments	422	508

Cash and cash equivalents break down as follows:

	31 Dec. 2024	31 Dec. 2023
Bank accounts	306	338
Money market funds	108	121
Term deposits and current accounts maturing in less than three months	8	9
Cash and cash equivalents	422	468

Changes in working capital as reported in the statement of cash flows can be analysed as follows:

	2024	2023
Change in inventories	(6)	12
Change in trade receivables	1	139
Change in trade payables	47	(7)
Change in other receivables and payables	(21)	(9)
Change in lease liabilities	(4)	9
Changes in working capital^(*)	17	144

(*) Including changes in working capital relating to lease liabilities representing a negative €4 million, of which a positive €1 million in respect of concession agreements in 2024, versus a positive €9 million of which a positive €8 million in respect of concession agreements in 2023.

Changes in working capital represented an inflow of €17 million over the year, compared to an inflow of €144 million in 2023. This was mainly attributable to Lagardère, which reported a very favourable change in working capital at Lagardère Publishing (softer

reduction in trade payables), despite lower working capital at Lagardère Travel Retail following the impacts of the strong upturn in business in 2023 and the opening of Duty Free concessions. Prisma Media also reported a decrease in working capital.

NOTE 24 EQUITY

24.1 SHARE CAPITAL

At 31 December 2024, the share capital of Louis Hachette Group SA amounted to €198,399,298.80, represented by 991,996,494 shares with a par value of €0.20 each, all ranking *pari passu* and fully paid up.

24.2 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

The 2024 statement of changes in equity takes into account the following:

- ▶ equity at 31 December 2023 is based on the combined financial statements as published in the Information Document dated 7 November 2024, prior to the partial demerger of Vivendi SE and the transfer of Lagardère SA and Prisma Group SAS shares to Louis Hachette Group SA.
- ▶ dividends paid by Lagardère SA to its shareholders are included in equity attributable to the owners of Louis Hachette Group SA in proportion to the stake held in Lagardère SA's capital.
- ▶ the capital increase and contribution premium relating to the partial demerger of Vivendi SE in

favour of Louis Hachette Group SA on 13 December 2024 are shown under "Parent company capital increase/reduction".

- ▶ "Changes in scope of consolidation and other" includes the increase in Louis Hachette Group SA's percentage interest in the capital of Lagardère SA from 59.80% at 31 December 2023 to 66.53% at 31 December 2024, which resulted in a transfer from consolidated reserves and retained earnings attributable to minority interests to consolidated reserves and retained earnings attributable to owners of the Parent, for €129 million. This line also includes the effects of the final allocation of the Lagardère purchase price (see note 4), and the disposal of *Paris Match* (see note 9).

24.3 TREASURY SHARES

Louis Hachette Group SA did not hold any of its own shares at 31 December 2024.

24.4 OTHER RESERVES

Translation reserve

The translation reserve corresponds to cumulative exchange differences arising on translation of the

financial statements of foreign subsidiaries whose functional currency is not the euro.

Goodwill

The valuation reserve comprises cumulative gains and losses arising on changes in value of:

- ▶ derivative financial instruments used as cash flow hedges; and
- ▶ investments in non-consolidated companies.

24.5 MINORITY INTERESTS

Minority interests in the net assets and profits of consolidated companies break down as follows:

	Minority interests in subsidiaries		Balance sheet		Income statement		Dividends paid to minority shareholders of subsidiaries	
	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	2024	2023	2024	2023
Lagardère	33.47%	40.20%	625	788	39	(10)	98	-
Total			625	788	39	(10)	98	-

The main minority shareholders in Lagardère SA at 31 December 2024 are Qatar Holding LLC (11.5%) and Financière Agache (8%).

At 31 December 2024, Vivendi SE, which holds less than 5% of Lagardère's share capital, has a commitment to purchase 12,454,742 Lagardère share transfer rights that may still be exercised,

concerning 8.8% of Lagardère's share capital and representing a financial commitment of €300 million for Vivendi. In addition, on 11 December 2023, the general meeting of the beneficiaries of Lagardère transfer rights approved the extension of the exercise period up to June 15, 2025. The other terms and conditions of the transfer rights remain unchanged, in particular the exercise price of €24.10.

Liquidity clauses granted to minority partners

Purchase commitments (minority puts) represented €84 million at 31 December 2024.

The main agreements concern those signed by Lagardère Travel Retail Asia with minority investors, JD.com, JIC and CICC, in September and December 2021, which include liquidity clauses allowing the investors to exit the capital of Lagardère Travel Retail Asia, subject to certain conditions and events. These clauses include put options exercisable by the minority investors between 2026 and 2028 requiring the Group to buy out the minority investments:

- ▶ Two agreements provide for a cash-only settlement of these buy-out clauses, resulting in the recognition of non-current debt at 31 December 2021. At 31 December 2024, the non-current debt carried in the balance sheet represents €23 million;

- ▶ The third agreement makes the exercise of this liquidity clause by the investor conditional on there being no "qualified" initial public offering of Lagardère Travel Retail Asia shares before 30 June 2027. In this case, the amount to be remitted to the investor in the event the liquidity option is exercised will be based on the fair value of the shareholding at that date. This third agreement also provides for Lagardère to opt for a settlement of the liquidity clause either in cash or in a variable number of shares of Lagardère SA. To date, the Lagardère group has not identified any obstacles to the completion of the "qualified" initial public offering by 30 June 2027. At 31 December 2024, the non-current debt carried in the balance sheet represents €27 million.

24.6 CAPITAL MANAGEMENT

There were significant changes in Louis Hachette Group's ownership structure in 2024.

On 8 October 2024, the Company carried out a five-for-one stock split, reducing the par value of its

shares from €1.00 to €0.20. Following this stock-split, the Company's share capital was unchanged at €37,000, divided into 185,000 issued, outstanding

and fully paid-up ordinary shares with a par value of €0.20 each.

In connection with the Vivendi SE spin-off and the creation of the new Louis Hachette Group, the Company received Vivendi SE's shares in Lagardère SA and Prisma Group (transaction qualified as a partial merger for tax purposes) and allocated directly to the shareholders of Vivendi SE (with the exception of Vivendi SE itself) new Louis Hachette Group shares issued as consideration for these contributed assets, based on a ratio of one (1) Louis Hachette Group share for each Vivendi share held by these shareholders.

On 14 December 2024, the Chairman and Chief Executive Officer of Louis Hachette Group duly noted the completion of the spin-off, the partial merger and the increase in the Company's capital of €198,362,298.80 (excluding premiums), through the issue of 991,811,494 new ordinary shares with a par value of €0.20 each, all fully paid up.

As of that date, the Company's share capital therefore amounted to €198,399,298.80, divided into 991,996,494 shares with a par value of €0.20 each.

On 16 December 2024, Louis Hachette Group shares were admitted to trading on Euronext Growth (Paris), the multilateral trading facility operated by Euronext Paris SA, under ticker symbol "ALHG" and ISIN FR001400TL40.

To support the share buyback programme authorised by the General Meeting of 9 December 2024, the Company entered into a liquidity agreement with Kepler Cheuvreux. The agreement covers the period from 20 January 2025 to 31 December 2025 and is subsequently renewable automatically for successive periods of twelve (12) months each 31 December.

The resources allocated to the liquidity account for the implementation of this liquidity agreement consist of cash in the amount of €500,000.

24.7 OTHER COMPREHENSIVE INCOME (EXPENSE)

The components of **other comprehensive income (expense)** can be analysed as follows:

	2024		
	Attributable to owners ^(*)	Minority interests	Total equity
Translation reserve	33	22	55
- Currency translation adjustments	33	22	55
- Share of other comprehensive income (expense) of equity-accounted companies, net of tax	-	-	-
Valuation reserve	(6)	(3)	(9)
Change in fair value of derivative financial instruments	(6)	(3)	(9)
- Unrealised gains (losses) recognised directly in equity	(7)	(4)	(11)
- Amounts reclassified from equity to profit or loss	-	-	-
- Tax effect	1	1	2
Change in fair value of investments in non-consolidated companies	-	-	-
- Unrealised gains (losses) recognised directly in equity	-	-	-
- Amounts reclassified from equity to profit or loss	-	-	-
- Tax effect	-	-	-
Other reserves	5	2	7
Change in provisions for pensions and other post-employment benefit obligations	5	2	7
- Actuarial gains and losses on pensions and other post-employment benefit obligations	7	3	10
- Tax effect	(2)	(1)	(3)
Other comprehensive income (expense) for the year, net of tax	32	21	53

(*) Equity attributable to owners of the Parent.

Currency translation adjustments recognised within attributable other comprehensive income (expense) relate mainly to the following currencies:

	31 Dec. 2024
US dollar	14
Pound sterling	9
Other	10
Total	33

NOTE 25 PROVISIONS

25.1 PROVISIONS FOR PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT OBLIGATIONS

In application of the principles set out in note 3.19 "Provisions for pensions and other post-employment benefit obligations", provisions are recognised to cover the Group's obligations under defined benefit plans.

The provision recognised at 31 December represents the value of beneficiaries' accumulated rights less the related plan assets. The Group's main obligations concerning pensions and other post-employment benefits relate to plans in the United Kingdom and France.

In France, the law on pension reform enacted in April 2023 stipulates that the retirement age will be gradually raised as from 1 September 2023 to reach 64 in 2030. The reform also extends the length of the pay-in period to be eligible for a full pension to 43 years as from 2027 (instead of 2035) and abolishes certain special pension schemes for new recruits (gas and oil industries, etc.).

United Kingdom

The Group's pension plans in the United Kingdom are closed to new entrants and current members may no longer accrue any future benefits. The pension benefits payable under these plans are based on beneficiaries' career average salaries. The plans are funded by plan assets, and in accordance with the applicable law are subject to minimum funding requirements. A Board of Trustees – made up of an equal number of representatives of the employer and employees/retirees - is responsible for ensuring that the plans are properly managed from both an administrative and financial perspective. At 31 December 2024, the plans in effect in the United Kingdom represented an aggregate obligation of €154 million (60% of the Group's total obligation) and plan assets amounted to €150 million (82% of the Group's total plan assets).

France

The most significant plans in place in France relate to end-of-career bonuses paid to employees in accordance with the specific requirements of each entity's collective bargaining agreement. Employees are paid this bonus when they retire and its amount is calculated based on the employee's length of service and the terms and conditions specified in the relevant collective bargaining agreement. End-of-career bonuses are not covered by funded plans and are not subject to any minimum funding requirements. At 31 December 2024, they represented an aggregate obligation of €58 million (22% of the Group's total obligation).

The tables below give details of the assumptions used for measuring the Group's pension and other post-employment benefit obligations as well as movements in their value and the related provisions recognised:

Change in present value of benefit obligation

	2024	2023
Present value of benefit obligation at beginning of year	283	9
Current service cost	8	1
Plan amendments/Curtailments	(4)	-
Settlements	-	(1)
Interest expense	10	-
Employee contributions	-	-
Benefits paid	(14)	-
Actuarial (gains) and losses from changes in demographic assumptions	(3)	-
Actuarial (gains) and losses from changes in financial assumptions	(17)	30
Actuarial (gains) and losses from experience adjustments	1	(1)
Changes in scope of consolidation and assets held for sale	-	245
Translation adjustments and other	5	
Present value of benefit obligation at end of year	269	283
Present value of benefit obligation at end of year for funded plans	198	213
Present value of benefit obligation at end of year for unfunded plans	71	70

Change in fair value of plan assets

	2024	2023
Fair value of plan assets at beginning of year	184	-
Interest income	8	-
Effect of remeasurements	(8)	17
Employee contributions	1	-
Employer contributions	5	-
Benefits paid	(11)	-
Settlements	-	-
Changes in scope of consolidation	-	167
Translation adjustments and other	5	-
Fair value of plan assets at end of year	184	184

Asset allocation at 31 December

	2024	2023
Shares	17%	19%
Bonds	52%	49%
Real estate	2%	2%
Money market instruments	1%	9%
Other	28%	21%

Calculation of net benefit obligation at 31 December

	2024	2023
Present value of benefit obligation	269	283
Fair value of plan assets	(184)	(184)
Unrecognised past service cost	-	-
Net amount recognised as a provision	84	99

Movements in the provision recognised in the balance sheet

	2024	2023
Provision at beginning of year	99	9
Net expense for the year	6	-
Actuarial (gains) and losses recognised in equity	(11)	12
Employer contributions	(5)	-
Benefits paid by the employer	(3)	-
Changes in scope of consolidation and assets held for sale	(1)	78
Translation adjustments and other	(1)	-
Provision at end of year	84	99

Calculation of net expense for the year

	2024
Current service cost	8
Plan amendments/Curtailments	(4)
Settlements	-
Interest expense	2
Actuarial gains and losses on other employee benefits	-
Net expense (income) recognised in the income statement	6
Actuarial (gains) and losses from changes in demographic assumptions	(3)
Actuarial (gains) and losses from changes in financial assumptions	(17)
Actuarial (gains) and losses from experience adjustments	1
Excess of actual return on plan assets	8
Effect of asset ceiling	-
Remeasurement of the net liability recognised in equity	(11)
Net expense for the year	(5)

Actuarial assumptions used to calculate benefit obligations

	2024
Discount rate: weighted average for all countries including:	4.56%
- Eurozone ^(*)	3.40%
- United Kingdom ^(*)	5.30%
Average expected rate of benefit increase	2.89%
Average expected rate of salary increase	2.06%
Expected rate of healthcare cost inflation:	
- initial	N/A
- ultimate	N/A
- year in which ultimate rate is expected to be reached	N/A

(*) Discount rates are derived from market rates on high quality corporate bonds (rated AA) with maturities that approximate those of the estimated future payments under the plans. The benchmark index used for the eurozone is the iBoxx Corporate AA.

Experience gains and losses recognised in other comprehensive income

	2024
Difference between actual and expected return on plan assets	
Gains (losses)	(8)
Percentage of plan assets at year-end	-4.24%
Experience adjustments	
Losses (gains)	1
Percentage of present value of plan liabilities at year-end	0.44%

Sensitivity of the obligation at 31 December 2023 to changes in the discount rate

	0.5% increase	0.5% decrease
Impact on present value of benefit obligation	(14)	(16)
Weighted average duration of obligations	12 years	

Employer contributions

	2024
Expected employer contributions to defined benefit pension plans	5

Also, contributions to defined contribution plans amounted to €18 million in 2024.

Actuarial gains and losses recognised directly in other comprehensive income

	2024
Actuarial gains (losses) at 1 January	(131)
Change during the year:	
- in value of benefit obligation	19
- in fair value of plan assets	(8)
Actuarial gains (losses) at 31 December	(120)
Deferred tax impact	(3)
Actuarial gains (losses), net of tax at 31 December	(123)

25.2 OTHER PROVISIONS

Current and non-current provisions for contingencies and losses primarily cover the following:

	31 Dec. 2024	31 Dec. 2023
Restructuring and withdrawal costs	66	43
Claims and litigation	59	23
Other contingencies	237	251
Total	362	317
Of which:		
- non-current provisions	221	188
- current provisions	141	129

2024	At 1 Jan. 2024	Translation adjustments	Changes in scope of consolidation	Charges	Utilisations	Releases of surplus provisions	Reclassifications	At 31 Dec. 2024
Restructuring and withdrawal costs	43	-	-	45	(18)	(5)	1	66
Claims and litigation	23	-	(1)	21	(13)	(4)	33	59
Other contingencies	251	2	7	44	(30)	(14)	(23)	237
Total	317	2	6	110	(61)	(23)	11	362

Provisions for claims and litigation cover risks identified at the end of the reporting period and are based on the estimated amount of potential losses for the Group.

Amounts shown under “Other contingencies” comprise items not directly attributable to the specific categories listed, and relating to generally small individual transactions carried on in the

ordinary course of business and concerning all consolidated entities.

Other contingencies include provisions for risks borne by the Group in respect of investments in equity-accounted companies for €43 million.

NOTE 26 DEBT

26.1 BREAKDOWN OF DEBT

The Group's total debt breaks down as follows:

	31 Dec. 2024	31 Dec. 2023
Bonds	23	-
Bank loans	1,215	39
Financial instruments designated as hedges of debt	15	2
Loan from Vivendi SE	500	270
Other debt	14	16
Non-current debt excluding liabilities related to minority puts	1,767	327
Liabilities related to minority puts	84	82
Non-current debt	1,851	409
Bonds	34	1,300
Bank loans	75	189
Financial instruments designated as hedges of debt	-	7
Medium-term notes (NEU MTN ^(*))	10	-
Commercial paper (NEU CP ^(**))	173	560
Loan from Vivendi SE	-	205
Other debt	189	134
Non-current debt excluding liabilities related to minority puts	481	2,395
Liabilities related to minority puts	2	1
Current debt	483	2,396
Total debt	2,334	2,805

(*) Negotiable Euro Medium-Term Notes.

(**) Negotiable European Commercial Paper.

The main movements in debt during 2024 were as follows:

- ▶ On 12 January 2024, the Group redeemed bonds with a nominal value of €1,203.2 million and interest of €7 million further to the triggering of the change of control clauses following Vivendi SE's takeover of the Lagardère group on 21 November 2023. In addition, the balance of the remaining 2017 bond issue was redeemed at maturity on 21 June 2024 for €39.5 million.

On 16 December 2024, the change of control of Lagardère SA resulting from the transfer of the shares held by Vivendi SE to Louis Hachette Group SA reintroduced the possibility for the bondholders to obtain early redemption. The bond debt concerned represents €48.8 million maturing in 2026 and €8.5 million maturing in 2027.

At 31 December 2024, the outstanding balance on the bonds was €57.3 million, of which €34 million to be redeemed in February 2025 due to the change of control, €20 million in 2026 and €3 million in 2027.

- ▶ The loan agreement with Vivendi SE signed on 12 December 2023 for a maximum available amount of €1,900 million due on 31 March 2025, was amended on 7 June 2024 and reduced to a maximum amount of €500 million due on 7 December 2029. The initial loan was drawn down in the amount of €1,800 million in first-half 2024 before being repaid in the amount of €1,300 million on 7 June 2024 through the refinancing described below. An additional loan facility of €150 million was added to this agreement on 7 June 2024, and the available amount subsequently increased to €40 million further to an amendment dated 16 December 2024.

At 31 December 2024, the amount drawn down on this loan agreement was €500 million, of which €100 million falls due on 31 December 2027, €100 million on 31 December 2028, and €300 million on 7 December 2029. The additional €40 million credit facility remained undrawn at 31 December 2024.

- ▶ On 7 June 2024, refinancing for a total amount of €2,000 million was signed, including:
 - a €700 million bank loan maturing in 24 months, with two renewal options at Lagardère's discretion, one for 12 months and the other for 6 months. This loan bears interest at a floating rate based on Euribor with an increasing margin depending on the maturity date;
 - a €600 million bank loan with a five-year maturity, repayable in annual instalments of €75 million between 2025 and 2028, and the balance of €300 million at maturity. This loan bears interest at a floating rate based on Euribor with a margin indexed to the ratio of net debt to recurring EBITDA;
 - a €700 million five-year revolving credit facility, undrawn at 31 December 2024, replacing the syndicated credit facility of May 2015, which had a maximum available amount of €982 million until April 2025.
- ▶ On 26 June 2024, €190.5 million was repaid in respect of the Schuldschein loans reaching maturity. The remaining €35 million was repaid on 27 December 2024 further to the triggering of the change of control clause on 16 December 2024 as a result of the spin-off of Lagardère SA shares held by Vivendi SE to Louis Hachette Group SA.
- ▶ On 18 October 2024, Prisma Group SAS's shareholder loan with Vivendi SE was converted into capital in an amount of €212 million, thereby reducing Louis Hachette Group's debt by the same amount.
- ▶ Continuation of the commercial paper programme (NEU CP) with a ceiling of €850 million. Debt issuance under the programme represented €173 million at 31 December 2024 compared with €561 million at 31 December 2023.
- ▶ Issue of €10 million in Negotiable European Medium Term Notes (NEU MTN) at 31 December 2024.

Movements in **liabilities arising from financing activities** – which include the breakdown of movements in debt presented in the statement of cash flows – can be analysed as follows:

	31 Dec. 2023	Cash flows	Changes in scope of consolidation	Effect of changes in exchange rates	Changes in fair value	Other movements	31 Dec. 2024
Bonds	-	-	-	-	-	23	23
Bank loans	39	1,264	-	-	-	(88)	1,215
Loan from Vivendi SE	270	230	-	-	-	-	500
Other debt	16	(6)	-	5	-	(1)	14
Financial instruments designated as hedges of debt	2	-	-	-	13	-	15
Non-current liabilities arising from financing activities	327	1,488	-	5	13	(66)	1,767
Bonds	1,300	(1,243)	-	-	-	(23)	34
Bank loans	189	(189)	-	-	-	75	75
Commercial paper and debt securities (NEU MTN ^(*) and NEU CP ^(**))	561	(378)	-	-	-	-	183
Loan from Vivendi SE	205	(205)	-	-	-	-	-
Other debt	126	104	-	-	-	(45)	185
Financial instruments designated as hedges of debt	7	-	-	-	(7)	-	-
Current liabilities arising from financing activities	2,388	(1,911)	-	-	(7)	7	477
Total liabilities arising from financing activities^(***)	2,715	(423)	-	5	6	(59)	2,244
Liabilities related to minority puts	82	-	-	1	4	(1)	86
Accrued interest	8	(24)	-	-	6	14	4
Total debt	2,805	(447)	-	6	16	(46)	2,334

(*) Negotiable Euro Medium-Term Notes.

(**) Negotiable European Commercial Paper.

(***) Net cash flows of total liabilities arising from financing activities for €423 million correspond to increases (€1,725 million) and decreases (€2,148 million) shown in the consolidated statement of cash flows.

Net debt breaks down as follows:

(in millions of euros)	31 Dec. 2024	31 Dec. 2023
Short-term investments and cash and cash equivalents	422	508
Financial instruments designated as hedges of debt - positive fair value	1	7
Non-current debt excluding liabilities related to minority puts ^(*)	(1,768)	(327)
Current debt excluding liabilities related to minority puts ^(*)	(481)	(2,395)
Net debt	(1,826)	(2,207)

(*) Non-current debt includes financial instruments designated as hedges of debt with a negative fair value, representing €15 million at 31 December 2024, compared to a negative fair value of €2 million included in non-current debt and €7 million included in current debt at 31 December 2023.

26.2 ANALYSIS OF DEBT BY MATURITY

Debt can be analysed as follows by maturity at **31 December 2024**:

	2025(*)	2026	2027	2028	2029	Beyond 5 years	Total
Bonds	34	20	3	-	-	-	57
Bank loans	75	770	74	74	295	2	1,290
Financial instruments designated as hedges of debt	-	5	-	-	10	-	15
Debt related to put options granted to minority shareholders	2	2	1	1	28	52	86
Commercial paper(**)	183	-	-	-	-	-	183
Loan from Vivendi SE	-	-	100	100	300	-	500
Other debt	189	10	-	-	-	4	203
At 31 December 2024	483	807	178	175	633	58	2,334

(*) Debt due within one year is reported in the consolidated balance sheet under "Current debt".

(**) Commercial paper and medium-term notes.

Debt could be analysed by maturity as follows at **31 December 2023**:

	2024(*)	2025	2026	2027	2028	Beyond 5 years	Total
Bonds	1,300	-	-	-	-	-	1,300
Bank loans	189	-	35	1	-	3	228
Financial instruments designated as hedges of debt	7	-	2	-	-	-	9
Debt related to put options granted to minority shareholders	1	6	1	1	23	51	83
Commercial paper(**)	560	-	-	-	-	-	560
Loan from Vivendi SE	205	270	-	-	-	-	475
Other debt	134	8	2	-	-	6	150
At 31 December 2023	2,396	284	40	2	23	60	2,805

(*) Debt due within one year is reported in the consolidated balance sheet under "Current debt".

(**) Commercial paper and medium-term notes.

26.3 CHARACTERISTICS OF BONDS AND MAIN BANK LOANS

The following tables provide an analysis of bonds and bank loans:

	Carrying amount	Value of hedging instruments ^(*)	Total	Effective interest rate ^(**)
31 Dec. 2024				
16 October 2019 seven-year bond issue for €500 million, partially redeemed in January 2024 for €451 million	49	13	62	2.26%
7 October 2021 six-year bond issue for €500 million, partially redeemed in January 2024 for €492 million	8	2	10	1.96%
Bonds	57	15	72	
€700m bank loan maturing on 13 June 2026	695		695	5.56%
€600m bank loan maturing on 13 June 2029	595		595	5.67%
Bank loans	1,290	-	1,290	
Total	1,347	15	1,362	

(*) Fair value of derivative instruments designated as hedges of debt.

(**) The effective interest rate on bonds and bank debt includes the amortisation of the issue costs. Where loans bear interest at variable rates, as in the case of the €700 million and €600 million bank loans shown above, the effective interest rate is recalculated at the end of each reporting period.

	Carrying amount	Value of hedging instruments ^(*)	Total	Effective interest rate ^(**)
31 Dec. 2023				
21 June 2017 seven-year bond issue, for €300 million	300	6	306	1.81%
16 October 2019 seven-year bond issue, for €500 million	500	2	502	2.26%
7 October 2021 six-year bond issue, for €500 million	500	-	500	1.96%
Bonds	1,300	8	1,308	
Other debt	228	-	228	
Total	1,528	8	1,536	

(*) Fair value of derivative instruments designated as hedges of debt.

(**) The effective interest rate on bonds includes the amortisation of the bond issue costs.

26.4 ANALYSIS OF DEBT BY CURRENCY

The following table provides a breakdown of current- and non-current debt by currency before and after hedging:

31 Dec. 2024	Before hedging		After hedging	
		%		%
Eurozone	2,177	93.3%	1,467	62.9%
US dollar	42	1.8%	375	16.1%
Pound sterling	-	0.0%	157	6.7%
Australian dollar	4	0.2%	74	3.2%
Canadian dollar	3	0.1%	35	1.5%
Chinese yuan	93	4.0%	133	5.7%
Hong Kong dollar	-	0.0%	43	1.8%
Other	15	0.6%	50	2.1%
Total	2,334	100%	2,334	100%

Debt after hedging as shown above is impacted by currency swaps and by cross-currency swaps converting borrowings in euros to foreign currencies.

NOTE 27 EXPOSURE TO MARKET RISKS (LIQUIDITY, INTEREST RATE, EXCHANGE RATE AND EQUITY RISKS) AND CREDIT RISKS

27.1 MARKET RISKS

27.1.1 EXPOSURE

Liquidity risks

The Group's liquidity risk is controlled as it has a cash to debt ratio of 102% (calculated by dividing its available liquidity reserves – i.e., cash and cash equivalents, short-term investments and confirmed undrawn credit lines – by gross debt maturing in less than two years). Gross debt maturing within two years amounts to €1,285 million, while total liquidity reserves represent €1,162 million (€422 million in cash and cash equivalents and short-term investments and €740 million in confirmed undrawn credit lines, corresponding to the syndicated credit facility (€700 million) and the loan agreement signed with Vivendi SE (€40 million).

Liquidity reserves are based on (i) the syndicated credit facility taken out on 7 June 2024 for €700 million and (ii) the loan agreement signed with Vivendi SE on 12 December 2023 and subsequently amended on 7 June and 16 December 2024 for €40 million, maturing on 7 December 2029.

The fair value of any derivatives hedging debt is included in the calculation of net debt (see note 26.3).

Risks arising from the application of default clauses on covenants

As the debt refinancing was finalised on 7 June 2024 with the signature of an amendment to the loan granted by Vivendi SE, a new €700 million credit facility and two bank loans for €700 million and €600 million, new early repayment clauses enter into effect. Over the term of the agreements, they provide for:

- (i) compliance with a leverage ratio calculated in accordance with the same provisions as the previous agreement. The ratio must be less than 3.5x at 31 December 2024 and at 30 June 2025, 3.0x at 31 December 2025 and 3.25x from 30 June 2026.

Breaching this ratio would entitle the lenders to demand early repayment of the loans granted. The ratio is calculated every six months over a rolling 12-month period, on the basis of the published consolidated financial statements.

- (ii) a limit on the amount of the dividend payable in respect of 2024 at €92 million (€100 million for

2025, €115 million for 2026, €140 million for 2027 and €190 million for 2028).

For the purposes of calculating financial leverage, net debt includes liabilities related to minority puts and is calculated at the level of Lagardère group's consolidated financial statements.

Adjusted EBITDA is defined as recurring operating profit of fully consolidated companies and discontinued operations (recurring EBIT), less depreciation, amortisation and impairment of property, plant and equipment and intangible assets, amortisation of signing fees, depreciation of right-of-use assets under building leases, cancellation of the fixed lease expense relating to buildings and other leases, plus dividends received from equity-accounted companies.

At 31 December 2024, Lagardère's financial leverage ratio was 2.4x adjusted EBITDA. Lagardère's debt stood at €1,913 million and EBITDA at €789 million.

Since 1 January 2019, date of the first-time application of IFRS 16, recurring operating profit of fully consolidated companies (see definition in note 3.2) excludes the impact of this standard on concession agreements only. Since lease liabilities are not considered to be borrowings, they are not included in the calculation of net debt.

Breaching this ratio would entitle the lenders to demand early repayment of the loans granted.

The ratio is calculated every six months over a rolling 12-month period, on the basis of the published consolidated financial statements.

Interest rate risks

In all, 7% of current and non-current borrowings (excluding liabilities related to minority puts and accrued interest) are at fixed rates.

The €48.8 million bond (of which €28.8 million was redeemed on 5 February 2025 owing to the change of control clause and €20 million falls due in 2026) bears interest at a fixed rate (effective interest rate of 2.26%). Lastly, the €8.5 million bond issued in 2021 (of which €5.3 million was redeemed on 5 February 2025 owing to the change of control clause and €3.2 million falls due in 2027) bears interest at a fixed rate (effective interest rate of 1.96%).

The Group regularly issues commercial paper and medium-term notes with maturities of between 1 and 24 months, the frequency and maturities of which adjust the reference rates applied. In addition, the rate applied to the portfolio as a whole varies throughout the year. The Group's other bank debt is mainly at variable interest rates.

Cash and cash equivalents totalled €422 million at 31 December 2024. Based on the amounts indicated above, at 31 December 2024 a sudden rise in interest rates would have a very significant impact on the Group's net finance costs.

At 31 December 2024, the Group did not hold any interest rate derivatives altering the breakdown of fixed- and variable-rate debt.

The Group's pensions and other post-employment benefit obligations are sensitive to changes in interest rates, as are the corresponding plan assets invested in bonds and money market instruments, although inversely so. The outstanding amounts of these obligations and assets are set out in note 25.1.

Exchange rate risks

At 31 December 2024, the foreign currency hedges set up for all of the Group's divisions – in the form of direct forward agreements – amounted to €207 million (sales) and €105 million (purchases).

The Group does not hedge the income statement translation risk. Its main exposures in this respect are given below.

The percentage of 2024 consolidated revenue represented by the main currencies can be analysed

Equity risks

The Group's principal direct and indirect investments in listed companies are:

Equities	Number of shares held	Percent shareholding	Share price at 31 Dec. 2024	Market capitalisation at 31 Dec. 2024
Lagardère SA	93,935,006	66.53%	€20.30	€1,906,880,622
Pension plan assets invested in equities				€31,279,110

Treasury shares are initially recognised at cost and are deducted from consolidated equity. Subsequent changes in value have no impact on the consolidated financial statements.

The fair value of pension plan assets totalled €184 million at 31 December 2024, of which 17%, or €31 million, is invested in equities (see note 25.1).

as shown below (revenue reported by entities in the official currency of the country in which they are based):

Euro	44%
US dollar	23%
Pound sterling	9%
Other	24%
Total	100%

Based on accounting data for 2024, the sensitivity of EBITA to a 10% decline in the respective exchange rates for the main foreign currencies against the euro over a full year, expressed in monetary terms before any adjustments, is as follows:

Currency	Accounting impact on 2024 EBITA
US dollar ^(*)	€(24)m
Pound sterling ^(**)	€(10)m

(*) EBITA of companies whose functional currency is the US dollar.

(**) EBITA whose functional currency is the pound sterling.

In general, ordinary business operations are financed through short-term, variable-rate borrowings denominated in the local currency in order to avoid exchange rate risks. These represented €244 million at 31 December 2024.

For long-term investments including acquisitions, the Group may set up medium-term borrowings in the investment currency. At 31 December 2024, instruments classified as net investment hedges represented an amount of €379 million, denominated mainly in US dollars.

27.1.2 MARKET RISK MANAGEMENT

The Group has implemented a policy aimed at reducing market risks by applying procedures that

help identify and quantify these risks. Derivatives are used exclusively for non-speculative hedging transactions.

The derivatives portfolio can be analysed as follows:

Category of hedging instrument	Type of hedge	Nominal amount		Fair value		Other comprehensive income	
		31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	2024	2023
		Cross-currency swaps designated as hedges of debt ^(*)	Net investment	331	241	(15)	(8)
Currency swaps designated as hedges of debt ^(*)	Fair value	490	816	1	6		
Operating currency hedges (forward purchases and sales)	Cash flows and fair value	311	162	2	(1)		
Total		1,132	1,219	(12)	(3)	(7)	19

(*) The change in the fair value of financial instruments designated as hedges of debt represented a negative €7 million at 31 December 2024 and related to cross-currency swaps. It is recognised in other comprehensive income.

Details of the cross-currency swaps hedging debt at 31 December 2024 are as follows.

Nominal amounts represent USD 348 million, with maturities at June 2026 and June 2029. At 31 December 2023, these contracts represented USD 265 million with maturities in June 2024 and June 2026.

The maturity of the cross-currency swaps is aligned with the maturities of the bank loans taken out in June 2024. From an economic standpoint, the derivatives enable the Group to convert its euro-denominated debt into debt denominated in US dollars.

The maturity of other derivatives is within one year.

Interest rate risks

The Group does not use daily active interest rate management techniques in relation to any of its financial assets or liabilities.

Cash investments are made in fixed-income instruments selected for their high-quality issuer entities and with maturities appropriate to the planned duration of the investments. Speculative or high-risk investments are not permitted.

There are no derivatives related to these investments.

27.2 CREDIT AND COUNTERPARTY RISKS

Credit and counterparty risk represents the risk of financial loss for the Group in the event of default by a customer or debtor on its contractual obligations. This risk mainly relates to trade receivables.

27.2.1 EXPOSURE

The Group's exposure to credit and counterparty risk arises principally from:

- ▶ customer receivables and commitments received in connection with commercial contracts;
- ▶ investments made to deposit surplus cash and/or to cover pension and other post-employment benefit obligations,
- ▶ hedging contracts in which the counterparties are financial institutions.

Total customer receivables represented €1,076 million at 31 December 2024. The counterparties for the most significant customer receivables are distributors of Group products. Both in and outside France, receivables generally concern local customers and no single customer represents a high percentage of the sales concerned.

The proportions of consolidated revenue deriving from business with the Group's largest, five largest and ten largest customers were as follows:

(%)	2024
Largest customer	6.4
Five largest customers	10.2
Ten largest customers	12.4

The Group's short-term investments and cash and cash equivalents totalled €422 million at

31 December 2024. In addition to bank account balances, the majority of these resources are invested in instruments with leading lenders.

Assets managed in connection with post-employment benefits amounted to €184 million (including €150 million in the United Kingdom). A total of 52% of these assets are invested in bonds.

Hedging contracts are primarily entered into to hedge foreign exchange risks. Their notional amount was €1,132 million at 31 December 2024. The economic risk associated with these contracts depends on currency and interest rate fluctuations, and only represents a fraction of this notional amount. The counterparties in these contracts are leading banks.

The Group's counterparties are exposed to risks associated with the general economic environment, and as a result the possibility of default cannot be ruled out.

27.2.2 CREDIT AND COUNTERPARTY RISK MANAGEMENT

Each division is responsible for managing its own credit risk in a decentralised way, as appropriate to the specificities of its market and customer base.

For new customers with the potential for large volumes of business with the Group, analyses are carried out and information (such as external credit ratings or bank references) is sought before entering into transactions, and specific guarantees or credit insurance may be arranged as a result. Counterparty-specific credit limits may also be set.

In newly-consolidated activities, measures are taken to progressively introduce monitoring procedures that are appropriate for the types of credit risk faced by the entity concerned.

The Group has set up periodic reporting on counterparty risks to monitor its overall risk exposure to its principal counterparties, the variations in accumulated receivables, and the level of related provisions, and to oversee the measures put in place for managing this type of risk. The Financial Risk Committee periodically reviews these reports.

NOTE 28 FINANCIAL INSTRUMENTS

28.1 CARRYING AMOUNT OF DERIVATIVE FINANCIAL INSTRUMENTS

Financial assets and liabilities measured at fair value consist of the following derivative instruments:

	31 Dec. 2024	31 Dec. 2023
Derivative financial instruments with a positive fair value - Assets	4	9
- Financial instruments designated as hedges of debt	1	7
- Currency swaps (effective portion)	3	2
Derivative financial instruments with a negative fair value - Liabilities	(16)	(10)
- Financial instruments designated as hedges of debt	(15)	(9)
- Currency swaps (effective portion)	(1)	(2)
Total (net)	(12)	(1)

28.2 FINANCIAL INSTRUMENTS RECOGNISED IN THE BALANCE SHEET

	31 Dec. 2024		Breakdown by category of instrument ⁽¹⁾				
	Carrying amount	Fair value	Amortised cost	Fair value through other comprehensive income subsequently reclassified to profit or loss	Fair value through other comprehensive income not subsequently reclassified to profit or loss	Fair value through profit or loss	Derivative financial instruments
Investments in non-consolidated companies	43	43			37	6	
Other non-current financial assets	144	144	144				
Trade receivables	1,076	1,076	1,076				
Derivative financial instruments	4	4					4
Other current financial assets	801	801	801				
Cash equivalents	108	108				108	
Cash and cash equivalents	314	314	314				
Assets	2,490	2,490	2,335		37	114	4
Bonds and bank loans	1,345	1,344	1,345				
Other debt	972	972	972				
Other non-current financial liabilities	37	37	37				
Trade payables	1,513	1,513	1,513				
Derivative financial instruments	17	17					17
Other current financial liabilities	1,440	1,440	1,440				
Liabilities	5,324	5,323	5,307				17

(1) There were no reclassifications between categories of financial instruments in 2024.

28.3 FINANCIAL INSTRUMENTS – FAIR VALUE HIERARCHY

The revised version of IFRS 7 - Financial Instruments - Disclosures, sets out the methods to be used in determining fair value by reference to a fair value hierarchy which has the following levels:

Level 1: instruments listed in an active market.

Level 2: instruments valued using techniques based on observable market data.

Level 3: instruments valued using techniques based on unobservable data.

In addition, certain investments are carried at acquisition cost if the Group does not have sufficiently reliable information for valuation, particularly when there is no active market for an instrument (see note 3.14 above).

Lagardère's financial instruments are classified as follows under this hierarchy:

	Category of instrument ⁽¹⁾			Fair value hierarchy ⁽²⁾			Acquisition cost
	Fair value through other comprehensive income not subsequently reclassified to profit or loss	Fair value through profit or loss	Derivative financial instruments	Level 1	Level 2	Level 3	
31 Dec. 2024							
Investments in non-consolidated companies	37	6				43	48
- FCPI Idinvest Digital Fund II		6				6	11
Other	37					37	37
Derivative financial instruments with a positive fair value			4		4		
Short-term investments	-			-			
Shares	-			-			
Bonds	-			-			
Cash equivalents		108		108			
Marketable securities		108		108			
Total financial instruments with a positive fair value	37	114	4	108	4	43	48
Derivative financial instruments with a negative fair value			17		17		
Total financial instruments with a negative fair value			17		17		

(1) There were no reclassifications between categories of financial instruments in 2024.

(2) There were no reclassifications between fair value hierarchy levels in 2024.

NOTE 29 OTHER LIABILITIES

Other liabilities break down as follows:

	31 Dec. 2024	31 Dec. 2023
Due to suppliers of non-current assets	18	16
Total contract liabilities	8	14
Other liabilities	11	11
Other non-current liabilities	37	41
Accrued taxes and payroll costs	489	500
Refund liabilities	248	265
Due to authors	316	301
Total contract liabilities	4	3
Due to customers	155	151
Deferred income	71	73
Advances and prepayments	13	9
Derivative financial instruments ^(*)	1	2
Sundry payables	143	173
Other current liabilities	1,440	1,477
Total other liabilities	1,477	1,518

(*) See note 30.1.

Refund liabilities – sales with a right of return

As part of its business of selling publications, Lagardère Publishing grants a right of return to distributors for unsold products. The estimated amount of these returns is recognised as a deduction from revenue and represents a refund liability. This estimate is calculated on a statistical basis using the

actual rate of returns for the previous year, adjusted for fluctuations in sales volumes and changes in the operating environment during the current year.

At 31 December 2024, the estimated amount of returns recognised within refund liabilities was €248 million, versus €265 million at 31 December 2023.

NOTE 30 CONTRACTUAL OBLIGATIONS

The table below summarises Lagardère's **contractual obligations**. Future payments other than payments related to financial liabilities are reported at non-discounted nominal value.

	Payments expected			Total	
	Within 1 year	1 to 5 years	Beyond 5 years	31 Dec. 2024	31 Dec. 2023
Bonds, bank loans and syndicated credit facilities (net of derivatives)	109	1,252	-	1,361	1,537
Other debt	344	523	106	973	1,268
Other non-current financial liabilities	2	20	15	37	41
Trade payables	1,514	-	-	1,514	1,451
Currency swaps	1	-	-	1	2
Other current financial liabilities	1,439	-	-	1,439	1,475
Total financial liabilities	3,409	1,795	121	5,325	5,774
Expected bank interest on debt ^(*)	112	251	24	387	145
Commitments for future capital expenditure	2	3	-	5	7
Total contractual obligations excluding lease liabilities	3,523	2,049	145	5,717	5,926

(*) Variable-rate interest payable has been calculated based on the rates in force at 31 December 2023. It is reported excluding accrued interest already included in debt in the balance sheet.

The lease liability repayment schedule is presented separately in note 16.

Guaranteed minimum payments and sports rights marketing contracts

There are no longer any commitments or significant guaranteed minimum payments.

Lagardère Travel Retail

In accordance with IFRS 16, minimum guaranteed payments under concession agreements give rise to the recognition of a right-of-use asset and lease liability in the balance sheet.

NOTE 31 OFF-BALANCE SHEET COMMITMENTS

The information below relates to subsidiaries controlled and fully consolidated by Lagardère.

	31 Dec. 2024
Commitments given in the normal course of business	822
Guarantees and performance bonds	425
Guarantees given to third parties and non-consolidated companies	280
Other commitments given	56
Commitments on assets	57
Commitments to purchase shares (estimated amount, excluding put options granted to minority shareholders of fully consolidated subsidiaries)	4
Commitments received	31
Counter-guarantees of commitments given	27
Other commitments received	4
Confirmed, unused lines of credit	740
<i>Of which unused lines on the syndicated credit facility</i>	<i>700</i>
<i>Of which undrawn amounts available under the loan agreement with Vivendi SE</i>	<i>40</i>

NOTE 32 LITIGATION

In the normal course of its business, the Group is involved in a number of disputes. The main disputes currently in progress are described below. Where necessary, the Group sets aside adequate provisions to cover risks arising from both general and specific disputes. The total amount of these provisions is set out in note 25.2.

Competition investigations in the school textbook market in Spain

Following a complaint filed by a publisher, the Spanish competition authority (CNMC) carried out searches at the premises of the ANELE (the school textbook publishers' trade association) and three publishers (including Anaya, a subsidiary of Hachette Livre), and subsequently launched a sanction procedure in October 2017.

On 30 May 2019, the CNMC issued its ruling which followed the recommendation of its investigating officers, and ordered Anaya and a number of its subsidiaries to pay total damages of approximately €8 million for:

- ▶ discussions held between publishers – with a view to promoting ethical behaviour and ensuring buyers' independence – about providing for a special clause in an ANELE Code of Conduct that limits the bonuses and gifts offered by publishers to buyers' organisations when those organisations order textbooks; and
- ▶ discussions between publishers about the terms and conditions for selling digital versions of textbooks when negotiations are carried out with certain regions.

Anaya has filed an appeal against this decision with the Spanish national court (Audiencia Nacional), which had the effect of suspending payment of the fine.

The decision is expected in the first half of 2025.

Class action against Hachette Book Group

In 2021 in the United States, class action suits were brought against Amazon and certain **printed book** and **e-book** publishers, including Hachette Book Group ("HBG"). The plaintiffs allege that some of the publishers' agreements with Amazon constitute price-fixing arrangements in breach of US anti-trust law. The defendants, including HBG, dispute these allegations, along with the admissibility of the class action. These motions to dismiss were granted by a decision dated 29 September 2022, with the judge considering that the appeals lacked sufficient evidence to succeed. However, as they were

dismissed "without prejudice", the plaintiffs can amend and re-file their class actions.

Amended appeals were therefore filed on 21 November 2022, reiterating the arguments already put forward and attempting to resolve the problems identified in the 29 September 2022 ruling. The defendants, including HBG, have again filed motions to dismiss.

With regard to the action brought by the plaintiffs concerning **printed books**, all their claims were dismissed on 15 August 2023. The plaintiffs did not contest the decision, thereby extinguishing the corresponding risk for HBG.

As regards the action brought by the plaintiffs in relation to **digital books**, the defendants, including HBG, were exonerated on 31 July 2023. The plaintiffs brought an action contesting this decision. This action was dismissed on 2 March 2024, thereby exonerating the defendants. Proceedings are continuing against Amazon alone.

Tax reassessments at Lagardère Duty Free and LS Travel Retail Italia

Lagardère Duty Free and LS Travel Retail Italia jointly received a tax reassessment notice in December 2015 relating to registration duties for an amount of €7.7 million, excluding late-payment interest, relating to the reclassification of the sale of an investment between the two parties as a sale of business assets (fonds de commerce). This amount had to be paid since there was no possibility of delaying payment without incurring a fine. The reclassification does not appear to have any legal basis. It was appealed before the courts, which handed down contradictory decisions in the first instance. All appeal decisions were handed down in favour of the Company in 2017 and 2018, and in March 2020 LS Travel Retail Italia obtained a refund of the €7.7 million paid. The tax authorities have filed an appeal with the Supreme Court against these decisions. On 22 March 2022, 10 August 2023 and 11 August 2023, the Supreme Court handed down three decisions upholding all of the appeal decisions in favour of Lagardère Travel Retail, thereby terminating these disputes in 2023.

In December 2019, LS Travel Retail Italia received a "Report of Verification" (tax reassessment notice) relating to fiscal year 2016. The notice disputes the tax deductibility of notional interest on equity at the time of the €230 million capital increase carried out upon the acquisition of the company. The tax inspection was extended to cover fiscal years 2014 to 2018, and reassessments were notified in respect of these fiscal years in 2022, 2023 and 2024. The total

risk for the five years (2014 to 2018) and for the years 2019 to 2023 (in the event that the tax audit is extended to cover those five additional years) is estimated at €24.24 million, including penalties and excluding interest. LS Travel Retail Italia is contesting the tax reassessment, considering the arguments put forward by the Italian tax authorities to be legally unfounded.

Three decisions of first instance were handed down in favour of LS Travel Retail Italia on 28 March 2023, 30 April 2024 and 20 September 2024, for the 2016, 2017 and 2014 fiscal years, respectively. The Italian tax authorities lodged an appeal against the decision relating to 2016. No appeal has yet been lodged against the decisions relating to the 2017 and 2014 fiscal years.

Lagardère Media tax reassessment

In March 2024, Lagardère Media received a proposed reassessment for €189.9 million (tax base) following a tax audit.

The reassessment proposed by the tax authorities concerns the tax treatment of the sale of Lagardère Sports and Entertainment SAS shares in 2020, which had been preceded by capital increases carried out in accordance with the agreements with the buyer.

The tax authorities questioned the accounting classification of the securities issued in connection with the capital increases and consequently rejected the deduction of the disposal loss from ordinary taxable profit.

Lagardère Media considers that the tax authorities' position is unfounded from the standpoint of accounting regulations, tax rules and tax case law, and therefore intends to challenge the reassessment.

As a result, the tax loss carryforwards for the company and for the Lagardère tax group, which includes Lagardère Media, were reduced by €189.9 million. This has no impact on the consolidated income statement or balance sheet, as it represents a loss that has not given rise to the recognition of a deferred tax asset in the Group's consolidated financial statements.

Hachette Livre tax reassessment

On 19 December 2024, the French national and internal audit office (*Direction des vérifications nationales et internationales*) notified Hachette Livre of a proposed tax reassessment for €6,538,312 following an audit of its accounts relating to VAT returns for the period from 1 January 2021 to 6 December 2024.

According to the proposed reassessment, Hachette Livre, in its capacity as distributor to retailers of its

own products and those of its third-party customers, did not charge VAT at the appropriate rate on products subject to the full rate of VAT rather than the reduced rate.

Hachette Livre has until 17 February 2025 to submit its observations on the proposed reassessment, which it intends to challenge on all points.

Monla/Lagardère Travel Retail & Chalhoub arbitration

Between end-2016 and early 2017, Lagardère Travel Retail ("LTR"), Monla Group SAL Holding ("Monla") and Chalhoub Group Limited ("Chalhoub") began talks regarding a potential joint response to a request for proposals for a Duty Free concession at Beirut airport.

On 10 May 2017, Monla had filed an arbitration claim against LTR and Chalhoub with the International Chamber of Commerce, asserting wrongful behaviour in the conduct and suspension of their three-party discussions. Monla was seeking damages (plus miscellaneous expenses) from the respondents for the alleged harm caused, in particular to its image, and for loss of opportunity. The decision handed down by the arbitration tribunal at the end of December 2019 dismissed all of Monla's claims and ordered it to repay the costs incurred by LTR and Chalhoub in the arbitration. LTR has initiated proceedings to enforce the decision, which Monla is trying to resist.

Lagardère Travel Retail obtained an *exequatur* order (a judicial decision authorising the enforcement of a decision handed down by a foreign court or arbitration tribunal) in Lebanon. Monla lodged an appeal against this order on 12 April 2021, which was dismissed on 9 January 2024 by the Beirut Court of Appeal. LTR notified Monla of this decision on 23 January 2024. Monla filed an appeal against the decision of the Beirut Court of Appeal on 21 March 2024 with the Court of Cassation. On 14 August 2024, the French Court of Cassation denied the appeal. The *exequatur* order is now final and, regarding the arbitration award, LTR considers that Monla can no longer lodge an action for annulment given the time that has elapsed.

Class action against The Paradies Shops

The Paradies Shops was the victim of a cyberattack on the company's computer servers in October 2020, which resulted in a breach of the personal data of tens of thousands of employees and customers. The parties concerned were informed and were offered credit monitoring services. One of the individuals involved initiated a class action filed in the United States in July 2021. The Paradies Shops filed a motion to dismiss the class action, which was granted by the

judge in August 2022. The plaintiff has appealed this decision.

In June 2023, the judge dismissed the argument that Paradies Lagardère had breached its contractual obligations, but found that it had been negligent. The parties were referred back to the competent court.

As the parties have decided to settle, the proceedings before the court have been suspended. Final judicial approval of the settlement agreement is expected in 2025, which will then terminate this dispute.

Litigation with photographers

Disputes are in process with freelance and salaried photographers who contributed to magazines published by the Group. Most of these disputes concern returns of analogue photographic archives and retaining photographs, as well as the resulting operating losses.

In 2022, a final appeal decision in favour of the Group has marked the end of one of these proceedings, in which very high claims for compensation were made against the Group.

In 2023, a favourable ruling was handed down by the Court of Appeal in another of these cases. No appeal was lodged with the Supreme Court against this ruling, but the parties were referred back to the Court of Appeal on some of the grievances raised by the plaintiff. This dispute was transferred to LVMH as part of the sale of *Paris Match* in 2024. In their capacity as sellers, Hachette Filipacchi Presse and Lagardère Media News have undertaken to guarantee and indemnify LVMH against the financial consequences of this dispute.

In a final case involving Lagardère Media News as a defendant, the plaintiffs appealed to the French Supreme Court on 20 February 2023 against an unfavourable appeal ruling. The proceedings were interrupted following the death of one of the plaintiffs. A statement of claim and an amending statement of claim were filed on 6 December 2024 for the purpose of resuming proceedings. Proceedings before the Supreme Court are due to resume in 2025.

The proceedings are still ongoing and are therefore progressing in a manner generally favourable to the Group.

Action brought by SAS PRD Percier Réalisation et Développement against Hachette Livre

On 22 December 2023, Hachette Livre notified SAS PRD Percier Réalisation et Développement ("PRD") of the termination of the new warehouse project, the construction of which in Germainville had been entrusted to PRD under the terms of an off-plan

lease (BEFA) subject to conditions precedent signed in April 2023.

On 21 March 2024, PRD initiated proceedings against Hachette Livre before the Chartres Commercial Court seeking compensation for (i) costs incurred, (ii) lost profits for PRD and (iii) damage to its image and reputation.

The Chartres Commercial Court handed down a judgement to discontinue the proceedings on 29 May 2024, duly acknowledging the parties' agreement to submit the dispute to the jurisdiction of the Paris Commercial Court.

The case was referred to the 13th chamber of the Paris Commercial Court on 12 December 2024 and is due to continue throughout 2025.

Last ongoing dispute that continues to be managed by the Group following the sale of the Sports division to H.I.G. Capital

➤ WSG India and WSG Mauritius/Indian Premier League contracts

In 2007, the Board of Control for Cricket in India (BCCI) launched a call for tenders for the worldwide rights to its new cricket competition, the Indian Premier League (IPL), until 2017. WSG India – which became a subsidiary of Lagardère Sports and Entertainment in May 2008 – was awarded most of these rights in early 2008, with the remainder awarded to an unrelated operator, MSM.

A global reorganisation of the distribution of these rights took place in March 2009 at the initiative of the BCCI. In the context of the negotiations, the BCCI granted to WSG India the IPL rights worldwide, excluding the Indian subcontinent, for the period from 2009 to 2017.

In June 2010, the BCCI terminated the 2009/2017 contract to market IPL rights worldwide, excluding the Indian subcontinent, and WSG India immediately began proceedings in order to preserve its rights.

In spring 2011, the Indian Supreme Court took a series of interim measures that – without calling into question the marketing already carried out by WSG India and without prejudging the substance of the case – temporarily granted the BCCI, under the supervision of the Court and pending the final ruling, media rights to the IPL outside the Indian subcontinent that are not already marketed by WSG India, as well as recovery of the amounts owed by the broadcasters and held in escrow. An arbitration award was handed down on 13 July 2020 in respect of the proceedings on the merits of the case, dismissing WSG India's compensation claim. Based on this award, the BCCI recovered the amounts held in escrow. WSG India has filed an appeal for annulment of the award on the grounds that it has

no legal basis, and has applied to the competent Indian courts to have the sums concerned taken back into escrow. On 16 March 2022, the Bombay High Court issued a ruling granting WSG India's application to set aside the arbitration award handed down on 13 July 2020. BCCI has appealed these awards and the proceedings are still ongoing.

On 13 October 2010, the BCCI filed a criminal complaint with the Chennai police authorities in India against seven individuals, including the former President of the IPL and four managers of WSG India, alleging breaches of the Indian criminal code in connection with the attribution to WSG India in March 2009 of certain IPL media rights for the 2009-2017 seasons. The investigation has not progressed since 2010.

After the Indian tax authorities' audit of WSG India's operations, the company was issued with tax reassessment notices representing an overall liability (including late-payment interest) of around €14.8 million based on the rupee exchange rate at 31 December 2024. In 2023, two appeal decisions in favour of WSG India led to the repayment of the partial deposit that had been paid by WSG India. The Indian tax authorities have filed an appeal with the Supreme Court against these decisions.

Lastly, as part of an investigation by the Indian authorities into money-laundering allegations concerning the former managers of the BCCI and its commercial partners in the IPL, on 24 May 2016 WSG Mauritius received a notification from Mauritius' Attorney General requesting it to provide certain documents. The hearings before the Attorney General took place in July 2016. WSG India's managers have since received requests for information and documentation, to which WSG India has responded.

WSG India and WSG Mauritius are subsidiaries of Lagardère Participation. They are not part of the scope sold to H.I.G. Capital.

Class action brought against Google by media groups

In 2021, the French Competition Authority (ADLC) sanctioned Google, following a referral from News Corp Inc, the Le Figaro group and the Rossel La Voix group, for abusing its dominant position on the market for advertising servers for website and mobile application publishers.

Google did not contest the facts and settled with the ADLC in return for a reduction in the fine, set at €220 million.

Following this ADLC decision, several media groups, including Prisma Media, Les Échos and Le Figaro, considered themselves to be victims of the practices in question and brought proceedings against Google Ireland Limited, a company incorporated under Irish law, before the Paris Commercial Court on 14 June 2024. These proceedings are still ongoing.

VSD and Georges Ghosn against Prisma Media, Rolf Heinz, Gruner+Jahr Communication and Bertelsmann

On 8 September 2022, VSD's court-appointed administrator and Georges Ghosn, who acquired VSD from Prisma Media in 2018, summoned Prisma Media before the Paris Commercial Court for breach of its obligation of good faith and pre-contractual information. More specifically, Prisma Media was accused of providing inaccurate accounting estimates, concealing the extent of losses at the date of the sale and knowingly concealing the number of journalists likely to exercise their transfer clause.

On 28 June 2024, the Paris Commercial Court dismissed all the plaintiffs' claims for compensation, which amounted to €6,883,543.51. Prisma Media was nevertheless ordered to pay VSD's administrator €100,000 in respect of the financial loss resulting from the failure to transfer assets to the administrator, and to pay the plaintiffs €20,000 on the basis of article 700 of the French Code of Civil Procedure.

This decision is final in the absence of an appeal.

Tax matters/Louis Hachette Group

A number of the Group's companies have received tax reassessment notices – relating to several different fiscal years – as part of the routine tax audits carried out by the French and foreign tax authorities. Provision has been made to take account of the reassessments accepted by the companies,

and also for the amount estimated as the risk corresponding to disputes over challenged reassessments.

Other than those described above, the Group is not aware of any dispute in process that concerns amounts which could have a significant impact on the consolidated financial statements.

NOTE 33 RELATED PARTIES

Louis Hachette Group SA's related parties are the corporate officers and the members of the Board of Directors of Louis Hachette Group SA, in addition to other related parties including:

- ▶ fully consolidated companies: intra-group transactions are eliminated on consolidation;
- ▶ companies over which Louis Hachette Group exercises significant influence and which are accounted for using the equity method;
- ▶ all companies in which the corporate officers or close family members hold significant voting rights.
- ▶ the Bolloré group, as a result of the full consolidation of Lagardère SA in the consolidated financial statements of Vivendi between 21 November 2023 and 13 December 2024.

33.1 MANAGEMENT REMUNERATION

For 2024 (including the period prior to their appointment as executive corporate officers of the Company on 22 October 2024), gross remuneration awarded to the members of Louis Hachette Group SA's General Management amounted to €1.4 million (€1.8 million including charges and provisions for supplementary pension plans).

Jean-Christophe Thierry was awarded €14,793 in respect of his duties as Chairman of the Board of Directors of Lagardère SA between 30 April and 28 June 2024. No attendance fees or other directors' compensation was awarded by a Group entity to any of the other individuals concerned. 30,000 free shares were awarded in 2024

33.2 RELATED-PARTY TRANSACTIONS

Loan agreement between Vivendi SE and Lagardère SA

The loan agreement between Vivendi SE and Lagardère SA signed on 12 December 2023 was amended on 7 June 2024 to bring the maximum amount available to €500 million, maturing on 7 December 2029, and to provide for an additional €150 million credit facility.

On 16 December 2024, this loan agreement was further amended to bring the amount of the available additional credit facility to €40 million, maturing on 7 December 2029.

At 31 December 2024, the loan with Vivendi SE amounted to €500 million, of which €100 million maturing on 31 December 2027, €100 million on 31 December 2028 and €300 million on 7 December 2029. The additional €40 million credit facility remained undrawn.

Memorandum of Understanding concerning Lagardère Radio SCA

On 26 October 2023, the Memorandum of Understanding setting out the terms and conditions for making the Lagardère group's radio unit (Europe 1, Europe 2 and RFM) autonomous was signed, with the authorisation of the Board of Directors of Lagardère SA further to Arcom approval, between Arnaud Lagardère and Lagardère Active, Lagardère Media and Lagardère Media News, in the presence of Lagardère Radio, Lagardère Commandité and Lagardère SA. In application of the Memorandum of Understanding, Lagardère Radio SAS, the head company of the radio unit, was converted into a French partnership limited by shares (*société en commandite par actions*), of which Arnaud Lagardère is indirectly General Partner and personally Managing Partner. In this dual capacity, Arnaud Lagardère is now solely responsible for supervising the management and teams of the radio division and is the ultimate decision-maker on editorial policy. The radio unit also has sufficient cash to finance its business plan through to 2027.

The Memorandum of Understanding allows Lagardère SA to regain control of Lagardère Radio SCA (within the meaning of article L. 233-3 of the French Commercial Code) and therefore of the radio unit, by acquiring the General Partner, Lagardère Commandité, for a nominal price as of 2027, subject to prior Arcom approval. The company may also regain control ahead of this time under exceptional circumstances, such as the death or incapacity of Arnaud Lagardère or his resignation as Chairman and Chief Executive Officer of Lagardère SA.

This transaction is financially neutral for the Louis Hachette Group, as the radio unit remains in the Group's scope of consolidation for tax and accounting purposes.

Other transactions

The other transactions with related parties in 2024 undertaken in the normal course of business took place under arm's length conditions. In particular, Louis Hachette Group SA has not identified any agreements, other than those relating to normal business operations and conducted under arm's length conditions, entered into in 2024 directly or via an intermediary, between (i) any members of General Management, any members of the Board of Directors, or any shareholders of Louis Hachette Group SA that own more than 10% of the voting rights and (ii) any subsidiaries more than 50%-owned by Louis Hachette Group SA directly or indirectly.

NOTE 34 EVENTS AFTER THE REPORTING PERIOD

Implementation of a liquidity agreement

On 16 January 2025, Louis Hachette Group entered into a liquidity agreement in order to promote liquidity and make a market for its shares on Euronext Growth Paris. The liquidity agreement with Kepler Cheuvreux became effective on 20 January 2025.

Partial early redemption of bonds maturing in 2026 and 2027

Further to the completion of the Vivendi partial demerger, on 13 December 2024, bondholders triggered the change of control clauses, requiring Lagardère SA to redeem ahead of term on 5 February 2025 €28.7 million of bonds maturing in 2026 and €5.3 million of bonds maturing in 2027. The outstanding balance on the bonds following redemption represents €23.3 million due in more than one year.

New €75 million bank credit facility

On 24 January 2025, Louis Hachette Group took out a €75 million undrawn credit facility with a bank, due 24 January 2028. Under this facility agreement, the Group must comply with a covenant at 31 December each year.

NOTE 35 FEES PAID TO THE STATUTORY AUDITORS AND MEMBERS OF THEIR NETWORKS

(in thousands of euros)	2024							
	Deloitte				Grant Thornton			
	Deloitte & Associés	Network	Total	%	Grant Thornton	Network	Total	%
Statutory audit fees	2,407	2,372	4,779	90.4	175	240	415	91.8
- Louis Hachette Group	175		175	3.3	175		175	38.7
- Fully consolidated subsidiaries	2,232	2,372	4,604	87.1		240	240	53.1
Sub-total	2,407	2,372	4,779	90.4	175	240	415	91.8
Fees regarding the audit of sustainability information^①	207	-	207	3.9	-	-	-	-
- Louis Hachette Group (not applicable)	-	-	-	-	-	-	-	-
- Fully consolidated subsidiaries (Lagardère SA sustainability statement)	207	-	207	3.9	-	-	-	-
Sub-total	207	-	207	3.9	-	-	-	-
Fees for non-audit services	109	193	302	5.7	23	14	37	8.2
- Louis Hachette Group	50	-	50	0.9	23		23	5.1
- Fully consolidated subsidiaries	59	193	252	4.8		14	14	3.1
Sub-total	109	193	302	5.7	23	14	37	8.2
TOTAL	2,723	2,565	5,287	100.0	198	254	452	100.0

Non-audit services include services required as part of the statutory audit in accordance with the laws and regulations, as well as services provided at the request of Group entities.

Services provided at the request of Group entities notably include the audit of the non-financial statement of Louis Hachette Group, engagements related to tax matters (tax compliance, in

particular), as well as the issuance of various attestations and agreed-upon procedure engagements.

The fees for the audit of sustainability information concern Lagardère, which is controlled by Louis Hachette Group, and is required to publish a sustainability statement.

NOTE 36 LIST OF CONSOLIDATED COMPANIES AT 31 DECEMBER 2024

Companies controlled and fully consolidated at 31 December 2024:

SUBSIDIARIES	REGISTERED OFFICE	REG. NO.	% interest	% control
LOUIS HACHETTE GROUP	PARIS (FRANCE)	80894630	100.0	100.00
LAGARDÈRE PUBLISHING				
HACHETTE LIVRE	VANVES (FRANCE)	602 060 1	66.53	100.00
AUDIOLIB	PARIS (FRANCE)	499 165 6	39.91	100.00
MAZARINE (formerly BIBLIO PARTICIPATIONS)	VANVES (FRANCE)	377 627 5	66.53	100.00
BLACKROCK GAMES	ROMAGNAT (FRANCE)	493 708 3	59.88	90.00
BRAGELONNE	PARIS (FRANCE)	430 082 7	66.53	100.00
CALMANN LÉVY	PARIS (FRANCE)	572 082 2	56.50	100.00
CATCH UP GAMES SAS	LYON (FRANCE)	808 076 9	39.92	60.00
CENTRE DE TRAITEMENT DES RETOURS	LONGJUMEAU (FRANCE)	381 737 5	66.53	100.00
CYBERTERRE(*)	VANVES (FRANCE)	434 661 4	33.26	100.00
(*) The limited partnership confers control to Lagardère Publishing				
DIFFULVRE SA	SAINT SULPICE (SWITZERLAND)		66.53	100.00
DILIBEL SA	ALLEUR (BELGIUM)		66.53	100.00
DUNOD ÉDITEUR	MALAKOFF (FRANCE)	316 053 6	66.52	100.00
EDELSA GRUPO DIDASCALIA SA	MADRID (SPAIN)		66.53	100.00
ÉDITIONS ALBERT RENÉ	VANVES (FRANCE)	950 026 7	66.53	100.00
ÉDITIONS JC LATTÈS	PARIS (FRANCE)	682 028 6	66.53	100.00
ÉDITIONS LAROUSSE	PARIS (FRANCE)	451 344 1	66.53	100.00
ÉDITIONS STOCK	PARIS (FRANCE)	612 035 6	66.53	100.00
ÉDUCATION MANAGEMENT	MALAKOFF (FRANCE)	582 057 8	66.53	100.00
GIGAMIC	WIMEREUX (FRANCE)	382 915 8	66.53	100.00
GRASSET & FASQUELLE	PARIS (FRANCE)	562 023 7	65.92	99.08
GROUPE HATIER INTERNATIONAL	MALAKOFF (FRANCE)	572 079 0	66.53	100.00
GRUPO EDITORIAL PATRIA S.A. DE CV	MEXICO CITY (MEXICO)		66.53	100.00
HL 93	VANVES (FRANCE)	390 674 1	66.53	100.00
HL FINANCES	MALAKOFF (FRANCE)	384 562 0	66.53	100.00
HACHET BOARDGAMES BENELUX	BRUSSELS (BELGIUM)		66.53	100.00
HACHETTE BOARDGAMES UK LTD	LONDON (UNITED KINGDOM)		66.53	100.00
HACHETTE BOARDGAMES USA	MONTREAL (CANADA)		49.90	51.00
HACHETTE CANADA INC.	MONTREAL (CANADA)		66.53	100.00
HACHETTE COLLECTIONS	VANVES (FRANCE)	395 291 6	66.53	100.00
HACHETTE COLLECTIONS JAPAN KK	TOKYO (JAPAN)		66.53	100.00
HACHETTE KOLLEKTSIA (HACHETTE)	MOSCOW (RUSSIA)		66.53	100.00
HACHETTE FASCICOLI SRL	MILAN (ITALY)		66.53	100.00
HACHETTE JEUX INC.	MONTREAL (CANADA)		66.53	100.00
HACHETTE LIVRE ESPANA SA	MADRID (SPAIN)		66.53	100.00
HACHETTE LIVRE USA INC	NEW YORK (UNITED STATES)		66.53	100.00
HACHETTE PARTWORKS LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
HACHETTE POLSKA SP ZOO	WARSAW (POLAND)		66.53	100.00
HACHETTE UK HOLDINGS LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
HIBOUTATILLUS	PARIS (FRANCE)	808 683 7	59.88	90.00
ICE PARTICIPATIONS	VANVES (FRANCE)	829 164 1	65.48	98.42
ISCOOL ENTERTAINMENT	PARIS (FRANCE)	435 269 1	65.48	100.00
KWYK SAS	PARIS (FRANCE)	537 961 3	66.53	100.00
LA DIFF	VANVES (FRANCE)	429 980 8	66.53	100.00
LA BOITE DE JEU SAS	ARCEAU (FRANCE)	798 675 0	37.70	56.67
LA PLAGE	VANVES (FRANCE)	445 282 1	66.53	100.00
LAROUSSE	PARIS (FRANCE)	401 457 2	66.53	100.00
LAROUSSE EDITORIAL, SL	BARCELONA (SPAIN)		66.53	100.00
LELIVRESCOLAIRE.FR ÉDITIONS	LYON (FRANCE)	524 383 5	66.53	100.00
LIBRAIRIE ARTHÈME FAYARD	PARIS (FRANCE)	562 136 8	66.53	100.00
LIBRAIRIE GÉNÉRALE FRANCAISE	PARIS (FRANCE)	542 086 7	39.91	59.99
NEI-CEDA	ABIDJAN (CÔTE D'IVOIRE)		47.48	71.36
OSMOSE	WIMEREUX (FRANCE)	449 308 6	66.53	100.00

PIKA ÉDITION	VANVES (FRANCE)	428 902 7	44.35	66.67
SAMAS	MALAKOFF (FRANCE)	775 663 3	66.53	100.00
STUDIO 58	VANVES (FRANCE)	831 212 5	66.53	100.00
SCORPION MASQUÉ INC.	MONTREAL (CANADA)		33.93	51.00
HATIER GROUP				
LES ÉDITIONS HATIER	PARIS (FRANCE)	352 585 6	66.53	100.00
LIBRAIRIE PAPETERIE NATIONALE	CASABLANCA (MOROCCO)		66.52	100.00
RAGEOT ÉDITEUR	PARIS (FRANCE)	572 022 9	66.53	100.00
SCI ASSAS RASPAIL	PARIS (FRANCE)	315 844 4	66.53	100.00
SCIY 63 BD RASPAIL	PARIS (FRANCE)	315 830 0	66.53	100.00
SCI DU 8/8BIS ASSAS	PARIS (FRANCE)	315 844 4	66.53	100.00
SALVAT GROUP				
EDITORIAL SALVAT SL	BARCELONA (SPAIN)		66.53	100.00
ANAYA GROUP				
GRUPO ANAYA, SA	MADRID (SPAIN)		66.53	100.00
ALGAIDA EDITORES, SA	SEVILLE (SPAIN)		66.53	100.00
ALIANZA EDITORIAL, SA	MADRID (SPAIN)		66.41	99.82
COMERCIAL GRUPO ANAYA, SA	MADRID (SPAIN)		66.53	100.00
EDITORIAL BARCANOVA, SA	BARCELONA (SPAIN)		66.53	100.00
EDICIONS XERAIS DE GALICIA SA	VIGO (SPAIN)		66.53	100.00
GRUPO EDITORIAL BRUNO, SL	MADRID (SPAIN)		66.53	100.00
HACHETTE UK GROUP				
HACHETTE UK LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
WELBECK PUBLISHING GROUP	LONDON (UNITED KINGDOM)		66.53	100.00
ALLIANCE DISTRIBUTION SERVICES PTY LTD	SYDNEY (AUSTRALIA)		66.53	100.00
CARLTON BOOKS LTD	LONDON (UNITED KINGDOM)		66.53	100.00
ORION PUBLISHING LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
HACHETTE AUSTRALIA PTY LTD	SYDNEY (AUSTRALIA)		66.53	100.00
HACHETTE BOOK PUBLISHING INDIA PRIVATE	NEW DELHI (INDIA)		66.53	100.00
HACHETTE NEW ZEALAND LIMITED	AUCKLAND (NEW ZEALAND)		66.53	100.00
HACHETTE SINGAPORE PRIVATE LIMITED	SINGAPORE (REPUBLIC OF		66.53	100.00
HACHETTE UK PENSION TRUST LTD	LONDON (UNITED KINGDOM)		66.53	100.00
HEADLING PUBLISHING GROUP LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
HACHETTE UK DISTRIBUTION LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
HODDER & STOUGHTON LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
ILLUMINATE PUBLISHING LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
LAURENCE KING PUBLISHING LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
LAURENCE KING VERLAG GMBH	BERLIN (GERMANY)		66.53	100.00
JOHN CATT EDUCATIONAL LTD	LONDON (UNITED KINGDOM)		66.53	100.00
MORTIMER BOOKS LTD	LONDON (UNITED KINGDOM)		66.53	100.00
NEON PLAY LIMITED	CIRENCESTER (UNITED		46.97	70.60
PAPERBLANKS LIMITED	DUBLIN (IRELAND)		66.53	100.00
PAPERBLANKS JOURNALS LIMITED	VANCOUVER (CANADA)		66.53	100.00
QUERCUS EDITIONS LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
STORYFIRE LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
WELBECK CHILDREN'S LTD	LONDON (UNITED KINGDOM)		66.53	100.00
WELBECK FICTION LTD	LONDON (UNITED KINGDOM)		66.53	100.00
WELBECK NON FICTION LTD	LONDON (UNITED KINGDOM)		66.53	100.00
WELBECK PUBLISHING PTY LTD	LONDON (UNITED KINGDOM)		66.53	100.00
WELBECK PUBLISHING GROUP SERVICES LTD	SYDNEY (AUSTRALIA)		66.53	100.00
WELBECK PUBLISHING GROUP LTD	LONDON (UNITED KINGDOM)		66.53	100.00
LITTLE, BROWN BOOK GROUP LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
STOREY PUBLISHING LLC	NORTH ADAMS (UNITED		66.53	100.00
TIMBER PRESS, INC.	PORTLAND (UNITED STATES)		66.53	100.00
WORKMAN PUBLISHING CO., INC	NEW YORK (UNITED STATES)		66.53	100.00
WPC HOLDING, INC.	NEW YORK (UNITED STATES)		66.53	100.00
OCTOPUS PUBLISHING GROUP LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
SHORT BOOKS LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00

SUMMERSDALE PUBLISHERS LIMITED	LONDON (UNITED KINGDOM)		66.53	100.00
HACHETTE BOOK GROUP				
HACHETTE BOOK GROUP INC	NEW YORK (UNITED STATES)		66.53	100.00
BELLWOOD BOOKS INC	NEW YORK (UNITED STATES)		66.53	100.00
DIGITAL PUBLISHING INNOVATIONS LLC	NEW YORK (UNITED STATES)		66.53	100.00
HACHETTE BOOK GROUP CANADA LTD	TORONTO (CANADA)		66.53	100.00
HBG HOLDINGS INC	NEW YORK (UNITED STATES)		66.53	100.00
HACHETTE DIGITAL, LLC	NEW YORK (UNITED STATES)		66.53	100.00
PERSEUS BOOKS LLC	NEW YORK (UNITED STATES)		66.53	100.00
LAROUSSE GROUP MEXICO				
EDICIONES LAROUSSE SA DE CV	MEXICO CITY (MEXICO)		66.53	100.00
DIFUSORA LAROUSSE MEXICO SA DE CV	MEXICO CITY (MEXICO)		66.53	100.00

LAGARDÈRE TRAVEL RETAIL				
LAGARDÈRE TRAVEL RETAIL SAS	LEVALLOIS-PERRET (FRANCE)	330 814 7	66.53	100.00
AELIA NOUVELLE CALÉDONIE	NOUMEA (NEW CALEDONIA)	103 551 8	40.68	66.00
AÉROBOUTIQUE FRANCE	LEVALLOIS-PERRET (FRANCE)	380 193 9	61.64	100.00
BIG DOG BV	AMSTERDAM (NETHERLANDS)		61.64	100.00
NYAKA FRUITS SRL	BUCHAREST (ROMANIA)		66.53	100.00
CREATIVE TABLE HOLDINGS LTD	ABU DHABI (UNITED ARAB EMIRATES)		51.56	77.50
DUTY FREE STORES AUSTRALIA PTY LTD	SYDNEY (AUSTRALIA)		66.53	100.00
DUTY FREE ASSOCIATES	LEVALLOIS-PERRET (FRANCE)	423 402 3	61.64	100.00
DUTY FREE STORE GOLD COAST PTY LIMITED	SYDNEY (AUSTRALIA)		66.53	100.00
FOOD SERVICES BELGIUM	STEENOKKERZEEL (BELGIUM)		66.53	100.00
HACHETTE DISTRIBUTION INC	ATLANTA (UNITED STATES)		66.53	100.00
HWH CAFÉ LLC	DUBAI (UNITED ARAB)		51.56	100.00
LAGARDÈRE TRAVEL RETAIL DEUTSCHLAND HOLDING GMBH	WIESBADEN (GERMANY)		66.53	100.00
INFLIGHT SERVICE POLAND SP ZOO	WARSAW (POLAND)		64.09	100.00
INMEDIO SERVICES SP ZOO	WARSAW (POLAND)		66.53	100.00
LAGARDÈRE DUTY FREE SAS	LEVALLOIS-PERRET (FRANCE)	380 253 5	61.64	100.00
LAGARDÈRE DUTY FREE SAS	PRAGUE (CZECH REPUBLIC)		64.09	100.00
LAGARDÈRE DUTY FREE SP ZOO	WARSAW (POLAND)		64.09	100.00
LAGARDÈRE INFLIGHT SASU	LEVALLOIS-PERRET (FRANCE)	408 053 8	61.64	100.00
LAGARDÈRE TRAVEL RETAIL AIRPORT SRL	BUCHAREST (ROMANIA)		66.53	100.00
LTR ALBANIA HOLDING	LEVALLOIS-PERRET (FRANCE)	983 997 0	33.26	50.00
LAGARDÈRE TRAVEL RETAIL AND F&B POINT OF SALES LIMITED	DUBLIN (IRELAND)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL, AS	PRAGUE (CZECH REPUBLIC)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL ASIA CO., LTD	HONG KONG (CHINA)		50.86	76.45
LAGARDÈRE TRAVEL RETAIL ASIA DUTY FREE	HONG KONG (CHINA)		50.86	100.00
LAGARDÈRE TRAVEL RETAIL BEVCO LTD	DAR ES SALAAM (TANZANIA)		33.26	50.00
LAGARDÈRE TRAVEL RETAIL FOODSERVICES	SANTIAGO (CHILE)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL CAMEROUN	DOUALA (CAMEROON)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL CHINA	SHANGHAI (CHINA)		50.86	100.00
LAGARDÈRE TRAVEL RETAIL DEUTSCHLAND SPECIALTY GMBH	WIESBADEN (GERMANY)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL EHF	REYKJAVIK (ICELAND)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL FRANCE	LEVALLOIS-PERRET (FRANCE)	542 095 3	66.53	100.00
LAGARDÈRE TRAVEL RETAIL FS II CHILE SPA	SANTIAGO (CHILE)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL (GAMBIA)	BAKAU (GAMBIA)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL GABON SAS	LIBREVILLE (GABON)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL HONG KONG	HONG KONG (HONG KONG)		50.86	100.00
LAGARDÈRE TRAVEL RETAIL IMPORT BV	LIJINDEN (NETHERLANDS)		61.64	100.00
LAGARDÈRE TRAVEL RETAIL JAPAN KK	TOKYO (JAPAN)		50.86	100.00
LAGARDÈRE TRAVEL RETAIL KEYLA BÉNIN	COTONOU (BENIN)		39.92	60.00

LAGARDÈRE TRAVEL RETAIL MAURITANIE SAS	NOUBUAKCHOTT		66.53	100.00
LAGARDÈRE TRAVEL RETAIL PERU SAC	CALLAO (PERU)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL SRL	BUCHAREST (ROMANIA)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL REAL ESTATE BV	LIJINDEN (NETHERLANDS)		61.64	100.00
LAGARDÈRE TRAVEL RETAIL STATIONS BV	LIJINDEN (NETHERLANDS)		61.64	100.00
LAGARDÈRE TRAVEL RETAIL LATAM SAC	CALLAO (PERU)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL LUXEMBOURG	LUXEMBOURG (LUXEMBOURG)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL MIDDLE EAST	DUBAI (UNITED ARAB		61.64	100.00
LAGARDÈRE TRAVEL RETAIL THE	LIJINDEN (NETHERLANDS)		61.64	100.00
LAGARDÈRE TRAVEL RETAIL SCHIPHOL BV	LIJINDEN (NETHERLANDS)		61.64	100.00
LAGARDÈRE TRAVEL RETAIL SINGAPORE PTE	SINGAPORE (REPUBLIC OF		66.53	100.00
LAGARDÈRE TRAVEL RETAIL SP ZOO	WARSAW (POLAND)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL SÉNÉGAL SAS	DIASS (SENEGAL)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL SA	MADRID (SPAIN)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL SPECIALITY SPOLKA Z OGRANICZONA ODPOWIEDZIALNOSCIALAGARDE	WARSAW (POLAND)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL (UK) LIMITED	KENT (UNITED KINGDOM)		61.64	100.00
LAGARDÈRE SERVICES ASIA PACIFIC PTY LTD	SYDNEY (AUSTRALIA)		66.53	100.00
LS TRAVEL RETAIL INTERNATIONAL SA	GENEVA (SWITZERLAND)		66.53	100.00
LS TRAVEL RETAIL ITALIA SRL	FIUMICINO (ITALY)		61.64	100.00
LS TRAVEL RETAIL NORTH AMERICA INC(*)	TORONTO (CANADA)		66.53	100.00

(*) Including three fully consolidated entities.

LS TRAVEL RETAIL ROMA SRL	FIUMICINO (ITALY)		61.64	100.00
LAGARDÈRE TRAVEL RETAIL DEUTSCHLAND FOODSERVICE GMBH	WIESBADEN (GERMANY)		66.53	100.00
LS TRAVEL RETAIL BULGARIA EOOD	SOFIA (BULGARIA)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL DEUTSCHLAND	WIESBADEN (GERMANY)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL MALAYSIA SDN	KUALA LUMPUR (MALAYSIA)		64.53	100.00
LAGARDÈRE X ARTEUM SAS	LEVALLOIS-PERRET (FRANCE)	845 385 8	33.93	51.00
MARCHÉ CEE HOLDING GMBH	SCHWECHAT (AUSTRIA)		66.53	100.00
MARCHÉ GOSTINSTVO DOO	LOGATEC (SLOVENIA)		66.53	100.00
MARCHÉ INTERNATIONAL AG	PFÄFFIKON (SWITZERLAND)		66.53	100.00
MARCHÉ MÖVENPICK DEUTSCHLAND GMBH	LEINFELDEN-ECHTERDINGEN (GERMANY)		66.53	100.00
MARCHÉ RESTAURANTS ÖSTERREICH GMBH	SCHWECHAT (AUSTRIA)		66.53	100.00
MARCHÉ RESTORANI DOO	DRAGANICI (CROATIA)		66.53	100.00
MUSIC RAILWAY	LEVALLOIS-PERRET (FRANCE)	414 434 4	66.53	100.00
NEWSLINK PTY LIMITED	SYDNEY (AUSTRALIA)		66.53	100.00
PARADIES HOLDINGS LLC(*)	ATLANTA (UNITED STATES)		66.53	100.00

(*) Comprising 216 fully consolidated entities (including minority interests in each entity with different percentage interests).

PARIS RAIL RETAIL SAS	LEVALLOIS-PERRET (FRANCE)	824 339 5	61.64	100.00
R&B	LEVALLOIS-PERRET (FRANCE)	811 857 2	66.53	100.00
RM	LEVALLOIS-PERRET (FRANCE)	800 293 6	66.53	100.00
SIA COFFEE NATION	RĪGAE (LATVIA)		66.53	100.00
SOCIETE DE RESTAURATION EN LIEUX DE TRANSPORT SASU	LEVALLOIS-PERRET (FRANCE)	808 238 9 92	66.53	100.00
THE PURELY GROUP PTD LIMITED	SYDNEY (AUSTRALIA)		66.53	100.00
TOPCODI SLU	MADRID (SPAIN)		66.53	100.00
LSTR FOOD SERVICES ITALIA SRL	VENICE (ITALY)		66.53	100.00
AIREST COLLEZIONI VENEZIA SRL	VENICE (ITALY)		33.26	100.00
LAGARDÈRE TRAVEL RETAIL AND RESTAURANTS LLC	ABU DHABI (UNITED ARAB EMIRATES)		66.53	100.00
AIREST RETAIL SRL	VENICE (ITALY)		33.26	50.00
LAGARDÈRE TRAVEL RETAIL ITALIA SRL	VENICE (ITALY)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL AUSTRIA GMBH	VIENNA (AUSTRIA)		66.53	100.00

LAGARDÈRE TRAVEL RETAIL AUSTRIA	VIENNA (AUSTRIA)		66.53	100.00
INTERNATIONAL DUTY FREE AFRICA & MIDDLE EAST DWC-LLC	DUBAI (UNITED ARAB EMIRATES)		66.53	100.00
INTERNATIONAL DUTY FREE KENYA LIMITED	NAIROBI (KENYA)		66.53	100.00
INTERNATIONAL DUTY FREE NETHERLAND BV	ROTTERDAM (NETHERLANDS)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL BELGIUM REAL	STEENOKKERZEEL (BELGIUM)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL BELGIUM SA	STEENOKKERZEEL (BELGIUM)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL LUXEMBOURG HOLDING SARL	LUXEMBOURG (LUXEMBOURG)		66.53	100.00
LTR ALBANIA	TIRANA (ALBANIA)		33.26	100.00
LAGARDÈRE TRAVEL RETAIL UAE LLC	ABU DHABI (UNITED ARAB EMIRATES)		66.53	100.00
LAGARDÈRE TRAVEL RETAIL (CAMBODIA) CO.,	PHNOM PENH (CAMBODIA)		53.22	80.00

OTHER ACTIVITIES

LAGARDÈRE SA	PARIS (FRANCE)	320 366 4	66.53	100.00
COMPAGNIE IMMOBILIÈRE EUROPA	LEVALLOIS-PERRET (FRANCE)	407 662 3	66.53	100.00
DARIADE	LEVALLOIS-PERRET (FRANCE)	400 231 0	66.53	100.00
LAGARDÈRE FINANCE	LEVALLOIS-PERRET (FRANCE)	409 882 8	66.53	100.00
LAGARDÈRE MEDIA	PARIS (FRANCE)	402 345 1	66.53	100.00
LAGARDÈRE NORTH AMERICA INC	NEW YORK (UNITED STATES)		66.53	100.00
LAGARDÈRE PARTICIPATIONS	PARIS (FRANCE)	303 600 9	66.53	100.00
LAGARDÈRE RESSOURCES	LEVALLOIS-PERRET (FRANCE)	348 991 1	66.53	100.00

LAGARDÈRE MÉDIA NEWS GROUP

LAGARDÈRE ACTIVE	LEVALLOIS-PERRET (FRANCE)	433 443 1	66.53	100.00
CERT	SARREBRUCK (GERMANY)		66.34	100.00
EUROPE 1 IMMOBILIER	PARIS (FRANCE)	622 009 9	66.46	100.00
EUROPE 1 TÉLÉCOMPAGNIE	PARIS (FRANCE)	542 168 4	66.53	100.00
EUROPE 2 RÉGIONS	PARIS (FRANCE)	339 802 1	66.53	100.00
EUROPE 2 ENTREPRISES	PARIS (FRANCE)	352 819 5	66.53	100.00
EUROPE NEWS	PARIS (FRANCE)	343 508 7	66.53	100.00
HACHETTE FILIPACCHI PRESSE	PARIS (FRANCE)	582 101 4	66.53	100.00
IS 25	PARIS (FRANCE)	824 582 4	66.53	100.00
NEWSWEB	PARIS (FRANCE)	424 905 1	66.53	100.00
LAGARDÈRE RADIO SCA	PARIS (FRANCE)	334 595 8	66.53	100.00
LAGARDÈRE ACTIVE BROADCAST	MONACO (FRANCE)	775 751 7	66.46	100.00
LAGARDÈRE ACTIVE ENTERPRISE JAPAN	TOKYO (JAPAN)		66.53	100.00
LAGARDÈRE ACTIVE FINANCES	PARIS (FRANCE)	410 208 1	66.53	100.00
LAGARDÈRE GLOBAL ADVERTISING	PARIS (FRANCE)	350 277 0	66.53	100.00
LAGARDÈRE RADIO FINANCE	PARIS (FRANCE)	908 044 9	66.53	100.00
LAGARDÈRE ACTIVE RADIO INTERNATIONAL	PARIS (FRANCE)	388 404 7	66.53	100.00
LAGARDÈRE MÉDIA NEWS	PARIS (FRANCE)	834 289 3	66.53	100.00
EUROPE1 DIGITAL	PARIS (FRANCE)	415 096 5	66.53	100.00
LAGARDÈRE PUBLICITÉ NEWS	PARIS (FRANCE)	538 865 0	66.53	100.00
ÉDITIONS MUSICALES FRANCOIS 1 ^{ER}	PARIS (FRANCE)	381 649 7	66.53	100.00
PRINCE PROD	PARIS (FRANCE)	824 634 2	66.53	100.00
PROMOTION & SPECTACLES Europe 1	PARIS (FRANCE)	632 042 4	66.53	100.00
RFM ENTREPRISES	PARIS (FRANCE)	405 188 8	66.53	100.00
RFM RÉGIONS	PARIS (FRANCE)	382 002 5	66.53	100.00
SHOPPING GUIDE GMBH	MUNICH (GERMANY)		66.53	100.00

LAGARDÈRE LIVE ENTERTAINMENT GROUP

CASINO DE PARIS SAS	PARIS (FRANCE)	582 047	66.53	100.00
EUTERPE PROMOTION	LIMOGES (FRANCE)	325 528 3	66.53	100.00
SASU LAGARDÈRE ARENA 13	AIX-EN-PROVENCE (FRANCE)	824 242 7	66.53	100.00
LAGARDÈRE LIVE ENTERTAINMENT SAS	LEVALLOIS-PERRET (FRANCE)	441 268	66.53	100.00
LAGARDÈRE LIVE ENTERTAINMENT MUSIC SAS	LEVALLOIS-PERRET (FRANCE)	509 763	66.53	100.00
SENSO SAS	FLOIRAC (FRANCE)	790 021	66.53	100.00

SOCIÉTÉ D'EXPLOITATION DES FOLIES	PARIS (FRANCE)	509 763	66.53	100.00
LAGARDÈRE PARIS RACING GROUP				
LAGARDÈRE PARIS RACING RESSOURCES SAS	PARIS (FRANCE)	433 565 8	66.53	100.00
LPR RESTAURATION	PARIS (FRANCE)	808 264 7	66.53	100.00
OTHER LAGARDÈRE SPORTS				
COFFEE DIGITAL LLC	NEW YORK (UNITED STATES)		66.53	100.00
FUNKSHION LABS LLC	NEW YORK (UNITED STATES)		66.53	100.00
LAGARDÈRE LABS INC	NEW YORK (UNITED STATES)		66.53	100.00
WORLD SPORT GROUP (INDIA) PRIVATE	MUMBAI (INDIA)		66.53	100.00
WORLD SPORT GROUP (MAURITIUS) LTD	PORT LOUIS (MAURITIUS)		66.53	100.00

GROUPE PRISMA				
PRISMA GROUP	PARIS (FRANCE)	829 674 3	100.0	100.00
PRISMA MEDIA SAS	GENNEVILLIERS (FRANCE)	318 826 1	100.0	100.00
MILK	GENNEVILLIERS (FRANCE)	532 152 5	51.00	100.00
DPP	GENNEVILLIERS (FRANCE)	893 712 7	100.0	100.00
CÔTÉ MAISON	GENNEVILLIERS (FRANCE)	831 991 6	100.0	100.00
CÔTÉ RÉGIE	GENNEVILLIERS (FRANCE)	832 233 1	100.0	100.00
CERISE MEDIA	GENNEVILLIERS (FRANCE)	507 388 1	100.0	100.00
UPLOAD PRODUCTIONS	GENNEVILLIERS (FRANCE)	828 034 1	100.0	100.00

Companies jointly controlled and accounted for under the equity method at 31 December 2024:

JOINT VENTURES	REGISTERED OFFICE	REG. NO.	% interest	% control
LAGARDÈRE PUBLISHING				
LIGHTNING SOURCE FRANCE SAS	MAUREPAS (FRANCE)	515 014 785	33.26	50.00
LAGARDÈRE TRAVEL RETAIL				
LYON DUTY FREE SAS	COLOMBIER-SAUGNIEU (FRANCE)	493 425 136	30.82	50.00
AWPL TANGO PTY LTD	SYDNEY (AUSTRALIA)		33.26	50.00
AWPL RETAIL SOLUTION LTD	SYDNEY (AUSTRALIA)		33.26	50.00
DUTY FREE STORES WELLINGTON LTD	AUCKLAND (NEW ZEALAND)		33.26	50.00
GASTRONOMIE FLUGHAFEN HANNOVER GMBH	HANNOVER (GERMANY)		33.26	50.00
LAGARDÈRE/AWPL PTY LTD	SYDNEY (AUSTRALIA)		33.26	50.00
LAGARDÈRE & CONNEXIONS SAS	LEVALLOIS-PERRET (FRANCE)	799 394 739	33.26	50.00
LAGARDÈRE CAPITAL LLC	ABU DHABI (UNITED ARAB EMIRATES)		33.26	50.00
LS TRAVEL RETAIL NEW ZEALAND LIMITED	AUCKLAND (NEW ZEALAND)		33.26	50.00
SVRLS@LAREUNION SAS	SAINTE MARIE (FRANCE)	538 210 147	30.70	49.80
SUMO TRAVEL RETAIL PTY LTD	SURRY HILLS (AUSTRALIA)		33.26	50.00

Companies in which the Group exercises significant influence, accounted for under the equity method at 31 December 2024:

ASSOCIATES	REGISTERED OFFICE	REG. NO.	% interest	% control
LAGARDÈRE PUBLISHING				
RANDOLPH GROUP INC.	MONTREAL (CANADA)		32.60	49.00
YEN PRESS LLC	NEW YORK (UNITED STATES)		32.60	49.00
LAGARDÈRE TRAVEL RETAIL				
CDF-LAGARDÈRE COMPANY LTD	HONG KONG (CHINA)		10.17	20.00
DUTYFLY SOLUTIONS (formerly LOGAIR)	ROISSY-EN-FRANCE (FRANCE)	443 014 527	30.82	50.00
DUTYFLY SOLUTIONS ESPANA (formerly AIR ESPANA)	MADRID (SPAIN)		30.82	50.00
DUTYFLY SOLUTIONS ITALIA (formerly AIR ITALIA)	MILAN (ITALY)		30.82	50.00
ETEP OPÉRATIONS SNC	LEVALLOIS-PERRET (FRANCE)	979 864 006	33.26	50.00
EXTIME DUTY FREE PARIS SAS	LEVALLOIS-PERRET (FRANCE)	448 457 978	30.20	49.00
HAINAN HAILA COMMERCIAL MANAGEMENT CO., LTD.	HAIKOU (CHINA)		24.92	49.00
HBF PFC ATL JV, LLC	ATLANTA (UNITED STATES)		33.26	50.00
INMEDIO SP ZOO	WARSAW (POLAND)		32.60	49.00
JD WORLDWIDE-LAGARDÈRE (HK) COMPANY LIMITED	CHEUNG (CHINA)		24.92	49.00
JING GE (HAINAN) BUSINESS MANAGEMENT CO., LTD.	HAIKOU (CHINA)		24.92	49.00
LAGARDÈRE KSA	RIYAD (SAUDI ARABIA)		17.30	26.01
KSA HOLDING	DUBAI (SAUDI ARABIA)		33.93	51.00
EXTIME TRAVEL ESSENTIALS PARIS	LEVALLOIS-PERRET (FRANCE)	533 970 950	33.26	50.00
SDA CROATIA DOO	ZAGREB (CROATIA)		30.20	49.00
SERVY MENA PORTAL LLC	DUBAI (UNITED ARAB EMIRATES)		26.30	51.00
OTHER ACTIVITIES				
LAGARDÈRE MÉDIA NEWS GROUP				
EUROPE RÉGIES OUEST	RENNES (FRANCE)	404 391 542	32.60	49.00
OTHER LAGARDÈRE SPORTS				
SADDLEBROOK	WESLEY CHAPEL (UNITED STATES)		19.96	30.00

Companies controlled but not consolidated at 31 December 2024 as not material:

NON-CONSOLIDATED CONTROLLED COMPANIES	REGISTERED OFFICE	REG. NO.	% interest	% control
LAGARDÈRE PUBLISHING				
DIFUSORA LAROUSSE DE COLOMBIA	BOGOTA (COLOMBIA)		66.53	100.00
EDITORA HATIER	SAO PAULO (BRAZIL)		66.53	100.00
EDITORA SALVAT DO BRASIL LTDA	SAO PAULO (BRAZIL)		66.53	100.00
FRANCE TÉLÉDISTRIBUTIQUE	MAUREPAS (FRANCE)	351 416 23	66.53	100.00
HACHETTE COLLECTIONS INC	NEW YORK (UNITED STATES)	849 689 99	66.53	100.00
HACHETTE LIVRE MAROC	MOHAMMEDIA (MOROCCO)		66.42	99.84
LIBRAIRIE PÉDAGOGIQUE DU CENTRE	MONTMORILLON (FRANCE)	326 980 02	66.53	100.00
LOGISPRO	VANVES (FRANCE)	381 652 04	66.53	100.00
PROLIVER	PARIS (FRANCE)	788 242 50	66.32	100.00
MULTIMÉDIA DIFFUSION SERVICES	MALAKOFF (FRANCE)	388 221 68	66.53	100.00
LAGARDÈRE TRAVEL RETAIL				

LAGARDÈRE TRAVEL RETAIL CHINA (HK) CO., LTD	HONG KONG (CHINA)		50.86	100.00
LAGARDÈRE TRAVEL RETAIL COLOMBIA SAS	CARTAGENA (COLOMBIA)		66.53	100.00
LAGARDÈRE - FLAIRWAY TRAVEL RETAIL LTD.	KIGALI (RWANDA)		33.93	51.00
LAGARDÈRE TRAVEL RETAIL SRL	MOLDAVIE (MOLDOVA)		66.53	100.00
OTHER ACTIVITIES				
LAGARDÈRE EXPRESSION	LEVALLOIS-PERRET (FRANCE)	353 463 23	66.53	100.00
LAGARDÈRE ACAD, INC	NEW YORK (UNITED STATES)		66.53	100.00
LP12	LEVALLOIS-PERRET (FRANCE)	907 992 42	66.53	100.00
LAGARDÈRE MÉDIA NEWS GROUP				
LAGARDÈRE ACTIVE ENTERPRISES (SHANGHAI) CONSULTING LIMITED	SHANGHAI (CHINA)		66.53	100.00
LAGARDÈRE ACTIVE ENTERPRISES AMERICA, INC	WILMINGTON (UNITED)		66.53	100.00
LAGARDÈRE ACTIVE ENTERPRISES (THAILAND) LIMITED	BANGKOK (THAILAND)		66.53	100.00
LAGARDÈRE ACTIVE ENTERPRISES HONG KONG	HONG KONG (CHINA)		66.53	100.00
LAGARDÈRE ACTIVE ENTERPRISES TAIWAN LIMITED	TAIPEI CITY (TAIWAN)		66.53	100.00
LAGARDÈRE ACTIVE ENTERPRISES KOREA LIMITED	SÉOUL (CORÉE DU SUD)		66.53	100.00
RFM EST	VANDEUVRE-LES-NANCY (FRANCE)	402 062 26 9	49.76	74.80
SARL RFM AJACCIO	AJACCIO (FRANCE)	384 012 33	66.53	100.00
INTERACTIVE INVEST. CONSULTING	TAIPEI CITY (TAIWAN)		66.53	100.00

NOTE 37 2023 COMBINED FINANCIAL STATEMENTS

In application of article 28 of European Commission regulation no. 809/2004, the documents listed below are incorporated by reference in this Annual Report:

- ▶ the combined financial statements and corresponding audit reports on pages 167 to 236

of the Information Document published on 7 November 2024.

The non-incorporated parts of the above documents are either irrelevant for investors or covered in another section of this Annual Report.

5.4 PRESENTATION OF THE LOUIS HACHETTE GROUP SA PARENT COMPANY FINANCIAL STATEMENTS

Comments on the Louis Hachette Group SA parent company financial statements at 31 December 2024

Significant events of the period

On 13 December 2024, as part of the partial demerger of Vivendi SE, Louis Hachette Group SA (formerly SIG 116 – Société d'Investissements et de Gestion 116), received all 212,482,153 Prisma Media shares, or 100% of its share capital, and 93,935,006 Lagardère SA shares, or 66.53% of its share capital.

In consideration for these contributions, valued at €2,158,195,930.70, Louis Hachette Group issued new shares worth €198,362,298.80, each with a par value of €0.2, to the shareholders of the contributor, Vivendi SE. The difference between the value of the Lagardère and Prisma Group shares received and the nominal amount of the capital increase represents a contribution premium of €1,959,833,631.90.

On 16 December 2024, the shares of Louis Hachette Group were admitted to trading on Euronext Growth (Paris) as part of the partial demerger of Vivendi.

On 18 November 2024, Louis Hachette Group announced that in 2025, it plans to distribute at least 85% of the dividends received as controlling shareholder of Lagardère SA and sole shareholder of Prisma Media.

5.4.1 INCOME STATEMENT

The condensed income statement is as follows:

(in thousands of euros)	2024	2023
Operating revenues	0	0
Operating loss	(2,491)	(3)
Net financial income	206	207
Earnings before tax and exceptional items	(2,285)	204
Net exceptional income	-	-
Income tax benefit	0	0
Profit for the year	(2,285)	204

In 2024, the Group reported an **operating loss** of €2,491,000.

Operating expenses for the year include fees relating to the listing on Euronext Growth, provisions for outstanding invoices for fees, and costs relating to the partial demerger of Vivendi SE.

Net financial income breaks down as follows:

(in thousands of euros)	2024	2023
Interest income from marketable securities and other	8	-
Net interest income on loans to subsidiaries	223	207
Interest and expenses on borrowings	(25)	0
Finance costs, net	206	207
Dividends received or receivable	0	0
Net reversals of provisions	-	-
Other	-	-
Net financial income	206	207

In 2024, the Company reported **net financial income** of €206 thousand, stable versus 2023.

Year-on-year changes in net financial income are attributable to the following factors:

- ▶ income from collective investment funds (FCP) of €8,000 in 2024;

- ▶ interest received on the cash shareholder loan with Vivendi SE for €223,000, an increase of €16 million compared with 2023.

Exceptional items amounted to nil in 2024.

Louis Hachette Group did not record any **income tax** in respect of 2024 or 2023.

5.4.2 BALANCE SHEET

Assets

(in thousands of euros)	31 Dec. 2024	31 Dec. 2023
Fixed assets	2,158,196	0
Trade receivables and other	43	7,393
Cash and cash equivalents	26,649	0
Total assets	2,184,888	7,393

Liabilities and shareholders' equity

(in thousands of euros)	31 Dec. 2024	31 Dec. 2023
Shareholders' equity	2,163,301	7,389
Provisions for risks and liabilities	-	-
Debt	19,125	0
Short-term bank loans	-	-
Other liabilities	2,462	4
Total equity and liabilities	2,184,888	7,393

Net debt – which corresponds to cash and cash equivalents less borrowings – was as follows at 31 December 2024 and 2023:

(in thousands of euros)	31 Dec. 2024	31 Dec. 2023
Net debt	7,524	0

Net debt increased by €7,524,000 in 2024.

Borrowings and debt are discussed in further detail in notes 6 and 7.

5.4.3 OTHER INFORMATION

Payment terms

In application of the French Commercial Code (*Code de commerce*), all of Louis Hachette Group SA's trade payables at 31 December 2024 are due within 30 days.

The following table sets out the disclosures concerning payment terms for payables and receivables required by article D. 441-4 of the French Commercial Code.

Payment terms	Invoices received but not settled at 31 Dec. 2024 of which due						Invoices issued but not settled at 31 Dec. 2024 of which due					
	0 days	1 to 30 days	31 to 60 days	61 to 90 days	More than 90 days	Total (1 or more days)	0 days	1 to 30 days	31 to 60 days	61 to 90 days	More than 90 days	Total (1 or more days)
(A) Days late												
Number of invoices	-					2	-					-
Total amount of invoices concerned (excl. VAT) (in thousands of euros)	-	12	-	-	-	12	-	-	-	-	-	-
As a % of total purchases for the year (excl. VAT)	0%	1%	0%	0%	0%	1%						
As a % of revenue for the year							0%	0%	0%	0%	0%	0%
(B) Invoices excluded from (A) relating to contested or unrecognised payables and receivables												
Number of invoices excluded				-								-
Total amount of invoices excluded (excl. VAT) (in euros)				€0								€0
(C) Reference payment terms used (contractual or legal – article L. 441-6 or article L. 443-1 of the French Commercial Code)												
Reference payment terms used to calculate late payments						Contractual terms: 30 days						Contractual terms: 0 days

Other disclosures

The aggregate amount of non-deductible costs and expenses referred to in paragraph 4 of article 39 of the French Tax Code (*Code général des impôts*) totalled nil in 2024. The tax charge borne as a result of those costs and expenses amounted to €0. The

costs and expenses referred to in paragraph 5 of article 39 of the French Tax Code are not excessive and are incurred in the interest of the Company.

No overhead costs were added back to taxable profit further to the most recent tax reassessment.

5.5 LOUIS HACHETTE GROUP SA PARENT COMPANY FINANCIAL STATEMENTS AT 31 DECEMBER 2024

Parent company balance sheet

	31 Dec. 2024	31 Dec. 2024	31 Dec. 2024	31 Dec. 2023
	Gross	Depreciation, amortisation and impairment	Net	Net
Assets (in thousands of euros)				
Tangible and intangible assets	-	-	-	-
Long-term investments:				
- Investments in subsidiaries and affiliates	2,158,196	-	2,158,196	-
- Loans and advances to subsidiaries and affiliates	-	-	-	-
- Other investment securities	-	-	-	-
- Loans	-	-	-	-
- Other long-term investments	-	-	-	-
Fixed assets	2,158,196	-	2,158,196	-
Trade receivables	-	-	-	-
Other receivables	43	-	43	7,393
Marketable securities	26,649	-	26,649	-
Cash and cash equivalents	-	-	-	-
Prepaid expenses	-	-	-	-
Current assets	26,692	-	26,692	7,393
Deferred charges	-	-	-	-
Translation adjustment	-	-	-	-
Total assets	2,184,888	-	2,184,888	7,393

Liabilities and shareholders' equity	31 Dec. 2024	31 Dec. 2023
	Amount	Amount
(in thousands of euros)		
Share capital	198,399	37
Share and other premiums	1,959,834	-
Reserves:	-	-
- <i>Legal reserve</i>	4	-
- <i>Reserves</i>	-	-
- <i>Other reserves</i>	-	-
Retained earnings	7,349	7,148
Profit (loss) for the year	(2,285)	204
Interim dividend to be allocated	-	-
Shareholders' equity	2,163,301	7,389
Provisions for risks and liabilities	-	-
Borrowings subject to specific conditions	-	-
Borrowings:	-	-
- <i>Bonds</i>	-	-
- <i>Bank loans</i>	-	-
- <i>Miscellaneous loans and borrowings including loans from subsidiaries and affiliates</i>	19,125	-
Trade payables	2,445	4
Other payables	17	-
Deferred income	-	-
Translation adjustment	-	-
Total equity and liabilities	2,184,888	7,393

Parent company income statement

(in thousands of euros)	2024	2023
Operating revenues	-	-
Operating expenses	(2,491)	(3)
Operating loss	(2,491)	(3)
Financial income	231	207
Financial expenses	(25)	-
Net (additions to) reversals from provisions	-	-
Net financial income	206	207
Earnings before tax and exceptional items	(2,285)	204
Net exceptional income	-	-
Income tax benefit	-	-
Profit (loss) for the year	(2,285)	204

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS AT 31 DECEMBER 2024

(All figures are expressed in thousands of euros unless otherwise specified)

Preliminary information

Louis Hachette Group, formerly SIG 116 SAS, is a joint-stock company with a Board of Directors and the parent company of the Louis Hachette Group, which since 13 December 2024 has comprised Lagardère SA and Prisma Media. Its registered office is located at 4, rue de Presbourg, 75116 Paris and its Siret number is 80894630500022.

Louis Hachette Group is the result of the partial demerger of Vivendi SE and is the holding company for 66.53% of Lagardère SA and 100% of Prisma Group.

Louis Hachette Group shares began trading on Euronext Growth Paris on 16 December 2024.

Accounting principles and valuation methods

1. General information

The Company's financial statements have been prepared in accordance with the accounting methods and principles defined by the general chart of accounts as set out in Regulation 2014-03 issued by the French accounting standard-setter (*Autorité des normes comptables* – ANC) dated 5 June 2014 and supplemented by subsequent regulations. In particular, they have been prepared in accordance with ANC Regulation 2015-05 on forward financial instruments and hedging transactions, effective for accounting periods beginning on or after 1 January 2017. The general accounting policies have been applied in accordance with the principle of prudence and with the basic assumptions of going concern, consistency of accounting methods over reporting periods, and the accrual basis of accounting, in compliance with the general rules for the preparation and presentation of company financial statements. Items in the financial statements are typically measured at historical cost.

2. Long-term investments

Investments in subsidiaries and affiliates are stated at cost. When fair value is lower than the carrying amount, an impairment loss is booked.

At each reporting date, fair value is determined as the higher of value in use and market value. Value in use is generally determined on the basis of discounted future cash flows, but other approaches may be used, such as comparables, share price, and reference to recent similar transactions using a multi-criteria approach based on net book assets or revalued net book assets.

The recoverability of loans and advances to subsidiaries and affiliates is assessed based on the characteristics of the loans and advances and on the growth and profitability outlook for the related

entities. In principle, these loans and advances are only written down after the related investments have been written down in full.

3. Marketable securities

Marketable securities are stated at purchase cost using the first-in-first out (FIFO) method. Impairment losses are booked when the market price or realisable value of the securities at the year-end is lower than their initial acquisition cost.

4. Transactions in foreign currencies

Receivables, payables, loans and borrowings denominated in foreign currency are translated into euros in the balance sheet based on the year-end exchange rates, with an offsetting entry to "Translation adjustment" under either assets or liabilities in the balance sheet. Unrealised exchange gains do not affect the income statement.

All unrealised exchange losses are provided for in full, except:

- ▶ for hedges, where the provision only covers the unhedged portion of the risk;
- ▶ for unrealised gains and losses concerning transactions with similar settlement dates in the same accounting period: in such cases, a provision is only recognised to the extent of the unrealised net loss.

Bank accounts denominated in foreign currency are translated into euros at year-end exchange rates, with an offsetting entry to foreign exchange gains and losses.

5. Forward financial instruments

The Company may use currency and interest rate derivatives to hedge borrowings and/or loans granted to Group companies:

- ▶ The foreign currency component of derivatives hedging receivables, payables, loans and borrowings in foreign currency are translated into euros in the balance sheet in order to present the symmetrical impact of changes in value in “Translation adjustment” under assets or liabilities in the balance sheet.
- ▶ Unrealised gains and losses are considered as part of an overall foreign exchange position, limiting the provision for foreign exchange losses to the extent of the unrealised net loss, provided that the settlement dates of the items included in the position fall in the same accounting period.

NOTES TO THE COMPANY'S BALANCE SHEET AND INCOME STATEMENT

1. FIXED ASSETS

Movements in the gross value of fixed assets can be analysed as follows:

(in thousands of euros)	1 Jan. 2024	Increase	Decrease	31 Dec. 2024
Tangible and intangible assets	-	-	-	-
Long-term investments:				
Investments in subsidiaries and affiliates and other investment securities	-	2,158,196	-	2,158,196
Loans and advances to subsidiaries and affiliates	-	-	-	-
Other long-term investments	-	-	-	-
Total	-	2,158,196	-	2,158,196

Investments in subsidiaries and affiliates and other investment securities amounted to €2,158,196,000 at 31 December 2024 and included the securities contributed by Vivendi SE at the time of its partial demerger on 13 December 2024, i.e.:

▶ 93,935,006 Lagardère SA shares for €1,945,714,000;

212,482,153 Prisma Group shares for €212,482,000.

No provision for impairment was recognised against these investments at 31 December 2024.

2. RECEIVABLES

At 31 December 2024, the maturity of **receivables** was as follows:

(in thousands of euros)	Gross	Due within one year	Due beyond one year
Long-term receivables	-	-	-
Short-term receivables	43	43	-
Total	43	43	-

Short-term receivables include tax receivables amounting to €43,000, consisting mainly of:

▶ the fourth instalment of 2024 income tax for €15,000;

▶ the VAT credit at 31 December 2024 for €28,000.

3. MARKETABLE SECURITIES

(in thousands of euros)	31 Dec. 2024	31 Dec. 2023
Gross amount ^(*)	26,649	-
Accumulated impairment losses	-	-
Carrying amount	26,649	-
Market value	26,676	-
Unrealised gains	27	-

(*) Representing 444 units in the BNP Paribas Cash Invest fund.

4. CHANGES IN SHAREHOLDERS' EQUITY

Changes in shareholders' equity are analysed below:

(in thousands of euros)	Share capital	Reserves	Retained earnings	Profit for the year	Interim dividend to be allocated	Total
Shareholders' equity at 31 December 2023	37	-	7,148	204	-	7,389
Capital reduction	-	-	-	-	-	-
Capital increase	198,362	1,959,834	-	-	-	2,158,196
Allocation of 2023 profit	-	4	201	(204)	-	-
Dividends paid	-	-	-	-	-	-
Profit (loss) for the year	-	-	-	(2,285)	-	(2,285)
Shareholders' equity at 31 December 2024	198,399	1,959,838	7,349	(2,285)	-	2,163,301

At 31 December 2023, the share capital of Louis Hachette Group SA (formerly SIG 116) amounted to €37,000.00, represented by 37,000 shares with a par value of €1.00 each, all ranking *pari passu* and fully paid up.

On 8 October 2024, the par value of the Company's shares was divided by five to reduce it from €1 to €0.20 per share, and the number of existing shares in the Company was multiplied by five, such that the total share capital remained unchanged as a result of the transaction and the number of shares comprising the share capital was increased from 37,000 shares (each with a par value of €1) to 185,000 shares (each with a par value of €0.20).

On 13 December 2024, as part of the partial demerger of Vivendi SE, Louis Hachette Group SA received all 212,482,153 Prisma Media shares, representing 100% of its share capital, and 93,935,006 Lagardère SA shares, representing 66.53% of its share capital. In consideration for these contributions, valued at €2,158,195,930.70, Louis Hachette Group issued **new shares worth €198,362,298.80, each with a par value of €0.2**, to the shareholders of the contributor, Vivendi SE. The difference between the value of the Lagardère and Prisma Group shares received and the nominal amount of the capital increase represents a contribution premium of €1,959,833,631.90.

At 31 December 2024, the share capital of Louis Hachette Group SA amounted to €198,399,298.80, represented by 991,996,494 shares with a par value of €0.20 each, all ranking *pari passu* and fully paid up.

5. TREASURY SHARES

No treasury shares were held at 31 December 2024.

6. BONDS

None.

7. MATURITIES OF LIABILITIES

(in thousands of euros)	31 Dec. 2024	Due within one year	Due between one and five years	Due beyond five years
Bonds	-	-	-	-
Negotiable securities	-	-	-	-
Other borrowings	19,125	-	-	19,125
Trade and other payables	2,462	2,462	-	-
Total	21,587	2,462	-	19,125

Other borrowings amounting to €19,125,000 comprise a euro-denominated current account with Prisma Media. **Trade and other payables** amounting

to €2,462,000 mainly comprise outstanding invoices at 31 December 2024.

8. PROVISIONS AND IMPAIRMENT

None.

9. TRANSACTIONS WITH SUBSIDIARIES AND AFFILIATES (NET VALUES) – BALANCE SHEET

Assets		Liabilities	
Long-term investments	2,158,196	Debt	19,125
Short-term receivables	-	Trade and other payables	1,200
Other	-	Other	-

Long-term investments mainly include shares in Lagardère SA and Prisma Group.

Debt comprises the current account with Prisma Media.

10. TRANSACTIONS WITH SUBSIDIARIES AND AFFILIATES – INCOME STATEMENT

Expense		Revenues	
Operating ^(*)	1,000	Operating ^(**)	-
Financial	25	Financial ^(***)	224
Exceptional	-	Exceptional	-

(*) Operating expense with a Lagardère group company.

(**) No operating income with a related company.

(***) Including €25,000 interest expense on the VSE shareholder loan and €224,000 interest income on the Prisma Media shareholder loan.

11. ACCRUED INCOME AND EXPENSES

Accrued income included in the following balance sheet items:		Accrued expenses included in the following balance sheet items:	
Long-term investments	-	Debt	25
Short-term receivables	-	Trade and other payables	-
Cash and cash equivalents	-		-
Total	-	Total	25

12. NET FINANCIAL INCOME

	2024	2023
Financial income	231	207
Financial income from investments in subsidiaries and affiliates	223	207
Income from other investment securities and long-term receivables	3	-
Other interest and similar income	-	-
Net income from marketable securities	5	-
Reversals of provisions and expense transfers	-	-
Foreign exchange gains	-	-
Financial expenses	(25)	-
Interest and similar expenses	(25)	-
Additions to provisions	-	-
Foreign exchange losses	-	-
Net financial income	206	207

13. INCOME TAX EXPENSE

At 31 December 2024, Louis Hachette Group reported a tax loss of €2,285,000. No income tax expense has been recognised.

At 31 December 2023, the Company belonged to the tax consolidation group headed by Vivendi SE.

Following the partial demerger of Vivendi SE, Louis Hachette Group no longer belongs to the Vivendi SE tax consolidation group.

14. OFF-BALANCE SHEET COMMITMENTS

At 31 December 2024, there were no off-balance sheet commitments.

15. AVERAGE WORKFORCE

Louis Hachette Group had no employees at 31 December 2024.

16. EVENTS AFTER THE REPORTING PERIOD

Implementation of a liquidity agreement

On 16 January 2025, Louis Hachette Group entered into a liquidity agreement in order to promote liquidity and make a market for its shares on Euronext Growth Paris. The liquidity agreement with Kepler Cheuvreux became effective on 20 January 2025.

New €75 million bank credit facility

On 24 January 2025, Louis Hachette Group took out a €75 million undrawn credit facility with a bank, due 24 January 2028. Under this facility agreement, the Group must comply with a covenant at 31 December each year.

Subsidiaries and affiliates at 31 December 2024

	Share capital	Reserves (excl. retained earnings)	Share of capital held (%)	
(in thousands of euros)				
Information on investments with a book value in excess of 1% of Louis Hachette Group SA's share capital or over which it exercises significant influence				
A. – Subsidiaries (Louis Hachette Group SA's holding: at least 50%)				
LAGARDÈRE SA (4 rue de Presbourg – 75116 Paris)	861,289	1,637,735	66.53	
PRISMA GROUP (59 bis, avenue Hoche – 75008 Paris)	212,482	(14,228)	100.00	
B. – Investments in subsidiaries and affiliates (Louis Hachette Group SA's holding: 10% to 50%)				
C. – Other significant investments (Louis Hachette Group SA's holding: less than 10%)				
Information concerning other subsidiaries and affiliates				
A. – Subsidiaries not included in paragraph A above				
- Other subsidiaries				
B. – Affiliates not included in paragraph B above				
- Other subsidiaries				
C. – Investments not included in paragraph C above				
- Other subsidiaries				

	Carrying amount of shares held		Outstanding loans and advances granted by the Company	Guarantees given by the Company	Revenue and other operating revenue for the last fiscal year	Profit (loss) for the last fiscal year	Dividends received by the Company during the fiscal year
	Gross	Net					
	1,945,714	1,945,714			42,212	(14,371)	0
	212,482	212,482			0	(6,694)	0

5.5.1 OTHER DISCLOSURES: LOUIS HACHETTE GROUP SA – FIVE-YEAR FINANCIAL SUMMARY

(articles R. 225-83 and R. 225-102 of the French Commercial Code)

Type of indications	2020	2021	2022	2023	2024
I Share capital at 31 December (in euros)					
a) Share capital	37,000	37,000	37,000	37,000	198,399,299
b) Number of ordinary shares outstanding	37,000	37,000	37,000	37,000	991,996,494
c) Maximum number of shares to be issued upon exercise of share subscription options	-	-	-	-	-
II Results of operations (in thousands of euros)					
a) Revenue	0	0	0	0	0
b) Earnings (loss) before tax, depreciation, amortisation and provisions	3,475	3,833	2,708	204	(2,285)
c) Income tax	(1,131)	(2,547)	(6,959)	0	0
d) Earnings after tax, depreciation, amortisation and provisions	6,759	17,244	44,135	204	(2,285)
e) Dividends paid	0	0	0	0	59,520^(*)
III Earnings per share (in euros)					
a) Earnings (loss) per share after tax, but before depreciation, amortisation and provisions	63.35	34.76	(114.89)	5.51	0.00
b) Earnings per share after tax, depreciation, amortisation and provisions	182.68	466.05	1,192.84	5.51	0.00
c) Dividend per share	0.00	0.00	0.00	0.00	0.06^(*)
IV Personnel (in euros, excluding headcount)					
a) Average headcount	-	-	-	-	-
b) Total wages and salaries	-	-	-	-	7,258^(**)
c) Total employee benefit expense	-	-	-	-	2,886

(*) The Annual General Meeting on 29 April 2025 will be asked to approve a dividend of €0.06 per share.

(**) The Chairman and Chief Executive Officer of Louis Hachette Group received remuneration in respect of his corporate office for the period from 14 December to 31 December 2024.

5.6 STATUTORY AUDITORS' REPORT ON THE COMPANY'S FINANCIAL STATEMENTS

To the General Meeting of Louis Hachette Group,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Louis Hachette Group for the year ended 31 December 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors, for the period from 1 January 2024 to the date of our report.

Justification of assessments

In accordance with the requirements of articles L. 821-53 and R.821-180 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the following matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Investments with a carrying amount of €2,158 million at 31 December 2024, are initially valued at cost and, where applicable, are written down to fair value, as described in note 2 to the financial statements. Our work consisted in assessing the data and assumptions on which these estimates are based, in particular the cash flow forecasts prepared by the Company's operating divisions, and reviewing the calculations made by the Company.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by the laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in article D. 441-6 of the French Commercial Code.

Corporate governance report

We attest that the Board of Directors' report on corporate governance sets out the information required by article L. 225-37-4 of the French Commercial Code.

Other information

In accordance with French law, we have verified that the required information concerning the purchases of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in

accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the Company is expected to be wound up or to cease operations.

The financial statements were approved by the Board of Directors.

Statutory Auditors' responsibilities for the audit of the financial statements

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in article L. 821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgement throughout the audit, and furthermore:

- ▶ identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud

may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- ▶ obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- ▶ evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- ▶ assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- ▶ evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

French language original signed at Neuilly-sur-Seine and Paris-La Défense, 19 March 2025

The Statutory Auditors

Grant Thornton
French member of Grant
Thornton International

Jean François Baloteaud

Deloitte & Associés
Ariane Bucaille

5.7 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the General Meeting of Louis Hachette Group,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Louis Hachette Group for the year ended 31 December 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors, for the period from 1 January 2024 to the date of our report.

Justification of assessments

In accordance with the requirements of articles L. 821-53 and R.821-180 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the following matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Goodwill with a carrying amount of €1,208 million at 31 December 2024, was tested for impairment as described in notes 3.12 and 10 to the consolidated financial statements. We examined the methods used to perform these tests, as well as the underlying cash flow forecasts and assumptions used, and we verified that note 10 to the consolidated financial statements provides appropriate disclosures.

The recognition of revenue by Lagardère Publishing is subject to management estimates, mainly concerning returns representing distributors' rights to return unsold copies to the division, which amounted to €248 million as at 31 December 2024. The related accounting principles are described in Notes 3.1 and 29 to the consolidated financial statements. Our work consisted in assessing the underlying data and assumptions for these estimates, including assessing the reasonableness of the assumptions used to calculate the basis for returns, such as the period during which returns are observed following sales.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information on the Group in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and consistency with the consolidated financial statements.

We attest that the information on the Group in the management report of the Board of Directors includes the consolidated non-financial statement required under article L. 225-102-1 of the French Commercial Code. However, in accordance with article L. 823-10 of the French Commercial Code, we have not verified the fair presentation and consistency with the consolidated financial statements of the information given in that statement, which will be the subject of a report by a Statutory Auditor registered in the list referred to in paragraph II of article L. 821-13 of the French Commercial Code.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the Company is expected to be wound up or to cease operations.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise

from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in article L. 821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgement throughout the audit, and furthermore:

- ▶ identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures in response to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for the audit opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ▶ obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- ▶ evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- ▶ assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;

- ▶ evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion

expressed on these consolidated financial statements.

French language original signed at Neuilly-sur-Seine and Paris-La Défense, 19 March 2025

The Statutory Auditors

Grant Thornton
*French member of Grant
Thornton International*

Jean François Baloteaud

Deloitte & Associés

Ariane Bucaille

5.8 STATUTORY AUDITORS' SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

To the General Meeting of Louis Hachette Group,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on related-party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements disclosed to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with article R. 225-31 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R. 225-31 of the French Commercial Code in relation to the implementation during the year of agreements and commitments already approved by the General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) related to this type of engagement.

AGREEMENTS SUBMITTED FOR APPROVAL TO THE GENERAL MEETING

Agreements authorised during the year ended 31 December 2024

We hereby inform you that we have not been notified of any agreements authorised during the year ended 31 December 2024 to be submitted to the General Meeting for approval in accordance with article L. 225-38 of the French Commercial Code (*Code de commerce*).

AGREEMENTS PREVIOUSLY APPROVED BY THE GENERAL MEETING

Agreements approved in previous years that remained in force during the year

We hereby inform you that we have not been notified of any agreements already approved by the General Meeting that remained in force during the year.

French language original signed at Neuilly-sur-Seine and Paris-La Défense, 19 March 2025

The Statutory Auditors

Grant Thornton
French member of Grant
Thornton International

Deloitte & Associés
Ariane Bucaille

Jean François Baloteaud

6 ADDITIONAL INFORMATION

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6.1 GENERAL INFORMATION ABOUT THE ISSUER

6.1.1 COMPANY NAME AND COMMERCIAL NAME

Company name and commercial name: Louis Hachette Group

6.1.2 REGISTERED OFFICE, ADDRESS, TELEPHONE, WEBSITE

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

Postal address: 4 rue de Presbourg, 75116 Paris, France

Telephone: +33 (0)1 40 69 16 00

Website: www.louishachettegroup.com

6.1.1 LEGAL FORM AND GOVERNING LAW

Lagardère is a joint-stock company (*société anonyme*) governed by French law.

6.1.2 PLACE OF REGISTRATION AND REGISTRATION NUMBER

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

Legal Entity Identifier: 969500CV8XQ2XKU2DO25.

6.1.3 DATE OF INCORPORATION AND TERM OF THE COMPANY

Louis Hachette Group was incorporated on 14 January 2015.

Its term will expire on 14 January 2114.

6.2 PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE ANNUAL REPORT

Jean-Christophe Thiery, Chairman and Chief Executive Officer

6.3 STATEMENT BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I further declare that to the best of my knowledge, the financial statements have been prepared in compliance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of operations of the Company and all the entities included in the consolidation, and that the accompanying management report (see the cross-reference table in section 7.2 for the list of components) provides a fair view of the business, results of operations and financial position of the Company and all the entities included in the consolidation, together with a description of the main risks and uncertainties to which they are exposed.

Paris, 19 March 2025

Jean-Christophe Thiery

Chairman and Chief Executive Officer

6.4 DETAILS OF THE STATUTORY AUDITORS

	First appointed	End of current term of office
Statutory		
Grant Thornton represented by Jean-François Baloteaud 29, rue du Pont – 92200 Neuilly-sur-Seine Member of the Versailles and Centre Regional Institute	30 May 2024	2027
Deloitte & Associés represented by Ariane Bucaille 6 place de la Pyramide – 92898 Paris-La Défense Cedex Member of the Versailles and Centre Regional Institute	22 July 2024	2030

7 CROSS-REFERENCE TABLES

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7.1 CROSS-REFERENCE TABLE WITH THE ANNUAL REPORT

The Annual Report prepared in accordance with article L. 451-1-2 of the French Monetary and Financial Code (*Code monétaire et financier*) and article 222-3 of the General Regulations of the French financial markets authority (*Autorité des marchés financiers* — AMF) comprises the information, documents and reports listed below.

Parent company financial statements for 2024	Sections 5.4 and 5.5	261
Consolidated financial statements for 2024	Sections 5.2 and 5.3	175
Management report	See management report cross-reference table below	
Corporate governance report	See cross-reference table hereafter.	
Statement by the persons responsible for the Annual Report	Section 6.3	286
Statutory Auditors' report on the Company's financial statements	Section 5.6	278
Statutory Auditors' report on the consolidated financial statements	Section 5.7	280
▶ Fees paid to the Statutory Auditors	Section 5.2 (see note 35 to the consolidated financial statements)	252

7.2 CROSS-REFERENCE TABLE WITH THE MANAGEMENT REPORT

	Mandatory disclosures	Applicable laws and standards	Section
1	COMPANY'S FINANCIAL POSITION AND CHANGE IN BUSINESSES		
1.1	Position of the Company over the year and objective and comprehensive analysis of the changes in business, results and financial position of the Company and the Group, in particular its debt situation, in relation to the volume and complexity of its business	Articles L. 225-100-1, I, 1°, L. 232-1, II, L. 233-6 and L. 233-26 of the French Commercial Code	1.3/1.5/5.2
1.2	Key financial performance indicators	Article L. 225-100-1, I, 2° of the French Commercial Code	5.2
1.3	Key non-financial performance indicators relating to the Company's and the Group's specific operations, including information on environmental and personnel issues	Article L. 225-100-1, I, 2° of the French Commercial Code	2.2.3/2.3
1.4	Material events arising between the end of the reporting period and the date of the management report	Articles L. 232-1, II and L. 233-26 of the French Commercial Code	1.6.1
1.5	Names of the major shareholders and holders of voting rights at General Meetings, and changes during the year	Article L. 233-13 of the French Commercial Code	3.5.8
1.6	Existing branches	Article L. 232-1, II of the French Commercial Code	-
1.7	Significant shareholdings acquired in companies with their registered office in France	Article L. 233-6, paragraph 1 of the French Commercial Code	1.1/1.5.1/5.4
1.8	Transfers of cross-holdings	Articles L. 233-29, L. 233-30 and R. 233-19 of the French Commercial Code	-
1.9	Projected development of the Company's and the Group's situation and future prospects	Articles L. 232-1, II and L. 233-26 of the French Commercial Code	1.7
1.10	Research and development activities	Articles L. 232-1, II and L. 233-26 of the French Commercial Code	1.3
1.11	Table of the Company's financial results over each of the last five years	Article R. 225-102 of the French Commercial Code	5.5.1
1.12	Information on payment deadlines for suppliers and clients	Article D. 441-4 of the French Commercial Code	5.4.3

1.13	Amount of inter-company loans granted and the Statutory Auditor's statement	Articles L. 511-6 and R. 511-2-1-3 of the French Monetary and Financial Code	-
1.14	Information on essential intangible resources	Article L. 232-1, II 7° of the French Commercial Code	1.3/2.1/2.3.1
2	INTERNAL CONTROL AND RISK MANAGEMENT		
2.1	Description of the main risks and contingencies to which the Company is exposed	Article L. 225-100-1, I, 3° of the French Commercial Code	4.1
2.2	Information on the objectives and policy regarding the hedging of each major category of transactions and the exposure to price, credit, liquidity and cash risks, including the use of financial instruments	Article L. 232-1, II, 6 of the French Commercial Code	See note 26 to the consolidated financial statements
2.3	Anti-corruption measures	French Act no. 2016-1691 of 9 December 2016 ("Sapin II")	2.3.3.1
3	CORPORATE GOVERNANCE REPORT		
	Information on governance		
3.1	List of positions held and duties performed by each corporate officer in all companies during the reporting period	Article L. 225-37-4, 1° of the French Commercial Code	3.2.1.1 B
3.2	Agreements entered into between a corporate officer or a significant shareholder and a subsidiary	Article L. 225-37-4, 2° of the French Commercial Code	3.4
3.2	Summary table showing delegations granted by the General Meeting to increase the share capital currently in force	Article L. 225-37-4, 3° of the French Commercial Code	3.5.4
3.2	General management procedures	Article L. 225-37-4, 4° of the French Commercial Code	3.1.1/3.2.2
4	OWNERSHIP STRUCTURE AND SHARE CAPITAL		
4.1	Ownership structure, changes in the Company's share capital and threshold crossings	Article L. 233-13 of the French Commercial Code	3.5.1/3.5.8.1/3.5.8.2
4.2	Purchase and sale of treasury shares	Article L. 225-211 of the French Commercial Code	3.5.2
4.3	Employee share ownership at the period end (proportion of share capital represented)	Article L. 225-102, paragraph 1 of the French Commercial Code	3.5.8.1

4.4	Any adjustments made to securities giving rights to share capital in the event of share buybacks or financial transactions	Articles R. 228-90 and R. 228-91 of the French Commercial Code	-
4.5	Information on transactions by executive corporate officers and related persons in the Company's shares	Article L. 621-18-2 of the French Monetary and Financial Code	3.3.5
4.6	Dividends paid during the last three financial years	Article 243 <i>bis</i> of the French Tax Code	5.1.2/3.5.6.2
5 NON-FINANCIAL STATEMENT			
5.1	Business model	Articles L. 225-102-1 and R. 225-105, I. of the French Commercial Code	1.3/2.1
5.2	Description of the main risks related to the business activity of the Company or the Group including, when relevant and proportional, the risks created by business relationships, the products or services	Articles L. 225-102-1 and R. 225-105, I. 1° of the French Commercial Code	2.2/4.1
5.3	Information on the manner in which the Company or the Group takes into account the social and environmental consequences of its business activity and the effects of this business activity in relation to respect for human rights and the fight against corruption (description of the policies implemented and reasonable diligence procedures implemented to prevent, identify and mitigate the main risks related to the business activity of the Company or the Group)	Articles L. 225-102-1, III, R. 225-104 and R. 225-105, I. 2° of the French Commercial Code	2.3/2.3.1 2.3.2/2.3.3 2.3.4
5.4	Results of the policies implemented by the Company or the Group, including key performance indicators	Articles L. 225-102-1 and R. 225-105, I. 3° of the French Commercial Code	2.3/2.4
5.5	Labour information (employment, work organisation, health and security, social relations, training, equal treatment)	Articles L. 225-102-1 and R. 225-105, II. A. 1° of the French Commercial Code	2.3.1
5.6	Environmental information (general policy on environmental, pollution, circular economy, climate change matters)	Articles L. 225-102-1 and R. 225-105, II. A. 2° of the French Commercial Code	2.3.4
5.7	Societal information (societal commitments in support of sustainable development, subcontracting and suppliers, fair practices)	Articles L. 225-102-1 and R. 225-105, II. A. 3° of the French Commercial Code	2.3.2/2.3.3

5.8	Information related to measures to prevent corruption	Articles L. 225-102-1 and R. 225-105, II. B. 1° of the French Commercial Code	2.3.3.1
5.9	Information related to measures to promote human rights	Articles L. 225-102-1 and R. 225-105, II. B. 2° of the French Commercial Code	2.3.1/2.3.3
5.10	Specific disclosures: - the Company's technological accident risk prevention policy; - the Company's ability to cover its civil liability in terms of property and people due to classified facilities; and - resources provided to oversee the processing of victim compensation in the event of a technological accident for which the Company may be held liable.	Article L. 225-102-2 of the French Commercial Code	-
5.11	Collective agreements signed by the Company and their impact on its economic performance, as well as employee health, safety and working conditions	Articles L. 225-102-1, III and R. 225-105 of the French Commercial Code	2.3.1
5.12	Certificate issued by the independent third party on the information presented in the non-financial statement	Articles L. 225-102-1, III and R. 225-105-2 of the French Commercial Code	2.6
6 OTHER INFORMATION			
6.1	Additional tax information	Articles 223 <i>quater</i> and 223 <i>quinquies</i> of the French Tax Code	5.4.3
6.2	Injunctions or penalties for anti-competitive practices	Article L. 464-2 of the French Commercial Code	5.3 (see note 31 to the consolidated financial statements)

7.3 CROSS-REFERENCE TABLE WITH THE NON-FINANCIAL STATEMENT

Content of the Non-financial statement (article L. 225-102-1 of the French Commercial Code)	Section
Business model	1.3 and 2.1
Analysis of main risks	2.2 and 4.1
Social impacts	2.3.1 and 2.3.2
Environmental impacts	2.3.4
Respect for human rights	2.3.1 and 2.3.3
Anti-corruption and tax-evasion initiatives	2.3.3.1 and 2.3.3.4
Impact on greenhouse gas emissions due to Company activity and to the use of the goods and services it produces	2.3.4
Measures in support of sustainable development	2.3.4
Measures in support of the circular economy	2.3.4.2
Measures to fight food wastage	2.3.4.2
Collective agreements signed by the Company and their impact on its economic performance, as well as employee health, safety and working conditions	2.3.1
Action taken to fight against discrimination and to promote diversity, and measures in support of people with disabilities	2.3.1.3
Other compulsory disclosures (agricultural and food legislation)	Section
Fight against food poverty, respect for animal welfare, and responsible, equitable and sustainable food	2.3.3.3

LOUIS HACHETTE GROUP



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