

THIS IS A DRAFT OF THE CORPORATE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE CHARTER OF HAVAS N.V. AS IT WILL READ AFTER IT IS ADOPTED AND BECOMES EFFECTIVE. THIS CORPORATE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE CHARTER HAS NOT BEEN ADOPTED YET.

**CORPORATE GOVERNANCE, NOMINATIONS
AND REMUNERATION COMMITTEE
CHARTER**

HAVAS N.V.

dated [●] 2024

FOR DISCUSSION PURPOSES ONLY

CORPORATE GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE CHARTER**1 Introduction**

- 1.1 This charter is the charter (the **Corporate Governance, Nominations and Remuneration Committee Charter**) of the Corporate Governance, Nominations and Remuneration Committee (the **Corporate Governance, Nominations and Remuneration Committee**) of the board of directors (the **Board**) of Havas N.V. (the **Company**).
- 1.2 This Corporate Governance, Nominations and Remuneration Committee Charter was adopted by the Board on [●] 2024 and is effective as from and including [●] and shall remain in full force and effect until amended or terminated (in whole or in part).
- 1.3 Capitalized terms used but not otherwise defined in this Corporate Governance, Nominations and Remuneration Committee Charter have the meaning set forth in the list of definitions included in the regulations of the Board (the **Regulations**).

2 General role and responsibilities

- 2.1 Without prejudice to the Regulations, the Corporate Governance, Nominations and Remuneration Committee advises the Board in relation to its responsibilities and shall prepare resolutions of the Board in relation thereto. The Board shall remain collectively responsible for decisions prepared by the Corporate Governance, Nominations and Remuneration Committee.
- 2.2 The responsibilities of the Corporate Governance, Nominations and Remuneration Committee shall include:
- (a) monitoring and assessing that the Company pays attention to sustainability, environmental, social, corporate governance and other human capital matters (**ESG Matters**) in setting the Company's general strategy pursuant to best practice provision 1.1.1 sub vi of the Dutch Corporate Governance Code (the **DCGC**);
 - (b) drawing up selection criteria and appointment procedures for Directors;
 - (c) periodically assessing the size and composition of the Board, and making a proposal for the Board Profile;
 - (d) periodically assessing the functioning of individual Directors, and reporting on this to the Board;
 - (e) drawing up a plan for the succession of Directors;
 - (f) making proposals for appointments and reappointments;
 - (g) supervising the policy of the Board on the selection criteria and appointment procedures for senior management;

- (h) submitting a clear and understandable proposal to the Board concerning the Company's policy on Director's remuneration (the **Remuneration Policy**);
- (i) preparing the Board's decision-making regarding the determination of remuneration of individual Directors, such including submitting a proposal to the Board concerning the remuneration of individual Directors;
- (j) preparing the remuneration report (the **Remuneration Report**);
- (k) assessing the entering into transactions by the Company or a Group Company with a third company of which a Director of the Company is a management board member or controlling shareholder; and
- (l) making recommendations to the Board regarding the independence of the Non-Executive Directors/members of the Corporate Governance, Nominations and Remuneration Committee within the meaning of the DCGC.

2.3 The following aspects shall in any event be taken into consideration when formulating the Remuneration Policy:

- (a) the objectives of the strategy for the implementation of sustainable long-term value creation;
- (b) the scenario analyses carried out in advance;
- (c) the pay ratios within the Company and its affiliated enterprise;
- (d) the development of the market price of the Shares;
- (e) an appropriate ratio between the variable and fixed remuneration components. The variable remuneration component is linked to measurable performance criteria determined in advance, which are predominantly long-term in character;
- (f) if Shares are being awarded, the terms and conditions governing this; and
- (g) if rights to subscribe for Shares are being awarded, the terms and conditions governing this and the terms and conditions subject to which these can be exercised.

2.4 The proposal for the remuneration of Directors is drawn up in accordance with the Remuneration Policy and will, in any event, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise. When drafting the proposal for the remuneration of Executive Directors, the Corporate Governance, Nominations and Remuneration Committee shall take note of individual Executive Directors' views with regard to the amount and structure of their own remuneration. The Corporate Governance, Nominations and Remuneration Committee shall ask the Executive Directors to pay attention to the aspects referred to in Clause 2.5 of this Corporate Governance, Nominations and Remuneration Committee.

- 2.5 The Remuneration Report shall in any event describe, in a transparent manner:
- (a) the aggregate amount of remuneration granted, specified for each component;
 - (b) the relative proportion of fixed and variable remuneration;
 - (c) the manner in which the aggregate amount of remuneration granted is consistent with the Remuneration Policy and contributes to the sustainable long-term performance of the Company;
 - (d) the manner in which the financial and non-financial targets set by or on behalf of the Company have been applied;
 - (e) the annual change in remuneration over at least five financial years, the development of the Company's performance and the average remuneration, assuming a fulltime work week, of the Company's employees who are not directors during this period, presented jointly in a way that allows comparison;
 - (f) the remuneration charged to subsidiaries of the Company or other companies of which the financial data is consolidated by the Company during the financial year;
 - (g) the number of shares and stock options granted and offered and the main conditions for exercising the rights;
 - (h) the full or partial recovery of a bonus referred to in Section 2:135 paragraph 8 DCC;
 - (i) any deviation from the decision-making process for implementing the Remuneration Policy referred to in Section 2:135a paragraph 6 sub h DCC;
 - (j) any deviation from the Remuneration Policy due to exceptional circumstances, with an explanation of the nature of the exceptional circumstances and specifying the specific components from which there is a deviation;
 - (k) how the Remuneration Policy has been implemented in the past financial year;
 - (l) how the implementation of the Remuneration Policy contributes to sustainable long-term value creation;
 - (m) that scenario analyses have been taken into consideration;
 - (n) the pay ratios within the Company and its affiliated enterprise and, if applicable, any changes in these ratios compared to at least five previous financial years;
 - (o) in the event an Executive Director receives variable remuneration, how this remuneration contributes to sustainable long-term value creation, the measurable performance criteria determined in advance on which the variable remuneration depends, and the relationship between the remuneration and performance;

- (p) in the event that a current or former Executive Director receives a severance payment, the reason for this payment; and
 - (q) any further information as included in Sections 2:383c through 2:383e DCC.
- 2.6 The Remuneration Report shall be made generally available and shall be published on the Company's website.
- 2.7 The Corporate Governance, Nominations and Remuneration Committee shall present all material findings and recommendations, and a report of each of its meetings, to the Board for consideration.
- 2.8 Every Director shall have unrestricted access to all records of the Corporate Governance, Nominations and Remuneration Committee.
- 3 Composition and size Corporate Governance, Nominations and Remuneration Committee**
- 3.1 The Corporate Governance, Nominations and Remuneration Committee shall consist of at least two (2) members. More than half of the members of the Corporate Governance, Nominations and Remuneration Committee, including the chairperson, shall be independent within the meaning of the DCGC.
- 3.2 All members of the Corporate Governance, Nominations and Remuneration Committee must be Non-Executive Directors.
- 3.3 The Board shall appoint the members of the Corporate Governance, Nominations and Remuneration Committee. The Board may substitute the members of the Corporate Governance, Nominations and Remuneration Committee at any time.
- 3.4 One member of the Corporate Governance, Nominations and Remuneration Committee has competence in human resource management.
- 3.5 The Corporate Governance, Nominations and Remuneration Committee may not be chaired by the Chair of the Board or by a former Executive Director. The chairperson of the Corporate Governance, Nominations and Remuneration Committee shall be designated by the Board.
- 3.6 Generally, the term of office of a Corporate Governance, Nominations and Remuneration Committee member will not be set in advance. It will *inter alia* depend on the composition of the Board as a whole and other Committees from time to time.
- 3.7 The composition of the Corporate Governance, Nominations and Remuneration Committee shall be mentioned in the Non-Executive Directors Report.
- 3.8 The General Secretary shall act as the secretary to the Corporate Governance, Nominations and Remuneration Committee.

- 3.9 No member of the Corporate Governance, Nominations and Remuneration Committee may receive, directly or indirectly, any compensation from the Company other than remuneration paid to Non-Executive Directors for service on the Board or a Committee thereof.
- 3.10 The chairperson of the Corporate Governance, Nominations and Remuneration Committee or one of the other members of the Corporate Governance, Nominations and Remuneration Committee shall use its best efforts to be available to answer questions about the Corporate Governance, Nominations and Remuneration Committee's activities at the annual General Meeting.

4 Meetings of the Corporate Governance, Nominations and Remuneration Committee

- 4.1 The Corporate Governance, Nominations and Remuneration Committee shall hold at least two (2) meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment provided that all members of the Corporate Governance, Nominations and Remuneration Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making.
- 4.2 An attendance register shall be kept and signed by the General Secretary, or in his absence or inability to act, by a person designated by the chairperson of the meeting, and shall include the names of the members who attended the meeting in person and, if applicable, the names of the members who participated in such meeting by conference call, video conference or by any other means of communication.
- 4.3 The convocation notices of a Corporate Governance, Nominations and Remuneration Committee meeting shall be given in writing, at such time that all the members of the Corporate Governance, Nominations and Remuneration Committee are given opportunity to participate in and prepare themselves for the meeting ultimately eight calendar days in advance. In urgent cases, the chairperson of the Corporate Governance, Nominations and Remuneration Committee may determine that the meeting shall be convened upon shorter notice, but in any case no later than two business days before the meeting. Any notice of the Corporate Governance, Nominations and Remuneration Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision, shall be drawn up by the chairperson of the Corporate Governance, Nominations and Remuneration Committee. The other information and decision material for the meeting shall be circulated as soon as possible, but in any case no later than two business days before the meeting.
- 4.4 Resolutions of the Corporate Governance, Nominations and Remuneration Committee shall require a simple majority of the votes cast in a meeting in which a majority of the members of the Corporate Governance, Nominations and Remuneration Committee is present. If there is a tie vote, the chairperson of the Corporate Governance, Nominations and Remuneration Committee shall have the casting vote.

- 4.5 The General Secretary shall take minutes of the meeting. If the General Secretary is not present at the meeting, the meeting may designate another secretary. The minutes shall be adopted in the same meeting or in a next meeting of the Corporate Governance, Nominations and Remuneration Committee, and shall be signed by the chairperson and the secretary of the meeting. A copy of the minutes will be sent to the Board.
- 4.6 If and when required, the chairperson of the Corporate Governance, Nominations and Remuneration Committee shall provide further information to the Board during its meetings on the results of the Corporate Governance, Nominations and Remuneration Committee's discussions.
- 4.7 The number of meetings of the Corporate Governance, Nominations and Remuneration Committee and the main items discussed shall be mentioned in the Executive Directors Report.

5 Confidentiality

Each member of the Corporate Governance, Nominations and Remuneration Committee shall treat all information and documents obtained within the framework of their position as member of the Corporate Governance, Nominations and Remuneration Committee with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Corporate Governance, Nominations and Remuneration Committee, made public or otherwise made available to third parties, even after resignation of the Corporate Governance, Nominations and Remuneration Committee, unless it has been made public by the Company or it has been established that the information is already in the public domain.

6 Non-compliance and amendment

- 6.1 The Board may amend this Corporate Governance, Nominations and Remuneration Committee Charter and/or revoke any powers granted by it to the Corporate Governance, Nominations and Remuneration Committee.
- 6.2 If one or more provisions of this Corporate Governance, Nominations and Remuneration Committee Charter are or become invalid, this shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions by provisions, which are valid, and the effect of which, given the contents and purpose of this Corporate Governance, Nominations and Remuneration Committee Charter is, to the greatest extent possible, similar to that of the invalid provisions.

7 Regulations *mutatis mutandis* applicable

The relevant Clauses of the Regulations shall apply *mutatis mutandis* to this Corporate Governance, Nominations and Remuneration Committee Charter.

8 **Website**

This Corporate Governance, Nominations and Remuneration Committee Charter, and any amendments thereto, shall be published on the Company's website.

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