

THIS IS A DRAFT OF THE AUDIT & SUSTAINABILITY COMMITTEE CHARTER OF HAVAS N.V. AS IT WILL READ AFTER IT IS ADOPTED AND BECOMES EFFECTIVE. THIS AUDIT & SUSTAINABILITY COMMITTEE CHARTER HAS NOT BEEN ADOPTED YET.

**AUDIT & SUSTAINABILITY COMMITTEE
CHARTER**

HAVAS N.V.

dated [●] 2024

FOR DISCUSSION PURPOSES ONLY

AUDIT & SUSTAINABILITY COMMITTEE CHARTER

1 Introduction

- 1.1 This charter is the charter (the **Audit & Sustainability Committee Charter**) of the audit & sustainability committee (the **Audit & Sustainability Committee**) of the board of directors (the **Board**) of Havas N.V. (the **Company**).
- 1.2 This Audit & Sustainability 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 Audit & Sustainability Committee Charter have the meaning set forth in the list of definitions included in the regulations of the Board (the **Regulations**).
- 1.4 Any reference to a gender shall include all genders.

2 Role and responsibilities

- 2.1 Without prejudice to the Regulations, the Audit & Sustainability 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 Audit & Sustainability Committee.
- 2.2 The Audit & Sustainability Committee undertakes to assist the Board in its oversight of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems referred to in best practice provisions 1.2.1 up to and including 1.2.3 of the DCGC.
- 2.3 The responsibilities of the Audit & Sustainability Committee shall include:
- (a) discussing with the Board the effectiveness of the design and operation of the internal risk management and control systems referred to in best practice provisions 1.2.1 up to and including 1.2.3 of the DCGC;
 - (b) supervising the enforcement of relevant legislation and regulations, and supervising the effect of codes of conduct;
 - (c) supervising the submission of financial information by the Company (including choice of accounting policies, application and assessment of the effects of new rules, information about the handling of estimated items in the financial statements, forecasts and the work of the internal auditor and the Auditor);
 - (d) reviewing and monitoring the Company's non-financial or sustainability reporting pursuant to Sections 2:391 or 2:391a of the Dutch Civil Code (DCC), or any rules and regulations promulgated thereunder;

- (e) overseeing the Company's public disclosure on sustainability, environmental, social, corporate governance and other human capital matters and its consistency thereof, including any sustainability reports;
- (f) supervising the compliance with recommendations by, and following up of comments by, the internal auditor and the Auditor and any other external party involved in auditing the sustainability reporting;
- (g) supervising the functioning of the internal audit function, in particular co-determining the plan of action for the internal audit function and taking note of the findings and considerations of the internal audit function and consulting with the Board on the way in which the internal audit function fulfills its responsibility to the Board;
- (h) supervising the financing of the Company;
- (i) supervising the policy of the Company on tax planning;
- (j) maintaining frequent contact and supervising the relationship with the Auditor;
- (k) implementing the procedure for the selection of the Auditor;
- (l) selecting statutory auditors or audit firms, submitting a recommendation to the Board for the appointment as Auditor by the General Meeting and supervising the Auditor's functioning;
- (m) informing the Board of the outcome of the statutory audit and explaining how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit & Sustainability Committee was in that process;
- (n) monitoring the financial reporting process and submitting recommendations or proposals to ensure its integrity;
- (o) determining whether and, if so, how the Auditor shall be involved in the content and publication of financial reports other than the Annual Accounts;
- (p) making a recommendation to the Board on the appointment and dismissal of the senior internal auditor;
- (q) if there is no internal audit function, issuing a recommendation to the Board whether adequate alternative measures have been taken;
- (r) submitting a proposal to the Board for the Auditor's engagement to audit the Annual Accounts;
- (s) approving the Annual Accounts, Semi-Annual Accounts and the annual budget and major capital expenditures of the Company; and
- (t) analyzing changes in the scope of the Company's consolidation, liabilities, interest rates and exchange rate hedges.

- 2.4 The Audit & Sustainability Committee shall, together with the Executive Directors and the Auditor, be involved in the drawing up of the audit plan by the internal audit function.
- 2.5 The Audit & Sustainability Committee and the Auditor shall discuss the audit plan and the findings of the Auditor based on the work the Auditor has undertaken. The Audit & Sustainability Committee shall discuss with the Auditor:
- (a) the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the Auditor in the audit plan; and
 - (b) based also on the documents from which the audit plan was developed, the findings and outcomes of the audit work on the financial statements and the management letter.
- 2.6 The Audit & Sustainability Committee shall report to the Board on its deliberations and findings. This report must, at least, include the following information:
- (a) the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems referred to in best practice provisions 1.2.1 up to and including 1.2.3 of the DCGC;
 - (b) the methods used to assess the effectiveness of the internal and external audit processes;
 - (c) material considerations concerning financial and sustainability reporting; and
 - (d) the way in which material risks and uncertainties have been analyzed and discussed, along with a description of the most important findings of the Audit & Sustainability Committee.
- 2.7 The Audit & Sustainability Committee shall report annually to the Board on the functioning of, and the developments in, the relationship with the Auditor. The Audit & Sustainability Committee shall advise the Board regarding the Auditor's nomination for (re)appointment or dismissal and is responsible for the selection of the Auditor. The Audit & Sustainability Committee shall give due consideration to the Executive Directors' observations during the aforementioned work. Also on this basis, the Board shall determine its nomination for the (re)appointment of the Auditor to the General Meeting.
- 2.8 Unless it concerns the renewal of the audit engagement of the Auditor, the recommendation as referred to in the Clauses 2.3 under (l) and 2.7 of this Audit & Sustainability Committee Charter shall be well-motivated and shall contain at least two choices for the audit engagement. The Audit & Sustainability Committee shall express a duly justified preference for one of the candidates. In its recommendation, the Audit & Sustainability Committee shall state that its recommendation is free from influence by a third party and that no contractual clauses restrict the choice by the General Meeting to certain categories or lists of statutory auditors or audit firms.

- 2.9 Unless it concerns the renewal of the audit engagement of the Auditor, the recommendation as referred to in Clause 2.3 under (l) of this Audit & Sustainability Committee Charter shall be prepared following a selection procedure organized by the Company – under the responsibility of the Audit & Sustainability Committee – respecting the following criteria:
- (a) the Company shall be free to invite any statutory auditors or audit firms (which are licensed to audit public-interest entities) to submit proposals for the provision of the statutory audit service provided that (i) any mandatory cooling-off period shall be observed and (ii) the organization of the tender process does not in any way preclude the participation in the selection procedure of firms which received less than 15% of the total audit fees from public-interest entities in the Netherlands in the previous calendar year;
 - (b) the Company shall prepare tender documents for the attention of the invited statutory auditors or audit firms. Those tender documents shall allow them to understand the business of the Company and the type of statutory audit that is to be carried out. The tender documents shall contain transparent and non-discriminatory selection criteria that shall be used by the Company to evaluate the proposals made by statutory auditors or audit firms;
 - (c) the Company shall be free to determine the selection procedure and may conduct direct negotiations with interested tenderers in the course of the procedure;
 - (d) where the AFM requires statutory auditors and audit firms to comply with certain quality standards, those standards shall be included in the tender documents;
 - (e) the Company shall evaluate the proposals made by the statutory auditors or the audit firms in accordance with the selection criteria predefined in the tender documents. The Company shall prepare a report on the conclusions of the selection procedure, which shall be validated by the Audit & Sustainability Committee. The Company and the Audit & Sustainability Committee shall take into consideration any findings or conclusions of any inspection report published by the AFM regarding the quality and transparency of the applicant statutory auditor or audit firm;
 - (f) the Company shall be able to demonstrate, upon request, to the AFM that the selection procedure was conducted in a fair manner.
- 2.10 The Auditor shall receive the financial information underlying the adoption of the quarterly or semi-annual accounts and other interim financial reports and shall be given the opportunity to respond to all information.
- 2.11 The Auditor shall inform the chairperson of the Audit & Sustainability Committee without delay if, during the performance of his duties, he discovers or suspects an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of a Director, the Auditor shall report this directly to the Chair of the Board.

- 2.12 Every Director shall have access to all books and records of the Audit & Sustainability Committee.

3 Composition and size Audit & Sustainability Committee

- 3.1 The Audit & Sustainability Committee shall consist of at least two (2) members. More than half of the members of the Audit & Sustainability Committee, including the chairperson, shall be independent within the meaning of the DCGC.
- 3.2 All members of the Audit & Sustainability Committee must be Non-Executive Directors.
- 3.3 The Board shall appoint the members of the Audit & Sustainability Committee. The Board may substitute the members of the Audit & Sustainability Committee at any time.
- 3.4 At least one member of the Audit & Sustainability Committee has competence in accounting or auditing. The Audit & Sustainability Committee as a whole shall have competence relevant to the sector in which the Company is operating.
- 3.5 The Audit & Sustainability Committee may not be chaired by the Chair of the Board or by a former Executive Director. The chairperson of the Audit & Sustainability Committee shall be designated by the Board.
- 3.6 Generally the term of office of a member of the Audit & Sustainability Committee will not be set in advance. It will *inter alia* depend on the composition of the Board as a whole and the other Committees from time to time.
- 3.7 The composition of the Audit & Sustainability Committee shall be mentioned in the Non-Executive Directors' Report.
- 3.8 The General Secretary shall act as the secretary to the Audit & Sustainability Committee.
- 3.9 No member of the Audit & Sustainability 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 Audit & Sustainability Committee or one of the other members of the Audit & Sustainability Committee shall use its best efforts to be available to answer questions about the Audit & Sustainability Committee's activities at the annual General Meeting.

4 Meetings of the Audit & Sustainability Committee

- 4.1 The Audit & Sustainability Committee shall hold at least four (4) 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 Audit & Sustainability Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making.

- 4.2 The Chairman & CEO, the CFO, the Auditor and the internal auditor shall in principle attend the meetings of the Audit & Sustainability Committee, unless the Audit & Sustainability Committee determines otherwise.
- 4.3 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.
- 4.4 The Audit & Sustainability Committee shall meet with the Auditor as often as it considers necessary, but at least once per year, without the presence of the Executive Directors.
- 4.5 The convocation notices of an Audit & Sustainability Committee meeting shall be given in writing, at such time that all the members of the Audit & Sustainability 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 Audit & Sustainability 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 Audit & Sustainability 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 Audit & Sustainability 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.
- 4.6 Resolutions of the Audit & Sustainability Committee shall require a simple majority of the votes cast in a meeting in which a majority of the members of the Audit & Sustainability Committee is present. If there is a tie vote, the chairperson of the Audit & Sustainability Committee shall have the casting vote.
- 4.7 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 Audit & Sustainability 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.
- 4.8 If and when required, the chairperson of the Audit & Sustainability Committee shall provide further information to the Board during its meetings on the results of the Audit & Sustainability Committee's discussions.
- 4.9 The number of meetings of the Audit & Sustainability Committee and the main items discussed shall be mentioned in the Non-Executive Directors' Report.

5 Outside advisors

- 5.1 Subject to Clause 5.2 below, the Audit & Sustainability Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately

by the Company), to engage independent legal counsel and other advisors as it deems necessary or appropriate.

- 5.2 The Audit & Sustainability Committee shall have the authority, without the prior approval by the Board, to approve such firms' fees and other retention terms, up to an aggregate amount of EUR 50,000 per year. Any engagement of independent legal counsel and other advisors for an amount exceeding EUR 50,000 in aggregate per year, shall require the prior approval by the Board.
- 5.3 The Company shall provide for appropriate funding, as determined by the Audit & Sustainability Committee or the Board, for payment of: (i) compensation to the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisors employed by the Audit & Sustainability Committee; and (iii) ordinary administrative expenses of the Audit & Sustainability Committee that are necessary or appropriate in carrying out its duties.

6 Confidentiality

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

7 Non-compliance and amendment

- 7.1 The Board may amend this Audit & Sustainability Committee Charter and/or revoke any powers granted by it to the Audit & Sustainability Committee.
- 7.2 If one or more provisions of this Audit & Sustainability 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 Audit & Sustainability Committee Charter is, to the greatest extent possible, similar to that of the invalid provisions.

8 Regulations *mutatis mutandis* applicable

The relevant Clauses of the Regulations shall apply *mutatis mutandis* to this Audit & Sustainability Committee Charter.

9 **Website**

This Audit & Sustainability Committee Charter, and any amendments thereto, shall be published on the Company's website.

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