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Combined General Shareholders' Meeting December 9, 2024

Agenda and Draft Resolutions

Agenda

EXTRAORDINARY MEETING

1. Approval of the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*) by Vivendi SE to Canal+ SA, in accordance with Article L. 236-27, paragraph 2 of the French *Code de commerce*, and of the terms and conditions of the Draft Canal+ Partial Demerger Terms.
2. Approval of the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*) by Vivendi SE to Louis Hachette Group SA, in accordance with Article L. 236-27, paragraph 2 of the French *Code de commerce*, and of the terms and conditions of the Draft Louis Hachette Group Partial Demerger Terms.

ORDINARY MEETING

3. Exceptional distribution in kind of the shares of Havas N.V. to the shareholders of Vivendi SE.
4. Powers to carry out formalities.

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RESOLUTIONS WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

First resolution - Approval of the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*) by Vivendi SE to Canal+ SA, in accordance with Article L. 236-27, paragraph 2 of the French Code de commerce, and of the terms and conditions of the Draft Canal+ Partial Demerger Terms.

The General Shareholders' Meeting, voting in accordance with the conditions of quorum and majority required for extraordinary general meetings, and in particular with the provisions of Article L. 236-27, paragraph 2 of the French Code de commerce, having reviewed:

- the report of the Management Board and the Supervisory Board on the resolutions submitted to this General Shareholders' Meeting;
- the report of the Management Board on the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), which is the subject of this resolution;
- the reports drawn up by Messrs. Nussenbaum and Kling, appointed as demerger auditors by order (*ordonnance*) of the President of the Paris Commercial Court (*Président du Tribunal de commerce de Paris*) on July 10, 2024 (the "**Canal+ Demerger Auditors**"), dated October 28, 2024;
- the draft partial demerger terms established by a private deed between Vivendi SE and Canal+ SA, a French joint-stock company (*société anonyme*), with a management board (*directoire*) and a supervisory board (*conseil de surveillance*), having its registered office at 50, rue Camille Desmoulins, 92863 Issy Les Moulineaux Cedex 9, France, registered with the Nanterre Trade and Companies Register (*Registre du commerce et des sociétés*) under number 835 150 434 ("**Canal+**"), dated October 28, 2024 (the "**Draft Canal+ Partial Demerger Terms**"); and
- the prospectus prepared by Canal+, approved by the Financial Conduct Authority of the United Kingdom (FCA) for the admission of the shares of Canal+ to trading on the London Stock Exchange, and published on the Canal+ website (www.canalplusgroup.com),

takes formal note of:

- the amount of Vivendi SE's equity (*capitaux propres*) as shown in the annual financial statements as of December 31, 2023, approved by Vivendi SE's General Shareholders' Meeting of April 29, 2024, and after the allocation of the 2023 result (4th resolution of such General Shareholders' Meeting) (the "**Reference Equity**"), namely:

Share capital	€5,664,549,687.50
Additional paid-in capital	€5,678,465,377.97
Reserves:	€4,797,173,618.75
<i>of which Legal reserve</i>	€566,454,968.75
<i>of which Other reserves</i>	€4,230,718,650.00
Retained earnings	€0.00
Earnings/(Loss) for the year	N/A

- the amount of Vivendi SE's equity (*capitaux propres*) as shown in the interim financial statements as of September 30, 2024, approved by the Management Board, reviewed by the Supervisory Board, and subjected to a limited review by the statutory auditors, namely:

Share capital	€5,664,549,687.50
Additional paid-in capital	€5,678,465,377.97
Reserves:	€4,797,173,618.75
<i>of which Legal reserve</i>	€566,454,968.75
<i>of which Other reserves</i>	€4,230,718,650.00
Retained earnings	€0.00
Earnings/(Loss) as of September 30, 2024	€360,595,992.90

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resolves, subject to the condition precedent of the adoption of the second and third resolutions submitted to this General Shareholders' Meeting:

- to approve all the terms and conditions of the Draft Canal+ Partial Demerger Terms;
- to proceed, under the terms and conditions described below, with a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), in accordance with Article L. 236-27, paragraph 2 of the French *Code de commerce*, consisting of (i) the contribution by Vivendi SE to Canal+ of all the shares held by Vivendi SE in the share capital of Groupe Canal+, a French joint-stock company (*société anonyme*) with a management board (*directoire*) and a supervisory board (*conseil de surveillance*), having its registered office at 50 rue Camille Desmoulins, 92863, Issy-Les-Moulineaux Cedex 9, France, registered with the Nanterre Trade and Companies Register (*Registre du commerce et des sociétés*) under number 420 624 777 ("**Groupe Canal+**"), representing the entirety of its share capital, and (ii) the direct allocation to the shareholders of Vivendi SE of the shares issued by Canal+ in consideration for such contribution (the "**Canal+ Shares**"), on the basis of one (1) Canal+ Share for one (1) share of Vivendi SE giving entitlement to allotment, under the terms and conditions of the Draft Canal+ Partial Demerger Terms (the "**Canal+ Partial Demerger**");
- that the number of Canal+ Shares allocated by Canal+ to the shareholders of Vivendi SE as part of the Canal+ Partial Demerger will be nine hundred ninety-one million, eight hundred eleven thousand, four hundred ninety-four (991,811,494) Canal+ Shares, with a nominal value of €0.25 each, corresponding to the total number of shares of Vivendi SE giving entitlement to allotment;
- that the beneficiaries of the allocation of Canal+ Shares as part of the Canal+ Partial Demerger will be the shareholders of Vivendi SE (with the exception of Vivendi SE itself) whose shares will have been registered in an account on the record date for entitlement, currently scheduled for December 17, 2024 (i.e., after taking into account orders executed during the trading day of December 13, 2024);
- that the contribution value of the shares of Groupe Canal+ contributed by Vivendi SE to Canal+ as part of the Canal+ Partial Demerger has been set, in accordance with the terms and conditions of the Draft Canal+ Partial Demerger Terms, at a total amount of six billion, eight hundred fifty-one million, one hundred thirty-three thousand, four hundred six euros and fifty-five cents (€6,851,133,406.55), which has been verified by the Canal+ Demerger Auditors in their reports;
- that this amount will, in accordance with the Draft Canal+ Partial Demerger Terms and the provisions of Article R. 236-19, II, paragraph 2 of the French *Code de commerce*, be charged to the Reference Equity as follows, without prejudice to any other allocation that may result from the implementation of the other resolutions adopted by this General Shareholders' Meeting:
 - o charge to the "Share capital" (*Capital Social*) account: €3,900,000,000.00;
 - o charge to the "Additional paid-in capital" (*Primes d'émission, de fusion et d'apport*) account: €623,712,915.01;
 - o charge to the "Other reserves" (*Autres réserves*) account: €2,327,420,491.54;

The General Shareholders' Meeting takes note that:

- the shares of Vivendi SE held by Vivendi SE itself, totaling thirty-eight million, one hundred six thousand, six hundred and thirty-one (38,106,631) shares, will not give entitlement to the allotment of Canal+ Shares as part of the Canal+ Partial Demerger, in accordance with Article L. 236-3, II, paragraph 2 of the French *Code de commerce*; and
- if ownership of Vivendi SE shares is divided between the usufruct holder (*usufruitier*) and the bare owner (*nu-proprétaire*), subject to the law applicable to the division of shares (*démembrement*) and unless otherwise agreed between the bare owner and the usufruct holder, the beneficiaries entitled to the allocation of Canal+ Shares as part of the Canal+ Partial Demerger will be the bare owners.

The General Shareholders' Meeting grants full powers to the Management Board, with the ability to sub-delegate under the conditions provided by law, to implement all measures, make all declarations, and carry out all formalities necessary to give effect to the above decisions, to obtain the admission of the Canal+ Shares to trading on the London Stock Exchange, to sign any and all documents with a view to completing the Canal+ Partial Demerger under the conditions decided upon at this General Meeting and in accordance with the provisions of the Canal+ prospectus, to record its completion, to make the correlative changes to the company's bylaws, and, more generally, to do whatever is necessary to give effect to these resolutions.

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Second resolution – Approval of the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*) by Vivendi SE to Louis Hachette Group SA, in accordance with Article L. 236-27, paragraph 2 of the French *Code de commerce*, and of the terms and conditions of the Draft Louis Hachette Group Partial Demerger Terms.

The General Shareholders' Meeting, voting in accordance with the conditions of quorum and majority required for extraordinary general meetings, and in particular with the provisions of Article L. 236-27, paragraph 2 of the French *Code de commerce*, having reviewed:

- the report of the Management Board and the Supervisory Board on the resolutions submitted to this General Shareholders' Meeting;
- the report of the Management Board on the partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), which is the subject of this resolution;
- the reports drawn up by Messrs. Nussenbaum and Kling, appointed as demerger auditors by order (*ordonnance*) of the President of the Paris Commercial Court (*Tribunal de commerce de Paris*) on July 10, 2024 (the "**Louis Hachette Group Demerger Auditors**"), dated October 28, 2024;
- the draft partial demerger terms established by a private deed between Vivendi SE and Louis Hachette Group SA, a French limited liability company (*société anonyme*) with a board of directors (*conseil d'administration*), having its registered office at 4, rue de Presbourg, 75116 Paris, France, registered with the Paris Trade and Companies Register (*Registre du commerce et des sociétés*) under number 808 946 305 ("**Louis Hachette Group**"), dated October 28, 2024 (the "**Draft Louis Hachette Group Partial Demerger Terms**"); and
- the information document prepared by Louis Hachette Group, reviewed by Euronext for the admission of the shares of Louis Hachette Group to trading on the Euronext Growth multilateral trading system ("**Euronext Growth**"), and published on Louis Hachette Group's website (www.louishachettegroup.com),

takes formal note of:

- the amount of Vivendi SE's equity (*capitaux propres*) as shown in the annual financial statements as of December 31, 2023, approved by Vivendi SE's General Shareholders' Meeting of April 29, 2024, and after the allocation of the 2023 result (4th resolution of such General Shareholders' Meeting) (the "**Reference Equity**"), namely:

Share capital	€5,664,549,687.50
Additional paid-in capital	€5,678,465,377.97
Reserves:	€4,797,173,618.75
<i>of which Legal reserve</i>	€566,454,968.75
<i>of which Other reserves</i>	€ 4,230,718,650.00
Retained earnings	€0.00
Earnings/(Loss) for the year	N/A

- the amount of Vivendi SE's equity (*capitaux propres*) as shown in the interim financial statements as of September 30, 2024, approved by the Management Board, reviewed by the Supervisory Board, and subjected to a limited review by the statutory auditors, namely:

Share capital	€5,664,549,687.50
Additional paid-in capital	€5,678,465,377.97
Reserves:	€4,797,173,618.75
<i>of which Legal reserve</i>	€566,454,968.75
<i>of which Other reserves</i>	€4,230,718,650.00
Retained earnings	€0.00
Earnings/(Loss) as of September 30, 2024	€360,595,992.90

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resolves, subject to the condition precedent of the adoption of the first and third resolutions submitted to this General Shareholders' Meeting:

- to approve all the terms and conditions of the Draft Louis Hachette Group Partial Demerger Terms;
- to proceed, under the terms and conditions described below, with a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d'actifs soumis au régime des scissions*), in accordance with Article L. 236-27, paragraph 2 of the French *Code de commerce*, consisting of (i) the contribution by Vivendi SE to Louis Hachette Group of (a) all the shares held by Vivendi SE in the share capital of Prisma Group SAS, a French simplified joint-stock company (*société par actions simplifiée*), with its registered office at 59 bis avenue Hoche, 75008 Paris, France, registered with the Paris Trade and Companies Register (*Registre du commerce et des sociétés*) under number 829 674 381 ("**Prisma Group**"), representing the entirety of its share capital, and (b) ninety-three million, nine hundred thirty-five thousand, six (93,935,006) ordinary shares held as of September 30, 2024 by Vivendi SE in the share capital of Lagardère SA, a French limited liability company (*société anonyme*), having its registered office at 4 rue de Presbourg, 75116 Paris, France, registered with the Paris Trade and Companies Register (*Registre du commerce et des sociétés*) under number 320 366 446, representing approximately 66.53% of its share capital as of September 30, 2024, and (ii) the direct allocation to the shareholders of Vivendi SE of the shares issued by Louis Hachette Group in consideration for such contribution (the "**Louis Hachette Group Shares**"), on the basis of one (1) Louis Hachette Group Share for one (1) share of Vivendi SE giving entitlement to allotment, under the terms and conditions of the Draft Louis Hachette Group Partial Demerger Terms (the "**Louis Hachette Group Partial Demerger**");
- that the number of Louis Hachette Group Shares allocated by Louis Hachette Group to the shareholders of Vivendi SE as part of the Louis Hachette Group Partial Demerger will be nine hundred ninety-one million, eight hundred eleven thousand, four hundred ninety-four (991,811,494) Louis Hachette Group Shares, with a nominal value of €0.20 each, corresponding to the total number of shares of Vivendi SE giving entitlement to allotment;
- that the beneficiaries of the allocation of Louis Hachette Group Shares as part of the Louis Hachette Group Partial Demerger will be the shareholders of Vivendi SE (with the exception of Vivendi SE itself) whose shares will have been registered in an account on the record date for entitlement, currently scheduled for December 17, 2024 (i.e., after taking into account orders executed during the trading day of December 13, 2024);
- that the contribution value of the ordinary shares of Lagardère and Prisma Group contributed by Vivendi SE to Louis Hachette Group as part of the Louis Hachette Group Partial Demerger has been set, in accordance with the terms and conditions of the Draft Louis Hachette Group Partial Demerger Terms, at a total amount of two billion, one hundred fifty-eight million, one hundred ninety-five thousand, nine hundred thirty euros and seventy cents (€2,158,195,930.70), which has been verified by the Louis Hachette Group Demerger Auditors in their reports;
- that this amount will, in accordance with the Draft Louis Hachette Group Partial Demerger Terms and the provisions of Article R. 236-19, II, paragraph 2 of the French *Code de commerce*, be charged to the Reference Equity as follows, without prejudice to any other allocation that may result from the implementation of the other resolutions adopted by this General Shareholders' Meeting:
 - o charge to the "Share capital" (*Capital Social*) account: €1,198,094,718.75;
 - o charge to the "Additional paid-in capital" (Primes d'émission, de fusion et d'apport) account: €226,933,554.02;
 - o charge to the "Other reserves" (*Autres réserves*) account: €733,167,657.93;

The General Shareholders' Meeting takes note that:

- the shares of Vivendi SE held by Vivendi SE itself, totaling thirty-eight million, one hundred six thousand, six hundred and thirty-one (38,106,631) shares, will not give entitlement to the allocation of Louis Hachette Group Shares as part of the Louis Hachette Group Partial Demerger, in accordance with Article L. 236-3, II, paragraph 2 of the *French Code de commerce*; and
- if ownership of Vivendi SE shares is divided between the usufruct holder (*usufruitier*) and the bare owner (*nu-proprétaire*), subject to the law applicable to the division of shares (*démembrement*) and unless otherwise agreed between the bare owner and the usufruct holder, the beneficiaries entitled to the

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allocation of Louis Hachette Group Shares as part of the Louis Hachette Group Partial Demerger will be the bare owners.

The General Shareholders' Meeting grants full powers to the Management Board, with the ability to sub-delegate under the conditions provided by law, to implement all measures, make all declarations, and carry out all formalities necessary to give effect to the above decisions, to obtain the admission of the Louis Hachette Group Shares to trading on Euronext Growth, to sign any and all documents with a view to completing the Louis Hachette Group Partial Demerger under the conditions decided upon at this General Shareholders' Meeting and in accordance with the provisions of the aforementioned Louis Hachette Group information document, to record its completion, to make the correlative changes to the company's bylaws, and, more generally, to do whatever is necessary to give effect to these resolutions.

RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

Third resolution - Exceptional distribution in kind of shares of Havas N.V. to the shareholders of Vivendi SE.

The General Shareholders' Meeting, voting in accordance with the conditions of quorum and majority required for ordinary general meetings, having reviewed:

- the report of the Management Board and the Supervisory Board on the resolutions submitted to this General Shareholders' Meeting;
- the report of the Management Board on the exceptional distribution in kind, which is the subject of this resolution; and
- the prospectus prepared by Havas N.V., approved by the *Autoriteit Financiële Markten* (AFM), the financial market authority in the Netherlands, for the admission to trading of the shares of Havas N.V. on the regulated market of Euronext in Amsterdam (the "**Admission**"), and published on the Havas N.V. website (www.havas.fr),

takes formal note of:

- the amount of Vivendi SE's equity (*capitaux propres*) as shown in the annual financial statements as of December 31, 2023, approved by Vivendi's General Shareholders' Meeting of April 29, 2024, and after the allocation of the 2023 result (4th resolution of such General Shareholders' Meeting) (the "**Reference Equity**"), namely:

Share capital	€5,664,549,687.50
Additional paid-in capital	€5,678,465,377.97
Reserves:	€4,797,173,618.75
<i>of which Legal reserve</i>	€566,454,968.75
<i>of which Other reserves</i>	€4,230,718,650.00
Retained earnings	€0.00
Earnings/(Loss) for the year	N/A

- the amount of Vivendi SE's equity (*capitaux propres*) as shown in the interim financial statements as of September 30, 2024, approved by the Management Board, reviewed by the Supervisory Board, and subjected to a limited review by the statutory auditors, namely:

Share capital	€5,664,549,687.50
Additional paid-in capital	€5,678,465,377.97
Reserves:	€4,797,173,618.75
<i>of which Legal reserve</i>	€566,454,968.75
<i>of which Other reserves</i>	€4,230,718,650.00
Retained earnings	€0.00
Earnings/(Loss) as of September 30, 2024	€360,595,992.90

resolves, subject to the condition precedent of the adoption of the first and second resolutions submitted to this General Shareholders' Meeting:

- to proceed, under the terms and conditions described below, with an exceptional distribution in kind in the form of an allocation of nine hundred ninety-one million, eight hundred eleven thousand, four hundred

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ninety-four (991,811,494) shares of Havas N.V. a Dutch company, currently organized as a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid – B.V.*), whose conversion into a public limited company (*Naamloze Vennootschap – N.V.*) is planned prior to the Admission, having its registered office located in Amsterdam, Netherlands, and registered with the Dutch Trade Register in Amsterdam under number 95011439 (“**Havas N.V.**”), on the basis of one (1) Havas N.V. share for one (1) share of Vivendi SE (the “**Havas Distribution**”);

- that the beneficiaries of the allocation of shares of Havas N.V. as part of Havas Distribution will be the shareholders of Vivendi SE (with the exception of Vivendi SE itself), whose shares are registered in an account on the record date for entitlement, currently scheduled for December 17, 2024 (i.e., after taking into account orders executed during the trading day of December 13, 2024);
- that the shares of Havas N.V. thus allocated will be accounted, for Vivendi SE, at their opening market price on the regulated market of Euronext in Amsterdam on the date of their first listing on that market, currently scheduled for December 16, 2024;
- that the effective amount of the Havas Distribution, which has been provisionally estimated as of the date of the report of the Management Board and the Supervisory Board at a total amount of three billion, four hundred and forty-four million, four hundred and sixty-five thousand, seven hundred and forty-seven euros and eight cents (€3,444,465,747.08), will be obtained by multiplying the number of Havas N.V. shares distributed by the stock market price at which these shares will have been valued for accounting purposes as indicated above; and
- that the resulting amount will be charged to the Reference Equity as follows, without prejudice to any other allocation that may result from the implementation of the other resolutions adopted by this General Shareholders' Meeting:
 - o up to €1,170,130,500.52, in priority to the “Other reserves” (*Autres réserves*) account;
 - o above €1,170,130,500.52, to the “Additional paid-in capital” (*Primes d'émission, de fusion et d'apport*) account,

it is specified that if the balance of these accounts is insufficient to allocate the full amount of the Havas Distribution:

- the number of Havas N.V. shares distributed and the distribution ratio will, at the discretion of the Management Board, be adjusted downwards so that the amount distributed, valued as indicated above, is equal to:
 - o €1,170,130,500.52, this amount being charged to the “Other reserves” (*Autres réserves*) account;
 - o and the balance of the “Additional paid-in capital” (*Primes d'émission, de fusion et d'apport*) account, to which the amount thus calculated will be charged;
- the fractional shares resulting from the application of the adjusted distribution ratio will neither be tradable nor transferable and will be compensated in cash according to the terms set by the Management Board.

The General Shareholders' Meeting takes notes that:

- the shares of Vivendi SE held by Vivendi SE itself, totaling thirty-eight million, one hundred six thousand, six hundred and thirty-one (38,106,631) shares, will not give entitlement to the Havas Distribution, in accordance with Article L. 225-210 of the French *Code de commerce*; and
- if ownership of Vivendi SE shares is divided between the usufruct holder (*usufruitier*) and the bare owner (*nu-proprétaire*), subject to the law applicable to the division of shares (*démembrement*) and unless otherwise agreed between the bare owner and the usufruct holder, the beneficiaries of the Havas Distribution will be the bare owners.

The General Shareholders' Meeting grants full powers to the Management Board, with the ability to sub-delegate under the applicable statutory and regulatory conditions, to implement all measures, make all declarations, and carry out all formalities necessary to give effect to the above decisions, to obtain the admission of the shares of Havas N.V. to trading on the regulated market of Euronext in Amsterdam, to sign any and all documents with a view to completing the Havas Distribution under the conditions decided upon at this General Shareholders' Meeting and in accordance with the provisions of the aforementioned Havas N.V. listing prospectus, record its completion, make

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all necessary adjustments and allocations and, more generally, to do whatever is necessary to give effect to these resolutions.

Fourth resolution - Powers to carry out formalities.

The General Shareholders' Meeting grants full powers to the bearer of a certified copy or excerpt of the minutes of this General Meeting to accomplish any formalities required by law.