



A company with limited liability (*société anonyme*) with a Management Board and Supervisory Board
having a share capital of 285,014.30 euros
Registered office: 16, rue Oberkampf, 75011 Paris
815 286 398 RCS Paris

(the “Company”)

SPECIAL REPORT ON TRANSACTIONS CARRIED OUT UNDER THE PROVISIONS OF ARTICLES L. 225-197-1 to L. 225-197-3 OF THE FRENCH COMMERCIAL CODE DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

Ladies and Gentlemen:

In accordance with the provisions of article L. 225-197-4 of the French Commercial Code (*Code de commerce*), this report sets out those transactions carried out during the financial year ended 31 December 2017 under the provisions of articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code as regards the free grant of shares.

1. Free share grant plans put in place by the Company during the financial year ended 31 December 2017

In the framework of the provisions of article L. 225-197-1 *et seq.* of the French Commercial Code, the combined general meeting of the Company held on 29 June 2017 authorised the Management Board to carry out, on one or more occasions, free grants of ordinary shares of the Company to the benefit of:

- (i) pursuant to the 21st and 22nd resolutions, the managers (*cadres*) of Groupe AB, a company which is connected to the Company within the meaning of the provisions of article L. 225-197-2 of the French Commercial Code, and of any other company connected to the Company within the meaning of article L. 225-197-2 of the French Commercial Code, up to 899,096 ordinary shares, representing 3.16% of the Company’s share capital as of the date of such general meeting;
- (ii) pursuant to the 23rd and 24th resolutions, the managers of Groupe AB and of its subsidiaries, a company connected to the Company within the meaning of the provisions of article L. 225-197-2 of the French Commercial Code, and of any other company connected to the Company within the meaning of article L. 225-197-2 of the French Commercial Code, up to a maximum number of ordinary shares representing 0.35% of the Company’s share capital as of the date of such general meeting;
- (iii) pursuant to the 25th and 26th resolutions, the managers of the Company who are not corporate officers (*mandataires sociaux*), up to a maximum number of ordinary shares representing 2% of the Company’s share capital as of the date of such general meeting.

Pursuant to the provisions of article L. 225-197-1 of the French Commercial Code, such free grants must not result in the beneficiaries of such distributions holding more than 10% of the Company's share capital.

By virtue of the authorisation granted by the 25th and 26th resolutions of the combined general meeting of the Company held on 29 June 2017, during its meeting held on 29 September 2017, the Management Board, upon a proposal of the Nominations and Compensation Committee dated 12 May 2017, established a plan covering the free grant of ordinary shares of the Company to Mr. Guillaume Izabel, the Company's Chief Financial Officer.

This plan established by the Company's Management Board is subject to the satisfaction of certain performance criteria and covers a number of ordinary shares which are to be issued in two tranches of forty-eight thousand four hundred and sixty-nine (48,469) new free shares per tranche, i.e., a total of ninety-six thousand, nine hundred and thirty-eight (96,938) new free shares having a par value of one euro cent (€ 0,01) per share.

The value of the free shares granted in the context of this plan by the Management Board on 29 September 2017 (the "**Grant Date**") amounts to 9.80 euros per share, which corresponds to the closing price of a Company share on the Grant Date.

The definitive grant date for the shares granted free of charge by the Management Board on 29 September 2017 was set by the Management Board as follows: with respect to tranche 1, 30 September 2019, and with respect to tranche 2, 30 September 2021, subject to (i) Mr. Guillaume Izabel having an employment contract within the Mediawan group on such dates, and (ii) that the following performance criteria are met:

- Regarding tranche 1: TSR as compared to the STOXX[®] Europe Media index;
- Regarding tranche 2:
 - for 50% of the free shares making up tranche 2: TSR as compared to the STOXX[®] Europe Media index;
 - for 50% of the free shares making up tranche 2: average annual growth of EPS over the period.

The plan also contains customary exceptions as regards presence conditions (death, incapacity, etc.) and an adjustment principle in the event of any transactions affecting the Company's share capital, as provided by law.

As from the date of the definitive grant of the shares and subject to the satisfaction of the above conditions, Mr. Guillaume Izabel shall take ownership of the shares which have been granted to him free of charge and shall have all the rights belonging to shareholders. A one-year holding period commencing upon the expiration of the vesting periods for each of the two tranches shall follow, during which time Mr. Guillaume Izabel may not transfer the shares that have been definitively granted to him.

2. Free grants of shares during financial year ended 31 December 2017

2.1 Shares granted free of charge in 2017 to corporate officers of Mediawan

	Number of shares granted free of charge	Closing price of a Company share on the grant date	Management Board meeting date
Shares granted free of charge during the financial year to the Company's corporate officers by the Company and by connected companies	N/A	N/A	N/A
Shares granted free of charge during the financial year to the Company's corporate officers by controlled companies within the meaning of article L. 233-16 of the French Commercial Code in respect of their offices	N/A	N/A	N/A

During the financial year ended 31 December 2017, there were no free grants of shares to the Company's corporate officers.

2.2 Shares granted free of charge in 2017 to the 10 employees who are not corporate officers and who were granted the highest number shares

	Number of shares granted free of charge	Closing price of a Company share on the grant date	Management Board meeting
Shares granted free of charge during the financial year by the Company and by its connected companies to the 10 employees of the Company who are not corporate officers and who were granted to highest number of shares	Tranche 1: 48,469 Tranche 2: 48,469 Total: 96,938	9.80 euros	29 September 2017

During the financial year ended 31 December 2017, there was only one free grant of shares to employees who are not corporate officers of the Company, as described in paragraph 1 of this report.

2.3 Shares granted free of charge in 2017 to employees of the Mediawan group

	Number of shares granted free of charge	Closing price of a Company share on the grant date	Number of employee beneficiaries	Management Board meeting date
Shares granted free of charge during the financial year by the Company and its connected companies to employee beneficiaries	96,938	9.80 euros	1	29 September 2017

The Management Board